

PRELIMINARY OFFICIAL STATEMENT DATED [*], 2016

NEW ISSUE – BOOK-ENTRY ONLY

Fitch: ["AA+"]
Moody's: ["Aa2"]
(See "RATINGS" herein)

In the opinion of bond counsel, assuming compliance by the City with certain covenants, under existing statutes, regulations, and judicial decisions, the interest on the Series 2016 Bonds will be excluded from gross income for federal income tax purposes of the holders thereof and will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. However, interest on the Series 2016 Bonds shall be taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax on corporations. See "TAX MATTERS" herein for a description of other tax consequences to holders of the Series 2016 Bonds.

[\$[*]]*

CITY OF ORLANDO, FLORIDA STATE SALES TAX PAYMENTS REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2016

Dated: Date of Delivery

Due: As shown on inside cover.

The City of Orlando, Florida (the "City") will be issuing its [\$[*]]* State Sales Tax Payments Refunding and Improvement Revenue Bonds, Series 2016 (the "Series 2016 Bonds") to provide funds to (a) refund and defease the aggregate principal amount outstanding of the \$31,820,000 City of Orlando, Florida State Sales Tax Payments Revenue Bonds, Series 2008; (b) finance the Series 2016 Project (as defined herein); and (c) pay the costs of issuance related to the Series 2016 Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" herein. All capitalized terms used in this Preliminary Official Statement and not otherwise defined herein have the meanings set forth in the Bond Resolution. See "APPENDIX [*] – FORM OF BOND RESOLUTION" attached hereto.

The Series 2016 Bonds are issuable 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, New York, New York ("DTC"). DTC will act as securities depository for the Series 2016 Bonds. Individual purchases of the Series 2016 Bonds will be made in book-entry form only, in the principal amount of [\$[*]] or any integral multiple thereof. Interest on the Series 2016 Bonds is payable on February 1, 2017 and semiannually thereafter on each February 1 and August 1. Payments of principal of, redemption premium, if any, and interest on the Series 2016 Bonds are to be made to purchasers by DTC through the Participants (defined herein). Purchasers will not receive physical delivery of the Series 2016 Bonds. Payments of principal of and redemption premium, if any, on the Series 2016 Bonds will be made upon presentation and surrender of such Series 2016 Bonds at the office of Wells Fargo, as paying agent. See "DESCRIPTION OF THE SERIES 2016 BONDS" herein.

The Series 2016 Bonds are subject to redemption prior to maturity as described herein. See "DESCRIPTION OF THE SERIES 2016 BONDS" herein.

The Series 2016 Bonds, together with interest thereon, are not general or moral obligations of the City but are limited obligations payable solely and only from the Pledged Funds. Pledged Funds means (i) the State Sales Tax Payments Revenue, and (ii) until applied in accordance with the provisions of the Bond Resolution, all moneys, including investments thereof, in the funds and accounts established under the Bond Resolution, except amounts in the Rebate Fund established in the Bond Resolution. The State Sales Tax Payments Revenue means distributions to the City from the State of Florida (the "State") pursuant to Sections 288.1162 and 212.20(6)(d)6.b., Florida Statutes, with respect to the 'facility for a professional sports franchise' initially financed in part with the proceeds of the Refunded Bonds and to which additional improvements will be financed with a portion of the proceeds of the Series 2016 Bonds. Such distributions are derived from State sales tax revenues. See "SECURITY FOR THE SERIES 2016 BONDS" herein.

[The City may determine to obtain an financial guaranty insurance policy to insure payment of the principal of and interest on all or a portion of the Series 2016 Bonds when due. See the material under the heading "BOND INSURANCE" herein.]

The Series 2016 Bonds shall not be or constitute general obligations or indebtedness of the City, or of the State of Florida (the "State") or any political subdivision thereof as "Bonds" within the meaning of the Constitution and laws of the State, but shall be special obligations of the City, payable solely from and secured by a lien upon and pledge of the Pledged Funds as provided in the Bond Resolution. Neither the City nor the State nor any political subdivision thereof shall be obligated to pay the principal of, redemption premium, if any, or the interest on the Series 2016 Bonds except from the revenues and funds herein described, and neither the faith and credit nor any taxing power of the City or the State or any political subdivision thereof, nor any ad valorem tax proceeds are pledged to the payment of the principal of, redemption premium, if any, or interest on the Series 2016 Bonds or other costs incident thereto. The Series 2016 Bonds will not be secured by a lien on any other revenues of the City.

The Series 2016 Bonds are offered for delivery when, as and if issued by the City and received by the Underwriters (as defined herein), subject to the delivery of an approving opinion as to the legality of the Series 2016 Bonds by Bryant Miller Olive P.A., Orlando, Florida, Bond Counsel. Certain legal matters will be passed upon for the City by its Co-Disclosure Counsel, Broad and Cassel, and D. Seaton and Associates, P.A., both of Orlando, Florida. Certain other legal matters will be passed upon for the City by its Special Legal Counsel, Shutts & Bowen LLP, Orlando, Florida and the City Attorney's Office. Certain legal matters will be passed upon for the Underwriters by its Counsel, Marchena and Graham, P.A., Orlando, Florida. Public Financial Management, Inc., Orlando, Florida, is serving as Financial Advisor to the City. It is expected that the Series 2016 Bonds will be available for delivery through the facilities of DTC in New York, New York, on or about [], 2016.*

This cover page contains certain information for quick reference only. It is not a summary of the issue. Investors must read the entire Preliminary Official Statement to obtain information essential to making an informed investment decision.

**RAYMOND JAMES
BLAYLOCK BEAL VAN, LLC**

Dated: _____, 2016

**MATURITY DATE, PRINCIPAL AMOUNT, INTEREST RATE,
PRICE, YIELD AND INITIAL CUSIP NUMBER**

\$[*] *

**CITY OF ORLANDO, FLORIDA
STATE SALES TAX PAYMENTS REFUNDING
AND IMPROVEMENT REVENUE BONDS,
SERIES 2016**

MATURITY ([*])	<u>AMOUNT</u>[*]	<u>INTEREST RATE</u>	<u>PRICE</u>	<u>YIELD</u>	<u>INITIAL CUSIP NO.</u>[±]
February 2017	\$[*]				
August 2017	[*]				
February 2018	[*]				
August 2018	[*]				
February 2019	[*]				
August 2019	[*]				
February 2020	[*]				
August 2020	[*]				
February 2021	[*]				
August 2021	[*]				
February 2022	[*]				
August 2022	[*]				
February 2023	[*]				
August 2023	[*]				
February 2024	[*]				
August 2024	[*]				
February 2025	[*]				
August 2015	[*]				
February 2026	[*]				
August 2026	[*]				
February 2027	[*]				
August 2027	[*]				
February 2028	[*]				
August 2028	[*]				
February 2029	[*]				
August 2029	[*]				
February 2030	[*]				
August 2030	[*]				
February 2031	[*]				
August 2031	[*]				
February 2032	[*]				
August 2032	[*]				
February 2033	[*]				
August 2033	[*]				
February 2034	[*]				
August 2034	[*]				
February 2035	[*]				
August 2035	[*]				
February 2036	[*]				
August 2036	[*]				

\$[*] * - ____ % Term Bonds due [*], [*] * - Price ____ - Yield ____ % Initial CUSIP No. _____⁺
 \$[*] * - ____ % Term Bonds due [*], [*] * - Price ____ - Yield ____ % Initial CUSIP No. _____⁺

* Preliminary, subject to change.

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

THE CITY OF ORLANDO, FLORIDA
One City Commons
400 South Orange Avenue
Orlando, Florida 32801

COMMISSIONERS OF THE CITY COUNCIL

	Buddy Dyer, Mayor	
Jim Gray		Patty Sheehan
Tony Ortiz		Regina I. Hill
Robert F. Stuart		Samuel B. Ings

CITY OFFICIALS

Chief Executive Officer
Buddy Dyer, Mayor

Chief Financial Officer
Christopher P. McCullion

City Attorney
Mayanne Downs, Esq.

Deputy Chief Financial Officer
Brian Battles

Assistant City Attorney
Wesley C. Powell, Esq.

Deputy Chief Financial Officer
Michelle McCrimmon

Treasurer
Katrina Laudeman

CONSULTANTS

Bond Counsel
Bryant Miller Olive P.A.
Orlando, Florida

<u>Co-Disclosure Counsel</u>	
Broad and Cassel	D. Seaton and Associates, P.A.
Orlando, Florida	Orlando, Florida

Special Legal Counsel
Shutts & Bowen LLP
Orlando, Florida

Financial Advisor
Public Financial Management, Inc.
Orlando, Florida

This Preliminary Official Statement does not constitute a contract between the City and any one or more owners of Series 2016 Bonds nor does it constitute an offer to sell or the solicitation of an offer to buy the Series 2016 Bonds in any jurisdiction to any person to whom it is unlawful to make such an offer in such jurisdiction. No dealer, salesman or any other person has been authorized by the City to give any information or to make any representations, other than those contained herein, in connection with the offering of the Series 2016 Bonds, and if given or made, such information or representations must not be relied upon as having been authorized by the City or any other person. The information set forth herein, including in the appendices, has been obtained from the City and other sources which are believed to be reliable. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Preliminary Official Statement nor any sale made hereunder shall, under any circumstances, create the implication that there has been no change in the matters described herein since the date hereof.

The Underwriters have provided the following sentence for inclusion in this Preliminary Official Statement: The Underwriters have reviewed the information in this Preliminary Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2016 BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2016 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE SERIES 2016 BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE BOND RESOLUTION BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS. THE REGISTRATION OR QUALIFICATION OF THE SERIES 2016 BONDS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF THE SECURITIES LAWS OF THE STATES, IF ANY, IN WHICH THE SERIES 2016 BONDS HAVE BEEN REGISTERED OR QUALIFIED AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN CERTAIN OTHER STATES CANNOT BE REGARDED AS RECOMMENDATION THEREOF. NEITHER THESE STATES NOR ANY OF THEIR AGENCIES HAVE PASSED UPON THE MERITS OF THE SERIES 2016 BONDS OR THE ACCURACY OR COMPLETENESS OF THIS PRELIMINARY OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

All summaries herein of documents and agreements are qualified in their entirety by reference to such documents and agreements in full, and all summaries herein of the Series 2016 Bonds are qualified in their entirety by reference to the form thereof included in the aforesaid documents and agreements.

THIS PRELIMINARY OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS IN EITHER BOUND OR PRINTED FORMAT ("ORIGINAL BOUND FORMAT"), OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: WWW.MUNIOS.COM. PROSPECTIVE PURCHASERS MAY RELY ON THE INFORMATION CONTAINED IN THIS PRELIMINARY OFFICIAL STATEMENT IN EITHER THE ORIGINAL BOUND FORMAT OR THE ELECTRONIC FORMAT, PROVIDED, HOWEVER THAT PROSPECTIVE PURCHASERS MUST READ THE ENTIRE PRELIMINARY OFFICIAL STATEMENT (INCLUDING THE COVER PAGE AND ALL APPENDICES ATTACHED HERETO) TO OBTAIN ALL OF THE INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE CITY FOR PURPOSES OF RULE 15c2-12 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EXCEPT FOR CERTAIN INFORMATION PERMITTED TO BE OMITTED PURSUANT TO RULE 15c2-12(b)(1).

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PRELIMINARY OFFICIAL STATEMENT

relating to

\$[*]*

CITY OF ORLANDO, FLORIDA STATE SALES TAX PAYMENTS REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2016

INTRODUCTION

The purpose of this Preliminary Official Statement, which includes the cover page and the appendices attached hereto, is to furnish information in connection with the sale by the City of Orlando, Florida (the "City") of its \$[*]* State Sales Tax Payments Refunding and Improvement Revenue Bonds, Series 2016 (the "Series 2016 Bonds").

The Series 2016 Bonds are being issued pursuant to the Constitution and laws of the State of Florida, particularly Chapter 166, Part II, Florida Statutes, Sections 159.11, 288.1162 and 212.20, Florida Statutes, the Charter of the City (collectively, the "Act"), and the State Sales Tax Payments Revenue Bond Resolution bearing Documentary No. [*], adopted by the City on [*] and the Series Supplemental Resolution bearing Documentary No. [*], adopted by the City on [*] (collectively, the "Bond Resolution").

All capitalized terms used in this Preliminary Official Statement and not otherwise defined herein have the meanings set forth under in the Bond Resolution. See "APPENDIX C – FORM OF BOND RESOLUTION" attached hereto.

This Preliminary Official Statement and the appendices attached hereto contain descriptions of the Series 2016 Bonds, the Act, the Bond Resolution and the City. Such information, descriptions and summaries do not purport to be complete or definitive, and reference is made to each such document in full for the complete details of all the terms and conditions thereof. All references herein to the Series 2016 Bonds, the Bond Resolution and the Act are qualified in their entirety by such documents and laws, copies of which may be obtained from the Chief Financial Officer of the City, One City Commons, 400 South Orange Avenue, 4th Floor, Orlando, Florida 32801, telephone number (407) 246-2341.

PURPOSE OF THE SERIES 2016 BONDS

Proceeds from the Series 2016 Bonds, together with other legally available funds of the City, will be used to (a) refund and defease all of the \$26,590,000 City of Orlando, Florida State Sales Tax Payments Revenue Bonds, Series 2008; (b) finance the Series 2016 Project; and (c) pay the costs of issuance related to the Series 2016 Bonds. See "SERIES 2016 PROJECT AND PLAN OF FINANCE," "PLAN OF REFUNDING" AND "ESTIMATED SOURCES AND USES OF PROCEEDS" herein.

THE SERIES 2016 PROJECT AND PLAN OF FINANCE

The Amway Center is a first-class events center used for community, civic, sports and entertainment events. The Amway Center accommodates events of local, regional and national importance; concerts; family shows; professional and amateur sports events, such as National Collegiate Athletic Association, Southeastern Conference and Atlantic Coast Conference and Amateur Athletic Union competitions; political conventions and other major plenary sessions; the home games of the Orlando Magic National Basketball Association team; the home games of the Orlando Predators Arena Football League team; a minor league hockey team; and other civic, political, community and not-for-profit events.

The Amway Center is located in downtown Orlando and consists of an 875,000 square-foot facility seating approximately 20,000, together with ancillary facilities, including parking for 2,000 vehicles.

A portion of the proceeds of the Series 2016 Bonds will be used to finance the Series 2016 Project. "Series 2016 Project" is defined as the acquisition, construction and/or equipping of various capital improvements to the Amway Center as described in the Bond Resolution. See "APPENDIX C – FORM OF BOND RESOLUTION" herein.

PLAN OF REFUNDING

The City has previously issued its \$31,820,000 City of Orlando, Florida State Sales Tax Payments Revenue Bonds, Series 2008 (the "Series 2008 Bonds") pursuant to that certain resolution bearing Documentary No. 071029D05 adopted by the City on October 29, 2007, as supplemented by a resolution bearing Documentary No. 071126D05 adopted by the City on November 26, 2007 (collectively, the "Prior Bond Resolution") to finance a portion of the cost of acquisition, construction and equipping of the Amway Center. The Series 2008 Bonds currently have \$26,590,000 aggregate principal amount outstanding. The aggregate principal amount outstanding of the Series 2008 Bonds (the "Refunded Bonds") will be refunded with a portion of the proceeds of the Series 2016 Bonds.

Pursuant to the terms of an escrow deposit agreement between the City and Regions Bank (the "Escrow Agent"), with respect to the Refunded Bonds (the "Escrow Deposit Agreement"), the City will deposit a portion of the proceeds of the Series 2016 Bonds and certain other moneys of the City with the Escrow Agent for deposit to the credit of a special and irrevocable trust fund established pursuant to the Escrow Deposit Agreement (the "Escrow Deposit Trust Fund"). These proceeds and other available moneys will be applied, on the date of issuance and delivery of the Series 2016 Bonds, to the purchase of U.S. Obligations or Prerefunded Obligations, as defined in the Prior Bond Resolution, (the "Escrow Securities") and any cash remaining after such purchase may be held uninvested.

The Escrow Securities will mature at such times and in such amounts so that the maturing principal, together with the investment income, when due and received by the Escrow Agent, and other moneys remaining in the Escrow Deposit Trust Fund will be sufficient to pay the principal of, maturity amount, redemption premium, if any, and accrued interest on the Refunded Bonds as required under the Escrow Deposit Agreement.

By deposit of a portion of the proceeds of the Series 2016 Bonds together with other legally available funds of the City, and the Escrow Securities and initial cash deposits, and the giving of certain instructions and notices as required by the Prior Bond Resolution, the City will have effected the defeasance of the Refunded Bonds, under the Prior Bond Resolution. On the date of delivery of the Series 2016 Bonds, Bryant Miller Olive, P.A., Orlando, Florida, Bond Counsel, will render an opinion (in reliance upon various certifications and reports, including the Verification Report dated [*] prepared by BondResource Partners, LP (the "Verification Agent"), that as a result of the defeasance, the Refunded Bonds shall be deemed paid and the pledge of the Pledged Funds under the Prior Bond Resolution and all covenants, agreements, and other obligations of the City to the holders of the Refunded Bonds shall cease, terminate and become void and be discharged and satisfied. The Verification Agent will be responsible for verifying the final numbers prepared by Raymond James and Associates, Inc. See "VERIFICATION OF MATHEMATICAL COMPUTATIONS" herein. The amounts held in the Escrow Deposit Fund will only be for the payment of the principal of and interest on the Refunded Bonds and will not be available to pay debt service on the Series 2016 Bonds.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

ESTIMATED SOURCES AND USES OF FUNDS

Sources:

Par Amount	[*]
Premium	[*]
	<hr/> [*]
Funds on Hand	[*]
Reserve Fund Release	[*]
	<hr/> [*]
Total Sources	<hr/> <hr/> [*]

Uses:

Project Fund	[*]
Escrow Deposits:	[*]
[Debt Service Reserve Fund]	[*]
Cost of Issuance	[*]
Underwriters' Discount	[*]
	<hr/> [*]
	<hr/> <hr/> [*]

CITY OF ORLANDO, FLORIDA

The City was incorporated on July 31, 1875 and is centrally located in the State of Florida, approximately 150 miles south of the Florida-Georgia state line, 50 miles west of the Atlantic Ocean and 75 miles east of the Gulf of Mexico. The City covers an area of 110 square miles and has a population of approximately 262,949. The Orlando Metropolitan Statistical Area (the "Orlando MSA") consisting of Lake, Orange, Osceola, and Seminole Counties has a population of approximately 2,320,195.

For a discussion of certain general matters concerning the City reference is made to "APPENDIX A-2 – GENERAL INFORMATION – THE CITY OF ORLANDO, FLORIDA" attached hereto.

STATE OF FLORIDA

The State of Florida is the twenty-sixth (26th) largest state, with a land area of 54,252 square miles and a water area of 4,308 miles, with a tidal shoreline in excess of 2,200 miles. Florida ranks as the fourth most populous state, and, as of 2015, had an estimated population of 19,815,183 people.

For additional information regarding the State, see "APPENDIX A-1 – STATE OF FLORIDA STATISTICAL, DEMOGRAPHIC AND FINANCIAL INFORMATION" attached hereto. Such information has been obtained for public documents promulgated by the State and has not been verified by the City.

DESCRIPTION OF THE SERIES 2016 BONDS

General Description

The Series 2016 Bonds will be dated the date of delivery, and will bear interest from such date at the interest rates per annum set forth on the inside cover pages of the Preliminary Official Statement. Interest on all Series 2016 Bonds will be payable semiannually on February 1 and August 1 of each year, commencing on February 1, 2017.

The Series 2016 Bonds will be issued in fully registered form in denominations equal to the principal amount of each maturity shown on the inside cover page in book-entry form only as described below under "DESCRIPTION OF THE SERIES 2016 BONDS – Book-Entry Only System."

So long as the Series 2016 Bonds are registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), the City, the Registrar and the Paying Agent will have no responsibility or obligation to any Direct Participant or Indirect Participant (each as defined herein). Without limiting the immediately preceding sentence, the City, the Registrar and the Paying Agent will have no responsibility or obligation to any Direct Participant, Indirect Participant or the Beneficial Owners, as defined herein, with respect to: (1) the accuracy of any records maintained by DTC or any Direct Participant or Indirect Participant, (2) the payment by DTC or any Direct Participant or Indirect Participant of any amount due to any Beneficial Owner in respect of the principal of and interest on the Series 2016 Bonds, (3) the delivery or timeliness of delivery by DTC or any Direct Participant or Indirect Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Bond Resolution to be given to Bondholders, or (4) any consent given or other action taken by DTC, or its nominee, Cede & co., as Bondholders. The City, the Registrar and the Paying Agent may treat and consider the person in whose name each Series 2016 Bond is registered in the registration books kept by the Registrar as the absolute owner of such Series 2016 Bond for the purpose of payment of principal of and interest with respect to such Series 2016 Bond, for the purpose of giving notices and other matters with respect to such Series 2016 Bond, for the purpose of registering transfers with respect to such Series 2016 Bond, and for all other purposes whatsoever. The Paying Agent will pay all principal of and interest on the Series 2016 Bonds only to or upon the order of the respective Bondholders, as shown in the registration books kept by the Registrar, or their respective attorneys duly authorized in writing, as provided in the Bond Resolution, and all such payments will be valid and effective to fully satisfy and discharge the City's obligations with respect to payment of principal of and interest on the Series 2016 Bonds to the extent of the sum or sums so paid. No person other than an owner, as shown in the registration books kept by the Registrar, will receive a certificated Series 2016 Bond evidencing the obligation of the City to make payments of principal and interest pursuant to the provisions of the Bond Resolution.

Redemption Provisions

Optional Redemption. The Series 2016 Bonds maturing prior to [August 1, 2027] shall not be subject to optional redemption prior to maturity. The Series 2016 Bonds maturing on or after August 1, 2027 shall be subject to redemption prior to their stated dates of maturity, at the option of the City, in whole or in part, on any date on or after August 1, 2026, in such maturities as the City shall in its discretion select by lot within a maturity if less than a full maturity, at a redemption price equal to 100% of the principal amount of the Series 2016 Bonds to be redeemed plus accrued interest to the redemption date, without premium.

Mandatory Redemption. The Series 2016 Bonds maturing on [February 1/August 1], [*] are subject to mandatory redemption, prior to maturity in part, by lot [February 1/August 1], [*] and on each [February 1/August 1] thereafter, at a redemption price equal to the principal amount of such Series 2016 Bonds or portions thereof to be redeemed, plus interest accrued thereon to the redemption date, on [February 1/August 1] in the following years and in the following Amortization Installments:

<u>Year</u>	<u>Amortization Installments</u>
[*]	\$[*]
[*]	[*]
[*] [*]	[*]

* Final Maturity.]

Notice of Redemption. Unless waived by any Holder of Bonds to be redeemed, notice of any redemption of Series 2016 Bonds shall be given by the Registrar on behalf of the Issuer by mailing a copy of an official redemption notice by registered or certified mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to each Holder of Bonds to be redeemed at the address of such Holder shown on the registration books maintained by the Registrar or at such other address as shall be furnished in writing by such Holder to the Registrar; provided, however, that no defect in any notice given pursuant to this Section to any Holder of Bonds to be redeemed nor failure to give such notice shall in any manner defeat the effectiveness of a call for redemption as to all other Holders of Bonds to be redeemed.

Every official notice of redemption shall be dated and shall state: (1) the redemption date, (2) the Redemption Price, (3) if less than all Outstanding Bonds are to be redeemed, the number (and, in the case of a partial redemption of any Bond, the principal amount) of each Bond to be redeemed, (4) that, on the redemption date, the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date, and (5) that such Bonds to be redeemed, whether as a whole or in part, are to be surrendered for payment of the Redemption Price at the designated office of the Registrar.

Prior to any redemption date, the Issuer shall deposit with the Registrar an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds which are to be redeemed on that date.

Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the Redemption Price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Holder a new Bond or Bonds of the same maturity in the amount of the unpaid principal of such partially redeemed Bond.

Notwithstanding the foregoing or any other provision hereof, notice of optional redemption may be conditioned upon the occurrence or non-occurrence of such event or events as shall be specified in such notice of optional redemption and may also be subject to rescission by the Issuer if expressly set forth in such notice.

Effect of Notice of Redemption. Notice of redemption having been given substantially as described above, subject to any conditions stated in required notice, the Series 2016 Bonds or portions of Series 2016 Bonds so to be redeemed shall, on the redemption date, become due and payable at the Redemption Price therein specified, and from and after such date (unless the City shall default in the payment of the Redemption Price) such Series 2016 Bonds or portions of Series 2016 Bonds shall cease to bear interest. Upon surrender of such Series 2016 Bonds for redemption in accordance with said notice, such Series 2016 Bonds shall be paid by the Registrar and/or Paying Agent at the appropriate Redemption Price, plus accrued interest. All Series 2016 Bonds which have been redeemed shall be cancelled by the Registrar and shall not be reissued.

Book-Entry Only System

The information in this caption concerning DTC and DTC's book entry system has been obtained from DTC and neither the City nor the Underwriters make any representation or warranty or take any responsibility for the accuracy or completeness of such information.

DTC will act as securities depository for the Series 2016 Bonds. The Series 2016 Bonds 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 Series 2016 Bond certificate will be issued for each maturity of the Series 2016 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, 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. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) 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 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, Equities Clearing 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 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 Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2016 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2016 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2016 Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect 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 Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2016 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2016 Bonds, except in the event that use of the book entry system for the Series 2016 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2016 Bonds 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 Series 2016 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2016 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2016 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect 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 Direct Participants and Indirect 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 Series 2016 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2016 Bonds, such as redemptions, defaults, and proposed amendments to the Bond Resolution. For example, Beneficial Owners of Series 2016 Bonds may wish to ascertain that the nominee holding the Series 2016 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and Paying Agent and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2016 Bonds of a maturity of a series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity and series to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2016 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City 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 Series 2016 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of the principal of, redemption premium, if any, and interest on the Series 2016 Bonds 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 City or the Registrar and Paying Agent, on the 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, the Registrar and Paying Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of the principal of, redemption premium, if any, and interest on the Series 2016 Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Registrar and Paying Agent, 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 Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2016 Bonds at any time by giving reasonable notice to the City or the Registrar and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Series 2016 Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book entry only transfers through DTC (or a successor securities depository). In that event, Series 2016 Bond certificates will be printed and delivered to the Registrar and Paying Agent.

Discontinuance of Book-Entry Only System

In the event that the City decides to obtain Series 2016 Bond certificates, the City may notify DTC and the Registrar, whereupon DTC will notify the DTC Participants of the availability through DTC of Series 2016 Bond certificates. In such event, the City shall prepare and execute, and the Registrar shall authenticate, transfer and exchange, Series 2016 Bond certificates as requested by DTC in appropriate amounts and within the guidelines set forth in the Series 2016 Resolution. DTC may also determine to discontinue providing its services with respect to the Series 2016 Bonds at any time by giving written notice to the City and the Registrar and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the City and the Registrar

shall be obligated to deliver Series 2016 Bond certificates as described in this Preliminary Official Statement. In the event Series 2016 Bond certificates are issued, the provisions of the Bond Ordinance shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such certificates. Whenever DTC requests the City and the Registrar to do so, the City will direct the Registrar to cooperate with DTC in taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the Series 2016 Bonds to any DTC Participant having Series 2016 Bonds credited to its DTC account or (ii) to arrange for another securities depository to maintain custody of certificates evidencing the Series 2016 Bonds.

Registration, Transfer and Exchange

The Series 2016 Bonds shall be initially issued in the form of a separate single certificated fully registered Bond for each of the maturities of the Series 2016 Bonds. Upon initial issuance, the ownership of each such Bond shall be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC. As long as the Bonds are registered in the name of Cede & Co., all of the Outstanding Bonds shall be registered in the registration books kept by the Registrar in the name of Cede & Co. and all payments of principal on the Bonds shall be made by the Paying Agent by check or draft or by bank wire transfer to Cede & Co., as Holder of the Bonds, upon presentation of the Bonds to be paid, to the Paying Agent.

All Bonds surrendered or otherwise substituted shall be canceled by the Registrar. If any of the Bonds shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer may pay the same or cause the Bond to be paid, upon being indemnified as aforesaid, and if such Bonds be lost, stolen or destroyed, without surrender thereof.

Any duplicate Bonds issued pursuant to Section 2.06 of the Bond Resolution shall constitute original, additional contractual obligations on the part of the Issuer whether or not the lost, stolen or destroyed Bond be at any time found by anyone, and such duplicate Bond shall be entitled to equal and proportionate benefits and rights as to lien on the Pledged Funds to the same extent as all other Bonds issued.

Upon (A) receipt by the Issuer of written notice from DTC (i) to the effect that a continuation of the requirement that all of the outstanding Bonds be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, is not in the best interest of the beneficial owners of the Bonds or (ii) to the effect that DTC is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of DTC hereunder can be found which is willing and able to undertake such functions upon reasonable and customary terms, or (B) determination by the Issuer that such book-entry only system is burdensome or undesirable to the Issuer and compliance by the Issuer with all applicable policies and procedures of DTC regarding discontinuing the book-entry only registration system, the Bonds shall no longer be restricted to being registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, but may be registered in whatever name or names Holders shall designate, in accordance with the provisions of the Resolution. In such event, the Issuer shall issue and the Registrar shall authenticate, transfer and exchange the Bonds of like principal amount and maturity, in

denominations of \$5,000 or any integral multiple thereof to the Holders thereof. The foregoing notwithstanding, until such time as participation in the book-entry only system is discontinued, the provisions set forth in the Blanket Issuer Letter of Representations previously executed by the Issuer and delivered to DTC shall apply to the payment of principal of, premium, if any, and interest on the Bonds.

If the book-entry only system is discontinued, the Beneficial Owners shall receive certificated Series 2016 Bonds which will be subject to registration of transfer or exchange as set forth in the [*]. Neither the City nor the Registrar shall be required (a) to transfer or exchange any Series 2016 Bonds for a period from a Regular Record Date to the next succeeding Interest Payment Date on such Bonds or fifteen (15) days next preceding any selection of Bonds to be redeemed or until after the mailing of any notice of redemption; or (b) to transfer or exchange any Bonds called for redemption.

The City, the Registrar and the Paying Agent shall deem and treat the registered owner of any Series 2016 Bond as the absolute owner of such Series 2016 Bond for all purposes, including for the purpose of receiving payment of the principal of and interest on the Series 2016 Bonds.

SECURITY FOR THE SERIES 2016 BONDS

Limited Obligations

THE SERIES 2016 BONDS SHALL NOT BE OR CONSTITUTE GENERAL OBLIGATIONS OR INDEBTEDNESS OF THE CITY AS "BONDS" WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION, BUT SHALL BE SPECIAL OBLIGATIONS OF THE CITY, PAYABLE SOLELY FROM AND SECURED BY A LIEN UPON AND PLEDGE OF THE PLEDGED FUNDS IN ACCORDANCE WITH THE TERMS OF THE BOND RESOLUTION. NO HOLDER OF ANY SERIES 2016 BOND SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF ANY AD VALOREM TAXING POWER TO PAY SUCH SERIES 2016 BOND, OR BE ENTITLED TO PAYMENT OF SUCH SERIES 2016 BOND FROM ANY MONEYS OF THE CITY EXCEPT FROM THE PLEDGED FUNDS IN THE MANNER PROVIDED IN THE BOND RESOLUTION. THE SERIES 2016 BONDS WILL NOT BE SECURED BY A LIEN ON ANY OTHER REVENUES OF THE CITY.

The City has irrevocably pledged the Pledged Funds to the payment of the principal of or Redemption Price, if applicable, and interest on the Bonds in accordance with the terms of the Bond Resolution. The Pledged Funds shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City.

Pledged Funds

Pledged Funds means (i) the State Sales Tax Payments Revenue, and (ii) all moneys on deposit in the funds and accounts established under the Bond Resolution and investment earnings thereon, but excluding moneys on deposit in the Rebate Fund established in the Bond Resolution.

The State Sales Tax Payments Revenue means all distributions to the City pursuant to the Sections 288.1162 and 212.20(6)(d)6.b., Florida Statutes, with respect to the Amway Center. Such distributions are derived from State sales tax revenues.

Creation of Funds and Accounts

The Bond Resolution creates and establishes a special fund to be known as the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Construction Fund," which shall be used only for payment of the cost of the Series 2016 Project.

The Bond Resolution also creates and establishes special funds to be known as the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Revenue Fund" (the "Revenue Fund"), the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Debt Service Fund" (the "Debt Service Fund"); and within the Revenue Fund two accounts: the "Revenue Account" and the "Surplus Account" and within Debt Service Fund four accounts: the "Interest Account," the "Principal Account," the "Bond Amortization Account," and the "Reserve Account."

The City may at any time and from time to time appoint one or more depositories to hold, for the benefit of the Bondholders, any one or more of the funds, accounts and subaccounts established by the Bond Resolution. Such depository or depositories shall perform at the direction of the City the duties of the City in depositing, transferring and disbursing moneys to and from each of such funds and accounts as herein set forth, and all records of such depository in performing such duties shall be open at all reasonable times to inspection by the City and its agent and employees. Any such depository shall be a bank or trust company duly authorized to exercise corporate trust powers and subject to examination by federal or state authority, of good standing, and be qualified under applicable State law as a depository.

The Bond Resolution further creates and establishes a special fund to be known as the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Rebate Fund." Amounts on deposit in the Rebate Fund shall be held in trust by the City and used solely to make required rebates to the United States (except to the extent the same may be transferred to the City) and the Bondholders shall have no right to have the same applied for debt service on the Series 2016 Bonds.

Flow of Funds

Upon receipt the City shall promptly deposit the State Sales Tax Payments Revenue into the Revenue Account. The moneys in the Revenue Account shall be deposited or credited in the following manner and in the following order of priority:

(1) *Interest Account.* The City shall deposit or credit to the Interest Account the sum which, together with the balance in said Account, shall equal the interest coming due on all Bonds Outstanding on the next succeeding Interest Date. Moneys in the Interest Account shall be applied by the City for deposit with the Paying Agent to pay the interest on the Series 2016 Bonds on or prior to the date the same shall become due. No further deposit need be made to the Interest Account when the moneys therein are equal to the interest coming due on the Outstanding Series 2016 Bonds on the next succeeding Interest Date.

(2) *Principal Account.* The City shall next deposit into the Principal Account the sum which, together with the balance in said Account, shall equal the principal amount on the Series 2016 Bonds Outstanding due on the next succeeding principal payment date except for the Amortization Installments to be deposited as described below. Moneys in the Principal Account shall be applied by the City for deposit with the Paying Agent to pay the principal of the Series 2016 Bonds on or prior to the date the same shall mature, and for no other purpose. No further deposit need be made to the Principal Account when the moneys therein are equal to the principal coming due on the Outstanding Series 2016 Bonds on the next succeeding principal payment date.

(3) *Bond Amortization Account.* Commencing in the month which is six months prior to the first Amortization Installment due date, there shall be deposited to the Bond Amortization Account the sum which, together with the balance in such Account, shall equal the Amortization Installment on the Series 2016 Bonds Outstanding due on the next succeeding Amortization Installment payment date. Moneys in the Bond Amortization Account shall be used to purchase or redeem Term Bonds in the manner provided in the Bond Resolution, and for no other purpose.

Amounts accumulated in the Bond Amortization Account with respect to any Amortization Installment (together with amounts accumulated in the Interest Account with respect to interest, if any, on the Term Bonds for which such Amortization Installment was established) may be applied by the City, on or prior to the 60th day preceding the due date of such Amortization Installment, (a) to the purchase of Term Bonds of the maturity for which such Amortization Installment was established, or (b) to the redemption at the applicable Redemption Prices of such Term Bonds, if then redeemable by their terms. Amounts in the Bond Amortization Account which are used to redeem Term Bonds shall be credited against the next succeeding Amortization Installment which shall become due on such Term Bonds. The applicable Redemption Price (or principal amount of maturing Term Bonds) of any Term Bonds so purchased or redeemed shall be deemed to constitute part of the Bond Amortization Account until such Amortization Installment date, for the purposes of calculating the amount of such Account. As soon as practicable after the 60th day preceding the due date of any such Amortization Installment, the City shall proceed to call for redemption on such due date, by causing notice to be given as provided in the Bond Resolution, Term Bonds of the maturity for which such Amortization Installment was established (except in the case of Term Bonds maturing on a Amortization Installment date) in such amount as shall be necessary to complete the retirement of the unsatisfied balance of such Amortization Installment. The City shall pay out of the Bond Amortization Account and the Interest Account to the Paying Agent, on or before the day preceding such redemption date (or maturity date), the amount required for the redemption (or for the payment of such Term Bonds then maturing), and such amount shall be applied by such Paying Agent to such redemption (or payment).

[(4) *Reserve Account.* The City shall deposit into or credit to the Reserve Account and/or any subaccount hereafter created therein a sum sufficient to maintain therein an amount equal to the applicable Reserve Account Requirement. Moneys in the Reserve Account (or any subaccount therein) shall be used only for the purpose of the payment of maturing principal of or interest or Amortization Installments on the Bonds which are secured thereby when the other moneys in the Debt Service Fund are insufficient therefor, and for no other purpose. However, whenever the moneys on deposit in the Reserve Account (or any subaccount therein) exceed the

applicable Reserve Account Requirement, such excess shall be withdrawn and deposited into the Interest Account. Amounts in the Reserve Account shall be applied as described below.]

(5) *Surplus Account.* The balance of any moneys after the deposits described above may be transferred, at the discretion of the City, to the Surplus Account or any other appropriate fund or account of the City and may be used for any purpose permitted by Section 288.1162(5), Florida Statutes, as amended from time to time.

Whenever moneys on deposit in the Debt Service Fund are sufficient to fully pay all Outstanding Series 2016 Bonds in accordance with their terms (including principal or applicable Redemption Price and interest thereon), no further deposits to the Debt Service Fund need be made.

[Reserve Account

The Reserve Account created by the Bond Resolution for the Series 2016 Bonds will be funded by deposit therein from the proceeds of the Series 2016 Bonds of an amount equal to the Reserve Account Requirement. The Reserve Account Requirement, as of any date of calculation for the Reserve Account, is an amount equal to [to be determined] of the Maximum Annual Debt Service for all Outstanding Series 2016 Bonds. For purposes of calculating the Reserve Account Requirement, the debt service in the year of final maturity is excluded.

On or prior to each principal payment date and Interest Date for the Series 2016 Bonds, moneys in the Reserve Account shall be applied by the City to the payment of the principal of or Redemption Price, if applicable, and interest on the Series 2016 Bonds to the extent moneys in the Interest Account, the Principal Account and the Bond Amortization Account shall be insufficient for such purpose. Whenever there shall be surplus moneys in the Reserve Account by reason of a decrease in the Reserve Account Requirement or as a result of a deposit in the Reserve Account of a Reserve Account Policy, such surplus moneys, to the extent practicable, shall be deposited by the City into the Surplus Account.

Notwithstanding the foregoing provisions, in lieu of or in substitution of the required deposits into the Reserve Account, the City may cause to be deposited into the Reserve Account a Reserve Account Policy for the benefit of the Bondholders in an amount equal to the difference between the Reserve Account Requirement and the sums then on deposit in the Reserve Account, if any. The City may also substitute a Reserve Account Policy for cash on deposit in the Reserve Account upon compliance with the terms of the Bond Resolution. In the event the City shall substitute a Reserve Account Policy for cash on deposit in the Reserve Account, such moneys shall be used to pay, redeem or defease Series 2016 Bonds coming due on the final maturity date thereof; provided all or a portion of such moneys may be used for other purposes permitted by Section 288.1162(5), Florida Statutes, if an Authorized Issuer Officer certifies that such moneys shall not be needed to pay on a timely basis the debt service on such Series 2016 Bonds when the same becomes due and Bond Counsel provides an opinion to the effect that the use of said moneys for such other purposes shall not adversely affect the exclusion of interest on the Series 2016 Bonds from gross income for federal income tax purposes. Such Reserve Account Policy shall be payable to the Paying Agent (upon the giving of notice as required thereunder) on any Interest Date or redemption date on which a deficiency exists which cannot

be cured by moneys in any other fund or account held pursuant to the Bond Resolution and available for such purpose. The issuer providing such Reserve Account Policy shall be either (a) an insurer whose municipal bond insurance policies insuring the payment, when due, or the principal of and interest on municipal bond issues results in such issues being rated in the highest rating category by Moody's, or (b) a commercial bank, insurance company or other financial institution which has been assigned a rating by Moody's in the highest rating category.

Whenever the amount of cash in the Reserve Account, together with the other amounts in the Debt Service Fund, are sufficient to fully pay all Outstanding Series 2016 Bonds in accordance with their terms (including principal or applicable Redemption Price and interest thereon), the funds on deposit in the Reserve Account may be transferred to the other Accounts of the Debt Service Fund for the payment of the Series 2016 Bonds.]

Additional Bonds

Except as described below with respect to refunding bonds, no additional bonds may be issued under the Bond Resolution.

Refunding Bonds

The City reserves the right to issue obligations under and secured by the Bond Resolution for the purpose of refunding all or a portion of the Series 2016 Bonds (or any refunding bonds theretofore issued under the Bond Resolution); provided the debt service on the Bonds in each year subsequent to the issuance of the refunding obligations shall be no greater than the amount of State Sales Tax Payments Revenue to be received by the City pursuant to the Act. As part of such refunding the City may issue Bonds to fund additional capital improvements permitted by the Act provided the aforementioned debt service requirements are not increased to an amount in any year greater than the State Sales Tax Payments Revenue to be received by the City.

Covenants of the City

The City covenants in the Bond Resolution to do all things necessary or required on its part by the Act or otherwise to entitle the City to continue to receive the State Sales Tax Payments Revenue and to exercise all legally available remedies to enforce such receipt now or hereafter available under law. As long as there are Bonds Outstanding under the Bond Resolution, the pledging of the Pledged Funds in the manner provided in the Bond Resolution shall not be subject to repeal, modification or impairment by any subsequent ordinance, resolution or other proceedings of the City Council.

The City covenants in the Bond Resolution that it will comply with all provisions of the Code necessary to maintain the exclusion of interest on the Series 2016 Bonds from gross income for purposes of federal income taxation, including, in particular, the payment of any amount required to be rebated to the U.S. Treasury pursuant to the Internal Revenue Code.

Investment of Moneys

Moneys on deposit in the Construction Fund, the Revenue Fund and the Debt Service Fund, other than the Reserve Account, may be invested and reinvested in Authorized

Investments maturing not later than the date on which the moneys therein will be needed for the purposes of such fund or account. Moneys on deposit in the Reserve Account may be invested or reinvested in Authorized Investments which shall mature no later than the final maturity of the Series 2016 Bonds from the date of investment. All investments shall be valued at cost.

Any and all income received by the City from the investment of moneys in the Construction Fund, the Interest Account, the Revenue Account and the Reserve Account or any subaccount therein (but only to the extent such income and the other amounts in the Reserve Account does not exceed the Reserve Account Requirement applicable thereto), shall be retained in such respective Fund or Account. Any and all income received by the City from the investment of moneys in the Reserve Account or any subaccount therein (only to the extent such income and other amounts in the Reserve Account exceeds the Reserve Account Requirement), the Surplus Account, the Principal Account and the Bond Amortization Account shall be deposited in the Interest Account.

[BOND INSURANCE

In connection with the issuance of the Series 2016 Bonds, the City has obtained indications of interest from municipal bond insurance companies to provide a financial guaranty insurance policy to guarantee the full and complete payment of the principal of (either at the stated maturity or pursuant to a mandatory sinking fund redemption) and interest on all or a portion of the Series 2016 Bonds as such payments shall become due (except that in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments guaranteed by any such policy shall be made in such amounts and at such times as such payments of principal would have been due had there not been any such acceleration). The issuance of such policy would be subject to the terms and conditions of a commitment to be obtained from the municipal bond insurance company selected by the City and to compliance with standard closing requirements.

NO ASSURANCE CAN BE GIVEN AS TO (A) WHETHER THE CITY WILL DECIDE TO OBTAIN ANY SUCH MUNICIPAL BOND INSURANCE POLICY IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2016 BONDS OR (B) WHETHER THE CITY WILL INSURE ALL OR LESS THAN ALL OF THE SERIES 2016 BONDS. THE DECISION AS TO WHETHER OR NOT A FINANCIAL GUARANTY INSURANCE POLICY WILL BE OBTAINED WITH RESPECT TO ALL OR A PORTION OF THE SERIES 2016 BONDS AND THE SELECTION OF THE MUNICIPAL BOND INSURANCE COMPANY TO PROVIDE SUCH POLICY, WILL BE MADE AT OR ABOUT THE TIME OF THE PRICING OF THE SERIES 2016 BONDS AND WILL BE BASED UPON, AMONG OTHER THINGS, MARKET CONDITIONS EXISTING AT SUCH TIME. IF THE CITY DOES DECIDE TO OBTAIN ANY SUCH POLICY, IT WILL BE A CONDITION TO THE ISSUANCE OF THE SERIES 2016 BONDS THAT SUCH POLICY BE ISSUED CONCURRENTLY WITH THE ISSUANCE OF THE SERIES 2016 BONDS AND IT IS EXPECTED THAT THE PREMIUM FOR SUCH POLICY WILL BE PAID FROM THE PROCEEDS OF THE SERIES 2016 BONDS.]

DEBT SERVICE SCHEDULE

The following table sets for the debt service schedule for the Series 2016 Bonds:

<u>Period Ending</u>	<u>Principal</u>	<u>Interest</u>	<u>Debt Service</u>	<u>Annual Debt Service</u>
February 1, 2017				
August 1, 2017				
February 1, 2018				
August 1, 2018				
February 1, 2019				
August 1, 2019				
February 1, 2020				
August 1, 2020				
February 1, 2021				
August 1, 2021				
February 1, 2022				
August 1, 2022				
February 1, 2023				
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February 1, 2034				
August 1, 2034				
February 1, 2035				
August 1, 2035				
February 1, 2036				
August 1, 2036				
February 1, 2037				
August 1, 2037				
February 1, 2038				

DESCRIPTION OF SALES TAX REVENUES

General

Section 212.05, Florida Statutes, as amended, imposes a 6% tax on the sales price of tangible personal property sold at retail in the State subject to certain exemptions therefrom. A

similar tax is imposed on the cost price of tangible personal property when the property is not sold, but is used consumed, distributed or stored for use or consumption in the State. The largest single source of tax receipts in the State is the sales and use tax.

Unless a transaction is specifically exempt, the State sales and use tax is applicable to sales of tangible personal property at retail in the State including the business of making mail order sales, the rental or furnishing of things or services taxable under Chapter 212, Florida Statutes, as amended, the storage for use or consumption in the State of any item or article of tangible personal property, and the lease or rental of such property within the State.

The Florida Department of Revenue ("FDOR") shall pay over to the Chief Financial Officer of the State all funds received and collected by and under Chapter 212, Florida Statutes, as amended, and Sections 202.18(1)(b) and (2)(b), Florida Statutes, as amended, to be credited to the account of the State General Revenue Fund. Set forth below is the distribution by the State of such proceeds (after reallocation of convention development taxes and discretionary sales surtaxes to their respective clearing trust funds) pursuant to Section 212.20(6)(d), Florida Statutes, as amended:

(1). State General Revenue Fund: In any fiscal year, the greater of \$500 million, minus an amount equal to 4.6% of the proceeds of the taxes collected pursuant to Chapter 201, Florida Statutes, as amended (documentary taxes), or 5.2% of all other taxes and fees imposed pursuant to Chapter 212, Florida Statutes, as amended, or remitted pursuant to Sections 202.18(1)(b) and (2)(b), Florida Statutes, as amended, shall be deposited in monthly installments into the State General Revenue Fund.

(2). State Local Government Half-Cent Sales Tax Clearing Trust Fund: After the distributions in (1) above, 8.9744% of the amount remitted by a sales tax dealer located within a participating county pursuant to Section 218.61, Florida Statutes, as amended, shall be transferred into the State Local Government Half-Cent Sales Tax Clearing Trust Fund. Beginning July 1, 2003, the amount to be transferred pursuant to this paragraph is reduced by 0.1 percent, and the FDOR shall distribute this amount to the Public Employees Relations Commission Trust Fund less \$5,000 each month, which shall be added to the amount calculated in (3) below and distributed accordingly.

(3). State Local Government Half-Cent Sales Tax Clearing Trust Fund: After the distributions in (1) and (2) above, 0.0966% shall be transferred to the State Local Government Half-Cent Sales Tax Clearing Trust Fund and distributed pursuant to Section 218.65, Florida Statutes, as amended.

(4). Revenue Sharing Trust Fund for Counties: After the distribution in (1), (2) and (3) above, on parity with the transfer described in (5) below, 2.0810% of the available proceeds shall be transferred monthly to the Revenue Sharing Trust Fund for Counties as set forth in Section 218.215, Florida Statutes, as amended.

(5). Revenue Sharing Trust Fund for Municipalities: After the distribution in (1), (2), and (3) above, and on parity with the transfer described in (4) above, 1.3653% of the available proceeds shall be transferred monthly to the Revenue Sharing Trust Fund for Municipalities as

set forth in Section 218.215, Florida Statutes, as amended. If the total revenue to be distributed pursuant to this paragraph is at least as great as the amount due from the Revenue Sharing Trust Fund for Municipalities and the former Municipal Financing Assistance Trust Fund in State Fiscal Year 1999-2000, no municipality shall receive less than the amount due from the Revenue Sharing Trust Fund for Municipalities and the former Municipal Financial Assistance Trust Fund in the State Fiscal Year 1999-2000. If the total proceeds to be distributed are less than the amount received in combination from the Revenue Sharing Trust Fund for Municipalities and the former Municipal Financial Assistance Trust Fund in State Fiscal Year 1999-2000, each municipality shall receive an amount proportionate to the amount it was due in state fiscal year 1999-2000.

(6). Distribution in Lieu of Funds Previously Distributed Pursuant to the Pari-mutuel Wagering Trust Fund: Of the remaining proceeds, \$29,915,500 shall be divided equally among the counties, provided however, payments may be made directly to the school boards, special districts or a municipality as provided by an existing local or special law. This distribution is in lieu of funds previously distributed pursuant to the Pari-mutuel Wagering Trust Fund.

(7). Professional Sports: Of the remaining proceeds: (a) \$166,667 shall be distributed monthly for 30 years to each applicant that has been certified as a "facility for a new professional sports franchise" or a "facility for a retained professional sports franchise" pursuant to Section 288.1162, Florida Statutes, as amended; and (b) up to \$41,667 shall be distributed monthly for 30 years to each applicant certified as a "retained spring training franchise facility" pursuant to Section 288.1162, Florida Statutes, as amended; however, not more than \$416,670 may be distributed monthly to all such certified facilities. Distributions begin 60 days after a facility is certified and continue for not more than 30 years, except as otherwise provided in Section 288.11621, Florida Statutes. A certified applicant identified in this paragraph may not receive more in distributions than expended by the applicant for the public purposes provided for in Section 288.1162(5) or Section 288.11621(3), Florida Statutes.

As described below, the Amway Center has been certified as a "facility for a new professional sports franchise" under this statute.

(8). Golf Hall of Fame: Of the remaining proceeds \$166,667 shall be distributed monthly for up to 300 months to an applicant which is certified as the "professional golf hall of fame" pursuant to Section 288.1168, Florida Statutes, as amended, and is open to the public.

(9). International Game Fish Association: Of the remaining proceeds, \$83,333 distributed monthly for up to 168 months to an applicant which is both certified as the International Game Fish Association World Center facility pursuant to Section 288.1169, Florida Statutes, as amended, and is open to the public. This distribution is subject to reduction pursuant to Section 288.1169, Florida Statutes, as amended.

(10). Additional Spring Training Franchise Distributions. Of the remaining proceeds, up to \$83,333 shall be distributed monthly to each applicant certified for a facility used by a single spring training franchise, or up to \$166,667 monthly to each certified applicant for a facility used by more than one spring training franchise. Monthly distributions begin 60 days after such certification or July 1, 2016, whichever is later, and continue for not more than 20

years to each certified applicant for a facility used by a single spring training franchise or not more than 25 years to each certified applicant for a facility used by more than one spring training franchise. A certified applicant may not receive more in distributions than expended by the applicant for the public purposes provided in Section 288.11631(3).

(11). New Projects. Beginning 45 days after notice by the Department of Economic Opportunity to the Department of Revenue that an applicant has been approved by the Legislature and certified by the Department of Economic Opportunity under Section 288.11625, Florida Statutes, or upon a date specified by the Department of Economic Opportunity as provided under Section 288.11625(6)(d), the department shall distribute each month an amount equal to one-twelfth of the annual distribution amount certified by the Department of Economic Opportunity for the applicant. The department may not distribute more than \$7 million in the 2014-2015 fiscal year or more than \$13 million annually thereafter.

(12). State Transportation Trust Fund. Beginning December 1, 2015, and ending June 30, 2016, the department shall distribute \$26,286 monthly to the State Transportation Trust Fund. Beginning July 1, 2016, the department shall distribute \$15,333 monthly to the State Transportation Trust Fund.

(13). State General Revenue Fund: All other proceeds shall remain with the State General Revenue Fund.

Historical State Sales Tax Collections and Distributions

The following table sets forth historical sales tax collections and historical distributions of the general sales and use taxes:

State of Florida
Collection and Distributions of the
General Sales and Use Tax
State Fiscal Years Ended June 30, 2011 through June 30, 2016⁽¹⁾⁽²⁾

State Fiscal Year Ended June 30	<u>Collections</u>	<u>Distributions</u>		
		<u>Local Governments⁽⁴⁾</u>	<u>State Transportation Trust Fund</u>	<u>Sports Facilities Transfer</u>
2016 ⁽³⁾	\$21,957,000,000	\$2,672,000,000	\$200,000	\$22,500,000
2015	21,062,698,205	2,533,320,541	0	22,730,562
2014	19,707,709,643	2,376,389,584	0	23,313,893
2013	18,417,563,319	2,226,904,066	0	23,272,221
2012	17,422,017,710	2,110,305,421	0	23,313,888
2011	16,638,328,066	2,018,168,676	0	23,730,558

⁽¹⁾ These figures reflect estimated distributions based on the state's fiscal year of July 1 to June 30.

⁽²⁾ These figures include state Communication Services Taxes imposed under Chapter 202, Florida Statutes.

⁽³⁾ Estimate

⁽⁴⁾ Local Government distributions include the half-cent, county and municipal revenue sharing, and the shift of \$29,915,500 to counties that used to be funded from pari-mutual tax revenues.

Certification of Amway Center and Use of Distributions

The City received certification for the Amway Center as a “facility for a new professional sports franchise” on November 30, 2007. Accordingly, pursuant to Section 212.20(6)(d)6.b, Florida Statutes, the City received its first monthly distribution of \$166,667 in February, 2008 and shall continue to receive such distributions monthly until December, 2037.

Section 288.1162(5), Florida Statutes, as amended, provides that the funds received pursuant to Section 212.20, Florida Statutes, as amended may be used “only for the public purpose of paying for the acquisition, construction, reconstruction or renovation of . . . a facility for a new professional sports franchise . . . or to pay or pledge for the payment of debt service on, or to fund debt service reserve funds, arbitrage rebate obligations, or other amounts payable with respect to, bonds issued for the acquisition, construction, reconstruction or renovation of such facility or for the reimbursement of such costs or the refinancing of bonds issued for such purposes.” FDOR is given the authority by Section 213.34, Florida Statutes, as amended, to audit an applicant to verify and enforce the legislative requirements for the expenditure of its distributions. If FDOR determines that the monthly distributions of \$166,667 have not been expended as required, FDOR may pursue recovery of such funds pursuant to the laws and rules governing the assessment of taxes. If an audit determines that distributions were not expended for intended purposes, assessments could be made and offset against future distributions. The City has covenanted in the Bond Resolution that it will do all things required on its part by statute to entitle the City to receive distributions.

CITY ADMINISTRATION

Management of the City

The City operates under a mayor-council form of government. The Mayor is the City's Chief Executive Officer, elected for a term of four years. In addition to serving as presiding officer and as a voting member of the City Council, the Mayor's responsibilities include the enforcement of laws, control of City departments and divisions, appointment and removal of officers and employees, supervision of City property and negotiations of contracts. The Mayor makes recommendations for creation of ordinances and resolutions to the City Council and presents the annual budget for approval.

The City Council is the legislative branch of City government and is responsible for taxation, finances, zoning regulation and boundaries. The City Council (consisting of, the Mayor elected at large as Chairman and six district commissioners) reviews plans and specifications for public improvements, enacts legislation governing City operations and approves the City budget. Commissioners are elected on a district-wide basis for four-year terms on a two-year staggered basis.

The Mayor is the Chief Executive Officer with eight departments reporting to him: Business & Financial Services; Economic Development; Families, Parks and Recreation; Fire;

Housing and Community Development; Orlando Venues; Police; and Public Works. The Mayor is assisted in the day-to-day oversight of city operations by the Chief Administrative Officer. Separately, under the Mayor's Chief of Staff, there are five offices: the City Clerk; Communications and Neighborhood Relations; Community Affairs; Constituent Relations; and Intergovernmental Relations.

Mayor Buddy Dyer is a native of Central Florida, born in Orlando and raised in the nearby City of Kissimmee. Following graduation from high school, he was awarded a scholarship to Brown University where his studies were concentrated on civil engineering. Upon graduation, Mayor Dyer returned to Orlando to work as an environmental engineer, later enrolling in the University of Florida Law School, where he was named editor-in-chief of the University of Florida Law Review. Following graduation from law school, Mayor Dyer began his legal career with the Orlando law firm of Winderweede, Haines, Ward & Woodman. Prior to becoming Mayor, Buddy Dyer served the Orlando area for ten years as State Senator in the Florida Legislature. Mayor Dyer was first elected in 2003 to fill an unexpired term and was subsequently re-elected to full-four year terms in 2004, 2008, 2012, and 2016.

Financial and Budgetary Support Systems

The Chief Financial Officer ("CFO") is responsible for the oversight of the City's financial affairs. This includes the functions of accounting, accounts payable, accounts receivable, operating and capital budgeting, fleet management, facilities management, real estate management, financial forecasting, financial reporting, debt management, grants management, investment management, investor relations, payroll, pension management, purchasing, risk management, and technology management. In addition, the CFO provides counseling to various departments and business units and is an active participant in strategic planning activities.

The City has gained recognition for its Comprehensive Annual Financial Report. A Certificate of Achievement for Excellence in Financial Reporting has been awarded to the City by the Government Finance Officers Association of the United States and Canada ("GFOA") for each Fiscal Year since 1978. The City was also an early participant in the GFOA's Distinguished Budget Presentation Awards program and received the budget award for its budget document for Fiscal Years 1984 through 1989. Due to perceived problems with consistency in the budget awards program at the time, the City elected to discontinue participation but maintain internally the high standards which had been recognized. In light of substantial changes to the program, the City resumed its participation beginning with its Fiscal Year 2004 Budget document. The City has been awarded the Distinguished Budget Presentation Award for each Fiscal Year since 2004.

Christopher P. McCullion was appointed Chief Financial Officer on July 3, 2016. Prior to his appointment, Mr. McCullion served as Deputy Chief Financial Officer and as the City Treasurer for the City of Orlando. He has served in various positions in municipal government since 2000 in the areas of operating and capital budgeting, investment management, debt management and economic development. He holds a Bachelor of Science in Business Administration, a Bachelor of Arts in Political Science, and a Master of Business Administration, all from the University of Florida.

Brian C. Battles was appointed Deputy Chief Financial Officer on February 16, 2015. Prior to his appointment, Mr. Battles served as the Budget Division Manager for the City of Orlando. He has served in various positions within higher education and state and local government since 2002 in the areas of financial management, governmental affairs, debt management and operating and capital budgeting. He holds a Bachelor of Science in Business Administration with a focus on Finance and Economics from the University of Central Florida as well as a Master of Science in Political Science from Florida State University.

Michelle McCrimmon was appointed Deputy Chief Financial Officer on July 31, 2016. Prior to her appointment, Ms. McCrimmon served for six years as the Controller of the City of Orlando with oversight over financial reporting and accounting operations. Before joining the City, Ms. McCrimmon worked for 16 years in Public Accounting, including five years as an Audit Senior Manager at a Big 4 accounting and consulting firm. Ms. McCrimmon holds a Bachelor of Science in Business Administration from the University of California, Riverside and is a Florida Certified Public Accountant.

Katrina Laudeman was appointed City Treasurer of the City of Orlando on May 11, 2015. Prior to her appointment, Ms. Laudeman was Treasury Manager and has held various positions within the Treasury Division, primarily focusing on investments and debt management. Ms. Laudeman holds a Bachelor of Science in Business Administration from the University of Central Florida.

City Budget Policy

The City Council annually adopts a budget resolution for all operating funds of the City except for certain restricted accounts of propriety funds and pension trust funds. Budgetary control is legally maintained at the fund level. The City's budget resolution provides transfer authority to (a) the Mayor and the Chief Financial Officer within and between departments and funds as long as the total budget of the City (net of Interfund transfers) is not increased, (b) the Chief Financial Officer to implement grant budgets as the grant applications are accepted by the City and (c) the Chief Financial Officer to amend (reappropriate) each new budget to the extent of outstanding encumbrances at year end. City Council action is required for the (a) use of budgeted Council contingency and (b) approval of a supplemental budget.

Investment Policy

On September 25, 1995, the City Council adopted its initial Investment Policy which has been and amended and ratified annually since that date (the "Investment Policy"). The Investment Policy sets forth guidelines and parameters for making decisions and taking actions relating to the City's aggregate investment portfolio. The aggregate investment portfolio includes all funds held by the City except (a) pension fund assets and (b) funds whose uses are restricted by debt covenants, prior contract or legal, regulatory or other constraints. On March 28, 2016, the City Council adopted the current version of the Investment Policy.

In December 2000, the City privatized most of its investment activities when it hired external managers to invest up to 90% of its aggregate investment portfolio. The City manages a

minimum of 10% of the portfolio internally to meet liquidity needs and to meet the investment objectives contained in the Investment Policy.

Under the Investment Policy, (a) no less than 10% of the aggregate investment portfolio shall be allocated to the liquidity portfolio (the duration of the liquidity portfolio cannot exceed 1.25 years and the duration of any single holding in the liquidity portfolio shall not exceed three years), (b) the average effective duration of the aggregate investment portfolio shall not exceed the duration of the benchmark index by more than 30%, (c) not less than 30% of the aggregate investment portfolio shall be invested in a combination of obligations of the U.S. Government, its agencies and instrumentalities, with a minimum of 10% of this 30% of the portfolio invested in U.S. Government and Agency debt obligations, (d) no more than 35% of the aggregate investment portfolio shall be invested in mortgage backed securities, (e) no more than 30% of the aggregate investment portfolio shall be invested in specialty risk categories, (f) no more than 10% of the aggregate investment portfolio shall be invested in securities with a long term debt rating below Investment Grade, specifically, below Baa3 by Moody's Investors Service, BBB- by Standard & Poor's, or BBB- by Fitch Ratings, (g) no more than 10% of the aggregate investment portfolio shall be invested in investment grade securities denominated in non-U.S. currency, (h) no more than 10% of the aggregate investment portfolio shall be invested in emerging markets securities, and (i) no more than 10% of the aggregate investment portfolio shall be invested in non-U.S. dollar, unhedged securities. Investment in items (d) through (i) above shall be externally managed and require the prior approval of the City Council.

The following comprise authorized investment instruments under the Investment Policy subject to limits and standards defined therein: U.S. Government and Agency Debt Obligations, U.S. Government Instrumentality Debt Obligations, High Grade Corporate Debt, Mortgage Backed Securities, Bank Certificates of Deposit, Repurchase Agreements, Money Market Mutual/Trust Funds, State and Local Taxable or Tax-Exempt Debt, Fixed Income Mutual Funds, Specialty Risk Investments (below investment grade corporate securities, debt issued in non-U.S. currencies, and emerging market debt), Derivative Securities, and Reverse Repurchase Agreements.

The City is authorized to enter into reverse repurchase agreements (generally defined as a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest). The market value of the securities underlying reverse repurchase agreements normally exceeds the cash received, providing the dealers a margin against a decline in market value of the securities. If the dealers default on their contractual obligations to resell these securities to the City or provide securities or cash of at least equal value, the City would suffer an economic loss equal to the difference between the market value plus accrued interest of the underlying securities and the repurchase agreement obligations, including accrued interest. The City is not currently a party to any reverse repurchase agreements.

The Investment Policy may be modified from time to time by the City Council.

There are certain restrictions on the investment of funds held under the Bond Resolution. See "APPENDIX C – FORM OF BOND RESOLUTION" attached hereto.

Interest Rate Risk Management Products Policy

In October, 2005, the City adopted its Interest Rate Risk Management Products Policy (the “Derivatives Policy”), which has been amended and ratified annually since then, to provide guidelines for the use of interest rate risk management products such as swaps, caps, floors, collars and options in connection with the incurrence of debt obligations of the City. The Derivatives Policy provides that the objectives for which the City will consider the use of such products are (a) as a hedging strategy – to prudently reduce exposure to changes in interest rates in the context of a particular financing or overall asset/liability management of the City; or (b) to reduce cost – to achieve a lower net cost of borrowing with respect to the City’s debt. Pursuant to the Derivatives Policy, interest rate mitigation products will not be used for speculative purposes.

The Derivatives Policy may be modified from time to time by the City Council. The City Council adopted the current versions of both the Interest Rate Risk Management Products Policy and the Derivatives Policy on March 28, 2016. The City is currently not a party to any interest rate swap transactions.

ENFORCEABILITY OF REMEDIES

The remedies available to the Holders of the Series 2016 Bonds upon an event of default under the Bond Resolution are in many respects dependent upon judicial actions which are often subject to discretion or delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code (the federal bankruptcy code), the remedies provided with respect to the Series 2016 Bonds under the Bond Resolution may not be readily available or may be limited. The various legal opinions delivered or to be delivered concurrently with the delivery of the Series 2016 Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

Any Holder of Series 2016 Bonds or any trustee or receiver acting for the Bondholders may either at law or in equity, by suit, action, mandamus or other proceedings in any court of competent jurisdiction, protect and enforce any and all rights under the Laws of the State of Florida, or granted and contained in the Bond Resolution, and may enforce and compel the performance of all duties required by the Bond Resolution or by any applicable statutes to be performed by the City or by any officer thereof. See “APPENDIX C – FORM OF BOND RESOLUTION” attached hereto.

CERTAIN LEGAL MATTERS

Certain legal matters in connection with the issuance of the Series 2016 Bonds are subject to the approval of Bryant Miller Olive P.A., Orlando, Florida, Bond Counsel, whose approving opinion will be available at the time of delivery of the Series 2016 Bonds and will be printed on such Bonds. The proposed form of Bond Counsel opinion is attached hereto as APPENDIX D and reference is made to such form of opinion for the complete text thereof.

Certain legal matters will be passed upon for the City by its Co-Disclosure Counsel, Broad and Cassel and D. Seaton and Associates, P.A., both of Orlando, Florida, by the Office of the City Attorney, and by the City's Special Legal Counsel, Shutts & Bowen LLP, Orlando, Florida. Co-Disclosure Counsel are not obligated to undertake, and have not undertaken to make an independent verification of the accuracy, completeness, or fairness of the information contained in this Preliminary Official Statement.

Bond Counsel has not been engaged to, nor has it undertaken to, review (1) the accuracy, completeness or sufficiency of this Preliminary Official Statement or any other offering material relating to the Series 2016 Bonds; provided, however, that Bond Counsel will render an opinion to the underwriters of the Series 2016 Bonds (upon which only they can rely) relating to the accuracy of certain statements contained herein and under the heading "TAX MATTERS" and certain statements which summarize provisions of the Bond Resolution and the Series 2016 Bonds, or (2) the compliance with any federal or state securities law with regard to the sale or distribution of the Series 2016 Bonds.

LITIGATION

General

There is not now pending or, to the knowledge of the City, threatened any litigation restraining or enjoining the issuance or delivery of the Series 2016 Bonds, revenues pledged for the payment of such Series 2016 Bonds or questioning or affecting the validity of the series 2016 Bonds, the revenues pledged for the payment of the Series 2016 Bonds or the proceedings and authority under which the Series 2016 Bonds are to be issued. Neither the creation, organization or existence, nor the title of the present members of the City Council or other officers of the City to their respective offices is being contested, except as disclosed below. The City from time to time engages in certain routine litigation, the outcome of which is not expected to have any material adverse effect on the issuance and delivery of the Series 2016 Bonds.

TAX MATTERS

General

The Code establishes certain requirements which must be met subsequent to the issuance of the Series 2016 Bonds in order that interest on the Series 2016 Bonds be and remain excluded from gross income for purposes of federal income taxation. Non-compliance may cause interest on the Series 2016 Bonds to be included in federal gross income retroactive to the date of issuance of the Series 2016 Bonds, regardless of the date on which such non-compliance occurs or is ascertained. These requirements include, but are not limited to, provisions which prescribe yield and other limits within which the proceeds of the Series 2016 Bonds and the other amounts are to be invested and require that certain investment earnings on the foregoing must be rebated on a periodic basis to the Treasury Department of the United States. The City has covenanted in the Bond Resolution with respect to the Series 2016 Bonds to comply with such requirements in order to maintain the exclusion from federal gross income of the interest on the Series 2016 Bonds.

In the opinion of Bond Counsel, assuming compliance with certain covenants, under existing laws, regulations, judicial decisions and rulings, interest on the Series 2016 Bonds is excluded from gross income for purposes of federal income taxation. Interest on the Series 2016 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals or corporations; however, interest on the Series 2016 Bonds may be subject to the federal alternative minimum tax when any Series 2016 Bond is held by a corporation. The federal alternative minimum taxable income of a corporation must be increased by seventy-five percent (75%) of the excess of such corporation's adjusted current earnings over its alternative minimum taxable income (before this adjustment and the alternative tax net operating loss deduction). "Adjusted Current Earnings" will include interest on the Series 2016 Bonds.

Except as described above, Bond Counsel will express no opinion regarding other federal income tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of Series 2016 Bonds. Prospective purchasers of Series 2016 Bonds should be aware that the ownership of Series 2016 Bonds may result in collateral federal income tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry Series 2016 Bonds; (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by fifteen percent (15%) of certain items, including interest on Series 2016 Bonds; (iii) the inclusion of interest on Series 2016 Bonds in earnings of certain foreign corporations doing business in the United States for purposes of the branch profits tax; (iv) the inclusion of interest on Series 2016 Bonds in passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year; and (v) the inclusion of interest on Series 2016 Bonds in "modified adjusted gross income" by recipients of certain Social Security and Railroad Retirement benefits for the purposes of determining whether such benefits are included in gross income for federal income tax purposes.

As to questions of fact material to the opinion of Bond Counsel, Bond Counsel will rely upon representations and covenants made on behalf of the City, certificates of appropriate officers and certificates of public officials (including certifications as to the use of proceeds of the Series 2016 Bonds and of the property financed or refinanced thereby), without undertaking to verify the same by independent investigation.

PURCHASE, OWNERSHIP, SALE OR DISPOSITION OF THE SERIES 2016 BONDS AND THE RECEIPT OR ACCRUAL OF THE INTEREST THEREON MAY HAVE ADVERSE FEDERAL TAX CONSEQUENCES FOR CERTAIN INDIVIDUAL AND CORPORATE BONDHOLDERS, INCLUDING, BUT NOT LIMITED TO, THE CONSEQUENCES DESCRIBED ABOVE. PROSPECTIVE BONDHOLDERS SHOULD CONSULT WITH THEIR TAX SPECIALISTS FOR INFORMATION IN THAT REGARD.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the Series 2016 Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Series 2016 Bonds from gross income for federal income tax purposes. However, in conjunction with

that information reporting requirement, the Code subjects certain non-corporate owners of Series 2016 Bonds, under certain circumstances, to "backup withholding" at the rate specified in the Code with respect to payments on the Series 2016 Bonds and proceeds from the sale of Series 2016 Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of Series 2016 Bonds. This withholding generally applies if the owner of Series 2016 Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Series 2016 Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

Other Tax Matters

During recent years, legislative proposals have been introduced in Congress, and in some cases enacted, that altered certain federal tax consequences resulting from the ownership of obligations that are similar to the Series 2016 Bonds. In some cases, these proposals have contained provisions that altered these consequences on a retroactive basis. Such alteration of federal tax consequences may have affected the market value of obligations similar to the Series 2016 Bonds. From time to time, legislative proposals are pending which could have an effect on both the federal tax consequences resulting from ownership of the Series 2016 Bonds and their market value. No assurance can be given that legislative proposals will not be enacted that would apply to, or have an adverse effect upon, the Series 2016 Bonds. For example, in connection with federal deficit reduction, job creation and tax law reform efforts, proposals have been and others are likely to be made that could significantly reduce the benefit of, or otherwise affect, the exclusion from gross income of interest on obligations like the Series 2016 Bonds. There can be no assurance that any such legislation or proposal will be enacted, and if enacted, what form it may take. The introduction or enactment of any such legislative proposals may affect, perhaps significantly, the market price for, or marketability of, the Series 2016 Bonds.

Prospective purchasers of the Series 2016 Bonds should consult their own tax advisors as to the tax consequences of owning the Series 2016 Bonds in their particular state or local jurisdiction and regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

[Tax Treatment of Original Issue Discount

Under the Code, the difference between the maturity amount of the Series 2016 Bonds maturing on _____ (collectively, the "Discount Bonds"), and the initial offering price to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers, at which price a substantial amount of the Discount Bonds of the same maturity and, if applicable, interest rate, was sold is "original issue discount." Original issue discount will accrue over the term of the Discount Bonds at a constant interest rate compounded periodically. A purchaser who acquires the Discount Bonds in the initial offering at a price equal to the initial offering price thereof to the public will be treated as receiving an

amount of interest excludable from gross income for federal income tax purposes equal to the original issue discount accruing during the period he or she holds the Discount Bonds, and will increase his or her adjusted basis in the Discount Bonds by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or disposition of the Discount Bonds. The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of the Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those above. Bondholders of the Discount Bonds should consult their own tax advisors with respect to the precise determination for federal income tax purposes of interest accrued upon sale, redemption or other disposition of the Discount Bonds and with respect to the state and local tax consequences of owning and disposing of the Discount Bonds.]

[Tax Treatment of Bond Premium

The difference between the principal amount of the Series 2016 Bonds maturing on _____ (collectively, the “Premium Bonds”), and the initial offering price to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of such Premium Bonds of the same maturity and, if applicable, interest rate, was sold constitutes to an initial purchaser amortizable bond premium which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each of the Premium Bonds, which ends on the earlier of the maturity or call date for each of the Premium Bonds which minimizes the yield on such Premium Bonds to the purchaser. For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation in the initial offering is required to decrease such purchaser’s adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Premium Bonds. Bondholders of the Premium Bonds are advised that they should consult with their own tax advisors with respect to the state and local tax consequences of owning such Premium Bonds.]

RATINGS

[Fitch Ratings] and [Moody's Investors Service, Inc.] have assigned municipal bond ratings of [AA+] and [Aa2] respectively, to the Series 2016 Bonds. Such ratings reflect the views of the respective rating agencies and an explanation of the significance of such ratings may be obtained only from the rating agencies. There is no assurance that such ratings will be in effect for any given period of time or that they will not be revised downward or withdrawn entirely by the rating agencies, if, in the judgment of the agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect upon the market price of the Series 2016 Bonds. The City undertakes no responsibility to oppose any such downward revision or withdrawal of ratings.

FINANCIAL STATEMENTS

The basic financial statements of the City of Orlando, Florida as of and for the Fiscal Year ended September 30, 2015 have been audited by Moore Stephens Lovelace, P.A., independent auditors. The auditor's report, together with the Basic Financial Statements and Management's Discussion and Analysis and the required supplemental information for Fiscal Year ended September 30, 2015 (collectively, the "Fiscal Year 2015 Financial Statements") are included in the Comprehensive Annual Financial Report for the same period. The Fiscal Year 2015 Financial Statements of the Comprehensive Annual Financial Report are incorporated herein by reference and paper copies are available by contacting the Office of the Chief Financial Officer, City of Orlando, One City Commons, 400 South Orange Avenue, Orlando, Florida 32801. The Comprehensive Annual Financial Report is available online on EMMA at <http://emma.msrb.org>. Except for the Fiscal Year 2015 Financial Statements of the Comprehensive Annual Financial Report, no other portion of the Comprehensive Annual Financial Report or any other information available on EMMA is included by reference in this Preliminary Official Statement. The auditor's report incorporated herein by reference is provided as a publicly available document. Moore Stephens Lovelace, P.A. has not been requested to consent to such incorporation and has not participated in the preparation or review of this Preliminary Official Statement.

FINANCIAL ADVISOR

Public Financial Management, Inc. is serving as financial advisor to the City (the "Financial Advisor"). The Financial Advisor assisted in the preparation of this Preliminary Official Statement and in other matters relating to the planning, structuring and issuance of the Series 2016 Bonds and provided other advice to the City. The Financial Advisor will not engage in any underwriting activities with regard to the issuance and sale of the Series 2016 Bonds. The Financial Advisor is not obligated to undertake and has not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Preliminary Official Statement and is not obligated to review or ensure compliance with the undertaking by the City to provide continuing secondary market disclosure.

UNDERWRITING

Subject to certain terms and conditions, the Series 2016 Bonds are being purchased by Raymond James and Associates, Inc. and Blaylock Beal Van, LLC (collectively, the "Underwriters"), pursuant to that certain bond purchase agreement dated [*], 2016 between the City and the Underwriters. The aggregate purchase price of the Series 2016 Bonds payable to the City is \$[*] (\$[*] principal amount, plus/minus original issue bond premium/discount of \$[*] and less Underwriters' discount of \$[*]). The Underwriters are committed to purchase all the Series 2016 Bonds, if any are purchased. The Series 2016 Bonds are offered for sale to the public at the prices derived from the yields set forth on the cover page of this Preliminary Official Statement. The Series 2016 Bonds may be offered and sold to certain dealers (including

dealers depositing Series 2016 Bonds into investment trusts) at prices lower than such offering prices, and such public offering prices may be changed, from time to time, by the Underwriters.

CONTINGENCY OF FEES

The City has retained Bond Counsel, Special Legal Counsel, Co-Disclosure Counsel, and Financial Advisor with respect to the authorization, sale, execution and delivery of the Series 2016 Bonds. Payment of the fees of such professionals and an underwriting discount to the Underwriters are each contingent upon the issuance of the Series 2016 Bonds. The City's independent auditors are paid pursuant to a contract for performing an audit of the basic financial statements of the City, not as it relates to the issuance and sale of the Series 2016 Bonds.

MULTIPLE ROLES OF PARTIES

Public Financial Management, Inc. is serving in the role of Financial Advisor to the City. BondResource Partners, LP, a division of PFM Asset Management LLC, is serving as Verification Agent and will be verifying the final numbers prepared by Raymond James. PFM Asset Management LLC and Public Financial Management, Inc. are both members of The PFM Group and indirect wholly-owned subsidiaries of the parent holding company, PFM 1, LLC.

The City's Bond and Co-Disclosure Counsel from time-to-time may serve as counsel to the Underwriters.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Florida law requires the City to make a full and fair disclosure of any bonds or other debt obligations which it has issued or guaranteed and which are or have been in default as to principal or interest at any time after December 31, 1975 (including bonds or other debt obligations for which it has served as a conduit issuer). The City, since December 31, 1975, has not been in default as to principal and interest on bonds or other debt obligations which it has issued, whether as the principal obligor or as a conduit.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations included in the schedules provided by the Underwriters on behalf of the City relating to the computations of forecasted payments of principal, redemption premium and interest to pay or redeem, as applicable, the Prior Bonds, was examined by the Verification Agent. Such computations were based solely upon assumptions and information supplied by the Underwriters on behalf of the City. The Verification Agent has restricted its procedures to examining the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information upon which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome.

CONTINUING DISCLOSURE

To assist the Underwriters in complying with Rule 15c2-12(b)(5) of the SEC promulgated pursuant to the Securities Exchange Act of 1934, as is in effect on the date hereof (the "Rule"), simultaneously with the issuance of the Series 2016 Bonds, the City will execute a Continuing Disclosure Commitment dated the date of delivery of the Series 2016 Bonds (the "Continuing Disclosure Commitment") substantially in the form attached hereto as "APPENDIX D – FORM OF CONTINUING DISCLOSURE COMMITMENT OF THE CITY" and is for the benefit of the Holders of the Series 2016 Bonds.

The City, as an "obligated person" under the Rule, has covenanted in its Continuing Disclosure Commitment to provide certain financial information and operating data relating to the City and the Series 2016 Bonds in each year, and to provide notices of the occurrence of certain enumerated material events.

Certain annual financial information and operating data and the City's audited financial statements will be filed by the City with the Municipal Securities Rulemaking Board's Electronic Municipal Market Access system ("EMMA") as required by the Rule. Notices of certain enumerated events, when and if they occur, shall be timely filed by the City with EMMA. The specific nature of the financial information, operating data, and of the type of events which trigger a disclosure obligation, and other details of the City's undertaking is more fully described in "APPENDIX D – FORM OF CONTINUING DISCLOSURE COMMITMENT OF THE CITY" attached hereto.

The following disclosure is being provided by the City for the sole purpose of assisting the Underwriters in complying with the Rule: The City previously entered into continuing disclosure undertakings, as an "obligated person" under the Rule, with respect to bonds issued by the City (the "Undertakings"). In the previous five year period beginning on August 15, 2011 and ending on August 15, 2016 (the "Compliance Period"), the City failed to comply with certain provisions of the Undertakings (the "Failures to Comply"). The following three paragraphs provide a summary of certain of such Failures to Comply, without regard to any determination of materiality.

The Undertaking for the City's Capital Improvement Revenue Bonds, Series 2002 (the "2002 Bonds"), which are no longer Outstanding, contained a filing deadline, for annual updates of financial information and operating data (the "Annual Report") and audited financial statements, of 180 days after the end of the applicable Fiscal Year, unlike the deadline set forth in all of the City's other Undertakings, which is the April 30th following the end of each Fiscal Year. With respect to the 2002 Bonds, the City missed the filing deadline (i) for the Annual Report for three of the five years during the Compliance Period, by a range of approximately three weeks to one month; and (ii) for the audited financial statements for two of the five years during the Compliance Period by a range of six to 13 days. For each of the City's other Undertakings, the City filed its audited financial statements prior to the applicable filing deadline. However, the Annual Report for such Undertakings was filed after the filing deadline for one of the five years during the Compliance Period by three days.

The City's Annual Reports for three of the five years during the Compliance Period failed to contain a table entitled "State of Florida Collection and Distribution of the General Sales and Use Tax," which was required pursuant to the City's Undertaking for the State of Florida, Sales Tax Payments Revenue Bonds, Series 2008. Continuing disclosure of this table will not be required under the Series 2016 Bonds.

The City's Tourist Development Tax Revenue Bonds, Series 2008A and Tourist Development Tax Revenue Bonds, Series 2008B received ratings upgrades in March 2015. The City filed a notice of such rating change in April 2015. The City's Bonds Outstanding under the Covenant Ordinance received a rating upgrade in October 2014. The City filed notice of such rating change in November 2014.

CLOSING CERTIFICATES

Concurrently with the delivery of the Series 2016 Bonds, the Mayor and the Chief Financial Officer will furnish their certificates to the effect that, to the best of their knowledge, this Preliminary Official Statement, as of its date and as of the date of delivery of the Series 2016 Bonds, does not contain any untrue statement of a material fact or omit to state a material fact which should be included herein for the purposes for which the Preliminary Official Statement is to be used, or which is necessary to make the statements contained herein, in the light of the circumstances in which they were made, not misleading.

MISCELLANEOUS

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Series 2016 Bonds, the security for and the source for repayment for the Series 2016 Bonds and the rights and obligations of the Holders thereof. Copies of such documents may be obtained as specified under the caption "INTRODUCTION" herein.

The information contained in this Preliminary Official Statement has been compiled from official and other sources deemed to be reliable and is believed to be correct as of this date.

Any statements made in this Preliminary Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. Neither this Preliminary Official Statement nor any statement which may have been made verbally or in writing is to be construed as a contract with the Holders of the Series 2016 Bonds.

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The execution and delivery of this Preliminary Official Statement by the Mayor and the Chief Financial Officer has been duly authorized by the City Council.

CITY OF ORLANDO, FLORIDA

By: _____
Buddy Dyer, Mayor

By: _____
Christopher McCullion, Chief Financial
Officer

APPENDIX A

STATE OF FLORIDA STATISTICAL, DEMOGRAPHIC AND FINANCIAL INFORMATION

STATE OF FLORIDA
STATISTICAL, DEMOGRAPHIC
AND
FINANCIAL INFORMATION

The information contained in this Appendix is intended to provide an overview of the organization of the State's government, as well as general economic, financial and demographic data which might be of interest in connection with the foregoing Official Statement. All information contained herein has been obtained from sources believed to be accurate and reliable. Estimates of future results are statements of opinion based on the most recent information available, which is believed to be accurate. Such estimates are subject to risks and uncertainties which may cause actual results to differ materially from those set forth herein.

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STATE OF FLORIDA

GENERAL HISTORY AND GEOGRAPHY

Juan Ponce de Leon made the first recorded landing in Florida in 1513, and subsequently claimed the territory for Spain. The Spaniards founded the first permanent settlement, St. Augustine, in 1565. Florida was acquired by the United States from Spain in 1821, became a territory of the United States in 1822, and was admitted to statehood in 1845 as the 27th state. The State capital is the city of Tallahassee.

Florida is the 26th largest state with land area of 54,252 square miles and a water area of 4,308 square miles, with tidal shoreline in excess of 2,200 miles.

Florida has 67 counties and approximately 405 municipalities.

STATE GOVERNMENT

Florida's governmental powers are divided among the executive, legislative and judicial branches.

Executive Branch

In 1998, voters approved amendments to the State constitution which restructured the State Cabinet. Since adoption of the amendments, the State legislature has adopted several measures to implement the constitutional changes and to otherwise reorganize the executive branch of the State government.

The supreme executive power is vested in the Governor. The Lieutenant Governor acts as Governor upon a vacancy in the office or incapacity of the Governor. The executive branch consists of the Governor and Cabinet, which is comprised of the Attorney General, the Chief Financial Officer, and the Commissioner of Agriculture, each of whom is elected for four years. All executive functions are allotted among not more than 25 departments under the direct supervision of the Governor, Lt. Governor, Governor and Cabinet, or a Cabinet Member. The State Constitution limits cabinet members to eight consecutive years in office. A governor who has served for more than 6 years in two consecutive terms may not be re-elected for the succeeding term.

Legislative Branch

The legislative power of the State is vested in a bicameral legislature, consisting of a senate and a house of representatives. There are 40 senatorial districts and 120 representative districts within the State. Senators are elected for four-year terms and representatives for two-year terms. The State Constitution also limits legislators to eight consecutive years in office.

Regular sessions of the legislature convene on the first Tuesday after the first Monday in March of each odd-numbered year, and on the first Tuesday after the first Monday in March, or such other date as may be fixed by law, of each even-numbered year, and shall not exceed 60 days. Special sessions may be called by the Governor or by joint proclamation of the President of the Senate and the Speaker of the House of Representatives.

Judicial Branch

The judicial power is vested in a supreme court, 5 district courts of appeal, 20 circuit courts and 67 county courts. As a result of a constitutional amendment adopted in 1998, as of July 1, 2004 the legislature began funding certain costs of the judicial system previously borne by the counties.

Services Provided by State Government

The State provides a wide range of services to its residents and to its local government units. The education system is the most extensive service provided by the State. On November 5, 2002, voters approved constitutional amendments requiring class size

reductions and providing for a free, voluntary pre-kindergarten program for 4-year-olds.

Over half of the State's general revenue appropriations are for education. All tax supported schools, from kindergarten through postsecondary, constitute a single, unified system of public education under the State Board of Education. Each of Florida's 67 counties comprises a single school district operating under an elected district school board. In addition, there are 49 area vocational-technical centers administered by the local school boards. The State's 28 Florida College System institutions (formerly community colleges) and twelve State universities are operated by local boards of trustees, under the oversight of the State Board of Education.

Government services are generally organized along functional or program lines into departments, which constitute the principal administrative units within the executive branch. Listed below are the departments and a brief summary of their respective responsibilities.

Agency for Health Care Administration is the State's chief health policy and planning entity, and oversees the health care industry in the State.

Department of Agriculture and Consumer Services inspects food and other consumer products to assure public safety, and assists in producing and promoting agricultural products as well as conserving agricultural resources. It also protects consumers against unfair and deceptive business practices and licenses private security, investigative and repossession services.

Department of Business and Professional Regulation ensures that regulated industries and certain non-medical professionals meet prescribed standards of education, competency and practice. It also administers the State's child and farm labor laws and oversees workplace regulation and enforcement.

Department of Children and Family Services provides family and health services to promote self sufficiency. The department addresses neglect, abuse or exploitation of children and adults unable to protect themselves, and provides services to preserve families, prevent inappropriate institutional care and improve quality of life for people with mental illnesses. The *Agency for Persons With Disabilities*, an independent entity housed within the department, is responsible for providing services to developmentally disabled persons.

Department of Citrus exercises its powers to stabilize and protect the citrus industry of the State.

Department of Corrections is responsible for the incarceration, supervision and rehabilitation of criminal offenders. The *Florida Corrections Commission* monitors the State's correctional system and makes correctional policy recommendations.

Department of Economic Opportunity oversees and coordinates economic development, housing, growth management, and community development programs, and unemployment compensation. The department was created by Chapter 2011-142, L.O.F. The department is required to develop a statewide five-year strategic plan to address the promotion of business formation, expansion, recruitment, and retention in order to create jobs for all regions of the state. The department includes the former Office of Tourism, Trade, and Economic Development as well as portions of the former Department of Community Affairs (DCA) and the former Agency for Workforce Innovation (AWI), and the Ready to Work Program from the Department of Education. Remaining portions of DCA and AWI were transferred to several other existing state agencies.

Department of Education, under the direction of the State Board of Education, implements education policy and oversees Florida's education system through curriculum development, student assessment, teacher standards and certification, financial assistance, instructional support, community services, and workforce development and vocational rehabilitation programs. It also participates in oversight of higher education by providing support for the State's Florida College System institutions (formerly community colleges) and the State University System.

Department of Elderly Affairs (also, Elder Affairs) administers services to assist the elderly in maintaining independence and quality of life, and to support their families and caregivers. The department also develops policy recommendations for long-term care.

Department of Environmental Protection implements programs to protect against air and water pollution, ensure domestic water supplies, and coordinate the State's stormwater program. This department also oversees Florida's 160 State parks and other outdoor recreational facilities.

Department of Financial Services, under the Chief Financial Officer, administers the State treasury and oversees accounting and auditing of State agencies. It also administers the State's risk management and fire marshal offices, regulates insurance agents and investigates insurance fraud, and participates in administration of the workers compensation system. *The Financial Services Commission*, an independent agency housed within the Department but consisting of the Governor and Cabinet, regulates securities transactions, financial institutions and insurers operating in the State.

Department of Health oversees a State health plan, as well as a wide range of State and community efforts to prevent diseases and disabilities. The department monitors disease trends, provides health care and early intervention services, gives medical direction for child protection and sexual abuse treatment, promotes innovative and cost effective health care delivery systems, and serves as statewide repository of health data.

Department of Highway Safety and Motor Vehicles promotes safe driving through law enforcement, public education, titling and registering motor vehicles and vessels, licensing drivers, and regulating vehicle exhaust.

Department of Juvenile Justice coordinates the State's programs for juvenile offenders including prevention, diversion, residential and non-residential commitment, delinquency institutions, training, reentry and aftercare.

Department of Law Enforcement conducts criminal investigations, provides criminal analysis laboratories, offers criminal justice training, and compiles statistics and maintains records of criminal activities.

Department of Legal Affairs represents the State in civil lawsuits and in criminal appeals. It also issues formal advisory opinions and is the chief enforcement agency for antitrust, consumer protection, and civil racketeering laws.

Department of the Lottery manages Florida's state lottery as a self-supporting, revenue producing department designed to generate additional funding for public education.

Department of Management Services is responsible for various administrative functions of State government, including facilities management, information technology, administrative hearings, retirement, and state group insurance programs.

Department of Military Affairs implements the National Defense Act as it applies to Florida, and administers the Florida National Guard with the Governor as Commander in Chief.

Department of Revenue administers the collection, enforcement and auditing of taxes, manages tax information systems, provides taxpayer assistance, and administers the federal child support enforcement program in the State.

Department of State oversees the elections process, corporate records, Florida's international relations, cultural entities, libraries and historic preservation.

Department of Transportation is charged with providing a safe, interconnected statewide transportation system. Its responsibilities include planning and implementing transportation policies, designing and constructing facilities, and administering motor carrier compliance and toll operations.

Department of Veterans' Affairs assists military veterans and their dependents in securing benefits to which they are entitled under federal or State law by virtue of their military service.

The Public Employees Relations Commission is a neutral adjudicatory body which resolves public sector labor disputes, career service appeals, veteran's preference appeals, drug testing cases, certain age discrimination cases, and whistle blower appeals.

The Public Service Commission, an arm of the legislature, regulates the operation of electric utilities, telecommunications and telephone companies, and water or wastewater utilities within the State.

The State is divided into five *water management districts* to provide water resource planning and development.

In addition to statutorily created departments and commissions, there are several constitutional boards responsible for governmental functions.

A 17-member *Board of Governors* is responsible for managing the State University System. The Board consists of 14 members appointed by the governor, plus the commissioner of education, a faculty representative and a student representative.

Fish and Wildlife Conservation Commission, comprised of seven members appointed by the Governor, exercises the State's regulatory and executive powers with respect to wild animal life, fresh water aquatic life, and marine life.

Government Efficiency Task Force, comprised of members of the public and private sectors, develops recommendations to improve government operations and reduce costs, beginning in 2007 and each fourth year thereafter.

Florida Commission on Ethics enforces the State's code of ethics for public employees and officers not under the jurisdiction of the Judicial Qualification Commission.

Joint Legislative Budget Commission, composed of an equal number of members of the respective houses of the legislature, develops the State's long-range financial outlook and reviews certain proposed budget amendments.

Judicial Qualification Commission investigates and makes recommendations to the Supreme Court with respect to action against any justice or judge whose conduct may warrant disciplinary measures.

Parole Commission is made up of three members appointed by the Governor. It is responsible for determining which prisoners will be granted parole and the terms of conditional release, whether a person has violated parole, and for reporting on persons under consideration for clemency.

Taxation and Budget Reform Commission, established in 2007 and each 20th year thereafter to examine the State's budgetary process, revenue needs and tax policy, to determine funding methods favored by citizens, and to recommend changes.

State Board of Administration, comprised of the Governor, Attorney General and Chief Financial Officer, is the long-term investment body for the State. It also serves as fiscal agent or trustee with respect to bonds issued by the State or its agencies, and manages investment of Florida's retirement system monies.

State Board of Education is the chief policy making and coordinating body of public education and vocational rehabilitation in Florida. It consists of seven members appointed by the Governor.

DEMOGRAPHIC & ECONOMIC INFORMATION

Population

Florida ranks as the third most populous state, with a population of 21.4 million as of April 1, 2015. This represents nearly a 1.6% increase from April 1, 2014.

While the State's population grew by 24.0% between 2000 and 2015, annual population growth has slowed considerably in recent years. Florida's average annual population growth rate was 1.7% from 2000 to 2010, which exceeded the nation's average annual population growth rate of 0.9% over the same period. However, Florida's average annual population growth rate decreased to 0.8% between 2011 and 2013, which was on pace with the US average annual growth rate of 0.8% for the same time period. In 2014 and 2015 Florida's average annual population growth rate rebounded to 1.44% while the U.S. average annual growth rate remained at 0.8%. Typically there are two drivers of population growth – natural increases (births minus deaths) and net migration (people moving into the state minus people moving out of the State). Historically, Florida's population growth has been driven by positive net migration; however, net migration fell to record low levels during much of 2008 and into 2009, during which period natural increase exceeded net migration. Net migration has returned as a decisive factor in 2015 as Florida's population continues to increase.

The age distribution of Florida's population differs from that of the nation because Florida has a somewhat larger elderly population and a slightly smaller working age population than the nation. Florida's 2010 population aged 65 or older was 17.3% of the State's population and is projected to increase to 21.0% by 2020. Whereas the nation's population aged 65 or older is approximately 14.9% and is expected to increase to 16.9% by 2020. Florida's 2010 working age population (18-64) was 62.0% of total population and is expected to decline to 58.8% in 2020, and by comparison, the working age population (18-64) in the US is 59.5% of total population currently and projected to decline to 58.1%.

Population Change Florida and U.S., 1980 - 2020 (April 1 census day figures)

<u>Year</u>	<u>Florida</u>		<u>U. S.</u>	
	<u>(in thousands)</u>	<u>% change</u>	<u>(in thousands)</u>	<u>% change</u>
1980	9,747	-	226,546	-
1990	12,938	32.7%	248,710	9.8%
2000	15,983	23.5	281,422	13.2
2010	18,801	17.6	310,233	10.2
2020 (projected)	21,372	13.7	341,387	10.0

Source: Office of Economic and Demographic Research, The Florida Legislature (December, 2015) and U.S. Census Bureau.

Florida Population Age Trends, 2010-2030

<u>Age</u>	<u>2010</u>		<u>2020</u>		<u>2030</u>	
	<u>Population</u>	<u>% of total</u>	<u>Population</u>	<u>% of total</u>	<u>Population</u>	<u>% of total</u>
0-4	1,073,506	5.7%	1,163,815	5.5%	1,287,190	5.4%
5 to 17	2,928,585	15.6%	3,120,483	14.7%	3,377,536	14.1%
18-24	1,739,657	9.3%	1,810,880	8.5%	1,968,570	8.2%
25-44	4,720,799	25.1%	5,215,429	24.6%	5,889,327	24.7%
45-64	5,079,161	27.6%	5,460,891	25.7%	5,410,450	22.7%
65+	3,259,602	17.3%	4,465,169	21.0%	5,939,493	24.9%
Total	18,801,310		21,236,667		23,872,566	

Source: Office of Economic and Demographic Research, The Florida Legislature. (Demographic Estimating Conference, February, 2015).

Florida's Gross Domestic Product

Florida's Gross Domestic Product ("GDP") represents the value of goods and services produced by the State, and serves as a broad measure of the State's economy. The State's GDP for 2014 is estimated at \$770 billion, which is about 2.7% higher than 2013 GDP of \$749 billion.

Florida's GDP has increased 6.4% over the past five years from \$723 billion in 2009 to \$770 billion in 2014. Private industry

accounted for 86% of the State's 2014 GDP and government accounted for the remaining 14%. Real estate was the largest single industry, accounting for 17% of Florida's 2014 GDP.

The following table compares the components of the State's GDP over the most recent five-year period available.

Florida's Gross Domestic Product by Major Industry 2009 and 2014

(millions of chained 2009 dollars)¹

<u>Industry</u>	<u>2009</u>	<u>% of Total</u>	<u>2014</u>	<u>% of Total</u>
Agriculture, forestry, fishing and hunting	\$5,942	0.8%	\$4,538	0.6%
Mining	1,275	0.2	1,475	0.2
Utilities	15,898	2.2	13,617	1.8
Construction	35,632	4.9	33,080	4.3
Manufacturing	38,283	5.3	38,736	5.0
Wholesale trade	47,023	6.5	53,889	7.0
Retail trade	52,979	7.3	59,243	7.7
Transportation and warehousing, excluding Postal Services . . .	21,037	2.9	22,988	3.0
Information	30,334	4.2	34,287	4.5
Finance and insurance	36,216	5.0	42,053	5.5
Real estate and rental and leasing	125,973	17.4	130,868	17.0
Professional and technical services	46,954	6.5	51,775	6.7
Management of companies and enterprises	9,775	1.4	13,285	1.7
Administrative and waste services	28,544	3.9	31,921	4.1
Educational services	7,346	1.0	7,255	0.9
Health care and social assistance	60,527	8.4	66,257	8.6
Arts, entertainment and recreation	13,012	1.8	15,196	2.0
Accommodation and food services	28,225	3.9	33,957	4.4
Other services, except government	19,728	2.7	20,212	2.6
Government	<u>98,485</u>	13.6	<u>94,917</u>	12.3
Total ²	\$723,188		\$769,549	

Source: U.S. Department of Commerce, Bureau of Economic Analysis (December, 2015).

¹ A measure of real output and prices using 2009 as the base year and applying annual - weighted indexes to allow for changes in relative prices and associated purchasing patterns over time, as developed by the Bureau of Economic Analysis.

² May not add, due to chaining formula and rounding.

Tourism is not treated as a separate industry sector, but remains an important aspect of the Florida economy. Its financial impact is reflected in a broad range of market sectors, such as transportation, communications, retail trade and services, and in State tax revenues generated by business activities which cater to visitors, such as hotels, restaurants, admissions and gift shops. According to *Visit Florida*, the direct support organization for the Florida Commission on Tourism, approximately 98.5 million people visited the State in 2014, a 4.6% increase over the final 2013 total. Leisure and hospitality services accounted for 6.4% of the State's non-farm employment in 2014. According to the Florida Department of Business and Professional Regulation, as of January 1, 2016, 51,022 food service establishments were licensed with seating capacity of 4,108,222, and 39,364 lodging establishments were licensed with 1,615,257 total units. According to the Florida Department of Environmental Protection, visitors to the State's public parks and recreation areas totaled 23.7 million for Fiscal Year 2014, a 7.3% decrease from the prior year. In 2014, accommodation and food services contributed 4.4% of the State's GDP, and arts, entertainment and recreation contributed 2.0%.

Transportation of goods and passengers is facilitated by Florida's integrated transportation system. The State has approximately 122,088 miles of roads, 15 freight railroads with 2,753

miles of track, and AMTRAK passenger train service. There are 30 fixed route transit systems. There are 780 aviation facilities, of which 129 are available for public use; 20 provide scheduled commercial service and 15 provide international service. According to Federal Aviation Administration figures, based on calendar year 2014 enplanements, five Florida airports were among the top 50 in the U.S. and three were among the top 50 based on cargo weight. In that year, Miami International Airport ranked 12th in North America in passenger traffic and ranked 5th in North America in cargo volume. Florida also has 15 deep water ports, 9 major shallow water ports, and 4 significant river ports, many of which are interconnected by the State's inland waterway system.

In 2014, agriculture, forestry and fishing constituted only about 0.6% of GDP. In 2012, Florida ranked 11th for all crop production according to the U.S. Department of Agriculture. The State ranked 1st in production of oranges and sugar cane and ranked 2nd for production of vegetables and melons, tomatoes, and strawberries.

Construction activity, which constituted approximately 4.3% of Florida's 2014 GDP, is another factor to consider in analyzing the State's economy. The following table shows housing starts and construction values from 2005 through 2015.

Florida Housing Starts and Construction Value: 2005-2015¹

<u>Year</u>	<u>Housing Starts (thous)</u>		<u>Construction Value (millions of current dollars)</u>			
	<u>Single Family</u>	<u>Multi-Family</u>	<u>Single Family</u>	<u>Multi-Family</u>	<u>Non-Residential</u>	<u>Total</u>
2005	193.1	93.6	\$39,349.7	\$13,249.4	\$19,111.5	\$71,710.6
2006	132.6	84.1	30,251.0	11,472.8	22,002.9	63,726.6
2007	63.8	53.9	15,484.4	6,406.7	28,431.6	50,322.8
2008	34.5	25.3	9,110.1	3,015.8	20,268.5	32,394.4
2009	24.6	7.7	6,513.0	943.7	17,590.7	25,047.4
2010	29.0	10.2	7,708.0	1,124.4	15,871.7	24,704.1
2011	29.3	12.3	8,180.6	1,486.2	13,140.0	22,806.7
2012	40.0	20.6	11,806.2	2,693.8	14,170.4	28,676.5
2013	53.4	29.4	16,923.1	3,782.2	12,668.5	33,393.8
2014	53.5	39.1	17,212.1	6,887.4	15,726.9	39,826.4
2015	63.6	46.9	21,050.2	7,650.6	20,466.5	49,167.3

Source: Office of Economic and Demographic Research, The Florida Legislature (February, 2016).

¹ Data is subject to revision on a monthly basis for up to five years.

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Employment

The following tables provide employment information for Florida and the U.S. As shown below, total employment in Florida increased from 8.9 million in Fiscal Year 2014 to more than 9.0 million in Fiscal Year 2015. The unemployment rate decreased for a fifth consecutive year to 5.7% in Fiscal Year 2015. Florida's unemployment rate continues to trend in line with the nation's unemployment rate.

The total number of non-agricultural jobs in Florida has increased 12.8% since 2010 to 8.1 million in 2015. At the same time, total US non-agricultural jobs have increased 8.8% since 2010 to 141.9 million in 2015.

Unemployment Rate, Florida vs. U.S. Fiscal Years 2005-2015

Fiscal Year	Total Civilian Labor Force (in thousands)		Total Employment (in thousands)		Annual Average Unemployment Rate (percent)	
	Florida	U.S.	Florida	U.S.	Florida	U.S.
2004-05	8,572.4	148,200.0	8,203.1	140,400.0	4.3%	5.3%
2005-06	8,806.6	150,400.0	8,499.6	143,100.0	3.5	4.8
2006-07	9,055.5	152,500.0	8,727.1	145,500.0	3.6	4.5
2007-08	9,220.9	153,700.0	8,790.2	146,100.0	4.7	4.9
2008-09	9,183.0	154,600.0	8,420.6	142,800.0	8.3	7.6
2009-10	9,159.4	153,900.0	8,143.6	138,900.0	11.1	9.7
2010-11	9,195.1	153,600.0	8,186.6	139,400.0	11.0	9.3
2011-12	9,319.9	154,300.0	8,441.0	141,200.0	9.4	8.5
2012-13	9,409.8	155,300.0	8,670.6	143,200.0	7.9	7.8
2013-14	9,497.9	155,500.0	8,869.7	145,000.0	6.6	6.8
2014-15	9,597.0	156,600.0	9,046.0	147,700.0	5.7	5.7

Source: Office of Economic and Demographic Research, The Florida Legislature (July, 2016).

Composition of Nonagricultural Employment Florida and the Nation 2010 and 2015 ¹ (thousands)

	2010				2015			
	Florida		United States		Florida		United States	
	# of Jobs	% of Total	# of Jobs	% of Total	# of Jobs	% of Total	# of Jobs	% of Total
Mining and Logging	5.4	0.1	705.0	0.5	5.8	0.1	820.0	0.6
Construction	350.8	4.9	5,518.0	4.2	429.3	5.3	6,446.0	4.5
Manufacturing	309.1	4.3	11,528.0	8.8	342.8	4.2	12,318.0	8.7
Transportation & Warehousing	204.5	2.9	4,190.7	3.2	243.3	3.0	4,844.9	3.4
Utilities	22.6	0.3	552.8	0.4	22.4	0.3	558.7	0.4
Wholesale Trade	313.2	4.4	5,452.1	4.2	334.6	4.1	5,875.3	4.1
Retail Trade	934.1	13.0	14,440.4	11.1	1,079.6	13.3	15,641.3	11.0
Information	137.1	1.9	2,707.0	2.1	135.9	1.7	2,750.0	1.9
Financial Activities	478.0	6.7	7,695.0	5.9	534.8	6.6	8,124.0	5.7
Professional & Business Services	1,006.1	14.0	16,728.0	12.8	1,223.0	15.1	19,672.0	13.9
Education & Health Services	1,070.9	14.9	19,975.0	15.3	1,199.4	14.8	22,055.0	15.5
Leisure & Hospitality Services	931.5	13.0	13,049.0	10.0	1,130.4	14.0	15,128.0	10.7
Other Services	297.4	4.1	5,331.0	4.1	331.3	4.1	5,625.0	4.0
Government	<u>1,112.3</u>	15.5	<u>22,490.0</u>	17.3	<u>1,080.9</u>	13.4	<u>22,007.0</u>	15.5
Total Non-farm	7,172.9		130,361.0		8,093.4		141,865.0	

Source: US Department of Labor, Bureau of Labor Statistics (July, 2016).

¹ Not Seasonally adjusted.

Income

Historically, Florida's total personal income has grown at rates similar to those of the U.S. and the other southeastern states. From 2006 to 2015, Florida's total personal income grew by 30% and per capita income increased approximately 16%. For the nation and the Southeast, total personal income increased by 35% for each, while per capita income grew 26% and 23%, respectively, over the same time period. With the exception of 2009, personal income and per capita income have increased annually for the past ten years.

Florida per capita income remains above the Southeast region, but below the nation. The following table shows total and per capita personal income for the U.S., the Southeast, and Florida for the past ten calendar years.

The table on the following page shows Florida personal income and earnings by major source for calendar years 2008 and 2013. Total Income in Florida has increased approximately 10.7% over the five year time period. Increases and decreases in income varied across industries, with health care realizing the largest increase and construction seeing the biggest decrease.

Total and Per Capita Personal Income U.S., Southeast and Florida

Year	Total Personal Income (In millions of Current Dollars)						Per Capita Personal Income (In Current Dollars)					
	U.S.	% Change	S.E.	% Change	Florida	% Change	U.S.	% Change	S.E.	% Change	Florida	% Change
2006	\$11,389,000	7.3%	\$2,580,723	7.4%	\$690,268	9.0%	\$37,725	6.4%	\$34,379	6.0%	\$37,996	7.1%
2007	11,994,900	5.3	2,728,855	5.7	721,052	4.5	39,506	4.7	35,848	4.3	39,256	3.3
2008	12,429,600	3.6	2,843,864	4.2	740,676	2.7	40,947	3.6	36,906	3.0	39,978	1.8
2009	12,087,500	(2.8)	2,722,901	(4.3)	687,337	(7.2)	38,637	(5.6)	34,992	(5.2)	36,849	(7.8)
2010	12,429,300	2.8	2,831,622	4.0	722,368	5.1	39,791	3.0	36,047	3.0	38,345	4.1
2011	13,202,000	6.2	2,968,900	4.8	755,358	4.6	41,560	4.4	37,473	4.0	39,636	3.4
2012	13,887,700	5.2	3,068,647	3.4	779,339	3.2	42,693	2.7	38,382	2.4	40,344	1.8
2013	14,166,900	2.0	3,236,336	5.5	828,438	6.3	45,543	6.7	39,746	3.6	41,692	3.3
2014	14,683,147	3.6	3,319,080	2.6	850,178	2.6	46,129	1.3	40,793	2.6	42,645	2.3
2015 ¹	15,324,109	4.4	3,472,776	4.6	894,190	5.2	47,669	3.3	42,253	3.6	44,101	3.4

Source: U.S. Department of Commerce, Bureau of Economic Analysis (March, 2016).

¹ 2015 information is preliminary.

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Florida Personal Income and Earnings by Major Source: 2010 vs. 2015
(thousands of current dollars)

	<u>2010</u>	<u>% Total</u>	<u>2015</u>	<u>% Total</u>
Earnings:				
Wages and Salaries:				
Farm	\$2,350,295	0.3%	\$3,115,323	0.3%
Non Farm	440,056,994	52.6%	540,327,775	52.2%
Private:				
Forestry, fishing and other	1,422,032	0.2%	1,851,846	0.2%
Mining	343,122	0.0%	691,412	0.1%
Utilities	2,641,121	0.3%	3,251,307	0.3%
Construction	23,443,289	2.8%	30,215,277	2.9%
Manufacturing	22,883,552	2.7%	26,173,427	2.5%
Wholesale Trade	24,620,217	2.9%	31,102,722	3.0%
Retail Trade	34,737,195	4.2%	43,035,738	4.2%
Transportation & Warehousing	14,027,858	1.7%	18,519,469	1.8%
Information	12,364,179	1.5%	15,114,190	1.5%
Finance and insurance	29,893,951	3.6%	38,814,323	3.7%
Real estate and rental and leasing	8,308,426	1.0%	14,289,633	1.4%
Professional and technical services	40,602,313	4.9%	51,482,032	5.0%
Management of companies and enterprises	8,639,613	1.0%	10,895,194	1.1%
Administrative and waste services	24,340,756	2.9%	30,390,895	2.9%
Educational services	6,547,446	0.8%	8,094,483	0.8%
Health care and social assistance	56,765,196	6.8%	69,743,778	6.7%
Arts, entertainment and recreation	9,607,632	1.1%	11,756,139	1.1%
Accommodation and food services	19,846,559	2.4%	27,200,415	2.6%
Other services, except public administration	<u>18,735,572</u>	2.2%	<u>24,106,492</u>	2.3%
Total Private	359,770,029	43.0%	456,728,770	44.1%
Government & government enterprises	80,286,965	9.6%	83,599,005	8.1%
Total Wages & Salaries	442,407,289	52.9%	543,443,097	52.5%
Other Income:				
plus: Dividends, Interest & Rent	176,503,546	21.1%	229,864,707	22.2%
plus: Personal current transfer receipts	149,265,512	17.8%	180,506,790	17.4%
plus: Adjustment for residence	1,902,586	0.2%	3,494,536	0.3%
Less: Contributions for social insurance	<u>(50,072,779)</u>	(6.0)%	<u>(63,119,576)</u>	(6.1)%
Total Other Income:	277,598,865	33.2%	350,746,457	33.9%
Total Personal Income	720,006,154	86.1%	894,189,554	86.4%
Other Earnings:				
Supplements to wages and salaries	75,137,147	9.0%	86,490,896	8.4%
Proprietors' income:	<u>41,129,781</u>	4.9%	<u>54,757,454</u>	5.3%
Total Earnings:	116,266,928	13.9%	141,248,350	13.6%
TOTAL INCOME	\$836,273,082	100.0%	\$1,035,437,904	100.0%

Source: US Department of Commerce, Bureau of Economic Analysis (July 2016).

International Trade

Florida's location lends itself to international trade and travel. Florida was the 7th largest exporter in the nation in 2014. The State's international merchandise trade (imports and exports) totaled \$153.2 billion in 2014, a decrease of 3.4% over 2013. Despite the decline, 2014 merchandise trade was the third highest level ever recorded. Between 2013 and 2014, Florida's merchandise exports declined by 4.4% while imports decreased 2.2%. During the same period, the nation's exports and imports increased by 2.8% and 3.4%, respectively.

The State's top five exports for 2014 were precious metals, aircraft, vehicles, telecommunications equipment, and computers. The top imports were oil, gold, vehicles, telecommunications equipment, and electronics. Florida's top trading partners for 2014 were Brazil, Colombia, China, Chile, and Japan.

(Source: Enterprise Florida, April 2015)

Florida's International Trade: 2004-2014 (millions of U.S. dollars)

Year	Exports	% Change	Imports	% Change
2004	\$37,501	15.7%	\$43,896	8.5%
2005	44,115	17.6	51,169	16.6
2006	51,767	17.3	57,399	12.2
2007	58,915	13.8	55,925	(2.6)
2008	73,022	23.9	57,525	2.9
2009	59,884	(18.0)	43,107	(25.1)
2010	73,064	22.0	53,164	23.3
2011	86,753	18.7	62,413	17.4
2012	90,360	4.2	71,833	15.1
2013	85,460	(5.4)	73,119	1.8
2014	81,724	(4.4)	71,508	(2.2)

Source: Enterprise Florida (April, 2015).

Primary Sources of Sales Tax

The following tables illustrate taxable sales by category of expenditure over the past ten years, and compare the top twenty-five

types of businesses generating sales tax revenues in Fiscal Years 2010 and 2015.

Florida Taxable Sales and Sales Tax Liability by Category Fiscal Years ended June 30, 2005-2015 (millions of current dollars)

Fiscal Year	Consumer Non-durables				Consumer Durables				Building Investment		Business Investment	
	Recreation/Tourism		Other		Autos & Accessories		Other		Sales	Taxes	Sales	Taxes
	Sales	Taxes	Sales	Taxes	Sales	Taxes	Sales	Taxes				
2005	\$58,821	\$3,517.3	\$84,393	\$5,099.0	\$60,332	\$3,607.6	\$25,735	\$1,538.9	\$22,868	\$1,367.4	\$63,723	\$3,733.4
2006	63,247	3,781.9	92,961	5,616.7	64,883	3,879.9	28,704	1,716.4	26,525	1,586.1	71,783	4,205.0
2007	65,019	3,887.9	97,809	5,909.6	62,511	3,737.9	27,831	1,664.2	23,745	1,419.8	72,464	4,245.5
2008	65,772	3,932.9	98,075	5,925.7	54,885	3,281.9	24,363	1,456.8	20,319	1,215.0	66,612	3,902.7
2009	61,767	3,693.4	92,760	5,604.6	43,547	2,603.9	19,938	1,192.2	16,362	978.4	59,961	3,513.0
2010	60,407	3,610.5	91,404	5,515.3	43,641	2,608.7	18,299	1,094.1	14,845	888.2	55,154	3,233.9
2011	63,818	3,816.1	94,741	5,724.3	45,889	2,744.0	19,271	1,152.3	15,129	904.6	56,836	3,329.9
2012	68,168	4,076.2	98,880	5,974.3	48,803	2,918.3	20,431	1,221.7	15,845	947.4	58,543	3,429.8
2013	72,029	4,306.9	102,711	6,205.6	53,922	3,224.5	21,711	1,298.1	17,893	1,069.8	61,397	3,597.1
2014	77,043	4,606.9	107,830	6,515.1	59,673	3,568.2	23,194	1,386.9	20,061	1,199.5	65,615	3,844.3
2015	83,618	5,000.0	113,922	6,883.2	65,391	3,910.1	25,044	1,497.5	22,039	1,317.8	70,668	4,140.3

Source: Office of Economic and Demographic Research (January, 2016).

State Sales Tax Collections by Top 25 Business Types
Fiscal Years Ended June 30, 2010 vs. 2015¹

Type of Business	2010	2015
Automotive Dealers	\$2,066,873,420	\$3,279,690,634
General Miscellaneous Merchandise Stores	2,464,695,345	3,137,799,860
Restaurants, Lunchrooms, Catering Services	1,668,673,218	2,267,094,237
Leased or Rental of Commercial Real Property	1,309,212,726	1,483,527,151
Hotels/Motels Accommodations & Other Lodging Places	840,588,507	1,332,241,033
Food & Beverage Stores	893,574,821	1,122,002,895
Lumber and Other Building Materials Dealers	646,478,894	965,531,546
Apparel & Accessory Stores	641,956,932	918,833,921
Admissions, Amusement & Recreation Services	573,831,733	832,925,908
Wholesale Dealers	448,635,288	735,181,725
Radio, Television, Consumer Electronics, Computers, Music Stores	460,986,047	592,395,406
Manufacturing	403,461,692	547,320,131
Utilities, Electric, Gas, Water, Sewer	515,976,710	523,878,145
Home Furniture, Furnishings & Equipment	319,369,469	511,939,342
Automotive Accessories & Parts	220,338,848	312,343,011
Rental of Tangible Personal Property	255,205,409	297,267,935
Automobile Repair & Services	229,876,444	268,118,040
Communications ²	134,971,720	244,314,955
Building Contractors	99,151,523	193,309,262
Paint, Wallpaper & Hardware Dealers	121,771,535	180,524,719
Taxable Services (per Chapter 212, F.S.)	149,077,641	165,637,388
Drinking Places (Alcoholic beverages served on premises)	140,320,492	151,907,772
Insurance, Banking, Savings and Loans	117,478,005	137,162,103
Repair of Tangible Personal Property	96,949,541	136,553,610
Store & Office Equipment, Office Supplies	142,175,426	134,155,526

Source: Florida Department of Revenue, Office of Tax Research (January, 2016).

¹ Arranged in descending order of collection amounts for Fiscal Year ended June 30, 2015. In that Fiscal Year, "Miscellaneous" and unspecified business types accounted for \$142,368,401 in sales tax collections.

² Includes sales and use tax portion of Communications Service Tax.

STATE FINANCIAL OPERATIONS

Florida law requires that financial operations of the State be maintained through the General Revenue Fund, trust funds, and the Budget Stabilization Fund administered by the Chief Financial Officer. The majority of State tax revenues are deposited in the General Revenue Fund. Trust funds consist of monies which under law or trust agreement are segregated for a specified purpose. State monies are disbursed by the Chief Financial Officer upon warrants or other orders pursuant to appropriations acts. The Governor and Chief Financial Officer are responsible for insuring that sufficient revenues are collected to meet appropriations and that no deficits occur in State funds.

The State Constitution mandates the creation and maintenance of a Budget Stabilization Fund, in an amount not less than 5% nor more than 10% of the last complete fiscal year's net revenue collections for the General Revenue Fund. Monies in the Budget Stabilization Fund may be transferred to the General Revenue Fund to offset a deficit therein or to provide emergency funding, including payment of up to \$38 million with respect to certain uninsured losses to state property. Monies in this fund are constitutionally prohibited from being obligated or otherwise committed for any other purpose. Any withdrawals from the Budget Stabilization Fund must be restored from general revenues in five equal annual installments, commencing in the third fiscal year after the expenditure, unless the legislature establishes a different restoration schedule.

The State Constitution prohibits the Legislature from appropriating nonrecurring general revenue funds for recurring purposes in an amount that exceeds three percent of the total general revenue funds estimated to be available at the time the appropriation is made. The Legislature may override this prohibition by a three-fifths vote of the membership of each house. Nonrecurring general revenue funds are general revenue funds (such as transfers to the general revenue fund from trust funds) that are not expected to be available on an ongoing basis.

The State budget must be kept in balance from current revenues each State fiscal year (July 1-June 30), and the State may not borrow to fund governmental operations. (See "**Budget Shortfalls**" below.) Revenues in the General Revenue Fund which exceed amounts needed to fund appropriations or for transfers to the Budget Stabilization Fund are maintained as "unallocated general revenues."

Budgetary Process

The State's budgetary process is an integrated, continuous system of planning, evaluation and controls. State law requires that, no later than each September 15, the Joint Legislative Budget Commission prepare a long-range State financial outlook. The outlook includes major workloads and revenue estimates and recommends fiscal strategies to assist the legislature in making budget decisions. State agencies are also required to develop goals and objectives consistent with the State long-range planning document.

Individual State agencies prepare and submit appropriation requests to the Office of Planning and Budgeting, Executive Office of the Governor, generally no later than October 15 of the year preceding legislative consideration. The Office of Planning and Budgeting conducts a detailed evaluation of all agency requests, after which it makes budget recommendations to the Governor.

From recommended appropriations and revenue estimates, the Governor submits a recommended budget to the legislature. The House and Senate each adopt their respective versions of the appropriations bill and any differences are worked out by a conference committee composed of both House and Senate members. The conference committee adopts a committee version of the appropriations bill which is then voted on by each member of the House and Senate. After passage of the appropriations bill, the bill is sent to the Governor, who has 7 consecutive days (15 days if the Legislature has adjourned or taken a recess of more than 30 days) after the bill is presented to him to sign or exercise his line item veto power before the bill becomes law.

The State has routinely completed the budget for the next fiscal year prior to the end of the current fiscal year. Only one time in at least the last 60 years was the budget not completed prior to the start of the fiscal year. In 1992, the budget was implemented on the first day of the fiscal year, i.e., July 1. In this instance the payment of all financial obligations and the delivery of services occurred normally.

With almost all of the State's debt paid semi-annually, debt service payments generally occur at intervals which would provide additional time before a payment is due if a budget was not adopted before the start of the fiscal year. Debt service payments due at the beginning of a fiscal year are paid from appropriations of the prior fiscal year.

In the event a budget was not adopted before the beginning of the fiscal year, the Legislature and the Governor could authorize appropriations for debt service even if they did not agree on other appropriations.

Revenue Estimates

State law provides for consensus estimating conferences to develop official economic and demographic data and revenue forecasts for use in planning and budgeting. Each conference develops estimates within its area of expertise by unanimous consent of the conference principals. The four principals of the estimating conference are professional staff of the Governor's Office, Senate, House of Representatives and the Legislature's Office of Economic and Demographic Research. Once an estimating conference is convened, an official estimate does not exist until a new consensus is reached.

Consensus revenue estimating conferences are generally held three times each year to estimate revenue collections for the next fiscal year based on current tax laws and administrative procedures. General State and national economic scenarios are agreed upon by the conference principals. Consensus estimating conferences are held in late summer to refresh estimates for the Long Range Financial Outlook (Article III, Section 19(c)1, Florida Constitution), the fall to establish a forecast for the Governor's budget recommendations, and in the spring to determine the revenues available for appropriation during the legislative session. Conferences may reconvene at any time if it is felt that prior recommendations are no longer valid. Conferences are also held during legislative session to determine the fiscal impact of proposed tax law changes, and after each legislative session to review changes in tax legislation and to amend official conference recommendations accordingly.

There are currently ten estimating conferences formally identified in statute: Economic, Demographic, Revenue, Education, Criminal Justice, Social Services, Workforce, Early Learning, Self-Insurance, and Florida Retirement System Actuarial Assumptions.

State Revenue Limitation

The rate of growth in State revenues in a given fiscal year is limited to no more than the average annual growth rate in personal income over the previous five years. Revenues have never exceeded the limitation. Revenues collected in excess of the limitation are to be deposited into the Budget Stabilization Fund unless two-thirds of the members of both houses of the legislature vote to raise the limit. The revenue limit is determined by multiplying the average annual growth rate in personal income over the previous five years by the maximum amount of revenue permitted under the cap for the previous year. State revenues include taxes, licenses, fees, and charges for services imposed by the legislature on individuals, businesses, or agencies outside of State government as well as proceeds from the sale of lottery tickets. State revenues subject to the limitation do not include lottery receipts returned as prizes; balances carried forward from prior years; proceeds from the sale of goods (e.g. land, buildings); funds pledged for debt service on State bonds; State funds used to match federal money for Medicaid (partially exempt); charges imposed on the local governmental level; receipts of the Hurricane Catastrophe Trust Fund; and revenues required to be imposed by amendment to the Constitution after July 1, 1994. The revenue limitation may be adjusted to reflect the transfer of responsibility for funding governmental functions between the State and other levels of government.

Financial Control

After the appropriations bill becomes law, **the Office of Planning and Budgeting prepares monthly status reports comparing actual revenue receipts to the estimates on which appropriations were based.** This constant cash flow monitoring system enables the Governor and the Chief Financial Officer to insure that revenues collected will be sufficient to meet appropriations.

All balances of General Revenue Fund appropriations for operations in each fiscal year (except appropriations for fixed capital outlay) expire on the last day of such fiscal year. Amounts identified by agencies as incurred obligations which have not been disbursed as of June 30 are carried forward, with unused amounts expiring on September 30. Because capital projects are often funded on a multi-year basis, with the full appropriation being made in the first year even though payments are actually made over multiple years, unused appropriations for fixed capital outlay revert on February 1 of the second fiscal year (the third fiscal year if for an educational facility or a construction project of a State university).

Budget Shortfalls

Appropriations are maximum amounts available for expenditure in the current fiscal year and are contingent upon the collection of sufficient revenues. The Governor and the Chief Financial Officer are responsible for ensuring that revenues collected will be sufficient to meet appropriations and that no deficit occurs in any state fund. A determination that a deficit has occurred or will occur can be made by either the Governor or the Chief Financial Officer after consultation with the revenue estimating conference. If the Governor fails to certify a deficit, the Speaker of the House of Representatives and President of the Senate may do so after consultation with the revenue estimating conference. A determination made by the Chief Financial Officer is reported to the

Governor, the Speaker of the House and the President of the Senate, and subsequently to the Legislative Budget Commission for further action, if neither the Governor nor the House Speaker and Senate President certifies the existence of a deficit within 10 days after the report by the Chief Financial Officer. Within 30 days after determining that a budget shortfall will occur, the Governor is required to develop a plan of action to eliminate the budget shortfall for the executive branch and the Chief Justice of the Supreme Court is required to develop a plan of action for the judicial branch.

Budget shortfalls of less than 1.5% of the money appropriated from the General Revenue Fund during a fiscal year are resolved by the Governor for the executive branch and by the Chief Justice of the Supreme Court for the judicial branch, with the approval of the Legislative Budget Commission, subject to statutory guidelines and directives contained in the appropriations act. The statutory guidelines include a requirement that all branches of government are generally required to accept a proportional budget reduction. The Governor for the executive branch and the Chief Justice for the judicial branch may reduce appropriations by placing them in mandatory reserve, or withhold appropriations by placing them in budget reserve, in order to prevent deficits or implement legislative directives in the General Appropriations Act.

If the revenue estimating conference projects a shortfall in the General Revenue Fund in excess of 1.5% of the moneys appropriated from the General Revenue Fund during a fiscal year, the shortfall must be resolved by the legislature. Any available State funds may be used in eliminating shortfalls in the General Revenue Fund. Additionally, the legislature may eliminate a shortfall by reducing appropriations.

Major sources of tax revenues to the General Revenue Fund are the sales and use tax, corporate income tax, intangible personal property tax, beverage tax, and insurance premium tax. Unlike many other jurisdictions, ***the State of Florida does not levy ad valorem taxes on real property or tangible personal property, nor does it impose a personal income tax.***

Sales and Use Tax

The largest single source of tax receipts in Florida is the sales and use tax. It is a uniform tax upon either the sale of tangible personal property at retail or its use irrespective of where it may have been purchased. The sales tax is 6% of the sales price of tangible personal property sold at retail in the State, and the use tax is 6% of the cost price of tangible personal property used or stored for use in this State. In addition, local governments may (by referendum) assess a 0.5% or 1% discretionary sales surtax within their county.

The sales tax is also levied on the following: (1) rental of tangible personal property; (2) rental of transient lodging and non-residential real property; (3) admissions to places of amusement, most sports and recreation events; (4) non-residential utilities (at a 4.35% rate); (5) restaurant meals; (6) cable and non-residential telephone services (at a 6.8% rate-called Communication Services Tax); (7) coin operated amusement machines (at a 4% rate); and (8) mail order sales.

Exemptions include groceries, medicines, hospital rooms and meals, fuels used to produce electricity, electrical energy used in manufacturing, purchases by certain nonprofit institutions, most professional, insurance, and personal service transactions, apartments used as permanent dwellings, the trade-in value of motor vehicles, child car seats, and residential utilities. The

Evaluation, Accounting and Auditing Procedures

Florida has an integrated general ledger accounting system which provides on-line monitoring of budget commitments by individual agency units. This system prevents agencies from overcommitting available funds.

Each State agency supported by any form of taxation, licenses, fees, imposts, or exactions must file with the Chief Financial Officer financial and other information necessary for preparation of the State's annual financial statements. In addition, each such agency must prepare financial statements showing the financial position and results of agency operations as of June 30 for internal management purposes. The Chief Financial Officer is responsible for preparing the State's combined annual financial report, copies of which are available from the Chief Financial Officer, Division of Accounting and Auditing. The Auditor General conducts annual audits of all officers and agencies in the executive and judicial branches. Individual agency audits are made in accordance with generally accepted auditing standards and governmental auditing standards as adopted by the State Board of Accountancy. In addition to the annual financial and compliance audits, performance audits are made to determine the efficiency and effectiveness of agency operations.

Systems and procedures are in place to enable the State and its component units to comply in a timely manner with Governmental Accounting Standards Board Statements No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*.

REVENUES

Legislature has, from time to time, temporarily waived collection of sales taxes on such items as clothing under certain prices, school supplies, hurricane preparedness items, and energy efficient appliances through sales tax holidays.

Receipts of the ***sales and use tax***, with the exception of the tax on gasoline and special fuels, ***are credited to either the General Revenue Fund, counties and cities, the Ecosystem and Restoration Management Trust Fund, the Public Employees Relations Commission Trust Fund, or may be distributed for the use of sports facilities and to make emergency distributions to qualified counties.*** Legislation was enacted in 2000 which provides that 2.25% of sales tax receipts are to be deposited in the Revenue Sharing Trust Fund for Counties in lieu of intangible personal property taxes which were so distributed under prior law.

Motor Fuel Tax

The second largest source of State tax receipts is the tax on motor and diesel fuels. However, ***these revenues are almost entirely dedicated trust funds*** for specific purposes and are not included in the State General Revenue Fund.

Taxes on motor fuels (gasoline) and diesel fuels include several distinct fuel taxes: (1) the State sales tax on motor and diesel fuels, levied at 6.9 cents per gallon; (2) the State excise tax of four cents per gallon of motor and diesel fuel, with proceeds distributed to local governments; (3) the State Comprehensive Enhanced Transportation System (SCETS) tax, which is levied at a rate in each county equal to two-thirds of the sum of the county's local option motor fuel taxes, not to exceed 4 cents per gallon, for motor fuel and 4 cents per gallon for diesel fuel; (4) aviation fuel, at 6.9 cents per gallon; and (5) local option motor fuel taxes, which may range between one cent to 12 cents per gallon.

Most of the proceeds of the sales tax on motor and diesel fuels are deposited into the State Transportation Trust Fund for road maintenance and construction. The proceeds of the State excise tax of four cents per gallon is distributed by formula to local governments. The first two cents (described as the Constitutional Gas Tax) are primarily pledged for each county's debt service requirements, with any remaining balance deposited into the county's transportation trust fund. The remaining two cents of the excise tax (described as the County and Municipal Gas Taxes) are part of the State Revenue Sharing Program. Proceeds from the SCETS tax are, to the maximum extent possible, expended on road projects in the counties in which the revenues are derived. Local option gas taxes of one to 11 cents per net gallon, and the so-called "ninth cent fuel tax" of one cent per net gallon, of motor and diesel fuel may be levied by counties, for use by local governments for transportation expenditures. Local Option Gas Tax revenues may be pledged for payment of bonds issued by the Division of Bond Finance on behalf of local governments to fund transportation capital improvements.

Alcoholic Beverage Tax

Florida's alcoholic beverage tax is an excise tax on beer, wine, and liquor. Fifty percent of the revenues collected from the taxes on wine produced by manufacturers in this State from products grown in this State are deposited in the Viticulture Trust Fund. The remainder of revenues are deposited into the General Revenue Fund.

Corporate Income Tax

Florida collects a tax upon the net income of corporations, organizations, associations, and other artificial entities for the privilege of conducting business, deriving income, or existing within the State. This tax is currently levied at a rate 5.5% of net corporate income, less a \$50,000 exemption. Net income is defined as that share of adjusted federal income which is apportioned to Florida.

All business income is apportioned by weighted factors of sales (50%), property (25%), and payroll (25%).

Florida adopted an emergency excise tax to recoup taxes lost through reductions in adjusted federal income resulting from the Accelerated Cost Recovery System under federal tax law. As a result of the 1986 Tax Reform Act, this tax has been repealed on assets placed in service after January 1, 1987.

All receipts of the corporate income tax are credited to the General Revenue Fund.

Documentary Stamp Tax

Deeds and other documents relating to realty are taxed upon execution or recording at 70 cents per \$100 of consideration. Bonds, certificates of indebtedness, promissory notes, wage assignments, and retail charge accounts are taxed upon issuance or renewal at 35 cents per \$100 of face value, or actual value if issued without face value.

At its inception, documentary stamp tax proceeds were credited to the General Revenue Fund. However, over the years a series of statutory amendments have dedicated portions of the proceeds to various trust funds for specific purposes. The 2005 legislature enacted legislation which dedicates a portion (currently \$541.75 million) of documentary tax collections which otherwise would have gone to the General Revenue Fund, for growth management. In addition, a measure was adopted, effective July 1, 2007, which limits the dollar amount of distributions to certain funds,

subject to adjustment, beginning July 1, 2008, if collections exceed the prior year's receipts.

Documentary stamp tax collections are currently distributed as follows:

All documentary stamp taxes are pledged and shall be first made available to pay debt service on Florida Forever Bonds and Everglades Restoration Bonds. Documentary stamp taxes not needed to pay debt service on bonds are subject to an 8% general revenue service charge and costs of the Department of Revenue necessary to collect and enforce the tax.

An amount equal to 33% of all documentary stamp taxes collected, less the amounts paid for debt service on Florida Forever Bonds and Everglades Restoration Bonds and the costs of collection and enforcement, shall be deposited into the Land Acquisition Trust Fund.

After providing for the uses described above, the remainder of the documentary stamp taxes are to be distributed as follows:

The lesser of 24.18442% of the remainder or \$541.75 million to the State Transportation Trust Fund;

The lesser of 0.1456% of the remainder or \$3.25 million to the Grants and Donations Trust Fund;

11.24% of the remainder to the State Housing Trust Fund;

- first \$35 million to the State Economic Enhancement and Development Trust Fund;
- 50% of the remainder to the State Housing Trust Fund;
- 50% of the remainder to the Local Government Housing Trust Fund;

12.93% of the remainder to the State Housing Trust Fund;

- first \$40 million to the State Economic Enhancement and Development Trust Fund;
- 12.5% of the remainder to the State Housing Trust Fund;
- 87.5% of the remainder to the Local Government Housing Trust Fund.

The lesser of 0.017% or \$300,000 to the General Inspection Trust Fund; and

The balance of the remainder to the General Revenue Fund.

Intangible Personal Property Tax

The State formerly levied an annual, recurring tax on intangible personal property situated in the State, such as stocks, bonds, notes, governmental leaseholds, and interests in limited partnerships registered with the Securities and Exchange Commission. Obligations issued by the State or local governmental entities in Florida, or by the federal government, were exempt from such taxation. The Legislature abolished the annual, recurring tax as of January 1, 2007, effectively eliminating the tax on intangible personal property held on or after January 2, 2006.

A non-recurring 2 mill tax continues to be levied on mortgages and other obligations secured by liens on Florida realty. The tax is payable upon recording the instrument or within 30 days of creation of the obligation. The tax proceeds are deposited to the General Revenue Fund.

Insurance Premium Tax

The insurance premium tax is a tax on insurance premiums received by insurers. The tax is paid by insurance companies at the following rates: 1.75% on gross premiums minus reinsurance and return premiums; 1% on annuity premiums; 1.6% on self insurers; and 5% on surplus lines premiums and independently procured coverage. Corporation income taxes and emergency excise taxes paid to Florida are credited against premium tax liability, as are certain other taxes. In addition to the premium taxes imposed, a \$2 surcharge is imposed on homeowner's policies, and a \$4 surcharge is imposed on commercial policies issued or renewed on or after May 1, 1993.

Assessments for Police and Firefighter pension funds are distributed to local governments. Fire Marshal assessments, filing fees and \$125,000 annually, adjusted by the lesser of 20 percent or the growth in total retaliatory taxes, are deposited into the Insurance Regulatory Trust Fund. The remainder of the Premium Tax is deposited to the General Revenue Fund. Surcharge collections are deposited to the Emergency Management, Preparedness, and Assistance Trust Fund, administered by the Department of Community Affairs.

Gross Receipts Tax

The gross receipts tax is imposed at a rate of 2.5% of the gross receipts of providers of electricity, natural gas, and telecommunications services. Telecommunications services are subject to a unified Telecommunications Services Tax, a portion of which is collected with the gross receipts tax at revenue-neutral rates.

All gross receipts tax collections are credited to the Public Education Capital Outlay and Debt Service Trust Fund. The potential impact of electric utility deregulation on gross receipts tax collections cannot be determined at this time.

Communications Services Tax

The communications services tax is imposed on retail sales of communications services which originate and terminate in Florida, or originate or terminate in Florida and are billed to a Florida address. Communications services include all forms of telecommunications previously taxed by the gross receipts tax plus cable television and direct-to-home satellite service. The communications services tax replaced certain sales and use taxes and gross receipts taxes, at revenue-neutral rates. Communications services tax receipts are included in sales tax and gross receipts tax collections, as appropriate.

Other State Taxes

To the extent not pre-empted to the federal government, the State levies a one-time excise tax on cigarettes, at rates based on their weight and package quantity, and on other tobacco products at the rate of 25% of the wholesale price. The State also imposes a tax on racing and jai-alai admissions, and on contributions to pari-mutuel pools, or "handle."

Tobacco Litigation Settlement

As a result of settling litigation by the State against the tobacco industry in 1997, Florida expects to receive more than \$11 billion over 25 years. Payments are subject to adjustment for various factors, including inflation and tobacco product sales volume. Proceeds of the settlement are expected to be used for children's health care coverage and other health-related services, to reimburse the State for medical expenses, for improvements in State efforts to reduce sales of tobacco products to minors, and to promote production of reduced risk tobacco products.

A portion of the tobacco settlement revenues have been deposited in the Lawton Chiles Endowment Fund to provide a perpetual source of funding for health and human services for children and elders, and for biomedical research activities. As of May 31, 2014, the market value of the endowment was \$618.2 million.

Lottery

In order to provide additional funding for education, the 1987 Legislature created the Department of the Lottery to operate a State lottery. Revenues generated by the Florida Lottery are used to pay prizes, fund the Educational Enhancement Trust Fund, and pay the administrative costs of operating the lottery.

FLORIDA FINANCIAL INFORMATION

The following tables present information regarding the State's historical and projected financial resources, as well as budgets by program area and appropriations by department.

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Five Year History of Trust Fund and General Revenues¹
(millions of dollars)

General Revenue Receipts²	2010-11	2011-12	2012-13	2013-14	2014-15
Sales and Use Tax ³	\$16,638.3	\$17,422.0	\$18,417.6	\$19,707.7	\$21,062.7
Beverage Licenses and Taxes	550.8	520.4	481.5	443.8	451.4
Corporation Income Tax	1,874.5	2,010.8	2,081.0	2,042.5	2,236.3
Documentary Stamp Tax	167.2	208.6	381.0	603.7	756.3
Corporate Filing Fees	273.6	275.8	284.1	298.6	309.8
Tobacco Tax	213.4	199.8	202.1	178.2	181.2
Insurance Premium Tax	660.5	662.6	675.9	675.6	666.9
Indian Gaming	139.7	146.3	221.6	230.3	248.5
Pari-mutuel Fees, Licenses and Taxes	12.3	12.5	12.6	14.8	13.8
Slot Machine Licenses GR	18.5	12.0	10.8	10.5	13.0
Intangible Personal Property Tax	162.5	184.6	276.5	256.1	303.9
Earnings on Investments	135.6	117.3	107.3	75.6	106.5
Auto Title and Lien Fees	234.9	242.2	58.2	65.3	92.0
Oil and Gas Severance Tax	6.2	9.0	8.0	7.0	4.2
Solid Mineral Severance Tax	12.4	12.3	13.2	12.9	10.5
Drivers Licenses and Fees	200.2	200.5	194.5	178.4	147.8
Motor Vehicle and Mobile Home Licenses	404.2	425.0	437.2	451.4	180.6
Article V Fees & Transfers	167.3	165.4	284.3	173.7	151.1
Counties' Medicaid Share GR	208.6	235.3	332.1	296.1	289.6
Motor Vehicle Fees and Charges	99.7	101.2	106.2	117.7	104.6
Fines/Foreitures/Judgements GR	19.5	60.9	276.5	24.2	4.0
Other GR	215.2	251.5	256.6	246.3	238.9
Total GR Collections and Transfers	22,415.3	23,476.0	25,118.7	26,110.6	27,573.7
Plus Service Charges to GR	462.5	449.0	486.2	466.8	500.1
Less Refunds of GR	(326.1)	(306.2)	(290.3)	(379.5)	(392.7)
Net GR Collections and Transfers	22,551.6	23,618.8	25,314.6	26,198.0	27,681.1
Trust Fund Revenues²					
<u>Major Transportation Revenues:</u>					
Auto Title and Lien Fees	103.0	105.7	303.9	319.9	323.8
Motor Fuel Tax	1,850.7	1,835.5	1,864.7	1,955.3	2,052.0
Motor Vehicle and Mobile Home Licenses	812.3	810.5	840.5	867.2	891.0
Motor Vehicle Fees and Charges	205.1	218.3	230.5	250.8	302.0
Subtotal	2,971.0	2,970.1	3,239.7	3,393.1	3,568.8
<u>Workers Insurance Tax:</u>					
Workers Compensation Assessment	33.3	47.8	74.3	82.4	81.6
Workers' Comp. Special Disability	37.1	39.4	43.0	46.6	43.6
Reemployment Assistance Tax	1,674.2	2,156.2	2,247.8	1,937.4	1,541.6
Subtotal	1,744.6	2,243.4	2,365.1	2,066.4	1,666.7
<u>Conservation and Recreational Lands:</u>					
Documentary Stamp Tax	944.9	1,004.9	1,199.4	1,147.3	1,303.1
Solid Mineral Severance Tax	25.9	11.8	14.3	15.5	14.0
Oil and Gas Severance Tax	2.6	2.6	1.2	2.2	0.1
Sales and Use Tax	23.7	23.3	23.3	23.3	22.7
Subtotal	997.2	1,042.6	1,238.3	1,188.3	1,340.0
<u>Education - Tuition, Fees and Charges:</u>					
Slot Machine Tax to Education	127.7	142.7	142.2	173.1	182.2
Lottery to Education	1,184.0	1,321.7	1,382.0	1,475.0	1,479.0
Unclaimed Property (State School Trust Fund)	157.5	163.6	206.2	142.3	213.0
Subtotal	1,469.2	1,627.9	1,730.4	1,790.4	1,874.2
<u>Agencies' Administrative Trust Funds:</u>					
Beverage Licenses and Taxes	31.0	29.8	28.0	32.0	31.4
Insurance Premium Tax	52.2	52.8	52.3	53.3	52.9
General Inspection Fees and Licenses	69.8	59.9	72.9	57.6	72.0
Citrus Inspection Fees and Licenses	14.0	18.4	15.4	15.4	14.0
D.F.S. and Treas Fees, Licenses & Taxes	125.0	130.1	128.1	132.6	155.8
Citrus Taxes	42.4	42.3	38.7	31.1	25.0
Hunting and Fishing Licenses	51.4	50.8	49.2	53.5	59.1
Pari-mutuel Fees, Licenses and Taxes	13.7	14.4	12.5	12.3	12.4
Professional Fees and Licenses	78.0	71.4	88.2	78.2	86.5
Drivers' Licenses and Fees	141.2	145.9	143.1	139.4	154.6
HSMV, Misc Fees, Licenses & Fines	20.7	32.1	33.2	33.6	33.6
Slot Machine Licenses and Fees	3.3	1.9	7.5	5.6	3.1
Lottery to Administration	322.9	349.7	418.9	420.1	450.9
Unclaimed Property to Administration ⁶	0.0	0.0	0.0	0.0	0.0
Subtotal	965.6	999.5	1,088.0	1,064.6	1,151.3

(Five Year History of Trust Fund and General Revenues - continued)

Other Trust Fund Revenues for State Use:	<u>2010-11</u>	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>	<u>2014-15</u>
Tobacco Tax	1,096.8	1,033.6	1,017.4	987.3	1,004.4
Lottery Prizes	2,515.5	2,792.5	3,223.2	3,482.9	3,664.8
Unclaimed Property DFS Trust (Residual) ⁶	189.2	213.4	267.8	241.2	269.4
Tobacco Fines/Forfeitures/Judgements Trust	366.9	358.9	366.2	378.0	367.9
Other Fines/Forfeitures/Judgements Trust	245.5	235.8	296.3	260.5	254.1
Article V Fees	696.8	697.6	557.5	165.7	123.9
Interest Earnings	177.1	162.1	146.1	75.6	184.3
Miscellaneous Revenues ⁴	259.9	221.5	180.3	187.4	196.4
Other Trust	<u>3,005.0</u>	<u>3,376.6</u>	<u>3,261.6</u>	<u>3,569.2</u>	<u>3,502.6</u>
Subtotal	8,552.8	9,092.1	9,316.5	9,347.8	9,567.7
Total Trust Fund Revenue for State Use	16,700.5	17,975.6	18,977.8	18,850.8	19,168.6

**Revenues Shared With Local Governments
and School Districts**

Sales and Use Tax	2,035.0	2,127.9	2,245.5	2,396.3	2,554.7
Beverage Licenses and Taxes	14.4	14.5	14.9	15.5	16.0
Documentary Stamp Tax	44.3	48.1	63.0	61.5	61.4
Insurance Premium Tax	154.9	162.6	165.9	173.1	181.1
Article V Fees	0.0	0.0	0.0	24.9	39.9
Indian Gaming	0.8	3.8	4.5	7.0	7.1
Motor Fuel Tax	387.6	358.9	360.1	368.8	381.7
Oil and Gas Severance Tax	1.3	1.9	2.0	1.8	1.2
Solid Mineral Severance Tax	10.6	10.4	8.3	8.1	6.8
Gross Receipts Tax ³	1,071.6	1,035.3	1,003.0	1,005.4	1,152.4
Mtr Vehicle and Mobile Home Licenses	125.5	133.6	138.7	147.1	156.9
Tobacco Taxes	8.2	7.6	7.7	7.0	7.2
Other Fees, Licenses and Taxes ³	<u>57.0</u>	<u>55.2</u>	<u>51.1</u>	<u>54.9</u>	<u>56.9</u>
Total Local Government	3,911.2	3,959.7	4,064.7	4,271.4	4,623.4

Federal and Local Assistance

Counties and Cities	69.2	66.5	63.9	66.3	59.1
U.S. Government	28,950.5	22,416.8	22,089.1	23,256.2	23,144.8
Other Assistance and Donations Grants	<u>151.2</u>	<u>123.8</u>	<u>131.8</u>	<u>109.3</u>	<u>180.5</u>
Total Federal and Local Assistance	29,170.8	22,607.0	22,284.8	23,431.8	23,384.5

Summary of Trust Fund and General Revenue⁵

	<u>2010-11</u>	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>	<u>2014-15</u>
General Revenue	\$22,551.6	\$23,618.8	\$25,314.6	\$26,198.0	\$27,681.1
Trust Fund	16,700.5	17,975.6	18,977.8	18,850.8	19,168.6
Revenues Shared with Local Governments	3,911.2	3,959.7	4,064.7	4,271.4	4,623.4
Donations & Fed Assistance	<u>29,170.8</u>	<u>22,607.0</u>	<u>22,284.8</u>	<u>23,431.8</u>	<u>23,384.5</u>
Total Direct Revenues	\$72,334.1	\$68,161.1	\$70,641.9	\$72,752.0	\$74,857.6

Source: Florida Office of Economic and Demographic Research (November, 2015).

¹ Numbers may not add due to rounding.

² The Trust Fund portion of each tax source may include an obligatory General Revenue service charge, thereby reducing the dollars available for appropriations out of the trust fund.

³ Includes portion of Communications Services Tax.

⁴ Includes an unknown amount of General Revenue appropriations.

⁵ Shown before transfers of General Revenue service charges and refunds.

⁶ Reflects a change in methodology used for determining unclaimed property receipts.

GENERAL REVENUE FUND
FINANCIAL RETROSPECT AND OUTLOOK STATEMENTS¹

Retrospect Statement
Fiscal Years 2013-14 and 2014-15
(millions of dollars)

	Recurring Funds	Non-Recurring Funds	Total All Funds
FUNDS AVAILABLE 2013-14			
Balance forward from 2012-13	\$0.0	\$2,891.8	\$2,891.8
Revenue collections	25,991.2	226.6	26,217.8
Transfers from trust funds	0.0	385.1	385.1
Miscellaneous Adjustments	0.0	0.4	0.4
FCO reversions	0.0	0.3	0.3
Federal funds interest payment	(0.1)	0.0	(0.1)
Total 2013-14 funds available	\$25,991.1	\$3,504.2	\$29,495.3
EXPENDITURES 2013-14			
Operations	\$12,498.6	\$293.7	\$12,792.3
Aid to Local Governments	13,270.4	46.4	13,316.8
Fixed Capital Outlay	57.4	57.2	114.6
Fixed Capital Outlay/Aid to Local Governments	0.1	76.3	76.4
Transfer to Budget Stabilization Fund	0.0	214.5	214.5
Transfer to Lawton Chiles Endowment Fund	0.0	45.3	45.3
Transfer to PECO Trust Fund	0.0	344.8	344.8
Miscellaneous Expenditures	0.0	9.4	9.4
Total 2013-14 expenditures	\$25,826.4	\$1,087.6	\$26,914.0
ENDING BALANCE	\$164.7	\$2,416.6	\$2,581.3
Budget Stabilization Fund	-	-	\$924.7
Available Reserves	-	-	\$3,506.0
FUNDS AVAILABLE 2014-15			
Balance forward from 2013-14	\$0.0	\$2,581.3	\$2,581.3
Revenue collections	27,621.3	66.1	27,687.4
Transfers from trust funds	0.0	278.0	278.0
Miscellaneous Adjustments	0.0	0.2	0.2
FCO reversions	0.0	0.3	0.3
Federal funds interest payment	(0.0)	0.0	(0.0)
Total 2014-15 funds available	\$27,621.3	\$2,926.0	\$30,547.3
EXPENDITURES 2014-15			
Operations	\$13,139.2	\$452.8	\$13,592.0
Aid to Local Governments	13,475.4	94.3	13,569.7
Fixed Capital Outlay	82.6	126.4	209.0
Fixed Capital Outlay/Aid to Local Governments	9.9	223.2	233.1
Transfer to Budget Stabilization Fund	0.0	214.5	214.5
Transfer to PECO Trust Fund	0.0	169.9	169.9
Transfer to Florida Forever Trust Fund	0.0	10.0	10.0
Miscellaneous Expenditures	0.0	9.3	9.3
Total 2014-15 expenditures	\$26,707.1	\$1,300.4	\$28,007.4
ENDING BALANCE	\$914.2	\$1,625.6	\$2,539.8
Budget Stabilization Fund	-	-	\$1,139.2
Available Reserves	-	-	\$3,679.0

FINANCIAL OUTLOOK STATEMENT¹
including results of June 23, 2016 Revenue Estimating Conference
Fiscal Year 2015-16 through Fiscal Year 2020-21
(millions of dollars)

	Recurring Funds	Non-Recurring Funds	Total All Funds
FUNDS AVAILABLE 2015-16			
Balance Forward from 2014-15	\$0.0	\$2,539.8	\$2,539.8
Estimated revenues	28,436.3	(161.5)	28,274.8
SB 2500-A Transfers from Trust Funds (Net of Vetoes)	0.0	190.0	190.0
HB 5001 (2016) Prior Year FCO Reversions (ss. 69,70)	0.0	5.6	5.6
Federal funds interest earnings rebate	(0.1)	0.0	(0.1)
Total 2015-16 funds available ^{2,3}	\$28,436.2	\$2,573.9	\$31,010.1
EFFECTIVE APPROPRIATIONS 2015-16			
State Operations	\$14,083.2	\$329.7	\$14,412.9
Aid to Local Government	14,105.9	48.8	14,154.7
Fixed Capital Outlay	63.7	80.4	144.1
Fixed Capital Outlay/Aid to Local Government	0.3	157.4	157.7
SB 2500-A (2015) Transfer to Budget Stabilization Fund	0.0	214.5	214.5
SB 2500-A (2015) Transfer to PECO Trust Fund	0.0	128.9	128.9
SB 2500-A (2015) Reappropriations (Net of Vetoes)	0.0	129.1	129.1
Budget Amendment - Small Business Bridge Loan	0.0	10.0	10.0
HB 5001 (2016) Supplemental Appropriations/Reappropriations	0.0	33.4	33.4
HB 5001 (2016) Reversions	0.0	(39.5)	(39.5)
Total 2015-16 effective appropriations	\$28,253.1	\$1,092.7	\$29,345.8
Ending Balance ^{2,3,4}	\$183.1	\$1,481.2	\$1,664.3
FUNDS AVAILABLE 2016-17			
Balance Forward from 2015-16	\$0.0	\$1,664.3	\$1,664.3
Estimated Revenues	29,576.8	(69.8)	29,507.0
Measures Affecting Revenues	(63.4)	21.1	(42.3)
HB 5001 (2016) Transfers from Trust Funds	0.0	259.6	259.6
Unused Appropriations/Reversions	0.0	93.8	93.8
Deduct HB 5001 (2016) Reversions Included in Estimates	0.0	(0.4)	(0.4)
Fixed Capital Outlay Reversions	0.0	2.0	2.0
Federal Funds Interest Earnings Rebate	(0.2)	0.0	(0.2)
Total 2016-17 funds available ^{2,3,4}	\$29,513.2	\$1,970.6	\$31,483.8
EFFECTIVE APPROPRIATIONS 2016-17			
HB 5001 (2016) General Appropriations Act	\$29,362.4	\$919.1	\$30,281.5
HB 5001 (2016) Vetoes	(4.2)	(85.2)	(89.4)
HB 5001 (2016) Transfer to Budget Stabilization Fund	0.0	30.7	30.7
HB 5001 (2016) Transfer to Clerk of the Court Trust Fund	0.0	12.9	12.9
HB 5001 (2016) Reappropriations (Net of Vetoes)	0.0	9.1	9.1
Substantive Bills with Appropriations (Net of Vetoes)	109.4	13.0	122.4
Total 2016-17 effective appropriations	\$29,467.6	\$899.6	\$30,367.2
Ending Balance ^{2,3,4,5}	\$45.6	\$1,071.0	\$1,116.6
FUNDS AVAILABLE 2017-18			
Balance Forward ⁵	\$0.0	\$1,116.6	\$1,116.6
Estimated Revenues	30,903.1	(13.7)	30,889.4
Measures Affecting Revenues (2016)	(66.5)	(0.9)	(67.4)
Unused Appropriations/Reversions	0.0	93.8	93.8
Fixed Capital Outlay Reversions	0.0	2.0	2.0
Federal Funds Interest Earnings Rebate	(0.2)	0.0	(0.2)
Total 2017-18 funds available ^{2,3}	\$30,836.4	\$1,197.8	\$32,034.2
FUNDS AVAILABLE 2018-19			
Estimated Revenues	\$32,043.3	\$1.2	\$32,044.5
Measures Affecting Revenues (2016)	(69.7)	(0.8)	(70.5)
Unused Appropriations/Reversions	0.0	93.8	93.8
Fixed Capital Outlay Reversions	0.0	2.0	2.0
Federal Funds Interest Earnings Rebate	(0.2)	0.0	(0.2)
Total 2018-19 funds available ^{2,3}	\$31,973.4	\$96.2	\$32,069.6

	Recurring Funds	Non-Recurring Funds	Total All Funds
FUNDS AVAILABLE 2019-20			
Estimated Revenues	\$33,224.7	(\$0.9)	\$33,223.8
Measures Affecting Revenues (2016)	(73.2)	(0.4)	(73.6)
Unused Appropriations/Reversions	0.0	93.8	93.8
Fixed Capital Outlay Reversions	0.0	2.0	2.0
Federal Funds Interest Earnings Rebate	(0.2)	0.0	(0.2)
Total 2019-20 funds available ^{2,3}	\$33,151.3	\$94.5	\$33,245.8
FUNDS AVAILABLE 2020-21			
Estimated Revenues	\$34,467.6	\$0.0	\$34,467.6
Measures Affecting Revenues (2016)	(76.9)	0.0	(76.9)
Unused Appropriations/Reversions	0.0	93.8	93.8
Fixed Capital Outlay Reversions	0.0	2.0	2.0
Federal Funds Interest Earnings Rebate	(0.2)	0.0	(0.2)
Total 2020-21 funds available ^{2,3}	\$34,390.5	\$95.8	\$34,486.3

Source: Office of Economic and Demographic Research.

- ¹ This financial statement is based on current law as it is currently administered. It does not include the potential effect of any legal actions which might affect revenues or appropriations. The Attorney General periodically issues an update on any such litigation. In addition, it does not recognize any deficits in any spending programs unless specifically stated.
- ² The amount of \$1,072.4 million was transferred out of the Budget Stabilization Fund to the General Revenue Fund in Fiscal Year 2008-09. Section 215.32(3) F.S. stipulates that repayments to the fund are appropriated in five equal installments beginning in the third year following the year in which the expenditure was made, unless otherwise established by law. Per the aforementioned statute, the repayments were appropriated and transferred to the Budget Stabilization Fund in Fiscal Year 2011-12 through 2015-16. The cash balance in the Budget Stabilization Fund (not shown here) at the time of this statement was \$1,353.7 million and includes the Fiscal Year 2015-16 repayment. In addition, the constitutional transfers required to bring the Budget Stabilization Fund up to five percent of net revenue collections for the last completed fiscal year will resume in Fiscal Year 2016-17. Based on the Fiscal Year 2014-15 actual revenues, a transfer of \$30.7 million will be required in Fiscal Year 2016-17. Based on the January 2016 forecast (which does not include 2016 Measures Affecting Revenues), transfers of \$29.3 million in Fiscal Year 2017-18, and \$61.7 million in Fiscal Year 2018-19, \$69.1 million in Fiscal Year 2019-20 and \$57.7 million in 2020-21 would be required.
- ³ The 2012 General Appropriations Act transferred \$350.0 million from the Lawton Chiles Endowment Fund to the General Revenue Fund. House Bill 5301 (Chapter 2012-33, Laws of Florida) requires that an amount equal to the amount of Medical-Hospital Fees collected above the January 2012 revenue estimate be transferred back to the Endowment in the following fiscal years until repayment is complete. The actual revenues collected in Fiscal Year 2014-15 were lower than the January 2012 estimates; thus, no transfer is required for Fiscal Year 2015-16. The estimates of repayments for the term of this outlook statement are zero for Fiscal Years 2016-17 through 2020-21.
- ⁴ Estimated Revenues for Fiscal Year 2015-16 do not include payments received by the State that are related to the continuation of banked card games. These payments are being accounted for separately (effectively held in reserve) and are projected to total \$57.5 million by June 30, 2016.
- ⁵ Does not include \$400 million expected to be received by the State in Fiscal Year 2016-17 pursuant to a settlement agreement with BP Entities related to the Deepwater Horizon incident.

Actual and Projected General Revenues

The actual general revenue collections for Fiscal Year 2014-15 of \$27,681.0 million were \$1.5 billion, or 5.7%, more than collections for Fiscal Year 2013-14. General revenue projections adopted at the January 19, 2016 meeting of the Revenue Estimating Conference for Fiscal Years 2015-16 through 2018-19, are shown in the following table.

General Revenues Fiscal Years 2014-15 through 2018-19 (millions of dollars)

	Actual 2014-15	Est. 2015-16		Est. 2016-17		Est. 2017-18		Est. 2018-19	
	Actual	Estimate	% Change ¹	Estimate	% Change ¹	Estimate	% Change ¹	Estimate	% Change ¹
Sales Tax- GR	\$21,062.7	\$22,086.1	4.9%	\$23,242.9	5.2%	\$24,407.1	5.0%	\$25,496.4	4.5%
Beverage Tax & Licenses	451.4	352.5	(21.9)	284.6	(19.3)	292.8	2.9	299.9	2.4
Corporate Income Tax	2,236.3	2,109.5	(5.7)	2,164.2	2.6	2,144.2	(0.9)	2,058.4	(4.0)
Documentary Stamp Tax ²	756.3	755.1	(0.2)	791.8	4.9	845.5	6.8	887.1	4.9
Tobacco Tax	181.2	183.5	1.3	182.8	(0.4)	181.0	(1.0)	179.2	(1.0)
Insurance Premium Tax	666.9	729.4	9.4	720.7	(1.2)	740.9	2.8	742.8	0.3
Pari-Mutuels Tax	26.8	22.9	(14.6)	22.4	(2.2)	22.2	(0.9)	21.8	(1.8)
Intangibles Tax	303.9	333.7	9.8	356.1	6.7	369.6	3.8	377.9	2.2
Interest Earnings	106.5	101.9	(4.3)	135.5	33.0	192.2	41.8	251.1	30.6
Indian Gaming Revenues	248.5	207.7	(16.4)	119.9	(42.3)	120.7	0.7	122.6	1.6
Highway Safety Licenses & Fees	586.4	407.3	(30.5)	459.1	12.7	533.1	16.1	547.4	2.7
Medical & Hospital Fees	289.6	297.1	2.6	304.9	2.6	301.0	(1.3)	302.8	0.6
Severance Taxes	14.7	10.6	(27.9)	10.6	0.0	10.5	(0.9)	10.4	(1.0)
Corporation Filing Fees	309.8	316.9	2.3	323.0	1.9	327.0	1.2	330.5	1.1
Service Charges	500.1	456.7	(8.7)	471.7	3.3	482.8	2.4	492.7	2.1
Other Taxes, Licenses & Fees	332.6	337.9	1.6	321.3	(4.9)	319.1	(0.7)	316.3	(0.9)
Less: Refunds	(392.7)	(434.0)	10.5	(404.5)	(6.8)	(400.3)	(1.0)	(392.8)	(1.9)
Net General Revenue: ³	\$27,681.0	\$28,274.8	2.1%	\$29,507.0	4.4%	\$30,889.4	4.7%	\$32,044.5	3.7%

Source: Office of Economic and Demographic Research, January 19, 2016 Consensus Revenue Estimating Conference.

¹ Represents percentage change from prior year, based on current estimates.

² Florida law redirects to various trust funds Documentary Stamp Tax Collections which otherwise would go into the General Revenue Fund.

³ May not add due to rounding.

The projections are based on the best information available when the estimates are made. **Investors should be aware that there have been material differences between past projections and actual general revenue collections; no assurance can be given that there will not continue to be material differences relating to such amounts.**

Operating and Fixed Capital Outlay Budget By Program Area
Fiscal Years 2012-13 through 2016-17

(In Millions of Dollars)

Program	2012-13		2013-14		2014-15		2015-16		2016-17	
	<u>Operating</u>	<u>FCO</u>	<u>Operating</u>	<u>FCO</u>	<u>Operating</u>	<u>FCO</u>	<u>Operating</u>	<u>FCO</u>	<u>Operating</u>	<u>FCO</u>
General Revenue										
Education	\$ 12,680.1	\$ 9.4	\$ 14,148.0	\$ 9.0	\$ 14,471.8	\$ 5.3	\$ 15,137.4	\$ 10.6	\$ 15,469.3	\$ 34.6
Human Services	7,665.3	7.9	7,825.8	10.9	8,237.2	32.7	8,746.1	14.7	9,477.1	13.8
Criminal Justice & Corrections	3,065.6	70.5	3,130.5	51.4	3,411.1	74.2	3,479.1	78.3	3,565.3	85.2
Natural Resources , Environment										
Growth Mngmt, & Transportation	174.2	51.4	199.1	119.2	277.7	239.5	181.4	176.9	183.0	201.0
General Government	681.1	29.7	945.5	48.3	704.6	62.9	726.0	69.8	736.1	82.5
Judicial Branch	330.4	1.0	334.9	5.5	379.2	10.1	404.0	15.4	419.7	14.0
Total General Revenue	\$ 24,596.7	\$ 169.9	\$ 26,583.7	\$ 244.4	\$ 27,481.6	\$ 424.7	\$ 28,674.0	\$ 365.7	\$ 29,850.5	\$ 431.1
Trust Funds										
Education	\$ 5,966.7	\$ 1,630.2	\$ 6,126.6	\$ 1,811.8	\$ 6,176.7	\$ 1,947.2	\$ 6,020.4	\$ 1,846.8	\$ 6,290.1	\$ 2,062.7
Human Services	22,220.6	19.0	23,291.8	15.6	23,572.5	35.5	24,118.3	27.7	24,802.8	20.2
Criminal Justice & Corrections	1,055.2	-	650.7	-	674.5	-	680.5	-	800.1	-
Natural Resources , Environment										
Growth Mngmt, & Transportation	2,728.4	8,375.8	2,702.1	9,500.3	2,789.2	10,277.0	2,843.0	10,307.5	3,140.6	11,112.2
General Government	3,058.6	100.8	3,404.0	57.9	3,496.9	92.7	3,624.3	90.8	3,688.0	60.1
Judicial Branch	114.8	-	103.6	-	112.6	-	98.1	-	90.4	-
Total Trust Funds	\$ 35,144.3	\$ 10,125.8	\$ 36,278.8	\$ 11,385.6	\$ 36,822.4	\$ 12,352.4	\$ 37,384.6	\$ 12,272.8	\$ 38,812.0	\$ 13,255.2
Total All Funds										
Education	\$ 18,646.8	\$ 1,639.6	\$ 20,274.6	\$ 1,820.8	\$ 20,648.5	\$ 1,952.5	\$ 21,157.8	\$ 1,857.4	\$ 21,759.4	\$ 2,097.3
Human Services	29,885.9	26.9	31,117.6	26.5	31,809.7	68.2	32,864.4	42.4	34,279.9	34.0
Criminal Justice & Corrections	4,120.8	70.5	3,781.2	51.4	4,085.6	74.2	4,159.6	78.3	4,365.4	85.2
Natural Resources , Environment										
Growth Mngmt, & Transportation	2,902.6	8,427.2	2,901.2	9,619.5	3,066.9	10,516.5	3,024.4	10,484.4	3,323.6	11,313.2
General Government	3,739.7	130.5	4,349.5	106.2	4,201.5	155.6	4,350.3	160.6	4,424.1	142.6
Judicial Branch	445.2	1.0	438.5	5.5	491.8	10.1	502.1	15.4	510.1	14.0
Total All Funds	\$ 59,741.0	\$ 10,295.7	\$ 62,862.6	\$ 11,629.9	\$ 64,304.0	\$ 12,777.1	\$ 66,058.6	\$ 12,638.5	\$ 68,662.5	\$ 13,686.3

Source: Annual Conference Committee Report on General Appropriations Bills as passed by the Legislature, before veto messages; does not reflect appropriations made in other legislation or budget amendments.

STATE DEBT

As a general rule, bonds of the State or its agencies are issued by the Division of Bond Finance pursuant to the State Bond Act, ss. 215.57-.83, Florida Statutes. During the 2001 Session the Florida Legislature formalized in statute an annual Debt Affordability Study to be used as a tool for measuring, monitoring and managing the State's debt. The State debt fiscal responsibility policy, s. 215.98, Florida Statutes, establishes debt service to revenues as the benchmark debt ratio to estimate future debt capacity, using a target ratio of 6% and a cap of 7%. The estimated future debt capacity is intended to provide legislative policy makers with information to measure the financial impact of new financing programs and to assist them in formulating capital spending plans.

The study first looks at total State debt outstanding, separating the debt into net tax-supported debt and self supporting debt. Net tax-supported debt is repaid by the State from a specified tax revenue source or general appropriation of the State. Self supporting debt is reasonably expected to be repaid from project revenue or loan repayments. Some but not all of State debt is additionally secured by the full faith and credit of the State.

State Full Faith and Credit Debt

Article VII, Section 11(a) of the Florida Constitution authorizes the issuance of bonds pledging the full faith and credit of the State to finance or refinance State capital outlay projects upon approval by vote of the electors, provided that the outstanding principal amount may not exceed 50% of total State tax revenues for the two preceding fiscal years. There are currently no bonds outstanding under this authorization.

All of Florida's full faith and credit debt which is currently outstanding has been issued under separate constitutional authority which also authorizes the pledge of a dedicated tax or other revenue source as well. Such debt includes bonds for pollution control and abatement and solid waste disposal (operating revenues, assessments); right-of-way acquisition and bridge construction (motor fuel or special fuel taxes); public education capital outlay (gross receipts taxes); roads within a county (second gas tax); and school districts or community colleges (motor vehicle license revenues). Although these bonds are not subject to the above-referenced debt limitation, each program has debt service coverage tests which must be met prior to issuance.

State Revenue Bonds

The Florida Constitution authorizes the issuance of bonds to finance or refinance State capital outlay projects, which are payable from funds derived directly from sources other than State tax revenues.

Bonds outstanding under this authorization include financings for the State University System, individual universities, community colleges, public schools, State owned office facilities, toll roads, ports, and other transportation projects. The Constitution specifically authorizes the issuance of bonds to fund student loans; to finance housing; and to refund outstanding bonds at a lower net interest cost. The Constitution was amended in 1998 to expressly permit the issuance of bonds pledging a dedicated State tax source for the purposes of conservation, outdoor recreation, water resource development, restoration of natural systems, or historic preservation.

Bonds may also be issued, which are payable from documentary stamp taxes deposited in the Land Acquisition Trust Fund for conservation and recreation purposes, including Everglades restoration.

Other Obligations

Although most debt of the State or its agencies is issued through the Division of Bond Finance, there are other entities which issue bonds or incur other long term obligations which are secured by State revenues. These include the Florida Housing Finance Corporation, the Florida Correctional Finance Corporation, the Department of Corrections, the Department of Juvenile Justice, the Department of Children and Families, the Florida Hurricane Catastrophe Fund Finance Corporation and the Inland Protection Financing Corporation. The Florida Legislature has also dedicated 2.59% of cigarette tax collections to the H. Lee Moffitt Cancer Center and Research Institute, for 10 years, which are pledged to secure bonds issued by the City of Tampa. The City of Tallahassee issued bonds to finance relocation of the developmental research school of Florida State University. The bonds are payable from lease revenues appropriated to the University each year. The State's Chief Financial Officer has a consolidated equipment financing program for State agencies and a lease purchase financing for replacement of the State's accounting and cash management systems, which are subject to annual appropriation. The State's five water management districts have authority to issue bonds secured by certain moneys from the Water Management Lands Trust Fund.

The Florida Water Pollution Control Financing Corporation was created to finance projects through the State's Department of Environmental Protection which are authorized under the federal Clean Water Act. The corporation is authorized to issue bonds secured through the repayment of loans to local government entities. The principal amount of such bonds which may be issued shall not exceed \$300 million in any Fiscal Year.

Direct Debt Outstanding by Type and Program

As of June 30, 2015

(In Millions Dollars)

<u>Debt Type</u>	<u>Amount</u>
Net Tax-Supported Debt	\$21,637.5
Self-Supporting Debt	4,101.1
Total State Debt Outstanding	<u>\$25,738.6</u>
Net Tax-Supported Debt	
Education	
Public Education Capital Outlay	\$9,216.1
Capital Outlay	293.6
Lottery	2,015.1
University System Improvement	150.3
University Mandatory Fee	83.3
State (Community) Colleges	92.6
Total Education	<u>\$11,851.1</u>
Environmental	
Florida Forever Bonds	1,154.8
Everglades Restoration Bonds	214.7
Inland Protection	67.1
Total Environmental	<u>\$1,436.6</u>
Transportation	
Right-of-Way Acquisition and Bridge Construction	1,569.9
State Infrastructure Bank	4.8
P3 Obligations*	5,052.7
Florida Ports	363.3
Total Transportation	<u>\$6,990.6</u>
Appropriated Debt / Other	
Facilities	286.6
Prisons	502.8
Children & Families	96.3
Juvenile Justice	6.4
Lee Moffitt Cancer Center	127.3
Master Lease	24.3
Energy Saving Contracts	43.9
Sports Facility Obligations	271.6
Total Appropriated Debt / Other	<u>\$1,359.2</u>
Total Net Tax-Supported Debt Outstanding	<u>\$21,637.5</u>
Self-Supporting Debt	
Education	
University Auxiliary Facility Revenue Bonds	\$843.4
Environmental	
Florida Water Pollution Control	398.0
Transportation	
Toll Facilities	2,814.6
State Infrastructure Bank Revenue Bonds	45.1
Total Transportation	<u>2,859.7</u>
Total Self-Supported Debt Outstanding	<u>\$4,101.1</u>

*Includes \$231.5 million of short-term Department of Transportation P3 contract payments to be made from 2016 through 2018.

Source: State of Florida Division of Bond Finance, 2015 debt analysis.

Per Capita Tax Supported Debt

For Fiscal Years Ended June 30

<u>Year</u>	<u>Population¹</u> <u>(thousands)</u>	<u>Total Principal</u> <u>Outstanding²</u> <u>(millions)</u>	<u>Per</u> <u>Capita</u>
2005	17,816	\$17,455	\$980
2006	18,240	17,866	979
2007	18,602	18,340	986
2008	18,783	20,329	1,082
2009	18,767	22,373	1,192
2010	18,761	23,557	1,256
2011	18,880	22,945	1,215
2012	19,028	21,593	1,135
2013	19,214	20,348	1,059
2014	19,440	20,013	1,029
2015	19,738	21,406	1,085

¹ Population estimate by the Office of Economic and Demographic Research, Florida Legislature (August, 2015).

² State of Florida 2015 Debt Affordability Report; excludes refunded debt.

State of Florida
Total Debt Outstanding
As of June 30, 2015

Fiscal Year	Net Tax-Supported Debt Outstanding			Self-Supporting Debt Outstanding			Total Debt Outstanding		
	Principal*	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2016	\$ 1,256,899,577	\$ 812,142,964	\$ 2,069,042,542	\$ 220,485,237	\$ 193,754,193	\$ 414,239,430	\$ 1,477,384,814	\$ 1,005,897,158	\$ 2,483,281,972
2017	1,444,020,986	767,354,330	2,211,375,317	216,311,036	182,954,578	399,265,614	1,660,332,023	950,308,908	2,610,640,931
2018	1,604,326,307	720,704,029	2,325,030,336	223,923,651	172,592,763	396,516,414	1,828,249,959	893,296,791	2,721,546,750
2019	1,394,397,776	672,387,292	2,066,785,068	232,289,000	161,900,630	394,189,630	1,626,686,776	834,287,922	2,460,974,698
2020	1,462,595,033	625,152,964	2,087,747,997	222,101,000	150,529,530	372,630,530	1,684,696,033	775,682,494	2,460,378,527
2021	1,466,483,747	624,433,131	2,090,916,878	227,848,000	139,567,576	367,415,576	1,694,331,747	764,000,707	2,458,332,454
2022	1,572,847,268	575,895,653	2,148,742,921	205,372,000	128,535,722	333,907,722	1,778,219,268	704,431,375	2,482,650,643
2023	1,156,247,676	508,710,361	1,664,958,037	202,525,000	118,584,315	321,109,315	1,358,772,676	627,294,677	1,986,067,353
2024	1,074,765,245	460,182,606	1,534,947,852	205,259,000	108,844,255	314,103,255	1,280,024,245	569,026,861	1,849,051,107
2025	1,017,048,206	415,980,232	1,433,028,438	210,094,000	99,470,136	309,564,136	1,227,142,206	515,450,369	1,742,592,575
2026	874,068,799	375,516,918	1,249,585,718	193,719,000	90,042,212	283,761,212	1,067,787,799	465,559,131	1,533,346,930
2027	800,902,622	341,624,577	1,142,527,200	193,878,000	81,181,079	275,059,079	994,780,622	422,805,657	1,417,586,279
2028	713,215,201	312,883,328	1,026,098,529	167,548,000	72,615,976	240,163,976	880,763,201	385,499,305	1,266,262,505
2029	627,317,560	286,288,055	913,605,614	160,018,000	64,958,036	224,976,036	787,335,560	351,246,090	1,138,581,650
2030	580,745,437	265,327,717	846,073,155	148,131,000	57,727,600	205,858,600	728,876,437	323,055,317	1,051,931,754
2031	524,100,422	248,253,337	772,353,758	138,100,000	51,059,865	189,159,865	662,200,422	299,313,202	961,513,623
2032	514,502,611	233,375,667	747,878,278	130,280,000	44,942,345	175,222,345	644,782,611	278,318,012	923,100,623
2033	468,376,670	218,419,413	686,796,084	131,085,000	38,818,333	169,903,333	599,461,670	257,237,746	856,699,416
2034	414,075,547	200,205,162	614,280,709	119,650,000	32,598,040	152,248,040	533,725,547	232,803,202	766,528,749
2035	384,433,132	191,335,853	575,768,985	106,385,000	26,844,484	133,229,484	490,818,132	218,180,336	708,998,468
2036	366,837,867	183,279,115	550,116,982	104,815,000	21,605,570	126,420,570	471,652,867	204,884,685	676,537,552
2037	333,597,878	173,504,261	507,102,140	74,125,000	16,434,234	90,559,234	407,722,878	189,938,495	597,661,373
2038	239,437,084	164,399,941	403,837,025	64,855,000	12,713,279	77,568,279	304,292,084	177,113,220	481,405,304
2039	176,590,686	151,987,305	328,577,991	67,665,000	9,345,821	77,010,821	244,255,686	161,333,126	405,588,812
2040	128,156,884	159,566,297	287,723,181	49,390,000	5,830,963	55,220,963	177,546,884	165,397,260	342,944,144
2041	97,755,812	162,528,915	260,284,727	34,305,000	3,584,075	37,889,075	132,060,812	166,112,990	298,173,802
2042	88,228,714	165,681,110	253,909,824	26,150,000	2,097,331	28,247,331	114,378,714	167,778,441	282,157,155
2043	90,140,438	171,326,619	261,467,057	18,285,000	1,062,325	19,347,325	108,425,438	172,388,944	280,814,382
2044	60,094,219	95,645,238	155,739,457	6,515,000	260,600	6,775,600	66,609,219	95,905,838	162,515,057
2045	40,795,395	33,008,431	73,803,826	-	-	-	40,795,395	33,008,431	73,803,826
2046	38,250,467	20,249,293	58,499,760	-	-	-	38,250,467	20,249,293	58,499,760
2047	40,057,791	18,441,969	58,499,760	-	-	-	40,057,791	18,441,969	58,499,760
2048	41,950,512	16,549,248	58,499,760	-	-	-	41,950,512	16,549,248	58,499,760
2049	43,932,662	14,567,097	58,499,759	-	-	-	43,932,662	14,567,097	58,499,759
2050	46,008,470	12,491,291	58,499,761	-	-	-	46,008,470	12,491,291	58,499,761
2051	48,182,357	10,317,402	58,499,759	-	-	-	48,182,357	10,317,402	58,499,759
2052	50,458,962	8,040,798	58,499,760	-	-	-	50,458,962	8,040,798	58,499,760
2053	52,843,134	5,656,625	58,499,759	-	-	-	52,843,134	5,656,625	58,499,759
2054	55,339,959	3,159,800	58,499,759	-	-	-	55,339,959	3,159,800	58,499,759
2055	16,004,001	150,500	16,154,501	-	-	-	16,004,001	150,500	16,154,501
	<u>\$ 21,406,033,116</u>	<u>\$ 10,426,724,846</u>	<u>\$ 31,832,757,962</u>	<u>\$ 4,101,106,925</u>	<u>\$ 2,090,455,866</u>	<u>\$ 6,191,562,791</u>	<u>\$ 25,507,140,041</u>	<u>\$ 12,517,180,713</u>	<u>\$ 38,024,320,753</u>

*Department of Transportation Public/Private Partnership ("P3") short-term contract payments totaling \$231.5 million from 2016 through 2018 are excluded. The Department's long-term P3 obligations are included in net tax-supported debt at the total annual payment obligation. Although certain payments are expected to be made from non-tax sources, they have not been considered in showing net tax-supported payments.

Source: State of Florida Division of Bond Finance, 2015 debt analysis.

Net Tax-Supported Bonds Issued Since July 1, 2015
(chronological, by date of issuance)

Department of Transportation Right-of-Way Acquisition and Bridge Construction Refunding Bonds, Series 2015A	\$213,885,000
Less: Right-of-Way Bonds refunded	(249,010,000)
State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series E	306,645,000
Less: Public Education Capital Outlay Bonds refunded	(323,055,000)
Department of Environmental Protection Everglades Restoration Revenue Bonds, Series 2015A	46,740,000
State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series F	233,135,000
Less: Public Education Capital Outlay Bonds refunded	(253,295,000)
Department of Environmental Protection Florida Forever Revenue Refunding Bonds, Series 2015A	78,725,000
Less: Florida Forever Revenue Bonds refunded	(90,020,000)
State Board of Education Public Education Capital Outlay Refunding Bonds, 2016 Series A	116,720,000
Less: Public Education Capital Outlay Bonds refunded	(137,110,000)
Department of Transportation Right-of-Way Acquisition and Bridge Construction Refunding Bonds, Series 2016A	165,820,000
Less: Right-of-Way Bonds refunded	(182,755,000)
State Board of Education Public Education Capital Outlay Refunding Bonds, 2016 Series B	192,150,000
Less: Public Education Capital Outlay Bonds refunded	(204,215,000)
State Board of Education Lottery Revenue Refunding Bonds, Series 2016A	241,685,000
Less: Lottery Revenue Bonds refunded	(271,300,000)
State Board of Education Public Education Capital Outlay Refunding Bonds, 2016 Series C	147,640,000
Less: Public Education Capital Outlay Bonds refunded	(164,505,000)
Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series 2016B	92,520,000
State Board of Education Public Education Capital Outlay Refunding Bonds, 2016 Series D*	216,180,000
Less: Public Education Capital Outlay Bonds refunded*	<u>(244,235,000)</u>
	(\$67,655,000)

* Subject to the delivery of the Public Education Capital Outlay Refunding Bonds, 2016 Series D on August 4, 2016.

Self Supporting Bonds Issued Since July 1, 2015
(chronological, by date of issuance)

Florida International University Dormitory Revenue Refunding Bonds, Series 2015A	\$29,105,000
Less: Florida International University Dormitory Bonds refunded	(30,055,000)
Department of Transportation Turnpike Revenue Bonds, Series 2015A	241,480,000
Less: Turnpike Revenue Bonds refunded	(74,625,000)
Department of Transportation Turnpike Revenue Refunding Bonds, Series 2015B	195,875,000
Less: Turnpike Revenue Bonds refunded	(210,725,000)
Department of Transportation Turnpike Revenue Refunding Bonds, Series 2016A	173,385,000
Less: Turnpike Revenue Bonds refunded	(188,090,000)
Department of Transportation Turnpike Revenue Refunding Bonds, Series 2016B	113,350,000
Less: Turnpike Revenue Bonds refunded	<u>(125,450,000)</u>
	\$124,250,000

STATEMENT OF ASSETS AND LIABILITIES
Administered by State Chief Financial Officer

		ASSETS	
		JUNE 30, 2015	JUNE 30, 2014
Currency and Coins		\$0.00	\$0.00
Unemployment Compensation Investments Due From U.S Treasury -Unemployment TF	(1)	2,549,199,725.01	1,658,309,665.50
Deferred Compensation Assets	(2)	3,567,435,469.99	3,389,158,434.25
Bank Accounts	(3)	(68,157,462.32)	(58,768,562.76)
Consolidated Revolving Account	(4)	445,910.50	252,158.35
Total Cash, Receivables, and Other Assets		<u>\$6,048,923,643.18</u>	<u>\$4,988,951,695.34</u>
Certificates of Deposit		\$540,200,000.00	\$549,500,000.00
Securities	(5)	21,509,441,911.86	20,912,648,631.91
Total Investments		<u>22,049,641,911.86</u>	<u>21,462,148,631.91</u>
Total Assets of the Division of Treasury		<u><u>\$28,098,565,555.04</u></u>	<u><u>\$26,451,100,327.25</u></u>

		LIABILITIES	
		JUNE 30, 2015	JUNE 30, 2014
General Revenue Fund		\$3,733,761,965.21	\$3,616,661,815.94
Trust Fund	(6)	13,478,697,903.14	12,639,677,217.17
Budget Stabilization Fund		1,139,208,550.20	924,727,100.40
Total Three Funds		<u>\$18,351,668,418.55</u>	<u>\$17,181,066,133.51</u>
Interest Payable & Securities Liability	(7)	\$4,764,582.79	\$9,853,063.82
Due to Special Purpose Investment Accounts	(8)	6,174,251,173.21	5,870,770,537.32
Due to Deferred Compensation Participants and/or Program	(2)	3,567,435,469.99	3,389,158,434.25
Due to Consolidated Revolving Account Agency Participants	(4)	445,910.50	252,158.35
Total Liabilities of the Division of Treasury		<u><u>\$28,098,565,555.04</u></u>	<u><u>\$26,451,100,327.25</u></u>

Source: Annual Report of the State Chief Financial Officer for the Fiscal Year Ended June 30, 2015.

- ¹ Unemployment Trust Fund represents U.C. Benefit Funds invested by the Federal Government and due from U.S. Treasury.
- ² Plan assets held in the Deferred Compensation Trust Fund for the exclusive benefit of participants and their beneficiaries.
- ³ Represents the "Per Reconciled Cash Balance" of \$62,069,756.73 as of June 30, 2015 with receipted items in transit of \$93,995,171.57 and disbursed items in transit of (\$1,618,942.94) which nets to \$92,376,228.63. These items have cleared the bank but have not been posted to the State ledger. The Total Bank Accounts figure does not include \$13,935,996.76 held in clearing and/or revolving accounts outside the Treasury.
- ⁴ The amount due to agency participants in the Consolidated Revolving Account as of June 30, 2015 is \$8,960,910.50. Of this, \$445,910.50 is in a financial institution account and \$8,515,000.00 is invested in Special Purpose Investment Accounts.
- ⁵ Represents Chief Financial Officer's Special Purpose Investment Accounts held in the Treasury Investment Pool and interest due to those accounts. The Chief Financial Officer's Special Purpose Investment Accounts are investments on behalf of state agencies with funds outside the Chief Financial Officer's Cash Concentration System and other statutorily created entities.
- ⁶ Includes Purchased Interest in the amount of \$2,139,231.88.
- ⁷ Included in the Trust Fund Balance is \$7,070,046,735.78 earning interest for the benefit of Trust Funds, Unemployment Trust Fund balance of \$2,549,199,725.01, and the remaining balance of \$3,859,451,442.35 earning interest for General Revenue.
- ⁸ Represents \$4,764,582.79 interest not yet receipted to State Accounts.

Note:	<u>June 30, 2015</u>	<u>June 30, 2014</u>
Total Market Value of all Securities held by the Treasury.	\$22,086,201,390.26	\$21,624,201,275.01

FLORIDA RETIREMENT SYSTEM

(Source: Florida Department of Management Services, Division of Retirement)

General. The Florida Retirement System ("FRS") was established by the Florida Legislature effective December 1, 1970 pursuant to Chapter 121, Florida Statutes (the "Act") by consolidating the state's existing State-administered retirement systems into one system. In addition to Chapter 121, the FRS is governed by Article X, Section 14 of the State Constitution, which prohibits increasing benefits without concurrently providing for funding the increase on a sound actuarial basis. The FRS provides retirement, disability and death benefits for participating public employees. The FRS is a cost-sharing, multiple employer, retirement plan. The FRS Defined Benefit Program (also referred to as the FRS Pension Plan) is administered by the Division of Retirement in the Department of Management Services. The assets of the FRS Defined Benefit Program are held in the FRS Trust Fund and are invested by the State Board of Administration. The FRS Investment Plan was created by the Florida Legislature as a defined contribution plan alternative to the FRS Pension Plan and is administered by the State Board of Administration. In addition to these two primary, integrated programs there are non-integrated defined contribution plan alternatives available to targeted employee groups in the State University System, the State Community College System, and members of the Senior Management Service Class.

In the defined benefit pension plan, a monthly benefit is paid to retired employees in a fixed amount calculated at the time of retirement as determined by a statutory formula. The amount of the monthly benefit is generally based on the years of service credits and salary. The benefit is paid to the retiree for life and, if applicable, a survivor benefit is paid to the designated beneficiary at the death of the retiree.

In the defined contribution plan, the employee's benefit is comprised of the accumulated required contributions and investment earnings on those contributions. Instead of guaranteed benefits based on a formula, the contributions to the member account are guaranteed by the plan and the investment risk is assumed by the employee. Since the employer's obligation to make contributions to the defined contribution plan does not extend beyond the required contribution from current payroll, the employer's funding obligation for a defined contribution plan is fully funded as long as these contributions are made.

FRS membership is compulsory for employees working in regularly established positions for a state agency, county governmental unit, district school board, state university, state college or participating city, independent special district, charter school or metropolitan planning district. There are five classes of plan membership: Regular Class, Special Risk Class, Special Risk Administrative Support Class, Elected Officers' Class ("EOC"), and Senior Management Service Class ("SMSC"). Elected officials who are eligible to participate in the EOC may elect to withdraw from the FRS altogether or choose to participate in the SMSC in lieu of the EOC. Regular Class membership covers any position that is not designated to participate in any other membership class.

Participation by cities, municipalities, special districts, charter schools, and metropolitan planning districts although optional, is generally irrevocable once the election to participate is made. As of June 30, 2015, there were 1,016 participating employers, and 1,152,177 individual members, as follows:

Retirees & Beneficiaries	377,258 ¹
Terminated Vested Members	113,512
DROP Participants	34,829
Active Vested Members	463,470
Active Non-vested members	<u>163,108</u>
TOTAL	1,152,177 ²

¹ Excludes Teachers' Retirement System Survivors' Benefit ("TRS-SB"), General Revenue payment recipients and FRS Investment Plan members who received a distribution.

² Includes FRS Pension Plan and Investment Plan members.

Benefits. Chapter 2011-68, Laws of Florida, became law on July 1, 2011. Chapter 2011-68 provides for significant reforms to the FRS, most notably by requiring that FRS members contribute to the FRS and by establishing a "two-tier" benefit system with less generous benefits for employees who became members of the FRS on or after July 1, 2011 ("New Members"), as compared to those provided to employees who were members of the FRS prior to July 1, 2011 ("Existing Members"). See "2011 Legislation Affecting FRS Benefits and Funding" below for further details. FRS Pension Plan members receive one month of service credit for each month in which any salary is paid. Existing Members vest after 6 years of service for all membership classes and New Members vest after 8 years of service for all membership classes. Members vest after 8 years for non-duty related disability benefits. After they are vested, members are eligible for normal retirement when they have met the minimum age or service requirements for their membership class. For Existing Members of the Regular Class, SMSC and the EOC, normal retirement is age 62 and vested, or 30 years of service regardless of age, and age 65 and vested, or 33 years of service regardless of age for New members. For Existing Members of the Special Risk Class and the Special Risk Administrative Support Class, normal retirement is age 55 and vested, or 25 years of service regardless of age, and age 60 and vested, or 30 years of service regardless of age, for New Members. Early retirement may be taken any time after vesting subject to a 5% benefit reduction for each year prior to normal retirement age.

Summary of FRS Pension Plan Benefits

	Vesting Period	Regular Class, SMSC, EOC	Special Risk Classes
Existing Members	6 years	62 years old or 30 years of service	55 years old or 25 years of service
New Members	8 years	65 years old or 33 years of service	60 years old or 30 years of service

Retirement benefits under the FRS Pension Plan are computed using a formula comprised of age and/or years of service at retirement, average final compensation and total percentage based on the accrual value by plan or membership class of service credit.

FRS Pension Plan members who reach normal retirement may participate in the Deferred Retirement Option Program ("DROP"), which allows a member to effectively retire while deferring termination and to continue employment for up to 60 months (or 96 months for some educational personnel under certain conditions). The retirement benefit is calculated as of the beginning of DROP

participation and no further service is accrued. During DROP participation the member's retirement benefits accumulate in the FRS Trust Fund, earning monthly interest at an equivalent annual rate of 6.50 percent for members with an effective DROP begin date before July 1, 2011, and an equivalent annual rate of 1.3 percent for members with a effective DROP begin date on or after July 1, 2011. At termination the member's DROP accumulation may be paid out as a lump sum, a rollover, or a combination of these two payout methods and the member begins receiving monthly benefits determined when DROP participation began, increased by annual cost of living adjustments.

FRS Investment Plan members invest their contributions in the investment options offered under the plan. FRS Investment Plan members receive one month of service credit for each month in which any salary is paid and vest in their employer contributions after one year of service under the FRS Investment Plan. Members are immediately vested in their employee contributions. If a present value amount is transferred from the FRS Pension Plan to the member's FRS Investment Plan account as the opening balance, the member must meet the FRS Pension Plan vesting requirement for any such transferred funds and associated earnings.

FRS members vest immediately for in-line-of-duty disability benefits or after eight years for non-duty related disability benefits if totally and permanently disabled from all employment. FRS Pension Plan members receive disability monthly benefits until no longer disabled. Periodic reexamination is conducted to verify continued disability retirement eligibility. FRS Investment Plan members may elect to surrender their account balance to the FRS Trust Fund to receive guaranteed monthly benefits under the FRS Pension Plan. Alternatively, FRS Investment Plan members may retain their account balance to fund their future retirement needs in lieu of guaranteed monthly benefits under the FRS Pension Plan. FRS Investment Plan members who retain their account balances to fund their disability retirement may leave their funds invested in the plan, structure periodic payments, purchase an annuity, receive a lump-sum payment of their account balance, rollover their monies into another eligible plan qualified under the Internal Revenue Code, or a combination of these options.

The service retirement benefits of FRS Investment Plan members are their account balances at the time they choose to retire as managed by the member throughout retirement. FRS Investment Plan members may leave their funds invested in the plan, structure periodic benefit payments under their investment contracts, purchase an annuity, rollover their funds to a different qualified plan, receive a lump-sum payment representing their account balance in part or in whole, annuitize some or all of their account, or a combination of these options.

Senior Management Service Class members, State University System faculty, Executive Service staff, Administrative and Professional Service staff, and Florida College System faculty and certain administrators may elect to participate in the existing, non-integrated optional defined contribution programs for these targeted employee groups instead of either of the two primary integrated programs offered under the FRS, the FRS Pension Plan and the FRS Investment Plan.

Funding. From the establishment of the FRS through 1975 both employers and members were required to pay retirement contributions. Members contributions were made on a post-tax basis. From 1975 through June 30, 2011, employers paid all required contributions. Beginning July 1, 2011, both employer and members are required to pay retirement contributions. Members contribute 3% of their salary as retirement contributions, on a pre-tax basis, with the employer

automatically deducting the employee contributions from the members' salary. The contribution rates for the FRS Investment Plan are set by statute and the FRS Pension Plan rates, which are determined annually by the Legislature based on an actuarial valuation and any plan changes adopted during the legislative session. (See "Schedule of Funding Progress" below). These two rates are "blended" to create the uniform contribution rate for the primary, integrated FRS programs as required under Part III of Chapter 121, F.S. FRS employers pay a single rate by membership class or sub-class for members of the two primary, integrated FRS plans. The portion of the required FRS Investment Plan contribution rate destined for the member's account is forwarded to the FRS Investment Plan's administrator and the portion for Pension Plan funding is forwarded to the FRS Trust Fund. The employer contribution rates for the non-integrated defined contribution plans are set by statute and forwarded to the specified provider company under the program.

2011 Legislation Affecting FRS Benefits and Funding. Chapter 2011-68, Laws of Florida, became law on July 1, 2011 and provides for significant reforms to the FRS, most notably by requiring that FRS members contribute to the FRS and phasing out post-retirement cost-of-living adjustments. The changes also effectively establish a "two-tier" benefit system with less generous benefits for employees who are initially enrolled in the FRS on or after July 1, 2011, as compared to those provided to employees who were initially enrolled in the FRS prior to July 1, 2011. Among other changes, Chapter 2011-68 provides:

Employee Contributions -

- Effective July 1, 2011, most FRS members must contribute 3% of their salary as retirement contributions, on a pre-tax basis, automatically deducted by the employer
- Members participating in the Deferred Retirement Option Program ("DROP") and re-employed retirees, who are not allowed to renew membership in the FRS, are not required to make 3% employee contributions

DROP -

- The annualized DROP interest rate will be 1.3% for members whose DROP participation begins on or after July 1, 2011
- Members with an effective DROP begin date on or before June 30, 2011 will retain an annual interest rate of 6.5%

Cost-of-Living Adjustment (COLA) -

- Members with an effective retirement date (includes DROP participation) before August 1, 2011 will retain their 3% post-retirement COLA
- Members with an effective retirement date or DROP begin date on or after August 1, 2011 will have an individually calculated COLA that is a reduction from 3% and will be calculated by dividing the total years of service before July 1, 2011 by the total years of service at retirement, and then multiplying the result by 3% to get the retiree's COLA
- Members initially enrolled on or after July 1, 2011, will not have a post-retirement COLA

Benefit changes for members first enrolled in the FRS on or after July 1, 2011 -

- Vesting requirement for FRS Pension Plan benefit eligibility is increased from 6 to 8 years of creditable service

- The average final compensation used in calculating retirement benefits is increased from the highest 5 fiscal years to the highest 8 fiscal years of salary
- Increased the "normal retirement date" for unreduced benefit eligibility
- For members of the Regular Class, Senior Management Service Class and Elected Officers Class, to
 - The first day of the month the member reaches age 65 (rather than 62) and is vested, or
 - The first day of the month following the month the member completes 33 (rather than 30) years of creditable service, regardless of age before age 65
- For members of the Special Risk Class, to
 - The first day of the month the member reaches age 60 (rather than 55) and is vested, or
 - The first day of the month following the month the member completes 30 (rather than 25) years of creditable service in the Special Risk Class, regardless of age before age 60.

Actuarial Valuation of Assets. The Actuarial Value of Assets measures the value of plan assets to determine the funded ratio of the plan as compared to the actuarial liabilities. The actuarial valuation measure reflects a five-year averaging methodology (the "Asset Smoothing Method"), as required by Section 121.031(3)(a), Florida Statutes. Under the Asset Smoothing Method, the expected actuarial value of assets in the Florida Retirement System Trust Fund is determined by crediting the rate of investment return assumed in the valuation (7.75% through June 30, 2014; 7.65% beginning July 1, 2014) to the prior year's actuarial value of assets and net cash flow. Then, 20% of the difference between the actual market value and the expected actuarial value of assets is recognized. The actuarial value of assets are also restricted by a 20% corridor around the market value of assets. The actuarial value of assets used for the valuation is the lesser of the actuarial value described above or 120% of market value but not less than 80% of the market value. The Asset Smoothing Method, which is an allowed method for determining the Actuarial Value of Assets under GASB 25, prevents extreme fluctuations in the actuarial value of assets, the Unfunded Actuarial Accrued Liability (UAAL) and the funded ratio that may otherwise occur as a result of market volatility. Asset smoothing delays recognition of gains and losses and is intended to decrease the volatility of employer contribution rates. The actuarial value of assets is not the market value of Florida Retirement System Trust Fund assets at the time of measurement. As a result, presenting the actuarial value of assets using the Asset Smoothing Method might provide a more or less favorable presentation of the current financial position of a pension plan than would a method that recognizes investment gains and losses annually.

The actuarial valuation of the FRS uses a variety of assumptions to calculate the actuarial accrued liability and the actuarial value of assets. No assurance can be given that any of the assumptions underlying the actuarial valuations will reflect the actual results experienced by the FRS. Variances between the assumptions and actual results may cause an increase or decrease in the actuarial value of assets, the actuarial accrued liability, the UAAL, or the funded ratio.

As of July 1, 2015, FRS actuarial determinations are based on the following:

Actuarial Cost Method: Entry Age Normal (Alternative Ultimate Entry Age Calculation)

Amortization method: Level Percentage of Pay, Closed, Layered
 Remaining amortization period: 28 years¹
 Asset valuation method: 5-year Smoothed Method
 Investment rate of return: 7.65%
 Projected salary increases: 3.25%²
 Inflation level: 2.60%
 Cost of living adjustments: 3.00%³

¹ Used for GASB Statement #27 reporting purposes.

² Includes individual salary growth of 3.25 percent plus an age- and service-graded merit scale defined by gender and employment class. See page A-17 of the July 1, 2014 actuarial valuation.

³ Granted only for pre-July 1, 2011 service.

The FRS is required to conduct an actuarial valuation of the plan annually. The valuation process includes a review of the major actuarial assumptions used by the plan actuary, which may be changed during the FRS Actuarial Assumptions Conference that occurs each fall. In addition, the FRS conducts an actuarial experience study every five years. The purpose of the experience study is to compare the actual plan experience with the assumptions for the previous five-year period and determine the adequacy of the non-economic actuarial assumptions including, for example, those relating to mortality, retirement, disability, employment, and turnover of the members and beneficiaries of the FRS. Based upon the results of this review and the recommendation of the actuary, the FRS Actuarial Assumptions Conference may adopt changes to such actuarial assumptions as it deems appropriate for incorporation beginning with the valuation following the experience study period.

Assumed Investment Rate of Return. The actuarial valuation assumes a long-term investment rate of return on the assets in the Florida Retirement System Trust Fund. Due to the volatility of the marketplace, however, the actual rate of return earned by the Florida Retirement System Trust Fund on its assets may be higher or lower than the assumed rate. Changes in the Florida Retirement System Trust Fund's assets as a result of market performance will lead to an increase or decrease in the UAAL and the funded ratio. The five-year Asset Smoothing Method required by Florida law attenuates the impact of sudden market fluctuations. Only a portion of these increases or decreases will be recognized in the current year, with the remaining gain or loss spread over the remaining four years.

Adverse market conditions resulted in negative investment returns on the Florida Retirement System Trust Fund's assets in Fiscal Years 2008 and 2009, contributing to (in conjunction with plan experience) a significant reduction in the Funded Ratio and a corresponding increase in the UAAL. Investment returns in Fiscal 2012 fell below the assumed rate, while returns in Fiscal Years 2013 and 2014 surpassed the assumed rate. No assurance can be given about future market performance and its impact on the UAAL.

The assumed rate of investment return for Fiscal Year 2015 was 7.65 percent; the actual return calculated on the basis of fair value was 3.76 percent. As of June 30, 2015, the Florida Retirement System Trust Fund was valued at \$148.5 billion (market value), and invested in the classes and approximate percentages as follows:

58.1%	Global Equity
19.8%	Fixed Income
8.3%	Real Estate
6.0%	Private Equity
6.9%	Strategic Investments
0.8%	Cash

For additional information, see the Florida Retirement System Pension Plan Annual Report under the "System Information" tab of the "Publications" page on their website at: <http://frs.myflorida.com> or contact the Division of Retirement, P.O. Box 9000, Tallahassee, Florida 32315-9000.

For a discussion of investment policies, see "MISCELLANEOUS - Investment of Funds - Investment by the Board of Administration" in the body of this Official Statement.

Financial statements are prepared using the accrual basis of accounting, and reporting is done in accordance with Government Accounting Standards Board requirements.

Annuitants and Annualized Benefit Payments Under the FRS Pension Plan^{1,2}

(in thousands where amounts are dollars)

Fiscal Year	2011	2012	2013	2014	2015
Annuitants	319,689	334,682	347,962	363,034	377,671
Benefits Payments (000 omitted)	\$5,775,405	\$6,233,606	\$6,691,437	\$7,175,496	\$7,731,851
Average Benefits	\$18,066	\$18,625	\$19,230	\$19,765	\$20,472

Source: Florida Department of Management Services, Division of Retirement. Florida Retirement System Annual Reports for Fiscal Years 2011 through 2013 and the FRS CAFRS for Fiscal Years 2014 and 2015.

¹ Figures include disability payments, General Revenue, Institute of Food and Agricultural Sciences Supplemental Program and TRS-SB, but do not include refunds of member contributions.

² Figures exclude FRS Investment Plan and DROP participants.

Funded Status. As shown in the table below, the value of the assets increased from \$138.6 billion in Fiscal Year 2014 to \$143.2 billion in Fiscal Year 2015 on an actuarial basis and decreased from \$150.0 billion to \$148.5 billion on a market value basis. The actuarial liabilities increased from \$160.1 billion in Fiscal Year 2014 to \$165.5 billion in Fiscal Year 2015. As of the end of Fiscal Year 2015, the FRS had an aggregate UAAL of approximately \$22.3 billion on an

actuarial basis (using the Asset Smoothing Method) and \$17.1 billion on a market value basis. The respective Funded Ratios for these UAALs are 86.50% and 89.67%. The following tables summarize the current financial condition and the funding progress of the FRS.

Schedule of Funding Progress

Actuarial Value of Assets

(thousands of dollars)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (%) (a/b)	Covered Payroll ¹ (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2006	\$117,159,615	\$110,977,831	(\$6,181,784)	105.57%	\$25,314,566	(24.42)%
July 1, 2007	125,584,704	118,870,513	(6,714,191)	105.65	26,366,086	(25.47)
July 1, 2008	130,720,547	124,087,214	(6,633,333)	105.35	26,872,418	(24.68)
July 1, 2009	118,764,692	136,375,597	17,610,905	87.09	26,554,114	66.32
July 1, 2010	120,929,666	139,652,377	18,722,711	86.59	25,747,369	72.72
July 1, 2011	126,078,053	145,034,475	18,956,422	86.93	25,668,958	73.85
July 1, 2012	127,891,781	148,049,596	20,157,815	86.38	24,476,272	82.36
July 1, 2013	131,680,615	154,125,953	22,445,338	85.44	24,553,693	91.41
July 1, 2014	138,621,201	160,130,502	21,509,301	86.56	24,723,565	87.00
July 1, 2015	143,195,531	165,548,928	22,353,397	86.50	32,726,034	68.30

Source: Florida Department of Management Services, Division of Retirement, Florida Retirement System Annual Reports for Fiscal Years 2006 through 2013 and the FRS CAFRS for Fiscal Years 2014 and 2015. Beginning in Fiscal Year 2014, some information is obtained from the FRS Pension Plan Actuarial Valuations.

¹ For the Fiscal Years ending 2014 and before, covered payroll shown includes defined benefit plan actives and members in DROP, but excludes the payroll for Investment Plan members and payroll on which only UAL rates are charged. For the Fiscal Years 2015 and later, covered payroll shown includes the payroll for Investment Plan members and payroll on which only UAL rates are charged. For comparative purposes, the payroll for Fiscal Year ending 2015 on the basis shown in years 2014 and earlier is \$25,063,048,000.

Schedule of Funding Progress

Market Value of Assets

(thousands of dollars)

Fiscal Year	Market Value of Assets ¹ (a)	Actuarial Accrued Liability (AAL) Entry Age ² (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (%) (a/b)	Covered Payroll ³ (c)	UAAL as a Percentage of Coverage Payroll (b-a)/c
2006	\$116,340,049	\$110,977,831	\$(5,362,218)	104.83%	\$25,314,566	(21.18)%
2007	134,315,241	118,870,513	(15,444,728)	112.99	26,366,086	(58.58)
2008	124,466,800	124,087,214	(379,586)	100.31	26,872,418	(1.41)
2009	96,503,162	136,375,597	39,872,435	70.76	26,554,114	150.16
2010	107,179,990	139,652,377	32,472,387	76.75	25,747,369	126.12
2011	126,579,720	145,034,475	18,454,755	87.28	25,668,958	71.90
2012	119,981,465	148,049,596	28,068,131	81.04	24,476,272	114.67
2013	129,672,088	154,125,953	24,453,865	84.13	24,553,693	99.59
2014	150,014,292	160,130,502	10,116,210	93.68	24,723,565	40.92
2015	148,454,394	165,548,928	17,094,534	89.67	32,726,034	68.21

¹ Source: Florida Department of Management Services, Division of Retirement, Florida Retirement System Annual Reports for Fiscal Years 2006 through 2013 and the FRS CAFRS for Fiscal Years 2014 and 2015. Beginning in Fiscal Year 2014, some information is obtained from the FRS Pension Plan Actuarial Valuations.

² Source: Florida Department of Management Services, Division of Retirement, Florida Retirement System Annual Reports for Fiscal Years 2006 through 2013 and the FRS CAFRS for Fiscal Years 2014 and 2015. Beginning in Fiscal Year 2014, some information is obtained from the FRS Pension Plan Actuarial Valuations. Actuarial Accrued Liability is determined as of the July 1 immediately after the end of each Fiscal Year.

³ Source: Florida Department of Management Services, Division of Retirement, Florida Retirement System Annual Reports for Fiscal Years 2006 through 2013 and the FRS CAFRS for Fiscal Years 2014 and 2015. Beginning in Fiscal Year 2014, some information is obtained from the FRS Pension Plan Actuarial Valuations. For the Fiscal Years ending 2014 and before, covered payroll shown includes defined benefit plan actives and members in DROP, but excludes the payroll for Investment Plan members and payroll on which only UAL rates are charged. For the Fiscal Years 2015 and later, covered payroll shown includes the payroll for Investment Plan members and payroll on which only UAL rates are charged. For comparative purposes, the payroll for Fiscal Year ending 2015 on the basis shown in years 2014 and earlier is \$25,063,048,000.

The following table shows employer contributions to the FRS Pension Plan for Fiscal Years 2006 through 2015. Annually, the FRS's actuary recommends rates, determined as a percentage of employee payrolls that FRS employers must contribute to fully fund their annual pension obligations, comprised of the FRS's Normal Cost plus any Unfunded Actuarial Liability, which is also called the Actuarially Determined Contribution (the "ADC"). The ADC reflects only the actuarially determined employer contributions. The Florida Legislature adopts rates that all participating FRS employers must pay on behalf of their employees, which may or may not correspond to the actuary's recommended rates.

During Fiscal Years 2004 through 2008, the FRS was in a surplus position. Florida law allows a portion of the surplus to be used to reduce the ADC, therefore lowering the required rates and contributions FRS employers must make on behalf of employees to the FRS Pension Plan. In addition, the Florida Legislature failed to adopt rates sufficient to fully fund the ADC between Fiscal Years 2004 and 2006 but adopted rates during Fiscal Years 2007 through 2010 that more than funded the ADC. Again during Fiscal Years 2011 through 2013, the Florida Legislature did not adopt the actuarially recommended rates. Failure to adopt rates sufficient to fully fund the ADC has contributed to the decline in the funded status of the FRS.

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For Fiscal Years 2014 and 2015, the Florida Legislature adopted the actuarially determined rates, which is expected to result in the ARC being fully funded based on plan assumptions.

Employer Contributions to the FRS Pension Fund
(thousands of dollars)

Fiscal Year	State Employer Contributions (a)	Non-State Employer Contributions (b)	Total Employer Contributions (a+b)	Actuarially Determined Contribution (ADC)¹ (c)	Percent of ADC Contributed (a+b)/c	Amount of ADC Unfunded c-(a+b)
2006	\$476,437	\$1,619,089	\$2,095,527	\$2,193,928	95.51%	\$98,401
2007	589,123	2,141,612	2,730,735	2,455,255	111.22	(275,480)
2008	560,990	2,232,013	2,793,002	2,612,672	106.90	(180,330)
2009	575,035	2,229,146	2,804,181	2,535,854	110.58	(268,327)
2010	570,420	2,144,136	2,714,556	2,447,374	110.92	(267,182)
2011	648,006	2,377,183	3,025,189	3,680,042 ²	82.21	654,853
2012 ³	226,098	925,901	1,151,999	1,962,816	58.70	810,817
2013 ⁴	273,351	1,064,090	1,337,441	2,091,343	63.95	753,902
2014 ⁵	474,152	1,716,273	2,190,424	2,190,424	100.00	0
2015 ⁶	563,947	1,874,137	2,438,085	2,438,085	100.00	0

Source: Florida Department of Management Services, Division of Retirement, Florida Retirement System Annual Reports for Fiscal Years 2006 through 2013 and the FRS CAFRs for Fiscal Years 2014 and 2015. Beginning in Fiscal Year 2014, some information is obtained from the FRS Pension Plan Actuarial Valuations.

¹ For fiscal years prior to 2014 the Annual Required Contribution ("ARC") under GASB Statement No. 27 is shown.

² The increase in the ARC between Fiscal Year 2010 and 2011 primarily resulted from elimination of the surplus, which was used to reduce the rates and contributions necessary to fully fund the ARC, and significant market losses, which increased the unfunded liability, and therefore the ARC.

³ Beginning in Fiscal Year 2012, both the ARC and the employer contributions which fund the ARC, reflects FRS plan changes that reduced retirement benefits and required employees to contribute 3% of their salaries to the FRS. Required employer contributions decreased by the amount of the employee contributions totaling \$674.2 million.

⁴ Employee contributions totaled \$694.9 million.

⁵ Employee contributions totaled \$699.6 million.

⁶ Employee contributions totaled \$687.8 million.

RETIREE HEALTH INSURANCE SUBSIDY AND OTHER POSTEMPLOYMENT BENEFITS

(The information contained under the heading "RETIREE HEALTH INSURANCE SUBSIDY AND OTHER POSTEMPLOYMENT BENEFITS" has been obtained from the State of Florida's Comprehensive Annual Financial Reports except as otherwise indicated.)

Retiree Health Insurance Subsidy Program

The Retiree Health Insurance Subsidy ("HIS") Program is a cost-sharing multiple-employer defined benefit pension plan established under Section 112.363, F.S. The benefit is a monthly payment to assist retirees of state-administered retirement systems in paying their health insurance costs and is administered by the Division of Retirement within the Department of Management Services. For the fiscal year ended June 30, 2015, eligible retirees and beneficiaries received a monthly HIS payment equal to the number of years of creditable service completed at the time of retirement multiplied by \$5. The payments are at least \$30 but not more than \$150 per month, pursuant to Section 112.363, F.S. To be eligible to receive a HIS benefit, a retiree under a state-administered retirement system must provide proof of health insurance coverage, which can include

Medicare. The HIS Program is funded by required contributions from FRS participating employers as set by the Legislature. Employer contributions are a percentage of gross compensation for all active FRS members. Effective July 1, 2015, the statutorily required contribution rate pursuant to Section 112.363, F.S. increased to 1.66% of payroll. The State has contributed 100% of its statutorily required contributions for the current and preceding two years. HIS contributions are deposited in a separate trust fund from which HIS payments are authorized. HIS benefits are not guaranteed and are subject to annual legislative appropriation. In the event the legislative appropriation or available funds fail to provide full subsidy benefits to all participants, the legislature may reduce or cancel HIS payments.

Information relating to the statutorily required State contribution, benefits paid and the resulting trust fund assets is shown below, for Fiscal Years ending June 30.

Retiree Health Insurance Subsidy Program Information
(in thousands where amounts are dollars)

	2011	2012	2013	2014	2015
Recipients	283,479	297,303	310,139	323,098	336,529
Contributions	\$334,449	\$322,610	\$327,574	\$342,566	\$382,262
Benefits Paid	\$356,150	\$374,444	\$390,973	\$407,276	\$425,086
Trust Fund Net Assets	\$271,348	\$220,346	\$157,928	\$93,385	\$50,774

Beginning with Fiscal Year 2007, the Department of Management Services has obtained biennial actuarial valuations of assets and liabilities of the HIS Program, and actuarially determined Annual Required Contributions for the HIS Program.

HIS actuarial determinations are based on the following:

Valuation Date:	July 1, 2015
Actuarial Cost Method:	Individual Entry Age
Amortization method:	Level Percentage of Pay, Open
Equivalent Single amortization period:	30 years ¹
Asset valuation method:	Fair Market Value
Actuarial Assumptions:	
Investment rate of return:	3.80% ^{2,3}
Projected salary increases:	3.25% ²
Cost of living adjustments:	0.00%

Source: Florida Department of Management Services, Division of Retirement.

¹ Used for GASB Statement #67 reporting purposes.

² Includes inflation at 2.60%.

³ In general, the discount rate used for calculating the HIS liability under GASB 67 is equal to the single rate that results in the same Actuarial Present Value as would be calculated by using two different discount rates as follows: (1) Discount at the long-term expected rate of return for benefit payments prior to the projected depletion of the fiduciary net position (trust assets); and (2) Discount at a municipal bond rate for benefit payments after the projected depletion date. Because the HIS is essentially funded on a pay-as-you-go basis, the depletion date is considered to be immediate, and the single equivalent discount rate is equal to a long-duration, high-quality, tax-exempt municipal bond rate selected by the plan sponsor. In September 2014 the Actuarial Assumptions Conference adopted the Bond Buyer General Obligation 20-Bond Municipal Bond Index as the applicable municipal bond index. As a result, the discount rate will change annually.

Retiree Health Insurance Subsidy Program Schedule of Funding Progress

(in thousands where amounts are dollars)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b) ²	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Annualized Covered Payroll ¹ (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2006	\$192,808	\$4,667,058	\$4,474,250	4.13%	\$27,712,320	16.15%
July 1, 2008	\$275,139	\$5,109,683	\$4,834,544	5.38%	\$30,665,477	15.77%
July 1, 2010	\$291,459	\$8,464,530	\$8,173,071	3.44%	\$31,717,281	25.77%
July 1, 2012	\$220,346	\$9,018,467	\$8,798,121	2.44%	\$31,345,990	28.07%
July 1, 2014	\$93,385	\$9,443,629	\$9,350,244	0.99%	\$29,676,340	31.51%

Source: State of Florida Comprehensive Annual Financial Reports and Florida Department of Management Services, Division of Retirement.

¹ Includes DROP and PEORP payroll.

² The actuarially assumed investment rate of return fluctuates annually as noted in HIS assumptions on prior page.

Schedule of Employer Contributions

(in thousands where amounts are dollars)

Fiscal Year Ended June 30	Annual Required Contribution (ARC) ¹	Actual Contribution	Contribution as a Percentage of ARC
2007	\$363,175	\$326,052	90%
2008	\$391,847	\$334,819	85%
2009	\$395,256	\$341,569	86%
2010	\$409,546	\$332,023	81%
2011	\$563,907	\$334,449	59%
2012	\$584,600	\$322,610	55%
2013	\$539,831	\$327,575	60%
2014	n/a	\$342,566	n/a
2015	n/a	\$382,262	n/a

Source: State of Florida Comprehensive Annual Financial Reports and Florida Department of Management Services, Division of Retirement.

¹ The Annual Required Contribution is the actuarially determined cost of the benefits allocated to the current year, consisting of the normal cost, that is the portion of the actuarial present value of the benefits and expenses which is allocated to a valuation year, and a payment to amortize the unfunded actuarial accrued liability.

Other Postemployment Benefits (OPEB)

The following is based on the July 1, 2015 actuarial valuation of the State Employees' Health Insurance Program.

Plan Description

The State Employees' Group Health Insurance Program ("Program") operates as a cost-sharing multiple-employer defined benefit health plan; however, current administration of the Program is not through a formal trust and therefore disclosure requirements are those applicable to an agent multiple-employer plan. The Division of State Group Insurance within the Department of Management Services is designated by Section 110.123, F.S., to be responsible for all aspects of the purchase of healthcare for state and university employees and retirees under the Program.

The State implicitly subsidizes the healthcare premium rates paid by retirees by allowing them to participate in the same group health plan offered to active employees. Although retirees pay 100% of the premium amount, the premium cost to the retiree is implicitly subsidized due to commingling of the claims experience in a single risk pool with a single premium determination for active employees and retirees under age 65. Section 110.123, F.S., authorizes the offering of health insurance benefits to retired state and university employees. Section 112.0801, F.S., requires all public employers that offer benefits through a group insurance plan to allow their retirees to continue participation in the plan. The law also requires the claims experience of the retirees under 65 group to be combined with the claims experience of active employees for premium determination and the premium offered to retired employees to be no more than the premium applicable to active employees. Retirees under age 65 pay the same premium amounts as applicable to active employees. Retirees over age 65 are included in the overall risk pool but pay a lesser premium amount than is applicable to active employees because the plan is secondary payer to Medicare Parts A and B.

There are 21 participating employers including the primary government of the state, the 12 state universities, and other governmental entities. There was an average enrollment of 167,282 contracts including 36,288 retirees and 130,994 employees and COBRA participants for Fiscal Year 2015. Employees must make an election to participate in the plan within 31 days of the effective date of their retirement to be eligible to continue in the plan as a retiree. Four types of health plans are offered to eligible participants: a standard statewide Preferred Provider Organization ("PPO") Plan, a Health Investor PPO Plan, a standard Health Maintenance Organization ("HMO") Plan, and a Health Investor HMO Plan. HMO coverage is available only to those retirees who live or work in the HMO's service area. The four PPO and HMO options are considered managed-care plans and have specific provider networks.

Funding Policy

Benefit provisions are described by Section 110.123, F.S. and, along with contributions, can be amended by the Florida Legislature. The state has not pre-funded OPEB costs or the net OPEB obligation. The Self-Insurance Estimating Conference develops official information for determining the budget levels needed for the state's planning and budgeting process. The Governor's recommended budget and the General Appropriations Act provide for a premium level necessary for funding the program each year on a pay-as-you-go basis.

Monthly premiums, through June 2015 coverage, for active employees and retirees under the age of 65 for the standard plan were \$641.52 and \$1,444.06 for single and family contracts, respectively. Retirees over the age of 65 pay premiums for a Medicare supplement. Monthly premiums, through June 2015 coverage, for the standard Preferred Provider Organization Plan were \$359.61 for a single contract, \$719.22 for two Medicare eligible members, and \$1,036.90 for a family contract when only one member is Medicare eligible.

Actuarial Methods and Assumptions

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

The entry age actuarial cost method was used for the actuarial valuation as of July 1, 2015. This method allocates the value of a member's benefit as a level percentage of pay between entry age and retirement age. Allocating costs as a level percentage of pay, even though the benefits are not pay-related, helps with budgeting for these employee benefits costs as a percentage of payroll. Actuarial assumptions included a 3% inflation rate, a 4% return on invested assets, and a 3.25% payroll growth rate. Initial healthcare cost trend rates used for the Preferred Provider Organization ("PPO") Plans are 4.4%, 8.5%, and 9.3% for the first three years followed by 9.9% and 9.7% for pre-Medicare and post-Medicare, respectively, in the fourth year, then grading to 3.9% over the course of 60 years. For the Health Maintenance Organization ("HMO") Plans - Pre-Medicare, initial healthcare cost trend rates of 3.5%, 6.6% and 7.5% are used for the first three years followed by 8.1% in the fourth year, then grading to 3.9% over the course of 60 years. For the HMO Plans - Post-Medicare, initial healthcare cost trend rates of 3.5%, 6.6% and 7.5% are used for the first three years followed by 7.9% in the fourth year, then grading to 4.0% over the course of 60 years. The unfunded actuarial accrued liability is being amortized as a level percentage of pay - on an open basis, over a 30 year period.

Estimates are based on information available at the time of the estimates. Such estimates are subject to revision as additional information becomes available. Also, estimates are subject to risks and uncertainties which may cause results to differ materially from those estimates set forth above. No assurance is given that actual results will not differ materially from the estimates provided above.

The following disclosure regarding OPEB Schedule of Funding Progress and Schedule of Employer Contributions relate to the cost-sharing plan as a whole, of which the State of Florida is one participating employer.

Other Postemployment Benefits Schedule of Funding Progress
(thousands of dollars)

Actuarial Valuation Date	Actuarial Value of Assets (a)¹	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Annualized Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2007	--	\$3,081,834	\$3,081,834	0.00%	\$6,542,945	47.10%
July 1, 2008	--	\$2,848,428	\$2,848,428	0.00%	\$6,492,858	43.87%
July 1, 2009	--	\$4,831,107	\$4,831,107	0.00%	\$7,318,965	66.01%
July 1, 2010 ²	--	\$4,545,845	\$4,545,845	0.00%	\$7,574,317	60.02%
July 1, 2011	-	\$6,415,754	\$6,415,754	0.00%	\$7,256,798	88.41%
July 1, 2012 ²	-	\$6,782,210	\$6,782,210	0.00%	\$7,188,525	94.35%
July 1, 2013	-	\$7,487,708	\$7,487,708	0.00%	\$7,467,560	100.27%
July 1, 2014 ²	-	\$6,824,971	\$6,824,971	0.00%	\$7,308,275	93.39%
July 1, 2015	-	\$8,900,312	\$8,900,312	0.00%	n/a	n/a

Source: State of Florida Comprehensive Annual Financial Reports and Florida Department of Management Services, Division of State Group Insurance.

¹ The State of Florida does not hold assets in a formal trust, so none are actuarially valued to offset the liability.

² Update of the previous year's actuarial valuation. A new valuation was not performed.

Schedule of Employer Contributions
(thousands of dollars)

Fiscal Year Ended June 30	Annual Required Contribution (ARC)¹	Actual Contribution as a Percentage of ARC
2008	\$200,973	43.70%
2009	\$186,644	54.36%
2010	\$336,419	30.87%
2011	\$313,415	32.80%
2012	\$455,584	27.07%
2013	\$452,658	28.50%
2014	\$541,600	22.34%
2015	\$489,619	21.48%

Source: State of Florida Comprehensive Annual Financial Reports.

¹ The Annual Required Contribution is the actuarially determined cost of the benefits allocated to the current year, consisting of the normal cost, that is the portion of the actuarial present value of the benefits and expenses which is allocated to a valuation year, and a payment to amortize the unfunded actuarial accrued liability.

The following disclosure relates only to the State of Florida's share of the OPEB. The State of Florida's participation in both the annual required contribution and the actuarial accrued liability is approximately 77%.

Actuarially-Determined Annual OPEB Cost and Net OPEB Obligation as of June 30, 2015 (dollars in thousands):

Annual Required Contribution (ARC)	\$ 360,424
Interest on the Net OPEB Obligation	49,713
Adjustments to the ARC	(43,085)
Annual OPEB Cost	367,052
Employer Contribution	(86,057)
Increase/Decrease in the Net OPEB Obligation	280,995
Net OPEB Obligation - July 1, 2014	1,242,824
Net OPEB Obligation - June 30, 2015	<u>\$1,523,819</u>
Percent of annual OPEB cost contributed	23.45%

Funded Status

The funded status of the plan as of June 30, 2015, was as follows (dollars in thousands):

Actuarial valuation date	July 1, 2015
Actuarial accrued liability (AAL)	\$5,245,067
Actuarial value of plan assets	-
Unfunded actuarial accrued liability (UAAL)	<u>\$5,245,067</u>
Actuarial value of assets as a percentage of the AAL	0.00%
Covered payroll	\$4,399,327
UAAL as a percentage of covered payroll	119.22%

Source: State of Florida Comprehensive Annual Financial Reports.

APPENDIX B

GENERAL INFORMATION – CITY OF ORLANDO, FLORIDA

General

The City was incorporated on July 31, 1875, and is located in the approximate center of the State in Orange County (the "County"). The County, established by the Florida Legislature in 1824, is located midway between Jacksonville to the north and Miami to the south, between St. Petersburg-Tampa on the Gulf of Mexico on the west and Daytona Beach on the Atlantic coast on the east. Two of the State's major highways, Interstate 4 for east-west travel and the Florida Turnpike for north-south travel, intersect just outside of the City. The County encompasses approximately 1,003 square miles, ranking nineteenth in the State in terms of land area. The County enjoys an excellent climate, with temperatures ranging from an average of approximately 60° (F) in January to an average of approximately 83° (F) in August.

The Orlando MSA is one of the leading tourist destinations in the world, has one of the largest number of hotel accommodations and one of the highest hotel occupancy rates in the United States. Orlando hosted over 66 million visitors in 2015. Metro Orlando has approximately 117,000 hotel rooms, which is the second largest concentration of hotel rooms in the United States. The Orlando/Orange County Convention Center houses more than 7,000,000 square feet of public, exhibit and meeting space, making it one of the largest in the nation.

The City and the Amway Center are home to the Orlando Magic, a franchise in the National Basketball Association and the Orlando Solar Bears, who compete in the ECHL hockey league. The City and the Amway Center served as hosts for the NBA's 2012 All-Star Game and events. The Orlando MSA is the spring training home of the Houston Astros and the Atlanta Braves. The City's Florida Citrus Bowl is home to the Orlando City Lions, who began play in Major League Soccer in 2015, and is host of the annual NCAA Football Cure Bowl, Buffalo Wild Wings Citrus Bowl, Russell Athletic Bowl and Florida Blue Florida Classic games.

The Orlando MSA has five major institutions of higher education having a collective enrollment of over 160,000 full and part-time students.

The southeastern corner of the City of Orlando is home to the new Medical City at Lake Nona (the "Medical City"). The Medical City is the current site for several medical, life sciences, and clinical research facilities which are creating a biomedical and life sciences cluster in Orlando. Some of the facilities at Medical City include the Burnham Institute of Medical Research, which opened in Spring 2009, the University of Central Florida Medical School, which began classes in Fall 2009, Nemour's Children's Hospital, which opened in October of 2012, a U.S. Department of Veterans Affairs Medical Center, which partially opened in 2015, and a University of Florida Joint Research Facility.

City Government

The City operates under a strong Mayor form of government. The Mayor, who is the City's Chief Executive Officer and the presiding officer of the City Council, is elected for a term of four years. The Mayor's responsibilities include the enforcement of laws, control of City departments and divisions, appointment and removal of officers and employees, supervision of City property, and negotiation of contracts. The Mayor sets the Council meeting agendas, makes recommendations for the creation of ordinances and resolutions, and presents the annual budget for approval to the City Council.

The City Council is the legislative branch of City government, and is responsible for taxation, finances, zoning regulations, and boundaries. The City Council (six district City Commissioners and the Mayor) review plans and specifications for public improvements, enact legislation governing City operations, and approve the City budget. They are elected for four-year terms, with the Mayor and the even-numbered District Commissioners being elected two years after the odd-numbered District Commissioners are elected.

Population

The following Table 1 indicates the population trends for the County, the City, the Orlando MSA and the State since 1960.

TABLE 1
CITY OF ORLANDO, ORANGE COUNTY, ORLANDO MSA AND FLORIDA POPULATION
(1960-2015)
(in thousands)

	<u>City of Orlando⁽¹⁾</u>		<u>Orange County⁽¹⁾</u>		<u>Orlando MSA⁽¹⁾</u>		<u>Florida⁽¹⁾</u>	
<u>Year</u>	<u>Population</u>	<u>% Change</u>	<u>Population</u>	<u>% Change</u>	<u>Population</u>	<u>% Change</u>	<u>Population</u>	<u>% Change</u>
1960	88.1	-- %	263.5	-- %	337.5	-- %	4,951.6	-- %
1970	99.0	12.4%	344.3	30.7%	453.3	34.3%	6,791.4	37.2%
1980	130.4	31.7%	481.7	39.9%	723.9	59.7%	9,747.0	43.5%
1990	164.7	26.3%	677.5	40.6%	1,072.7	48.2%	12,937.9	32.7%
2000 ⁽²⁾	188.0	14.1%	867.2	28.0%	1,644.6	53.3%	15,982.4	23.5%
2001	192.0	2.1%	884.7	2.0%	1,684.6	2.4%	16,261.0	1.7%
2002	194.9	1.5%	955.9	8.0%	1,762.9	4.6%	16,713.1	2.8%
2003	201.9	3.6%	980.2	2.5%	1,801.3	2.2%	16,917.3	1.2%
2004	208.9	3.5%	999.9	2.0%	1,837.7	2.0%	17,177.8	1.5%
2005	217.6	4.2%	1,043.4	4.4%	1,953.4	6.3%	17,912.7	4.3%
2006	224.1	3.0%	1,079.5	3.5%	2,032.9	4.1%	18,349.1	2.4%
2007	228.8	2.1%	1,105.6	2.4%	2,083.9	2.5%	18,680.4	1.8%
2008	234.1	2.3%	1,115.0	0.9%	2,103.5	0.9%	18,807.2	0.7%
2009	233.1	-0.4%	1,108.9	-0.5%	2,097.4	-0.3%	18,750.5	-0.3%
2010	238.3	2.2%	1,146.0	3.3%	2,134.4	1.8%	18,801.3	0.3%
2011	242.0	1.6%	1,157.3	1.0%	2,154.1	0.9%	18,905.0	0.6%
2012	245.4	1.4%	1,175.9	1.6%	2,184.6	1.4%	19,074.4	0.9%
2013	250.4	2.0%	1,203.0	2.3%	2,225.7	1.9%	19,259.5	1.0%
2014	255.6	2.1%	1,228.0	2.1%	2,270.4	2.0%	19,507.4	1.3%
2015 ⁽³⁾	262.9	2.8%	1,252.4	2.0%	2,320.2	2.2%	19,815.2	1.6%

⁽¹⁾ U.S. Census of Population (1960, 1970, 1980, 1990, 2000 and 2010). Annual estimates: University of Florida Bureau of Economic and Business Research (via State of Florida Office of Economic & Demographic Research).

⁽²⁾ As of December 31, 1992, Lake County (population 231,072) was added to the Orlando MSA. MSA consists of Orange, Osceola, Seminole and Lake Counties.

⁽³⁾ 2015 Population estimates are as of April 1, 2015.

REVENUE SOURCES OF THE CITY

General

The City relies on a broad mix of general revenues to finance primary government operations. These revenues include local tax revenues and monies received from State revenue sharing. The local tax revenues for the City are comprised of a Real Estate and Personal Property Tax, Franchise Fees, and the Utilities Services Tax. The State revenue sharing is comprised of the Motor Fuel Tax, the Beverage License Tax, Sales Tax, and the Insurance Premium Tax.

The City's various local taxes produced \$203,819,842 for the Fiscal Year ended September 30, 2015. During the period 2005-2015, all of the City's taxes produced revenues as shown in the following Table 2. Forecasted revenues for 2016 as adopted with the Annual Budget are also reflected.

**TABLE 2
CITY OF ORLANDO
TAX REVENUES BY SOURCE**

Fiscal Year	Property Taxes			Utilities Service Taxes ⁽¹⁾	Total Taxes
	Operations	Debt Service	Franchise Fees		
2005	82,993,998	--	25,686,695	39,376,317	148,057,010
2006	92,732,716	--	29,582,095	40,944,806	163,259,617
2007	116,111,767	--	30,332,886	42,899,176	189,343,829
2008	119,387,019	--	31,577,024	45,015,374	195,979,417
2009	137,236,136	--	33,042,696	45,379,973	215,658,805
2010	122,169,286	--	34,359,542	46,840,359	203,369,187
2011	102,301,264	--	34,065,382	44,574,343	180,940,989
2012	99,143,329	--	34,506,814	42,433,883	176,084,026
2013	98,611,877	--	48,210,195	28,743,562	175,565,634
2014	102,110,952	--	44,592,547	30,202,184	162,345,689
2015	128,133,651	--	45,299,179	30,387,012	203,819,842
2016 (budgeted)	146,137,113	--	44,200,000	29,347,512	219,684,625

Source: City's Office of Business and Financial Services.

⁽¹⁾ To the extent tax receipts are not pledged to senior UST bonds, tax receipts are pledged as collateral for the payment of debt service for the City's outstanding wastewater revenue bonds and, if not needed, is released monthly. The released Utilities Services Tax revenues are placed in a Special Revenue fund. The drop in UST revenues for FY 2013 and the corresponding increase in Franchise Fees are due to Communications Services Taxes no longer being a part of pledged UST revenues.

Property Tax Rates, Collections and Uses. The Real Estate and Personal Property Taxes provide the City with a major source of revenue for a variety of functions. The City is limited by the Constitution of the State to an ad valorem tax levy of 10 mills on each dollar of assessed valuation for operating expenditures. The Orange County Property Appraiser is charged with determining the value of such property, whereupon property taxes are collected by the Orange County Tax Collector.

Property taxes are billed by the Tax Collector each year and are payable during the period commencing November 1 of such year and ending March 31 of the following year. If the amounts on the tax notice are paid during the November following the billing or during the succeeding three months, the taxpayer is granted a discount equal to four percent (4%) in November and decreasing one percent (1%) per month to one percent (1%) in February. All unpaid property taxes become delinquent on April 1 of the year following the November in which

they are billed. Commencing in April, a one and one-half percent (1.5%) per month penalty accrues on the unpaid tax notice. Delay in the mailing of tax notices to taxpayers may result in a delay throughout this process.

The collection of delinquent taxes is, in essence, based upon the sale by the Tax Collector of "tax certificates" on the assessed property and the remittance to the City of the proceeds of such sale. In the event of a delinquency in the payment of taxes, the landowner may, prior to the sale of tax certificates, pay delinquent taxes plus costs, advertising charges, and an interest charge of up to eighteen percent (18%) per annum on the amount of delinquent taxes. If the landowner does not act, the Tax Collector is required to sell a tax certificate to the person who pays the taxes owing and interest and penalties thereon and certain costs, and who accepts the lowest interest rate (not to exceed 18% per annum) to be borne by the certificate. If there are no bidders, the County is to hold, but not pay for, tax certificates with respect to the property, bearing interest at the maximum legal rate of interest. The County may sell such certificates to the public at any time before a tax deed has been issued or the property is placed on the list of land available for sale at the principal amount thereof plus interest at the rate of not more than eighteen percent (18%) per annum and a fee. The demand for such certificates is dependent upon various factors which include the interest (and the rate thereof) which can be earned by ownership of such certificates and the value of the property which is the subject of such certificates (which may be subject to sale after two years at the demand of the certificate holder). In recent years, the County has experienced high demand for tax certificates due to the interest rates borne by such certificates and the value of the underlying property.

In Table 3, the City's record of property tax rates and tax levies, including all overlapping governments, is presented for the Fiscal Years 2007-2016.

In Table 4, the City's assessed and estimated actual valuations are presented for Fiscal Years 2006-2015. The assessed value for each Fiscal Year is determined on January 1 of the prior calendar year. For example, the assessed value on January 1, 2014, is used to determine the tax levy for the Fiscal Year ending September 30, 2015.

**TABLE 3
CITY OF ORLANDO, FLORIDA
PROPERTY TAX RATES AND LEVIES
DIRECT AND OVERLAPPING GOVERNMENTS
LAST TEN FISCAL YEARS
(Millage Rates \$1.00 per \$1,000 of taxable value)**

<u>Fiscal Year Ended Sept 30</u>	<u>City of Orlando</u>	<u>Orange County</u>	<u>Orange County School Board</u>	<u>Total⁽¹⁾</u>
2007	5.6916	5.1639	7.1690	18.0245
2008	4.9307	4.4347	7.1210	16.4864
2009	5.6500	4.4347	7.1500	17.2347
2010	5.6500	4.4347	7.6730	17.7577
2011	5.6500	4.4347	7.8940	17.9787
2012	5.6500	4.4347	8.5450	18.6297
2013	5.6500	4.4347	8.4780	18.5627
2014	5.6500	4.4347	8.3620	18.4467
2015	6.6500	4.4347	8.4740	19.5587
2016	6.6500	4.4347	8.2180	19.3027

Tax Levies

<u>Fiscal Year Ended Sept 30</u>	<u>Orlando</u>	<u>Orange County</u>	<u>School Board</u>	<u>Total⁽¹⁾</u>
2006	96,656,886	390,016,805	587,088,190	1,073,761,881
2007	120,938,102	476,443,402	662,235,752	1,259,617,256
2008	123,577,724	477,308,508	768,318,223	1,369,204,455
2009	143,742,916	477,154,438	807,121,092	1,428,018,446
2010	126,948,891	426,515,585	778,897,484	1,332,361,960
2011	105,705,190	370,676,308	698,355,979	1,174,737,477
2012	102,260,468	360,493,211	737,805,295	1,200,558,974
2013	102,097,977	359,475,015	728,843,086	1,190,416,078
2014	105,535,381	372,903,925	744,757,410	1,223,196,716
2015	133,216,953	399,760,603	814,898,027	1,347,875,763

Source: Orange County Property Appraiser.

⁽¹⁾ Tax rates and levies of a fraction of one mill assessed in various years by other units against districts covering less than the entire City or County are omitted here. (Example: Property in the Downtown Development District was subject to a \$1.00 per thousand tax.)

TABLE 4
CITY OF ORLANDO, FLORIDA
ASSESSED AND ESTIMATED VALUE OF TAXABLE PROPERTY
NET OF EXEMPTIONS

<u>Fiscal Year Ended Sept 30</u>	<u>Real Property</u>	<u>Personal Property</u>	<u>Centrally Assessed Property</u>	<u>Less: Tax Exempt Property</u>	<u>Total Taxable Assessed Value</u>	<u>Total Direct Tax Rate</u>	<u>Estimated Market Value of Taxable Property</u>	<u>Assessed Value⁽¹⁾ as a Percentage of Actual Value</u>
2006	21,718,727,226	3,993,538,522	3,105,583	8,732,794,295	16,982,577,036	5.6916	32,815,528,509	78.4
2007	27,231,600,376	4,157,742,536	3,429,600	10,274,893,962	21,117,878,550	5.6916	39,600,138,397	79.3
2008	31,931,514,368	4,236,036,306	6,308,224	11,105,208,010	25,068,650,888	4.4347	45,274,679,908	79.9
2009	32,896,763,046	4,437,260,553	3,338,690	11,895,965,001	25,441,397,288	5.6500	46,773,159,322	79.8
2010	28,843,867,942	4,406,740,903	3,642,541	10,785,230,199	22,469,021,187	5.6500	41,949,861,013	79.3
2011	23,545,447,333	4,235,142,394	2,680,548	9,074,171,606	18,709,098,669	5.6500	35,403,465,720	78.5
2012	23,132,884,157	4,349,813,881	3,857,605	9,387,376,379	18,099,179,264	5.6500	35,127,767,948	78.2
2013	23,233,800,236	4,504,004,307	3,852,456	9,671,000,205	18,070,656,794	5.6500	35,526,833,827	78.1
2014	24,049,254,354	4,574,875,590	4,629,753	9,950,216,606	18,678,543,091	5.6500	36,615,825,788	78.2
2015	25,735,535,430	4,650,586,565	4,735,156	10,358,355,774	20,032,501,377	6.6500	38,737,447,598	78.5
2016	28,420,957,532	4,942,473,753	4,154,251	10,691,411,791	22,676,173,745	6.6500	42,426,890,791	78.7

Source: Orange County Property Appraiser

Note: Assessed values are determined as of January 1 for the collection of taxes in the following fiscal year. For example, the assessed values as of January 1, 2014 are used for the collection of property taxes in the Fiscal Year ending September 30, 2015. Real property is assessed at 85% of estimated market value and Personal Property assessments at 55%. Estimated actual taxable value is calculated by dividing assessed value by those percentages. Centrally assessed property consists of railroad lines which are assessed by the State of Florida. Tax rates are per \$1,000 of assessed value.

(1) Includes tax exempt property.

Property Assessments. Utilities and Carriers (railroads, truck lines, air lines, bus lines, etc.) are assessed by the County Property Appraiser, and some intangible personal property related to banks is assessed by the State Department of Revenue. The County Property Appraiser reports to the State's Department of Revenue in Tallahassee. Property assessments are made on a continuing basis.

Utilities Service Taxes

The Utilities Service Tax (also referred to herein as "Utilities Tax") is assessed at 10% of the sales price of bottled or metered gas, water and electricity, and as a \$.04 per gallon tax on fuel oil. Through September 30, 2002, there was also an assessed 7% Utilities Service Tax on telecommunications services; however, this revenue source has been replaced by the local portion of the Communications Services Tax on telecommunications and cable services authorized by the State of Florida. The rate for the local portion of the Communications Service Tax adopted by the City was 5.3% during the transition period from October 1, 2001, through September 30, 2002, and 5.0% starting October 1, 2002. These rates were set with the expectation that the City would be kept revenue neutral with the communications services tax replacement of the utilities services tax on telecommunications as well as franchise fees on telecommunications and cable services. This rate was raised to 5.22% effective January 1, 2005.

Franchise Fees

Franchise fees are received by the City from firms which are permitted to operate and provide various public services to the residents of the City. Fees received by the City for local services provided by the natural gas company are based on a percentage of the gross revenues with a minimum annual fee. Refuse collection firms pay fees to the City based on the number of monthly pick-ups and a minimum annual fee. As part of the Communications Services Tax Simplification Act enacted by the State of Florida, effective October 1, 2001, counties and municipalities are prohibited from requiring the payment of franchise fees on telecommunications and cable services. The Utilities Service Taxes and Franchise Fees had significant increases as a result of the State's new Communications Tax.

State Revenue Sharing

The City receives certain funds from the State which are derived from the motor fuel tax, sales tax and beverage licenses. Additionally, the City receives funds from the Insurance Premium Tax for Municipal Police and Firefighter Retirement Funds, and also a small amount from mobile home license fees.

TAXPAYERS

Taxable assessed value information for the City's largest property tax payers is shown in Table 5.

TABLE 5
CITY OF ORLANDO, FLORIDA
SCHEDULE OF LARGEST TAXPAYERS
September 30, 2015

Taxpayer	Type of Business	2015		
		Taxable Assessed Value	Rank	Percentage of Total City Taxable Assessed Value
Universal City Development Partners LTD	Entertainment	\$ 1,078,928,024	1	5.39 %
HIW-KC Orlando LLC	Developer	149,518,155	2	0.75
Forbes Taubman Orlando LLC	Developer	102,317,626	3	0.51
F6OSTC LLC	Commercial	93,618,904	4	0.47
PBP Apartments LLC	Developer	83,012,124	5	0.41
Orlando Outlet Owner LLC	Commercial	73,336,302	6	0.37
Realty Assoc Fund IX LP	Developer	65,670,326	7	0.33
USO Norge Paramount Res LLC	Developer	58,227,001	8	0.29
MGI Baldwin Park LP	Developer	56,774,474	9	0.28
PKY Fund II Orlando I LLC	Developer	55,755,437	10	0.28
Other Taxpayers		18,215,343,004		90.92
Total		<u>\$ 20,032,501,377</u>		<u>100.00 %</u>

Source: Orange County Property Appraiser's Office.

INDUSTRY AND COMMERCE

The following information on Industry and Commerce in the Orlando MSA was obtained from the Metro Orlando Economic Development Commission.

The Orlando area is located in the center of Florida's High Tech Corridor. This corridor extends from the Tampa Bay region through Metro Orlando and on to Volusia County and the Space Coast. Fortune, Forbes, Business Week, Entrepreneur and Time magazines have touted the region, using such terms as emerging leader; fastest growing; and among the best cities in the nation for high technology, film, television and digital media production, and business development. The City's advantageous location, quality workforce, and progressive business environment draw corporations to Metro Orlando.

Corporate headquarters based in Metro Orlando benefit from a strong pro-business atmosphere and unlimited potential that only the nation's very best business communities can offer. Neighbors include AirTran, Darden Restaurants, Ruth's Chris Steakhouse and Tupperware International.

Orlando is the world capital of Modeling, Simulation & Training (MS&T) and the top producing region for engineers in the Aviation, Aerospace & Defense industry. As the nation's newest hub for Advanced Manufacturing, Orlando is home to the world's first international consortium for advanced manufacturing and research. Life Sciences & Healthcare are growing here at exponential rates with more than 92,000 jobs and growing. Orlando's Innovative Technologies industry, with an ecosystem that includes the Southeast's largest tech meetup, is comprised to 2,600 companies with an average wage of \$70,000.

A number of strong and established industry sectors are based in Metro Orlando. Community and industry leaders are dedicated to advancing the growth of these sectors as the region enhances its standing as a corporate and high tech hub. The area's major industrial sectors include:

Advanced Manufacturing. From large multi-national corporations like Mitsubishi Hitachi Power Systems Americas and Siemens Energy to mid-size companies and start-ups, our significant Advanced Manufacturing industry spans a full spectrum of sectors. Orlando is home to a high volume of tech transfer and commercialization that's fueled by a top R&D university, specialized research labs/centers and one of the top technology incubation systems and research parks in the country. And with the new International Consortium for Advanced Manufacturing Research (ICAMR) getting ready to tackle big issues like the "Internet of Everything," this is one industry set to expand significantly in the region. The Orlando region hosts 500 companies in this sector, employing 13,100. Focus areas include advanced materials, clean energy and power technology, enabling components, R&D and emerging technologies.

Aviation, Aerospace, and Defense. Known as the Modeling, Simulation and Training (MS&T) capital of the world, Orlando is home to the simulation procurement commands for the Army and Navy and has a significant presence of the Air Force, Marines and Coast Guard. In total, more than \$4 billion in annual simulation contracts flow through the region, the majority of which is awarded to local companies and subcontractors. The region has five airports (including MCO and SFB) with more than 175 non-stop destinations around the world, a new commuter rail system, upcoming statewide rail system, close proximity to major ports (including the world's only quadramodal port) and strong roadways. All of this connectivity is invaluable for business. The Orlando region hosts 300 companies in this sector, employing 27,200. Focus areas include defense industry, MS&T, maintenance, repair and overhaul, optics and photonics, and cybersecurity.

Corporate Headquarters and Regional Offices. Corporate headquarters and regional offices across-the-board are experiencing their own growth while contributing to the daily operations and overall expansion of other major industries in the region and throughout the world. Industry leaders like American Automobile Association (AAA), Darden Restaurants, Deloitte Consulting LLP, Electronic Arts, Lockheed Martin, Northrop Grumman, Tupperware Brands Corporation, Verizon Communications and the Walt Disney Company are either headquartered here or have a significant presence in the region. Orlando is also home to the major U.S. operations of international companies like Germany's Siemens Energy, Japan's Mitsubishi Hitachi Power Systems, Israel's Mazor Robotics, and Australia's Adacel to name a few. In total, more than 150 international companies, representing about 20 countries, have facilities in Orlando. Focus areas include global headquarters, division headquarters, regional headquarters, back office, shared services and other industry sectors.

Innovative Technologies. Home to over 2,000 companies creating technology that shapes all aspects of the economy, Orlando fuses experience with ingenuity. Partnering with some of the country's leading higher education institutions, powerhouse companies including Oracle, Electronic Arts Tiburon and Golf Channel have fostered an

experienced workforce of over 30,000 employees with an average wage of roughly \$70,000. Driven by a superior quality of life, passionate creative culture and high value/low cost of operation, Orlando's dynamic technology industry continues to propel the innovative economy. This culmination of industry and education has exploded into a burgeoning tech ecosystem with the Southeast's largest tech meetup group consisting of over 3,000 designers, entrepreneurs and investors bound together by creative workspaces, incubators, accelerators, events and supportive civic entities. The Orlando region hosts 2,600 companies in this sector, employing 33,900. Focus areas include consumer technology, data management and analytics, digital media, e-commerce, film and production technology, game and mobile app development, software development, and telecommunications.

Life Sciences and Healthcare. With one of the most rapidly evolving Life Sciences and Healthcare industries in the United States, Orlando has caught the attention of medical innovators and entrepreneurs around the globe. Renowned for its collaborative and entrepreneurial environment anchored in state-of-the-art educational and research facilities, the Orlando region has become the ideal platform to launch groundbreaking medical advances that combat our most pressing health issues. The Orlando region hosts 4,800 companies in this sector, employing 92,600. Focus areas include clinical trials and drug/vaccine research, healthcare delivery, medical devices and diagnostics, specialty pharma and pharmaceuticals, and sports innovation and performance.

Tables 6-8 describe the impact of Orlando's increased economic activity.

TABLE 6
ORLANDO MSA
SCHEDULE OF LARGEST EMPLOYERS
September 30, 2015

Employer	Type of Business	2015		Percentage of Total MSA Employment
		Number of Employees	Rank	
Walt Disney World	Leisure & Hospitality	74,000	1	6.36 %
Orange County Public Schools	Government	22,347	2	1.92
Universal Orlando Resort	Leisure & Hospitality	19,000	3	1.63
Florida Hospital (Adventist Health)	Healthcare	18,668	4	1.60
Orlando International Airport (MCO)	Transportation	18,000	5	1.55
Orlando Health	Healthcare	14,000	6	1.20
University of Central Florida	Education	11,078	7	0.95
Seminole County Public Schools	Government	7,687	8	0.66
Orange County Government	Government	7,000	9	0.60
School District of Osceola County	Government	6,622	10	0.57
Other Employers	Various	965,843		82.96
Total		1,164,245		100.00 %

Source: Metro Orlando Economic Development Commission.

TABLE 7
ORLANDO MSA
NONAGRICULTURAL EMPLOYMENT SECTOR
(In Thousands)

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Goods Producing	130.6	129.5	115.0	93.0	82.6	80.0	82.3	86.7	99.3	102.9
Mining and Logging	0.3	0.4	0.3	0.2	0.2	0.2	0.2	0.2	0.3	0.3
Construction	86.7	85.0	72.4	54.7	45.1	42.2	44.4	48.5	58.7	61.3
Manufacturing	43.6	44.1	42.3	38.1	37.3	37.6	37.7	38.0	40.3	41.3
Service Providing	946.8	965.3	961.4	916.6	933.2	928.7	945.2	999.3	1,045.9	1,080.4
Trade, Transportation, & Utilities	198.4	204.0	200.8	186.0	184.4	186.8	191.2	207.6	225.1	231.8
Information	28.0	26.8	26.3	25.1	23.6	23.4	23.9	23.5	24.6	24.4
Financial	66.3	67.8	66.5	63.1	63.9	65.2	64.9	69.2	72.6	74.7
Professional & Business Services	191.8	187.0	182.7	169.1	165.4	160.3	163.9	177.9	187.6	195.5
Education & Health Services	107.0	112.7	116.4	117.7	122.3	123.9	126.1	135.9	138.6	140.6
Leisure & Hospitality	188.2	193.6	199.6	190.4	204.1	204.6	210.3	221.2	239.4	252.0
Other Services	52.5	55.8	51.4	48.3	47.8	47.6	47.3	44.6	37.9	38.7
Government	114.5	117.6	117.7	117.0	117.0	116.9	117.6	119.4	120.1	122.7
Total	<u>1,077.4</u>	<u>1,094.8</u>	<u>1,076.4</u>	<u>1,009.6</u>	<u>1,015.8</u>	<u>1,008.7</u>	<u>1,027.5</u>	<u>1,086.0</u>	<u>1,145.2</u>	<u>1,183.3</u>

Source: Florida Department of Economic Opportunity, Labor Market Statistics, Current Employment Statistics (<http://www.floridajobs.org/labor-market-information/data-centers/statistical-programs/current-employment-statistics>).

TABLE 8
ORLANDO MSA
COMPARISON OF UNEMPLOYMENT RATES
(Percentage)

<u>Calendar Year</u>	<u>Orlando Metropolitan Area</u>	<u>Florida</u>	<u>United States</u>
2006	3.2	3.2	4.6
2007	3.9	4.0	4.6
2008	6.1	6.3	5.8
2009	10.5	10.4	9.3
2010	11.1	11.1	9.6
2011	10.1	10.0	8.9
2012	8.5	8.5	8.1
2013	7.0	7.3	7.4
2014	5.9	6.3	6.2
2015	5.4	5.4	5.3

Source: Florida Agency for Workforce Innovation, Labor Market Statistics, Local Area Unemployment Statistics (<http://www.floridajobs.org/labor-market-information/data-center/statistical-programs/local-area-unemployments>). Data shown is the average unemployment rate for the corresponding calendar year.

TRANSPORTATION

The terminal facility at Orlando International Airport (OIA) opened at its present location in 1981. The airport currently has four parallel runways (three of which can be used concurrently) and covers over 13,000 acres (23 square miles), which makes OIA the third largest airport in the United States. In 2000, the airport's fourth airside terminal was opened. For the 12-month period ended November 2015, OIA served 38.5 million passengers. The airport has 93 jet gates, a 6.5 million square foot terminal with retail, restaurants, the 445-room Hyatt Hotel and 42,000 square feet of convention/meeting space. A total of 9,300 garage parking spaces are located in the terminal area as well as rental car and commercial ground transportation facilities and there are over 11,300 economy parking lot spaces available.

In 2015, the airport was served by 41 airlines. As of January 2015, OIA has direct service to 81 U.S. destinations and 44 international destinations, making it the 14th largest airport in the United States and the 41st largest in the world. The airport authority continues to implement capacity projects to meet projected demand. OIA added a fourth runway (third concurrent) that opened in December 2003. OIA projects the airport will handle 53 million passengers annually by 2021.

The Orlando area is crisscrossed by the Florida Turnpike and Interstate 4. Currently the \$2.3 billion I-4 expansion project is in progress and consists of phased construction projects including the addition of general use lanes, High Occupancy Vehicle (HOV) lanes and interchange improvements. These improvements began construction in 2000 and will be completed throughout a 20-year period. The Martin Andersen Beachline Expressway (State Road 528) links the east coast beaches with Interstate 4 and the Florida Turnpike. State Road 408 (formerly the Holland East-West Expressway) expedites traffic through the City of Orlando and to outlying cities and counties.

Concurrent planning and development is now underway for a beltway road system around the Orlando area. More than three quarters of the beltway, called the Central Florida Greenway and Western Beltway, is now in use. The regional 20-year cost feasibility plan calls for light rail to connect Seminole, Orange and Osceola counties with the City of Orlando. In addition, the initial segment of SunRail, a commuter light rail system (as described below), has been completed.

The Orlando MSA is served by over 120 carrier truck lines, parcel delivery and package express services, most of which have local terminals. The Orlando area is fast becoming a staging point for Florida freight movements – nearly two thirds of all of Florida's north/south flows are to, from or through Orlando.

Greyhound Bus Lines offers charter, express and passenger services. CSX Transportation provides freight service with an average of 16 trains per day passing through Orlando. Rail passenger stations in the Orlando area are the busiest in the southeast. Amtrak operates four trips per day through the Orlando metropolitan area.

The City, together with the Florida Department of Transportation and Orange, Osceola, Seminole and Volusia Counties (the "Local Government Partners") developed plans for the acquisition, construction and operation of a commuter rail system serving portions of Central Florida ("SunRail"). The first 31-mile segment of SunRail (between DeBary and Sand Lake Road in Orange County) construction is complete and began operations in May of 2014. This first segment includes stations at DeBary/Fort Florida Road; Sanford/SR 46, Lake Mary, Longwood, Altamonte Springs, Maitland, Winter Park/Park Avenue, Florida Hospital, LYNX Central Station, Church Street, Orlando Amtrak/ORMC and Sand Lake Road. The second segment has been divided into two sub-phases: Phase 2 South will extend SunRail service to stations at Meadow Woods, Osceola Parkway, Kissimmee Amtrak and Poinciana Industrial Park, and is expected to be operational by 2017. Phase 2 North will extend SunRail service to a new northern terminus at the DeLand Amtrak station. The Phase 2 North timeline has yet to be determined.

APPENDIX C

**STATE OF FLORIDA GENERAL PURPOSE FINANCIAL STATEMENTS FOR
FISCAL YEAR ENDED JUNE 30, 2015**

State of Florida
FINANCIAL INFORMATION

The portion of the State of Florida Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2015 meeting the minimum requirements for general purpose financial statement, including the Introductory Section through the Required Supplementary Information follows herein. The remainder of the Report as indicated in the Table of Contents, including Combining and Individual Fund Statements and Schedules - Nonmajor Funds and Statistical and Economic Data is not provided herewith, but is available upon request from the Office of the Chief Financial Officer, Attn: Statewide Financial Reporting Section at 200 East Gaines Street, Tallahassee, FL 32399-0354 or at www.fldfs.com/aadir/statewide_financial_reporting/index.htm.



FLORIDA COMPREHENSIVE ANNUAL FINANCIAL REPORT

Fiscal year ended June 30, 2015

JEFF ATWATER CHIEF FINANCIAL OFFICER
FLORIDA DEPARTMENT OF FINANCIAL SERVICES

ACKNOWLEDGEMENTS

The Florida Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2015 was prepared by:

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SPECIAL APPRECIATION

Special appreciation is given to all fiscal and accounting personnel throughout the State of Florida who contributed financial information for their agencies and component units.

The report cover was designed by the Publications Unit, Division of Administration, Department of Financial Services.

STATE OF FLORIDA

COMPREHENSIVE ANNUAL FINANCIAL REPORT

Fiscal Year Ended June 30, 2015



Rick Scott
GOVERNOR

Jeff Atwater
CHIEF FINANCIAL OFFICER

FLORIDA DEPARTMENT OF FINANCIAL SERVICES

This document and related information is available via the
Florida Department of Financial Services' homepage at:
www.myfloridacfo.com

COMPREHENSIVE ANNUAL FINANCIAL REPORT

FISCAL YEAR ENDED JUNE 30, 2015

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INTRODUCTORY SECTION



CHIEF FINANCIAL OFFICER
JEFF ATWATER
STATE OF FLORIDA

February 26, 2016

Citizens of the State of Florida
The Honorable Rick Scott, Governor
The Honorable Andy Gardiner, President of the Senate
The Honorable Steve Crisafulli, Speaker of the House of Representatives

To the Citizens of Florida, Governor Scott, President Gardiner, and Speaker Crisafulli:

I am pleased to submit the State of Florida's Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2015, in accordance with Section 216.102(3), Florida Statutes (F.S.). This report is prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board.

Management assumes full responsibility for the completeness and reliability of the information contained in this report based upon a comprehensive framework of internal control. The objective of internal control is to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatements. The concept of reasonable assurance ensures that the costs do not exceed the benefits derived.

The Auditor General has issued an opinion on the state's financial statements for the fiscal year ended June 30, 2015. The independent auditor's report is located at the front of the financial section of this report.

Management's Discussion and Analysis (MD&A) immediately follows the independent auditor's report and provides a narrative introduction, overview, and analysis of the basic financial statements. The MD&A complements this letter of transmittal and should be read in conjunction with it.

PROFILE OF THE STATE

Florida's Constitution divides the governmental structure of the state into three independent branches. The Legislative Branch has exclusive lawmaking power for the state. The Executive Branch, consisting of the Governor, Cabinet, and their agencies, administers the laws made by the Legislature. The Governor shares executive power and responsibility with the Cabinet, which is composed of the Attorney General, Chief Financial Officer, and Commissioner of Agriculture. The Judicial Branch interprets the law and applies the Constitution. The organizational chart following this letter provides an overview of the state's structure. Florida's government provides a range of services to its citizens including education, health and family services, transportation, public safety, law and corrections, natural resources and environmental protection.

The financial reporting entity of the state includes the primary government as well as component units for which the state is either financially accountable or a relationship exists with the state such that exclusion would cause the financial statements to be misleading. Refer to Note 1 to the financial statements for a listing of Florida's component units and the Financial Section of the report to obtain an overview of their financial positions.

Florida's budget is prepared using the processes set forth in Chapter 216, F.S. The major phases of the budget process are detailed in the Other Required Supplementary Information Section of this report. Florida law strictly prohibits overspending and requires budgetary control to be maintained at the individual appropriation account level.

ECONOMIC CONDITION

Florida marked the conclusion of its sixth year of positive growth in general fund collections in June 2015. This milestone followed three consecutive years of declines during the Great Recession and indicated that the state was nearing the end of its long recovery phase. The state's Economic Estimating Conference confirmed in mid-December that Florida's economy is continuing to improve as expected—with a decided boost from lower fuel prices. Barring significant spillover effects from the weak global economy and the strong dollar, the Conference expects that the growth in Florida will continue—allowing more normal economic and fiscal patterns to emerge sometime during the 2016-17 fiscal year.

Meanwhile, Florida's population growth and other key indicators generally continue to improve. Florida's real Gross Domestic Product in 2014 showed that the state's economic growth remained in positive territory, surpassing the state's revised 2013 growth rate and moving Florida above the national average for the second year in a row. This rate of growth enabled a state ranking of 11th in the nation. Newly released data for the second quarter (GDP for 2015:Q2) ranked Florida sixth in the nation in real growth. On the more real-time measure of

personal income, the calendar year results were similar: Florida ended 2014 with 4.6 percent growth over 2013—above the national growth rate of 3.9 percent and ranking 11th among all states. This was an improved ranking from the prior year when Florida was 13th. However, the latest data may provide a note of caution to the most recently adopted forecast. Florida's pace for the third quarter of 2015 (2015:Q3) slowed relative to the second quarter. Even though personal income grew in every state, Florida grew below the national average of 1.3 percent, recording growth of 1.2 percent and ranking 37th in the country. The forecast for 2015-2016 assumes Florida's personal income will reach \$911.9 billion, with 4.7 percent growth over the prior year. Underpinning the projected growth in personal income is continued population growth; these projections were slightly strengthened in early December. In addition, new vehicle registrations and tourist visits continue to contribute strongly to Florida's economic recovery. In response to all of this, the state's revenue collections are expected to grow over the prior year.

The level of employment in Florida continues to improve from the low levels of the Great Recession. For the third quarter of the 2015 calendar year, total non-farm employment stood at 8.1 million jobs. The forecast indicates that non-farm employment will add approximately 232 thousand jobs during the course of the 2015-16 fiscal year, representing a 2.9 percent increase over the prior fiscal year. According to the preliminary data for November 2015 relative to November 2014, the fiscal year estimate will likely be exceeded. Similar to the job creation numbers, Florida's unemployment rate has also shown improvement over the last year and equaled the national rate of 5.0 percent in November. Most importantly, there are significant indications that the improvements will be sustainable. Among all unemployed, the share of those reentering the labor force increased from 27.4 percent in November 2014 to 30.0 percent in November 2015.

Typical economic recoveries are led by increases in lending and housing construction. Since the housing and credit markets are still sluggish compared to the years leading up to the Housing Boom, Florida's employment recovery has largely been coming from sectors other than the construction-related areas.

While it is building from very low levels, the construction sector is continuing to improve. Single-Family building permit activity, an indicator of new construction, is back in positive territory, showing strong growth in both the 2012 and 2013 calendar years (32.3 percent and 31.3 percent, respectively). Despite the strong percentage growth in both years, the level is still low by historic standards, and final data for the 2014 calendar year reveals significantly slowing (but still positive) activity—posting only 1.6 percent growth over the prior year. However, calendar year-to-date activity through November 2015 is running well above last year for the same period; single family data is higher (+14.61 percent) than last year's data at the same point in time. The latest forecast calls for continuing improvement in starts, reaching annual rates of 68.8 thousand units in state fiscal year 2015-16 and 85.1 thousand units in state fiscal year 2016-17. To put these numbers in perspective, the peak year for starts was 2005-06 at nearly 272 thousand units.

The Legislative Office of Economic and Demographic Research (EDR) feels the protracted housing market correction, discounted home prices, bubble of foreclosures still working its way through the courts, and rising interest rates will remain the predominant in-state drags on Florida's economy in the near-term. While the outlook for foreclosures has significantly improved (the incoming pipeline has narrowed over the past two years), meaningful improvement in the housing market will lag behind the rest of Florida's economic recovery. Even so, the recovery in Florida is well underway. The subsequent turnaround in Florida housing is being led by: relatively low home prices that are attracting new buyers and clearing the inventory; the slow release of pent-up demand caused by past population growth and stalled household formation; and, Florida's unique demographics and the aging of the baby-boom generation which will fuel future population growth.

As updated by EDR for recent conferences, the constitutionally required Long-Range Financial Outlook indicates that a budget gap is unlikely in the upcoming budget year, meaning that projected revenues are sufficient to address anticipated expenditures. The Long-Range Financial Outlook also identifies potential obligations of the Florida Hurricane Catastrophe Fund and Citizens Property Insurance Corporation as significant risks to the forecast. Refer to Note 14 to the financial statements for additional information related to the state's insurance enterprises.

ACKNOWLEDGEMENTS

Preparation of the CAFR requires a significant investment of time and resources of fiscal and accounting personnel throughout the state. We appreciate all the contributions made to this effort.

Sincerely,



Jeff Atwater
Chief Financial Officer

JA:pjb



⁽¹⁾Chapter 2014-221, Laws of Florida, transferred the Agency for Enterprise Information Technology to the Agency for State Technology within the Department of Management Services effective July 1, 2014.

FINANCIAL SECTION



Sherrill F. Norman, CPA
Auditor General

AUDITOR GENERAL STATE OF FLORIDA

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The President of the Senate, the Speaker of the
House of Representatives, and the
Legislative Auditing Committee

INDEPENDENT AUDITOR'S REPORT

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 Florida, as of and for the fiscal year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the State's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

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 Prepaid College Program Fund, which is a major enterprise fund and represents 32 percent and 9 percent, respectively, of the assets and revenues of the business-type activities.
- The Florida Turnpike System, which represents 87 percent and 90 percent, respectively, of the assets and revenues of the Transportation major enterprise fund.
- The Hurricane Catastrophe Fund, which is a major enterprise fund and represents 31 percent and 15 percent, respectively, of the assets and revenues of the business-type activities.
- The College Savings Plan and the trust fund maintained by the State Board of Administration to account for the investments of the Public Employee Optional Retirement Program, which collectively represent 5 percent of the assets and 4 percent of the additions of the aggregate

remaining fund information.

- The Florida Retirement System Trust Fund maintained by the State Board of Administration to account for the assets and investment income of the Florida Retirement System Defined Benefit Pension Plan which represent 93 percent and 47 percent, respectively, of the assets and additions of the Pension and Other Employee Benefits Trust Funds.
- The Florida Finance Housing Corporation, Citizens Property Insurance Corporation, component units related to the State's universities and colleges, and certain other funds and entities that, in the aggregate, represent 67 percent and 35 percent, respectively, of the assets and revenues of the discretely presented component units.

Financial statements for the above-listed funds and entities were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for these funds and entities, are based solely on the reports of the 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 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 opinions.

Opinions

In our opinion, based on 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 Florida, as of June 30, 2015, and the respective changes in financial position and, where applicable, cash flows thereof for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Notes 1.I. and 6. to the financial statements, the State implemented Governmental Accounting Standards Board (GASB) Statement No. 68, *Accounting and Financial Reporting for Pensions*, an amendment of GASB Statement No. 27, which is a change in accounting principle that requires an employer participating in a cost-sharing multiple-employer defined benefit pension plan to report the employer's proportionate share of the net pension liability of the defined benefit pension plan.

This affects the comparability of amounts reported in the 2014-15 fiscal year with the amounts reported for the 2013-14 fiscal year. Our opinion is not modified with respect to this matter.

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 14 through 19, and the budgetary information, the funding and contribution information for pension and other postemployment benefits, and information on infrastructure using the modified approach, on pages 156 through 169, be presented to supplement the basic financial statements. Such information, although not a required 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 and other auditors 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.

Supplementary and Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the State's basic financial statements. The Introductory Section, on pages 6 through 8, and the combining and individual fund statements and related budgetary comparison schedules and the Statistical Section, on pages 173 through 285, are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The combining and individual fund statements and related budgetary comparison schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. The combining and individual fund statements and related budgetary comparison schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America by us and other auditors. In our opinion, based on our audit, the procedures performed as described above, and the reports of the other auditors, the combining and individual fund statements and related budgetary comparison schedules are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The Introductory Section and the Statistical Section have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 26, 2016, on our consideration of the State's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, administrative rules, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the State's internal control over financial reporting and compliance. That report will be included as part of our separately issued report entitled *State of Florida Compliance and Internal Controls Over Financial Reporting and Federal Awards*.

Respectfully submitted,

A handwritten signature in blue ink that reads "Sherrill F. Norman". The signature is fluid and cursive, with the first name "Sherrill" and last name "Norman" clearly legible, and "F." as a small initial between them.

Sherrill F. Norman, CPA
Tallahassee, Florida
February 26, 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS

The information contained in the Management's Discussion and Analysis (MD&A) introduces the basic financial statements and provides an analytical overview of the State of Florida's (the state's) financial activities and performance for the fiscal year ended June 30, 2015 (fiscal year 2014-15). Please read the MD&A in conjunction with the state's financial statements that are presented in the Financial Section of this Comprehensive Annual Financial Report (CAFR).

Financial Statements Overview

The state's basic financial statements are comprised of the following elements:

Government-wide Financial Statements

Government-wide financial statements provide both long-term and short-term information about the state's overall financial condition. Changes in the state's financial position may be measured over time by increases and decreases in the Statement of Net Position. Information on how the state's net position changed during the fiscal year is presented in the Statement of Activities. Financial information for the state's component units is also presented.

Fund Financial Statements

Fund financial statements for governmental and proprietary funds focus on individual parts of the state, reporting the state's operations in more detail than the government-wide financial statements. Fund financial statements for fiduciary funds are also included to provide financial information related to the state's fiduciary activities.

Notes to the Financial Statements

Notes to the financial statements provide additional information that is essential to the full understanding of the government-wide and fund financial statements. Refer to Note 1 to the financial statements for more information on the elements of the financial statements. Table 1 below summarizes the major features of the basic financial statements.

Table 1: Major Features of the Basic Financial Statements

	Government-wide Financial Statements	Fund Financial Statements		
		Governmental Funds	Proprietary Funds	Fiduciary Funds
Scope	Entire state government (except fiduciary funds) and the state's component units	Activities of the state that are not proprietary or fiduciary	Activities of the state that are operated similar to private businesses	Instances in which the state is the trustee or agent for someone else's resources
Required financial statements	<ul style="list-style-type: none"> Statement of net position Statement of activities 	<ul style="list-style-type: none"> Balance sheet Statement of revenues, expenditures, and changes in fund balances 	<ul style="list-style-type: none"> Statement of net position Statement of revenues, expenses, and changes in net position Statement of cash flows 	<ul style="list-style-type: none"> Statement of fiduciary net position Statement of changes in fiduciary net position
Accounting basis and measurement focus	Accrual accounting and economic resources focus	Modified accrual accounting and current financial resources focus	Accrual accounting and economic resources focus	Accrual accounting and economic resources focus
Type of asset, liability, and deferred outflow/inflow information	<ul style="list-style-type: none"> All assets and liabilities, both financial and capital, and short-term and long-term All deferred outflows and deferred inflows of resources 	<ul style="list-style-type: none"> Only assets expected to be used up and liabilities that come due during the year or soon thereafter; no capital assets included All deferred outflows and deferred inflows of resources 	<ul style="list-style-type: none"> All assets and liabilities, both financial and capital, and short-term and long-term All deferred outflows and deferred inflows of resources 	<ul style="list-style-type: none"> All assets and liabilities, both financial and capital, and short-term and long-term All deferred outflows and deferred inflows of resources
Type of inflow/outflow information	All revenues and expenses during the year, regardless of when cash is received or paid	<ul style="list-style-type: none"> Revenues for which cash is received during or soon after the end of the year Expenditures when goods or services have been received and payment is due during the year or soon thereafter 	All revenues and expenses during the year, regardless of when cash is received or paid	All revenues and expenses during the year, regardless of when cash is received or paid

Condensed Government-wide Financial Statements and Overall Financial Analysis

Statement of Net Position

Table 2 below presents the state's Condensed Statement of Net Position as of June 30, 2015, and 2014, derived from the government-wide Statement of Net Position. The state's net position at the close of the fiscal year was \$60.5 billion for governmental activities and \$24.8 billion for business-type activities which was a combined total of \$85.3 billion for the primary government. The three components of net position include net investments in capital assets; restricted; and unrestricted. The largest component, totaling \$71.5 billion as of June 30, 2015, reflects net investments in capital assets. The state uses these capital assets to provide services to the citizens and businesses in the state; consequently, this component of net position is not available for future spending. Restricted net position is the next largest component, totaling \$25.3 billion as of June 30, 2015. Restricted net position represents resources that are subject to external restrictions, constitutional provisions, or enabling legislation on how they can be used.

Governmental activities reflect a negative or deficit fund balance in unrestricted net position of \$12.4 billion at June 30, 2015. This deficit primarily results from education-related bonds for which the state is responsible for the liability while the related assets are owned by local school districts and are therefore not included in the state's financial statements. Refer to Note 8 to the financial statements, Governmental Activities – Unrestricted Net Position Deficit, for more information.

Business-type activities reflect a restricted net position of \$16.3 billion at June 30, 2015, an increase of \$1.9 billion over the prior year. The increase in the restricted net position over that reported in prior years is explained in the Major Fund Analysis, Proprietary Funds section that follows.

Table 2: Condensed Statement of Net Position
As of June 30
(in millions)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2015	2014	2015	2014	2015	2014
Current and other assets	\$ 24,826	\$ 26,504	\$ 33,175	\$ 33,196	\$ 58,001	\$ 59,700
Capital assets, net	69,624	67,254	10,873	10,193	80,497	77,447
Total assets	94,450	93,758	44,048	43,389	138,498	137,147
Total deferred outflows of resources	1,098	121	58	41	1,156	162
Other liabilities	3,377	8,142	2,220	5,054	5,597	13,196
Noncurrent liabilities	29,772	24,511	16,927	16,074	46,699	40,585
Total liabilities	33,149	32,653	19,147	21,128	52,296	53,781
Total deferred inflows of resources	1,874	4	173	145	2,047	149
Net position:						
Net investments in capital						
assets	63,937	61,728	7,544	6,790	71,481	68,518
Restricted	8,958	9,268	16,348	14,416	25,306	23,684
Unrestricted	(12,370)	(9,774)	894	951	(11,476)	(8,823)
Total net position	\$ 60,525	\$ 61,222	\$ 24,786	\$ 22,157	\$ 85,311	\$ 83,379

Statement of Activities

Table 3 presents the state's Condensed Statement of Activities for fiscal year 2014-15 and fiscal year 2013-14, as derived from the government-wide Statement of Activities. Over time, increases and decreases in the net position measure whether the state's financial position is improving or deteriorating. The state's total net position (before reducing beginning net position due to \$3.7 billion of prior period adjustments primarily due to the implementation of new pension standards) increased during the fiscal year by \$5.6 billion. The net position of governmental activities increased by \$3.1 billion, and the net position of business-type activities increased by \$2.5 billion. The majority of the increase in total program expenses for governmental activities relates to a \$1.3 billion increase in Human Services expenses and a \$394 million increase in General Government expenses, while the largest increase in business-type activities expenses is the \$808 million increase in Prepaid College Program expenses. Refer to the Major Fund Analysis section for information regarding the overall increase in revenues from governmental activities.

Table 3: Condensed Statement of Activities
For the Fiscal Year Ended June 30
(in millions)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2015	2014	2015	2014	2015	2014
Revenues						
Program revenues						
Charges for services	\$ 8,501	\$ 8,461	\$ 10,238	\$ 10,844	\$ 18,739	\$ 19,305
Operating grants and contributions	26,000	26,961	36	433	26,036	27,394
Capital grants and contributions	2,229	2,471	3	20	2,232	2,491
Total program revenues	36,730	37,893	10,277	11,297	47,007	49,190
General revenues and payments						
Sales and use tax	22,917	21,256	.....	.....	22,917	21,256
Other taxes	13,305	12,452	.....	.....	13,305	12,452
Investment earnings (loss)	139	347	2	4	141	351
Emergency assessments	.....	.....	257	499	257	499
Miscellaneous	.....	.....	4	1	4	1
Total general revenues and payments	36,361	34,055	263	504	36,624	34,559
Total revenues	73,091	71,948	10,540	11,801	83,631	83,749
Program expenses						
General government	6,451	6,057	.....	.....	6,451	6,057
Education	19,643	19,316	.....	.....	19,643	19,316
Human services	34,303	32,972	.....	.....	34,303	32,972
Criminal justice and corrections	3,863	3,847	.....	.....	3,863	3,847
Natural resources and environment	2,537	2,498	.....	.....	2,537	2,498
Transportation	4,032	3,851	471	392	4,503	4,243
State courts	480	487	.....	.....	480	487
Lottery	.....	.....	4,116	3,905	4,116	3,905
Hurricane Catastrophe Fund	.....	.....	91	(90)	91	(90)
Prepaid College Program	.....	.....	760	(48)	760	(48)
Reemployment Assistance	.....	.....	664	1,449	664	1,449
Nonmajor enterprise funds	.....	.....	323	314	323	314
Indirect interest on long-term debt	141	6	.....	.....	141	6
Total program expenses	71,450	69,034	6,425	5,922	77,875	74,956
Excess (deficiency) before gain (loss) and transfers	1,641	2,914	4,115	5,879	5,756	8,793
Gain (loss) on sale of capital assets	(94)	(37)	(13)	(3)	(107)	(40)
Transfers	1,568	997	(1,568)	(997)	.....	.....
Change in net position	3,115	3,874	2,534	4,879	5,649	8,753
Beginning net position, as restated (Note 1)	57,410	57,348	22,252	17,278	79,662	74,626
Ending net position	\$ 60,525	\$ 61,222	\$ 24,786	\$ 22,157	\$ 85,311	\$ 83,379

Major Fund Analysis

Governmental Funds

The state's governmental funds reported a combined ending fund balance of \$17.3 billion at June 30, 2015, a \$96 million or 0.6 percent growth from the prior year. Revenues increased by \$2.3 billion or 3.2 percent, other financing sources and uses decreased by \$396 million or 17.2 percent, and expenditures increased by \$3.3 billion or 4.6 percent. Overall increases in revenues and expenditures were primarily attributable to a rise in tax revenues and an increase in bond proceeds.

Health and Family Services – The fund balance at June 30, 2015, totaled \$1.3 billion, a decrease of \$329 million or 19.7 percent. The fund's major asset and liability accounts – receivables, net and claims payable – also experienced decreases of \$1.1 billion or 42.7 percent, and \$651 million or 54.8 percent, respectively. Revenues and other financing sources increased by \$324 million or 1.2 percent, while expenditures and other financing uses increased \$682 million or 2.6 percent. Overall changes in the fund were predominantly related to the state's move from a fee-for-service to managed care system of health care for the State's Medicaid program.

Proprietary Funds

The state's proprietary funds report combined ending net position of \$24.8 billion at June 30, 2015, of which \$7.5 billion is the net investment in capital assets, and \$16.3 billion is restricted for specific purposes. The remaining \$894 million was unrestricted and available for purposes of the various funds. Information is provided below regarding major funds with significant variances relative to the prior year.

Reemployment Assistance – This fund reports a net position of \$2.8 billion at June 30, 2015, an increase of \$753 million or 36.8 percent. Revenues decreased by \$504 million or 27.0 percent while expenses declined by \$785 million or 54.2 percent. Revenues decreased as a result of the reduction of federal funds to cover the Federal Extended Unemployment Compensation program that ended in the prior fiscal year. The reduction in expenses is due to a significant decrease in benefit payments relative to the prior year as the economy and unemployment rate in Florida improved.

Prepaid College Program – The net position at June 30, 2015, totaled \$1.5 billion, a decrease of \$284 million or 15.9 percent. Revenues decreased by \$438 million while expenses increased by \$808 million. The decline in revenues was primarily due to a decrease in fair value of fixed income investments, while expenses increased primarily due to a change in actuarial determination of the present value of fixed income investments.

General Fund Budget Variances

Budgeted expenditures are based on revenues estimated by the Revenue Estimating Conference and other sources. Original expenditures are budgeted for less than total expected available resources. There was a \$424 million increase between the original and final estimated revenues. Final budgeted total expenditures increased by \$492 million from the original budget. Variances between the original and final budget or between the final budgeted and actual amounts are not expected to significantly affect future services or liquidity. For additional information on the budget variances, refer to the Budgetary Comparison Schedule for the General Fund in the Other Required Supplementary Information section of the CAFR.

Capital Asset and Long-term Debt Activity

Capital Asset Activity

At June 30, 2015, the state reported \$69.6 billion in net capital assets for governmental activities and \$10.9 billion in net capital assets for business-type activities. Net capital assets for governmental and business-type activities increased from fiscal year 2013-14 to fiscal year 2014-15 by approximately 3.9 percent. The increase is primarily due to the capitalization of construction costs for infrastructure projects. Capitalized infrastructure projects include additions to and/or enhancements of roadways and bridges on the state's highway system. Construction commitments by the Florida Department of Transportation were approximately \$12.1 billion. Construction commitments by other state agencies for major projects including office buildings and correctional facilities increased by \$31 million compared to the prior year. Refer to Note 5 to the financial statements for information on capital assets and Note 7 to the financial statements for information on construction commitments.

Long-term Debt Activity

Total bonded debt outstanding decreased by \$2.5 billion, or approximately 10.0 percent, from the prior fiscal year to a total of \$22.2 billion at June 30, 2015 due to scheduled amortization and debt service payments. The majority of the outstanding bonded debt serves to finance educational facilities (\$13.3 billion), the Florida Hurricane Catastrophe Fund (\$2.0 billion) and transportation (\$4.7 billion). New and refinanced bonded debt issues for 2015 totaled \$2.3 billion. Public-private partnership

contracts outstanding decreased from the prior year by \$76 million or 2.9 percent to a total of \$2.6 billion. The annual debt service requirements increased from \$1.9 billion in 2014 to \$2.0 billion in 2015 due to refinement of how Public-Private Partnership obligations are reflected in outstanding debt. Fiscal year 2015-16 debt service is expected to remain about \$2.0 billion before increasing to approximately \$2.3 billion in 2018 due to payments on the I-4 Ultimate Project. Another significant change to the long-term liabilities of the State included a \$942 million decrease in claims payable which was predominantly related to the state's move from a fee-for-service to managed care system of health care for the State's Medicaid program.

Pursuant to the provisions of Governmental Accounting Standards Board Statement No. 68 – *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*, the State of Florida recorded \$3 billion in pension liabilities for the defined benefit plans it administers for the fiscal year ended June 30, 2015. The \$3 billion includes the State's proportionate share of the liability for the Florida Retirement System Pension Plan, the Retiree Health Insurance Subsidy Program, and the Florida National Guard Supplemental Retirement Benefit Plan. (See Note 6 to the Financial Statements for further information.)

The state maintained its credit ratings during the past year. During the fiscal year ended June 30, 2015, the three major rating agencies, Standard & Poor's Rating Services, Fitch Ratings, and Moody's Investors Service each affirmed the State's AAA, AAA, and Aa1 general obligation ratings and stable outlook, respectively. The State's benchmark debt ratio of debt service to revenues remained the same at 5.6 percent and under the 6 percent target. The benchmark debt ratio is projected to remain under the 6% target throughout the 10-year projection period but is dependent upon continued revenue growth.

Section 11 of Article VII of the State Constitution authorizes the state to issue general obligation bonds or revenue bonds to finance or refinance fixed capital outlay projects authorized by law. General obligation bonds are secured by the full faith and credit of the state and payable from specified taxes. Revenue bonds are payable solely from specified revenues. The responsibility to issue most state bonds rests with the Division of Bond Finance of the State Board of Administration. However, certain quasi-governmental entities also incur debt and are reported as part of the primary government. See the *State of Florida 2015 Debt Affordability Report* for more detailed information about the state's debt position. The report can be found at www.sbafla.com/bondfinance or by contacting the Division of Bond Finance, 1801 Hermitage Boulevard, Suite 200, Tallahassee, Florida 32308, (850) 488-4782. Additional information on long-term debt is also found in Notes 8, 9, and 10 to the financial statements and the Statistical Section of this report.

Infrastructure Accounted for Using the Modified Approach

The state elected to use the modified approach to account for roadways, bridges, and other infrastructure assets of the State Highway System. Under this approach, the Florida Department of Transportation (FDOT) committed to maintain these assets at levels established by FDOT and approved by the Florida Legislature. No depreciation expense is reported for these assets, nor are amounts capitalized in connection with improvements that lengthen the lives of such assets, unless the improvements also increase their service potential. FDOT maintains an inventory of these assets and performs periodic assessments to establish that predetermined condition levels are being maintained. The condition assessments performed during fiscal year 2014-15 show that the roadways and bridges of the State Highway System are being maintained at or near FDOT standards. These condition assessments were consistent with condition assessments conducted during past years. In addition, FDOT makes annual estimates of the amounts that must be expended to maintain the roadways and bridges included on the State Highway System at the predetermined condition levels. These estimates are based on the FDOT five-year plan that is revised as projects are added, deleted, adjusted, or postponed. Refer to the Other Required Supplementary Information of the CAFR for information on FDOT's established condition standards, recent condition assessments, and other information on infrastructure reported on the modified approach.

Economic Factors

General fund tax collections for the fiscal year ended June 30, 2015, were 7.7 percent higher than the prior fiscal year. While this percentage is markedly improved from the reported 5.0 percent for the prior year, the growth rates for fiscal year 2012-13 and fiscal year 2013-14 were both distorted by the receipt of the \$200.1 million deposit from the National Mortgage Settlement Agreement in fiscal year 2012-13. After adjusting for this deposit, the underlying growth rates were 6.3 percent and 4.7 percent, respectively, and the rate for fiscal year 2014-15 falls more in line with the type of growth experienced since the outright decline in receipts during the Great Recession. Nearly all of the increase in receipts came from gains in the Sales Tax collections that support the general fund. Total sales tax revenue — the state's primary source of general revenue — grew a robust 8.1 percent from fiscal year 2013-14 to fiscal year 2014-15. It has been nine years since that rate of growth has been seen for this source. As the economic recovery continued to pick up momentum with strong gains in the state's Gross Domestic Product and personal income relative to other states, signs of an economy nearing full recovery were clear in the widespread improvement across all areas of sales tax collections (nondurables, tourism and recreation, autos and accessories, other durables, building investment and business investment). At the end of the year, general fund collections had surpassed the prior peak in fiscal year 2005-06 for the first time since then.

Several revenue sources have continued to track the ebb and flow of the state's overall economic conditions. Among them, documentary stamp and intangibles tax collections predominantly rely on activity in the state's real estate market. Since the end of the housing boom in 2005-06, Florida's sizable inventory of unsold homes, discounted home prices, and towering foreclosures have hindered a return to normal conditions in the real-estate market. Nine years since the boom's height, this is still true, although conditions continue to improve. For statewide existing home sales and the median sales price for existing homes, the direction has been positive with both sources exhibiting healthy percentage gains over the prior year, registering 13.5 percent and 7.7 percent growth, respectively. The picture also solidified for private housing starts and construction expenditures, allowing total documentary stamp taxes to grow 17.0 percent. This growth brought documentary stamp taxes to 52.3 percent of their prior peak. Reflecting a slightly different aspect of the market, the intangibles tax, which entirely benefits the general fund, regained its footing as refinancing activity firmed, posting a 20.0 percent increase over the prior year. Across the two sources, the collection levels are still low by historic standards, distorting the magnitude of percentage changes.

National corporate profits continued to be in record-breaking territory in fiscal year 2014-15, the state's corporate income tax collections followed suit. Still below peak collections, corporate income tax receipts net of refunds posted 9.5 percent growth to achieve 94.7 percent of the previous high. About two-thirds of the state's general revenue sources posted gains over the prior year. Of the few sources losing ground over the year, several were related to planned tax law changes enacted by the 2015 Legislature. At the end of the 2014-15 state fiscal year, total general fund collections were \$195.2 million over the estimate made by the state's Revenue Estimating Conference in March 2015, helping to produce the strong growth rate described above. Further, the general fund sources collectively outperformed the class of total revenue for the state. Including federal dollars, total revenue increased by 3.2 percent over this period.

When the state's Revenue Estimating Conference met in August 2015, monthly collections for the 2015-16 state fiscal year were essentially meeting the estimates made in March 2015 as adjusted for law changes. As a result, the Conference made only modest adjustments to the forecast for fiscal year 2015-16 and 2016-17. Over the two years, anticipated revenues were revised upward by \$462.3 million. The revised fiscal year 2015-16 estimate exceeds the prior year's collections by \$733.0 million (or 2.6 percent). State Economists peg the new projected total for the 2015-16 fiscal year at slightly over \$28.1 billion. The revised forecast for fiscal year 2016-17 has projected growth of an additional \$1.34 billion (or 4.7 percent) over the revised fiscal year 2015-16 estimate. The growth rates for fiscal year 2017-18 and fiscal year 2018-19 were slightly increased from 4.5 to 4.8 percent and from 3.3 to 3.6 percent, respectively. Since the August Conference, cumulative fiscal year 2015-16 collections are running slightly above estimate, but well within the plus or minus 1 percent range the Conference attributes to noise by convention.

As a buffer against future financial shocks or spillover effects from global weakening, the latest General Revenue Outlook shows that there will be just over \$1.803 billion in unallocated general revenue remaining at the end of the current fiscal year. In addition, the state's major reserve for emergencies, the Budget Stabilization Fund, has a planned balance of at least \$1.353 billion on June 30, 2016. Once the fiscal year 2015-16 transfers are completed, all required repayments to the Budget Stabilization Fund will have been made for outstanding loans, and the fund cash balance will be at the highest recorded level in its history. Beginning with fiscal year 2016-17, the required constitutional transfers will resume, and the balance will increase every year. Any interest earned on the Budget Stabilization Fund accrues to the General Revenue Fund. Refer to Note 1K, for additional information on the Budget Stabilization Fund. The other source most frequently mentioned as part of the state's informal reserve system is the Lawton Chiles Endowment Fund which had a market value of \$613 million on October 31, 2015, bringing the total of all reserves to just over \$3.8 billion or nearly 13.3 percent of the state's estimated general fund collections. According to the state's Long-Range Financial Outlook adopted in September 2015, the state is not anticipating a budget gap for the upcoming fiscal year, meaning the projected revenues should meet all anticipated needs.

Contact the State's Financial Management

Questions about this report or requests for additional financial information may be addressed to:

Department of Financial Services
Bureau of Financial Reporting
Statewide Financial Reporting Section
200 East Gaines Street
Tallahassee, Florida 32399-0364
(850) 413-5511

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**FINANCIAL
SECTION:
BASIC FINANCIAL
STATEMENTS**

2015 STATE OF FLORIDA CAFR

STATEMENT OF NET POSITION
JUNE 30, 2015
(in thousands)

	Primary Government			Component
	Governmental	Business-type	Totals	Units
	Activities	Activities		
ASSETS				
Cash and cash equivalents	\$ 124,222	\$ 46,226	\$ 170,448	\$ 2,623,522
Pooled investments with State Treasury	14,422,243	3,992,483	18,414,726	3,236,352
Other investments	1,409,863	25,844,764	27,254,627	19,753,635
Receivables, net	4,414,022	805,319	5,219,341	1,957,098
Internal balances	314,595	(314,595)	.....	.....
Due from component units/primary	4,235	695	4,930	570,714
Inventories	32,126	2,905	35,031	67,913
Restricted cash and cash equivalents	.....	92,518	92,518	544,157
Restricted pooled investments with State Treasury	.....	38,284	38,284	629,024
Restricted investments	.....	899,939	899,939	5,545,070
Advances to other entities	962,347	.....	962,347	.....
Other loans and notes receivable, net	3,141,200	1,734,058	4,875,258	2,350,347
Other assets	521	32,689	33,210	853,220
Capital assets, net	69,624,346	10,873,369	80,497,715	23,060,316
Total assets	94,449,720	44,048,654	138,498,374	61,191,368
DEFERRED OUTFLOWS OF RESOURCES				
Accum. decrease in fair value - hedging derivatives	.....	.....	.....	66,631
Grants paid in advance	68,146	.....	68,146	.....
Amount deferred on refunding of debt	98,865	36,595	135,460	7,648
Pension-related items	930,764	21,205	951,969	578,397
Total deferred outflows of resources	1,097,775	57,800	1,155,575	652,676
LIABILITIES				
Accounts payable and accrued liabilities	2,077,744	483,942	2,561,686	2,740,569
Due to other governments	4,458	7,401	11,859	.....
Due to component units/primary	44,568	466	45,034	168,013
Obligations under security lending agreements	1,249,983	1,728,610	2,978,593	.....
Long-term liabilities				
Due within one year	3,693,089	1,194,943	4,888,032	3,505,758
Due in more than one year	26,078,615	15,731,960	41,810,575	13,946,645
Total liabilities	33,148,457	19,147,322	52,295,779	20,360,985
DEFERRED INFLOWS OF RESOURCES				
Deferred service concession arrangement receipts	.....	137,108	137,108	1,117
Amount deferred on refunding of debt	14,745	.....	14,745	10,758
Pension-related items	1,859,624	36,325	1,895,949	894,793
Total deferred inflows of resources	1,874,369	173,433	2,047,802	906,668
NET POSITION				
Net investments in capital assets	63,937,059	7,543,562	71,480,621	19,145,218
Restricted for				
Environment, Recreation and Conservation	2,930,848	.....	2,930,848	.....
Public Education	778,229	.....	778,229	.....
Health and Family Services	1,258,290	.....	1,258,290	.....
Transportation	2,121,855	312,992	2,434,847	.....
Nonmajor governmental funds	1,096,687	.....	1,096,687	.....
Debt service	248,102	.....	248,102	69,357
Lottery	.....	95,094	95,094	.....
Prepaid College Program	.....	1,507,552	1,507,552	.....
Hurricane Catastrophe Fund	.....	11,632,636	11,632,636	.....
Reemployment Assistance	.....	2,797,525	2,797,525	.....
Other	523,957	2,658	526,615	6,336,862
Funds held for permanent endowment				
Expendable	.....	.....	.....	793,258
Nonexpendable	.....	.....	.....	3,497,455
Unrestricted	(12,370,358)	893,680	(11,476,678)	10,734,241
Total net position	\$ 60,524,669	\$ 24,785,699	\$ 85,310,368	\$ 40,576,391

The notes to the financial statements are an integral part of this statement.

STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

	Primary Government			Component
	Governmental	Business-type	Total	Units
	Activities	Activities		
Net (expense) revenue	\$ (34,719,879)	\$ 3,851,938	\$ (30,867,941)	\$ (4,231,148)
General revenues:				
Taxes				
Sales and use tax	22,916,865	.....	22,916,865	.....
Fuel taxes	2,799,442	.....	2,799,442	.....
Corporate income tax	2,236,690	.....	2,236,690	.....
Documentary stamp tax	2,118,466	.....	2,118,466	.....
Intangible personal property tax	305,131	.....	305,131	.....
Communications service tax	1,261,598	.....	1,261,598	.....
Beverage and tobacco taxes	1,647,809	.....	1,647,809	.....
Insurance premium tax	914,710	.....	914,710	.....
Gross receipts utilities tax	779,056	.....	779,056	.....
Property taxes	.....	.....	.....	471,103
Other taxes	1,241,641	.....	1,241,641	.....
Investment earning (loss)	138,726	2,212	140,938	413,824
Gain (loss) on sale of capital assets	(94,099)	(13,238)	(107,337)	(673)
Payments from the State of Florida	.....	.....	.....	3,721,566
Emergency assessments	.....	256,884	256,884	.....
Miscellaneous	.....	4,223	4,223	655,658
Transfers	1,568,396	(1,568,396)	.....	.....
Contributions to permanent funds	.....	.....	.....	59,178
Total general revenues, transfers and contributions	37,834,431	(1,318,315)	36,516,116	5,320,656
Changes in net position	3,114,552	2,533,623	5,648,175	1,089,508
Net position - beginning, as restated (Note 1)	57,410,117	22,252,076	79,662,193	39,486,883
Net position - ending	\$ 60,524,669	\$ 24,785,699	\$ 85,310,368	\$ 40,576,391

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GOVERNMENTAL FUND FINANCIAL STATEMENTS

Major Funds

GENERAL FUND

This fund is the State's primary operating fund. It accounts for the financial resources and transactions not accounted for in other funds.

ENVIRONMENT, RECREATION AND CONSERVATION

This fund accounts for operations of various programs, such as air pollution control, water quality assurance, ecosystem management, and marine resources conservation.

PUBLIC EDUCATION

This fund includes internal reporting funds administered by the Department of Education to operate education-related programs.

HEALTH AND FAMILY SERVICES

This fund includes internal reporting funds used to operate various health and family service-related programs, such as health care, elder affairs, and public assistance.

TRANSPORTATION

This fund includes the internal reporting special revenue funds used to account for the administration of the maintenance and development of the State highway system and other transportation-related projects.

Nonmajor Funds

Nonmajor governmental funds are presented, by fund type, beginning on page 173.

2015 STATE OF FLORIDA CAFR

**BALANCE SHEET
GOVERNMENTAL FUNDS
JUNE 30, 2015
(in thousands)**

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services
ASSETS				
<u>Current assets</u>				
Cash and cash equivalents	\$ 20,521	\$ 1,466	\$	\$ 9,407
Pooled investments with State Treasury	6,097,377	1,798,584	979,441	1,275,450
Other investments	867,039	74	.....	.....
Receivables, net	1,707,070	221,260	63,146	1,504,182
Due from other funds	237,428	8,011	83,758	125,316
Due from component units/primary	682	794	1,882	17
Inventories	7,675	411	.....	12,867
Other	347	.....	.....	.....
Total current assets	8,938,139	2,030,600	1,128,227	2,927,239
<u>Noncurrent assets</u>				
Long-term investments	.....	.....	.....	.....
Advances to other funds	2,603	.....	.....	.....
Advances to other entities	13,764	12,505	929,101	.....
Other loans and notes receivable, net	38,350	1,155,551	250	21,337
Total noncurrent assets	54,717	1,168,056	929,351	21,337
Total assets	8,992,856	3,198,656	2,057,578	2,948,576
DEFERRED OUTFLOWS OF RESOURCES				
Grants paid in advance	.....	.....	.....	.....
Total deferred outflows of resources	.....	.....	.....	.....
Total assets and deferred outflows	8,992,856	3,198,656	2,057,578	2,948,576
LIABILITIES				
<u>Current liabilities</u>				
Accounts payable and accrued liabilities	612,324	48,811	3,856	397,863
Due to other funds	242,608	26,861	1,952	89,740
Due to component units/primary	9,040	25,658	96	7,159
Compensated absences	13,356	790	38	4,961
Claims payable	98,684	.....	.....	536,118
Deposits	1,675	7,723	10,090	6,027
Obligations under security lending agreements	879,497	93,215	61,293	8,019
Total current liabilities	1,857,184	203,058	77,325	1,049,887
<u>Noncurrent liabilities</u>				
Advances from other funds	100	.....	919,661	.....
Deposits	.....	.....	.....	.....
Other	.....	.....	.....	.....
Total noncurrent liabilities	100	.....	919,661	.....
Total liabilities	1,857,284	203,058	996,986	1,049,887
DEFERRED INFLOWS OF RESOURCES				
Unavailable revenue	226,960	922	.....	559,604
Total deferred inflows of resources	226,960	922	.....	559,604
FUND BALANCES				
Nonspendable	19,120	411	.....	12,867
Restricted	89,190	2,198,692	1,698,893	133,666
Committed	921,750	795,573	245,373	1,192,552
Unassigned	5,878,552	.....	(883,674)	.....
Total fund balances	6,908,612	2,994,676	1,060,592	1,339,085
Total liabilities, deferred inflows and fund balances	\$ 8,992,856	\$ 3,198,656	\$ 2,057,578	\$ 2,948,576

The notes to the financial statements are an integral part of this statement

Transportation	Nonmajor Governmental Funds	Totals 6/30/15
\$ 1,088	\$ 22,808	\$ 55,290
2,075,373	1,540,692	13,766,917
.....	265,403	1,132,516
397,816	384,269	4,277,743
129,497	59,956	643,966
.....	11	3,386
9,195	1,978	32,126
.....	174	521
2,612,969	2,275,291	19,912,465
.....	233,676	233,676
171,419	.....	174,022
6,977	.....	962,347
959,798	965,914	3,141,200
1,138,194	1,199,590	4,511,245
3,751,163	3,474,881	24,423,710
68,146	.....	68,146
68,146	.....	68,146
3,819,309	3,474,881	24,491,856
470,591	198,713	1,732,158
45,958	99,943	507,062
.....	2,614	44,567
5,699	2,329	27,173
.....	8,358	643,160
288,425	105,223	419,163
106,269	61,767	1,210,060
916,942	478,947	4,583,343
.....	796	920,557
.....	11,289	11,289
.....	2,021	2,021
.....	14,106	933,867
916,942	493,053	5,517,210
780,512	76,688	1,644,686
780,512	76,688	1,644,686
9,195	25,168	66,761
19,107	1,856,223	5,995,771
2,093,553	1,023,749	6,272,550
.....	4,994,878
2,121,855	2,905,140	17,329,960
\$ 3,819,309	\$ 3,474,881	\$ 24,491,856

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2015 STATE OF FLORIDA CAFR

**RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS TO
THE STATEMENT OF NET POSITION
JUNE 30, 2015
(in thousands)**

Total fund balances for governmental funds	\$ 17,329,960
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Amounts reported for governmental activities in the Statement of Net Position are different because:

Capital assets used in governmental activities reported in governmental funds are not financial resources and therefore are not reported in the funds.

Land and other nondepreciable assets	18,309,574	
Nondepreciable infrastructure	42,756,854	
Buildings, equipment and other depreciable assets	6,625,285	
Accumulated depreciation	(4,057,748)	
Construction work in progress	<u>4,909,108</u>	
		68,543,073

Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds.

Compensated absences	(734,048)	
Installment purchases/capital leases/public-private partnership agreements	(2,240,316)	
Claims payable	(2,201,113)	
Bonds payable	(17,013,034)	
Certificates of participation payable	(96,335)	
Net other post employment benefits	(1,464,502)	
Pension Liability	(2,929,376)	
Other	<u>(20,000)</u>	
		(26,698,724)

Deferred amounts on refunding are reported in the Statement of Net Position as deferred outflows or deferred inflows of resources (to be amortized as interest expense) but are not reported in the funds.	84,191
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Deferred amounts for pension-related items are reported in the Statement of Net Position as deferred outflows or deferred inflows of resources (to be amortized as pension expense) but are not reported in the funds.	(914,133)
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Accrued interest payable on bonds that is not recognized on the fund statements but is recognized on the Statement of Net Position.	(51,478)
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Assets (receivables) not available to provide current resources are offset with deferred inflows of resources in the fund statements. The reduction of the the deferred inflow and recognition of revenue increases net position in the Statement of Net Position.	1,644,686
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Internal service funds are used to report activities that provide goods and services to other funds or agencies within the state. Therefore, the excess of assets over liabilities of the internal service funds are included as governmental activities on the Statement of Net Position.	<u>587,094</u>
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Net position of governmental activities	<u><u>\$ 60,524,669</u></u>
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The notes to the financial statements are an integral part of this statement.

2015 STATE OF FLORIDA CAFR

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services
REVENUES				
Taxes	\$ 31,056,529	\$ 284,118	\$ 1,154,242	\$ 1,010,664
Licenses and permits	457,344	49,059	1,065	45,533
Fees and charges	1,615,609	177,157	56,621	1,581,008
Grants and donations	20,001	239,611	2,236,241	21,841,350
Investment earnings (losses)	67,275	39,390	71,294	4,161
Fines, forfeits, settlements and judgments	98,289	6,110	112,383	38,267
Other	2,780	57,935	2,242	567,491
Total revenues	33,317,827	853,380	3,634,088	25,088,474
EXPENDITURES				
Current:				
General government	4,327,347	26,483	.....	160,608
Education	14,451,799	.....	4,493,906	.....
Human services	7,385,192	.....	.....	26,349,321
Criminal justice and corrections	3,362,124	.....	.....	.....
Natural resources and environment	380,360	726,286	.....	.....
Transportation	6,445	.....	.....	.....
State courts	393,562	.....	.....	.....
Capital outlay	66,252	52,669	1,342	7,598
Debt service:				
Principal retirement	11,318	.....	.....	5,274
Interest and fiscal charges	4,539	.....	.....	583
Total expenditures	30,388,938	805,438	4,495,248	26,523,384
Excess (deficiency) of revenues over expenditures	2,928,889	47,942	(861,160)	(1,434,910)
OTHER FINANCING SOURCES (USES)				
Proceeds of bond issues	1,758	.....	39,263	.....
Proceeds of refunding bonds	.....	.....	.....	.....
Proceeds of financing agreements	1,114	.....	.....	.....
Operating transfers in	575,392	612,405	2,260,063	1,578,422
Operating transfers out	(3,072,998)	(357,270)	(1,424,709)	(472,108)
Payments to refunded bond agent	.....	.....	.....	.....
Total other financing sources (uses)	(2,494,734)	255,135	874,617	1,106,314
Net change in fund balances	434,155	303,077	13,457	(328,596)
Fund balances - beginning	6,474,457	2,691,599	1,047,135	1,667,681
Fund balances - ending	\$ 6,908,612	\$ 2,994,676	\$ 1,060,592	\$ 1,339,085

The notes to the financial statements are an integral part of this statement.

Transportation	Nonmajor Governmental Funds	Totals 6/30/15
\$ 2,520,421	\$ 264,022	\$ 36,289,996
11,658	1,332,669	1,897,328
688,372	724,971	4,843,738
2,201,825	2,205,786	28,744,814
22,164	42,249	246,533
5,168	537,174	797,391
4,182	69,501	704,131
5,453,790	5,176,372	73,523,931
188,168	1,848,698	6,551,304
.....	141,309	19,087,014
.....	449,361	34,183,874
.....	466,959	3,829,083
.....	1,316,985	2,423,631
3,904,218	.....	3,910,663
.....	103,756	497,318
2,256,412	64,169	2,448,442
393,581	1,038,777	1,448,950
135,514	817,922	958,558
6,877,893	6,247,936	75,338,837
(1,424,103)	(1,071,564)	(1,814,906)
.....	4,144	45,165
.....	1,923,687	1,923,687
287,277	.....	288,391
1,464,666	2,873,552	9,364,500
(681,446)	(1,778,824)	(7,787,355)
.....	(1,923,687)	(1,923,687)
1,070,497	1,098,872	1,910,701
(353,606)	27,308	95,795
2,475,461	2,877,832	17,234,165
\$ 2,121,855	\$ 2,905,140	\$ 17,329,960

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2015 STATE OF FLORIDA CAFR

**RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

Net change in fund balance - total governmental funds	\$	95,795
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Internal service funds are used by management to charge the costs of goods or services to other funds and agencies within the state. Therefore, the net revenue (expense) of the internal service funds is reported with governmental activities.		136,287
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Governmental funds report capital outlays as expenditures. However, in the Statement of Activities the cost of these assets is allocated over the estimated useful lives of the assets and reported as depreciation expense. This is the amount by which capital outlay expenditures exceeded depreciation in the current period.

Capital outlay expenditures	2,443,040		
Depreciation expense	(280,585)		2,162,455

In the Statement of Activities, the gain or (loss) on the sale of assets is reported whereas in the governmental funds only the proceeds from the sale increase financial resources. Thus, the change in net position differs from the change in fund balances by the cost of the assets sold.		(88,627)
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In the Statement of Activities, some revenues are recognized that do not provide current financial resources and are not recognized as revenues in the governmental funds until available, i.e., deferred inflows of resources, unavailable revenue.		(453,076)
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Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Decrease in compensated absences	536		
Decrease in accrued interest	3,241		
Decrease in claims payable	80,871		
Increase in net other post employment benefits	(268,770)		
Decrease in other liabilities	5,486		(178,636)

The incurrence of long-term debt (e.g., bonds and leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and deferred amounts on refundings when debt is issued, whereas these amounts are deferred and amortized in the Statement of Activities.

Bond proceeds	(45,165)		
Refunding bond proceeds	(1,923,687)		
Financing agreement proceeds	(288,391)		
Repayment of bonds	1,034,235		
Repayment of capital leases/installment purchase contracts	414,715		
Payment to refunded bond escrow agent	1,923,687		
Amortization of bond premium	176,713		
Amortization of deferred amount on refunding	(11,745)		
Accrued interest payable at refunding	(25,077)		1,255,285

Pension expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds. Also, governmental funds report current pension contribution expenses, whereas these amounts are deferred and amortized in the Statement of Activities.

Pension expense	236,753		
Amortization of deferred pension contributions	(51,684)		185,069

Change in net position of governmental activities	\$	3,114,552
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The notes to the financial statements are an integral part of this statement.

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PROPRIETARY FUND FINANCIAL STATEMENTS

Major Funds

TRANSPORTATION

This fund accounts for operations of the Florida Turnpike Enterprise which includes the Florida Turnpike System.

LOTTERY

This fund accounts for state lottery operations, which include sale of lottery tickets, payment of lottery prizes, and transfers to the Education Enhancement Trust Fund.

FLORIDA HURRICANE CATASTROPHE FUND

This fund, administered by the State Board of Administration, is a blended component unit and was created to help cover insurers' losses in the event of a hurricane disaster.

PREPAID COLLEGE PROGRAM

This fund, administered by the State Board of Administration, is used to account for payments from purchasers of the Florida Prepaid College Program, a blended component unit. This program was created to provide a medium through which the cost of state post-secondary education may be paid in advance of enrollment at a rate lower than the projected corresponding costs at the time of enrollment.

REEMPLOYMENT ASSISTANCE

This fund accounts for the receipt of monies for and payment of unemployment compensation benefits.

Nonmajor Funds

Nonmajor enterprise funds are presented on page 209.

Internal Service Funds

Internal service funds are presented on page 215.

STATEMENT OF NET POSITION
PROPRIETARY FUNDS
JUNE 30, 2015
(in thousands)

	Transportation	Lottery	Hurricane Catastrophe Fund	Prepaid College Program	Reemployment Assistance
ASSETS					
<u>Current assets</u>					
Cash and cash equivalents	\$ 2,367	\$ 14,006	\$ 9	\$ 11,952	\$ 199
Pooled investments with State Treasury	954,069	146,879	.....	.....	2,554,867
Other investments	.....	.....	6,131,572	2,053,675	.....
Receivables, net	22,888	65,783	8,705	315,481	288,590
Due from other funds	83,482	.....	.....	23	1,237
Due from component units/primary	.....	.....	.....	.....	495
Inventories	1,815	1,090	.....	.....	.....
Other	234	2,252	11	7	.....
Total current assets	1,064,855	230,010	6,140,297	2,381,138	2,845,388
<u>Noncurrent assets</u>					
Restricted cash and cash equivalents	92,518	.....	.....	.....	.....
Restricted pooled investments with State Treasury	16,756	21,528	.....	.....	.....
Restricted investments	224,213	675,726	.....	.....	.....
Long-term investments	.....	.....	7,524,460	10,059,217	.....
Other loans and notes receivable, net	71,466	.....	.....	1,656,412	.....
<u>Capital assets</u>					
Land and other non-depreciable assets	1,076,351	2,410	.....	.....	.....
Non-depreciable infrastructure	8,091,995	.....	.....	.....	.....
Buildings, equipment, and other depreciable assets	706,549	13,345	36	19	.....
Accumulated depreciation	(267,572)	(9,934)	(32)	(10)	.....
Construction work in progress	1,155,651	.....	.....	.....	.....
Other	.....	21,766	.....	.....	.....
Total noncurrent assets	11,167,927	724,841	7,524,464	11,715,638	.....
Total assets	12,232,782	954,851	13,664,761	14,096,776	2,845,388
DEFERRED OUTFLOWS OF RESOURCES					
Amount deferred on refunding of debt	36,595	.....	.....	.....	.....
Pension-related items	.....	3,969	137	319	.....
Total deferred outflows of resources	36,595	3,969	137	319	.....
LIABILITIES					
<u>Current liabilities</u>					
Accounts payable and accrued liabilities	36,248	9,781	31,016	355,250	31,713
Accrued prize liability	.....	194,926	.....	.....	.....
Due to other governments	.....	.....	.....	.....	7,401
Due to other funds	68,876	67,472	252	24	1,290
Due to component units/primary	.....	.....	.....	.....	.....
Compensated absences	.....	409	62	48	.....
Installment purchases/capital leases	55,015	.....	.....	.....	.....
Bonds payable	.....	.....	.....	.....	.....
Bonds payable from restricted assets	128,965	.....	.....	.....	.....
Deposits	70,200	.....	.....	.....	7,459
Obligations under security lending agreements	60,779	327,602	.....	1,321,989	.....
Certificates of participation payable	.....	.....	.....	.....	.....
Tuition and housing benefits payable	.....	.....	.....	703,381	.....
Pension liability	.....	192	10	10	.....
Total current liabilities	420,083	600,382	31,340	2,380,702	47,863
<u>Noncurrent liabilities</u>					
Advances from other funds	170,348	.....	.....	.....	.....
Accrued prize liability	.....	254,154	.....	.....	.....
Bonds payable	2,797,117	.....	2,000,000	.....	.....
Certificates of participation payable	.....	.....	.....	.....	.....
Installment purchases/capital leases	320,561	.....	.....	.....	.....
Deposits	500	.....	.....	.....	.....
Compensated absences	.....	3,455	181	164	.....
Tuition and housing benefits payable	.....	.....	.....	10,207,934	.....
Pension liability	.....	8,492	420	418	.....
Other	.....	5,085	55	43	.....
Total noncurrent liabilities	3,288,526	271,186	2,000,656	10,208,559	.....
Total liabilities	3,708,609	871,568	2,031,996	12,589,261	47,863
DEFERRED INFLOWS OF RESOURCES					
Deferred service concession arrangement receipts	137,108	.....	.....	.....	.....
Amount deferred on refunding of debt	.....	.....	.....	.....	.....
Pension-related items	.....	5,709	262	273	.....
Total deferred inflows of resources	137,108	5,709	262	273	.....
NET POSITION					
Net investment in capital assets	7,450,261	5,820	4	9	.....
Restricted for Reemployment Assistance	.....	.....	.....	.....	2,797,525
Restricted for Lottery	.....	95,094	.....	.....	.....
Restricted for Hurricane Catastrophe Fund	.....	.....	11,632,636	.....	.....
Restricted for Prepaid College Program	.....	.....	.....	1,507,552	.....
Restricted for Transportation	312,992	.....	.....	.....	.....
Restricted - other	.....	.....	.....	.....	.....
Unrestricted	660,407	(19,371)	.....	.....	.....
Total net position	\$ 8,423,660	\$ 81,543	\$ 11,632,640	\$ 1,507,561	\$ 2,797,525

The notes to the financial statements are an integral part of this statement.

Nonmajor Enterprise Funds	Totals 6/30/15	Internal Service Funds
\$ 17,693	\$ 46,226	\$ 68,932
336,668	3,992,483	655,326
27,697	8,212,944	43,671
14,047	715,494	37,002
7,792	92,534	22,335
200	695	849
.....	2,905	.....
2,297	4,801	.....
406,394	13,068,082	828,115
.....	92,518	.....
.....	38,284	.....
.....	899,939	.....
48,143	17,631,820	.....
6,180	1,734,058	.....
24	1,078,785	322
.....	8,091,995	.....
149,535	869,484	1,589,303
(51,142)	(328,690)	(508,352)
6,144	1,161,795	.....
6,122	27,888	.....
165,006	31,297,876	1,081,273
571,400	44,365,958	1,909,388
.....	36,595	3,527
16,780	21,205	12,592
16,780	57,800	16,119
19,906	483,914	183,970
.....	194,926	.....
.....	7,401	4,458
9,070	146,984	25,852
466	466	1
4,477	4,996	2,948
1,718	56,733	4,638
.....	.....	24,660
.....	128,965	.....
21,228	98,887	151,452
18,240	1,728,610	39,923
.....	.....	32,770
.....	703,381	.....
6,843	7,055	4,673
81,948	3,562,318	475,345
.....	170,348	2,778
.....	254,154	.....
.....	4,797,117	266,935
.....	.....	485,429
17,488	338,049	18,330
29,747	30,247	.....
13,848	17,648	10,943
.....	10,207,934	.....
42,593	51,923	26,182
29,705	34,888	21,554
133,381	15,902,308	832,151
215,329	19,464,626	1,307,496
.....	137,108	.....
.....	.....	3,598
30,081	36,325	27,319
30,081	173,433	30,917
87,468	7,543,562	248,442
.....	2,797,525	.....
.....	95,094	.....
.....	11,632,636	.....
.....	1,507,552	.....
.....	312,992	.....
2,658	2,658	105,660
252,644	893,680	232,992
\$ 342,770	\$ 24,785,699	\$ 587,094

2015 STATE OF FLORIDA CAFR

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
PROPRIETARY FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

	Transportation	Lottery	Hurricane Catastrophe Fund	Prepaid College Program
OPERATING REVENUES				
Sales - nonstate	\$ 15,647	\$ 5,589,028	\$ 1,276,765	\$ 214,915
Change in actuarial value of contract premiums	.....	.....	.....	(99,395)
Fees	951,099	.....	.....	2,148
Sales - state	.....	.....	41	.....
Rents and royalties - nonstate	7,351	510	.....	.....
Rents - state	.....	.....	.....	.....
Fines, forfeits, settlements and judgments	1,766	182	.....	.....
Other	.....	.....	.....	.....
Total operating revenues	975,863	5,589,720	1,276,806	117,668
OPERATING EXPENSES				
Benefit payments	.....	.....	.....	.....
Payment of lottery winnings	.....	3,627,939	.....	.....
Commissions on lottery sales	.....	311,981	.....	.....
Contractual services	276,544	121,109	4,023	408,176
Change in actuarial value of contract benefit payments	.....	.....	.....	340,246
Insurance claims expense	.....	.....	.....	.....
Personal services	21,049	27,211	1,431	1,228
Depreciation	42,493	441	3	3
Materials and supplies	10,765	1,294	17	33
Repairs and maintenance	.....	1,469	.....	.....
Basic services	.....	5,647	218	153
Interest and fiscal charges	.....	.....	22	43
Bad debt	.....	.....	.....	.....
Total operating expenses	350,851	4,097,091	5,714	749,882
Operating income (loss)	625,012	1,492,629	1,271,092	(632,214)
NONOPERATING REVENUES (EXPENSES)				
Grants and donations	2,712	.....	.....	.....
Investment earnings (losses)	7,684	17,633	37,699	357,738
Interest and fiscal charges	(120,104)	(18,917)	(85,459)	(8,352)
Fines, forfeits, judgments and settlements	1,054	.....	2,798	327
Property disposition gain (loss)	(13,266)	64	.....	.....
Grant expense and client benefits	.....	.....	.....	.....
Emergency assessment funds received	.....	.....	256,884	.....
Gain (loss) on early extinguishment of debt	.....	.....	.....	.....
Other	5,561	.....	.....	.....
Total nonoperating revenues (expenses)	(116,359)	(1,220)	211,922	349,713
Income (loss) before transfers and contributions	508,653	1,491,409	1,483,014	(282,501)
Operating transfers in	134,745	.....	.....	.....
Operating transfers out	(79,478)	(1,496,529)	(10,000)	(2,000)
Capital contributions	4,556	.....	.....	.....
Change in net position	568,476	(5,120)	1,473,014	(284,501)
Total net position - beginning, as restated (Note 1)	7,855,184	86,663	10,159,626	1,792,062
Total net position - ending	\$ 8,423,660	\$ 81,543	\$ 11,632,640	\$ 1,507,561

The notes to the financial statements are an integral part of this statement.

2015 STATE OF FLORIDA CAFR

Reemployment Assistance	Nonmajor Enterprise Funds	Totals 6/30/15	Internal Service Funds
\$	\$ 88,317	\$ 7,184,672	\$ 57,540
.....	.....	(99,395)	.....
1,365,464	239,674	2,558,385	.....
.....	39,254	39,295	2,294,997
.....	6	7,867	202
.....	93	93	148,974
.....	11,851	13,799	29
.....	38,756	38,756	20,766
1,365,464	417,951	9,743,472	2,522,508
663,660	.....	663,660	.....
.....	.....	3,627,939	.....
.....	.....	311,981	.....
.....	103,375	913,227	527,916
.....	.....	340,246	.....
.....	.....	.....	1,654,280
.....	173,151	224,070	97,597
.....	6,722	49,662	36,976
.....	5,507	17,616	9,691
.....	1,672	3,141	10,424
.....	27,903	33,921	11,175
.....	2,183	2,248	.....
.....	22	22	.....
663,660	320,535	6,187,733	2,348,059
701,804	97,416	3,555,739	174,449
35,521	638	38,871	1,324
51,470	3,256	475,480	5,462
.....	(856)	(233,688)	(66,011)
.....	44	4,223	.....
.....	(36)	(13,238)	(988)
.....	(980)	(980)	.....
.....	.....	256,884	.....
.....	.....	.....	16,295
.....	(181)	5,380	(20)
86,991	1,885	532,932	(43,938)
788,795	99,301	4,088,671	130,511
5,367	17,651	157,763	22,278
(41,065)	(88,302)	(1,717,374)	(17,560)
.....	7	4,563	1,058
753,097	28,657	2,533,623	136,287
2,044,428	314,113	22,252,076	450,807
\$ 2,797,525	\$ 342,770	\$ 24,785,699	\$ 587,094

STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

	Transportation	Lottery	Hurricane Catastrophe Fund
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash received from customers	\$ 954,037	\$ 5,571,077	\$ 1,282,312
Cash paid to vendors	(337,116)	(438,809)	(4,058)
Cash paid to employees	(21,086)	(26,623)	(1,370)
Cash received/(paid) for grants	.....	.....	.....
Loans collected/(issued)	.....	.....	.....
Lottery prizes	.....	(3,605,451)	.....
Cash paid for insurance claims	.....	.....	.....
Reemployment assistance	.....	.....	.....
Net cash provided (used) by operating activities	595,835	1,500,194	1,276,884
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Transfers in (out)	59,954	(1,484,528)	(10,000)
Advances from or repayment from other funds	(15,218)	.....	.....
Advances, grants or loans (to) from or repayment from others	1,110	.....	.....
Payment of bonds or loans (principal and interest)	.....	.....	(1,118,039)
Emergency assessment funds received	.....	.....	393,105
Net cash provided (used) by noncapital financing activities	45,846	(1,484,528)	(734,934)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES			
Cash received from sale of capital assets	.....	.....	.....
Cash received from the issuance of debt	175,082	.....	.....
Cash received from capital grants and donations	2,712	.....	.....
Payment of bond principal	(113,255)	.....	.....
Payment of principal on installment purchase/capital lease	.....	.....	.....
Payment of interest on bonds/installment purchase/capital lease	(164,547)	.....	.....
Purchase or construction of capital assets	(566,979)	(1,954)	(4)
Net cash provided (used) by capital and related financing activities	(666,987)	(1,954)	(4)
CASH FLOWS FROM INVESTING ACTIVITIES			
Security lending	(19,535)	(3,312)	.....
Proceeds from the sale or maturity of investments	1,613,872	86,154	112,143,528
Cash paid to grand prize winners upon maturity of grand prize investments	.....	(86,154)	.....
Investment earnings	8,000	10,273	28,858
Purchase of investments	(1,534,307)	(5,861)	(113,089,071)
Net cash provided (used) by investing activities	68,030	1,100	(916,685)
Net increase (decrease) in cash and cash equivalents	42,724	14,812	(374,739)
Cash and cash equivalents - beginning	1,022,986	167,601	374,748
Cash and cash equivalents - ending	\$ 1,065,710	\$ 182,413	\$ 9

The notes to the financial statements are an integral part of this statement.

2015 STATE OF FLORIDA CAFR

Prepaid College Program	Reemployment Assistance	Nonmajor Enterprise Funds	Totals 6/30/15	Internal Service Funds
\$ 539,648	\$ 1,500,862	\$ 376,534	10,224,470	\$ 2,458,892
(732,704)	.....	(142,946)	(1,655,633)	(553,296)
(1,194)	.....	(171,386)	(221,659)	(94,320)
.....	.....	35,259	35,259	.....
.....	.....	(1,655)	(1,655)	.....
.....	.....	.....	(3,605,451)	.....
.....	.....	.....	.....	(1,656,305)
.....	(654,179)	.....	(654,179)	.....
(194,250)	846,683	95,806	4,121,152	154,971
(2,000)	(35,407)	(69,924)	(1,541,905)	74,925
.....	.....	(30)	(15,248)	(8,827)
.....	.....	(980)	130	.....
.....	.....	.....	(1,118,039)	(67,932)
.....	.....	.....	393,105	.....
(2,000)	(35,407)	(70,934)	(2,281,957)	(1,834)
.....	.....	17	17	.....
.....	.....	1,007	176,089	.....
.....	11,734	5,070	19,516	.....
.....	.....	.....	(113,255)	.....
.....	.....	(1,416)	(1,416)	(26,598)
.....	.....	.....	(164,547)	(14,689)
(6)	.....	(32,143)	(601,086)	(1,037)
(6)	11,734	(27,465)	(684,682)	(42,324)
3,007	.....	(3,760)	(23,600)	(4,075)
13,573,732	.....	98,818	127,516,104	1,228
.....	.....	.....	(86,154)	.....
119,445	62,088	2,489	231,153	5,408
(13,506,520)	.....	(96,249)	(128,232,008)	(14)
189,664	62,088	1,298	(594,505)	2,547
(6,592)	885,098	(1,295)	560,008	113,360
18,544	1,669,968	355,656	3,609,503	610,898
\$ 11,952	\$ 2,555,066	\$ 354,361	\$ 4,169,511	\$ 724,258

STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

**Reconciliation of operating income (loss) to net cash
provided (used) by operating activities**

	Transportation	Lottery	Hurricane Catastrophe Fund
Operating income (loss)	\$ 625,012	\$ 1,492,629	\$ 1,271,092
Adjustment to reconcile operating income (loss) to net cash provided (used) by operating activities:			
Depreciation and amortization expense	42,493	441	3
Changes in assets and liabilities:			
(Increase) decrease in accounts receivable	(4,600)	(19,421)	9,439
(Increase) decrease in due from other funds	39,702	.....	.....
Increase (decrease) in allowance for uncollectibles	.....	780	(9,439)
(Increase) decrease in inventories	4,863	645	.....
(Increase) decrease in future contract premiums and other receivables	.....	.....	.....
(Increase) decrease in other non-current assets	.....	(1,948)	.....
Increase (decrease) in accounts payable	(32,425)	2,041	5,740
Increase (decrease) in compensated absences	.....	90	45
Increase (decrease) in due to other funds	(21,494)	.....	.....
Increase (decrease) in tuition and housing benefits payable	.....	.....	.....
Increase (decrease) in other non-current liability	.....	1,076	55
(Increase) decrease in deposits and prepaid items	(234)	.....	(11)
Increase (decrease) in unearned revenue	(57,482)	.....	.....
Increase (decrease) in prize liability	.....	24,436	.....
Increase (decrease) in pension liability and deferrals	.....	(575)	(40)
Net cash provided (used) by operating activities	\$ 595,835	\$ 1,500,194	\$ 1,276,884

Noncash investing, capital, and financing activities

Borrowing under capital lease or installment purchase	\$ 35,230	\$	\$
Change in fair value of investments	37,950	42,047	12,566
Contribution of capital assets	16,896	.....	.....
Other noncash items	(19,527)	.....	.....

The notes to the financial statements are an integral part of this statement.

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Prepaid College Program	Reemployment Assistance	Nonmajor Enterprise Funds	Totals 6/30/15	Internal Service Funds
\$ (632,214)	\$ 701,804	\$ 97,416	\$ 3,555,739	\$ 174,449
3	.....	6,722	49,662	36,976
(4,284)	155,240	5,293	141,667	(13,644)
(11)	123	(25)	39,789	(3,314)
.....	(10,851)	(4,744)	(24,254)	.....
.....	.....	.....	5,508	.....
99,395	.....	.....	99,395	.....
.....	.....	(1,833)	(3,781)	(909)
2,649	620	(3,749)	(25,124)	7,406
27	.....	261	423	(673)
(67)	(253)	1,461	(20,353)	1,043
340,246	.....	.....	340,246	.....
43	.....	6,721	7,895	(43,691)
(7)	.....	(201)	(453)	(2,349)
.....	.....	(8,024)	(65,506)	3,416
.....	.....	.....	24,436	.....
(30)	.....	(3,492)	(4,137)	(3,739)
\$ (194,250)	\$ 846,683	\$ 95,806	\$ 4,121,152	\$ 154,971

\$	\$	\$	\$ 35,230	\$
(213,009)	482	(119,964)	(2,842)
.....	16,896
.....	(710)	(20,237)

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FIDUCIARY FUND FINANCIAL STATEMENTS

PRIVATE-PURPOSE TRUST FUNDS

Individual fund descriptions and financial statements begin on page 223.

PENSION AND OTHER EMPLOYEE BENEFITS TRUST FUNDS

Individual fund descriptions and financial statements begin on page 229.

INVESTMENT TRUST FUNDS

Individual fund descriptions and financial statements begin on page 235.

AGENCY FUNDS

Individual fund descriptions and financial statements begin on page 239.

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STATEMENT OF FIDUCIARY NET POSITION
FIDUCIARY FUNDS
JUNE 30, 2015
(in thousands)

	Private- purpose Trust Funds	Pension and Other Employee Benefits Trust Funds	Investment Trust Funds	Agency Funds	Totals 6/30/15
ASSETS					
Cash and cash equivalents	\$ 5,758	\$ 762,791	\$ 281,975	\$ 121,707	\$ 1,172,231
Pooled investments with State Treasury	624,801	125,035	1,556,096	847,865	3,153,797
Total cash and cash equivalents	630,559	887,826	1,838,071	969,572	4,326,028
<u>Investments</u>					
Certificates of deposit	.....	1,936,529	1,654,197	.....	3,590,726
U.S. government & federally guaranteed obligations	39,541	7,748,465	.....	275,080	8,063,086
Federal agencies	46,447	9,549,465	.....	.....	9,595,912
Commercial paper	.....	5,867,392	1,772,318	.....	7,639,710
Repurchase agreements	.....	400,000	361,342	.....	761,342
Bonds and notes	64,680	9,370,946	635,562	.....	10,071,188
International bonds and notes	8,415	2,658,637	80,284	.....	2,747,336
Real estate contracts	.....	10,142,274	.....	.....	10,142,274
Mutual fund investments	.....	9,602,615	.....	.....	9,602,615
Money market and short-term investments	75,149	942,930	1,210,299	.....	2,228,378
Domestic equity	179,236	43,390,490	.....	.....	43,569,726
Alternative investments	.....	19,596,357	.....	.....	19,596,357
International equity	53,018	36,094,127	.....	.....	36,147,145
International equity commingled	.....	6,315,998	.....	.....	6,315,998
Deferred compensation annuities	.....	25,783	.....	.....	25,783
Self-directed brokerage investments	.....	299,571	.....	.....	299,571
Other investments	.....	33	.....	100	133
Total investments	466,486	163,941,612	5,714,002	275,180	170,397,280
<u>Receivables</u>					
Accounts receivable	8,305	21,382	.....	525,221	554,908
State contributions receivable	.....	54,796	.....	.....	54,796
Nonstate contributions receivable	.....	234,758	.....	.....	234,758
Interest receivable	937	137,744	4,196	754	143,631
Dividends receivable	414	173,492	.....	.....	173,906
Pending investment sales	21,875	1,584,107	.....	.....	1,605,982
Foreign currency contracts receivable	.....	2,314,370	.....	.....	2,314,370
Due from state funds	24	48,101	.....	109,685	157,810
Due from other governments	9,833	.....	.....	2,307	12,140
Total receivables	41,388	4,568,750	4,196	637,967	5,252,301
Security lending collateral	.....	8,346,890	.....	.....	8,346,890
Advances to other funds	919,661	.....	.....	.....	919,661
Advances to other entities	1,083,308	.....	.....	.....	1,083,308
Other loans and notes receivable, net	386	.....	.....	.....	386
Capital assets	1,581	1,110	.....	.....	2,691
Accumulated depreciation	(1,108)	(516)	.....	.....	(1,624)
Other assets	2,026	8,398	21	.....	10,445
Total assets	3,144,287	177,754,070	7,556,290	1,882,719	190,337,366
DEFERRED OUTFLOWS OF RESOURCES					
Pension-related items	298	59	.....	.....	357
Total deferred outflows of resources	298	59	.....	.....	357
LIABILITIES					
Accounts payable and accrued liabilities	6,640	98,200	133	583,359	688,332
Due to other funds	1,625	54,511	50	180,561	236,747
DROP	.....	308,550	.....	.....	308,550
Pending investment purchases	47,708	5,131,482	.....	.....	5,179,190
Short sell obligations	.....	156,976	.....	.....	156,976
Foreign currency contracts payable	.....	2,309,735	.....	.....	2,309,735
Broker rebate fees	.....	729	.....	.....	729
Due to other governments	2,790	.....	9,905	541,306	554,001
Obligations under security lending agreements	35,033	8,397,196	98,148	11,755	8,542,132
Claims payable	1	.....	.....	17,898	17,899
Deposits payable	13,331	10,116	.....	547,774	571,221
Compensated absences	456	944	.....	.....	1,400
Other liabilities	753	2,398	.....	66	3,217
Pension Liability	1,001	197	.....	.....	1,198
Total liabilities	109,338	16,471,034	108,236	1,882,719	18,571,327
DEFERRED INFLOWS OF RESOURCES					
Pension-related items	597	126	.....	.....	723
Total deferred inflows of resources	597	126	.....	.....	723
NET POSITION					
Restricted for pension benefits and other purposes	\$ 3,034,650	\$ 161,282,969	\$ 7,448,054	\$	\$ 171,765,673

The notes to the financial statements are an integral part of this statement.

2015 STATE OF FLORIDA CAFR

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FIDUCIARY FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)

	Private- purpose Trust Funds	Pension and Other Employee Benefits Trust Funds	Investment Trust Funds	Totals 6/30/15
ADDITIONS				
<u>Contributions and other deposits</u>				
Pension fund employer contributions - state	\$	\$ 779,732	\$	\$ 779,732
Pension fund employer contributions - nonstate	.....	2,441,621	.....	2,441,621
Pension fund employee contributions	.....	912,813	.....	912,813
Other contributions	.....	153,353	.....	153,353
Purchase of time by employees	.....	10,455	.....	10,455
Fees	2,835	1,195	.....	4,030
Grants and contributions	168,446	.....	.....	168,446
Flexible benefits contributions	.....	415,700	.....	415,700
Fines, forfeits, settlements and judgments	658	.....	11,512	12,170
Unclaimed property remittances	483,464	.....	.....	483,464
Receivership assets acquired	39,656	.....	.....	39,656
Transfers in from state funds	2,000	791,501	23,361	816,862
Total contributions and other deposits	697,059	5,506,370	34,873	6,238,302
<u>Investment income</u>				
Interest income	30,938	1,393,485	27,975	1,452,398
Dividends	4,423	2,021,795	.....	2,026,218
Other investment income (loss)	551	209,891	.....	210,442
Net increase (decrease) in fair market value	6,598	2,446,343	3,182	2,456,123
Total investment income	42,510	6,071,514	31,157	6,145,181
Investment activity expense	(2,397)	(532,233)	(3,185)	(537,815)
Net income (loss) from investing activity	40,113	5,539,281	27,972	5,607,366
<u>Security lending activity</u>				
Security lending income	.....	46,846	.....	46,846
Security lending expense	.....	(8,672)	.....	(8,672)
Net income from security lending	.....	38,174	.....	38,174
Total net investment income	40,113	5,577,455	27,972	5,645,540
Other additions	3,864	20,841	.....	24,705
Total additions	741,036	11,104,666	62,845	11,908,547
DEDUCTIONS				
Benefit payments	.....	11,274,832	.....	11,274,832
Insurance claims expense	8,320	3,368	.....	11,688
Supplemental insurance payments	.....	74,176	.....	74,176
Flexible reimbursement payments	.....	24,133	.....	24,133
Life insurance premium payments	.....	32,402	.....	32,402
Remittances to annuity companies	.....	168,993	.....	168,993
Program contribution refunds	.....	9,426	.....	9,426
Interest expense	800	1	.....	801
Student loan default payments	103,725	.....	.....	103,725
Payments to unclaimed property claimants	250,404	.....	.....	250,404
Distribution to State School Fund	110,201	.....	.....	110,201
Administrative expense	37,434	23,135	50	60,619
Transfers out to state funds	5,813	809,940	23,361	839,114
Other deductions	41,927	3	.....	41,930
Total deductions	558,624	12,420,409	23,411	13,002,444
<u>Depositor activity</u>				
Deposits	247,577	.....	14,576,383	14,823,960
Withdrawals	(196,015)	.....	(14,631,808)	(14,827,823)
Excess (deficiency) of deposits over withdrawals	51,562	.....	(55,425)	(3,863)
Change in net position	233,974	(1,315,743)	(15,991)	(1,097,760)
Net position - beginning, as restated (Note 1)	2,800,676	162,598,712	7,464,045	172,863,433
Net position - ending	\$ 3,034,650	\$ 161,282,969	\$ 7,448,054	\$ 171,765,673

The notes to the financial statements are an integral part of this statement.

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COMPONENT UNIT FINANCIAL STATEMENTS

Major Component Units

FLORIDA HOUSING FINANCE CORPORATION

Pursuant to Section 420.504, Florida Statutes, this corporation was created as an entrepreneurial public corporation organized to provide and promote public welfare by administering the governmental function of financing or refinancing housing and related facilities in Florida.

UNIVERSITY OF FLORIDA

University of Florida is a major, public, comprehensive, land-grant, research university with a main campus location in Gainesville, Florida.

CITIZENS PROPERTY INSURANCE CORPORATION

Pursuant to Section 627.351(6), Florida Statutes, this corporation was created to provide certain residential property, non-residential property, and casualty insurance coverage to qualified risks in the State of Florida under specified circumstances.

Nonmajor Component Units

Nonmajor component units are presented beginning on page 245.

2015 STATE OF FLORIDA CAFR

STATEMENT OF NET POSITION

COMPONENT UNITS

JUNE 30, 2015

(in thousands)

	Florida Housing Finance Corporation	University of Florida	Citizens Property Insurance Corporation	Nonmajor Component Units
ASSETS				
Cash and cash equivalents	\$ 293,748	\$ 230,958	\$ 1,232,833	\$ 865,983
Pooled investments with State Treasury	507,183	1,093,684	.....	1,635,485
Other investments	1,769,556	764,835	12,533,579	4,685,665
Receivables, net	248,187	522,203	225,641	961,067
Due from component units/primary	.....	68,683	.....	502,031
Inventories	.....	32,669	.....	35,244
Restricted cash and cash equivalents	.....	44,873	25,348	473,936
Restricted pooled investments with State Treasury	.....	89,533	.....	539,491
Restricted investments	.....	2,366,059	.....	3,179,011
Other loans and notes receivable, net	2,257,587	37,993	67	54,700
Other assets	2,860	189,146	319,862	341,352
Capital assets, net	.....	3,081,171	8,079	19,971,066
Total assets	5,079,121	8,521,807	14,345,409	33,245,031
DEFERRED OUTFLOWS OF RESOURCES				
Accum. decrease in fair value -Hedging derivatives	.....	48,157	.....	18,474
Amount deferred on refunding of debt	.....	496	.....	7,152
Pension-related items	.....	152,945	.....	425,452
Total deferred outflows of resources	.....	201,598	.....	451,078
LIABILITIES				
Accounts payable and accrued liabilities	133,833	444,212	1,228,540	933,984
Due to component units/primary	.....	34,451	.....	133,562
Long-term liabilities				
Due within one year	329,004	216,085	2,332,912	627,757
Due in more than one year	2,523,326	2,022,473	3,278,206	6,122,640
Total liabilities	2,986,163	2,717,221	6,839,658	7,817,943
DEFERRED INFLOWS OF RESOURCES				
Deferred service concession arrangement receipts	.....	.....	.....	1,117
Amount deferred on refunding of debt	.....	10,758	.....	.....
Pension-related items	.....	246,441	.....	648,352
Total deferred inflows of resources	.....	257,199	.....	649,469
NET POSITION				
Net investment in capital assets	.....	1,891,941	8,079	17,245,198
Restricted for				
Debt service	.....	4,855	.....	64,502
Other	1,943,095	901,842	.....	3,491,925
Funds held for permanent endowment				
Expendable	.....	395,686	.....	397,572
Nonexpendable	.....	1,228,722	.....	2,268,733
Unrestricted	149,863	1,325,939	7,497,672	1,760,767
Total net position	\$ 2,092,958	\$ 5,748,985	\$ 7,505,751	\$ 25,228,697

The notes to the financial statements are an integral part of this statement.

Totals 6/30/15	
\$	2,623,522
	3,236,352
	19,753,635
	1,957,098
	570,714
	67,913
	544,157
	629,024
	5,545,070
	2,350,347
	853,220
	23,060,316
	<u>61,191,368</u>
	66,631
	7,648
	<u>578,397</u>
	<u>652,676</u>
	2,740,569
	168,013
	3,505,758
	<u>13,946,645</u>
	<u>20,360,985</u>
	1,117
	10,758
	<u>894,793</u>
	<u>906,668</u>
	19,145,218
	69,357
	6,336,862
	793,258
	3,497,455
	10,734,241
\$	<u><u>40,576,391</u></u>

2015 STATE OF FLORIDA CAFR

**STATEMENT OF ACTIVITIES
COMPONENT UNITS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

Functions/Programs	Expenses	Program Revenues			Florida Housing Finance Corporation
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Florida Housing Finance Corporation	\$ 205,976	\$ 215,291	\$	\$	\$ 9,315
University of Florida	4,767,250	3,157,506	825,293	86,167	.....
Citizens Property Insurance Corporation	1,208,693	1,382,273	.....	.....	.....
Nonmajor component units	11,340,797	3,398,591	3,659,056	567,391	.....
Total component units	17,522,716	8,153,661	4,484,349	653,558	9,315
<u>General revenues</u>					
Property taxes					.....
Investment earnings (losses)					.....
Gain (loss) on sale of capital assets					.....
Payments from the State of Florida					.....
Miscellaneous					14,233
Contributions to permanent funds					.....
Total general revenues and contributions					14,233
Change in net position					23,548
Net position - beginning, as restated (Note 1)					2,069,410
Net position - ending					\$ 2,092,958

The notes to the financial statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Position			
University of Florida	Citizens Property Insurance Corporation	Nonmajor Component Units	Totals 6/30/15
\$	\$	\$	\$ 9,315
(698,284)	.....	.....	(698,284)
.....	173,580	.....	173,580
.....	.....	(3,715,759)	(3,715,759)
(698,284)	173,580	(3,715,759)	(4,231,148)
.....	.....	471,103	471,103
126,602	155,984	131,238	413,824
7,190	.....	(7,863)	(673)
654,120	.....	3,067,446	3,721,566
122,789	.....	518,636	655,658
32,749	.....	26,429	59,178
943,450	155,984	4,206,989	5,320,656
245,166	329,564	491,230	1,089,508
5,503,819	7,176,187	24,737,467	39,486,883
\$ 5,748,985	\$ 7,505,751	\$ 25,228,697	\$ 40,576,391

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE FISCAL YEAR ENDED JUNE 30, 2015

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The State of Florida's (the state's) financial reporting entity includes the primary government (i.e., legislative agencies, the Governor and Cabinet, departments and agencies, commissions and boards of the Executive Branch, and various offices relating to the Judicial Branch) and its component units.

Component units, as defined in Governmental Accounting Standards Board (GASB) Codification Section 2100, *Defining the Financial Reporting Entity*, and Section 2600, *Reporting Entity and Component Unit Presentation and Disclosure*, are legally separate organizations for which the elected officials of the state are financially accountable. Financial accountability is the ability of the state to appoint a voting majority of an organization's governing board and to impose its will upon the organization. When the state does not appoint a voting majority of an organization's governing body, GASB standards require inclusion in the financial reporting entity if: (1) an organization is fiscally dependent upon the state because its resources are held for the direct benefit of the state or can be accessed by the state *and* (2) the potential exists for the organization to provide specific financial benefits to, or impose specific financial burdens on the state. In addition, component units can be other organizations for which the nature and significance of their relationship with the state are such that exclusion would cause the state's financial statements to be misleading.

Blended Component Units

A component unit is reported as blended when either (1) the component unit's governing body is substantively the same as the governing body of the state, *and* (a) there is a financial benefit or burden relationship between the governing body of the state and the component unit, *or* (b) management of the governing body of the state has operational responsibility for the component unit, *or* (2) the component unit provides services entirely, or almost entirely, to the state or otherwise exclusively, or almost exclusively, benefits the state, *or* (3) the component unit's outstanding debt is expected to be repaid entirely or almost entirely with resources of the state.

The following component units provide services entirely or almost entirely to the primary government, or have outstanding debt that is expected to be paid entirely or almost entirely with state resources:

- CareerSource Florida, Inc.
- Citrus Commission (Department of Citrus)
- Corrections Foundation, Inc.
- Florida Board of Governors
- Florida Clerks of Court Operations Corporation
- Florida Commission on Community Service (Volunteer Florida)
- Florida Engineers Management Corporation
- Florida Prepaid College Board
- Florida School for the Deaf and the Blind
- Florida Surplus Lines Service Office
- Florida Water Pollution Control Financing Corporation
- Inland Protection Financing Corporation
- Prescription Drug Monitoring Program Foundation*
- Scripps Florida Funding Corporation
- Space Florida
- State Board of Administration of Florida (SBA)
- State Board of Education (SBE)
- Wireless Emergency Telephone System

Blended component units that are considered major funds are reported in separate columns in the fund financial statements. Other blended component units that are considered nonmajor funds are reported with other funds in the appropriate columns in the fund financial statements. In addition, the financial data for some blended component units are reported in more than one fund type, some of which are considered major and others that are considered nonmajor. Refer to Section D of this note for more information on the determination criteria for major funds and a list of major funds and fund types.

* The state's financial statements do not include amounts relating to this component unit. The assets of this component unit at June 30, 2015, are approximately \$1,650,219.

Discretely Presented Component Units

Component units that are not blended are discretely presented. In the government-wide financial statements, discrete presentation entails reporting component unit financial data in a column separate from the financial data of the state.

In addition, financial data for discretely presented component units that are considered major are reported in separate columns in the basic financial statements for component units. Discretely presented component units that are considered nonmajor are combined and reported in one column in the component unit financial statements and are aggregated by type in the combining statements. The state's financial statements are reported for the fiscal year ended June 30, 2015. The state's component units' financial statements are reported for the most recent fiscal year for which an audit report is available. Some component units have a fiscal year other than June 30. Accordingly, amounts reported by the state as due from and to component units on the statement of net position may not agree with amounts reported by the component units as due from and to the state. Refer to Section D of this note for more information on major fund determination and presentation. The state's discretely presented component units are grouped into the following categories:

State Universities and Colleges. State universities and colleges receive funding from the state. The State University System is governed by the Florida Board of Governors. The Florida College System is governed by the State Board of Education. Each university and college is administered by a local board of trustees. All state universities and colleges have a June 30 year-end. Component units included in this category are:

State Universities***Major:***

- University of Florida

Nonmajor:

- Florida Agricultural and Mechanical University
- Florida Atlantic University
- Florida Gulf Coast University
- Florida International University
- Florida Polytechnic University
- Florida State University
- New College of Florida
- University of Central Florida
- University of North Florida
- University of South Florida
- University of West Florida

Florida College System Institutions***Nonmajor:***

- Broward College
- Chipola College
- College of Central Florida
- Daytona State College
- Eastern Florida State College
- Florida SouthWestern State College
- Florida Gateway College
- Florida Keys Community College
- Florida State College at Jacksonville
- Gulf Coast State College
- Hillsborough Community College
- Indian River State College
- Lake-Sumter State College
- Miami Dade College
- North Florida Community College
- Northwest Florida State College
- Palm Beach State College
- Pasco-Hernando State College
- Pensacola State College
- Polk State College
- Santa Fe College
- Seminole State College of Florida

- South Florida State College
- St. Johns River State College
- St. Petersburg College
- State College of Florida, Manatee-Sarasota
- Tallahassee Community College
- Valencia College

Florida Housing Finance Corporation (Major). Pursuant to Section 420.504, Florida Statutes (F.S.), this corporation was created as an entrepreneurial public corporation organized to provide and promote public welfare by administering the governmental function of financing or refinancing housing and related facilities in Florida. This entity has a December 31 year-end.

Water Management Districts. Pursuant to Section 373.069, F.S., these districts were created to provide for the management and conservation of water and related land resources. In addition, the general regulatory and administrative functions of these districts are either fully or in part financed by general appropriations. Water management districts have a September 30 year-end. Component units included in this category are:

Nonmajor:

- Northwest Florida Water Management District
- St. Johns River Water Management District
- South Florida Water Management District
- Southwest Florida Water Management District
- Suwannee River Water Management District

Citizens Property Insurance Corporation (Major). Pursuant to Section 627.351(6), F.S., this corporation was created to provide certain residential property and casualty insurance coverage to qualified risks in the state under specified circumstances. This entity has a December 31 year-end. For additional information, refer to Note 14B.

Other. Additional discretely presented component units of the state include various foundations and not-for-profit organizations. The fiscal year-ends of these component units may vary. Component units included in this category are:

Nonmajor:

- Commission for Florida Law Enforcement Accreditation, Inc.*
- Enterprise Florida, Inc.
- Florida Agricultural Museum*
- Florida Agriculture Center and Horse Park Authority*
- Florida Agriculture in the Classroom, Inc.*
- Florida Birth-Related Neurological Injury Compensation Plan
- Florida Board of Governors Foundation, Inc.*
- Florida Comprehensive Health Association
- Florida Concrete Masonry Education Council*
- Florida Development Finance Corporation*
- Florida Education Foundation, Inc.*
- Florida Education Fund, Inc.
- Florida Fund for Minority Teachers, Inc.*
- Florida Healthy Kids Corporation
- Florida Is For Veterans, Inc.*
- Florida Mobile Home Relocation Corporation*
- Florida Patient's Compensation Fund
- Florida State Fair Authority
- Florida Telecommunications Relay, Inc.*
- Florida Tourism Industry Marketing Corporation, Inc.
- Florida Veterans Foundation, Inc.*
- Florida Virtual School
- Forestry Arson Alert Association, Inc.*
- Friends of Florida State Forests, Inc.*
- Higher Educational Facilities Financing Authority*
- Prison Rehabilitative Industries and Diversified Enterprises, Inc. (PRIDE)

- South Florida Regional Transportation Authority
- The Florida College System Foundation, Inc.*
- The Florida Endowment Foundation for Vocational Rehabilitation, Inc.
- Wildlife Alert Reward Association*
- Wildlife Foundation of Florida, Inc.*

*The state's financial statements do not include amounts relating to several component units. The assets and revenues relating to these component units totaled \$96 million and \$52 million, respectively. These amounts represent one percent or less of total aggregate component unit assets and revenues.

Joint Ventures

A joint venture is an organization that results from a contractual arrangement and that is owned, operated, or governed by two or more participants as a separate and specific activity subject to joint control, in which the participants retain (1) an ongoing financial interest or (2) an ongoing financial responsibility. Financial data for the state's joint ventures are not included in its statements. The state's joint ventures include the following:

Apalachicola-Chattahoochee-Flint River Basin (ACFRB) Commission. Section 373.69, F.S., provided for the creation of an interstate administrative agency to promote interstate comity, remove causes of present and future controversies, equitably apportion the surface waters of the ACFRB, and engage in water planning. Operational funding required by the Commission is equally shared among the party states.

Board of Control for Southern Regional Education. Section 1000.32, F.S., promotes the development and maintenance of regional education services and facilities in the southern states to provide greater educational advantages and facilities for the citizens in the region. The states established a joint agency called the Board of Control for Southern Regional Education to submit plans and recommendations to the states from time to time for their approval and adoption by appropriate legislative action for the development, establishment, acquisition, operation, and maintenance of educational facilities in the region.

Regional Planning Councils. Sections 186.501 through 186.513, F.S., the "Florida Regional Planning Council Act," provide for the creation of regional planning agencies to assist local governments in resolving their common problems. The regional planning councils are designated as the primary organizations to address problems and plan solutions that are of greater-than-local concern or scope. Participants in these councils are required by statutes to contribute to the support of these programs.

Southern States Energy Compact. Section 377.711, F.S., enacted this compact into law joining the State of Florida and other states to recognize that the proper employment and conservation of energy, and the employment of energy-related facilities, materials, and products can assist substantially in the industrialization of the South and the development of a balanced economy in the region. The State of Florida appropriates funds to support Florida's participation in the compact.

Related Organizations

Organizations for which the state is accountable because the state appoints a voting majority of the board, but for which the state is not financially accountable, are deemed "related organizations." The state's related organizations include certain transportation authorities, hospital districts, port authorities, and aviation authorities. The state is not financially accountable for any of these organizations and, therefore, applicable financial data is not included in the state's financial statements.

Contact

Financial statements of the component units that issue separate statements and other financial statement-related information may be obtained from:

Department of Financial Services
Bureau of Financial Reporting
Statewide Financial Reporting Section
200 East Gaines Street
Tallahassee, Florida 32399-0364
Telephone: (850) 413-5511
Department Website: <http://www.myfloridacfo.com>

Joint ventures may be contacted directly for their financial statements.

B. Basic Financial Statements

The state's financial statements have been prepared in accordance with generally accepted accounting principles as prescribed by GASB. The basic financial statements of the state, including its component units, are presented in the required format discussed below.

Government-wide Financial Statements

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary activities of the primary government and its component units. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from its discretely presented component units.

The statement of activities demonstrates the degree to which the direct expenses of a given function are offset by program revenues. Direct expenses are those that are clearly identifiable to a specific function. Some functions may include administrative overhead that is essentially indirect expenses of other functions. The state currently does not allocate those indirect expenses to other functions. Program revenues include: (1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function; (2) grants and contributions that are restricted to meeting the operational requirements of a particular function; and (3) grants and contributions that are restricted to meeting the capital requirements of a particular function. Taxes and other items not included in program revenues are reported in general revenues.

Fund Financial Statements

Separate fund financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements.

C. Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned, while expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as they become susceptible to accrual, generally when they are both measurable and available. Revenues collected within 60 days of the end of the current fiscal year are considered available, with the exception of certain tax revenues, which are considered available when collected within 30 days of year-end. For governmental funds, certain long-term liabilities, such as compensated absences, due within 60 days of the end of the current fiscal year are expected to be liquidated with expendable financial resources and are recognized within the applicable governmental fund. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, expenditures for insurance and similar services extending over more than one fiscal year generally are accounted for as expenditures of the fiscal year of acquisition. Further, principal and interest on general long-term debt are recognized when due.

D. Basis of Presentation

Major Funds

GASB Codification Section 2200, *Comprehensive Annual Financial Report*, sets forth minimum criteria (percentage of the total assets and deferred outflows of resources, total liabilities and deferred inflows of resources, revenues, or expenditures/expenses for either fund category or the governmental and enterprise funds combined) for the determination of major funds. GASB Codification Section 2200 further requires that the reporting government's main operating fund (the General Fund) always be reported as a major fund. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements. The nonmajor funds are combined in a column in the fund financial statements and detailed in the combining statements. The state reports the following major funds:

Major Governmental Funds

General Fund – a fund that accounts for the financial resources of the state, except those required to be accounted for in another fund. This is the state's primary operating fund.

Environment, Recreation and Conservation – a special revenue fund that accounts for the operations of various programs such as air pollution control, water quality assurance, ecosystem management, and marine resources conservation. Transfers from other funds, pollutant tax collections, and federal grants are its major sources of revenue.

Public Education – a special revenue fund that includes funds used to operate education-related programs. Significant sources of revenue for this fund are federal grants, transfers from the Florida Lottery, and utility taxes.

Health and Family Services – a special revenue fund that includes funds used to operate various health and family service-related programs such as health care, elder affairs, and public assistance. Grants and funding from the federal government are the predominant sources of revenue for this fund.

Transportation – a special revenue fund that accounts for the maintenance and development of the state highway system and other transportation-related projects. It accounts for federal grants, motor fuel and aviation fuel taxes, automobile registration fees, and other revenues that are used for transportation purposes.

Major Business-type Funds

Transportation – an enterprise fund that primarily accounts for operations of the Florida Turnpike.

Lottery – an enterprise fund that accounts for state lottery operations, which include sale of lottery tickets, payment of lottery prizes, and transfers to the Educational Enhancement Trust Fund.

Florida Hurricane Catastrophe Fund – an enterprise fund that accounts for investments for the Florida Hurricane Catastrophe Fund, which was created to help cover insurers' losses in the event of a hurricane disaster.

Prepaid College Program – an enterprise fund that accounts for payments from purchasers of the Florida Prepaid College Program. This program was created to provide a medium through which the cost of state post-secondary education may be paid in advance of enrollment at a rate lower than the projected corresponding costs at the time of enrollment.

Reemployment Assistance – an enterprise fund that accounts for contributions, benefit payments, grants, loans, and investments for the Unemployment Compensation Fund, which was created to pay reemployment assistance benefits to eligible individuals.

Fund Types

Additionally, the state reports the following fund types:

Internal Service Funds

These proprietary-type funds are primarily used to report activities that provide goods or services to other funds or agencies within the state, rather than to the general public. Internal service funds are classified into the following categories:

- ***Employee Health and Disability*** - includes funds that account for state employees' health and disability plans.
- ***Data Centers*** – includes funds that account for services provided by data processing centers operated by various agencies.
- ***Communications and Facilities*** – includes funds that primarily account for services provided by the Department of Management Services such as those related to the construction, operation, and maintenance of public facilities, and management and operation of the SUNCOM (state communication) Network.
- ***Other*** – includes funds that account for services provided to other state agencies such as legal services, records management, and community services (inmate work squads).

Fiduciary Fund Types

Fiduciary funds are used to report assets held in a trustee or agency capacity for others and, therefore, cannot be used to support the state's own programs.

Private-Purpose Trust Funds - funds that are used to report trust arrangements under which principal and income benefit individuals, private organizations, or other governments including funds accounting for unclaimed property; federally guaranteed, higher education loans; contributions to a college savings plan; and various others.

Pension and Other Employee Benefits Trust Funds - funds that are used to report resources that are required to be held in trust for the members and beneficiaries of the state's pension plans and other employee benefit plans.

Agency Funds - funds that are used to report resources held by the state in a purely custodial capacity. For example, these funds account for asset and liability balances related to retiree health care, taxes collected and held by the Department of Revenue for other entities, and student funds held by the Florida School for the Deaf and the Blind.

Investment Trust Funds - funds that are used to report the external portion of investment pools reported by the state.

E. Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources, and Net Position/Fund Balance

Cash and Cash Equivalents

The state's cash includes cash on hand and on deposit in banks, including demand deposits, certificates of deposit, and time deposits. Most deposits are held by financial institutions qualified as public depositories under Florida law. Cash equivalents are short-term, highly liquid investments. For the purposes of GASB Codification Section 2450, *Cash Flows Statements*, pooled investments with the State Treasury are considered cash equivalents. Details of deposits are included in Note 2.

Investments

Florida Statutes authorize the state to invest in various instruments. The state reports investments in accordance with GASB Codification Section I50, *Investments*.

Investments with the State Treasury are reported at fair value which is obtained from independent pricing service providers. Independent pricing service providers use quoted market prices when available and employ various, sometimes proprietary, multifactor models for determining a security's fair value if it is not available from quoted market prices. Some securities, including U.S. government, municipal bonds, and mortgage-backed and asset-backed securities, are priced using evaluated bid prices. Evaluated bid prices are determined by taking bid prices and adjusting them by an evaluated adjustment factor derived from the independent pricing service's multifactor model. If values are not available using the above methods, secondary methods such as non-evaluated mid-price and bid price are used. If no source of values is available, cost or last available price from any source is used, or other pricing methodology as directed by the State Treasury.

Investments managed by the State Board of Administration (SBA) are reported in various funds. Investments of the Debt Service Escrowed Fund, which meet the requirements of a legal or in-substance defeasance, are reported at cost. Investments of the Local Government Surplus Funds Trust Fund are reported based on amortized cost and disclosed in Note 2 at fair value. Other investments managed by the SBA, including those related to the state's defined benefit and defined contribution pension plans, are reported at fair value at the reporting date.

For SBA-managed investments, fair values are obtained or estimated in accordance with the Global Pricing Guidelines established with the SBA's custodian, BNY Mellon Bank. BNY Mellon Bank uses a variety of independent pricing vendors and designates certain vendors as the primary source based on asset type, class or issue. BNY Mellon Bank monitors prices supplied by primary sources and may use a supplemental price source or change the primary price source if any of the following occurs:

- The price of a security is not received from the primary price source.
- The primary price source no longer prices a particular asset type, class or issue.
- The SBA or its portfolio investment manager challenges a price and BNY Mellon Bank reviews the price with the vendor, who agrees that the price provided by that vendor may not be appropriate.
- The price from the primary source exceeds BNY Mellon Bank's price tolerance checkpoints and results in a vendor comparison review where another source is deemed to be more appropriate by the BNY Mellon Bank.

When a portfolio includes securities or instruments for which BNY Mellon Bank does not receive fair value information from its vendor price sources, BNY Mellon Bank uses a "non-vendor price source." Examples include, but are not limited to, limited partnerships or similar private investment vehicles that do not actively trade through established exchange mechanisms; other private placements where there is limited or no information in the market place; and unique fixed income and equity instruments. The SBA does not provide direction regarding the substitution of prices in such instances where securities or instruments are in the portfolio of an investment manager appointed by the SBA. In such cases where the SBA directed the purchase of such securities or instruments, BNY Mellon may obtain the non-vendor prices by contacting the SBA only if it is not commercially reasonable to directly obtain the non-vendor price information from the broker of record, as identified by the SBA.

For private market investments, where no readily ascertainable market value exists (including limited partnerships, hedge funds, direct-owned real estate, and real estate pooled funds), fair values for the individual investments are based on the net asset value (capital account balance) at the closest available reporting period, as communicated by the general partner and/or investment manager, adjusted for subsequent contributions and distributions. The valuation techniques vary based upon

investment type and involve a certain degree of judgment. The most significant input into the net asset value of an entity is the value of its investment holdings. The net asset value is provided by the general partner and/or investment manager and reviewed by management.

Annually, the financial statements of all private market investments are audited by independent auditors. Private market investments in which the SBA has a controlling interest are also required to be valued annually by independent, licensed external appraisers selected by an appraisal management company retained by the SBA.

All derivative financial instruments are reported at fair value in the statements of net position. The instruments are adjusted to fair value at least monthly, with valuation changes recognized in investment earnings. Gains and losses are recorded in the statements of changes in net position as “net increase (decrease) in fair market value” during the period.

Because of the inherent uncertainty of the valuation using pricing methodologies other than the quoted market prices, the estimated fair values may differ from the values that would have been used had a ready market existed.

Investment detail is included in Note 2.

Inventories

Inventories primarily consist of expendable supplies. Inventories are recorded according to the consumption method as expenditures when consumed. At the end of the fiscal year, inventory is reported as an asset and identified in fund balance as nonspendable. The method used to determine the cost of inventories varies by agency responsible for the inventories.

Capital Assets

Capital assets are real, personal, and intangible property that have a cost equal to or greater than an established capitalization threshold and have an estimated useful life extending beyond one year. For additional information, refer to Note 5.

Deferred Outflows of Resources

A consumption of net assets by the government that is applicable to a future reporting period is presented as a deferred outflow of resources.

Long-term Liabilities

Refer to Note 8 for information on bonds payable and certificates of participation, Note 9 for information on installment purchases, capital leases, and public-private partnership agreements, and Note 10 for changes in long-term liabilities.

Compensated Absences Liability

Employees earn the right to be compensated during absences for vacation and illness as well as for unused special compensatory leave earned for hours worked on legal holidays and other specifically authorized overtime. Compensated absences for annual leave are recorded as a liability when the benefits are earned. Compensated absences for sick leave are calculated based on the vesting method. Within the limits established by law or rule, the value of unused leave benefits will be paid to employees upon separation from state service. The amounts reported for compensated absences are based on current year-end salary rates and include employer Social Security and Medicare tax and pension contributions at current rates.

Deferred Inflows of Resources

A deferred inflow of resources is an acquisition of net assets by the government that is applicable to a future reporting period.

Components of Net Position

The government-wide statement of net position classifies net position into the following categories: (1) net investment in capital assets, (2) restricted, and (3) unrestricted. The “net investment in capital assets” component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. “Restricted” net position is reported when constraints are placed on net position that are either (a) externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. “Unrestricted” net position consists of net position that does not meet the definition of “restricted” or “net investment in capital assets.” When both restricted and unrestricted resources are to be used for the same purpose, the agency responsible for administering the resources determines the flow assumption used to identify the portion of

expenses paid from restricted resources. At June 30, 2015, the government-wide statement of net position reported a restricted net position of \$25.3 billion, of which \$16.7 billion is restricted by enabling legislation.

Components of Fund Balance

Nonspendable fund balance includes amounts that cannot be spent. This includes activity that is not in a spendable form such as inventories, prepaid amounts, and long-term portion of loans and notes receivable, net, unless the proceeds are restricted, committed or assigned. Additionally, activity that is legally or contractually required to remain intact, such as a principal balance in a permanent fund, is considered to be nonspendable.

Restricted fund balances have constraints placed upon the use of the resources either by an external party, such as the Federal Government, or imposed by law through a constitutional provision or enabling legislation.

Committed fund balance includes amounts that can be used only for the specific purposes determined by a formal action of the state's highest level of decision-making authority, the Legislature and the Governor, i.e. through legislation passed into law. Commitments may only be modified or rescinded by equivalent formal, highest-level action.

Unassigned fund balance is the residual amount of the General Fund not included in the three categories described above. Also, any remaining deficit fund balances within the other governmental fund types are reported as unassigned.

When an expenditure is incurred for purposes for which both restricted and unrestricted resources are available, it is the state's general policy to use restricted resources first. When expenditures are incurred for which unrestricted (committed or unassigned) resources are available, and amounts in any of these unrestricted classifications could be used, it is the state's general policy to spend committed resources first. However, the agency responsible for administering the resources determines the flow assumption used to identify the portion of expenses paid from restricted resources.

Fund Balances Classifications and Special Revenue by Purpose – GASB Codification Section 2200, *Comprehensive Annual Financial Report*, requires presentation of governmental fund balances and special revenue fund revenues by specific purpose. In the basic financial statements, the fund balance classifications are presented in the aggregate. The table presented below displays further detail of nonspendable fund balance and appropriation of resources existing at June 30, 2015 (in thousands).

	Fund	Conservation	Education	Services	Transportation	Funds	Total
Fund balances:							
Nonspendable:							
Inventory and Prepaid Items	\$ 8,023	\$ 411	.....	\$ 12,867	\$ 9,195	\$ 2,060	\$ 32,556
Long-term Receivables and Advances	11,097	.....	.....	.....	.....	.....	11,097
Permanent Fund Principal	.....	.....	.....	.....	.....	23,108	23,108
Total	19,120	411	.....	12,867	9,195	25,168	66,761
Restricted:							
Grantors/Contributors	150	76,736	25	8,711	.....	26,179	111,801
Enabling Legislation	51,640	17,136	.....	906	50	340,362	410,094
Constitutional Provision	.....	62,406	739,380	.....	.....	629	802,415
Creditors	8,978	24,371	919,062	6,165	.....	1,372,299	2,330,875
Federal Government	28,422	2,018,043	40,426	117,884	19,057	116,754	2,340,586
Total	89,190	2,198,692	1,698,893	133,666	19,107	1,856,223	5,995,771
Committed:	921,750	795,573	245,373	1,192,552	2,093,553	1,023,749	6,272,550
Unassigned:	5,878,552	.....	(883,674)	.....	.....	.....	4,994,878
Total Fund Balances	\$ 6,908,612	\$ 2,994,676	\$ 1,060,592	\$ 1,339,085	\$ 2,121,855	\$ 2,905,140	\$ 17,329,960

Section 215.32(2)(b)4.a, F.S., provides that the unappropriated cash balances from selected trust funds may be authorized by the Legislature for transfer to the Budget Stabilization Fund and the General Revenue Fund through the General Appropriations Act. The amounts indicated below were identified in the State's 2015-16 General Appropriations Act as being unappropriated June 30, 2015, cash balances that are to be transferred to and from the funds indicated during the 2015-16 fiscal year.

Transfer to (from) Fund	\$ 106,052	\$ 63,692	.....	\$ 35,000	.....	\$ 7,360	.....
Transfer from Non-Governmental Funds	95,000	.....	.....	.....	.....	.....	95,000
Totals	\$ 201,052	\$ 63,692	.....	\$ 35,000	.....	\$ 7,360	\$ 95,000

F. Interfund Activity and Balances

The effect of interfund activities, except those between funds reported as governmental activities and funds reported as business-type activities, has been eliminated from the government-wide statements. In the fund financial statements, transfers represent flows of assets without equivalent flows of assets in return or a requirement for repayment. Transfers are recorded when a fund receiving revenue provides it to the fund which expends the resources. Transfers between funds are made to accomplish various provisions of law.

Interfund receivables and payables have been eliminated from the statement of net position, except for the residual amounts due between governmental and business-type activities.

For additional information, refer to Note 11.

G. Nonmonetary Transactions

The state participates in various activities that are, in part, represented by nonmonetary transactions. Examples include nonmonetary assistance in the form of Federal grants, such as vaccines, Electronic Benefit Transfer (EBT) cards for food assistance, and donated food commodities. The state also acts as an agent for the United States Department of Agriculture in the distribution of donated food commodities to qualifying organizations outside the state's reporting entity. The fair value of these items is reported in the governmental fund financial statements.

State Attorneys and Public Defenders of the State of Florida are furnished certain office space and other services by counties under the provisions of Chapter 29, F.S. Some counties also provide certain facilities and services to other officers and staff of the judicial branch. The value of the facilities and services provided by the counties is not reported as revenue.

H. Operating and Nonoperating Revenues

Proprietary funds distinguish operating and nonoperating revenues. Operating revenues are typically derived from providing goods or services, and include all transactions involved in delivering those goods or services. These revenues are a direct result of exchange-type transactions associated with the principal activity of the fund. Cash flow resulting from capital and related financing, noncapital financing and investment activities are considered nonoperating for reporting purposes.

I. Accounting and Reporting Changes

The state implemented GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*. This statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers* and No. 50, *Pension Disclosures*, as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements that meet certain criteria. This statement establishes requirements for measuring, recognizing, and disclosing pension liabilities, deferred outflows of resources, deferred inflows of resources, and expense/expenditures. The implementation of this standard required restatement of beginning equity and the recording of pension liabilities, deferred outflows of resources, deferred inflows of resources, and pension expense/expenditures in the financial statements. Additionally, implementation required changes to the notes to the financial statements and required supplemental information for pension plans.

The state implemented GASB Statement No. 69, *Government Combinations and Disposals of Government Operations*. This statement establishes accounting and financial reporting standards related to government combinations (mergers, acquisitions, and transfers of operations) and disposals of government operations. Adoption of this statement had no impact on the state's financial statements.

The state implemented GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date – an amendment of GASB Statement No. 68*. This statement addresses an issue regarding application of the transition provisions of Statement No. 68, *Accounting and Financial Reporting for Pensions*. This statement requires, at transition, recognition of beginning deferred outflow of resources for contributions to a defined benefit pension plan made subsequent to the measurement date of the beginning net pension liability.

J. Fund Balance and Net Position Reclassifications and Restatements

Fund balances and net position at June 30, 2014 have been adjusted as follows (in thousands):

	Business-Type Activities					
	Proprietary Funds					
	Governmental Activities	Transportation	Lottery	Hurricane Catastrophe Fund	Prepaid College Program	Nonmajor Enterprise Funds
Fund Balance/Net Position, June 30, 2014, as previously reported	\$ 61,222,182	\$ 7,682,184	\$ 97,662	\$ 10,160,221	\$ 1,792,473	\$ 380,342
Implementation of New Accounting Standards:						
Implementation of GASB Statement No. 68 and 71; reporting pensions	(4,134,866)		(10,999)	(595)	(411)	(66,229)
Capital assets: To increase/decrease net assets for prior year over/understatements	322,801	173,000				
Fund Balance/Net Position, June 30, 2014, as restated	<u>\$ 57,410,117</u>	<u>\$ 7,855,184</u>	<u>\$ 86,663</u>	<u>\$ 10,159,626</u>	<u>\$ 1,792,062</u>	<u>\$ 314,113</u>
	Business-Type Activities	Component Units			Fiduciary Funds	
	Proprietary Funds	Component Units				
	Internal Service Funds	University of Florida	Citizens Property Insurance	Nonmajor Component Units	Private-purpose Trust Fund	Pension and Other Employee Benefits Trust Funds
Fund Balance/Net Position, June 30, 2014, as previously reported	\$ 542,716	\$ 5,937,226	\$ 7,333,278	\$ 26,007,337	\$ 2,802,051	\$ 162,598,989
Implementation of New Accounting Standards:						
Implementation of GASB Statement No. 68 and 71; reporting pensions	(49,322)	(435,209)		(1,283,488)	(1,375)	(277)
Implementation of GASB Statement No. 65; debt issuance costs expensed			(157,091)			
Capital assets: To increase/decrease net assets for prior year over/understatements	(42,587)			3,732		
Investments: To increase net assets as a result of investment valuations				1,251		
Liabilities: To increase liabilities as a result of reclassifications				(2,497)		
Other Adjustments: To increase net position due to implementation of new state laws and other various understatements		1,802		11,132		
Fund Balance/Net Position, June 30, 2014, as restated	<u>\$ 450,807</u>	<u>\$ 5,503,819</u>	<u>\$ 7,176,187</u>	<u>\$ 24,737,467</u>	<u>\$ 2,800,676</u>	<u>\$ 162,598,712</u>

K. Budget Stabilization Fund

The State Constitution mandates the creation and maintenance of a Budget Stabilization Fund, in an amount not less than 5 percent nor more than 10 percent of the last complete fiscal year's net revenue collections for the General Revenue Fund. Monies in the Budget Stabilization Fund may be transferred to the General Revenue Fund to offset a deficit therein or to provide emergency funding, including payment of up to \$38 million with respect to certain uninsured losses to state property. Monies in this fund are constitutionally prohibited from being obligated or otherwise committed for any other purposes. Any withdrawals from the Budget Stabilization Fund must be restored from general revenues in five equal annual installments, commencing in the third fiscal year after the expenditure, unless the Legislature establishes a different restoration schedule, in accordance with Section 215.32, F.S.

In prior fiscal years, the Florida Legislature authorized the transfer of funds from the Budget Stabilization Fund to the General Revenue Fund. These transfers are required to be repaid in accordance with Section 215.32, F.S. The Budget Stabilization Fund had \$1.1 billion in cash at June 30, 2015. The planned repayment schedule is presented below. An additional repayment was made in June 2015, resulting in a remaining balance of \$214,481,450. Both of these funds are included within the General Fund; therefore, pursuant to generally accepted governmental accounting principles, the advances to other funds and advances from other funds were eliminated.

Date	Authority	Borrowed	Repayment
9/11/2008	GAA 2008-2009 Section 77	\$ 672,407,250	\$
2/20/2009	Senate Bill 2-A Section 51	400,000,000	.....
7/1/11-6/30/12		.....	214,481,450
7/1/12-6/30/13		.....	214,481,450
7/1/13-6/30/14		.....	214,481,450
7/1/14-6/30/15		.....	214,481,450
7/1/15-6/30/16		.....	214,481,450
Total		\$ 1,072,407,250	\$ 1,072,407,250

NOTE 2 - DEPOSITS AND INVESTMENTS

A. Deposits

At June 30, 2015, the state's deposits in financial institutions totaled approximately \$2.0 billion for primary government and \$3.2 billion for discretely presented component units.

1. Custodial Credit Risk

The custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the state will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The state mitigates custodial credit risk by generally requiring public funds to be deposited in a bank or savings association that is designated by the Chief Financial Officer (CFO) as authorized to receive deposits in the state and meets the collateral requirements as set forth in Chapter 280, Florida Statutes (F.S.).

The CFO determines the collateral requirements and collateral pledging level for each Qualified Public Depository (QPD) following guidelines outlined in Section 280.04, F.S., and Department of Financial Services Rules, Chapter 69C-2, Florida Administrative Code. Collateral pledging levels include 25, 50, 110, and 150 percent of a QPD's average daily deposit balance, or, if needed, an amount as prescribed by the CFO. Section 280.13, F.S., outlines eligible types of collateral including direct obligations of the United States (U.S.) Government, federal agency obligations fully guaranteed by the U.S. Government, certain federal agency obligations, state and local government obligations, corporate bonds, and letters of credit issued by a Federal Home Loan Bank. Also, with the CFO's permission, eligible collateral includes collateralized mortgage obligations, real estate mortgage investment conduits and securities or other interests in any open-end management investment company registered under the Investment Company Act of 1940. However, the portfolio of the investment company must be limited to direct obligations of the U.S. Government and to repurchase agreements fully collateralized by such direct obligations of the U.S. Government, and the investment company must take delivery of such collateral either directly or through an authorized custodian.

In accordance with Section 280.08, F.S., if a QPD defaults, losses to public depositors are first satisfied with any applicable depository insurance, followed by demands of payment under any letters of credit or sale of the defaulting QPD's collateral. If necessary, any remaining losses are to be satisfied by assessments against the other participating QPDs according to a statutory based ratio.

At June 30, 2015, the following deposits were not secured pursuant to Chapter 280, F.S., and were exposed to custodial credit risk because they were uninsured and (1) uncollateralized, (2) collateralized with securities held by the pledging financial institution, or (3) collateralized with securities held by the pledging financial institution's trust department or agent but not in the state's name (in thousands).

**Schedule of Deposits with State Treasury
Exposed to Custodial Credit Risk
As of June 30, 2015**

Custodial Credit Risk	Bank Statement Balance (in U.S. \$)	
	Primary Government	Component Units
(1)	\$ 1,119,223	\$ 424,692
(2)	38,818	380,181
(3)	.....	13,324
Total deposits subject to custodial credit risk	\$ 1,158,041	\$ 818,197

2. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of a deposit. Under Section 215.47, F.S., and subject to the limitations and conditions of the State Constitution or of the trust agreement relating to a trust fund, moneys available for investments by the State Board of Administration (SBA) may be invested in fixed income obligations or stocks denominated in foreign currency. The SBA has developed total fund investment policies for the investment of assets in the Florida Retirement System (FRS) Pension Trust Fund and the Lawton Chiles Endowment Fund (LCEF) that set ranges on investments by asset class in each fund. Under the FRS Pension Trust Fund and LCEF investment policy statements approved by SBA Trustees effective January 1, 2015, and June 17, 2014, respectively, foreign and domestic equity securities are included in the global equity asset class. The FRS Pension Trust Fund and LCEF have target allocations to global equities of 53% and 71%, respectively, with policy ranges from 45-70% for FRS and 61-81% for LCEF, but within these ranges there are no limits on the

amount of foreign equity securities that are not denominated in U.S. dollars. The Florida Prepaid Program's comprehensive investment plan limits investment in foreign equities to 25% of total equities, with the target for total equities to be the lesser of 15% of the total fund, or the actuarial reserve. In all cases, Florida law limits the exposure to foreign securities held outside of commingled funds to 50% of the total fund. The investment plans may be modified in the future if the SBA or Florida Prepaid adopts changes. This investment activity in foreign investments resulted in deposits in foreign currency as of June 30, 2015, as illustrated in the following schedule (in thousands):

Schedule of Investments with State Board of Administration

Foreign Currency Deposits Held

As of June 30, 2015

Currency	Bank Statement Balance (in U.S. \$)			
	FRS Pension Trust Fund	LCEF	Florida Prepaid Program and Investment Plan	Total
Australian dollar	\$ 17,014	\$	\$ 13	\$ 17,027
Brazilian real	2,243	99	.....	2,342
British pound sterling	25,719	141	25	25,885
Canadian dollar	6,825	142	.....	6,967
Chilean peso	124	.....	.....	124
Danish krone	889	.....	.....	889
Egyptian pound	211	.....	.....	211
Euro currency unit	32,727	.....	75	32,802
Hong Kong dollar	8,138	134	69	8,341
Hungarian forint	13	6	.....	19
Indian rupee	4,684	.....	.....	4,684
Indonesian rupiah	294	47	.....	341
Israeli shekel	739	.....	41	780
Japanese yen	34,524	123	288	34,935
Kenyan shilling	618	.....	.....	618
Malaysian ringgit	628	82	.....	710
Mexican peso	267	8	.....	275
New Zealand dollar	703	.....	.....	703
Nigerian naira	2	.....	.....	2
Norwegian krone	2,599	97	9	2,705
Pakistan rupee	173	.....	.....	173
Philippines peso	95	155	.....	250
Polish zloty	228	50	.....	278
Qatari riyal	147	.....	.....	147
Singapore dollar	2,101	.....	47	2,148
South African rand	1,636	.....	.....	1,636
South Korean won	1,275	73	.....	1,348
Swedish krona	1,826	1	4	1,831
Swiss franc	1,164	.....	.....	1,164
Taiwan new dollar	11,885	.....	.....	11,885
Thailand baht	189	3	.....	192
Turkish lira	502	5	.....	507
UAE dirham	43	.....	.....	43
Other	32	1	.....	33
Total deposits subject to foreign currency risk	\$ 160,257	\$ 1,167	\$ 571	\$ 161,995

B. Investments

At June 30, 2015, the state's investments reported in governmental and business-type activities and fiduciary funds totaled \$228.5 billion, consisting of pooled investments with the State Treasury in the amount of \$21.6 billion and other investments in the amount of \$206.9 billion. The State Treasury also had holdings at June 30, 2015, of \$4.0 billion for discretely presented component units in total. These investments are not reported as part of the primary government and may be different from the amounts reported by some component units due to different reporting periods. Other investments for discretely presented component units totaled \$24.6 billion.

Pooled Investments with the State Treasury

Unless specifically exempted by statute, all cash of the state must be deposited in the State Treasury. The State Treasury, in turn, keeps the funds fully invested to maximize earnings. In addition, the State Treasury may invest funds of any board, association, or entity created by the State Constitution, or by law. As a result, pooled investments with the State Treasury contains deposits from funds and component units of the reporting entity (internal portion) as well as deposits from certain legally separate organizations outside the reporting entity (external portion). The external portion of pooled investments with the State Treasury is reported in a governmental external investment pool.

Pooled investments with the State Treasury are not registered with the Securities and Exchange Commission. Oversight of the pooled investments with the State Treasury is provided by the Treasury Investment Committee per Section 17.575, F.S. The authorized investment types are set forth in Section 17.57, F.S.

Redemptions are on a dollar in/dollar out basis adjusted for distributed income. The fair value of the pooled investments with the State Treasury is determined at fiscal year-end for financial reporting purposes.

The State Treasury does not contract with an outside insurer in order to guarantee the value of the portfolio, or the price of shares redeemed.

Per Section 17.61(1), F.S., the State Treasury shall invest all general revenue funds, trust funds, all agency funds of each state agency, and of the judicial branch. As a result, state agencies and the judicial branch are considered involuntary participants in pooled investments with the State Treasury. The total involuntary participation as of June 30, 2015, was \$18.4 billion or 72% of the pool.

At year-end, the condensed financial statements for the Investment Pool maintained by the State Treasury were as follows (dollars in thousands):

Schedule of Pooled Investments with State Treasury
Condensed Statement of Fiduciary Net Position
June 30, 2015

ASSETS	
Current and Other Assets	\$ 26,538,697
Total Assets	<u>26,538,697</u>
LIABILITIES	
Other Liabilities	2,442,528
Total Liabilities	<u>2,442,528</u>
NET POSITION	
Net position held for Internal Pool Participants	22,636,935
Net position held for External Pool Participants	1,459,234
	<u>\$ 24,096,169</u>

Condensed Statement of Changes in Fiduciary Net Position
June 30, 2015

ADDITIONS	
Net income (loss) from investing activity	\$ 205,209
DEDUCTIONS	
Distributions paid and payable	<u>(205,209)</u>
DEPOSITOR ACTIVITY	
Deposits	137,316,563
Withdrawals	(136,040,763)
Excess (deficiency) of deposits over withdrawals	<u>1,275,800</u>
Change in net position	1,275,800
Net position, beginning	<u>22,820,369</u>
Net position, ending	<u>\$ 24,096,169</u>

The following table provides a summary of the fair value, the number of shares or the principal amount, ranges of interest rates, and maturity dates of each major investment classification (dollars in thousands):

**Schedule of Pooled Investments with State Treasury
Summary of Investment Holdings**

	Par	Fair Value	Range of Interest Rates *	Range of Maturity Dates
Commercial paper	\$ 375,000	\$ 374,986	0.04%-0.17%	7/1/2015-7/30/2015
Repurchase agreements	1,291,129	1,291,129	0.06%-0.15%	7/1/2015-7/7/2015
U.S. guaranteed obligations	5,267,011	5,220,825	0.125%-11.73%	7/15/2015-12/20/2062
Federal agencies	4,761,991	4,565,833	0.11%-17.99%	7/13/2015-4/1/2056
Bonds and notes - domestic	6,282,956	6,040,446	0.175%-10.375%	7/2/2015-7/1/2114
Bonds and notes - international	960,404	971,673	0.16%-8.87%	8/1/2015-2/26/2055
Federal agencies discounted securities	3,582,130	3,579,578	0.02%-3.37%	7/1/2015-3/25/2042
U.S. guaranteed obligations discounted securities	780,681	777,724	0.01%-2.93%	7/23/2015-8/15/2030
Commingled STIF	553,403	553,403	N/A	N/A
Unemployment compensation funds	2,549,200	2,549,200	N/A	N/A
Totals	<u>\$ 26,403,905</u>	<u>\$ 25,924,797</u>		

* The coupon rate in effect at June 30, 2015, is reported. If a security is discounted, the purchase yield is reported. At June 30, 2015, the State Treasury had \$3.4 million of zero coupon U.S. Treasury bonds and notes. These securities had a yield range of 0.43% - 0.75%.

The State Treasury records, as an investment, funds credited to the state's account in the Federal Unemployment Compensation Trust Fund pursuant to Section 903 of the Social Security Act. The fund is drawn upon primarily to pay reemployment assistance benefits. This money is pooled with deposits from other states and is managed by the Federal Government. No disclosures can be made of specific securities owned.

The schedule below discloses the detail of the State Treasury holdings at fair value at June 30, 2015, as well as reconciliation to the basic financial statements (in thousands):

**Schedule of Pooled Investments with State Treasury
As of June 30, 2015**

Investment type	Fair Value
Commercial paper	\$ 349,986
Repurchase agreements	584,589
U.S. guaranteed obligations	5,998,549
Federal agencies	8,130,410
Bonds and notes - domestic	5,534,631
Bonds and notes - international	747,392
Commingled STIF	553,403
Unemployment compensation funds pooled with U.S. Treasury	2,549,200
Total investments excluding security lending collateral**	<u>24,448,160</u>
Lending collateral investments:	
Repurchase agreements	706,540
Federal agencies	15,001
Commercial paper	25,000
Bonds and notes - domestic	505,815
Bonds and notes - international	224,281
Total lending collateral investments	<u>1,476,637</u>
Total investments	25,924,797
Cash on deposit	<u>603,428</u>
Total State Treasury holdings	26,528,225
Adjustments:	
Outstanding warrants	(581,845)
Deposits in Transit	10,472
SPIA Revolving Account*	(8,515)
Unsettled securities liability	<u>(375,419)</u>
Reconciled balance, June 30, 2015	<u><u>\$ 25,572,918</u></u>
Reconciliation to the basic financial statements (in thousands):	
Pooled investments with State Treasury	
Governmental activities	\$ 14,422,243
Business-type activities	3,992,483
Fiduciary funds	3,153,797
Component units	3,236,352
Component units timing difference	<u>100,735</u>
Total pooled investments with State Treasury	24,905,610
Restricted pooled investments with State Treasury	
Business-type activities	38,284
Component units	<u>629,024</u>
Total restricted pooled investments with State Treasury	667,308
Total pooled investments with State Treasury	<u><u>\$ 25,572,918</u></u>

* The SPIA Revolving Account is included as cash and cash equivalent by the agencies.

**This amount excludes the Florida Birth-Related Neurological Injury Compensation Association's (NICA) participation in Treasury's Short Term Investment Fund. NICA's portion represents less than a tenth of a percent of the total investments held at Treasury.

Other Investments

Other investments in various funds of the state are primarily managed by the SBA. The largest of these funds managed by the SBA is the FRS Pension Trust Fund (Defined Benefit Pension Fund), whose total investments represented 76.9% of total other investments at June 30, 2015. Investments in the FRS Investment Plan Trust Fund (Defined Contribution Pension Fund) represents 4.4% of total other investment, while investments in the Florida Hurricane Catastrophe Fund and the Florida Prepaid College Trust Fund represented another 6.5% and 5.8%, respectively, of total other investments. Section 215.47, F.S., allows the SBA to invest funds in a range of instruments, including security lending agreements, reverse repurchase agreements, and alternative investments (including limited partnerships and hedge funds).

The schedule below discloses other investments at fair value and their total carrying value at June 30, 2015, as well as reconciliation to the basic financial statements (in thousands):

**Schedule of Other Investments
As of June 30, 2015**

Investment type	Fair value			Total
	FRS Pension Trust Fund	Managed by SBA	Not managed by SBA	
Certificates of deposit	\$ 1,936,529	\$ 4,455,873	\$ 6,387	\$ 6,398,789
Commercial paper	5,867,392	4,063,350	.....	9,930,742
Money market funds	12,265	2,937,124	28,869	2,978,258
Repurchase agreements	400,000	1,319,726	.....	1,719,726
U.S. guaranteed obligations	7,622,315	7,237,970	6,176	14,866,461
Federal agencies	9,458,712	7,682,110	14,083	17,154,905
Domestic bonds and notes	7,734,775	4,013,850	1,510,512	13,259,137
Domestic bonds and notes commingled funds	.....	1,823,909	.....	1,823,909
International bonds and notes	2,636,429	908,928	282	3,545,639
Domestic stocks	43,387,207	1,437,023	14,342	44,838,572
Domestic equity group trust	.....	.....	.....	.....
Domestic equity commingled funds	.....	4,204,353	.....	4,204,353
International stocks	36,089,572	600,012	6,168	36,695,752
International equity commingled funds	6,315,998	1,766,727	.....	8,082,725
Alternative investments	19,596,357	.....	.....	19,596,357
Real estate investments (directly owned)	7,777,275	.....	8,090	7,785,365
Real estate investments commingled funds	2,364,999	.....	.....	2,364,999
Self-Directed brokerage accounts	.....	299,571	.....	299,571
Option contracts purchased	33	.....	2,436	2,469
Swap contracts (debt related)	925	.....	.....	925
Mutual funds	.....	.....	1,970,734	1,970,734
Deferred compensation annuities	.....	.....	25,783	25,783
Total investments excluding lending collateral	151,200,783	42,750,526	3,593,862	197,545,171
Lending collateral investments:				
Certificates of deposit	.....	660,107	.....	660,107
Commercial paper	.....	271,049	.....	271,049
Short-term security lending collateral pool	.....	.....	.....	.....
Moneymarket funds	4,458,145	.....	.....	4,458,145
Repurchase agreements	3,775,237	562,988	.....	4,338,225
U.S. guaranteed obligations	.....	.....	.....	.....
Domestic bonds and notes	96,443	110,987	.....	207,430
International bonds and notes	17,065	18,306	.....	35,371
Total lending collateral investments	8,346,890	1,623,437	.....	9,970,327
Total investments for all types - fair value	\$ 159,547,673	\$ 44,373,963	\$ 3,593,862	\$ 207,515,498
Total investments for all types - carrying value	\$ 159,547,673	\$ 44,374,192	\$ 3,594,001	\$ 207,515,866
% of total other investments	77%	21%	2%	

Reconciliation of carrying value to the basic financial statements (in thousands):

	Governmental activities	Business-type activities	Fiduciary funds	Component Units ¹	Total
Other investments	\$ 1,176,187	\$ 8,212,944	\$	\$ 672,786	\$ 10,061,917
Restricted investments	.....	899,939	.....	.....	899,939
Long-term investments	233,676	17,631,820	170,397,278	.....	188,262,774
Security lending collateral ²	.....	.....	8,346,890	.....	8,346,890
Timing and other differences ³	(12,384)	(3,554)	(2,269)	(37,447)	(55,654)
Total other investments	\$ 1,397,479	\$ 26,741,149	\$ 178,741,899	\$ 635,339	\$ 207,515,866

¹The column for Component Units presents investments managed by SBA for Component Units. For presentation of all other investments for Component Units, see the Schedule of Other Investments For Discretely Presented Component Units.

²Other investments and Restricted investments for Governmental and Business-type activities include security lending collateral. Refer to Note 2 B Schedule of Other Investments and B(5) Schedule of Other Investments on Loan Under Security Lending Agreements for additional information.

³Differences between participant balances posted and actual investments. Some Component Units have fiscal year ends other than the state's year end of June 30, 2015.

Certain investments included in the above schedule were pledged as collateral with the SBA's futures and swaps clearing broker. These investments are presented below (in thousands):

FRS Pension Trust Fund
Securities Pledged as Collateral for Futures and Swaps Contracts
As of June 30, 2015

Investment Type	Fair Value
U.S. guaranteed obligations	\$ 22,974
Federal agencies	14,833
Domestic stocks	24,966
Total	\$ 62,773

In addition, cash and foreign currency required to open futures contracts (i.e. initial margin) in the FRS Pension Trust Fund was pledged as collateral with the SBA's futures brokers. Variation margins received from or paid to clearing brokers, may be required as frequently as daily, and represent the net settlement of profit or loss (i.e. the fair value increase or decrease) on open positions in futures and swaps. The initial and variation margin amounts held by brokers, and the variation margins held by the FRS Pension Trust Fund as of June 30, 2015, are included in "Accounts receivable" and in "Accounts payable and accrued liabilities", respectively, on the Statement of Fiduciary Net Position. These amounts are presented in the table below (in thousands):

FRS Pension Trust Fund
Cash and Foreign Currency Pledged as Collateral for Futures and Swaps Contracts
As of June 30, 2015

	Fair Value
Margin receivable from broker:	
Futures initial margin	\$ 8,597
Futures variation margin	7,136
Swaps variation margin	3,789
Total margin receivable	\$ 19,522
Margin payable to broker:	
Futures variation margin	\$ 6,674
Swaps variation margin	1,390
Total margin payable	\$ 8,064

The FRS Pension Trust Fund also held short positions in investments at June 30, 2015. Short investment positions are reported as liabilities on the Statement of Fiduciary Net Positions. The schedule below presents the short investment positions at fair value at June 30, 2015, (in thousands):

FRS Pension Trust Fund
Short Investment Positions
As of June 30, 2015

<u>Investment Type</u>	<u>Fair Value</u>
U.S. guaranteed obligations	\$ (11,843)
Federal agencies	(145,133)
Option contracts	<u>(17)</u>
Total	<u>\$ (156,993)</u>

The SBA issued a separate report (financial statements and notes) pertaining to the Local Government Surplus Funds Trust Fund (an external investment pool) within the state's Investment Trust Fund for the period ended June 30, 2015. This report may be obtained from the Chief Operating & Financial Officer, State Board of Administration of Florida, 1801 Hermitage Boulevard, Suite 101, Tallahassee, Florida 32308, (850) 488-4406.

Component Units

The schedule below discloses other investments reported at fair value and total carrying value, as of June 30, 2015, for discretely presented component units and a reconciliation to the basic financial statements (in thousands). Those investments held with the State Treasury as of June 30, 2015, are excluded.

**Schedule of Other Investments
For Discretely Presented Component Units
As of June 30, 2015**

Investment type	Fair value
Certificates of deposit	\$ 26,865
Commercial paper	75,299
Repurchase agreements	141,992
Money market funds	331,077
U.S. guaranteed obligations	3,567,560
Federal agencies	2,705,098
Domestic bonds & notes	10,485,233
International bonds & notes	183,602
Domestic stocks	1,178,508
International stocks	549,178
Real estate investments	116,608
Mutual funds	1,760,059
Investment agreements	3,508,659
Total other investments for all types - fair value	<u>\$ 24,629,738</u>
Total other investments for all types - carrying value	<u>\$ 24,625,919</u>
Reconciliation of carrying value to the basic financial statements:	
Other investments	\$ 19,753,635
Restricted investments	5,545,070
Less SBA Investments*	(672,786)
Total other investments for component units	<u>\$ 24,625,919</u>

*Investment types for component units with investments held by SBA are disclosed on the Schedule of Other Investments on page 73.

At June 30, 2015, 76% of total other investments for discretely presented component units belonged to the following major component units: Florida Housing Finance Corporation, University of Florida, and Citizens Property Insurance Corporation.

1. Credit Risk and Concentration of Credit Risk of Debt Securities

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Concentration of credit risk is the risk of loss attributed to the magnitude of the state's investment in a single issuer.

Pooled Investments with the State Treasury

The State Treasury follows the investment guidelines set forth in Section 17.57, F.S., for reducing exposure to investment credit risk. The State Treasury's rated debt investments as of June 30, 2015, were rated by the nationally recognized statistical rating organizations (NRSRO), Standard and Poor's (S&P) and Moody's, and the ratings are presented below using the applicable rating scale (in thousands):

State Treasury Credit Quality Ratings As of June 30, 2015							
S&P rating ²	Moody's rating ²	Total ¹	Commercial paper	Federal agencies	Domestic bonds & notes	International bonds & notes	Repurchase agreements ³
AAA		\$ 1,093,255	\$	\$ 4,394	\$ 1,076,834	\$ 12,027	\$
AA		9,524,095	.....	7,830,095	1,106,360	344,306	243,334
A		2,852,767	.....	.....	2,449,315	403,452	.....
A-1		374,986	374,986	.....	.....	.....	.....
BBB		911,170	.....	.....	774,065	137,105	.....
BB		9,030	.....	.....	9,030	.....	.....
B		1,052	.....	.....	1,052	.....	.....
Below B		4,243	.....	.....	4,243	.....	.....
	Aaa	569,919	.....	.....	559,212	10,707	.....
	Aa	27,042	.....	.....	27,042	.....	.....
	A	6,997	.....	.....	4,454	2,543	.....
	Baa	1,360	.....	.....	1,360	.....	.....
	Ba	1,054	.....	.....	1,054	.....	.....
	B	198	.....	.....	198	.....	.....
	Caa	24	.....	.....	24	.....	.....
Not Rated	Not Rated	721,365	.....	310,922	26,203	61,533	322,707
		16,098,557	\$ 374,986	\$ 8,145,411	\$ 6,040,446	\$ 971,673	\$ 566,041
Not rated ⁴	Not rated ⁴	5,998,549	U.S. guaranteed obligations				
Not rated	Not rated	553,403	Commingled STIF				
Not rated ⁴	Not rated ⁴	725,088	Repurchase Agreements				
		<u>\$ 23,375,597</u>	¹				

1 The remaining \$2,549,200 (in thousands) reported for Pooled Investments with State Treasury is comprised of investments with the U.S. Treasury Unemployment Compensation Funds Pool.

2 Long-term ratings are presented except for "A-1," which is a short-term rating for S&P.

3 Collateral underlying the repurchase agreements was not rated.

4 U.S. guaranteed obligations and collateral for repurchase agreements which are explicitly guaranteed by the U.S. government do not require disclosure of credit quality.

The State Treasury's investment policies allow for unlimited investments in U.S. obligations and certain Federal Agency obligations. For other investments, the investment policies address concentration of credit risk by placing limits on amounts invested per issuer (taking into account the maturity date and duration of the investment). In addition, the policies also address limits on certain investments by credit ratings. Limits on amounts invested are expressed in dollar amounts per issuer and also in total amounts per investment type as a percentage of the investment pool's market value. As of June 30, 2015, more than five percent of the State Treasury's investment pool is invested in Federal National Mortgage Association (FNMA), Federal Home Loan Bank System (FHLB), Federal Farm Credit Banks (FFCB), and the Federal Home Loan Mortgage Corporation (FHLMC). These investments are approximately 10 percent, 9 percent, 8 percent, and 7 percent of the State Treasury's investments pool, respectively.

Other Investments

The SBA, in compliance with Section 215.47, F.S., has adopted certain investment policies with regard to credit risk of debt securities. Investment policies vary by fund or portfolio. Below are the investment policies and credit risk disclosures for the FRS Pension Trust Fund, which constitute the primary portion of other investments.

FRS Pension Trust Fund – Investments are generally managed through individual portfolios within various asset classes, as listed below. Some of the individual portfolios have slightly different restrictions on credit quality.

Short-term Portfolio – Securities must be high quality at the time of purchase. For short-term investment ratings, this is defined as the highest applicable rating from one of the three NRSROs – S&P A-1, Moody's P-1, and Fitch F1. For long-term investment ratings, this is defined as a minimum mid-single A rating from one of the three NRSROs – S&P A, Moody's A2, and Fitch A.

Mortgage Index Portfolio – Securities are generally limited to those issued by the Government National Mortgage Association (GNMA), FNMA, and FHLMC. No specific credit rating criteria are listed.

Intermediate Aggregate Less MBS Index Portfolio – Securities should be rated investment grade by at least one of the three NRSROs at the time of purchase. Minimum ratings include S&P BBB-, Moody's Baa3, and Fitch BBB-. This portfolio primarily contains U.S. Treasuries, government agencies, and corporates.

Core Portfolios – Securities should generally be rated investment grade by one of the three NRSROs at the time of purchase. Minimum ratings include S&P BBB-, Moody's Baa3, and Fitch BBB-. Securities of a single issuer are generally limited to 5% of the market value of the portfolio (excluding U.S. Treasuries and Agencies). These portfolios can contain: U.S. Treasuries, government agencies; investment grade residential mortgage-backed, commercial mortgage-backed and asset-backed securities; investment grade foreign sovereign debt; municipals; and corporates.

Lending Portfolios – Under investment policy guidelines in effect for the FRS Pension Trust Fund since May 2015, eligible cash collateral investments are:

- Tri-party qualified repurchase agreement transactions in which the subject securities thereunder will be repurchased by the seller no later than one business day from the purchase date, and such repurchase agreements are collateralized by U.S. Treasury bills, notes and/or bonds, U.S. Government Agency securities, and U.S. Government Agency mortgage-backed securities having a market value of at least 100% of the market value of the securities subject to being repurchased,
- Money market mutual funds regulated by SEC rule 2a-7 and rated the highest applicable rating by at least one of the three NRSROs – S&P AAmmf, Moody's Aaamf, Fitch AAmmf, and
- U.S. Treasury bills, notes, and bonds.

Under previous investment policy guidelines in effect immediately before this new policy, eligible cash collateral could only be invested in tri-party qualified repurchase agreement transactions that were collateralized by "U.S. Government securities" having a market value of at least 100 percent of the market value of securities subject to being repurchased, and money market mutual funds regulated by SEC rule 2a-7. "U.S. Government Securities" means any security issued or guaranteed as to principal or interest by the United States, or by a person controlled or supervised by and acting as an instrumentality of the Government of the United States pursuant to authority granted by the Congress of the United States, or any certificate of deposit for any of the foregoing, including without limitation notes, bonds and other debt securities issued by the FNMA and the FHLMC. In addition to tri-party repurchase agreements, investments purchased prior to the policy guidelines established in December 2008 are being held to maturity in existing lending portfolios. The previous investment policy guidelines contained short-term rating requirements that were similar to the current short-term portfolio rating requirements. Repurchase agreements were required to be fully collateralized.

For the Lawton Chiles Endowment Fund, the policy guidelines allow cash collateral to be invested only in tri-party repurchase agreements, similar to those allowed for the FRS Pension Fund.

For the Florida Lottery lending program, investments with an original maturity of 13 months or less, at the time of purchase must carry a program or instrument rating of, or if unrated be issued or guaranteed as to principal and interest, by an issuer or guarantor whose existing comparable short-term debt obligations have received the highest applicable rating by at least one NRSRO (S&P A-1; Moody's P-1; Fitch F1). Other investments with remaining maturities greater than 13 months but less than or equal to two years, at the time of purchase must carry a program or instrument rating of, or if unrated be issued or guaranteed as to principal and interest, by an issuer or guarantor whose existing comparable long-term debt obligations have a rating of either A or higher by S&P, A2 or higher by Moody's, or A or higher by Fitch, except in the case of asset-backed securities which must have a rating of AAA by S&P, Aaa by Moody's, or AAA by Fitch. For investments with remaining maturity greater than two years, at the time of purchase must carry a program or instrument rating of, or if unrated be issued or guaranteed as to principal and interest, by an issuer or guarantor whose existing comparable long-term debt obligations have a rating of either AA- or higher by S&P, Aa3 or higher by Moody's, or AA- or higher by Fitch, except in the case of asset-backed securities which must have a rating of AAA by S&P, Aaa by Moody's, or AAA by Fitch. Rating requirements do not apply to securities and instruments issued or guaranteed by the U.S. Government, its agencies or instrumentalities, repurchase agreements, and shares of money market funds.

For the Florida Prepaid Program lending program, short-term obligations should be limited to obligations rated in the highest rating category by all NRSROs or, if only rated by one NRSRO, rated at the time of purchase in the highest rating category by that NRSRO (S&P A-1, Moody's P-1, Fitch F1 or equivalent). A "short-term obligation" means any eligible security or instrument (other than a repurchase agreement) which has an original maturity of 397 days or less at the time of purchase or has a put that entitles the holder to receive the principal amount at specified intervals not exceeding 397 days. With respect to bonds and other long-term obligations, investment is limited to obligations at the time of purchase in one of the two highest rating categories by at least two NRSROs or, if only rated by one NRSRO, rated at the time of purchase in one of the two highest rating categories by that NRSRO, or those of comparable quality in the case of unrated securities. The minimum permissible credit rating for long-term obligations is AA- or its equivalent. A "long-term obligation" means any eligible security or instrument (other than a repurchase agreement) which has a remaining maturity of greater than 397 days at the time of purchase and is not subject to a demand feature in 397 days or less.

The FRS Pension Trust Fund did not hold any investments with a single issuer representing 5% or more of the fund's fair market value at June 30, 2015. The schedule below discloses credit quality ratings on investments held in the FRS Pension Trust Fund at June 30, 2015 (in thousands):

FRS Pension Trust Fund
Credit Quality Ratings
As of June 30, 2015

Credit Rating ¹		Total ²	Certificates of deposit	Commercial paper	Money market funds	Repurchase agreements	Federal agencies	Domestic bonds and notes	International bonds and notes
S&P	Moody's								
A-1/AAAm		\$ 10,337,802	\$	\$ 5,867,392	\$ 4,470,410	\$	\$	\$	\$
AAA		1,202,995	.....	.....	.....	.....	.....	653,190	549,805
AA		1,733,439	99,992	.....	.....	370,254	9,700	948,396	305,097
A		3,419,301	.....	.....	.....	.....	1,050	2,590,631	827,620
BBB		3,143,907	.....	.....	.....	.....	.....	2,478,599	665,308
BB		123,659	.....	.....	.....	.....	.....	54,475	69,184
B		20,410	.....	.....	.....	.....	.....	20,410	.....
CCC		30,429	.....	.....	.....	.....	.....	30,429	.....
D		3,159	.....	.....	.....	.....	.....	3,159	.....
Not rated	Aaa	606,020	.....	.....	.....	10	17,004	506,708	82,298
Not rated	Aa	226,493	149,988	.....	.....	.....	4,572	58,120	13,813
Not rated	A	132,841	.....	.....	.....	.....	.....	125,336	7,505
Not rated	Baa	120,567	.....	.....	.....	.....	.....	60,900	59,667
Not rated	Ba	4,918	.....	.....	.....	.....	.....	4,918	.....
Not rated	Caa	9,218	.....	.....	.....	.....	.....	9,218	.....
Not rated	Ca	4,374	.....	.....	.....	.....	.....	4,374	.....
Not rated	Not rated	12,760,775	1,686,549	.....	.....	1,292,288	9,426,386	282,355	73,197
		33,880,307	\$ 1,936,529	\$ 5,867,392	\$ 4,470,410	\$ 1,662,552	\$ 9,458,712	\$ 7,831,218	\$ 2,653,494
Ratings not Applicable:									
		Repurchase agreements ³							
		2,512,685							
		U.S. guaranteed obligations ³							
		7,622,315							
		Domestic stocks							
		43,387,207							
		International stocks							
		36,089,572							
		International equity							
		commingled funds							
		6,315,998							
		Alternative investments							
		19,596,357							
		Real estate investments							
		10,142,274							
		Options purchased							
		33							
		Swaps							
		925							
		Total investments							
		\$ 159,547,673							

¹ S&P ratings were primarily used. If S&P did not rate a security, then Moody's ratings were used. If neither rating agency issued a rating, the security was listed as "Not rated." Long-term ratings are presented except for "A-1", which is a top tier short-term rating for S&P, and "AAAm", the top money market fund rating for S&P.

² All FRS investments are included in this schedule, including security lending collateral investments.

³ U.S. obligations and repurchase agreements that are collateralized by securities explicitly guaranteed by the U.S. government do not require disclosure of credit quality.

All futures, options and swaps contracts held by the FRS Pension Trust Fund at June 30, 2015, were exchange traded; therefore, minimizing counterparty credit risk through the use of a futures and swap clearing merchant and a clearing house.

Counterparty credit ratings for spot and forward foreign currency exchange contracts held in the FRS Pension Trust Fund at June 30, 2015, are listed below (in thousands):

FRS Pension Trust Fund
Foreign Currency Exchange Contract Counterparty Credit Ratings
As of June 30, 2015

Counterparty Credit Rating (Long Term) ¹			Receivable	Payable	Net Unrealized
S&P	Moody	Fitch	Fair Value	Fair Value	Gain (Loss)
AA/A-1	Aaa/P-1	AA/F1	\$ 407,169	\$ (408,200)	\$ (1,031)
AA/A-1	Aa/P-1	AA/F1	852	(852)	.....
AA/A-1	NR/P-1	AA/F1	9,367	(9,266)	101
A/A-1	Aa/P-1	AA/F1	20,186	(20,202)	(16)
A/A-1	Aa/P-1	A/F1	687	(688)	(1)
A/A-1	A/P-1	AA/F1	4,493	(4,495)	(2)
A/A-1	A/P-1	A/F1	297,840	(300,054)	(2,214)
A/A-1	NR/P-1	AA/F1	6,515	(6,510)	5
A/A-1	NR/P-1	A/F1	3,186	(3,208)	(22)
A/A-1	NR/NR	NR/NR	132	(132)	.....
A/A-2	Aa/P-1	A/F1	493,014	(488,187)	4,827
BBB/A-1	NR/P-2	NR/NR	292,565	(292,285)	280
NR/NR	NR/P-1	NR/NR	639,860	(641,107)	(1,247)
NR/NR	NR/NR	A/F1	35,933	(35,930)	3
NR/NR	NR/NR	NR/NR	98,782	(98,619)	163
Total:			<u>\$ 2,310,581</u>	<u>\$ (2,309,735)</u>	<u>\$ 846</u>

¹ If no rating exists, "NR" is reported.

The schedule below discloses credit quality ratings on investments held in all funds managed by the SBA (except the FRS Pension Trust Fund) at June 30, 2015, (in thousands).

All SBA Managed Funds (except FRS Pension Trust Fund)

Credit Quality Ratings

As of June 30, 2015

Credit Rating ¹		Total ²	Certificates of deposit	Commercial paper	Money market funds	Repurchase Agreements	Federal agencies	Domestic bonds and notes	Domestic bonds and notes commingled funds	International bonds and notes
S&P	Moody's									
A-1/AAAm		\$ 6,429,397	\$ 44,996	\$ 4,334,399	\$ 2,050,002	\$	\$	\$	\$	\$
AAA		233,475	.....	.....	.....	.....	.....	182,715	.....	50,760
AA		6,024,319	218,080	.....	.....	70,624	3,969,626	1,479,429	.....	286,560
A		2,397,339	351,896	.....	.....	.....	.....	1,604,500	.....	440,943
BBB		768,090	.....	.....	.....	.....	.....	621,691	.....	146,399
BB		1,932	.....	.....	.....	.....	.....	697	.....	1,235
Not rated	Aaa	196,199	.....	.....	.....	1,416	.....	193,644	.....	1,139
Not rated	Aa	485,499	476,965	.....	.....	.....	.....	8,534	.....	.....
Not rated	A	5,802	.....	.....	.....	.....	479	5,125	.....	198
Not rated	Not rated	11,830,054	4,024,043	.....	887,122	1,354,473	3,712,005	28,502	1,823,909	.....
		28,372,106	\$ 5,115,980	\$ 4,334,399	\$ 2,937,124	\$ 1,426,513	\$ 7,682,110	\$ 4,124,837	\$ 1,823,909	\$ 927,234
Ratings not applicable										
Repurchase agreements ³		456,201								
U.S. guaranteed obligations ³		7,237,970								
Domestic stocks		1,437,023								
Domestic equity commingled funds		4,204,353								
International stocks		600,012								
International equity commingled funds		1,766,727								
Self-directed brokerage accounts		299,571								
Total investments		<u>\$ 44,373,963</u>								

¹S&P ratings were primarily used. If S&P did not rate a security, then Moody's ratings were used. If neither rating agency issued a rating, the security was listed as "Not rated." Long-term ratings are presented except for "A-1", which is a top tier short-term rating for S&P, "P-1", a top tier short-term rating for Moody's, and "AAAm", the top money market fund rating for S&P.

²All investments are included in this schedule, including security lending collateral investments.

³U.S. obligations and repurchase agreements that are collateralized by securities explicitly guaranteed by the U.S. government do not require disclosure of credit quality.

Counterparty credit ratings for spot foreign currency exchange contracts held in the Lawton Chiles Endowment Fund at June 30, 2015, are listed below (in thousands).

Lawton Chiles Endowment Fund
Foreign Currency Exchange Contract Counterparty Credit Ratings
As of June 30, 2015

<u>Counter Party Credit Rating (Long/Short)¹</u>			Receivable	Payable	Net Unrealized
S&P	Moody	Fitch	Fair Value	Fair Value	Gain (Loss)
A/A-1	NR/P-1	AA/F1	\$ 76	\$ (76)	\$
NR/NR	NR/NR	A/F1	47	(47)	.....
Total:			<u>\$ 123</u>	<u>\$ (123)</u>	<u>\$</u>

¹If no rating exists, "NR" is reported.

The Local Government Surplus Funds Trust Fund held investments with Bank of America (6.36%), JPMorgan Chase & Company (5.31%), Sumitomo Mitsui Financial Group (5.16%), and Wells Fargo & Company (5.13%) in excess of 5% of the Fund's fair value.

The Florida Hurricane Catastrophe Fund held investments with Bank of Nova Scotia (9.11%), Federal Home Loan Bank System (10.46%), Federal Farm Credit Banks (12.51%), Federal Agricultural Mortgage Corp. (8.66%), and Federal Home Loan Mortgage Corporation (11.13%) in excess of 5% of the Florida Hurricane Catastrophe Fund's fair value.

The Florida Prepaid College Program held investments with the Resolution Funding Corporation (5.21%) in excess of 5% of the Florida Prepaid College Program's fair value.

The Florida Prepaid Investment Plan held investments with the Federal National Mortgage Association (8.19%) in excess of 5% of the Florida Prepaid Investment Plan's fair value.

Component Units

Investment policies with regard to credit risk of debt securities vary from component unit to component unit. In addition, investment policies vary among Universities' direct support organizations. Investment policies may be obtained separately from component units. Presented below are reported credit quality ratings for debt securities of major component units (in thousands). Amounts shown below represent only that portion of debt investments required to be disclosed by component units reporting under the GASB reporting model.

Major Component Units Credit Quality Ratings As of June 30, 2015							
Component Unit	Certificates of deposit	Federal agencies	Bonds & notes	Mutual funds	Money market funds	Total	S&P rating
Florida Housing Finance Corporation (FHFC) *	\$	\$ 48,815	\$	\$	\$	\$ 48,815	AA+
FHFC (continued)	613	.....	.....	.....	.....	613	A+
FHFC (continued)	.....	.....	51,870	.....	.....	51,870	AAA-AA-
FHFC (continued)	.....	.....	10,645	.....	.....	10,645	AAA-AA+
FHFC (continued)	.....	.....	114,197	.....	.....	114,197	AAA-B+
FHFC (continued)	.....	.....	14,078	.....	.....	14,078	AAA-A
FHFC (continued)	.....	.....	7,592	.....	.....	7,592	AAA-D
University of Florida (UF)**	.....	.....	3,781	13,632	.....	17,413	AAA
UF (continued)	.....	.....	4,993	61,244	.....	66,237	AA
UF (continued)	.....	.....	8,991	35,495	.....	44,486	A
UF (continued)	.....	.....	.....	59,974	.....	59,974	Less than A
	<u>\$ 613</u>	<u>\$ 48,815</u>	<u>\$ 216,147</u>	<u>\$ 170,345</u>	<u>\$</u>	<u>\$ 435,920</u>	

Component Unit	Money market funds	Federal agencies	Bonds & notes	Mutual funds	Other	Total	S&P rating
Citizens Property Insurance Corporation (CPIC)	\$	\$	\$ 8,625,221	\$	\$	\$ 8,625,221	A+
CPIC (continued)	3,750,583	.....	.....	.....	3,750,583	AA+
CPIC (continued)	157,775	157,775	Default
	<u>\$</u>	<u>\$ 3,750,583</u>	<u>\$ 8,625,221</u>	<u>\$</u>	<u>\$ 157,775</u>	<u>\$ 12,533,579</u>	

* Florida Housing Finance Corporation (FHFC) reported total investments with a fair value in the amount of \$210 million subject to concentration of credit risk. These investments and amounts were issued by FannieMae (\$210 million).

**University of Florida (UF) reported total investments with a fair value in the amount of \$34 million subject to concentration of credit risk.

These investments and amounts were issued by Florida Hedged Strategies Fund, LLC (\$12 million), US Bank Commercial Paper (\$6 million) and various other issuers (\$16 million).

2. Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the state will not be able to recover the value of investment or collateral securities that are in the possession of an outside party.

Pooled Investments with the State Treasury

The State Treasury's custodial risk policy states that securities must be held in an account in the State's name. As required by negotiated trust and custody contracts, many of the state's investments were held in the state's name by the Treasury's custodial financial institution at June 30, 2015. Investments that were uninsured and unregistered, with securities held by the counterparty, or by its trust department, included the following (in thousands):

State Treasury Custodial Credit Risk As of June 30, 2015	
	Fair value
Invested security lending collateral:	
Repurchase agreements	\$ 706,540
Federal agencies	15,001
Commercial paper	25,000
Bonds and notes - domestic	505,815
Bonds and notes - international	224,281
Total	<u>\$ 1,476,637</u>

Other Investments

The SBA's custodial credit risk policy states that custodial credit risk will be minimized through the use of trust accounts maintained at top tier third party custodian banks. To the extent possible, negotiated trust and custody contracts shall require that all deposits, investments, and collateral be held in accounts in the SBA's name, or in the case of certain foreign investments, in an omnibus client account, but separate and apart from the assets of the custodian banks. This policy applies to investments evidenced by cash or securities, and does not apply to investments evidenced by contractual agreements such as private equity or real estate investments. As required by negotiated trust and custody contracts, many of the state's investments were held in the state's name or in the case of certain foreign investments, in an omnibus client account, by the SBA's custodial financial institutions at June 30, 2015. Investments that were uninsured and unregistered, with securities held by the counterparty, or by its trust department, but not in the SBA's name, included the following (in thousands):

**Other Investments with SBA
Custodial Credit Risk
As of June 30, 2015**

	FRS Pension Trust Fund	Other funds
Invested security lending collateral:		
Certificates of deposit	\$	\$ 660,107
Commercial paper	.....	271,049
Repurchase agreements	459,782	562,988
Domestic bonds and notes	96,443	110,987
International bonds and notes	7,387	18,306
Total	<u>\$ 563,612</u>	<u>\$ 1,623,437</u>

Component Units

Component units manage their exposure to custodial credit risk through various investment policies. These policies may be obtained separately from component units. Presented below is the applicable custodial credit risk information for a major component unit (in thousands):

**Major Component Unit
Custodial Credit Risk
As of June 30, 2015**

Component unit / Investment type	Fair value
University of Florida	
Bonds & notes	17,765
Total	<u>\$ 17,765</u>

3. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of debt investments.

Pooled Investments with the State Treasury

Through its investment policy, the State Treasury manages its exposure to interest rate risk by limiting either the maturities or durations of the various investment strategies used for the investment pool. The maximum effective weighted duration allowed is in the Long Duration portfolio, which is six (6) years or the benchmark's effective duration, if higher. In addition, the security lending portfolios manage exposure to interest rate risk by limiting the weighted average maturity. The maximum weighted average maturity for the security lending portfolio is 120 days.

Presented below is the interest rate risk table for the debt investments with the State Treasury (in thousands). Investment types related to debt portfolios are presented using effective weighted duration. Investment types related to security lending collateral portfolios are presented using weighted average maturity.

Debt Investments
As of June 30, 2015

Investment type	Fair value	Effective weighted duration (in years)	Security Lending Market Value	Weighted average maturity (in days)
Commercial paper	349,986	0.07	25,000	1.00
Repurchase agreements	584,589	0.01	706,540	1.00
U.S. guaranteed obligations:				
U.S. Treasury bonds and notes	4,862,500	3.32	.....
U.S. Treasury strips	18,351	6.67	.....
U.S. Treasury bills	759,372	0.43	.....
GNMA mortgage-backed pass-through	182,049	3.54	.....
GNMA TBA pass-through	58,685	1.93	.....
GNMA collateralized mortgage obligations (CMO's)	15,343	1.82	.....
GNMA CMO's - interest only	7,563	(14.69)	.....
SBA asset-backed	86,151	2.32	.....
NCUA - CMO's	8,535	0.21	.....
Federal agencies:				
Discount notes	3,569,461	0.31	15,001	27.00
Unsecured bonds & notes	2,389,441	1.02	.....
Mortgage-backed pass-through	1,473,538	3.48	.....
TBA mortgage-backed pass-through	310,922	2.31	.....
Mortgage-backed CMO's	371,126	2.82	.....
Mortgage-backed CMO's - principal only	170	4.20	.....
Mortgage-backed CMO's - interest only	15,752	(0.17)	.....
Bonds and notes - domestic:				
Corporate	3,495,979	5.73	505,815	46.75
Corporate asset-backed	775,395	1.42	.....
Non-government backed CMO's & CMBS*	863,663	3.29	.....
Non-government backed CMO's & CMBS* - interest only	30,248	1.12	.....
Municipal/provincial	369,346	5.60	.....
Bonds and notes - international:				
Government & Agency	95,333	4.19	224,281	67.08
Corporate	652,059	5.15	.....
Commingled STIF	553,403	0.08	.....
Futures contracts - long***	.....	4.58		
Futures contracts - short***		1.11		
Total portfolio effective duration and weighted average maturity		2.64		26.97
Total debt investments**	<u>\$ 21,898,960</u>		<u>\$ 1,476,637</u>	

* Commercial Mortgage-Backed Securities (CMBS).

** The remaining \$2,549,200 (in thousands) reported for Pooled Investments with State Treasury is comprised of investments with the U.S. Treasury Unemployment Compensation Funds Pool.

***The futures contracts effective weighted duration was calculated using notional values rather than fair values.

Other Investments

The SBA manages its exposure to interest rate risk through various investment policies. Policies and interest rate risk disclosures for debt investments within the FRS Pension Trust Fund are presented below.

Investments authorized by Section 215.47, F.S., are managed through individual portfolios within various asset classes. The individual portfolios may have different policies regarding interest rate risk. Major types of debt portfolios are listed below.

Short-term Portfolio – Weighted average maturity to final maturity date (WAL) is limited to 120 days in the internally managed FRS Short-term Investment Pool (STIPFRS) portfolio and weighted average time to coupon reset (WAM) is limited to 60 days. For securities without a fixed interest rate, the next coupon reset date is used as the maturity for the reset WAM calculation. In STIPFRS, no individual security shall have a final maturity date longer than 397 days except for U.S. Treasury and Agency securities, which shall not exceed five years.

Mortgage Index Portfolio – Portfolio duration should be similar to the duration of the mortgage-related fixed income market and should remain within plus or minus 0.25 years of the Barclays Capital U.S. MBS Index duration. Swaps and/or Agency debentures may contribute no more than 25% of the portfolio's total duration.

Intermediate Aggregate Less MBS Index Portfolio – Portfolio duration should remain within plus or minus 0.25 years of the Barclays Capital U.S. Intermediate Aggregate Bond Index duration less the MBS Index component. Interest rate swaps and interest rate futures may contribute no more than 25% of the portfolio's total duration.

Core Portfolios – Portfolio duration should remain within plus or minus 0.50 years of the Barclays Capital U.S. Intermediate Aggregate Bond Index duration. Interest rate swaps and interest rate futures may contribute no more than 25% of the portfolio's total duration.

The Core Portfolios contain certain investments, such as Collateralized Mortgage Obligations (CMOs), which are more sensitive to interest rate changes than others. Examples of CMO securities that qualify as "highly interest rate sensitive" include interest-only (IOs), principal-only (POs), and inverse floaters (INVs). IO and PO securities are transactions that involve the separation of the interest and principal components of a security. They are highly sensitive to prepayments by mortgagors, which increase the value of a PO and decrease the value of an IO. Inverse floaters (INVs) have an inverse relationship to a benchmark rate, and the coupon payment is adjusted as the interest rate changes. If the benchmark interest rate decreases, the coupon rate increases and vice versa, which allows the bondholder to benefit from declining interest rates. Similar to an IO, an interest-only inverse floater's value increases as interest rates rise.

Security Lending Portfolios – Effective May 2015, new investment policy guidelines in effect for the FRS Pension Trust Fund allow investment in:

- Overnight repurchase agreements that are fully collateralized by U.S. Treasury bills, notes and/or bonds, U.S. Government Agency securities and U.S. Government Agency mortgage-backed securities,
- Money market mutual funds regulated by SEC rule 2a-7, and
- U.S. Treasury bills, notes, and bonds maturing within 92 days or less.

Previous guidelines for the FRS Pension Trust Fund, in effect from December 2008 until May 2015, allowed investment only in overnight repurchase agreements that were fully collateralized by U.S. government and/or agency securities, and money market mutual funds regulated by SEC rule 2a-7.

Investments that were purchased prior to the investment policy guidelines established in December 2008, are still held in the FRS Pension Fund lending programs, but are slowly paying down. These guidelines included a maximum WAM for a portfolio of 60 to 90 days, depending on the lending program. For investments that had floating interest rates, interest rate reset dates were used to calculate the WAM.

The LCEF allows investment of cash collateral only in overnight repurchase agreements that are fully collateralized by U.S. Government and/or agency securities.

For the Florida Lottery lending program, investment policy guidelines require a maximum WAM for a portfolio of 90 days (for separately managed investments).

For the Florida Prepaid lending program, investment policy guidelines state that the maximum rate sensitivity is 60 days, for non-term loans. For cash collateral invested in connection with term loans, which are loans collateralized by cash where the agreed date of maturity of the loan or the date of renegotiation of the rebate rate for the loan is greater than one business day,

the investment policy guidelines allow the rate of sensitivity to exceed 60 days. The “rate sensitivity” of a security or instrument shall mean (a) in the case of a fixed rate security or instrument (i) the date on which final payment is due or (ii) the principal amount can be recovered through demand (if applicable) or (b) in the case of a floating or variable rate security or instrument, the shorter of the period of time remaining until either (i) the next readjustment of the interest rate or (ii) the principal amount can be recovered through demand (if applicable).

Presented in the following schedule is the interest rate risk table for the FRS Pension Trust Fund (in thousands). Investment types related to debt portfolios are presented using effective weighted duration. Investment types related to short-term and securities lending collateral portfolios are presented using weighted average maturity.

FRS Pension Trust Fund
Debt Investments
As of June 30, 2015

Investment type	Fair value (duration)	Effective weighted duration (in years)	Fair value (WAM)	Weighted average maturity (in days)
Certificates of deposit	\$	N/A	\$ 1,936,529	20
Commercial paper	.....	N/A	5,867,392	27
Money market funds	.....	N/A	4,470,410	1
Repurchase agreements	.....	N/A	4,175,237	2
U.S. guaranteed obligations:				
U.S. Treasury bills	4,139	0.30	.....	N/A
U.S. Treasury bonds and notes	5,758,098	3.87	.....	N/A
Index linked government bonds	211,746	8.20	.....	N/A
U.S. government guaranteed bonds and notes	51,181	5.71	.....	N/A
GNMA mortgage-backed pass-through	749,820	3.43	.....	N/A
GNMA commitments to purchase (TBAs)	693,557	3.50	.....	N/A
GNMA CMO's and CMBS	153,774	3.13	.....	N/A
Federal agencies:				
Discount notes	344,754	0.16	.....	N/A
Unsecured bonds and notes	707,763	2.95	.....	N/A
Agency strips	212,416	2.83	.....	N/A
Mortgage-backed pass-through	4,554,035	3.47	.....	N/A
TBA mortgage-backed pass-through	2,454,550	3.85	.....	N/A
Mortgage-backed CMO's and CMBS ¹	1,185,194	3.60	.....	N/A
Domestic bonds and notes:				
Corporate	5,541,558	4.32	.....	N/A
Non-government asset and mortgage-backed	873,742	1.98	59,857	27
Non-government backed CMO's and CMBS	1,312,605	3.80	16,691	25
Municipal/provincial	23,982	2.84	.....	N/A
Real estate mortgage loans	2,783	6.24	.....	N/A
International bonds and notes:				
Government and agency	1,103,046	3.17	.....	N/A
Corporate	1,487,296	3.65	.....	N/A
Non-government asset and mortgage-backed	40,748	1.05	.....	N/A
Non-government backed CMO's and CMBS ¹	5,339	0.15	17,065	16
Futures contracts - long ²	.....	3.45	.....	N/A
Options purchased ³	33	See Note 3	.....	N/A
Swap contracts ²	925	(4.15)	.....	N/A
Total debt investments	<u>\$ 27,473,084</u>		<u>\$ 16,543,181</u>	

¹ Includes investments in IO's, PO's, and INV's totaling \$63 million at June 30, 2015.

² The futures and swap contracts effective weighted duration was calculated using notional values rather than fair values. For foreign futures, local notional value was converted to a U.S. dollar value based on foreign exchange rates at June 30, 2015.

³ An option's effective weighted duration measures the rate of change of price with respect to yield. The effective weighted duration was (.02) at June 30, 2015.

Interest rate risk information for debt investments sold short is presented below (in thousands).

FRS Pension Trust Fund
Sold Short¹ Debt Investment Positions
As of June 30, 2015

Investment type	Fair value (duration)	Effective weighted duration (in years)
GNMA commitments to sell (TBAs)	\$ (11,843)	3.24
FNMA, FHLMC commitments to sell (TBAs)	(145,133)	3.47
Futures contracts ²	-	4.22
Options sold ³	(17)	See Note ³
Total debt investments sold short ¹	<u>\$ (156,993)</u>	

¹ Investments sold short are reported as liabilities on the Statement of Fiduciary Net Position.

² The futures contracts effective weighted duration was calculated using notional values rather than fair values. For foreign futures, local notional value was converted to a U.S. dollar value based on foreign exchange rates

³ An option's effective weighted duration measures the rate of change of price with respect to yield. Effective weighted duration was (.01) at June 30, 2015.

Presented below are interest rate risk schedules for all debt-related investments managed by the SBA (excluding the FRS Pension Trust Fund), as of June 30, 2015 (in thousands). Certain investment types may be presented using two or more interest rate risk methods if the investment types are managed using different techniques. For example, if investments are purchased to match scheduled debt payments, to coincide with Lottery prize payouts, or are entirely client directed investments, the investments are presented using the segmented time distribution method. If investments are in a portfolio that contains weighted average maturity restrictions, the investments are presented using this method. If investments are subject to certain restrictions on duration, then that method is used. Individual investments are only included in one of the following three methods scheduled below.

Debt Investments Managed by SBA (except FRS Pension Trust Fund)
That Use Segmented Time Distribution Method
As of June 30, 2015

Investment type	Total fair value	Investment maturities (in years)						
		Less than or equal to 1	> 1 to 3	> 3 to 5	> 5 to 10	>10 to 15	> 15 to 20	> 20
U.S. guaranteed obligations:								
U.S. Treasury bills	\$ 31,857	\$ 31,857	\$	\$	\$	\$	\$	\$
U.S. Treasury bonds, notes, and SLGS*	701,195	700,311	315	363	206	.....	.....	.....
U.S. Treasury strips	372,265	66,412	69,793	37,425	85,887	83,094	16,003	13,651
Federal agencies:								
Unsecured bonds and notes	2,269	2,269	.....	.....	.....	.....	.....	.....
Total debt investments	<u>\$ 1,107,586</u>	<u>\$ 800,849</u>	<u>\$ 70,108</u>	<u>\$ 37,788</u>	<u>\$ 86,093</u>	<u>\$ 83,094</u>	<u>\$ 16,003</u>	<u>\$ 13,651</u>

* Special U.S. Treasury securities for State and Local Governments.

Debt Investments Managed by SBA (except FRS Pension Trust Fund)
That Use Weighted Average Maturity Method or Duration Method
As of June 30, 2015

Investment type	Fair value (duration)	Effective weighted duration (in years)	Fair value (WAM)	Weighted average maturity (in days)
Certificates of deposit	\$ 3,003	0.20	\$ 5,112,977	39
Commercial paper	.....	N/A	4,334,398	45
Money market funds	886,894	0.09	2,050,230	1
Repurchase agreements	.....	N/A	1,882,714	7
U.S. guaranteed obligations:				
U.S. Treasury bills	91,617	0.22	.....	N/A
U.S. Treasury bonds and notes	231,941	4.52	39,173	184
U.S. Treasury strips	5,276,330	10.44	.....	N/A
Index linked government bonds	189,068	6.32	.....	N/A
U.S. government guaranteed	103,105	5.06	.....	N/A
GNMA mortgage-backed pass through	106,090	4.35	.....	N/A
GNMA commitments to purchase (TBAs)	70,899	4.40	.....	N/A
GNMA CMO's	24,430	2.65	.....	N/A
Federal agencies:				
Discount notes	34,830	0.05	911,553	117
Unsecured bonds and notes	129,497	6.43	4,999,732	90
Agency strips	774,450	7.51	.....	N/A
Mortgage-backed (FNMA, FHLMC)	583,881	3.94	.....	N/A
FNMA, FHLMC commitments to purchase (TBAs)	215,934	3.40	.....	N/A
Mortgage-backed CMO's	29,964	3.04	.....	N/A
Domestic bonds and notes:				
Corporate	1,238,884	7.52	2,454,454	46
Non-government asset and mortgage-backed	106,389	1.24	67,149	19
Non-government backed CMO's and CMBS ¹	204,113	3.26	.....	N/A
Municipal/provincial	7,448	11.32	46,400	1
Domestic bonds and notes commingled funds	1,823,909	5.33	.....	N/A
International bonds and notes:				
Government and agency	14,109	7.15	249,980	59
Corporate	240,121	6.22	423,024	80
Total debt investments	<u>\$ 12,386,906</u>		<u>\$ 22,571,784</u>	

¹ Includes investments in IO's totaling \$37 million at June 30, 2015, in the Florida Prepaid College Program.

Component Units

Component units manage their exposure to interest rate risk through various investment policies. These policies may be obtained separately from component units. Presented below is the applicable interest rate risk information for major component units (in thousands). Amounts shown below represent only that portion of debt investments required to be disclosed by component units reporting under the GASB reporting model.

**Major Component Units
Debt Investments
That Use Segmented Time Distribution Method
As of June 30, 2015**

Component unit / Investment type	Total fair value	Investment maturities (in years)			
		Less than or equal to 1	> 1 to 5	> 5 to 10	> 10
University of Florida					
U.S. guaranteed obligations	\$ 2,540	\$	\$ 2,540	\$	\$
Federal agencies	.....	.....	.....	.....	.....
Bonds & notes	17,765	8,524	8,246	995	.....
Mutual funds	170,345	17,666	116,838	35,841	.....
Total debt investments	\$ 190,650	\$ 26,190	\$ 127,624	\$ 36,836	\$

**Major Component Units
Debt Investments
That Use Duration or Weighted Average Maturity Method
As of June 30, 2015**

Component unit / Investment type	Fair value (duration)	Modified duration (in years)	Fair value (WAM)	Weighted Average maturity (in years)
Florida Housing Finance Corporation				
Certificates of deposit	\$ 613	1.34	\$	N/A
U.S. guaranteed obligations	25,552	1.94	.....	N/A
Federal agencies	23,263	0.91	.....	N/A
Bonds & notes	198,382	0.96	.....	N/A
Citizens Property Insurance Corporation				
U.S. guaranteed obligations	.....	N/A	1,557,472	3.11
Federal agencies	.....	N/A	2,193,111	3.05
Bonds & notes	.....	N/A	8,782,996	4.67
Total debt investments	\$ 247,810		\$ 12,533,579	

4. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment.

Pooled Investments with the State Treasury

The State Treasury does not have any investments in foreign currency. State law and investment policy do not authorize investments in foreign currency related to State Treasury investment operations.

Other Investments

The FRS Pension Trust Fund, the LCEF, and the Florida Prepaid College Program had exposure to foreign currency risk at June 30, 2015. These funds are managed primarily by the use of "asset classes".

The FRS Pension Trust Fund investment policy, approved on December 9, 2014 (effective January 1, 2015), by the Trustees, limits the global equity asset class (including domestic and foreign equities) to a policy range of 45-70% and a target allocation of 53%. All asset classes may hold non-U.S. securities, depending on portfolio guidelines. Within the global equity asset class, the FRS Pension Trust Fund holds units in international equity commingled funds. The FRS Pension Trust Fund owns only a portion of the overall investment in the funds, which are also owned by other investors. Equity linked notes are participatory notes that

allow the FRS Pension Trust Fund to participate in certain foreign equity markets where direct participation is not possible due to local government regulations, tax policies, or other reasons. The FRS Pension Trust Fund's unit holdings in the overall investments or notes themselves may be valued in U.S. dollars, but a portion of the underlying assets are exposed to foreign currency risk in various currencies. Within the alternative investment asset class, the FRS Pension Trust owns an interest in several alternative investment commingled funds (primarily limited partnerships) with other investors and, therefore, owns only a portion of the overall investment in the funds. The alternative investment funds denominated in Euro currency units are included in the foreign currency risk below. For the alternative investment funds denominated in U.S. dollars, some of the underlying investments may be exposed to foreign currency risk in various currencies. Alternative investments with potential exposure to foreign currency risk totaled \$17.4 billion as of June 30, 2015.

For the LCEF, Trustees approved an investment policy on June 17, 2014, that set the global equity asset class with a policy range of 61-81% and a target allocation of 71%. Other asset classes in the LCEF may hold non-U.S. securities as well, depending on portfolio guidelines.

The Florida Prepaid Program's comprehensive investment plan limits investment in foreign equities to 25% of total equities, with the target for total equities to be the lesser of 15% of the total fund, or the actuarial reserve.

In all cases, Florida law limits the total exposure to foreign securities to 50% of the total fund. There is no requirement that this exposure to foreign currency be hedged through forward currency contracts, although the managers use them in many cases.

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Presented below in U.S. dollars are the FRS Pension Trust Fund, Lawton Chiles Endowment Fund, and Florida Prepaid College Fund investments exposed to foreign currency risk as of June 30, 2015, listed in total, by currency (in thousands).

**FRS Pension Trust Fund, Lawton Chiles Endowment Fund (LCEF), and Florida Prepaid College Program
Investments Exposed to Foreign Currency Risk (fair values in U.S.\$, in thousands)
As of June 30, 2015**

Currency	FRS Pension Trust Fund Investment Type			LCEF Investment type	Florida Prepaid Program and Investment Plan Investment type
	Equity	Alternative Investments	Fixed Income	Equity	Equity
Australian dollar	\$ 1,191,743	\$	\$	\$ 10,326	\$ 23,283
Brazilian real	466,067	.....	.....	3,650	.....
British pound sterling	5,667,070	413	.....	26,544	59,748
Canadian dollar	1,461,287	.....	.....	12,661	.....
Chilean peso	25,764	.....	.....	.....	.....
Danish krone	359,608	.....	.....	2,372	12,336
Egyptian pound	38,629	.....	.....	.....	.....
Euro currency unit	7,490,040	410,370	.....	49,682	82,869
Hong Kong dollar	2,511,811	.....	.....	15,499	11,201
Hungarian forint	36,560	.....	.....	183	.....
Indian rupee	530,925	.....	.....	.....	.....
Indonesian rupiah	111,122	.....	.....	2,370	.....
Israeli shekel	81,576	.....	.....	.....	3,281
Japanese yen	5,061,576	.....	.....	40,200	69,605
Kenyan shilling	21,686	.....	.....	.....	.....
Malaysian ringgit	147,957	.....	.....	1,984	.....
Mexican peso	211,216	.....	.....	2,194	.....
New Zealand dollar	49,496	.....	.....	230	928
Nigerian naira	49,172	.....	.....	.....	.....
Norwegian krone	215,902	.....	.....	1,453	2,360
Omani rial	14,469	.....	195	.....	.....
Pakistani rupee	23,499	.....	.....	.....	.....
Philippines peso	114,618	.....	.....	884	.....
Polish zloty	80,819	.....	.....	1,000	.....
Qatari riyal	48,006	.....	.....	.....	.....
Singapore dollar	510,134	.....	.....	1,789	3,831
South African rand	484,997	.....	.....	6,671	.....
South Korean won	905,714	.....	.....	7,013	.....
Sri Lankan rupee	22,731	.....	.....	.....	.....
Swedish krona	727,736	.....	.....	4,840	10,041
Swiss franc	2,351,834	.....	.....	10,737	35,430
Taiwan new dollar	753,626	.....	.....	7,115	.....
Thailand baht	198,953	.....	.....	2,631	.....
Turkish lira	212,228	.....	.....	887	.....
UAE dirham	65,203	.....	.....	.....	.....
Other	50,857	.....	.....	301	.....
Equity linked notes (various currencies)	129,240	.....	.....	.....	.....
International equity commingled funds	6,315,998	.....	.....	.....	.....
Total investments subject to foreign currency risk	\$ 38,739,869	\$ 410,783	\$ 195	\$ 213,216	\$ 314,913

In addition to the investments presented above, the FRS Pension Trust Fund holds positions in futures contracts that are subject to foreign currency risk. A futures contract is an agreement between two parties, a buyer and a seller, to exchange a particular good for a particular price at a particular date in the future, all of which are specified in a contract common to all participants in a market on an organized futures exchange. Upon entering into a futures contract, collateral is deposited with the broker, in the SBA's name, in accordance with the initial margin requirements of the broker. Futures contracts are marked to market daily by the board of trade or exchange on which they are traded. The resulting gain/loss is received/paid the following day until the contract expires. The frequency of cash flows depends upon specified collateral and margin limits mutually agreed upon by the SBA and the third-party broker. The margin payments are exposed to foreign currency risk. The FRS Pension Trust Fund's futures contract positions at June 30, 2015, that have exposure to foreign currency risk are presented below (values in thousands).

FRS Pension Trust Fund
Futures Positions Exposed to Foreign Currency Risk
As of June 30, 2015

			In Local Currency			
		Number of	Notional	Notional	Unrealized	
		Contracts ¹	Traded	Market	Unrealized	Gain/(Loss)
	Currency		Exposure	Exposure	Gain/(Loss) ²	(in U.S. \$)
Bond Futures:						
Euro BTP	Euro currency unit	709	\$ 95,674	\$ 92,319	\$ (3,355)	\$ (3,738)
Euro Bund	Euro currency unit	(568)	(87,858)	(86,336)	1,522	(1,696)
Stock Index Futures:						
GBP FTSE 100 Index	British pound sterling	275	18,244	17,858	(386)	(606)
Canada S&P/TSE 60 Index	Canadian dollar	87	14,849	14,684	(165)	(133)
DJ Euro STOXX 50	Euro currency unit	631	21,502	21,681	179	200
TOPIX Index Future	Japanese yen	222	3,663,623	3,619,710	(43,913)	(359)

¹ Long positions are positive and short positions are negative.

² Margin receipts or payments are settled periodically in the respective local currency and are subject to foreign currency risk.

The FRS Pension Trust Fund, LCEF, and the Florida Prepaid Program and Investment Plan also enter into foreign currency exchange contracts which are agreements to exchange the currency of one country for the currency of another country at an agreed-upon price and settlement date. In the FRS Pension Trust Fund a currency overlay program is used to seek additional value and is run independently of the underlying equity assets. Currently, there are two types of foreign currency contracts being utilized by the FRS Pension Trust Fund. Spot currency contracts are used primarily for trade settlement and currency repatriation and are valued at spot (traded) currency rates. Forward currency contracts are valued at interpolated forward rates and are generally used to mitigate currency risk for changes in value associated with foreign holdings, payables and/or receivables. These contracts are recorded as receivables and payables on the Statement of Fiduciary Net Position. The LCEF and Florida Prepaid Plans currently utilize only spot currency contracts. All of the contracts are subject to foreign currency risk. A schedule of the FRS Pension Trust Fund's foreign currency exchange contracts outstanding at June 30, 2015, is presented below, by currency (in thousands).

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FRS Pension Trust Fund Foreign Currency Exchange Contracts As of June 30, 2015

Currency to Buy	Amount to Buy (Local Currency)	Currency to Sell	Amount to Sell (Local Currency)	Receivable Fair Value (in U.S. \$)	Payable Fair Value (in U.S. \$)	Net Unrealized Gain/(Loss) (in U.S. \$)
Australian dollar	21,959	U.S. dollar	(17,084)	\$ 16,868	\$ (17,084)	\$ (216)
Brazilian real	162,805	U.S. dollar	(51,375)	51,857	(51,375)	482
British pound sterling	27,251	U.S. dollar	(42,452)	42,842	(42,452)	390
Canadian dollar	15,148	U.S. dollar	(12,216)	12,129	(12,216)	(87)
Chilean peso	21,056,102	U.S. dollar	(33,671)	32,846	(33,671)	(825)
Chinese yuan renminbi	111,434	U.S. dollar	(18,120)	18,146	(18,120)	26
Columbian peso	10,711,943	U.S. dollar	(4,090)	4,088	(4,090)	(2)
Danish krone	9,010	U.S. dollar	(1,369)	1,349	(1,369)	(20)
Euro currency unit	909	British pound sterling	(644)	1,013	(1,013)	....
Euro currency unit	143,383	U.S. dollar	(161,056)	159,853	(161,056)	(1,203)
Hong Kong dollar	245	Japanese yen	(3,869)	32	(32)	....
Hong Kong dollar	21,400	U.S. dollar	(2,760)	2,760	(2,760)	....
Hungarian forint	1,060,000	Euro currency unit	(3,396)	3,742	(3,788)	(46)
Hungarian forint	5,269,943	U.S. dollar	(19,100)	18,619	(19,100)	(481)
Indian rupee	3,729,368	U.S. dollar	(57,536)	58,048	(57,536)	512
Indonesian rupiah	628,193,642	U.S. dollar	(45,853)	46,424	(45,853)	571
Israeli shekel	45,576	U.S. dollar	(11,904)	12,082	(11,904)	178
Japanese yen	843,316	Australian dollar	(8,948)	6,892	(6,877)	15
Japanese yen	4,408	British pound sterling	(23)	36	(36)	....
Japanese yen	9,529,044	U.S. dollar	(77,200)	77,906	(77,200)	706
Malaysian ringgit	17,189	U.S. dollar	(4,599)	4,532	(4,599)	(67)
Mexican peso	250,019	U.S. dollar	(16,247)	15,899	(16,247)	(348)
Moroccan dirham	1,598	U.S. dollar	(164)	164	(164)	....
New Zealand dollar	7,830	U.S. dollar	(5,549)	5,264	(5,549)	(285)
Norwegian krone	282,167	U.S. dollar	(35,906)	35,848	(35,906)	(58)
Pakistan rupee	3,826	U.S. dollar	(37)	37	(37)	....
Peruvian nuevo sol	25,855	U.S. dollar	(8,092)	8,053	(8,092)	(39)
Philippines peso	208,960	Euro currency unit	(4,633)	4,617	(4,633)	(16)
Polish zloty	28,200	Euro currency unit	(6,806)	7,484	(7,591)	(107)
Polish zloty	137,777	U.S. dollar	(36,820)	36,597	(36,820)	(223)
Qatari riyal	104	U.S. dollar	(29)	29	(29)	....
Romanian leu	15,200	Euro currency unit	(3,417)	3,777	(3,811)	(34)
Russian ruble	361,002	U.S. dollar	(6,367)	6,307	(6,367)	(60)
Singapore dollar	369	Japanese yen	(33,538)	274	(274)	....
Singapore dollar	2,518	U.S. dollar	(1,868)	1,870	(1,868)	2
South African rand	411,084	U.S. dollar	(33,118)	33,669	(33,118)	551
South Korean won	10,779,172	U.S. dollar	(9,661)	9,639	(9,661)	(22)
Swedish krona	177,397	U.S. dollar	(21,135)	21,397	(21,135)	262
Swiss franc	470	British pound sterling	(319)	503	(502)	1
Swiss franc	17,659	U.S. dollar	(19,153)	18,932	(19,153)	(221)
Taiwan new dollar	332,673	U.S. dollar	(10,796)	10,793	(10,796)	(3)
Thailand baht	23,753	U.S. dollar	(701)	702	(701)	1
Turkish lira	144,071	U.S. dollar	(52,707)	53,437	(52,707)	730
U.S. dollar	89,501	Australian dollar	(116,203)	89,501	(89,090)	411
U.S. dollar	7,674	Brazilian real	(24,532)	7,674	(7,718)	(44)
U.S. dollar	77,884	British pound sterling	(50,208)	77,884	(78,933)	(1,049)
U.S. dollar	102,323	Canadian dollar	(126,278)	102,323	(101,095)	1,228
U.S. dollar	41,024	Chilean peso	(25,391,581)	41,024	(39,646)	1,378
U.S. dollar	16,539	Chinese yuan renminbi	(101,876)	16,539	(16,587)	(48)
U.S. dollar	153	Danish krone	(1,024)	153	(153)	....
U.S. dollar	327,162	Euro currency unit	(293,289)	327,162	(326,880)	282
U.S. dollar	17,905	Hong Kong dollar	(138,812)	17,905	(17,905)	....
U.S. dollar	72,550	Hungarian forint	(20,176,444)	72,550	(71,285)	1,265
U.S. dollar	8,010	Indian rupee	(522,629)	8,010	(8,107)	(97)
U.S. dollar	2,066	Indonesian rupiah	(28,179,203)	2,066	(2,086)	(20)
U.S. dollar	15,445	Israeli shekel	(59,079)	15,445	(15,662)	(217)
U.S. dollar	247,702	Japanese yen	(30,877,564)	247,702	(252,440)	(4,738)
U.S. dollar	769	Kenyan shilling	(76,292)	769	(769)	....
U.S. dollar	56,431	Mexican peso	(876,796)	56,431	(55,811)	620
U.S. dollar	54,067	New Zealand dollar	(77,979)	54,067	(52,604)	1,463
U.S. dollar	45,172	Norwegian krone	(350,200)	45,172	(44,470)	702
U.S. dollar	29	Pakistan rupee	(2,939)	29	(29)	....
U.S. dollar	1,921	Philippines peso	(86,774)	1,921	(1,924)	(3)
U.S. dollar	26,041	Polish zloty	(96,711)	26,041	(25,706)	335
U.S. dollar	2,386	Russian ruble	(137,869)	2,386	(2,404)	(18)
U.S. dollar	23,531	Singapore dollar	(31,700)	23,531	(23,517)	14
U.S. dollar	12,943	South African rand	(161,406)	12,943	(13,226)	(283)
U.S. dollar	53,955	South Korean won	(60,382,650)	53,955	(54,009)	(54)
U.S. dollar	58,947	Swedish krona	(486,487)	58,947	(58,684)	263
U.S. dollar	80,907	Swiss franc	(75,647)	80,907	(81,143)	(236)
U.S. dollar	8,204	Taiwan new dollar	(256,137)	8,204	(8,311)	(107)
U.S. dollar	11,984	Turkish lira	(32,939)	11,984	(12,249)	(265)
Total				\$ 2,310,581	\$ (2,309,735)	\$ 846

A Schedule of the Lawton Chiles Endowment Fund's foreign currency exchange contracts outstanding at June 30, 2015, is presented below, by currency (in thousands):

Lawton Chiles Endowment Fund
Foreign Currency Exchange Contracts
As of June 30, 2015

Currency to Buy	Amount to Buy (Local Currency)	Currency to Sell	Amount to Sell (Local Currency)	Receivable Fair Value (in U.S. \$)	Payable Fair Value (in U.S. \$)	Net Unrealized Gain/(Loss) (in U.S. \$)
U.S. dollar	47	Japanese yen	(5,767)	\$ 47	\$ (47)	\$
U.S. dollar	76	Japanese yen	(9,320)	76	(76)	.....
Total				\$ 123	\$ (123)	\$

Component Units

Component unit information regarding foreign currency risk was not readily available.

5. Security Lending

Pooled Investments with the State Treasury

Section 17.61(1), F.S., authorizes the State Treasury to participate in a security lending program. Agents of the State Treasury loan securities, including U.S. government and federally guaranteed obligations, bonds, and notes to broker/dealers for collateral with a simultaneous agreement to return the collateral for the same securities in the future. Collateral for loaned securities cannot be less than 100 percent of the fair value of the underlying security plus accrued interest. Such collateral may consist of cash or government securities. Cash collateral is invested by the agent in investments authorized by Section 17.57, F.S. Maturities of investments made with cash collateral generally are not matched to maturities of the securities loaned because security loan agreements are generally open-ended with no fixed expiration date. Since the collateral under security lending agreements (including accrued interest) exceeded the fair value of the securities underlying those agreements (including accrued interest), the Treasury had no credit risk exposure at June 30, 2015. If a situation occurs where an agent does not receive collateral sufficient to offset the fair value of any securities lent, or the borrowers fail to return the securities or fail to pay the State Treasury for income distributions by the securities' issuers while the securities are on loan, the agent is required to indemnify the State Treasury for any losses that might occur. The State Treasury received \$1,476,757,337 cash collateral and \$2,411,964,964 non-cash collateral for securities loaned to others. Since the State Treasury does not have the ability to pledge or sell non-cash collateral securities, any non-cash portion of the collateral is not reported on the balance sheet. Securities held with others under security lending agreements with cash collateral totaled \$1,440,053,180. Securities held with others under security lending agreements with non-cash collateral totaled \$2,356,978,032. Security lending asset and liability balances are allocated at fiscal year-end and reported among all participating funds of the primary government.

The securities held with others under security lending agreements as of June 30, 2015, are as follows (in thousands):

**State Treasury Investments on Loan Under Security Lending Agreements
As of June 30, 2015**

Securities on Loan for Cash Collateral, by Security Type	Fair Value of Securities on Loan*
U.S. guaranteed obligations	\$ 948,952
Federal agencies	91,050
Bonds and notes - domestic	334,294
Bonds and notes - international	65,757
Total securities on loan for cash collateral	\$ 1,440,053
Securities on Loan for Non-Cash Collateral, by Security Type	
U.S. guaranteed obligations	2,331,122
Bonds and notes - domestic	19,829
Bonds and notes - international	6,027
Total securities on loan for non-cash collateral	\$ 2,356,978
Total securities on loan	\$ 3,797,031

* The fair value equals the carrying value of the investments on loan.

Other Investments

Through the SBA, various funds, including the FRS Pension Trust Fund, the Florida Lottery Trust Fund, the LCEF, and the Florida Prepaid College Program participate in security lending programs. Initial collateral requirements for securities on loan range from 100% to 105%, depending on the lending agent, the type of security lent and the type of collateral received. The SBA had received and invested \$10,043,966,387 in cash and \$3,254,784,317 in U.S. government securities as collateral for the lending programs as of June 30, 2015. At June 30, 2015, the collateral held for the security lending transactions exceeded the fair value of the securities underlying the agreements (including accrued interest), except with one borrower in the Florida Prepaid College Program where the market value of securities on loan exceeded the market value of collateral held by \$16,857. All security lending programs have indemnity clauses requiring the lending agent to assume borrower's risk from default. The SBA does not have the ability to pledge or sell the non-cash collateral securities, so the non-cash portion is not reported on the balance sheet or the Statement of (Fiduciary) Net Position. Maturities of investments made with cash collateral generally are not matched to maturities of the securities loaned, because security loan agreements are generally open-ended with no fixed expiration date. As such, investments made with cash collateral are primarily in short-term investments. However, investments purchased for some security lending programs included investments with final maturities of six months or more representing a range of approximately 1% to 46% of total collateral invested. There are no restrictions on the amount of securities that can be loaned at one time to one borrower for most funds.

At June 30, 2015, the collateral re-investment portfolios for the FRS Pension Trust Fund and the LCEF were primarily reinvested in overnight repurchase agreements (repos) in order to maximize earnings and reduce risk. The portfolios contain some legacy non-repo securities that will remain until they are either sold or mature. At June 30, 2015, there were three lending agents, including the master custodian and two third-party agents.

The schedule below discloses the fair value and carrying value of investments on loan at June 30, 2015 (in thousands):

**Schedule of Other Investments on Loan Under Security Lending Agreements
As of June 30, 2015**

	Fair value of Securities on Loan ¹		
	FRS Pension Trust Fund	Other funds Managed by SBA	Total
Securities on Loan for Cash Collateral, by Security type			
U.S. guaranteed obligations	\$ 274,393	\$ 1,177,457	\$ 1,451,850
Federal agencies	19,012	60,002	79,014
Domestic bonds and notes	462,601	140,414	603,015
International bonds and notes	162,012	37,658	199,670
Domestic stocks	4,605,884	164,140	4,770,024
International stocks	2,596,899	32,131	2,629,030
Total securities on loan for cash collateral	\$ 8,120,801	\$ 1,611,802	\$ 9,732,603
Securities on Loan for Non-Cash Collateral, by Security type			
U.S. guaranteed obligations	\$	\$ 128,466	\$ 128,466
Domestic bonds and notes	.....	6,321	6,321
International bonds and notes	.....	1,145	1,145
Domestic stocks	2,986,967	11,636	2,998,603
International stocks	59,094	1,343	60,437
Total securities on loan for non-cash collateral	\$ 3,046,061	\$ 148,911	\$ 3,194,972
Total securities on loan	\$ 11,166,862	\$ 1,760,713	\$ 12,927,575

¹The fair value equals the carrying value of investments on loan. Fair value includes accrued interest on debt securities.

6. Derivatives

A derivative instrument is defined as a financial instrument or other contract that has all of the following characteristics:

- Settlement factors. It has (1) one or more reference rates and (2) one or more notional amounts or payment provisions or both. These terms determine the amount of the settlement or settlements and, in some cases, whether or not a settlement is required.
- Leverage. It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.
- Net Settlement. Its terms require or permit net settlement, it can readily be settled net by a means outside the contract, or it provides for delivery of an asset that puts the recipient in a position not substantially different from net settlement.

Derivative instruments consisted of futures, options, forward currency contracts, and swaps.

Pooled Investments with the State Treasury

Pursuant to the State Treasury's established investment policy guidelines, interest rate futures are used as part of the investment strategy related to interest rate risk, duration adjustments, and yield curve strategies. Although put and call options on any security are permitted under the State Treasury's investment guidelines, interest rate futures were the only type of derivative held as of June 30, 2015. The State Treasury did not utilize derivatives for hedging activities during the fiscal year ending June 30, 2015. All of the State Treasury investment derivatives were reported at fair value in the accompanying financial statements as of June 30, 2015.

A summary of investment derivatives traded in the State Treasury is presented below (in thousands):

	Changes in Fair Value		Fair Value at June 30, 2015		Notional (in U.S. \$)
	Classification	Amount	Classification	Amount	
State Treasury					
Investment derivative instruments:					
Futures	Investment Income	\$ (2,609)	Receivable/(Payable)	\$ 370	\$ (1,357,800)
This schedule includes both long and short positions.					

See section 1E of Note 1 to these financial statements regarding State Treasury's securities pricing policies and independent pricing services methodologies related to securities not available on quoted market pricing exchanges.

Other Investments

The SBA has established investment policy guidelines for each investment portfolio. Pursuant to these guidelines, derivative investment instruments are authorized to be used as tools for managing risk or executing investment strategies more efficiently than could otherwise be done in cash markets. Derivative instruments shall only be used as part of a prudent investment process. Various derivative investment instruments are used as part of the investment strategy to hedge against interest rate risk, currency risk in foreign markets, default risk, and mortgaged-backed security prepayment risk, as well as to cost effectively manage exposure to domestic and international equities and bond and real estate markets.

A futures contract is an agreement between two parties, a buyer and a seller, to exchange a particular good for a particular price at a particular date in the future, all of which are specified in a contract common to all participants in a market on an organized futures exchange. Upon entering in to a futures contract, collateral (cash and/or securities) is deposited with the broker, in SBA's name, in accordance with the initial margin requirements of the broker. Futures contracts are marked to market daily by the board of trade or exchange on which they are traded. The resulting gain/loss is received/paid the following day until the contract expires. The frequency of cash flows depends on specified collateral and margin limits mutually agreed upon by the SBA and third-party clearing broker. Future contracts involve, to varying degrees, risk of loss in excess of the variation margin disclosed in the Statement of Fiduciary Net Position. Losses may arise from future changes in the value of the underlying instrument.

An option gives the buyer a stipulated privilege of buying or selling a stated property, security, or commodity at a given price (strike price) within a specified time (for an American-style option, at any time prior to or on the expiration date). A securities option is a negotiable contract in which the seller (writer), for a certain sum of money called the option premium, gives the buyer the right to demand within a specified time the purchase (call) from or sale (put) to the option seller of a specified number of bonds, currency units, index units, or shares of stock, at a fixed price or rate, called the strike price.

A forward currency contract is a contractual obligation, typically over-the-counter, traded between two parties to exchange a particular good or instrument at a set price on a future date. The buyer of the forward agrees to pay the price and take delivery of the good or instrument and is said to be "long" the forward contract, while the seller of the forward, or "short", agrees to deliver the good or instrument at the agreed price on the agreed date.

A swap is a contractual agreement to exchange a stream of periodic payments utilizing a central clearing house (new regulation requirements that went into effect in fiscal year 2014), whereby, each party in the transaction enters into a contract with the central counterparty. These agreements may be over-the-counter or exchange-traded. Upon entering into a swap contract through a clearing house, collateral is deposited with the broker, in SBA's name, in accordance with the initial margin requirements of the broker. Swaps are available in and between all active financial markets. Examples include:

Interest rate swap - An agreement between two parties where one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps often exchange a fixed payment for a floating payment that is linked to an interest rate.

Credit default swap - An agreement that allows one party to "buy" protection from another party for losses that might be incurred as a result of default by a specified reference credit (or credits). The "buyer" of protection pays a premium for the protection, and the "seller" of protection agrees to make a payment to compensate the buyer for losses incurred if a defined credit event occurs.

A summary of investment derivatives traded in the FRS Pension Trust Fund is presented below. As of June 30, 2015, all of the SBA investment derivatives were reported at fair value (in thousands).

	Increase/(Decrease) in Fair Value		Fair Value at June 30, 2015		
		Amount		Amount	Notional
	Classification	(in U.S. \$)	Classification	(in U.S. \$)	(in U.S. \$)
Fiduciary funds (FRS Pension Trust Fund)					
Investment derivative instruments:					
Futures ¹	Investment Income	\$ 97,210	Receivable/(Payable)	\$ (8,967)	\$2,751,145
Options	Investment Income	(2,819)	Investment/(Liability) ²	17	1,000
Forward currency contracts	Investment Income	109,342	Receivable/(Payable) ³	787	787
Interest rate swaps	Investment Income	(559)	Investment	(542)	101,000
Credit default swaps	Investment Income	1,114	Investment	1,467	103,000

¹ The total unrealized loss for open futures contracts at June 30, 2015, was \$(8,967,409) in the FRS Pension Trust Fund. Cash payments in the amount of \$18,026,406 had already been settled with the broker on or before June 30, 2015. Outstanding remaining net futures margin at June 30, 2015, totaled \$9,058,997 for the FRS Pension Trust Fund, which is reported gross on the Statement of Fiduciary Net Position as "Accounts receivable" and "Accounts payable and accrued liabilities". The total notional value on long and short futures positions were \$4,226,231,605 and \$(1,475,086,560), respectively.

² Purchased options are reported as investments and short sales of options are reported as liabilities on the Statement of Fiduciary Net Position. This schedule nets both long and short positions.

³ The total receivable and payable notional and fair values (in U.S. dollars) for forward currency contracts in the FRS Pension Trust Fund were \$2,199,459,653 and \$(2,198,672,804) as of June 30, 2015. These amounts are included in "Foreign currency contracts receivable" and "Foreign currency contracts payable" on the Statement of Fiduciary Net Position.

7. Commitments

Each year the FRS Pension Trust Fund enters into a number of agreements that commit the Fund, upon request, to make additional investment purchases (i.e., capital commitments) up to predetermined amounts over certain investment time periods. The unfunded capital commitments that are not reported on the FRS Pension Trust Fund Statement of Fiduciary Net Position totaled \$11.2 billion as of June 30, 2015.

NOTE 3 - RECEIVABLES AND PAYABLES

“Receivables, net” and “Other loans and notes receivable, net,” as presented on the Government-wide Statement of Net Position and the applicable balance sheets and statements of net position in the fund financial statements, consist of the following (in thousands):

GOVERNMENTAL ACTIVITIES

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation
Accounts receivable	\$ 128,168	\$ 9,714	\$ 692	\$ 830,668	\$ 6,227
Contracts & grants receivable	.....	1,328	.....	.....	96
Due from Federal government	2,022	25,300	4,640	697,862	23,018
Due from other governmental units	114	593	.....	3,879	149,731
Interest & dividends receivable	14,152	1,475	983	219	4,221
Loans & notes receivable	69,361	168,038	255	.....	16
Fees receivable	121,371	35	.....	.....	.....
Taxes receivable	3,144,043	21,917	57,401	.....	222,974
Allowance for uncollectibles	(1,772,161)	(7,140)	(825)	(28,446)	(8,467)
Receivables, net	\$ 1,707,070	\$ 221,260	\$ 63,146	\$ 1,504,182	\$ 397,816
Loans & notes receivable					
from other governments	\$ 28,841	\$ 1,155,551	\$	\$	\$ 966,202
Long-term interest receivable	.....	.....	.....	.....	2,006
Other loans & notes receivable	9,605	.....	1,667	296,984	1,089
Allowance for uncollectibles	(96)	.....	(1,417)	(275,647)	(9,499)
Other loans & notes receivable, net	\$ 38,350	\$ 1,155,551	\$ 250	\$ 21,337	\$ 959,798

(Continued below)

	Nonmajor Governmental Funds	Total Governmental Funds	Internal Service Funds	Government-wide Reconciling Balances	Total Governmental Activities
Accounts receivable	\$ 204,905	\$ 1,180,374	\$ 32,037	\$ 99,277	\$ 1,311,688
Contracts & grants receivable	70,203	71,627	.....	.....	71,627
Due from Federal government	58,381	811,223	.....	.....	811,223
Due from other governmental units	24,730	179,047	4,446	.....	183,493
Interest & dividends receivable	1,794	22,844	519	.....	23,363
Loans & notes receivable	117,368	355,038	.....	.....	355,038
Fees receivable	122	121,528	.....	.....	121,528
Taxes receivable	15,699	3,462,034	.....	.....	3,462,034
Allowance for uncollectibles	(108,933)	(1,925,972)	.....	.....	(1,925,972)
Receivables, net	\$ 384,269	\$ 4,277,743	\$ 37,002	\$ 99,277	\$ 4,414,022
Loans & notes receivable					
from other governments	\$ 839,670	\$ 2,990,264	\$	\$	\$ 2,990,264
Long-term interest receivable	.....	2,006	.....	.....	2,006
Other loans & notes receivable	141,641	450,986	.....	.....	450,986
Allowance for uncollectibles	(15,397)	(302,056)	.....	.....	(302,056)
Other loans & notes receivable, net	\$ 965,914	\$ 3,141,200	\$	\$	\$ 3,141,200

BUSINESS-TYPE ACTIVITIES

	Transportation	Lottery	Hurricane Catastrophe Fund	Prepaid College Program	Reemployment Assistance
Accounts receivable	\$ 12,396	\$ 68,519	\$ 13,480	\$ 103,417	\$ 239,768
Due from Federal government	.....	.....	.....	.....	497
Due from other governmental units	86	.....	.....	.....	1,142
Interest & dividends receivable	1,430	138	5,764	23,182	83,592
Loans & notes receivable	.....	.....	.....	188,886	.....
Fees receivable	8,976	.....	.....	.....	2,914
Taxes receivable	.....	.....	.....	.....	364,546
Allowance for uncollectibles	.....	(2,874)	(10,539)	(4)	(403,869)
Receivables, net	\$ 22,888	\$ 65,783	\$ 8,705	\$ 315,481	\$ 288,590

Loans & notes receivable	\$ 71,466	\$	\$	\$	\$
Allowance for uncollectibles	.....	.....	.....	.....	.....
Future contract premiums and other receivables	.....	.....	.....	1,656,412	.....
Other loans & notes receivable, net	\$ 71,466	\$	\$	\$ 1,656,412	\$

(Continued below)

	Nonmajor Enterprise Funds	Total Enterprise Funds	Government-wide Reconciling Balances	Total Business-type Activities
Accounts receivable	\$ 47,143	\$ 484,723	\$ 89,825	\$ 574,548
Due from Federal government	.....	497	.....	497
Due from other governmental units	9,163	10,391	.....	10,391
Interest & dividends receivable	278	114,384	.....	114,384
Loans & notes receivable	1,534	190,420	.....	190,420
Fees receivable	117	12,007	.....	12,007
Taxes receivable	40	364,586	.....	364,586
Allowance for uncollectibles	(44,228)	(461,514)	.....	(461,514)
Receivables, net	\$ 14,047	\$ 715,494	\$ 89,825	\$ 805,319
Loans & notes receivable	\$ 7,284	\$ 78,750	\$	\$ 78,750
Allowance for uncollectibles	(1,441)	(1,441)	.....	(1,441)
Future contract premiums and other receivables	337	1,656,749	.....	1,656,749
Other loans & notes receivable, net	\$ 6,180	\$ 1,734,058	\$	\$ 1,734,058

COMPONENT UNITS

Accounts receivable	\$ 1,555,855
Contracts & grants receivable	186,593
Due from Federal government	5,141
Due from other governmental units	225,657
Interest & dividends receivable	108,891
Loans & notes receivable	263,680
Allowance for uncollectibles	(388,719)
Receivables, net	\$ 1,957,098
Other loans & notes receivable	\$ 2,628,791
Allowance for uncollectibles	(278,444)
Other loans & notes receivable, net	\$ 2,350,347

“Accounts payable and accrued liabilities,” as presented on the Government-wide Statement of Net Position and the applicable balance sheets and statements of net position in the fund financial statements, consist of the following (in thousands):

GOVERNMENTAL ACTIVITIES

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation
Accounts payable	\$ 375,575	\$ 40,255	\$ 3,821	\$ 188,638	\$ 156,755
Accrued salaries & wages	80,106	837	35	36,082	13,825
Claims payable	.....	.....	.....	.....	.....
Construction contracts	997	.....	.....	.....	284,360
Deposits payable	179	438	.....	9	7,828
Due to Federal government	.....	27	.....	168,737	.....
Due to other governmental units	147,167	7,254	.....	4,397	7,707
Other payables	.....	.....	.....	.....	.....
Vouchers payable	8,300	.....	.....	.....	116
Accounts payable and accrued liabilities	\$ 612,324	\$ 48,811	\$ 3,856	\$ 397,863	\$ 470,591

(Continued below)

	Nonmajor Governmental Funds	Total Governmental Funds	Internal Service Funds	Government-wide Reconciling Balances	Total Governmental Activities
Accounts payable	\$ 167,371	\$ 932,415	\$ 32,733	\$ 161,616	\$ 1,126,764
Accrued salaries & wages	9,180	140,065	2,797	.....	142,862
Claims payable	.....	.....	132,242	.....	132,242
Construction contracts	46	285,403	.....	.....	285,403
Deposits payable	137	8,591	.....	.....	8,591
Due to Federal government	1,428	170,192	.....	.....	170,192
Due to other governmental units	20,505	187,030	.....	.....	187,030
Other payables	.....	.....	16,198	.....	16,198
Vouchers payable	46	8,462	.....	.....	8,462
Accounts payable and accrued liabilities	\$ 198,713	\$ 1,732,158	\$ 183,970	\$ 161,616	\$ 2,077,744

BUSINESS-TYPE ACTIVITIES

	Transportation	Lottery	Hurricane Catastrophe Fund	Prepaid College Program	Reemployment Assistance
Accounts payable	\$ 35	\$ 7,586	\$ 7,529	\$ 355,250	\$ 31,713
Accrued interest payable	.....	.....	23,487	.....	.....
Accrued salaries & wages	.....	89	.....	.....	.....
Construction contracts	35,988	.....	.....	.....	.....
Deposits payable	225	2,106	.....	.....	.....
Accounts payable and accrued liabilities	\$ 36,248	\$ 9,781	\$ 31,016	\$ 355,250	\$ 31,713

(Continued below)

	Nonmajor Enterprise Funds	Total Enterprise Funds	Government-wide Reconciling Balances	Total Business-type Activities
Accounts payable	\$ 16,723	\$ 418,836	\$ 28	\$ 418,864
Accrued interest payable	.....	23,487	.....	23,487
Accrued salaries & wages	3,071	3,160	.....	3,160
Construction contracts	.....	35,988	.....	35,988
Deposits payable	112	2,443	.....	2,443
Accounts payable and accrued liabilities	\$ 19,906	\$ 483,914	\$ 28	\$ 483,942

COMPONENT UNITS

Accounts payable	\$ 778,829
Accrued interest payable	54,822
Accrued salaries & wages	281,321
Claims payable	1,227,638
Construction contracts	54,604
Deposits payable	314,353
Due to other governmental units	10,082
Vouchers payable	18,920
Accounts payable and accrued liabilities	\$ 2,740,569

NOTE 4 – TAXES

Florida levies neither a personal income tax nor an ad valorem tax on real or tangible personal property. Taxes are, however, one of the principal sources of financing state operations. A schedule of tax revenues by major tax type for each applicable major governmental fund, and for nonmajor governmental funds in the aggregate, is presented below (in thousands):

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation	Nonmajor Governmental Funds	Total
Sales and use tax	\$ 22,985,453	\$	\$	\$	\$	\$	\$ 22,985,453
Fuel taxes:							
Motor fuel tax	.....	.....	.....	.....	2,481,760	.....	2,481,760
Pollutant tax	.....	243,064	.....	.....	.....	.....	243,064
Aviation fuel tax	.....	.....	.....	.....	38,661	.....	38,661
Solid minerals severance tax	.....	31,191	.....	.....	.....	.....	31,191
Oil and gas production tax	4,766	.....	.....	.....	.....	.....	4,766
Total fuel taxes	4,766	274,255	.....	.....	2,520,421	.....	2,799,442
Corporate income tax	2,236,690	.....	.....	.....	.....	.....	2,236,690
Documentary stamp tax	2,118,466	.....	.....	.....	.....	.....	2,118,466
Intangible personal property tax	305,131	.....	.....	.....	.....	.....	305,131
Communications service tax	876,550	.....	385,048	.....	.....	.....	1,261,598
Estate tax	421	.....	.....	.....	.....	.....	421
Gross receipts utilities tax	.....	9,863	769,193	.....	.....	.....	779,056
Beverage and tobacco taxes:							
Alcoholic beverage tax	446,417	.....	.....	.....	.....	12,423	458,840
Cigarette tax	1,159,016	.....	.....	.....	.....	.....	1,159,016
Smokeless tobacco tax	29,953	.....	.....	.....	.....	.....	29,953
Total beverage and tobacco taxes	1,635,386	.....	.....	.....	.....	12,423	1,647,809
Other taxes:							
Insurance premium tax	886,265	.....	.....	.....	.....	28,445	914,710
Hospital public assistance tax	.....	.....	.....	1,010,664	.....	.....	1,010,664
Citrus excise tax	.....	.....	.....	.....	.....	25,060	25,060
Pari-mutuel wagering tax	7,401	.....	1	.....	.....	198,094	205,496
Total other taxes	893,666	.....	1	1,010,664	.....	251,599	2,155,930
Total	\$ 31,056,529	\$ 284,118	\$ 1,154,242	\$ 1,010,664	\$ 2,520,421	\$ 264,022	\$ 36,289,996

	Sales and Use Tax
Governmental fund statements	\$ 22,985,453
Government-wide accruals	(68,588)
Government-wide statements	<u>\$ 22,916,865</u>

NOTE 5 - CAPITAL ASSETS

Capital assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the assets' lives are not capitalized.

For financial statement purposes, the state reports capital assets under the following categories and has established a reporting capitalization threshold for each category. Applicable capital assets are depreciated over the appropriate estimated useful lives using the straight-line method.

Capital Asset Category	Financial Statement Capitalizing Threshold	Estimated Useful Life (in Years)
Land and other nondepreciable assets	Capitalize all	Not depreciable
Nondepreciable infrastructure	Capitalize all	Not depreciable
Construction work in progress	\$100,000 when work is completed	Not depreciable
Buildings, equipment, and other depreciable assets		
Buildings and building improvements	\$100,000	5 - 50
Infrastructure and infrastructure improvements (depreciable)	\$100,000	3 - 50
Leasehold improvements	\$100,000	2 - 15
Intangible assets	\$4,000,000	2 - 30
Property under capital lease	Threshold correlates to asset category	2 - 20
Furniture and equipment	\$1,000 and \$250 for non-circulated books	2 - 25
Works of art and historical treasures	Items capitalized as of June 30, 1999, remain capitalized; capitalize unless considered a collection	5 - 50
Library resources	\$25	5 - 50
Other capital assets	\$1,000	3 - 20

The state has elected to use the modified approach for accounting for its roadways, bridges and other infrastructure assets included in the State Highway System. Under this approach, the Department of Transportation has made the commitment to maintain these assets at levels established by the Department of Transportation and approved by the Florida Legislature. No depreciation expense is reported for such assets, nor are amounts capitalized in connection with improvements that lengthen the lives of such assets, unless the improvements also increase their service potential. The Department of Transportation maintains an inventory of these assets and performs periodic condition assessments to establish that the predetermined condition level is being maintained. In addition, the Department of Transportation makes annual estimates of the amounts that must be expended to maintain these assets at the predetermined condition levels. Refer to the Other Required Supplementary Information for additional information on infrastructure using the modified approach.

Not included in the reported capital assets are the irreplaceable collections at various historic sites and museums throughout the state. For example, the Museum of Florida History, located in Tallahassee, currently has artifacts illustrating the history of Florida since the arrival of human beings on the peninsula. It also has access to collections that include Florida upland and underwater archaeology, Florida archives, and Florida and Spanish colonial numismatics.

Depreciation expense charged to functions of governmental activities for the year ended June 30, 2015, is as follows (in thousands):

General Government	\$ 86,904
Education	10,531
Human Services	26,144
Criminal Justice & Correction	96,842
Natural Resources & Environment	51,447
Transportation	42,236
State Courts	3,457
Total depreciation expense (governmental activities)	\$ 317,561

Primary government capital asset activities for the fiscal year ended June 30, 2015, are as follows (in thousands):

GOVERNMENTAL ACTIVITIES

	Balance July 1, 2014	Restatement	Increases	Decreases	Balance June 30, 2015
Capital assets, not being depreciated:					
Land and other nondepreciable assets	\$ 17,711,458	\$	\$ 659,698	\$ 61,260	\$ 18,309,896
Infrastructure and infrastructure improvements - nondepreciable	38,943,752	.....	3,813,102	.....	42,756,854
Construction work in progress	7,019,307	.....	960,072	3,070,271	4,909,108
Total capital assets, not being depreciated	63,674,517	.....	5,432,872	3,131,531	65,975,858
Capital assets, being depreciated:					
Buildings and building improvements	5,146,868	414,428	108,952	238,418	5,431,830
Infrastructure and infrastructure improvements	718,207	.....	41,973	2,704	757,476
Leasehold improvements	1,067	.....	53	.....	1,120
Property under capital lease	176,452	.....	.....	2,370	174,082
Furniture and equipment	1,762,357	.....	192,494	205,675	1,749,176
Works of art and historical treasures	1,943	.....	1	13	1,931
Library resources	30,022	.....	160	4,288	25,894
Other	73,589	.....	210	720	73,079
Total capital assets, being depreciated	7,910,505	414,428	343,843	454,188	8,214,588
Less accumulated depreciation for:					
Buildings and building improvements	2,452,998	91,627	141,594	40,191	2,646,028
Infrastructure and infrastructure improvements	388,780	.....	38,619	1,177	426,222
Leasehold improvements	625	.....	76	.....	701
Property under capital lease	74,354	.....	8,298	2,130	80,522
Furniture and equipment	1,344,398	.....	123,816	126,766	1,341,448
Works of art and historical treasures	937	.....	65	11	991
Library resources	16,184	.....	1,280	2,578	14,886
Other	52,203	.....	3,813	714	55,302
Total accumulated depreciation	4,330,479	91,627	317,561	173,567	4,566,100
Total capital assets, being depreciated, net	3,580,026	322,801	26,282	280,621	3,648,488
Governmental activities capital assets, net	\$ 67,254,543	\$ 322,801	\$ 5,459,154	\$ 3,412,152	\$ 69,624,346

BUSINESS-TYPE ACTIVITIES

	Balance July 1, 2014	Restatement	Increases	Decreases	Balance June 30, 2015
Capital assets, not being depreciated:					
Land and other nondepreciable assets	\$ 909,954	\$	\$ 173,589	\$ 4,758	\$ 1,078,785
Infrastructure and infrastructure improvements - nondepreciable	7,350,530	.....	756,880	15,415	8,091,995
Construction work in progress	1,551,577	.....	236,384	626,166	1,161,795
Total capital assets, not being depreciated	9,812,061	.....	1,166,853	646,339	10,332,575
Capital assets, being depreciated:					
Buildings and building improvements	409,257	.....	96,423	33,155	472,525
Infrastructure and infrastructure improvements	1,216	.....	1,259	.....	2,475
Leasehold improvements	79	.....	3	.....	82
Furniture and equipment	224,249	.....	53,322	25,445	252,126
Library resources	7	.....	.....	.....	7
Other	55,905	.....	88,355	1,991	142,269
Total capital assets, being depreciated	690,713	.....	239,362	60,591	869,484
Less accumulated depreciation for:					
Buildings and building improvements	143,638	.....	13,926	11,416	146,148
Infrastructure and infrastructure improvements	309	.....	165	.....	474
Leasehold improvements	58	.....	10	56	12
Furniture and equipment	124,842	.....	23,810	19,065	129,587
Library resources	2	.....	1	.....	3
Other	41,097	.....	11,750	381	52,466
Total accumulated depreciation	309,946	.....	49,662	30,918	328,690
Total capital assets, being depreciated, net	380,767	.....	189,700	29,673	540,794
Business-type activities capital assets, net	\$ 10,192,828	\$	\$ 1,356,553	\$ 676,012	\$ 10,873,369

Component units' capital asset activities for the fiscal year ended June 30, 2015, are as follows (in thousands):

COMPONENT UNITS				
	Balance July 1, 2014	Increases	Decreases	Balance June 30, 2015
Capital assets, not being depreciated:				
Land and other non-depreciable assets	\$ 6,417,854	\$ 199,945	\$ 56,279	\$ 6,561,520
Construction work in progress	1,574,621	785,105	1,164,826	1,194,900
Total capital assets, not being depreciated	7,992,475	985,050	1,221,105	7,756,420
Capital assets, being depreciated:				
Buildings and building improvements	17,395,333	945,625	190,461	18,150,497
Infrastructure and infrastructure improvements	2,636,176	256,373	11,676	2,880,873
Leasehold improvements	328,627	48,588	3,919	373,296
Property under capital lease	136,658	10,521	1,739	145,440
Furniture and equipment	3,249,530	326,685	116,217	3,459,998
Works of art and historical treasures	3,961	319	.....	4,280
Library resources	899,387	36,078	13,492	921,973
Other	332,864	41,188	8,781	365,271
Total capital assets, being depreciated	24,982,536	1,665,377	346,285	26,301,628
Less accumulated depreciation for:				
Buildings and building improvements	5,807,790	493,863	39,083	6,262,570
Infrastructure and infrastructure improvements	997,527	87,935	7,580	1,077,882
Leasehold improvements	115,440	20,266	2,512	133,194
Property under capital lease	59,705	7,381	1,044	66,042
Furniture and equipment	2,298,759	243,303	102,451	2,439,611
Works of art and historical treasures	1,604	204	14	1,794
Library resources	719,229	40,262	13,192	746,299
Other	242,214	36,616	8,490	270,340
Total accumulated depreciation	10,242,268	929,830	174,366	10,997,732
Total capital assets, being depreciated, net	14,740,268	735,547	171,919	15,303,896
Component units capital assets, net	\$ 22,732,743	\$ 1,720,597	\$ 1,393,024	\$ 23,060,316

NOTE 6 - PENSIONS AND OTHER POSTEMPLOYMENT BENEFITS

A. Pensions

The Florida Department of Management Services (Department) is part of the primary government of the state of Florida and is responsible for administering the Florida Retirement System Pension Plan and Other State-Administered Systems. For the fiscal year ended June 30, 2015, the Department administered three defined benefit plans, two defined contribution plans, a supplemental funding of defined benefit plans for municipal police officers and firefighters, and various general revenue funded pension programs. Beginning with the fiscal year ended June 30, 2014, the Department issued a publicly-available, audited comprehensive annual financial report (CAFR) that includes financial statements, notes and required supplementary information for each of the pension plans which it administers. Detailed information about the plans is provided in the CAFR which is available online or by contacting the Department.

Copies of this report, as well as the plans' actuarial valuations, can be obtained from the Department of Management Services, Division of Retirement (Division), Bureau of Research and Member Communications, P.O. Box 9000, Tallahassee, Florida 32315-9000; by telephone toll free at 877-377-1737 or 850-488-5706; by email at rep@dms.myflorida.com; or at the Division's website (www.frs.myflorida.com).

The Department implemented the requirements of GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No 27*, for the defined benefit plans it administers for the fiscal year ended June 30, 2015. Additional information can be found in the stand-alone CAFR.

1. Defined Benefit Plans

The Florida Retirement System

The Florida Retirement System (FRS) is a cost-sharing multiple-employer public-employee retirement system with two primary plans – the FRS defined benefit pension plan (Pension Plan) and the FRS Investment Plan. The Florida Retirement System (FRS) Pension Plan was created in Chapter 121, Florida Statutes (F.S.), effective December 1, 1970, by consolidating and closing these existing plans to new members: the Teachers' Retirement System (Chapter 238, F.S.), the State and County Officers and Employees' Retirement System (Chapter 122, F.S.), and the Highway Patrol Pension Trust Fund (Chapter 321, F.S.). In 1972, the Judicial Retirement System (Chapter 123, F.S.) was closed and consolidated into the FRS. The FRS was created to provide a defined benefit pension plan for participating public employees. The FRS was amended in 1998 to add the Deferred Retirement Option Program (DROP) under the defined benefit plan and amended in 2000 to provide a defined contribution plan alternative to the defined benefit plan for FRS members effective July 1, 2002. This integrated defined contribution plan is the FRS Investment Plan, which is administered by the State Board of Administration. Effective July 1, 2007, the Institute of Food and Agricultural Sciences (IFAS) Supplemental Retirement Program, established under Section 121.40, F.S., was consolidated under the Florida Retirement System Pension Plan as a closed retirement plan. Participation in the IFAS Supplemental Retirement Program does not constitute membership in the FRS.

Chapter 121, F.S., also provides for nonintegrated, optional retirement programs in lieu of the FRS to certain members of the Senior Management Service Class (SMSC) employed by the state, state elected officials who chose SMSC membership in lieu of Elected Officers' Class membership, and faculty and specified employees in the State University System and Florida College System institutions. Provisions relating to the FRS are also contained in Chapter 112, F.S.

Membership

FRS membership is compulsory for employees filling a regularly established position in a state agency, county agency, state university, state college, or district school board, unless restricted from FRS membership under Section 121.053 or Section 121.122, F.S., or allowed to participate in a non-integrated defined contribution plan in lieu of FRS membership. Participation by cities, municipalities, special districts, charter schools, and metropolitan planning organizations, although optional, is generally irrevocable after election to participate is made. Members hired into certain positions may be eligible to withdraw from the FRS altogether or elect to participate in the non-integrated optional retirement programs in lieu of the FRS except faculty of a medical college in a state university who must participate in the State University System Optional Retirement Program.

There are five general classes of membership, as follows:

- *Regular Class* - Members of the FRS who do not qualify for membership in the other classes.

- *Senior Management Service Class (SMSC)* - Members in senior management level positions in state and local governments as well as assistant state attorneys, assistant statewide prosecutors, assistant public defenders, assistant attorneys general, deputy court administrators, and assistant capital collateral representatives. Members of the Elected Officers' Class may elect to withdraw from the FRS or participate in the SMSC in lieu of the Elected Officers' Class.
- *Special Risk Class* - Members who are employed as law enforcement officers, firefighters, firefighter trainers, fire prevention officers, state fixed-wing pilots for aerial firefighting surveillance, correctional officers, emergency medical technicians, paramedics, community-based correctional probation officers, youth custody officers (from July 1, 2001 through June 30, 2014), certain health-care related positions within state forensic or correctional facilities, or specified forensic employees of a medical examiner's office or a law enforcement agency, and meet the criteria to qualify for this class.
- *Special Risk Administrative Support Class* - Former Special Risk Class members who are transferred or reassigned to nonspecial risk law enforcement, firefighting, emergency medical care, or correctional administrative support positions within an FRS special risk-employing agency.
- *Elected Officers' Class (EOC)* - Members who are elected state and county officers and the elected officers of cities and special districts that choose to place their elected officials in this class.

Beginning July 1, 2001, through June 30, 2011, the FRS Pension Plan provided for vesting of benefits after six years of creditable service for members initially enrolled during this period. Members not actively working in a position covered by the FRS Pension Plan on July 1, 2001, must return to covered employment for up to one work year to be eligible to vest with less service than was required under the law in effect before July 1, 2001. Members initially enrolled on or after July 1, 2011, vest after eight years of creditable service. Members are eligible for normal retirement when they have met the requirements listed below. Early retirement may be taken any time after vesting within 20 years of normal retirement age; however, there is a 5% benefit reduction for each year prior to the normal retirement age.

- *Regular Class, Senior Management Service Class, and Elected Officers' Class Members* – For members initially enrolled in the FRS Pension Plan before July 1, 2011, six or more years of creditable service and age 62, or the age after completing six years of creditable service if after age 62. Thirty years of creditable service regardless of age before age 62.

For members initially enrolled in the FRS Pension Plan on or after July 1, 2011, eight or more years of creditable service and age 65, or the age after completing eight years of creditable service if after age 65. Thirty-three years of creditable service regardless of age before age 65.

- *Special Risk Class and Special Risk Administrative Support Class Members* – For members initially enrolled in the FRS Pension Plan before July 1, 2011, six or more years of Special Risk Class service and age 55, or the age after completing six years of Special Risk Class service if after age 55. Twenty-five years of special risk service regardless of age before age 55. A total of 25 years of service including special risk service and up to four years of active duty wartime service and age 52. Without six years of Special Risk Class service, members of the Special Risk Administrative Support Class must meet the requirements of the Regular Class.

For members initially enrolled in the FRS Pension Plan on or after July 1, 2011, eight or more years of Special Risk Class service and age 60, or the age after completing eight years of Special Risk Class service if after age 60. Thirty years of special risk service regardless of age before age 60. Without eight years of Special Risk Class service, members of the Special Risk Administrative Support Class must meet the requirements of the Regular Class.

Benefits

The Florida Legislature establishes and amends the benefit terms of the FRS Pension Plan. Benefits under the FRS Pension Plan are computed on the basis of age, average final compensation, creditable years of service, and accrual value per year by membership class. Members are also provided in-line-of-duty or regular disability and survivors' benefits. Pension benefits of retirees and annuitants are increased each July 1 by a cost-of-living adjustment. If the member is initially enrolled in the FRS Pension Plan before July 1, 2011, and all service credit was accrued before July 1, 2011, the annual cost-of-living adjustment is 3% per year. If the member is initially enrolled before July 1, 2011, and has service credit on or after July 1, 2011, there is an individually calculated cost-of-living adjustment. The annual cost-of-living adjustment is a proportion of 3% determined by dividing the sum of the pre-July 2011 service credit by the total service credit at retirement multiplied by 3%. FRS Pension Plan members initially enrolled on or after July 1, 2011, will not have a cost-of-living adjustment after retirement.

The DROP became effective July 1, 1998, subject to provisions of Section 121.091(13), F.S. FRS Pension Plan members who reach normal retirement are eligible to defer receipt of monthly benefit payments while continuing employment with an FRS employer. An employee may participate in the DROP for a maximum of 60 months. Authorized instructional personnel may participate in the DROP for up to 36 additional months beyond their initial 60-month participation period. Monthly retirement benefits remain in the FRS Trust Fund during DROP participation and accrue interest. As of June 30, 2015, the FRS Trust Fund held in trust \$3,119,220,735 in accumulated benefits and interest for 34,829 current and prior participants in the DROP.

Administration

The Department of Management Services, Division of Retirement administers the FRS Pension Plan. The State Board of Administration invests the assets of the Pension Plan held in the FRS Trust Fund. Costs of administering the FRS Pension Plan are funded from earnings on investments of the FRS Trust Fund. Reporting of the FRS Pension Plan is on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when the obligation is incurred.

Contributions

All participating employers must comply with statutory contribution requirements. Section 121.031(3), F.S., requires an annual actuarial valuation of the FRS Pension Plan, which is provided to the Legislature as guidance for funding decisions. Employer and employee contribution rates are established in Section 121.71, F.S. Employer contribution rates under the uniform rate structure (a blending of both the FRS Pension Plan and Investment Plan rates) are recommended by the actuary but set by the Legislature. Statutes require that any unfunded actuarial liability (UAL) be amortized within 30 plan years. Pursuant to Section 121.031(3) (f), F.S., any surplus amounts available to offset total retirement system costs are to be amortized over a 10-year rolling period on a level-dollar basis. The balance of legally required reserves for the FRS Pension Plan at June 30, 2015, was \$148,454,681,903. These funds were reserved to provide for total current and future benefits, refunds, and administration of the FRS Pension Plan.

The table below presents FRS employer contribution rates. Rates indicated are uniform rates for all FRS members and include UAL contribution rates. These rates do not include a 1.26% HIS contribution rate and a 0.04% assessment for the administration of the FRS Investment Plan and the educational program available to all FRS members. In addition, the July 1, 2014, statutory employer rates do not include the 3.00% mandatory employee contribution for all membership classes except for members in the DROP.

Membership Class	Uniform Employer Rates Recommended by Actuarial Valuation as of July 1, 2013 for	July 1, 2014 Statutory Rates
	Fiscal Year 2014-2015	(Ch. 121, F.S.)
Regular	6.07%	6.07%
Senior Management Service	19.84%	19.84%
Special Risk	18.52%	18.52%
Special Risk Administrative Support	40.77%	40.77%
Elected Officers - Judges	31.87%	31.87%
Elected Officers - Legislators/Attorneys/Cabinet	44.96%	44.96%
Elected Officers - County	41.94%	41.94%
DROP - applicable to members from all of the above classes or plans	11.02%	11.02%

Employee eligibility, benefits, and contributions by class are as previously described. Employees not filling regular established positions and working under the other personal services (OPS) or temporary status are not covered by the FRS.

Retiree Health Insurance Subsidy Program

The Retiree Health Insurance Subsidy (HIS) Program is a cost-sharing multiple-employer defined benefit pension plan established under Section 112.363, F.S. The Florida Legislature establishes and amends the benefit terms of the HIS Program. The benefit is a monthly payment to assist retirees of state-administered retirement systems in paying their health insurance costs and is administered by the Department of Management Services, Division of Retirement. For the fiscal year ended June 30, 2015, eligible retirees and beneficiaries received a monthly HIS payment equal to the number of years of creditable service completed at the time of retirement multiplied by \$5. The payments are at least \$30 but not more than \$150 per month,

pursuant to Section 112.363, F.S. To be eligible to receive a HIS benefit, a retiree under a state-administered retirement system must provide proof of eligible health insurance coverage, which can include Medicare.

The HIS Program is funded by required contributions from FRS participating employers as set by the Legislature. Employer contributions are a percentage of gross compensation for all active FRS members. For the fiscal year ended June 30, 2015, the contribution rate was 1.26% of payroll pursuant to Section 112.363, F.S. The state contributed 100% of its statutorily required contributions for the current and preceding two years. HIS contributions are deposited in a separate trust fund from which HIS payments are authorized. HIS benefits are not guaranteed and are subject to annual legislative appropriation. In the event the legislative appropriation or available funds fail to provide full subsidy benefits to all participants, the legislature may reduce or cancel HIS payments.

The Florida National Guard Supplemental Retirement Benefit Plan

The Florida National Guard Supplemental Retirement Benefit Plan (National Guard Benefit) is a single-employer, non-qualified defined benefit pension plan established under Section 250.22, F.S., and is administered by the Department of Management Services, Division of Retirement. The Florida Legislature establishes and amends the plan. Florida National Guard retirees must have at least 30 years of Florida National Guard service. Normal retirement is at age 62 with early retirement available beginning at age 60. The monthly benefit is equal to the difference between 50% of the federal military pay table for the highest rank held while in the Florida National Guard and the benefit received from the federal government for reservist military service. The benefit amount is recalculated whenever the federal military pay table is increased or the federal benefit is increased by a cost of living adjustment. The benefit is payable for the lifetime of the retiree without a survivor benefit option. The table below shows the number of employees covered by the benefit terms.

Active Members	11,447
Retirees	792
Terminated Vested Members	129
Total	<u>12,368</u>

The National Guard Benefit is funded by an annual appropriation from General Revenue by the Legislature. Any appropriated funds not obligated for benefit payments owed at June 30 each year revert to the General Revenue Fund.

Pension Amounts for Defined Benefit Pension Plans

Net Pension Liability

At June 30, 2015, the State reported a total liability of \$3,020,406,747 for its proportionate share of the net pension liabilities of the defined benefit, multiple-employer cost-sharing pension plans and its single-employer, non-qualified pension plan. The table below presents the fiduciary net position for the FRS and HIS plans as well as the State's proportion and proportionate share as of the measurement date of June 30, 2014, and the fiduciary net position of the National Guard Benefit as of the measurement date of June 30, 2015:

	FRS Pension Plan	HIS	National Guard Benefit	TOTAL
Plan total pension liability (A)	\$ 156,115,762,947	\$ 9,443,629,461	\$ 504,915,152	
Plan fiduciary net position (B)	(150,014,292,372)	(93,385,450)	—	
Plan net pension liability (A-B)	6,101,470,575	9,350,244,011	504,915,152	
State's proportion	17.802202632%	15.286183318%	100.00%	
State's proportionate share	<u>\$ 1,086,196,155</u>	<u>\$ 1,429,295,440</u>	<u>\$ 504,915,152</u>	<u>\$ 3,020,406,747</u>

The State's proportion of the net pension liability for FRS Pension Plan and HIS was based on contributions paid to the plans by the State relative to the contributions paid by all participating employers. The table below shows the change in proportion since the prior measurement date:

	FRS	HIS
State's proportion at prior measurement date, June 30, 2013	16.757742464%	15.519593965%
State's proportion at measurement date, June 30, 2014	17.802202632%	15.286183318%
Increase / (decrease) in proportion	1.044460168%	-0.233410647%

The table below shows the changes in National Guard Benefit net pension liability for the fiscal year ended June 30, 2015:

<i>National Guard Benefit</i>			
Changes in Net Pension Liability	Total Pension Liability (a)	Increase (Decrease) Plan Fiduciary Net Position (b)	Net Pension Liability (a) – (b)
Balances as of June 30, 2014	\$ 446,683,424	\$ –	\$ 446,683,424
Changes for the year:	–	–	–
Service cost	7,160,731	–	7,160,731
Interest on total pension liability	19,163,795	–	19,163,795
Effect of assumptions changes or inputs	46,329,910	–	46,329,910
Benefit payments	(14,422,708)	(14,422,708)	–
Employer contributions	–	14,495,208	(14,495,208)
Administrative expenses	–	(72,500)	72,500
Balances as of June 30, 2015	\$ 504,915,152	\$ –	\$ 504,915,152

Actuarial Methods and Assumptions

Actuarial assumptions for the defined benefit cost-sharing plans are reviewed annually by the Florida Retirement System Actuarial Assumptions Conference. The most recent experience study for the FRS Pension Plan was for the period July 1, 2008 through June 30, 2013; assumption changes adopted by the FRS Assumptions Conference were incorporated into the July 1, 2014 FRS Valuation. Because the HIS Program is funded on a pay-as-you-go basis, no experience study has been completed for this program.

The total pension liability for each of the defined benefit plans was determined by an actuarial valuation as of the measurement date, of July 1, 2014, using the entry age normal actuarial cost method. Inflation increases for the defined benefit cost-sharing plans is assumed at 2.60%. Payroll growth for both plans is assumed at 3.25%.

Both the discount rate and the long-term expected rate of return used for FRS Pension Plan investments is 7.65%. The projection of cash flows used to determine the discount rate assumed that employee contributions will be made at the current contribution rate and that contributions from participating employers will be made at the statutorily required rates. Based on these assumptions, the plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the discount rate for calculating the total pension liability is equal to the long-term expected rate of return and was applied to all periods of projected benefit payments to determine the total pension liability.

Because the HIS Program uses a pay-as-you-go funding structure, a municipal bond rate of 4.29% was used to determine the total pension liability for the program. Mortality assumptions for both plans were based on the Generational RP-2000 with Projection Scale BB tables.

There were no changes in benefit terms for either FRS Pension Plan or HIS that affected the total pension liability since the prior measurement date. There were no changes between the measurement date and the reporting date which significantly impact the State's proportionate share of the net pension liability, deferred outflows, deferred inflows and pension expense for either FRS Pension Plan or HIS.

The following changes in actuarial assumptions occurred in 2014:

- **FRS Pension Plan:** As of June 30, 2014, the inflation rate assumption was decreased from 3.00% to 2.60%, the real payroll growth assumption was decreased from 1.00% to 0.65%, and the overall payroll growth rate assumption was decreased from 4.00% to 3.25%. The long-term expected rate of return decreased from 7.75% to 7.65%
- **HIS:** The municipal rate used to determine total pension liability decreased from 4.63% to 4.29%.

The long-term expected rate of return on FRS Pension Plan investments was determined using a forward-looking capital market economic model, which includes an adjustment for the inflation assumption. The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Cash	1.00%	3.11%
Intermediate-term bonds	18.00%	4.18%
High yield bonds	3.00%	6.79%
Broad U.S. equities	26.50%	8.51%
Developed foreign equities	21.20%	8.66%
Emerging market equities	5.30%	11.58%
Private equity	6.00%	11.80%
Hedge funds / absolute return	7.00%	5.81%
Real estate (property)	12.00%	7.11%
	<u>100.00%</u>	

The single-employer, non-qualified defined benefit pension plan has not had a formal actuarial experience study performed. Due to the pay-as-you-go nature of the program, full actuarial valuations will be conducted in even-numbered years. Liabilities for odd-numbered years will be developed based on the results of a full actuarial valuation using standard actuarial roll-forward techniques. The total pension liability was determined by an actuarial valuation as of the valuation date, July 1, 2014, using the individual entry age normal actuarial cost method and a standard actuarial roll-forward technique to the measurement date, June 30, 2015. The inflation rate was assumed at 2.60%, the annual increase in Federal Military Pay tables is assumed at 2.00%, and the Cost-of-Living adjustments are assumed at 1.50%.

Because the National Guard Benefit uses a pay-as-you-go funding structure, a municipal bond rate of 3.80% was used to determine the total pension liability for the program. Mortality assumptions for the plan was based on the Generational RP-2000 with Projection Scale BB tables.

There were no changes in benefit terms to the National Guard Benefit that affected the total pension liability since the prior measurement date.

The following changes in actuarial assumptions occurred in 2015 for the National Guard Benefit:

- The municipal bond rate used to determine total pension liability decreased from 4.29% to 3.80%.

Sensitivity Analysis

The following tables demonstrate the sensitivity of the net pension liability to changes in the discount rate. The sensitivity analysis shows the impact to the State's proportionate share of the FRS and HIS plan's net pension liability and the National Guard Benefit net pension liability if the discount rate was 1.00% higher or 1.00% lower than the current discount rate at June 30, 2014, for the FRS and HIS plans, and June 30, 2015, for the National Guard Benefit.

FRS Pension Plan			HIS		
1% Decrease 6.65%	Current Discount Rate 7.65%	1% Increase 8.65%	1% Decrease 3.29%	Current Discount Rate 4.29%	1% Increase 5.29%
\$4,645,805,228	\$1,086,196,155	\$(1,874,719,389)	\$1,625,707,823	\$1,429,295,440	\$1,265,347,310

National Guard Benefit		
1% Decrease 2.80%	Current Discount Rate 3.80%	1% Increase 4.80%
\$622,192,468	\$504,915,152	\$416,578,642

Pension Expense and Deferred Outflows / (Inflows) of Resources

In accordance with GASB 68, paragraphs 33 and 71, changes in the net pension liability are recognized in pension expense in the current measurement period, except as indicated below. For each of the following, a portion is recognized in pension expense in the current measurement period, and the balance is amortized as deferred outflows or deferred inflows of resources using a systematic and rational method over a closed period, as defined below:

- Differences between expected and actual experience with regard to economic and demographic factors – amortized over the average expected remaining service life of all employees that are provided with pensions through the pension plan (active and inactive employees)
- Changes of assumptions or other inputs – amortized over the average expected remaining service life of all employees that are provided with pensions through the pension plan (active and inactive employees)
- Differences between expected and actual earnings on pension plan investments – amortized over five years

The average expected remaining service life of all employees provided with pensions through the pension plans at June 30, 2014, was 6.3 years for FRS Pension Plan and 7.2 years for HIS.

The State's proportionate share of the components of collective pension expense and deferred outflows and inflows of resources reported in the pension allocation schedules for the fiscal year ended June 30, 2014, are presented below for each plan.

FRS Pension Plan

	Recognized in Expense Reporting Period Ending June 30, 2015	Recognition Period	Deferred Outflows of Resources	Deferred Inflows of Resources	Total
Service cost	\$ 401,749,152	Current	\$ —	\$ —	\$ 401,749,152
Interest cost	2,045,458,934	Current	—	—	2,045,458,934
Effect of plan changes	—	Current	—	—	—
Effect of economic/demographic gains or losses (difference between expected and actual experience)	(12,682,467)	6.3 years	—	(67,217,076)	(79,899,543)
Effect of assumptions changes or inputs	35,492,660	6.3 years	188,111,105	—	223,603,765
Member contributions	(121,501,337)	Current	—	—	(121,501,337)
Projected investment earnings	(1,796,145,117)	Current	—	—	(1,796,145,117)
Changes in proportion and differences between contributions and proportionate share of contributions	28,539,378	6.3 years	432,206,756	(280,948,053)	179,798,081
Net difference between projected and actual investment earnings	(452,988,870)	5 years	—	(1,811,955,473)	(2,264,944,343)
Contributions subsequent to the measurement date	—	1 year	437,921,408	—	—
Administrative expenses	3,267,039	Current	—	—	3,267,039
<i>Total</i>	<i>\$ 131,189,372</i>		<i>\$ 1,058,239,269</i>	<i>\$ (2,160,120,602)</i>	<i>\$ (1,408,613,369)</i>

Health Insurance Subsidy

	Recognized in Expense Reporting Period Ending June 30, 2015	Recognition Period	Deferred Outflows of Resources	Deferred Inflows of Resources	Total
Service cost	\$ 29,100,486	Current	\$ —	\$ —	\$ 29,100,486
Interest cost	62,659,125	Current	—	—	62,659,125
Effect of plan changes	—	Current	—	—	—
Effect of economic/demographic gains or losses (difference between expected and actual experience)	—	7.2 years	—	—	—
Effect of assumptions changes or inputs	8,203,227	7.2 years	50,860,005	—	59,063,232
Member contributions	—	Current	—	—	—
Projected investment earnings	(891,157)	Current	—	—	(891,157)
Changes in proportion and differences between contributions and proportionate share of contributions	(2,822,426)	7.2 years	93,795,913	(111,294,954)	(20,321,467)
Net difference between projected and actual investment earnings	171,525	5 years	686,099	—	857,624
Contributions subsequent to the measurement date	—	1 year	57,891,425	—	—
Administrative expenses	8,210	Current	—	—	8,210
<i>Total</i>	<i>\$ 96,428,990</i>		<i>\$ 203,233,442</i>	<i>\$ (111,294,954)</i>	<i>\$ 130,476,053</i>

The average expected remaining service life of all employees provided with pensions through the National Guard defined benefit single-employer plan at June 30, 2015, was 11.8 years. The State's pension expense and deferred outflows and deferred inflows of resources reported for the fiscal year ended June 30, 2015, are presented below for the plan.

Florida National Guard Supplemental Retirement Benefit Plan

	Recognized in Expense Reporting Period Ending June 30, 2015	Recognition Period	Deferred Outflows of Resources	Deferred Inflows of Resources	Total
Service cost	\$ 7,160,731	Current	\$ —	\$ —	\$ 7,160,731
Interest cost	19,163,795	Current	—	—	19,163,795
Effect of assumptions changes or inputs	6,292,910	11.8 years	65,596,777	—	71,889,687
Administrative expenses	72,500	Current	—	—	72,500
<i>Total</i>	<i>\$ 32,689,936</i>		<i>\$ 65,596,777</i>	<i>\$ —</i>	<i>\$ 98,286,713</i>

Deferred outflows of resources related to contributions paid subsequent to the measurement date as shown in the tables above will be recognized as a reduction of the net pension liability in the reporting period ended June 30, 2016. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pension expense will be recognized as follows:

Reporting Period Ending June 30,	FRS Pension Plan Expense	HIS Expense	National Guard Benefit Expense
2016	\$ (401,639,299)	\$ 5,552,326	\$ 6,292,910
2017	(401,639,299)	5,552,326	6,292,910
2018	(401,639,299)	5,552,326	6,292,910
2019	(401,639,299)	5,552,326	6,292,910
2020	51,349,571	5,380,801	6,292,910
Thereafter	15,404,871	6,456,961	34,132,227
Total	\$ (1,539,802,751)	\$ 34,047,066	\$ 65,596,777

Payables to the Pension Plans

The State reported payables of \$38.68 million to the FRS Pension Plan, and \$5.36 million to the HIS Program as of June 30, 2015, for legally required contributions to the plans.

2. Defined Contribution Programs

FRS Investment Plan

The State Board of Administration administers the defined contribution plan officially titled the FRS Investment Plan. The Florida Legislature establishes and amends the benefit terms of the plan. Retirement benefits are based upon the value of the member's account upon retirement. The FRS Investment Plan provides vesting after one year of service regardless of membership class. If an accumulated benefit obligation for service credit originally earned under the FRS Pension Plan is transferred to the FRS Investment Plan, the years of service required for vesting under the Pension Plan (including the service credit represented by the transferred funds) is required to be vested for these funds and the earnings on the funds. The employer pays a contribution as a percentage of salary that is deposited into the individual member's account. Effective July 1, 2011, there is a mandatory employee contribution of 3.00%. The FRS Investment Plan member directs the investment from the options offered under the plan. Costs of administering the plan, including the FRS Financial Guidance Program, are funded through an employer assessment of 0.04% of payroll and by forfeited benefits of plan members. After termination and applying to receive benefits, the member may rollover vested funds to another qualified plan, structure a periodic payment under the FRS Investment Plan, receive a lump-sum distribution, or leave the funds invested for future distribution. Disability coverage is provided; the employer pays an employer contribution to fund the disability benefit which is deposited in the FRS Trust Fund. The member may either transfer the account balance to the FRS Pension Plan when approved for disability retirement to receive guaranteed lifetime monthly benefits under the FRS Pension Plan, or remain in the FRS Investment Plan and rely upon that account balance for retirement income.

State University System Optional Retirement Program (SUSORP)

Section 121.35, F.S., created the SUSORP for eligible State University System faculty, administrators, and administrative and professional staff. The Florida Legislature establishes and amends the benefit terms of the program. This program is designed to aid universities in recruiting employees who may not remain in the FRS long enough to vest. The SUSORP is a defined contribution plan that provides full and immediate vesting of all contributions paid on behalf of the participants to the participating provider companies to invest as directed by the participant to provide retirement and death benefits. Employees in eligible positions are compulsory participants in the SUSORP unless they elect FRS membership. Faculty in a college of medicine with a faculty practice plan are mandatory SUSORP participants and cannot elect FRS membership.

The employing universities were statutorily required to contribute 5.15% of the participants' gross monthly compensation from July 2014 through June 2015. When applicable, a portion of the total contribution is transferred to the FRS Trust Fund to help amortize any unfunded actuarial liability (UAL). There was also a UAL payment required of 2.54% for fiscal year 2014-15. In accordance with Chapter 60U-2, Florida Administrative Code, 0.01% of the employer contribution rate was used for the administration of the SUSORP program and 5.14% was distributed to the provider companies designated by the participant.

Effective July 1, 2011, there is a mandatory employee contribution of 3.00%. A participant may contribute by salary reduction an amount not to exceed the percentage contributed by the university.

Senior Management Service Optional Annuity Program (SMSOAP)

Section 121.055, F.S., created the SMSOAP as an optional retirement program for state members of the Senior Management Service Class. The Florida Legislature establishes and amends the benefit terms of the program. The SMSOAP is a defined contribution plan that provides full and immediate vesting of all contributions paid on behalf of the participants to the participating provider companies to invest as directed to provide retirement and death benefits. Employees in eligible state positions may make an irrevocable election to participate in the SMSOAP in lieu of the Senior Management Service Class. Employers were required to contribute 6.27% of covered payroll from July 2014 through June 2015. When applicable, a portion of the total contribution is transferred to the FRS Trust Fund to help amortize the unfunded actuarial liability (UAL). There was a UAL payment of 15.04% required for fiscal year 2014-15. The employers' contributions were paid to the provider companies designated by the participant. Effective July 1, 2011, there is a mandatory employee contribution of 3%. A participant may contribute by salary reduction an amount not to exceed the percentage contributed by the employer.

Pension Amounts for Defined Contribution Plans

As of June 30, 2015, the State reported the following pension amounts related to the defined contribution plans:

Reporting Period Ended June 30, 2015	FRS Investment Plan	Optional Retirement Plan	Optional Annuity Program
<i>Pension Expense¹</i>	\$ 59,107,136 ²	\$ 83,288,607	\$ 210,655
<i>Forfeitures</i>	4,292,638	-	-
<i>Pension Liability</i>	10,759,243	12,688	-

¹Pension expense excludes the required unfunded actuarial liability (UAL) which is recognized in the FRS statement of contributions.

²The amount of forfeitures is not reflected in pension expense recognized by the State and are used to offset administrative costs.

B. Other Postemployment Benefits (OPEB)

The following is based on the November 5, 2015, full actuarial valuation of the State Employees' Health Insurance Program Retiree healthcare benefits as of July 1, 2015.

Plan Description

The state implicitly subsidizes the healthcare premium rates paid by retirees by allowing them to participate in the same group health plan offered to active employees. Although retirees pay 100% of the premium amount, the premium cost to the retiree is implicitly subsidized due to increasing health care costs with age and the commingling of the claims experience in a single risk pool with a single premium determination for active employees and retirees under age 65. Section 110.123, F.S., authorizes the offering of health insurance benefits to retired state and university employees. Section 112.0801, F.S., requires all public employers that offer benefits through a group insurance plan to allow their retirees to continue participation in the plan. The law also requires the claims experience of the retirees under 65 group to be combined with the claims experience of active employees for premium determination and the premium offered to retired employees to be no more than the premium applicable to active employees. Retirees under age 65 pay the same premium amounts as applicable to active employees. Retirees over age 65 are included in the overall risk pool but pay a lesser premium amount than is applicable to active employees because the plan is secondary payer to Medicare Parts A and B. The State Employees' Group Health Insurance Program (Program) operates as a cost-sharing multiple-employer defined benefit health plan; however, current administration of the Program is not through a formal trust and therefore disclosure requirements are those applicable to an agency multiple-employer plan. The Division of State Group Insurance within the Department of Management Services is designated by Section 110.123, F.S., to be responsible for all aspects of the purchase of healthcare for state and university employees and retirees under the Program.

There are twenty-one participating employers including the primary government of the state, the twelve state universities, and other governmental entities. There was an enrollment of 167,282 subscribers including 36,288 retirees at July 1, 2015.

COBRA subscribers accounted for an additional 9,951 members. Employees must make an election to participate in the plan within 31 days of the effective date of their retirement to be eligible to continue in the plan as a retiree. Four types of health plans are offered to eligible participants: a standard statewide Preferred Provider Organization (PPO) Plan, a Health Investor PPO Plan, a standard Health Maintenance Organization (HMO) Plan, and a Health Investor HMO Plan. HMO coverage is available only to those retirees who live or work in the HMO's service area. The four PPO and HMO options are considered managed-care plans and have specific provider networks.

The asset and liability balances relating to retiree participation in the state group health insurance program are reported in an Agency Fund on the accrual basis of accounting. Premium payments from retirees are recognized as revenue in the period in which the payments are due. Costs for providing benefits, which include premiums and direct healthcare services, are recognized as an expense when incurred.

Funding Policy

Benefit provisions are described by Section 110.123, F.S., and along with contributions, can be amended by the Florida Legislature. The state has not advance-funded OPEB costs or the net OPEB obligation. The Self-Insurance Estimating Conference develops official information for determining the budget levels needed for the state's planning and budgeting process. The Governor's recommended budget and the General Appropriations Act provide for a premium level necessary for funding the program each year on a pay-as-you-go basis. Monthly premiums, through June 2015 coverage, for active employees and retirees under the age of 65 for the standard plan were \$641.52 and \$1,444.06 for single and family contracts, respectively. Retirees over the age of 65 pay premiums for a Medicare supplement. Monthly premiums, through June 2015 coverage, for the standard PPO Plan were \$359.61 for a single contract, \$719.22 for two Medicare eligible members, and \$1,036.90 for a family contract when only one member is Medicare eligible. The following schedules regarding OPEB cost, net OPEB obligation and OPEB funded status disclose only the State of Florida's share of the OPEB. Refer to Other Required Supplementary Information for information on the OPEB plan as a whole.

Actuarially-Determined Annual OPEB Cost and Net OPEB Obligation as of June 30, 2015 and the two preceding fiscal years (dollars in thousands):

	2015	2014	2013
Annual required contribution (ARC)	\$ 360,424	\$ 399,026	\$ 327,829
Interest on the net OPEB obligation	49,713	37,540	28,412
Adjustments to the ARC	(43,085)	(32,534)	(24,624)
Annual OPEB Cost	367,052	404,032	331,617
Employer contribution	(86,057)	(99,706)	(103,428)
Increase/(decrease) in net OPEB obligation	280,995	304,326	228,189
Net OPEB obligation - July 1	1,242,824	938,498	710,309
Net OPEB obligation - June 30	<u>\$ 1,523,819</u>	<u>\$ 1,242,824</u>	<u>\$ 938,498</u>
Percent of annual OPEB cost contributed	23.45%	24.68%	31.19%

Funded Status – State Share

The funded status of the plan as of June 30, 2015, was as follows (dollars in thousands):

Actuarial valuation date	July 1, 2015
Actuarial accrued liability (AAL)	\$ 5,245,067
Actuarial value of plan assets	.....
Unfunded actuarial accrued liability (UAAL)	<u>\$ 5,245,067</u>
Actuarial value of assets as a percentage of the AAL	0.00%
Covered payroll -- State share	\$ 4,399,327
UAAL (State) as a percentage of covered payroll	119.22%

Actuarial Methods and Assumptions

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress, immediately following the notes to the financial statements, presents information about the actuarial value of plan assets relative to the actuarial accrued liability for benefits.

Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing 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. Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

The entry age actuarial cost method was used for the actuarial valuation as of July 1, 2015. This method allocates the value of a member's benefit as a level percentage of pay between entry age and retirement age. Allocating costs as a level percentage of pay, even though the benefits are not pay-related, helps with budgeting for these employee benefits costs as a percentage of payroll. Actuarial assumptions included a 3% inflation rate, a 4% return on invested assets, and a 3.25% payroll growth rate. Initial healthcare cost trend rates used for the Preferred Provider Organization (PPO) Plans are 4.4%, 8.5%, and 9.3% for the first three years followed by 9.9% and 9.7% for pre-Medicare and post-Medicare, respectively, in the fourth year, then grading to 3.9% over the course of 60 years. For the Health Maintenance Organization (HMO) Plans – Pre-Medicare, initial healthcare cost trend rates of 3.5%, 6.6%, and 7.5% are used for the first three years followed by 8.1% in the fourth year, then grading to 3.9% over the course of 60 years. For the Health Maintenance Organization (HMO) Plans – Post Medicare, initial healthcare cost trend rates of 3.5%, 6.6%, and 7.5% are used for the first three years followed by 7.9% in the fourth year, then grading to 4.0% over the course of 60 years.

NOTE 7 - COMMITMENTS AND OPERATING LEASES

A. Construction Commitments

Road and bridge construction projects, supervised by the Department of Transportation, are included in the Department of Transportation work program, which is updated during each budget cycle. As of June 30, 2015, the Department had available approximately \$12.1 billion in budget authority committed on executed contracts arising from both current and prior year projects. Other major construction commitments of the State of Florida at June 30, 2015, totaled \$215 million. Refer to Note 5 for additional disclosures relating to construction in progress. Construction commitments for component units totaled \$2.3 billion.

B. Florida Ports Financing Commission Revenue Bonds

The state has enacted legislation obligating it to remit annually \$25 million to a designated trustee for the purpose of repaying the debt on certain Florida Ports Financing Commission revenue bonds. The Florida Ports Financing Commission is not part of the state's reporting entity. These revenue bonds do not create or constitute a legal obligation or debt of the state. Funding for the annual remittance comes from the State of Florida, Department of Transportation's portion of motor vehicle registration fees, which was \$530,400,395 for the fiscal year ended June 30, 2015. The table below represents the Florida Ports Financing Commission revenue bonds outstanding as of June 30, 2015:

Series	Amount
2011A	\$ 9,135,000
2011B	119,600,000
2011A (Intermodal)	61,410,000
2011B (Intermodal)	43,325,000
Total	\$ 233,470,000

C. Operating Leases

Operating leases are not recorded on the balance sheets or statements of net assets; however, operating lease payments are recorded as expenditures/expenses when incurred. Total operating lease payments for the state's governmental activities, business-type activities, and component units were \$136.5 million, \$8.5 million, and \$66.2 million, respectively, for the year ended June 30, 2015. The following is a schedule of future non-cancelable operating lease payments for the primary government and component units at June 30, 2015 (in thousands):

	Primary Government		Component Units
	Governmental Activities	Business-type Activities	
2016	\$ 129,038	\$ 6,883	\$ 57,097
2017	119,446	6,776	43,236
2018	114,669	6,443	37,761
2019	107,816	3,731	30,480
2020	81,714	3,063	24,737
2021-2025	119,769	4,850	82,158
2026-2030	3,911	4,183	56,881
2031-2035	1,663	2,308	49,701
2036-2040	1,735	.....	36,715
2041-2045	1,806	.....	36,992
2046-2050	.....	.....	610
2051-2055	.....	.....	610
2056-2060	.....	.....	236
2061-2065	.....	.....	142
2066-2070	.....	.....	142
2071-2075	.....	.....	142
2076-2080	.....	.....	142
2081-2085	.....	.....	142
2086-2090	.....	.....	57
Total	\$ 681,567	\$ 38,237	\$ 457,981

D. Encumbrances

As of June 30, 2015, encumbrances for major and nonmajor governmental funds were (in thousands):

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation	Nonmajor Governmental Funds	Total
Encumbrances:	<u>\$ 164,576</u>	<u>\$ 5,538</u>	<u>\$ 106,699</u>	<u>\$ 52,023</u>	<u>\$ 38,109</u>	<u>\$ 315,255</u>	<u>\$ 682,200</u>

NOTE 8 - BONDS PAYABLE AND CERTIFICATES OF PARTICIPATION**A. Bonds Payable****1. Outstanding Bonds**

Bonds payable at June 30, 2015, are as follows (in thousands):

Bond Type	Original Amount	Amount Outstanding	Interest Rates	Annual Maturity To
Governmental Activities:				
Road and Bridge Bonds	\$ 1,879,965	\$ 1,569,885	3.000%-5.375%	2041
SBE Capital Outlay Bonds	373,720	293,605	2.000%-5.000%	2030
Lottery Education Bonds	3,015,565	2,015,068	3.000%-6.584%	2032
Public Education Bonds	10,821,900	9,216,135	2.250%-6.000%	2041
State University System Bonds	241,960	150,335	3.000%-6.500%	2033
University Auxiliary Bonds	1,143,685	929,101	2.290%-7.500%	2043
Inland Protection Bonds	96,730	67,100	4.260%-5.400%	2024
Florida Forever Bonds	1,512,280	1,154,815	3.250%-7.045%	2029
Water Pollution Control Bonds	614,775	398,005	3.000%-5.500%	2031
Florida Facilities Pool Bonds	479,060	286,635	4.000%-5.750%	2039
State Infrastructure Bank Bonds	123,615	49,825	4.250%-5.000%	2027
Seaport Investment Bonds	138,145	129,805	4.000%-5.000%	2043
Everglades Restoration Bonds	288,550	214,730	0.320%-6.450%	2032
	20,729,950	16,475,044		
Unamortized premiums (discounts) on bonds payable		829,585		
Total Bonds Payable	<u>\$ 20,729,950</u>	<u>\$ 17,304,629</u>		
Business-type Activities:				
Toll Facilities Bonds	\$ 3,284,045	\$ 2,807,730	2.875%-6.800%	2044
Florida Hurricane Catastrophe Fund Bonds	2,000,000	2,000,000	1.298%-2.995%	2021
	5,284,045	4,807,730		
Unamortized premiums (discounts) on bonds payable		118,352		
Total Bonds Payable	<u>\$ 5,284,045</u>	<u>\$ 4,926,082</u>		

2. Types of Bonds

Road and Bridge Bonds are issued to finance the cost of acquiring real property or the rights to real property for state roads, or to finance the cost of state bridge construction. The bonds, serial and term, are secured by a pledge of a portion of the state-assessed motor fuel tax revenues, and by a pledge of the full faith and credit of the state.

State Board of Education (SBE) Capital Outlay Bonds are issued to finance capital outlay projects of school districts and community colleges. The bonds, serial and term, are secured by a pledge of a portion of the state-assessed motor vehicle license tax and by a pledge of the full faith and credit of the state.

Lottery Education Bonds are issued to finance all or a portion of the costs of various local school district educational facilities. The bonds, serial and term, are secured by a pledge of a portion of the lottery revenues transferred to the Educational Enhancement Trust Fund.

Public Education Bonds are issued to finance capital outlay projects of local school districts, community colleges, vocational technical schools, and state universities. The bonds, serial and term, are secured by a pledge of the state's gross receipts tax revenues and by a pledge of the full faith and credit of the state.

State University System Bonds are issued to construct university student life facilities. The bonds, serial and term, are secured by a system pledge of Capital Improvement Fee revenues.

University Auxiliary Bonds are issued to construct university facilities, including parking and housing. The bonds, serial and term, are secured by university pledges of certain housing system revenues, parking system revenues, and student fee assessments.

Inland Protection Bonds are issued by the Inland Protection Financing Corporation (a blended component unit) for the purpose of financing the rehabilitation of petroleum contaminated sites. The bonds mature serially and are secured by a pledge of moneys derived from a wholesale excise tax primarily on petroleum products.

Florida Forever Bonds are issued to finance the cost of acquisition and improvements of lands, water areas, and related property interests and resources in the State of Florida for the purposes of restoration, conservation, recreation, water resource development, or historical preservation. The bonds, serial and term, are secured by a pledge of a portion of the documentary stamp tax.

Water Pollution Control Bonds are issued by the Water Pollution Control Financing Corporation (a blended component unit) to fund loans to local governments to finance or refinance the cost of wastewater treatment and storm water management projects. The bonds mature serially and are secured by a pledge of the loan payments from local governments.

Florida Facilities Pool Bonds are issued to provide funds for the acquisition and construction of facilities to be leased to state agencies. The bonds, serial and term, are secured by a pledge of the revenues derived from the leasing and operations of these facilities.

State Infrastructure Bank Bonds are issued primarily to finance loans made for the purpose of financing qualified transportation projects. The bonds mature serially and are secured by a pledge of repayments on pledged loans and moneys and investments held in reserve accounts.

Seaport Investment Program Bonds are issued primarily to finance improvements at various seaports within the State of Florida. The bonds, serial and term, are secured by a first lien on the annual allocation of certain fees derived from motor vehicle certificates to the Seaport Investment Program.

Everglades Restoration Bonds are revenue bonds issued to finance or refinance the costs of acquisition and improvement of lands, water areas, and related property interests and resources for the purpose of implementing the Comprehensive Everglades Restoration Plan and to fund the Florida Keys Area of Critical State Concern Protection Program. The bonds mature serially and are secured by a pledge of a portion of the documentary stamp tax.

Toll Facilities Bonds are issued to provide construction funds for roads and bridges. Toll bonds, serial and term, are secured by a pledge of toll facility revenues.

Florida Hurricane Catastrophe Fund Bonds are issued by the Florida Hurricane Catastrophe Fund Finance Corporation to make payments to participating insurers for losses resulting from covered events (hurricanes). The bonds mature serially and are secured by emergency assessments and reimbursement premiums. Pre-event notes are also issued to provide a source of funds to reimburse participating insurers for losses relating to future covered events and are secured by reimbursement premiums.

3. Pledged Revenues (in thousands):

The table below contains information regarding revenues pledged to repay debt obligations. For each Bond Type, the table discloses Gross Revenue, Operating Expenses, Net Revenue Available for Debt Service, Principal, Interest, Coverage Ratio, Final Maturity, Remaining Debt Service, and Revenue Ratio. The Bond Types with Operating Expenses are considered self-supporting debt and are paid from the associated facilities being financed. If Operating Expenses are not shown, the bond type is considered to be Net Tax Supported debt and serviced by dedicated tax or fee revenues.

Bond Type	Revenue ³	Less Operating Expenses	Net Available for Debt Service	Debt Service			Coverage Ratio	Final Maturity	Remaining Debt Service	Revenue Ratio ⁴
				Principal	Interest ⁵	Total Debt Service				
Florida Turnpike (Toll Facility)	894,589	177,160	717,429	120,990	132,100	253,090	2.83	2044	4,323,532	80.20%
Florida Forever/Everglades ¹	1,229,100	.....	1,229,100	102,715	67,113	169,828	7.24	2032	1,824,126	100.00%
Lottery Education ^{1,2}	1,496,371	.....	1,496,371	203,389	108,556	311,945	4.80	2032	2,601,665	100.00%
Alligator Alley (Toll Facility)	28,549	8,525	20,024	1,830	1,620	3,450	5.80	2027	41,395	70.14%
State Infrastructure Bank	56,750	.....	56,750	10,085	2,955	13,040	4.35	2027	59,158	100.00%
Florida Hurricane Catastrophe	1,564,480	18,687	1,545,793	325,000	71,339	396,339	3.90	2021	2,211,341	98.81%
State University System Bonds	53,960	.....	53,960	13,460	8,032	21,492	2.51	2033	213,443	100.00%
University Auxiliary Bonds										
Parking System Revenue Bonds										
Florida International University	13,845	4,863	8,982	2,875	3,457	6,332	1.42	2043	129,318	64.87%
University of South Florida	13,904	7,935	5,969	2,380	1,179	3,559	1.68	2026	30,629	42.93%
Florida Agricultural & Mechanical University	2,195	1,118	1,077	190	43	233	4.62	2018	698	49.07%
University of Florida	12,530	7,294	5,236	1,510	791	2,301	2.28	2028	22,878	41.79%
Florida Atlantic University	7,072	4,103	2,969	1,325	753	2,078	1.43	2032	24,103	41.98%
University of Central Florida	21,248	3,002	18,246	3,410	1,505	4,915	3.71	2032	44,686	85.87%
Florida State University	11,892	3,204	8,688	3,025	1,903	4,928	1.76	2031	51,752	73.06%
Housing System Revenue Bonds										
Florida Agricultural & Mechanical University	14,068	7,499	6,569	2,820	3,096	5,916	1.11	2032	88,513	46.69%
Florida International University	28,782	14,592	14,190	5,390	4,312	9,702	1.46	2041	149,004	49.30%
University of Florida	54,587	35,076	19,511	4,580	3,646	8,226	2.37	2033	109,262	35.74%
Florida Atlantic University	14,828	7,574	7,254	2,900	2,862	5,762	1.26	2036	90,389	48.92%
University of Central Florida	29,455	14,831	14,624	4,225	4,565	8,790	1.66	2042	149,480	49.65%
Florida State University	43,194	19,302	23,892	4,675	6,774	11,449	2.09	2040	280,942	55.31%
Student Health and Wellness Center Revenue Bonds										
University of Central Florida	16,610	.....	16,610	395	226	621	26.76	2024	5,561	100.00%
Florida State University	14,842	.....	14,842	1,200	1,182	2,382	6.23	2030	35,700	100.00%
University of North Florida	4,243	.....	4,243	435	614	1,049	4.04	2036	25,641	100.00%
Student Activity Revenue Bonds										
University of Florida	22,208	.....	22,208	1,340	1,891	3,231	6.87	2033	58,196	100.00%
Water Pollution Control Bonds	96,548	.....	96,548	34,875	20,534	55,409	1.74	2031	538,723	100.00%
Inland Protection Bonds	198,432	.....	198,432	6,180	2,637	8,817	22.50	2024	84,703	100.00%
Seaport Investment Program	200,000	.....	200,000	2,145	6,436	8,581	23.31	2043	240,303	100.00%

¹ Operating Expenses are not listed for various programs. For these programs, either no operating expenses reduce revenues available for debt service, or, in the case of the Lottery, include expenses unrelated to the operation of the program, such as payment of lottery prizes. Instead, for these programs, the revenue shown is the amount available to pay debt service.

² Source Department of Lottery, Audited Financial Statements.

³ Refer to Note 8A.2. for information on the sources of pledged revenues.

⁴ Revenue Ratio is calculated as Net Available for Debt Service divided by Revenue.

⁵ Debt service interest is shown net of interest subsidy payments received from the Federal Government for Build America Bonds.

4. State Debt Limitations

Section 215.98, F.S., establishes the ratio of tax-supported debt service to tax-supported revenues as the benchmark debt ratio for purposes of setting the state's legal debt margin. Under the policy, if the ratio exceeds 6%, additional tax-supported debt may be authorized only if the legislature determines the additional debt is in the best interest of the state. If the ratio exceeds 7%, additional tax-supported debt may be authorized only if the legislature determines it is necessary to address a critical state emergency. During the fiscal year 2014-15, the ratio remained below 6%, primarily due to an increase in tax revenues. Chapter 2014-53, Section 57, Laws of Florida, provided the legislature's determination that the authorization and issuance of debt for the 2014-15 fiscal year was in the best interest of the state.

5. Debt Service Requirements

Annual debt service requirements to amortize bonds at June 30, 2015, are as follows (in thousands):

Year Ending June 30	Primary Government					
	Governmental Activities			Business-type Activities		
	Principal	Interest	Total	Principal	Interest	Total
2016	\$ 1,035,644	\$ 782,547	\$ 1,818,191	\$ 128,965	\$ 181,759	\$ 310,724
2017	1,052,353	732,631	1,784,984	634,645	172,141	806,786
2018	1,076,686	681,959	1,758,645	142,260	162,179	304,439
2019	1,057,659	629,954	1,687,613	649,770	149,876	799,646
2020	1,055,990	578,249	1,634,239	140,760	137,120	277,880
2021-2025	5,108,829	2,120,522	7,229,351	1,671,340	448,334	2,119,674
2026-2030	3,156,408	1,083,977	4,240,385	549,460	287,234	836,694
2031-2035	1,991,785	495,302	2,487,087	502,465	167,008	669,473
2036-2040	892,640	115,628	1,008,268	316,385	56,799	373,184
2041-2045	47,050	3,748	50,798	71,680	6,079	77,759
Bonds Payable and Interest	16,475,044	7,224,517	23,699,561	4,807,730	1,768,529	6,576,259
Unamortized premiums (discounts)	829,585	.....	829,585	118,352	.....	118,352
Total bonds payable and interest	<u>\$ 17,304,629</u>	<u>\$ 7,224,517</u>	<u>\$ 24,529,146</u>	<u>\$ 4,926,082</u>	<u>\$ 1,768,529</u>	<u>\$ 6,694,611</u>

Year Ending June 30	Component Units		
	Principal	Interest	Total
2016	\$ 1,606,252	\$ 562,833	\$ 2,169,085
2017	2,148,413	235,099	2,383,512
2018	392,965	200,794	593,759
2019	520,424	179,550	699,974
2020	808,826	157,009	965,835
2021-2025	764,632	613,708	1,378,340
2026-2030	822,835	452,928	1,275,763
2031-2035	867,651	303,842	1,171,493
2036-2040	576,185	167,810	743,995
2041-2045	517,130	53,391	570,521
2046-2050	34,976	1,457	36,433
2051-2055	1,880	9	1,889
Bonds payable and interest	9,062,169	2,928,430	11,990,599
Unamortized premiums (discounts)	154,398	.....	154,398
Total bonds payable and interest	<u>\$ 9,216,567</u>	<u>\$ 2,928,430</u>	<u>\$ 12,144,997</u>

Annual debt service requirements for university capital improvement debt payable at June 30, 2015, are as follows (in thousands):

Year Ending June 30	Universities		
	Principal	Interest	Total
2016	\$ 50,116	\$ 40,901	\$ 91,017
2017	48,026	39,209	87,235
2018	51,366	36,162	87,528
2019	52,760	35,905	88,665
2020	52,751	32,599	85,350
2021-2025	262,859	127,730	390,589
2026-2030	240,425	72,856	313,281
2031-2035	132,080	29,130	161,210
2036-2040	45,528	9,168	54,696
2041-2045	13,597	925	14,522
Total capital improvement debt payable and interest	949,508	424,585	1,374,093
Unamortized premiums (discounts)	10,931	.....	10,931
Total capital improvement debt payable and interest	<u>\$ 960,439</u>	<u>\$ 424,585</u>	<u>\$ 1,385,024</u>

6. Advance Refundings and Current Refundings

During the fiscal year ended June 30, 2015, the state took advantage of favorable conditions and issued bonds for the purpose of refunding previously issued bonds. The refundings of these bond series were made in order to obtain lower interest rates and the resulting savings in debt service payments over the life of the bonds. The economic gains obtained by these refundings are the differences between the present value of old debt service and new debt service requirements.

The proceeds of the current refundings were used to immediately call the refunded bonds or deposited in Special Purpose Investment Accounts with the State Treasury and used to call refunded bonds within 90 days of the issuance of the refunding bonds. The proceeds of the advance refundings were deposited in Special Purpose Investment Accounts with the State Treasury and economically defeased the refunded bonds. The funds deposited along with the interest earned and other available funds were sufficient to meet the future principal and interest payments on the refunded bonds as they became due.

Bonds and Department of Management Services Certificates of Participation legally defeased through the consummation of refunding transactions are not included in Florida's outstanding debt. Irrevocable escrow accounts held by the State Board of Administration to service the refunded bonds are reported as agency funds. The following refundings occurred during the fiscal year.

Advance Refundings

Governmental Activities

State of Florida, State Board of Education Lottery Revenue Refunding Bonds, Series 2014A in the amount of \$186,170,000 along with additional funds of \$2,203,716 were used to advance refund \$102,290,000 of the State of Florida, State Board of Education Lottery Revenue Bonds, Series 2005A maturing in the years 2016 through 2023 and \$100,440,000 of the State of Florida, State Board of Education Lottery Revenue Bonds, Series 2006A maturing in the years 2016 through 2025. The refunding resulted in debt savings of \$25,253,293, an economic gain of \$22,630,233, and a deferred gain on refunding of \$2,157,693.

State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series A in the amount of \$24,555,000, in part, along with additional funds of \$145,098 were used to advance refund \$13,735,000 of the State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Bonds, 2005 Series A maturing in the years 2016 through 2025. The refunding resulted in debt savings of \$1,481,813, an economic gain of \$1,324,749, and a deferred loss on refunding of \$148,708.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2014 Series B in the amount of \$117,300,000, in part, along with additional funds of \$1,542,859 were used to advance refund \$51,250,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Bonds, 2003 Series D maturing in the years 2016 through 2028, and \$75,050,000 of the State of Florida, State Board of Education Public Education Capital Outlay Bonds, 2004 Series C maturing in the years 2016 through 2029. The refunding resulted in debt savings of \$22,317,241, an economic gain of \$18,659,771, and a deferred gain on refunding of \$1,396,891.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2014 Series C in the amount of \$220,520,000, along with additional funds of \$3,748,125 were used to advance refund \$131,555,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Bonds, 2002 Series E maturing in the years 2016 through 2035, and \$106,840,000 of the State of Florida, State Board of Education Public Education Capital Outlay Bonds, 2005 Series E maturing in the years 2016 through 2030. The refunding resulted in debt savings of \$45,472,001, an economic gain of \$35,116,190 and a deferred gain on refunding of \$1,198,367.

State of Florida, Board of Governors Florida State University Dormitory Revenue Refunding Bonds, Series 2014A in the amount of \$46,085,000, in part, were used to advance refund \$35,860,000 of the State of Florida, Florida Education System Florida State University Housing Facility Revenue Bonds, Series 2005A maturing in the years 2016 through 2031. The refunding resulted in debt savings of \$6,272,207, an economic gain of \$4,926,762, and a deferred gain on refunding of \$768,694.

State of Florida, Board of Governors Florida State University Parking Facility Revenue Refunding Bonds, Series 2014A in the amount of \$13,485,000, in part, along with additional funds of \$149,421, were used to advance refund \$6,860,000 of the State of Florida, Florida Education System Florida State University Parking Facility Revenue Bonds, Series 2005A maturing in the years 2016 through 2025. The refunding resulted in debt savings of \$842,092, an economic gain of \$742,593, and a deferred loss on refunding of \$91,087.

State of Florida, Department of Environmental Protection Florida Forever Revenue Refunding Bonds, Series 2014A in the amount of \$215,515,000 along with additional funds of \$3,999,773 were used to advance refund \$59,050,000 of the State of Florida, Department of Environmental Protection Florida Forever Revenue Bonds, Series 2005A maturing in the years 2016 through 2025, \$89,220,000 of State of Florida, Department of Environmental Protection Florida Forever Revenue Bonds, Series 2005B maturing in the years 2016 through 2025, and \$96,540,000 of the State of Florida, Department of Environmental Protection Florida Forever Revenue Bonds, Series 2006A maturing in the years 2016 through 2025. The refunding resulted in debt savings of \$36,405,153, an economic gain of \$31,928,006, and a deferred gain on refunding of \$1,751,075.

State of Florida, Department of Management Services Refunding Certificates of Participation, Series 2015A in the amount of \$99,625,000, in part, along with additional funds of \$15,670,313 were used to advance refund \$3,845,000 of the State of Florida Correctional Privatization Commission Certificates of Participation, Series 1995B maturing in the years 2015 through 2017, \$4,080,000 of the State of Florida Correctional Privatization Commission Certificates of Participation, Series 1995C maturing in the years 2015 through 2017, and \$78,770,000 of the State of Florida Department of Management Services Certificates of Participation, Series 2006A. The refunding resulted in debt savings of \$10,649,703, an economic gain of \$9,438,069, and a deferred loss on refunding of \$946,238.

State of Florida, Board of Governors University of Florida Dormitory Revenue Bonds, Series 2013A, in the amount of \$24,805,000, in part, along with additional funds of \$124,438, were used to refund \$5,545,000 of the State of Florida, Florida Education System University of Florida Housing Revenue Refunding Bonds, Series 2005A maturing in the years 2016 through 2023. The refunding resulted in debt savings of \$524,745, an economic gain of \$463,505, and a deferred loss on refunding of \$152,797.

Current Refundings

Governmental Activities

State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series B in the amount of 129,880,000 along with additional funds of \$2,887,813 were used to refund \$47,234,000 of the State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Bonds, 2005 Series A maturing in the years 2016 through 2017 and \$91,380,000 of the State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2005 Series B maturing in the years 2016 through 2020. The refunding resulted in debt savings of \$10,453,172, an economic gain of \$10,282,214, and a deferred loss on refunding of \$5,312,715.

State of Florida, Board of Governors Florida State University Parking Facility Revenue Refunding Bonds, Series 2014A in the amount of \$13,485,000, in part, along with additional funds of \$179,491, were used to refund \$8,535,000 of the State of Florida, Florida Board of Education Florida State University Parking Facility Revenue Bonds, Series 2003B maturing in the years 2015 through 2023. The refunding resulted in debt savings of \$1,023,949, an economic gain of \$940,572, and a deferred loss on refunding of \$32,139.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series A in the amount of \$233,825,000 along with additional funds of \$3,297,593 were used to refund \$267,005,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2005 Series D maturing in the years 2016 through 2029. The refunding resulted in debt savings of \$57,112,921, an economic gain of \$49,852,400, and a deferred loss on refunding of \$6,678,762.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series B in the amount of \$231,825,000 along with additional funds of \$4,359,438 were used to refund \$264,400,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2005 Series C maturing in the years 2016 through 2029. The refunding resulted in debt savings of \$51,136,696, an economic gain of \$44,341,930, and a deferred loss on refunding of \$8,516,961.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series C in the amount of \$253,945,000 along with additional funds of \$4,758,486 were used to refund \$43,715,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Bonds, 2003 Series D maturing in the years 2029 through 2035, \$171,580,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Bonds, 2004 Series C maturing in the years 2016 through 2035, and \$55,355,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Bonds, 2005 Series E maturing in the years 2031 through 2035. The refunding resulted in debt savings of \$58,453,684, an economic gain of \$42,261,467, and a deferred loss on refunding of \$7,572,392.

State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2015 Series D in the amount of \$258,270,000 along with additional funds of \$6,987,706 were used to refund \$113,355,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2005 Series A maturing in the years 2016 through 2021 and \$177,070,000 of the State of Florida, Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds, 2005 Series B maturing in the years 2016 through 2022. The refunding resulted in debt savings of \$34,212,979, an economic gain of \$32,616,361, and a deferred loss on refunding of \$3,382,794.

State of Florida, Board of Governors Florida State University Dormitory Revenue Bonds, Series 2015A in the amount of \$59,575,000, in part, were used to refund \$2,695,000 of the State of Florida, Florida Education System, Florida State University Housing Facility Revenue Bonds, Series 2004A maturing in the year 2034 and \$21,450,000 of the State of Florida, Florida Education System, Florida State University Housing Facility Revenue Bonds, Series 2005A maturing in the years 2016 through 2035. The refunding resulted in debt savings of \$5,188,657, an economic gain of \$3,503,503 and a deferred gain on refunding of \$391,396.

State of Florida, Department of Management Services Refunding Certificates of Participation, Series 2015A in the amount of \$99,625,000, in part, along with additional funds of \$12,238,337 were used to refund \$9,225,000 of the State of Florida Correctional Privatization Commission Certificates of Participation, Series 2004A maturing in the years 2015 through 2017 and, \$30,390,000 of the State of Florida Correctional Privatization Commission Certificates of Participation, Series 2004B maturing in the years 2015 through 2025. The refunding resulted in debt savings of \$6,498,445, an economic gain of \$5,563,118, and a deferred gain on refunding of \$3,842,537.

Business-type Activities

State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2014A in the amount of \$223,580,000 along with additional funds of \$891,208 in part were used to refund \$114,985,000 of the State of Florida Department of Transportation Turnpike Revenue Bonds, Series 2004A maturing in the years 2027 through 2034. The refunding resulted in debt savings of \$22,587,641, an economic gain of \$14,523,679, and a deferred loss on refunding of \$3,488,238.

7. Prior-year Defeased Bonds

In prior years, the state has deposited with escrow agents in irrevocable trusts amounts sufficient to meet the debt service requirements of certain bonds. These defeased bonds are not reported as outstanding debt. Irrevocable trusts established with the State Board of Administration are reported in an agency fund. Debt considered defeased consists of the following (in thousands):

	Principal at 6/30/2015
<u>Governmental Activities</u>	
University Auxiliary Bonds	\$ 1,169

8. Arbitrage Regulations

The state complies with federal arbitrage regulations.

9. Direct Interest

The state's bonds are issued for the creation or continuing existence of various programs. Interest is reported at June 30, 2015, in the following governmental activities as direct expenses on the Statement of Activities (in thousands):

<u>Governmental Activities</u>	<u>Interest</u>
Education:	
SBE Capital Outlay Bonds	\$ 11,320
Lottery Education Bonds	94,809
Public Education Bonds	398,100
State University System Bonds	7,839
University Auxiliary Bonds	38,829
Total Education	<u>550,897</u>
Natural Resources and Environment:	
Inland Protection Bonds	3,277
Everglades Restoration Bonds	6,548
Water Pollution Control Bonds	16,382
Florida Forever Bonds	55,524
Total Natural Resources and Environment	<u>81,731</u>
Transportation:	
Road and Bridge Bonds (Right of Way)	60,807
State Infrastructure Bonds	2,638
Seaport Bonds	5,180
Total Transportation	<u>68,625</u>
Total Direct Interest	<u>\$ 701,253</u>

10. Governmental Activities – Unrestricted Net Position Deficit

Governmental activities reflect a negative unrestricted net position balance of \$12.4 billion at June 30, 2015. This deficit is primarily the result of education-related bonds in which the state is responsible for the debt, but the state colleges, state universities, or the local school districts own the capital assets. Because the state does not own these capital assets, the bonded debt is not netted on the line item "Net investment in capital assets." Instead, this bonded debt is netted with unrestricted net position. Education-related bonds include SBE Capital Outlay Bonds; PECO Bonds; State University System Improvement Bonds; and Lottery Education Bonds; which have a total ending balance at June 30, 2015, of \$12.3 billion. The state has an additional \$1.1 billion in other bonds, including Florida Forever bonds in which the state does not own the related capital assets. The resources related to the payment of this debt will be provided from future revenue sources. If these bonds were removed, the adjusted unrestricted net position for governmental activities would be \$1.0 billion.

B. Certificates of Participation**1. Primary Government**

The state has issued certificates of participation (original amount of \$801,055,000) to finance privately operated detention and mental health facilities. The certificates of participation's interest rates range from 3.375% - 6.825% and the last maturity date is October 1, 2029. The following is a schedule of future minimum principal and interest payments for certificates of participation for governmental activities at June 30, 2015 (in thousands):

Year Ending June 30	Principal	Interest	Total
2016	\$ 39,795	\$ 34,010	\$ 73,805
2017	38,770	30,092	68,862
2018	39,200	27,045	66,245
2019	35,595	26,241	61,836
2020	36,430	24,418	60,848
2021-2025	205,080	90,903	295,983
2026-2030	204,290	29,793	234,083
Total	599,160	262,502	861,662
Unamortized premiums (discounts)	15,374	.....	15,374
Total certificates of participation payable	<u>\$ 614,534</u>	<u>\$ 262,502</u>	<u>\$ 877,036</u>

2. Component Units

Component units (universities and a water management district) have issued certificates of participation (original amount of \$1,134,345,000) primarily to finance academic and student facilities, and construction projects for Everglades restoration. The certificates of participation's interest rates range from 2.000% to 6.000% and the last maturity date is July 1, 2040. The following is a schedule of future minimum principal and interest payments for certificates of participation for component units at June 30, 2015 (in thousands):

Year Ending June 30	Principal	Interest	Total
2016	\$ 25,188	\$ 45,675	\$ 70,863
2017	29,074	46,135	75,209
2018	30,355	44,829	75,184
2019	31,671	43,421	75,092
2020	33,113	41,933	75,046
2021-2025	187,620	184,966	372,586
2026-2030	232,454	135,711	368,165
2031-2035	290,785	73,421	364,206
2036-2040	147,940	10,956	158,896
2041-2045	1,200	51	1,251
Total	1,009,400	627,098	1,636,498
Unamortized premiums (discounts)	27,820	.....	27,820
Total certificates of participation payable	<u>\$ 1,037,220</u>	<u>\$ 627,098</u>	<u>\$ 1,664,318</u>

NOTE 9 - INSTALLMENT PURCHASES, CAPITAL LEASES, AND PUBLIC-PRIVATE PARTNERSHIPS

A. Installment Purchases

The state has a number of installment purchase contracts primarily providing for the acquisition of buildings, furniture, and equipment. At June 30, 2015, 75% of the state's installment purchase contracts for primary governmental activities were for furniture and equipment, and the remaining 25% for buildings. Installment purchase contracts for component units consisted of 100% of furniture and equipment. The following is a schedule of future minimum installment purchase contract payments for the primary government and component units at June 30, 2015 (in thousands):

Year Ending June 30	Primary Government		Component Units
	Governmental Activities	Business-type Activities	
2016	\$ 11,400	\$ 2,250	\$ 3,013
2017	10,217	2,251	2,295
2018	9,215	16,042	1,410
2019	7,616	.....	1,152
2020	8,449	.....	100
2021-2025	7,908	.....	.....
2026-2030	1,929	.....	.....
Total	56,734	20,543	7,970
Less: Interest	(7,112)	(1,337)	(293)
Present value of future minimum payments	\$ 49,622	\$ 19,206	\$ 7,677

B. Capital Leases

The state has a number of capital leases providing for the acquisition of land, buildings, and furniture and equipment. At June 30, 2015, 52% of the state's capital leases for governmental activities were for buildings, and the remaining 48% were for furniture and equipment. Capital leases for component units consisted of 56% for buildings, 39% for furniture and equipment, and the remaining 5% for land. The following is a schedule of future minimum capital lease payments for the primary government and component units at June 30, 2015 (in thousands):

Year Ending June 30	Primary Government	
	Governmental Activities	Component Units
2016	\$ 2,532	\$ 12,104
2017	2,524	9,780
2018	2,492	6,313
2019	2,492	5,037
2020	710	4,369
2021-2025	2,931	15,972
2026-2030	565	8,875
2031-2035	.....	3,216
2036-2040	.....	2,282
2041-2045	.....	2,282
2046-2050	.....	2,282
2051-2055	.....	2,282
2056-2060	.....	2,282
2061-2065	.....	2,282
2066-2070	.....	2,282
2071-2075	.....	1,826
Total	14,246	83,466
Less: Interest	(2,092)	(28,675)
Present value of future minimum payments	\$ 12,154	\$ 54,791

C. Public-Private Partnerships

Pursuant to Section 334.30, Florida Statutes, the Department of Transportation executed two 35-year, Public-Private Partnership concession agreements in March and October of 2009 for the design, build, finance, operation and maintenance of the Interstate 595 Corridor and the Port of Miami Tunnel. Payments consist of construction-period payments, lump-sum final acceptance payments upon completion of construction, and annual performance-based availability payments to be made during the 30-year operations and maintenance period. The Department executed a 40-year concession agreement in September 2014 for the design, build, finance, operation and maintenance of 21 miles of the Interstate 4 Corridor in Seminole and Orange Counties. Annual availability payments are all-inclusive payments consisting of unpaid portions of construction costs, annual operations costs, and maintenance expenses. The payment schedule below includes the full amount of the estimated payments for the Interstate 595 Corridor and the Port of Miami Tunnel and is an estimate of unpaid construction payments during the term of the agreements based on the percentage of completion of the projects at June 30, 2015 for the Interstate 4 Corridor. The annual availability payments for Interstate 595 Corridor and the Port of Miami Tunnel are performance-based and are subject to change based on a fixed percentage as defined in the agreement and on the Consumer Price Index, which could impact the payment schedule. The annual availability payments for the Interstate 4 Corridor are performance-based with a portion of the payment that is level and another portion that is indexed based on the Consumer Price Index, which could impact the payment schedule. The lanes were open to traffic on Interstate 595 and Port of Miami Tunnel in March and August 2014, respectively. Construction for the Interstate 4 Corridor is expected to be completed during fiscal year 2021. The Department has six other public-private partnership agreements for the design, build, and finance; and two other agreements for the build and finance of various transportation projects. The remaining unpaid construction costs for these eight agreements represent 51% and 5%, respectfully, of payments due in 2016 and 2017. The following is a schedule of future maximum payments for the primary government at June 30, 2015 (in thousands):

Year Ending June 30	Primary Government	
	Governmental Activities	Business-type Activities
2016	\$ 312,055	\$ 74,218
2017	187,387	60,380
2018	276,609	64,400
2019	117,247	16,642
2020	126,558	16,136
2021-2025	577,075	88,173
2026-2030	554,263	102,090
2031-2035	626,986	118,206
2036-2040	720,790	136,867
2041-2045	611,468	103,577
2046 -2050	40,137	.....
2051 - 2055	34,328	.....
Total	4,184,903	780,689
Less: Interest	(1,983,395)	(405,113)
Present value of future maximum payments	\$ 2,201,508	\$ 375,576

NOTE 10 - CHANGES IN LONG-TERM LIABILITIES

Changes in long-term liabilities for governmental activities during the fiscal year ended June 30, 2015, are as follows (in thousands):

	Balance July 1, 2014	Restatements and Adjustments	Additions	Deletions	Balance June 30, 2015	Due Within One Year (Current)
Governmental Activities						
Bonds payable:						
Road and Bridge Bonds	\$ 1,638,090	\$	\$	\$ 68,205	\$ 1,569,885	\$ 71,615
SBE Capital Outlay Bonds	391,310	.....	129,880	227,585	293,605	71,000
Lottery Education Bonds	2,421,187	.....	.....	406,119	2,015,068	211,921
Public Education Bonds	9,786,140	.....	1,315,685	1,885,690	9,216,135	438,190
State University System Bonds	189,495	.....	.....	39,160	150,335	14,010
University Auxiliary Bonds	983,226	.....	73,060	127,185	929,101	48,388
Inland Protection Bonds	73,280	.....	.....	6,180	67,100	6,485
Florida Forever Bonds	1,273,705	.....	215,515	334,405	1,154,815	91,690
Water Pollution Control Bonds	432,880	.....	.....	34,875	398,005	32,930
State Infrastructure Bank Bonds	59,910	.....	.....	10,085	49,825	8,845
Seaport Investment Bonds	131,950	.....	.....	2,145	129,805	2,250
Everglades Restoration Bonds	227,850	.....	.....	13,120	214,730	13,660
Florida Facilities Pool Bonds	310,110	.....	.....	23,475	286,635	24,660
	17,919,133	.....	1,734,140	3,178,229	16,475,044	1,035,644
Unamortized bond premiums (discounts)	812,839	.....	234,713	217,967	829,585	.....
Total bonds payable	18,731,972	.....	1,968,853	3,396,196	17,304,629	1,035,644
Certificates of participation payable	676,462	.....	116,136	178,064	614,534	39,795
Deposits	770,958	.....	765,538	954,593	581,903	570,614
Compensated absences	770,924	.....	198,916	194,728	775,112	201,187
Claims payable	3,787,165	.....	1,378,014	2,320,906	2,844,273	1,256,638
Installment purchases/capital leases	68,948	.....	11,173	18,345	61,776	11,884
Public-private partnership agreements	2,307,812	.....	676,442	782,746	2,201,508	236,973
Advances - Due to Unclaimed Prop. TF	816,867	.....	102,794	.....	919,661	.....
Other Postemployment Benefits	1,213,571	.....	272,485	.....	1,486,056	.....
Pension liability ¹	.....	4,593,655	.....	1,633,424	2,960,231	340,354
Other liabilities	27,458	.....	105	5,542	22,021	.....
Total Governmental Activities	\$ 29,172,137	\$ 4,593,655	\$ 5,490,456	\$ 9,484,544	\$ 29,771,704	\$ 3,693,089

¹Restatement to Beginning Balance due to the reclassification of certain items in accordance with GASB Statement No. 68.

Long-term liabilities for governmental activities are generally liquidated by the applicable governmental funds and/or internal service funds. Specifically, the special revenue funds, capital projects funds, and/or internal service funds will liquidate the certificates of participation payable, installment purchase contracts, and capital lease obligations. The applicable special revenue funds and internal service funds will reduce deposits when such monies are earned. The governmental and internal services funds that account for employees' salaries and wages will liquidate the compensated absences liabilities. The General Fund, Health and Family Services Fund, and the non-major special revenue fund will generally liquidate claims payable. The Public Education Fund will liquidate the advances due to the Unclaimed Property Trust Fund to the extent that the Unclaimed Property Trust Fund does not have sufficient assets to pay claimants requesting payment of unclaimed funds. The nonmajor special revenue funds will generally liquidate other liabilities. The Transportation-Governmental Fund will liquidate the public-private partnership agreements liability from annual appropriations. Refer to Note 9 for additional information on the public-private partnership agreements. The pension liability and the Other Postemployment Benefits (OPEB) related to all governmental funds are reported above. The pension liability is adjusted each year based upon investment performance and contributions received. The state does not currently fund the OPEB liability so it is non-liquidating. Refer to Note 6 for additional information on the pension liability and OPEB.

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Changes in long-term liabilities for business-type activities and component units during the fiscal year ended June 30, 2015, are as follows (in thousands):

	Balance July 1, 2014	Restatements and Adjustments	Additions	Deletions	Balance June 30, 2015	Due Within One Year (Current)
Business-type Activities						
Bonds payable:						
Toll Facility Bonds	\$ 2,821,955	\$	\$ 223,580	\$ 237,805	\$ 2,807,730	\$ 128,965
Florida Hurricane Catastrophe Fund Bonds	3,000,920	.....	.....	1,000,920	\$ 2,000,000	.....
	5,822,875	.....	223,580	1,238,725	4,807,730	128,965
Unamortized bond premiums (discounts)	136,999	.....	15,576	34,223	118,352	.....
Total bonds payable	5,959,874	.....	239,156	1,272,948	4,926,082	128,965
Accrued prize liability	488,698	.....	152,411	192,029	449,080	194,926
Deposits	151,366		86,524	108,756	129,134	98,887
Compensated absences	22,220	.....	6,631	6,207	22,644	4,996
Tuition and housing benefits payable	10,571,070	.....	1,059,776	719,531	10,911,315	703,381
Installment purchases/capital leases	20,621	.....	17,093	18,508	19,206	1,718
Public-private partnership agreements ²	345,034	.....	67,303	36,761	375,576	55,015
Other Postemployment Benefits	26,717	.....	7,895	.....	34,612	.....
Pension liability ¹	.....	87,135	1,022	29,179	58,978	7,055
Other liabilities	.....	.....	276	.....	276	.....
Total Business-type Activities	\$ 17,585,600	\$ 87,135	\$ 1,638,087	\$ 2,383,919	\$ 16,926,903	\$ 1,194,943
Component Units						
Bonds payable	\$ 9,838,432	\$	\$ 1,174,614	\$ 1,796,479	\$ 9,216,567	\$ 1,606,252
Deposits	1,943,072	.....	814,072	1,067,770	1,689,374	1,472,384
Compensated absences	649,385	.....	112,174	83,804	677,755	80,299
Installment purchases/capital leases	55,324	.....	25,488	18,344	62,468	12,982
Claims payable	978,623	.....	93,181	37,928	1,033,876	44,340
Certificates of participation payable	1,100,819	.....	176,995	240,594	1,037,220	25,188
Due to other governments/primary	976,037	.....	80,835	94,433	962,439	50,116
Pension liability ¹	.....	1,771,737	64,132	625,176	1,210,693	11,014
Other liabilities	1,358,450	.....	574,960	371,399	1,562,011	203,183
Total Component Units	\$ 16,900,142	\$ 1,771,737	\$ 3,116,451	\$ 4,335,927	\$ 17,452,403	\$ 3,505,758

¹Restatement to Beginning Balance due to the reclassification of certain items in accordance with GASB Statement No. 68.

²Public-private partnerships are included in the Installment purchases/capital leases lines of the Proprietary Funds Statement of Net Position.

NOTE 11 - INTERFUND BALANCES AND TRANSFERS

At June 30, 2015, amounts to be received or paid with current available resources are reported as due from or due to other funds, whereas the noncurrent portion is reported as advances to or advances from other funds. Interfund balances at June 30, 2015, consist of the following (in thousands):

Due to Other Funds (in thousands)	Due from Other Funds (in thousands)				
	Governmental Activities				
	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation
Governmental Activities					
General Fund	\$	\$ 2,324	407	\$ 116,260	\$ 13,062
Environment, Recreation and Conservation	9,989	.....	.....	449	15,441
Public Education	145	.....	.....	1,260	.....
Health and Family Services	79,226	.....	71	.....	593
Transportation	6,962	2,982	.....	150	.....
Nonmajor	49,884	2,703	14,826	1,328	24,306
Internal Service Funds	917	.....	.....	10	121
Business-type Activities					
Transportation	71	.....	.....	.....	68,801
Lottery	30	.....	67,371	.....	.....
Hurricane Catastrophe Fund	.....	.....	.....	.....	.....
Prepaid College Program	.....	.....	.....	.....	.....
Reemployment Assistance	135	.....	.....	.....	.....
Nonmajor	5,442	.....	.....	2,778	.....
Fiduciary Funds					
Private-purpose Trust Funds	38	.....	769	.....	.....
Pension and Other Employee Benefits Trust Funds	7	1	.....	1	.....
Agency Funds	84,582	1	314	3,080	7,173
Investment Trust Funds	.....	.....	.....	.....	.....
Total	\$ 237,428	\$ 8,011	\$ 83,758	\$ 125,316	\$ 129,497

(Continued Below)

Due to Other Funds (in thousands)	Due from Other Funds (in thousands)	
	Governmental Activities	
	Nonmajor	Internal Service Funds
Governmental Activities		
General Fund	\$ 22,096	\$ 9,137
Environment, Recreation and Conservation	531	417
Public Education	97	446
Health and Family Services	4,787	4,588
Transportation	24,421	2,607
Nonmajor	3,333	3,243
Internal Service Funds	266	968
Business-type Activities		
Transportation	.....	.....
Lottery	8	59
Hurricane Catastrophe Fund	.....	.....
Prepaid College Program	.....	.....
Reemployment Assistance	1,155	.....
Nonmajor	568	254
Fiduciary Funds		
Private-purpose Trust Funds	795	.....
Pension and Other Employee Benefits Trust Funds	.....	616
Agency Funds	1,899	.....
Investment Trust Funds	.....	.....
Total	\$ 59,956	\$ 22,335

(Continued next page)

Due to Other Funds (in thousands)	Due from Other Funds (in thousands)			
	Business-type Activities			
	Transportation	Prepaid College Program	Reemployment Assistance	Nonmajor
Governmental Activities				
General Fund	\$	\$	\$ 535	\$ 1,166
Environment, Recreation and Conservation	.....	.....	34	.....
Public Education	.....	.....	4	.....
Health and Family Services	.....	.....	344	64
Transportation	3	.....	25	.....
Nonmajor	.....	.....	241	6
Internal Service Funds	.....	.....	4	.....
Business-type Activities				
Transportation	.....	.....	.....	.....
Lottery	.....	.....	1	3
Hurricane Catastrophe Fund	.....	.....	.....	252
Prepaid College Program	.....	.....	.....	.....
Reemployment Assistance	.....	.....	.....	.....
Nonmajor	.....	.....	28	.....
Fiduciary Funds				
Private-purpose Trust Funds	.....	23	.....	.....
Pension and Other Employee Benefits Trust Funds	.....	.....	.....	6,239
Agency Funds	83,479	.....	21	12
Investment Trust Funds	.....	.....	.....	50
Total	\$ 83,482	\$ 23	\$ 1,237	\$ 7,792

(Continued below)

Due to Other Funds (in thousands)	Due from Other Funds (in thousands)			
	Fiduciary Funds			
	Private-purpose Trust Funds	Pension and Other Employee Benefits Trust Funds	Agency Funds	Total
Governmental Activities				
General Fund	\$	\$ 400	\$ 77,221	\$ 242,608
Environment, Recreation and Conservation	.....	.....	.....	26,861
Public Education	.....	.....	.....	1,952
Health and Family Services	.....	20	47	89,740
Transportation	.....	1	8,807	45,958
Nonmajor	.....	33	40	99,943
Internal Service Funds	.....	.....	23,566	25,852
Business-type Activities				
Transportation	.....	.....	4	68,876
Lottery	.....	.....	.....	67,472
Hurricane Catastrophe Fund	.....	.....	.....	252
Prepaid College Program	24	.....	.....	24
Reemployment Assistance	.....	.....	.....	1,290
Nonmajor	.....	.....	.....	9,070
Fiduciary Funds				
Private-purpose Trust Funds	.....	.....	.....	1,625
Pension and Other Employee Benefits Trust Funds	.....	47,647	.....	54,511
Agency Funds	.....	.....	.....	180,561
Investment Trust Funds	.....	.....	.....	50
Total	\$ 24	\$ 48,101	\$ 109,685	\$ 916,645

Advances from Other Funds (in thousands)	Advances to Other Funds (in thousands)			
	Governmental Activities		Business-type Activities	
	General Fund	Transportation	Health & Family Services	Transportation
Governmental Activities				
General Fund	\$	\$ 100	\$	\$
Public Education	.....	.....	.....	.....
Nonmajor	625	171	.....	.....
Internal Service Funds	1,978	800	.....	.....
Business-type Activities				
Transportation	.....	170,348	.....	.....
Total	\$ 2,603	\$ 171,419	\$	\$

(Continued below)

Advances from Other Funds (in thousands)	Advances to Other Funds (in thousands)	
	Fiduciary Funds	
	Private-purpose Trust Funds	Total
Governmental Activities		
General Fund	\$	\$ 100
Public Education	919,661	919,661
Nonmajor	.....	796
Internal Service Funds	.....	2,778
Business-type Activities		
Transportation	.....	170,348
Total	\$ 919,661	\$ 1,093,683

During the course of operations, there are numerous transactions between funds within the State. Interfund transfers during the year are as follows (in thousands):

Transfers to Other Funds (in thousands)	Transfers from Other Funds (in thousands)				
	Governmental Activities				
	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation
Governmental Activities					
General Fund	\$	\$ 532,408	\$ 237,754	\$ 1,538,322	\$ 335,823
Environment, Recreation and Conservation	144,499	.....	.....	3,802	.....
Public Education	633	25	.....	10,364	.....
Health and Family Services	102,717	.....	209,526	.....	8,201
Transportation	55,364	23,793	.....	326	.....
Nonmajor	195,854	55,690	315,945	17,861	1,039,829
Internal Service Funds	7,263	489	.....	62	1,335
Business-type Activities					
Transportation	.....	.....	.....	.....	79,478
Lottery	.....	.....	1,496,371	.....	.....
Hurricane Catastrophe Fund	.....	.....	.....	.....	.....
Prepaid College Program	.....	.....	.....	.....	.....
Reemployment Assistance	.....	.....	.....	.....	.....
Nonmajor	66,116	.....	.....	7,412	.....
Fiduciary Funds					
Private-purpose Trust Funds	51	.....	467	273	.....
Pension and Other Employee Benefits Trust Funds	2,895	.....	.....	.....	.....
Investment Trust Funds	.....	.....	.....	.....	.....
Total	\$ 575,392	\$ 612,405	\$ 2,260,063	\$ 1,578,422	\$ 1,464,666

(Continued below)

Transfers to Other Funds (in thousands)	Transfers from Other Funds (in thousands)	
	Governmental Activities	
	Nonmajor	Internal Service Funds
Governmental Activities		
General Fund	\$ 407,811	\$ 1,328
Environment, Recreation and Conservation	208,790	.....
Public Education	1,413,673	.....
Health and Family Services	149,553	.....
Transportation	467,075	.....
Nonmajor	147,303	1,500
Internal Service Funds	8,365	.....
Business-type Activities		
Transportation	.....	.....
Lottery	145	.....
Hurricane Catastrophe Fund	10,000	.....
Prepaid College Program	.....	.....
Reemployment Assistance	41,065	.....
Nonmajor	14,652	.....
Fiduciary Funds		
Private-purpose Trust Funds	5,017	.....
Pension and Other Employee Benefits Trust Funds	103	19,450
Investment Trust Funds	.....	.....
Total	\$ 2,873,552	\$ 22,278

(Continued next page)

Transfers to Other Funds (in thousands)	Transfers from Other Funds (in thousands)		
	Business-type Activities		
	Transportation	Reemployment Assistance	Nonmajor
Governmental Activities			
General Fund	\$ 7	\$ 2,546	\$ 2,216
Environment, Recreation and Conservation	.....	179	.....
Public Education	.....	14	.....
Health and Family Services	.....	1,202	909
Transportation	134,738	150	.....
Nonmajor	.....	1,107	3,735
Internal Service Funds	.....	29	17
Business-type Activities			
Transportation	.....	.....	.....
Lottery	.....	13	.....
Hurricane Catastrophe Fund	.....	.....	.....
Prepaid College Program	.....	.....	.....
Reemployment Assistance	.....	.....	.....
Nonmajor	.....	122	.....
Fiduciary Funds			
Private-purpose Trust Funds	.....	5	.....
Pension and Other Employee Benefits Trust Funds	.....	.....	10,774
Investment Trust Funds	.....	.....	.....
Total	\$ 134,745	\$ 5,367	\$ 17,651

(Continued below)

	Transfers from Other Funds (in thousands)				
	Fiduciary Funds				
		Pension and Other			
Transfers to Other Funds (in thousands)	Private-purpose Trust Funds	Employee Benefits Trust Funds	Investment Trust Funds		Total
Governmental Activities					
General Fund	\$	14,783	\$	\$	3,072,998
Environment, Recreation and Conservation					357,270
Public Education					1,424,709
Health and Family Services					472,108
Transportation					681,446
Nonmajor					1,778,824
Internal Service Funds					17,560
Business-type Activities					
Transportation					79,478
Lottery					1,496,529
Hurricane Catastrophe Fund					10,000
Prepaid College Program	2,000				2,000
Reemployment Assistance					41,065
Nonmajor					88,302
Fiduciary Funds					
Private-purpose Trust Funds					5,813
Pension and Other Employee Benefits Trust Funds		776,718			809,940
Investment Trust Funds			23,361		23,361
Total	\$	\$	\$	\$	10,361,403

NOTE 12 - RISK MANAGEMENT**A. State Risk Management Trust Fund**

The State Risk Management Trust Fund provides property insurance coverage for state buildings and contents against loss from fire, lightning, sinkholes, flood, and other hazards customarily insured by extended coverage. The property insurance program has a self-insured retention of \$2 million per occurrence for losses arising from all perils listed above except named windstorm and flood. The property insurance program also has a self-insured retention of \$2 million per occurrence for losses arising from named windstorm and flood, but with an additional annual aggregate self-insured retention of \$40 million. Commercial reinsurance is purchased for losses over the self-insured retention up to \$54 million per occurrence for named windstorm and flood losses through February 15, 2016, and \$200 million per occurrence for covered perils other than named wind and flood.

The Fund's estimated liability for unpaid property insurance claims at the fiscal year-end is determined by an actuarial method and includes an amount for losses incurred but not yet reported. The amount of claims paid for property claims did not exceed self-insured retentions for each of the last three years. Changes in the Fund's property insurance claims liability amount for the fiscal years ended June 30, 2014, and June 30, 2015, were as follows (in thousands):

Fiscal Year Ended	Beginning of Fiscal Year Liability	Claims and Changes in Estimate	Claim Payments	Balance at Fiscal Year-end
June 30, 2014	\$ 292	\$ 293	\$ (85)	\$ 500
June 30, 2015	\$ 500	\$ 443	\$ (339)	\$ 604

The State Risk Management Trust Fund also provides casualty insurance coverage for the risks of loss related to federal civil rights and employment actions, workers' compensation, court-awarded attorney fees, automobile liability, and general liability. The state is self-insured for all claims associated with liability risks and workers' compensation coverage.

The estimated liability for unpaid casualty and property insurance claims at June 30, 2015, was \$1.17 billion. This amount was determined through an actuarial method based on historical paid and incurred losses and includes an amount for losses incurred but not yet reported. In addition, this amount includes the present value of workers' compensation indemnity claims liability of \$289.5 million, discounted using a 4 percent annual percentage rate per Section 625.091, Florida Statutes. The undiscounted workers' compensation indemnity claims liability is \$403.1 million.

Changes in the Fund's casualty insurance claims liability for the fiscal years ended June 30, 2014, and June 30, 2015, were as follows (in thousands):

Fiscal Year Ended	Beginning of Fiscal Year Liability	Claims and Changes in Estimate	Claim Payments	Balance at Fiscal Year-end
June 30, 2014	\$ 1,147,382	\$ 122,139	\$ (94,724)	\$ 1,174,797
June 30, 2015	\$ 1,174,797	\$ 89,876	\$ (97,239)	\$ 1,167,434

Actual current year claims and changes in estimate for casualty lines of coverage for the fiscal year ended June 30, 2015, decreased by \$32.3 million, as compared to the previous fiscal year.

B. Employee and Retiree Health Insurance Funds

Employees and retirees may obtain health care services through participation in the state's group health insurance plan or through membership in a health maintenance organization plan under contract with the state. The state's risk financing activities associated with state group health insurance, such as the risks of loss related to medical and prescription drug claims, are administered through the State Employees Group Health Insurance Trust Fund, an internal service fund. It is the practice of the state not to purchase commercial coverage for the risks of losses covered by this program.

The program's estimated fiscal year-end liability includes an amount for claims that have been incurred but not reported, which is based on analyses of historical data performed by both the state and its contractors. Changes in claims liability amounts for the fiscal years ended June 30, 2014, and June 30, 2015, were as follows (in thousands):

<u>Fiscal Year Ended</u>	<u>Beginning of Fiscal Year Liability</u>	<u>Current Year Claims and Changes in Estimate</u>	<u>Claim Payments</u>	<u>Balance at Fiscal Year-end</u>
June 30, 2014	\$ 138,515	\$ 1,587,548	\$ (1,571,092)	\$ 154,971
June 30, 2015	\$ 154,971	\$ 1,649,140	\$ (1,653,971)	\$ 150,140

During the year, for program operations, both employee and retiree participation in the state group health insurance program are accounted for in the State Employees Group Health Insurance Trust Fund. Retiree participation in the program is considered an Other Postemployment Benefit (OPEB) for purposes of this report. See Note 6, Section B regarding OPEB for additional information. Asset and liability balances related to retiree participation in the program as of June 30, 2015, were transferred from the State Employees Group Health Insurance Trust Fund and reported in Other Agency Funds in accordance with the requirements of Governmental Accounting Standards Board Codification Section Po50, *Postemployment Benefit Plans Other Than Pension Plans – Defined Benefit*.

NOTE 13 – FLORIDA PREPAID COLLEGE PROGRAM

The Stanley G. Tate Florida Prepaid College Program was created in 1987 to provide a medium through which the costs of tuition, tuition differential fee, local fees, and dormitory residence may be paid in advance of enrollment in a state postsecondary institution at a rate lower than the projected corresponding cost at the time of actual enrollment. The Program is administered by the Florida Prepaid College Board and the State of Florida guarantees the obligations of the Board to qualified beneficiaries if moneys in the Program are insufficient. The Program is accounted for in an enterprise fund. An actuarial study is performed to determine the Program's funding status. The decrease in the actuarial present value of future contract benefits from the prior year is primarily due to the decrease in key inflation assumptions. Additional information as of June 30, 2015, is as follows:

Actuarial present value of future contract benefits and expenses payable	\$ 10,911,315,418
Net position available (net of outstanding refund payments and unrealized gain/loss on securities lending portfolio)	\$ 12,437,946,597
Net position as a percentage of future contract benefits and expenses obligation	114.0%

NOTE 14 –INSURANCE ENTERPRISES

The State of Florida has established multiple enterprises that provide insurance, reinsurance, and guarantee services. The primary risk exposures to the state relate to catastrophic hurricane losses, access to liquidity from credit markets, and ultimate dependence on public assessments.

A. FLORIDA HURRICANE CATASTROPHE FUND

The Florida Hurricane Catastrophe Fund (FHCF) was created in 1993 by the Florida Legislature, as a state fund administered by the State Board of Administration (SBA) to provide a source of reimbursement to most residential property insurers for catastrophic hurricane losses, thereby creating additional insurance capacity. Most admitted residential property insurers writing FHCF covered policies are required to purchase reimbursement coverage with the FHCF.

The reimbursement coverage covers a portion of hurricane losses in excess of an insurer's share of an industry wide retention, up to the lesser of either the statutory limit or the actual claims-paying capacity of the FHCF. For the contract year ending May 31, 2015, the industry retention for determining each insurer's retention was \$7.075 billion per hurricane for the two hurricanes with the largest losses and \$2.358 billion for each additional hurricane in the contract year. The aggregate coverage capacity for the contract year (in excess of retention) was \$17.0 billion. The statute requires that an actuarially indicated formula developed by an independent actuary be used to calculate the reimbursement premiums collected for the coverage.

The SBA contracts with each insurer writing covered policies in the state to reimburse the insurer for a percentage of losses incurred from covered events. The obligation of the SBA with respect to all contracts covering a particular contract year shall not exceed the actual claims-paying capacity (as determined by the FHCF's bond underwriters, and financial adviser, and approved by the FHCF Advisory Council). The FHCF has a fiscal year end of June 30 and its reimbursement contracts expire on May 31. As of June 30, 2015, the FHCF had net assets of \$11.63 billion, including net assets of the State Board of Administration Finance Corporation.

If available resources and pre-catastrophe debenture financing are not adequate to satisfy reimbursement claims, the State Board of Administration Finance Corporation may issue revenue bonds secured by emergency assessments. The SBA has the sole authority to direct the Florida Office of Insurance Regulation (OIR) and the Florida Surplus Lines Service Office to levy assessments on most property and casualty insurance policy premiums on behalf of the FHCF. Aggregate assessments may not exceed 10% and assessments in relation to losses in one contract year may not exceed 6%. This assessment authority is neither related to nor restricted by the assessments levied by either Citizens Property Insurance Corporation (Citizens), a discretely presented component unit, or the Florida Insurance Guaranty Association, Inc. (FIGA). As of June 30, 2015, the FHCF is not levying assessments for any policies issued or renewed on or after January 1, 2015.

To build up cash resources and reduce the reliance on post-event bonding, legislation was passed in 2009 that allows for a "cash build up" factor of 5% to be included in rates for the coverage. This factor increased each year by 5% until it ultimately reached 25% in year five and thereafter. This provision was designed to address the liquidity needs of the FHCF over the long run by allowing it to accelerate the build-up of its cash balance for paying claims.

Hurricane losses represent the estimated ultimate cost of all reported and unreported claims during the year that exceed the participating insurers' individual company retention levels. The estimates for current year and prior year losses are continually reviewed and adjusted as experience develops or new information becomes known and such adjustments are included in current operations. The State of Florida was not hit by any hurricanes during the 2014 season. As a result of the final settlement of all losses from prior years' hurricane the year ended June 30, 2015 reported losses is zero. In May, 2010, the State Board of Administration Finance Corporation issued post-event Series 2010A Revenue Bonds in the amount of \$675.9 million. These bond proceeds and their investment earnings enhanced the Fund's ability to make payments to participating insurers for losses resulting from the 2005 hurricane season. The funding for these bonds came from emergency assessments on the direct written premium for all property and casualty lines of business in Florida including property and casualty business of surplus lines insurers, but not including workers' compensation or medical malpractice premiums. An Order was issued by OIR concurrently with the issuance of the 2010A Bonds to supersede the existing 1% emergency assessment with a 1.3% emergency assessment. The increased assessment was effective on all policies issued or renewed on or after January 1, 2011. A legal defeasance of the bonds was executed on July 11, 2014, in accordance with the master trust indenture; therefore, these bonds are no longer outstanding.

In April 2013, pre-event Series 2013A Revenue Bonds were issued in the amount of \$2.0 billion to maximize the ability of the FHCF to meet future obligations. The proceeds from these bonds will be used to pay for losses incurred from future covered events. Investment earnings on these funds, as well as reimbursement premiums, if necessary, are used to pay the debt service

requirements of these bonds. The maturity dates for these bonds will be \$500 million on July 1, 2016, \$500 million on July 1, 2018, and \$1.0 billion on July 1, 2020.

In addition to the issuance of bonds, the FHCF purchased aggregate excess catastrophe reinsurance providing coverage to the FHCF for \$1.0 billion of losses in excess of \$12.5 billion of losses, effective June 1, 2015 through May 31, 2016.

B. CITIZENS PROPERTY INSURANCE CORPORATION

Citizens Property Insurance Corporation (Citizens) was established on August 1, 2002, pursuant to Section 627.351(6), Florida Statutes (the Act), to provide certain residential and non-residential property insurance coverage to qualified risks in the State of Florida under circumstances specified in the Act. The original intent of the legislation was that property insurance be provided through Citizens to applicants who are in good faith entitled to procure insurance through the voluntary market but are unable to do so. Citizens results from a combination of the Florida Residential Property and Casualty Joint Underwriting Association (the FRPCJUA) and the Florida Windstorm Underwriting Association (the FWUA). The FRPCJUA was renamed Citizens and the FWUA's rights, obligations, assets, liabilities and all insurance policies were transferred to Citizens. Unlike private insurers offering coverage through the admitted market, Citizens is not required to obtain or to hold a certificate of authority issued by OIR. For purposes of its tax-exempt status, Citizens is considered a political subdivision and an integral part of the State of Florida. As such, Citizens' operations may be affected by the legislative process. In 2007, the Act was amended to recognize Citizens' status as a governmental entity and the necessity of Citizens to provide insurance that was affordable.

Citizens operates pursuant to a Plan of Operation (the Plan) approved by the Financial Services Commission (the Commission) of the State of Florida. The Commission is composed of the Governor, the Chief Financial Officer, the Attorney General and the Commissioner of Agriculture of the State.

Pursuant to the Act, all revenues, expenses, assets and liabilities of Citizens shall remain divided into three separate accounts: the Personal Lines Account, the Commercial Lines Account and the Coastal Account. A brief history of each account follows:

Personal Lines Account history – The FRPCJUA began operations on January 21, 1993, after Hurricane Andrew, pursuant to Section 627.351(6), Florida Statutes, to provide certain residential property insurance coverage to qualified risks in the State of Florida (on a statewide basis) to applicants who were in good faith entitled to procure insurance through the private market but were unable to do so. Residential property coverage consists of the types of coverage provided to homeowners, mobile homeowners, tenants, condominium unit owners, and similar policies. The policies provide coverage for all perils covered under a standard residential policy, subject to certain underwriting requirements. Such policies exclude windstorm coverage on property within eligible areas. This portion of the FRPCJUA's activities became the Personal Lines Account under Citizens.

Commercial Lines Account history – The Florida Property and Casualty Joint Underwriting Association (FPCJUA) was activated in early 1994 to provide commercial residential coverage, i.e., coverage for condominium associations, apartment buildings and homeowner associations, to organizations unable to obtain such coverage from a private insurer. During 1995, legislation was enacted to transfer all obligations, rights, assets, and liabilities related to commercial residential coverage from the FPCJUA to the FRPCJUA. The legislation required that the premiums, losses, assets and liabilities be accounted for separately from the FRPCJUA's personal residential business. These policies excluded windstorm coverage on properties within eligible areas. This portion of the FRPCJUA's activities became the Commercial Lines Account under Citizens. In 2006, the FPCJUA was re-activated to provide commercial non-residential wind only coverage. In 2007, legislation was enacted which resulted in the transfer and assumption of the FPCJUA's commercial non-residential policies by Citizens. These policies were added to the Commercial Lines Account.

Coastal Account history – The FWUA, which was a residual market mechanism for windstorm and hail coverage in selected areas of the State, was created by an act of the Florida Legislature in 1970 pursuant to Section 627.351(2), Florida Statutes. FWUA was a Florida unincorporated association, the members of which were all property insurance companies holding a certificate of authority to provide property insurance coverage in the State. FWUA provided policies of windstorm insurance for property owners within the eligible areas who were unable to obtain such coverage from private insurers. Insured properties include personal residential, commercial residential and commercial non-residential properties. This portion of the FWUA's activities became the High-Risk Account under Citizens. In 2007, Citizens received authority to issue multi-peril policies in the High-Risk Account. Pursuant to legislative changes during 2011, the High-Risk Account was renamed the Coastal Account.

ASSESSMENTS

Citizens' enabling legislation and the Plan establish a process by which Citizens is required to levy assessments to recover deficits incurred in a given plan year for any of its three accounts. Deficits are calculated separately, and assessments are accordingly levied separately, for each of the three accounts. The Plan provides for deficits to be determined in accordance with accounting principles generally accepted in the United States, adjusted for certain items. Citizens' determination of the amount of assessment is subject to the verification of the mathematical calculation by OIR. Citizens' ability to assess provides some assurance of its financial stability.

In the event of a Plan Year Deficit in an Account, Citizens must first levy an assessment against the premium of each Citizens policyholder (the "Citizens Policyholder Surcharge") in each of Citizens' Accounts, as a uniform percentage of the premium of the policy of up to 15% of such premium. Citizens Policyholder Surcharges are not subject to commissions, fees, or premium taxes; however, failure to pay a Citizens Policyholder Surcharge will be treated as failure to pay premiums. If the Citizens Policyholder Surcharge is insufficient to eliminate the deficit in an Account, Citizens would then levy a Regular Assessment on Assessable Insurers and Assessable Insureds, each as defined herein. The Regular Assessment is applied as a uniform percentage of the premium of the policy up to 2% of such premium of the Coastal Account only. Effective July 1, 2012, the Regular Assessment was eliminated for the Personal Lines Account and the Commercial Lines Account and was reduced from 6% to 2% for the Coastal Account.

Regular Assessments are levied on Assessable Insurers, as defined in Section 627.351(6), Florida Statutes, based upon each Assessable Insurer's share of direct written premium for the subject lines of business in the State of Florida for the calendar year preceding the year in which the deficit occurred. Regular Assessments on Assessable Insureds, collectively, are based on the ratio of the amount being assessed for the Coastal Account to the aggregate statewide direct written premiums for the subject lines of business for the preceding year.

If the deficit in any year in any Account is greater than the amount that may be recovered through Citizens' Policyholder Surcharges and Regular Assessments, Citizens is required to levy any remaining Plan Year Deficit as an Emergency Assessment. An Emergency Assessment is to be collected by all Assessable Insurers, Surplus Lines Agents and Citizens from policyholders upon the issuance or renewal of policies for Subject Lines of Business for as many years as necessary to cover the Plan Year Deficit in the Account. The primary difference between the assessment base for Regular Assessments and Emergency Assessments is the inclusion of Citizens' direct written premium in the assessment base for Emergency Assessments.

For purposes of Regular Assessments and Emergency Assessments, the "Subject Lines of Business" are all lines of property and casualty insurance, including automobile lines, but excluding accident and health, workers' compensation, and medical malpractice insurance, and also excluding insurance under the National Flood and Federal Crop insurance programs. The Regular Assessment base excludes Citizens policies (while the Emergency Assessment base includes Citizens policies). Prior to the enactment of the 2007 Legislation, the Regular Assessment base for each Account was only the property lines of business.

C. FLORIDA INSURANCE GUARANTY ASSOCIATION, INC.

The Florida Insurance Guaranty Association, Inc. (FIGA), a not-for-profit corporation, was established by the Florida Legislature through the Florida Insurance Guaranty Association Act of 1970 (the Act). FIGA was created to provide a mechanism for the payment of covered claims of insolvent insurers and to assist in the detection and prevention of insurers' insolvencies. FIGA operates under the supervision and approval of a board of directors, comprised of five to nine persons, recommended by member insurers pursuant to Section 631.56, Florida Statutes, and subsequently appointed by the Florida Department of Financial Services.

The members of FIGA are all insurers that hold a certificate of authority to provide property and casualty coverage in the State of Florida.

The funding of FIGA's activities is provided by distributions from the estates of insolvent insurers and assessments of members. The assessments are calculated and, as considered necessary, levied against member insurers on the basis of net direct written premiums in the State of Florida in the classes protected by the Act. FIGA obtains the amount of the net direct written premiums, by company and by class of protection, to use as the basis for assessment calculations. The maximum regular assessment rate is 2%. In addition to the regular assessment, during 2006, the Florida Legislature granted FIGA the authority to levy an emergency assessment up to an additional 2% of net direct written premiums for the account specified in Section 631.55(2)(b), Florida Statutes, to pay covered claims of insurers rendered insolvent by the effects of a hurricane. Also

in 2006, FIGA was granted the authority to work with an affected municipality, county, or financing conduit organization under Chapter 163, Florida Statutes, to issue tax-exempt bonds should the funding need arise for the account specified in Section 631.55(2)(b), Florida Statutes. As of June 30, 2015, FIGA has not needed to utilize this bonding authority and no tax-exempt bonds have been issued.

D. FLORIDA WORKERS' COMPENSATION INSURANCE GUARANTY ASSOCIATION, INC.

The Florida Workers' Compensation Insurance Guaranty Association, Inc. (FWCIGA), a not-for-profit corporation, was established by the Florida Legislature in 1997 as a merger of the workers' compensation account of the Florida Insurance Guaranty Association, Inc. and the Florida Self-Insurance Fund Guaranty Association. FWCIGA was created to provide a mechanism for the payment of covered claims of insolvent workers' compensation insurers and to assist in the detection and prevention of insurers' insolvencies. FWCIGA operates under the supervision and approval of a board of directors, comprised of eleven persons. Eight directors are recommended by member insurers pursuant to Chapter 631.912, Florida Statutes, and subsequently appointed by the Florida Department of Financial Services. The remaining three directors are the Florida Insurance Consumer Advocate, designee of the state's Chief Financial Officer, and one person with commercial insurance experience appointed by the Governor.

The members of FWCIGA are all insurers that hold a certificate of authority to provide workers' compensation coverage in the State of Florida.

The funding of FWCIGA's activities is provided by distributions from the estates of insolvent insurers and assessments of members. The assessments are calculated and, as considered necessary, levied against member insurers on the basis of workers' compensation net direct written premiums in the State of Florida without taking into account any applicable discounts or credits for deductibles. FWCIGA obtains the amount of the net direct written premiums, by company, to use as the basis for assessment calculations. The maximum regular assessment rate is 2% for insurance companies and 1.5% for self-insurance funds. In addition to the regular assessment, the Florida Legislature granted FWCIGA the authority to levy an emergency assessment up to an additional 1.5% of net direct written premiums.

NOTE 15 – CONTINGENCIES

A. Federal Family Education Loans Program

The Florida Department of Education (FDOE) administers the Federal Family Education Loan Program (FFELP), 20 USC s. 1071 et. seq. The primary purpose is to guarantee the repayment of principal and accrued interest of eligible student loans made by participating lenders under the FFELP.

The Higher Education Amendments of 1998 (the Amendments) were enacted on October 7, 1998, with a retroactive date of October 1, 1998, for most provisions. The Amendments changed the financial and reporting structure of guaranty agencies. Pursuant to the amendments, the FDOE established a Federal Student Loan Reserve Fund (Federal Fund) and a Guaranty Agency Operating Fund (Operating Fund), as required, to account for the FFELP activities, 20 USC s. 1072a and s. 1072b.

The regulations for administering the program are found in Title 34 of the Code of Federal Regulations, Part 682. Student loans are issued by participating financial institutions to eligible students and their parents under FFELP. If a student loan guaranteed by FDOE defaults, the Federal Fund pays the lender for the defaulted student loan. The United States Department of Education (USDOE) is the program's reinsurer. Reinsurance amounts received from the USDOE to replenish the Federal Fund vary from 95% to 100% based on the date the loan was guaranteed. Once the loan has defaulted, the FDOE begins collection activities with the borrower.

The passage of the Health Care and Education Reconciliation Act of 2010 ended the guarantor portion of the program after June 30, 2010. FDOE still maintains administrative and collection activities for the loans guaranteed by FDOE prior to July 1, 2010, as required by FFELP. The Federal Fund is used to account for assets held by FDOE as an agent for the Federal government and therefore is custodial in nature and is the property of USDOE. On June 30, 2015, approximately \$1.4 billion of Program loans were still outstanding from loans that had been made prior to the Program ending on June 30, 2010. The amount of potential liability to the federal fund is indeterminable.

B. Federally Assisted Grant Programs

Florida participates in a number of federally assisted grant programs. These programs are subject to audits by the grantors or their representatives. Any disallowance as a result of these audits may become a liability of the state. The amounts of any foreseeable disallowances were not subject to reasonable estimation.

Component units - The University of Florida (University) reached an agreement with the United States Department of Health and Human Services and with the United States Department of Justice (civil division) regarding the University's practices related to Federal awards finances and accounting, see Note 18 B. for more information.

C. Other

Rooms to Go Entities Refund - These cases involve separate petitions. The taxpayers are challenging refund denials of sales tax previously paid on retail sales. These sales were financed by third-party banks and pertain to transactions with balances that were due the banks and later written off by the banks for federal income tax purposes. These taxpayers had received a discounted amount from the banks as payment for these retail sales. Then, the taxpayers deducted the difference between the sales price and the discounted amount received from the bank on these transactions as a discount (business expense) on their federal income tax return. The Department of Revenue (DOR) denied the refund claims on the grounds that amounts deducted by these taxpayers on their federal income tax returns do not constitute bad debts for federal income tax purposes, as required by s. 212.17, F.S. Taxpayers are seeking approximately \$29 million. See Note 18 C. for more information.

NOTE 16 – LITIGATION

Due to its size and broad range of activities, the state is involved in various, though sometimes routine, legal actions. The following are the significant loss contingencies associated with legal proceedings:

- A. Florida Department of Revenue, et al., v. DirecTV, Inc., etc., et. al. (SC15-1249); DirecTV, EchoStar Satellite LLC n/k/a Dish Network, LLC and Ogborn v. Department of Revenue (Consolidated Case No. 05-CA-1037); DirecTV, EchoStar Satellite LLC n/k/a Marcus and Patricia Ogborn v. Jim Zingale, acting in his official etc., et al., Case No. 1D13-5455 (Fla. 1st DCA); DIRECTV, Inc. n/k/a DIRECTV, LLC et al. v. State of Florida, Department of Revenue. et al., Case No. 1D13-5444 (Fla. 1st DCA)**

In this case, satellite television company DirecTV and its customers, represented by the Ogborns, have challenged the statutory distinction made in the application of the Communication Services Tax (CST) of Chapter 202, Florida Statutes, to cable and satellite TV providers. The Florida Cable Telecommunications Association (FCTA) intervened to support the interest of the cable industry. Plaintiffs claim that applying a different statutory rate of tax on the sale of these competing services, where the sale of cable service is taxed at 6.8% and satellite service is taxed at 10.8%, violates the Commerce Clause and the Equal Protection Clause. The amount of tax refund at issue is \$40 million annually.

The Circuit Court ruled in favor of the Department and cable industry, but the decision was reversed on appeal by the First District Court of Appeals (DCA). The First DCA held that the CST unconstitutionally discriminates against interstate commerce by disproportionately burdening satellite service while conferring an advantage to cable services, which use in-state infrastructure.

The Department appealed the DCA ruling to the Florida Supreme Court. The Court has scheduled oral arguments for April 6, 2016.

- B. In re Citrus Canker Litigation, Case No. 00-18394 (17th Cir. Broward County); Mendez v. Florida Department of Agriculture and Consumer Services, Case No. 02-13717 (15th Cir. Palm Beach County); Ayers v. Florida Department of Agriculture and Consumer Services, Case No. 05-CA-4120 (9th Cir. Orange County); Dellaserva v. Florida Department of Agriculture and Consumer Services, Case No. 03-1947 (20th Cir. Lee County); In re Citrus Canker Litigation, Case No. 03-8255 (11th Cir. Miami-Dade County); and Martinez v. Florida Department of Agriculture and Consumer Services, Case No. 03-30110 (11th Cir. Miami-Dade County)**

In re Citrus Canker Litigation, Case No. 00-18394, concerns a class of Broward County homeowners who sued for compensation for their citrus trees that had been exposed to citrus canker and removed by the Florida Department of Agriculture and Consumer Services (FDACS) after January 1, 2000. Plaintiffs were awarded a judgment of \$8,043,450, which accrues post-judgment interest as of October 6, 2008, along with a judgment for attorneys' fees and costs in the amount of \$4,133,083, which accrues post-judgment interest as of March 22, 2012.

In related cases, similar classes have been certified in Palm Beach, Lee, Orange, and Miami-Dade Counties. In Palm Beach County, the Court awarded Plaintiff \$23,653,376, including prejudgment interest, plus \$2,422,830 in fees and costs. Post-judgment controversy is currently pending in the Fourth DCA concerning whether the judgment should be paid by way of a claims bill. In Lee County, the Court awarded \$7,961,147 to Plaintiff, plus \$5,664,101 in prejudgment interest, plus an additional \$821,993 in fees and costs. This judgment is on appeal in the Second DCA. In Orange County, a verdict was rendered for \$18,780,138, plus an additional \$12,754,583 in prejudgment interest. This judgment is on appeal in the Fifth DCA. In litigation related to Case No. 00-18394 pertaining to land situated in Miami-Dade County, trial has been scheduled for May 09, 2016 (*In re Citrus Canker Litigation (a/k/a/ Lopez-Brignoni)* Case No. 03-8255).

The claims in these cases cumulatively exceed \$25,000,000.

- C. United States of America v. State of Florida, Case No. 12-60460 (United States District Court for the Southern District of Florida)**

The United States' Department of Justice (DOJ) alleges that the State of Florida's Agency for Health Care Administration, Department of Health, Department of Children and Families, Agency for Persons with Disabilities and the Department of Elder Affairs violated Title II of the Americans with Disabilities Act by unnecessarily institutionalizing Medicaid eligible medically complex persons under the age of 21 in nursing facilities. The United States seeks compensatory damages for the Plaintiffs' pain and suffering, plus injunctive relief, which could exceed \$25 million. Discovery is ongoing and the pretrial conference is scheduled for May 20, 2016.

- D. Citizens for Strong Schools, et al., v. Florida State Board of Education, et al., Case No. 09-CA-4534 (2nd Cir.)**

Citizens for Strong Schools alleged that the State failed to make "adequate provision...for a uniform, safe, secure, and high quality system of free public schools that allows students to obtain a high quality education...." Plaintiffs seek an order requiring the State to develop a remedial plan making sweeping changes to the funding and delivery of public K-12 education. The discovery period has ended, and the case is now pending trial, which is tentatively scheduled for March 14, 2016. Potential damages to the State are indeterminate.

E. McLane Suneast, Inc. v. Florida Department of Business and Professional Regulation, Case No. 14-CA-372 (9th Judicial Circuit Court, Osceola County)

McLane Suneast, Inc., a major distributor of tobacco products including cigars, cigarettes, and smokeless tobacco, alleges that the “Protecting Florida’s Health Act,” (Ch. 2009-79, Laws of Florida), violates the dormant Commerce Clause and the Equal Protection Clause of the United States Constitution by taxing different kinds of tobacco products differently, and by increasing taxes on cigarettes and smokeless tobacco products without taxing cigars. The Plaintiff contends that the law violates the dormant Commerce Clause by preferring the domestic cigar industry over interstate suppliers of cigarettes and other tobacco products. The Plaintiff seeks declaratory and monetary relief, including a determination that the Department of Business and Professional Regulation (DBPR) should be required to issue tax refunds in an unstated amount. DBPR advises that the potential costs exceeds \$3.5 billion. No trial on the merits has yet to be scheduled.

F. New Cingular Wireless PCS, LLC; Citrus Cellular Limited Partnership; Orlando SMSA Limited Partnership; AT&T Mobility Wireless Operations Holdings Inc.; and Florida RSA No. 2B (Indian River) LP, v. State of Florida Department of Revenue, Case No. 502015CA003700 (15th Judicial Circuit Court, Palm Beach County)

Plaintiff communication service providers filed refund claims for communications services tax that were remitted on charges for Internet access service. The Department denied each of these refund claims because Plaintiffs were not able to prove that the charges were solely for Internet access service. Plaintiffs filed a Complaint in the 15th Judicial Circuit on April 1, 2015 and an Amended Complaint on June 4, 2015. The Department filed a motion to transfer venue to Leon County on May 12, 2015 and a renewed motion to transfer venue on June 18, 2015. Both parties have presently agreed to abate litigation while exploring the possibility of a settlement. Approximately \$151 million, plus interest, is in contention.

G. North Broward Hospital d/b/a Broward General Medical Center and North Broward Medical Center, Case No. 1D14-5568; Orlando Health, Inc., Case No. 1D14-5570; Tallahassee Memorial Healthcare d/b/a Tallahassee Memorial Hospital, Case No. 1D14-5571; Shands Teaching Hospital and Clinics, Inc., Case No. 1D14-5572; South Broward Hospital District d/b/a Memorial Regional Hospital and Memorial Hospital Miramar, Case No. 1D14-5574; Jackson Memorial Hospital, et al., (Case No. 13-4177; 13-1478; 14-3137; 14-3140 and 14-003159RU); and Shands Jacksonville Medical Center, Inc., Case No. 1D14-5575 (Consolidated) v. Agency for Healthcare Administration

Petitioner hospitals in this case brought an administrative action challenging the Medicaid reimbursement rates the Agency for Health Care Administration (AHCA) established for them between the years 2000 and 2013. They claimed the methodology AHCA used for calculation of their Medicaid per diem inpatient hospital reimbursement rates was flawed because of alleged errors in how depreciation figures reported by them to AHCA were used in AHCA’s calculation of the rates. They claimed that these alleged errors in AHCA’s accounting methodology resulted in their being undercompensated for the inpatient care of thousands of Medicaid beneficiaries between the year 2000 and 2013.

These cases were brought in the lower tribunal under Section 120.57(1), F.S., as “substantial interests” challenges to final agency action. A separate challenge was also brought to AHCA’s Inpatient Hospital Reimbursement Plan, adopted as a rule in 59G-6.020, Florida Administrative Code; or, alternatively, as a challenge to an Agency policy not adopted as a rule (“rule challenge case”). If Petitioners had prevailed in their “substantial interests” challenges, AHCA could have been ordered to recalculate new/revised reimbursement rates for the affected hospitals. If they had prevailed in the rule challenge case, the current, existing rates and the rule and reimbursement plan upon which they are based could have been invalidated.

In October, 2014, Petitioners filed with AHCA’s Agency Clerk notices of voluntary dismissal of their “substantial interest” cases “without prejudice.” In early November 2014, the Agency Clerk entered final orders dismissing all of these cases with prejudice. In October 2014, Petitioners also filed a notice with Florida’s Division of Administrative Hearings (DOAH) dismissing their rule challenge case without prejudice. As jurisdiction in rule challenge cases lies exclusively with DOAH (and not the Agency), the administrative law judge in that case entered an order closing that file and dismissing the case without prejudice to file another, similar petition in the future.

In December 2014, Petitioners (with the exception of Jackson Memorial Hospital) appealed DCA AHCA’s decision to dismiss those cases with prejudice to the First DCA. The Court affirmed AHCA’s decision on August 7, 2015. There is no further action of record at this time.

H. Micjo v. Florida Department of Business and Professional Regulation, Case No. 78 So. 3d 124 (Second District Court of Appeals)

The issue in these refund claims is whether charges, such as federal excise taxes and delivery costs should be included when calculating the “wholesale sales price” for a tobacco tax. The Second DCA held that in the case *Micjo v. DBPR*, 78 So. 3d 124, including the particular charges at issue in that case were not allowable in that narrow factual circumstance. This ruling exposes DBPR to the risk of other retailers seeking a refund for a portion of the tobacco tax. There are currently twenty-six pending cases in various courts and the DOAH, and the Second DCA related to the “wholesale sales price”. The Second DCA has issued a preliminary ruling in favor of the plaintiffs and against DPBR. A judicial determination in favor of the claimants and the potential of additional claims filed in the future could result in refunds of over \$25 million.

NOTE 17 – DEFICIT FUND BALANCE AND NET POSITION**A. Governmental Funds**

The *State School Trust Fund* has a deficit unassigned fund balance of approximately \$884 million. The deficit is primarily the result of establishing an advance (long-term liability) on potential future claims by the Department of Financial Service's *Unclaimed Property Trust Fund*. The Department of Financial Services pays claims as they are due from current remittances. If sufficient funds are not available to pay claims, requests are made by the Department of Financial Services to the Department of Education to return the amount of funds necessary to pay claims or funds are borrowed from the Department of Financial Service's *Trust Funds Control Fund* and repaid prior to year-end.

B. Proprietary Funds

The Lottery has a deficit unrestricted net position of approximately \$19.4 million. This deficit is a result of certain liabilities being recorded for reporting purposes only and being excluded from the calculation of transfers to the Educational Enhancement Trust Fund. This deficit does not affect the Lottery's ability to pay prizes or to provide services.

The Internal Service Fund, *Data Centers*, has a deficit net position of approximately \$10 million. This deficit is primarily due to long-term obligations, consisting mainly of a compensated absences liability and an accrual of pension and OPEB liabilities. The compensated absences liability will be liquidated on a pay-as-you-go basis. The pension and OPEB liabilities do not require cash flows and have no effect on the ability to provide services.

The Internal Service Fund, *Other*, has a deficit net position of approximately \$36.6 million. This deficit is primarily due to long-term obligations, consisting mainly of a compensated absences liability and an accrual of pension and OPEB liabilities. The compensated absences liability will be liquidated on a pay-as-you-go basis. The pension and OPEB liabilities do not require cash flows and have no effect on the ability to provide services.

NOTE 18 – SUBSEQUENT EVENTS

A. Bonds

The following bonds for governmental activities and business-type activities of the primary government were issued or sold subsequent to June 30, 2015:

Agency/Bond	Series	Amount	Matures	Interest Rate
Governmental Activities:				
Board of Governors, Florida International University Dormitory Revenue Refunding Bonds	2015A	\$ 29,105,000	07/01/2016-07/01/2034	3.000% - 5.000%
Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Refunding Bonds	2015A	\$ 213,885,000	07/01/2016-07/01/2026	4.000% - 5.000%
Full Faith and Credit, State Board of Education Public Education Outlay Refunding Bonds	2015 Series E	\$ 306,645,000	06/01/2017-06/01/2036	3.000% - 5.000%
Full Faith and Credit, State Board of Education Public Education Outlay Refunding Bonds	2015 Series F	\$ 233,135,000	06/01/2017-06/01/2036	3.000% - 5.000%
Department of Environmental Protection, Everglades Restoration Revenue Bonds	2015A	\$ 46,740,000	07/01/2016-07/01/2035	3.000% - 5.000%
Department of Environmental Protection, Florida Forever Revenue Refunding Bonds	2015A	\$ 78,725,000	07/01/2017-07/01/2026	5.000%
Business-type Activities:				
Department of Transportation, Turnpike Revenue Bonds	2015A	\$ 241,480,000	07/01/2016-07/01/2045	2.000% - 5.000%
Department of Transportation, Turnpike Revenue Refunding Bonds	2015B	\$ 195,875,000	07/01/2017-07/01/2036	3.000% - 5.000%
Department of Transportation, Turnpike Revenue Refunding Bonds	2016A	\$ 173,385,000	07/01/2017-07/01/2036	3.000% - 5.000%

B. Federally Assisted Grant Programs

Component units – On November 20, 2015, the University of Florida (University) reached a settlement with the Federal Government for \$19,875,000, which closes an investigation of the University by the Department of Health and Human Services and the Department of Justice related to deficiencies in the University's research accounting systems from 2005 through 2010. These deficiencies have since been remedied with significant upgrades in systems and procedures. The University paid the settlement on November 25, 2015, from non-State funds.

C. Other

On October 20, 2015, the Department of Revenue reached a \$3.5 million settlement with taxpayers in the Rooms to Go Entities refund petitions.

**OTHER REQUIRED
SUPPLEMENTARY
INFORMATION**

2015 STATE OF FLORIDA CAFR

**BUDGETARY COMPARISON SCHEDULES
GENERAL AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	General Fund			
	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Fund Balances, July 1, 2014	\$ 4,045,692	\$ 4,045,692	\$ 4,045,692	\$
Reversions	77,496	77,496	77,496	.....
Fund Balances, July 1, 2014, restated	4,123,188	4,123,188	4,123,188	.....
REVENUES				
Fees and charges	1,277,223	1,218,423	1,328,821	110,398
Licenses	842,509	851,309	455,419	(395,890)
Taxes	29,866,722	30,442,522	31,120,982	678,460
Miscellaneous	4,247	4,247	5,052	805
Interest	82,895	110,695	117,457	6,762
Grants	19,797	19,797	20,944	1,147
Refunds	6,409	6,409	287,317	280,908
Transfers and distributions	2,928,551	2,804,751	2,882,202	77,451
Other	352,353	346,653	369,513	22,860
Total Revenues	35,380,706	35,804,806	36,587,707	782,901
Total Available Resources	39,503,894	39,927,994	40,710,895	782,901
EXPENDITURES				
Operating expenditures:				
Salaries and benefits	3,573,930	3,737,895	3,686,005	51,890
Other personal services	49,644	69,252	64,380	4,872
Expenses	329,527	382,980	372,638	10,342
Grants and aids	13,551,408	13,570,183	13,569,737	446
Operating capital outlay	12,294	19,338	17,839	1,499
Food products	58,086	60,168	60,140	28
Fixed capital outlay	46,784	46,784	46,784	.....
Lump sum	317,966	14,361	14,361	.....
Special categories	10,089,898	10,037,223	9,879,975	157,248
Financial assistance payments	244,369	249,169	242,267	6,902
Continuing Appropriations	.....	197,312	197,312	.....
Grants/aids to local governments	92,904	92,904	92,904	.....
Data processing services	42,511	46,487	46,156	331
Pensions and benefits	3,458	3,358	984	2,374
Claim bills and relief acts	.....	1,045	1,045	.....
Total Operating Expenditures	28,412,779	28,528,459	28,292,527	235,932
Nonoperating expenditures:				
Transfers	5,479,476	5,479,476	5,479,476	.....
Refunds	25,285	401,160	401,160	.....
Other	2,031,520	2,031,520	2,031,520	.....
Total Nonoperating Expenditures	7,536,281	7,912,156	7,912,156	.....
Total Expenditures	35,949,060	36,440,615	36,204,683	235,932
Fund Balances, June 30, 2015	\$ 3,554,834	\$ 3,487,379	\$ 4,506,212	\$ 1,018,833

The notes to required supplementary information are an integral part of this schedule.

2015 STATE OF FLORIDA CAFR

**BUDGETARY COMPARISON SCHEDULES
GENERAL AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	Environment, Recreation and Conservation			
	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Fund Balances, July 1, 2014	\$ 1,413,461	\$ 1,413,461	\$ 1,413,461	\$
Reversions	2,393	2,393	2,393	.....
Fund Balances, July 1, 2014, restated	1,415,854	1,415,854	1,415,854	.....
REVENUES				
Fees and charges	199,016	220,529	220,903	374
Licenses	36,666	47,446	49,346	1,900
Taxes	1,849	284,270	281,373	(2,897)
Miscellaneous	140	3,541	3,497	(44)
Interest	14,147	46,249	22,289	(23,960)
Grants	238,002	225,324	233,092	7,768
Refunds	155	10,490	13,878	3,388
Bond proceeds	50,150	.....	.....	.....
Transfers and distributions	1,044,712	1,077,928	1,130,500	52,572
Other	135,127	4,765	176,429	171,664
Total Revenues	1,719,964	1,920,542	2,131,307	210,765
Total Available Resources	3,135,818	3,336,396	3,547,161	210,765
EXPENDITURES				
Operating expenditures:				
Salaries and benefits	244,717	244,595	229,762	14,833
Other personal services	25,567	25,678	21,503	4,175
Expenses	47,971	48,074	42,983	5,091
Grants and aids	8,761	8,761	8,696	65
Operating capital outlay	1,640	1,998	1,481	517
Fixed capital outlay	344,289	344,289	344,289	.....
Special categories	286,774	294,689	245,557	49,132
Grants/aids to local governments	331,045	331,045	331,045	.....
Data processing services	603	783	783	.....
Total Operating Expenditures	1,291,367	1,299,912	1,226,099	73,813
Nonoperating expenditures:				
Transfers	287,691	287,691	287,691	.....
Qualified expenditures	1,200	.....	.....	.....
Refunds	40,746	19,125	19,125	.....
Other	335,183	335,183	335,183	.....
Total Nonoperating Expenditures	664,820	641,999	641,999	.....
Total Expenditures	1,956,187	1,941,911	1,868,098	73,813
Fund Balances, June 30, 2015	\$ 1,179,631	\$ 1,394,485	\$ 1,679,063	\$ 284,578

The notes to required supplementary information are an integral part of this schedule.

2015 STATE OF FLORIDA CAFR

**BUDGETARY COMPARISON SCHEDULES
GENERAL AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	Public Education			
	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Fund Balances, July 1, 2014	\$ 643,421	\$ 643,421	\$ 643,421	\$
Reversions	37,469	37,469	37,469	.....
Fund Balances, July 1, 2014, restated	680,890	680,890	680,890	.....
REVENUES				
Fees and charges	1,924,647	56,617	56,782	165
Licenses	977	1,065	1,065	.....
Taxes	764,690	632,487	630,219	(2,268)
Miscellaneous	33,204	4	4	.....
Interest	13,616	33,526	32,085	(1,441)
Grants	2,291,545	2,213,939	2,219,169	5,230
Refunds	1,713	1,868	1,877	9
Transfers and distributions	3,292,625	3,228,314	3,228,314	.....
Other	407	134,038	244,566	110,528
Total Revenues	8,323,424	6,301,858	6,414,081	112,223
Total Available Resources	9,004,314	6,982,748	7,094,971	112,223
EXPENDITURES				
Operating expenditures:				
Salaries and benefits	38,738	39,020	35,276	3,744
Other personal services	1,119	919	303	616
Expenses	8,614	8,389	5,359	3,030
Grants and aids	4,850,847	2,991,711	2,976,105	15,606
Operating capital outlay	951	966	211	755
Fixed capital outlay	1,849,170	1,673,203	1,673,203	.....
Special categories	925,957	1,052,028	1,052,028	.....
Financial assistance payments	65,165	65,165	65,042	123
Payments to U.S. Treasury	970	86	86	.....
Data processing services	11,574	13,107	7,662	5,445
Total Operating Expenditures	7,753,105	5,844,594	5,815,275	29,319
Nonoperating expenditures:				
Transfers	723,368	471,589	471,589	.....
Refunds	9,616	266	266	.....
Other	172,130	2,129	2,129	.....
Total Nonoperating Expenditures	905,114	473,984	473,984	.....
Total Expenditures	8,658,219	6,318,578	6,289,259	29,319
Fund Balances, June 30, 2015	\$ 346,095	\$ 664,170	\$ 805,712	\$ 141,542

The notes to required supplementary information are an integral part of this schedule.

2015 STATE OF FLORIDA CAFR

**BUDGETARY COMPARISON SCHEDULES
GENERAL AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	Health and Family Services			
	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Fund Balances, July 1, 2014	\$ 1,500,735	\$ 1,500,735	\$ 1,500,735	\$
Reversions	548,234	548,234	548,234	.....
Fund Balances, July 1, 2014, restated	2,048,969	2,048,969	2,048,969	.....
REVENUES				
Fees and charges	1,755,538	1,668,342	1,580,112	(88,230)
Licenses	21,335	20,818	21,507	689
Taxes	1,013,321	1,013,321	290,115	(723,206)
Miscellaneous	3	3	.....	(3)
Interest	3,738	3,687	3,930	243
Grants	17,878,467	17,306,180	16,993,666	(312,514)
Refunds	1,297,081	1,278,873	1,635,478	356,605
Transfers and distributions	2,129,864	1,809,628	2,041,759	232,131
Other	42,273	38,731	40,989	2,258
Total Revenues	24,141,620	23,139,583	22,607,556	(532,027)
Total Available Resources	26,190,589	25,188,552	24,656,525	(532,027)
EXPENDITURES				
Operating expenditures:				
Salaries and benefits	1,320,075	1,322,340	1,218,072	104,268
Other personal services	125,448	126,725	102,798	23,927
Expenses	287,561	286,217	237,521	48,696
Grants and aids	47,092	47,092	34,586	12,506
Operating capital outlay	17,560	17,300	11,840	5,460
Food products	1,281	1,281	1,264	17
Fixed capital outlay	1,731	1,731	1,731	.....
Lump sum	18,492	.....	.....	.....
Special categories	21,343,677	21,467,449	20,565,680	901,769
Financial assistance payments	56,294	64,892	59,366	5,526
Grants/aids to local governments	6,733	6,733	6,733	.....
Data processing services	22,401	21,903	21,898	5
Claim bills and relief acts	2,650	2,650	2,650	.....
Total Operating Expenditures	23,250,995	23,366,313	22,264,139	1,102,174
Nonoperating expenditures:				
Continuing Appropriations	.....	28,032	28,032	.....
Transfers	884,046	1,086,427	1,086,427	.....
Refunds	11,500	6,435	6,435	.....
Other	11,959	91,087	91,087	.....
Total Nonoperating Expenditures	907,505	1,211,981	1,211,981	.....
Total Expenditures	24,158,500	24,578,294	23,476,120	1,102,174
Fund Balances, June 30, 2015	\$ 2,032,089	\$ 610,258	\$ 1,180,405	\$ 570,147

The notes to required supplementary information are an integral part of this schedule.

2015 STATE OF FLORIDA CAFR

**BUDGETARY COMPARISON SCHEDULES
GENERAL AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	Transportation			
	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Fund Balances, July 1, 2014	\$ 303,832	\$ 303,832	\$ 303,832	\$
Reversions	3,992	3,992	3,992	.....
Fund Balances, July 1, 2014, restated	307,824	307,824	307,824	.....
REVENUES				
Fees and charges	168,000	183,359	168,000	(15,359)
Taxes	2,546,491	2,512,822	2,546,491	33,669
Miscellaneous	241,548	.....	.....	.....
Interest	1,183	.....	1,760	1,760
Refunds	13,636	.....	13,635	13,635
Transfers and distributions	361,421	362,603	361,663	(940)
Other	19,223	22,202	22,291	89
Total Revenues	3,351,502	3,080,986	3,113,840	32,854
Total Available Resources	3,659,326	3,388,810	3,421,664	32,854
EXPENDITURES				
Operating expenditures:				
Salaries and benefits	.....	4,028	3,580	448
Other personal services	.....	49	34	15
Expenses	.....	1,073	704	369
Operating capital outlay	.....	15	4	11
Fixed capital outlay	294,035	294,035	294,035	.....
Special categories	(270)	64,652	64,065	587
Total Operating Expenditures	293,765	363,852	362,422	1,430
Nonoperating expenditures:				
Transfers	19,137	19,137	19,137	.....
Refunds	61,047	61,047	61,047	.....
Other	2,648,214	2,648,214	2,648,214	.....
Total Nonoperating Expenditures	2,728,398	2,728,398	2,728,398	.....
Total Expenditures	3,022,163	3,092,250	3,090,820	1,430
Fund Balances, June 30, 2015	\$ 637,163	\$ 296,560	\$ 330,844	\$ 34,284

The notes to required supplementary information are an integral part of this schedule.

2015 STATE OF FLORIDA CAFR

**BUDGET TO GAAP RECONCILIATION
GENERAL FUND AND MAJOR SPECIAL REVENUE FUNDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2015
(in thousands)**

	General Fund	Environment, Recreation and Conservation	Public Education	Health and Family Services	Transportation
Budgetary basis fund balances	\$ 4,506,212	\$ 1,679,063	\$ 805,712	\$ 1,180,405	\$ 330,844
Items not included in budgetary basis fund balances:					
Security lending investments within the State Treasury	870,478	93,215	61,293	8,019	106,269
Fair value adjustments to investments within the State Treasury	12,172	1,875	1,233	161	2,138
Special investments within the State Treasury	29,986	.....	.....	37,299	.....
Non-State Treasury cash and investments	887,339	1,698	.....	61,083	938,496
Other GAAP basis fund balances not included in budgetary basis fund balances	.....	.....	.....	.....	644,761
Adjusted budgetary basis fund balances	6,306,187	1,775,851	868,238	1,286,967	2,022,508
Adjustments (basis differences):					
Net receivables/(payables) not carried forward	656,786	1,213,798	85,655	546,832	764,409
Net deferred outflows/(inflows) of resources	(226,960)	(922)	.....	(559,604)	(712,366)
Inventories, prepaid items and deferred charges	8,023	411	.....	12,867	9,195
Encumbrances	164,576	5,538	106,699	52,023	38,109
GAAP basis fund balances	\$ 6,908,612	\$ 2,994,676	\$ 1,060,592	\$ 1,339,085	\$ 2,121,855

The notes to required supplementary information are an integral part of this schedule.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

BUDGETARY REPORTING

Budget Process

Chapter 216, Florida Statutes (F.S.), promulgates the process used to develop the budget for the State of Florida. Each year, the head of each state agency and the Chief Justice of the Supreme Court for the Judicial Branch submit a final annual legislative budget request to the Governor and Legislature by October 15 as required in Section 216.023(1), F.S. Then, at least 30 days before the scheduled annual legislative session in each year, the Governor, as Chief Budget Officer, submits his recommended budget to each legislator.

The Governor also provides estimates of revenues sufficient to fund the recommended appropriations. Revenue estimates for the General Fund and selected trust funds are made by the Revenue Estimating Conference. This group includes members of the Executive and Legislative branches with forecasting experience who develop official information regarding anticipated state and local government revenues as needed for the state budgeting process. Revenue estimates for trust funds not projected by the Revenue Estimating Conference (consisting mainly of special revenue funds) are provided by state agencies. These estimates may be revised during the course of the Legislature's consideration and adoption of a final budget. These estimates, together with known available cash balances, are further considered by the Governor and the Chief Justice of the Florida Supreme Court during the preparation of annual release (spending) plans. Further adjustments to the original budget's trust fund revenue estimates may be made to conform agency revenue estimates to actual and projected revenue streams.

The Governor's recommended budget is considered and amended by the Legislature and a final appropriations bill is then approved by the Legislature (subject to the line-item veto power of the Governor and override authority of the Legislature); this bill then becomes the General Appropriations Act. The Governor and the Chief Justice of the Supreme Court may, under certain conditions and subject to the review and objection procedures set forth in Section 216.177, F.S., establish appropriations and corresponding releases for amounts not appropriated by the Legislature to agencies and the Judicial Branch, respectively. This includes appropriations for non-operating disbursements, such as the purchase of investments and the transfer of money between state funds.

If circumstances warrant, the head of a department or the Chief Justice of the Supreme Court may transfer appropriations (other than fixed capital outlay appropriations) but only to the extent of 5 percent of the original appropriation or \$250,000, whichever is greater, or within certain programs and between identical funding sources and specific appropriation categories. Transfers of general revenue appropriations in excess of 5 percent or \$250,000, whichever is greater, or for fixed capital outlay, or for transfers of general revenue appropriations not allowed within the departments' program flexibility may be approved by the Legislative Budget Commission. The Governor and the Chief Justice of the Supreme Court may approve changes of expenditure authority within any trust fund for agencies and the Judicial Branch, respectively, if the changes are less than \$1 million. The Legislative Budget Commission may approve trust fund changes in excess of \$1 million. At the end of the fiscal year, any balance of an operating appropriation which has not been disbursed but is expended (recorded as a payable) or contracted to be expended (recorded as a reserve for encumbrances in governmental fund types), may be carried forward into the next fiscal year. If these appropriations, however, have not been disbursed by September 30 they will revert pursuant to Section 216.301(1), F.S.

The Chief Financial Officer approves disbursements in accordance with legislative authorizations. The budget is controlled at the account code level, which is defined as an appropriation category (e.g., salaries and benefits), and funded within a budget entity. The Governor and the Chief Financial Officer are responsible for detecting conditions which could lead to a deficit in any agency's funds and reporting that fact to the Legislative Budget Commission and the Chief Justice of the Supreme Court. The Constitution of the State, Article VII, Section 1(d), states, "Provision shall be made by law for raising sufficient revenue to defray the expenses of the state for each fiscal period."

Budgetary Basis of Accounting

The budgetary basis of accounting required by state law differs materially from the basis used to report revenues and expenditures in accordance with generally accepted accounting principles (GAAP). Appropriations are made from funds that are prescribed by law. These legal basis fund types (known as state funds) are the General Revenue Fund, numerous trust funds, and the Budget Stabilization Fund. Certain moneys maintained outside of the State Treasury, known as local funds, are available to agencies for their operations. Because the funds are located in banks outside of the State Treasury, budgetary authority and the disbursement of these funds are not controlled by the Chief Financial Officer. For example, the State Board of Administration operates from such funds.

The state presents budgetary comparison schedules for the General Fund and major special revenue funds as part of the other required supplementary information. In addition, budgetary comparison schedules for non-major special revenue funds which have legally adopted annual budgets are presented with other combining and individual fund statements and schedules.

Budgetary basis revenues are essentially reported on a cash basis and include amounts classified by GAAP as other financing sources. Budgetary basis expenditures include disbursements, except those for prior year carry/certified forwards, plus current year payables and encumbrances which are carried/certified forward into the next fiscal year. They also include amounts classified by GAAP as other financing uses. State law requires prior year payables and encumbrances not carried/certified forward to be paid from the current year budget. The Lump Sum expenditure category presented in the budgetary comparison schedules is used as a budgetary tool to track moneys appropriated to a particular fund until subsequent allocations are made to other expenditure categories.

The presentation of budgetary comparison information for the major governmental fund for transportation excludes the State Transportation Trust Fund within the Department of Transportation because it accounts for projects of a multi-year nature, and comparison of actual annual expenditures to a multi-year appropriated amount is not meaningful. Appropriations are made in total the first year of a project even though they are released and expended over the period of construction for a project.

Budget to GAAP Reconciliation

The budgetary comparison schedules for the General Fund and the major special revenue funds present comparisons of the original budget and final budget with actual revenues and expenditures on a budgetary basis. A budget to GAAP reconciliation is presented following the budgetary comparison schedules because accounting principles for budgetary basis differ significantly from those used to present financial statements in conformity with GAAP.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF PROPORTIONATE SHARE OF THE NET PENSION LIABILITY FLORIDA RETIREMENT SYSTEM LAST 10 FISCAL YEARS (in thousands)

	2014*
Proportion of the net pension liability	17.802202632%
Proportionate share of the net pension liability	\$ 1,086,196
Covered-employee payroll	\$ 4,538,946
Proportionate share of the net pension liability as percentage of covered payroll	23.93%
Plan fiduciary net position as a percentage of the total pension liability	96.09%

Notes to Schedule:

Changes in actuarial assumptions: As of June 30, 2014, the inflation rate assumption was decreased from 3.00% to 2.60%, the real payroll growth assumption was decreased from 1.00% to 0.65%, and the overall payroll growth rate assumption was decreased from 4.00% to 3.25%. The long-term expected rate of return decreased from 7.75% to 7.65%.

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, only one year is shown.

SCHEDULE OF STATE CONTRIBUTIONS TO PENSION PLAN FLORIDA RETIREMENT SYSTEM LAST 10 FISCAL YEARS (in thousands)

	2015*
Statutorily required contributions	\$ 437,921
Contributions recognized by the plan	437,921
Contribution deficiency (excess)	\$ -
Covered-employee payroll	\$ 4,591,628
Contributions recognized by the plan as a percentage of covered-employee payroll	9.54%

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, only one year is shown.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF PROPORTIONATE SHARE OF THE NET PENSION LIABILITY
 RETIREE HEALTH INSURANCE SUBSIDY PROGRAM
 LAST 10 FISCAL YEARS
 (in thousands)

	2014*
Proportion of the net pension liability	15.286183318%
Proportionate share of the net pension liability	\$ 1,429,295
Covered-employee payroll	\$ 4,534,435
Proportionate share of the net pension liability as percentage of covered payroll	31.52%
Plan fiduciary net position as a percentage of the total pension liability	0.99%

Notes to Schedule:

Changes in actuarial assumptions: The municipal rate used to determine total pension liability decreased from 4.63% to 4.29%

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, only one year is shown.

SCHEDULE OF STATE CONTRIBUTIONS TO PENSION PLAN
 RETIREE HEALTH INSURANCE SUBSIDY PROGRAM
 LAST 10 FISCAL YEARS
 (in thousands)

	2015*
Statutorily required contributions	\$ 57,891
Contributions recognized by the plan	57,891
Contribution deficiency (excess)	\$ -
Covered-employee payroll	\$ 4,588,003
Contributions recognized by the plan as a percentage of covered-employee payroll	1.26%

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, only one year is shown.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
 FLORIDA NATIONAL GUARD SUPPLEMENTAL RETIREMENT BENEFIT PLAN
 LAST 10 FISCAL YEARS*
 (in thousands)

	2015	2014
<u>Total Pension Liability</u>		
Service cost	\$ 7,161	\$ 5,979
Interest on total pension liability	19,164	18,852
Effect of plan changes	0	0
Effect of economic/demographic (gains) or losses	0	0
Effects of assumption changes or inputs	46,330	27,926
Benefit payments	(14,423)	(14,366)
Net changes in total pension liability	58,232	38,391
Total pension liability, beginning	446,683	408,292
Total pension liability ending	<u>504,915</u>	<u>446,683</u>
<u>Fiduciary Net Position</u>		
Employer contributions	\$ 14,495	\$ 14,366
Member contributions	0	0
Investment income net of investment expenses	0	0
Benefit payments	(14,423)	(14,366)
Administrative expenses	(72)	0
Net change in fiduciary position	0	0
Fiduciary net position-beginning	0	0
Fiduciary net position-ending	<u>0</u>	<u>0</u>
Net pension liability-ending	<u>\$ 504,915</u>	<u>\$ 446,683</u>
Fiduciary net position as a % of the total pension liability	0.00%	0.00%
Covered payroll	\$ 476,278	\$ 466,939
Net pension liability as a % of covered-payroll	106.01%	95.66%

Notes to Schedule:

Changes of assumptions or input: The municipal bond rate used to determine total pension liability decreased from 4.29% to 3.80%.

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, information was not available for a full 10-year presentation.

SCHEDULE OF STATE CONTRIBUTIONS TO PENSION PLAN
 FLORIDA NATIONAL GUARD SUPPLEMENTAL RETIREMENT BENEFIT PLAN
 LAST 10 FISCAL YEARS*
 (in thousands)

	2015	2014
Statutorily required State contribution	\$ 14,495	\$ 14,366
Contributions recognized by the plan	14,495	14,366
Contribution deficiency (excess)	<u>0</u>	<u>0</u>
Covered payroll	\$ 476,278	\$ 466,939
Contributions as a percentage of covered-employee payroll	3.04%	3.08%

* Fiscal year 2015 was the first year of GASB Statement No. 68 implementation; therefore, information was not available for a full 10-year presentation.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

OTHER POSTEMPLOYMENT BENEFITS SCHEDULE OF FUNDING PROGRESS*
(in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (A)	Actuarial Accrued Liability (AAL) Entry Age (B)	Unfunded AAL (UAAL) (B-A)	Funded Ratio (A/B)	Annualized Covered Payroll (C)	UAAL as a Percentage of Covered Payroll ((B-A)/C)
July 1, 2009	\$	\$ 4,831,107	\$ 4,831,107	0.00%	\$ 7,318,965	66.01%
July 1, 2010	4,545,845	4,545,845	0.00%	7,574,317	60.02%
July 1, 2011	6,415,754	6,415,754	0.00%	7,256,798	88.41%
July 1, 2012	6,782,210	6,782,210	0.00%	7,188,525	94.35%
July 1, 2013	7,487,707	7,487,707	0.00%	7,467,560	100.27%
July 1, 2014	6,824,971	6,824,971	0.00%	7,308,275	93.39%

SCHEDULE OF EMPLOYER CONTRIBUTIONS*
(in thousands)

Year Ended 6/30	Annual Required Contribution	Percent Contributed
2010	\$ 336,419	30.87%
2011	313,415	32.87%
2012	455,584	27.07%
2013	452,658	28.50%
2014	541,600	22.34%
2015	489,619	21.48%

* This information relates to the cost-sharing plan as a whole, of which the State of Florida is one participating employer. The State of Florida's participation in both the actuarial accrued liability and the annual required contribution is approximately 77%.

OTHER REQUIRED SUPPLEMENTARY INFORMATION

INFORMATION ABOUT INFRASTRUCTURE ASSETS REPORTED USING THE MODIFIED APPROACH

Pursuant to GASB Statement No. 34, Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments, the state has adopted an alternative process to record depreciation expense on selected infrastructure assets. Under this alternative method, referred to as the modified approach, the state expenses certain maintenance and preservation costs and does not report depreciation expense. Assets accounted for under the modified approach include approximately 12,117 centerline miles of roads and 6,923 bridges that the state is responsible for maintaining.

In order 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.

Condition and Maintenance Programs

Resurfacing Program: Road pavements require periodic resurfacing. The frequency of resurfacing depends on the volume of traffic, type of traffic, pavement material variability, and weather conditions. Resurfacing preserves the structural integrity of highway pavements and includes pavement resurfacing, pavement rehabilitation, and minor reconstruction.

The Florida Department of Transportation (FDOT) conducts an annual Pavement Condition Survey. Pavements are rated on a scale of 0 to 10 (with 10 being the best) in each of three criteria: ride smoothness, pavement cracking, and wheel path rutting. Ride smoothness is what the motorist experiences. It directly affects motor vehicle operation costs. Pavement cracking refers to the structural deterioration of the pavement, which leads to loss of smoothness and deterioration of the road base by water seepage if not corrected. Wheel path rutting refers to depressions in pavement caused by heavy use. Ride smoothness and wheel path rutting are measured mechanically using lasers. Pavement cracking is determined through visual observation by experienced survey crews.

The condition rating scales were set by a statewide committee of pavement engineers, so that a pavement segment receiving a rating of six or less in any of the three rating criteria is designated a deficient pavement segment. In low-speed areas, the ride rating must drop to five or less before a pavement segment is considered deficient due to ride.

The FDOT standard is to ensure that 80% of the pavement on the State Highway System remains non-deficient.

Bridge Repair/Replacement Program: The FDOT Bridge Repair Program places primary emphasis on periodic maintenance and specified rehabilitation work activities on State Highway System bridge structures. The FDOT Bridge Replacement Program’s primary focus is on the replacement of structurally deficient or weight restricted bridges on the State Highway System. In addition, the Bridge Replacement Program addresses bridges that require structural repair but which are more cost effective to replace.

The FDOT conducts bridge condition surveys using the National Bridge Inspection (NBI) Standards to determine condition ratings. Each bridge is inspected at least once every two years. During the inspection process, the major components such as deck, superstructure, and substructure are assigned a condition rating. The condition rating ranges from 0 to 9. By FDOT policy, a rating of 8 to 9 is excellent. A rating of 6 to 7 is good. A rating of 5 indicates fair condition. A rating of 4 or less identifies bridges in poor condition requiring major repairs or replacement per FDOT policy. A rating of 2 indicates a critical bridge condition, and a rating of 1 indicates imminent bridge failure and is used for a bridge that is closed, but with corrective action may be put back into light service. A rating of 0 indicates that the bridge is out of service and beyond corrective action. Per FDOT policy, bridges rated fair or poor do not meet performance standards.

The FDOT standard is to ensure that 90% of all department maintained bridges do not need major repairs or replacement.

Routine Maintenance Program: The FDOT is responsible for managing and performing routine maintenance on the State Highway System to help preserve the condition of the system. Routine maintenance includes many activities, such as: highway

repair, roadside upkeep, emergency response, maintaining signs, roadway striping, and keeping storm drains clear and structurally sound.

The quality and effectiveness of the routine maintenance program is monitored by periodic surveys, using the Maintenance Rating Program (MRP), which results in an annual assessment. The MRP has been used since 1985 to evaluate routine maintenance of the transportation system in five broad categories or elements. The five rating elements are roadway, roadside, vegetation/aesthetics, traffic services, and drainage. The MRP provides a maintenance rating of 1 to 100 for each category and overall.

The FDOT standard is to achieve and maintain an overall maintenance rating of 80.

Condition Rating for the State Highway System

Percentage of pavement meeting FDOT standards

<u>2015</u>	<u>2014</u>	<u>2013</u>
92%	93%	92%

Percentage of bridges meeting FDOT standards

<u>2015</u>	<u>2014</u>	<u>2013</u>
95%	95%	96%

Maintenance Rating

<u>2015</u>	<u>2014</u>	<u>2013</u>
86	86	86

Comparison of Needed-to-Actual Maintenance/Preservation (in millions)

Resurfacing Program

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Needed	\$571.6	\$467.6	\$514.4	\$628.4	\$751.5
Actual	570.6	455.6	521.8	521.4	543.9

Bridge Repair/Replacement Program

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Needed	\$110.4	\$239.4	\$332.8	\$319.0	\$315.7
Actual	111.6	182.6	323.5	340.5	328.8

Routine Maintenance Program

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Needed	\$599.9	\$592.2	\$574.4	\$609.4	\$572.4
Actual	694.6	641.2	636.4	627.3	676.1

The FDOT determines its program needs based on a five-year plan. The needed amounts provided above are for estimated expenses and commitments relating to projects within the plan at the time of the budget request. The nature of a long-term plan is that it is continually changing. Projects are added, deleted, adjusted, or postponed. The differences between the needed and actual amounts above reflect these changes.

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APPENDIX D
FORM OF BOND RESOLUTION

CITY OF ORLANDO, FLORIDA

**STATE SALES TAX PAYMENTS REVENUE
BOND RESOLUTION**

**ADOPTED
AUGUST 15, 2016**

A RESOLUTION OF THE CITY OF ORLANDO, FLORIDA AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$32,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF STATE SALES TAX PAYMENTS REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2016 (THE "2016 BONDS") FOR THE PURPOSE OF REFUNDING ALL OF THE CITY'S OUTSTANDING STATE SALES TAX PAYMENTS REVENUE BONDS, SERIES 2008, AND FINANCING THE COST OF VARIOUS CAPITAL IMPROVEMENTS TO THE AMWAY CENTER; PLEDGING THE PAYMENTS RECEIVED BY THE CITY PURSUANT TO SECTION 212.20(6)(d)6.b., FLORIDA STATUTES, AS A RESULT OF THE CITY OBTAINING CERTIFICATION AS A "FACILITY FOR A NEW PROFESSIONAL SPORTS FRANCHISE" IN ACCORDANCE WITH SECTION 288.1162, FLORIDA STATUTES, TO SECURE PAYMENT THEREOF; PROVIDING FOR THE RIGHTS, SECURITY AND REMEDIES OF THE HOLDERS OF SUCH BONDS; MAKING OTHER COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

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Exhibit A – Project Description

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ORLANDO, FLORIDA:

ARTICLE I

GENERAL

SECTION 1.01. Definitions. When used in this Resolution, the following terms shall have the following meanings, unless the context clearly otherwise requires:

"Act" shall mean the Constitution and laws of the State of Florida, Chapter 166, Part II, Florida Statutes, Sections 159.11, 288.1162 and 212.20, Florida Statutes, the Charter of the Issuer, and other applicable provisions of law.

"Amortization Installment" shall mean an amount designated as such pursuant to Supplemental Resolution of the Issuer and established with respect to any Term Bonds.

"Annual Debt Service" shall mean, with respect to any Bond Year, the aggregate amount of (1) all interest required to be paid on the Outstanding Bonds during such Bond Year, except to the extent that such interest is to be paid from deposits in the Interest Account made from Bond proceeds, (2) all principal of Outstanding Serial Bonds maturing in such Bond Year, and (3) all Amortization Installments designated with respect to such Bond Year.

"Authorized Investments" shall mean any of the following, if and to the extent that the same are at the time legal for investment of funds of the Issuer:

- (1) United States Obligations;
- (2) Direct obligations of the Federal Intermediate Credit Banks, Federal Land Banks, Federal Farm Credit System, Federal Home Loan Banks or Banks for Cooperatives;
- (3) Certificates of deposit or other interest-bearing obligations of any bank, savings and loan association or trust company (including any depository institutions) authorized to engage in the banking business, either fully insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation or fully collateralized by obligations described in (1) or (2) above having a fair market value (determined at least quarterly) equal to the principal amount of such certificates of deposit or other interest-bearing obligations;
- (4) Repurchase agreements with any authorized depository or primary reporting government dealer, in each case having a capital and surplus or net capital of not less than \$100,000,000, and having senior debt obligations rated at least "A" by at least one Rating Agency, secured by collateral of the type and in the amount described in (3) above;

(5) General obligation or full faith and credit bonds, notes or obligations of any state or any municipality or political subdivision of any state, or any revenue bonds, notes or obligations of any such entities, or any agency or authority thereof, if such obligations are rated by at least one Rating Agency in either of the two highest classifications approved by the Comptroller of the Currency for the investment of funds of national banks; and

(6) Any other obligations in which surplus municipal funds may be invested under the laws of the State, or any ordinance of the Issuer authorized thereunder, including, without limitation, units of participation in the Local Government Surplus Funds Trust Fund established pursuant to Part IV, Chapter 218, Florida Statutes, or any similar common trust fund which is established pursuant to State law as a legal depository of public moneys.

"Authorized Issuer Officer" shall mean the Mayor or Chief Financial Officer of the Issuer, or his or her designee, and any other person authorized by resolution of the Issuer to perform the act or sign the document with respect to which such term is used.

"Bond Amortization Account" shall mean the separate account in the Debt Service Fund so designated and established pursuant to Section 4.04 hereof.

"Bond Counsel" shall mean Bryant Miller Olive P.A., or any attorney at law or firm of attorneys, of nationally recognized standing in matters pertaining to obligations issued by states and political subdivisions, and duly admitted to practice law before the highest court of any state of the United States of America selected by the Issuer.

"Bond Year" shall mean the annual period commencing on July 1 of each year and continuing through the next June 30, or such other period as shall be determined by the Certificate of an Authorized Issuer Officer.

"Bondholder" or "Holder" or "holder" or any similar term, when used with reference to a Bond or Bonds, shall mean any person who shall be the registered owner of any Outstanding Bond or Bonds as provided in the registration books of the Issuer.

"Bonds" shall mean the City of Orlando, Florida State Sales Tax Payments Refunding and Improvement Revenue Bonds, Series 2016, together with any refunding bonds issued pursuant to Section 5.01 hereof.

"2008 Bonds" shall mean the City of Orlando, Florida State Sales Tax Payments Revenue Bonds, Series 2008.

"2007 Certification" shall mean the certification by the Department of Commerce of the State of Florida of the Issuer as a facility for a new professional sports franchise pursuant to Section 288.1162, Florida Statutes.

"Charter" shall mean the municipal charter of the Issuer, as amended from time to time.

"Chief Financial Officer" means the Chief Financial Officer of the Issuer.

"City Clerk" shall mean the City Clerk or any Deputy City Clerk of the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, or any applicable corresponding provisions of any future laws of the United States of America relating to federal income taxation, and except as otherwise provided herein or required by the context hereof, includes interpretations thereof contained or set forth in the applicable regulations of the Department of Treasury (including applicable final, temporary or proposed regulations), the applicable rulings of the Internal Revenue Service (including published Revenue Rulings and private letter rulings) and applicable court decisions.

"Construction Fund" shall mean the fund so designated and established pursuant to Section 4.03 hereof.

"Cost" when used in connection with the Project, shall, to the extent permitted by the Act, mean (1) the Issuer's cost of physical construction; (2) costs of acquisition by or for the Issuer of the Project; (3) costs of land and interests therein and the cost of the Issuer incidental to such acquisition; (4) the cost of any indemnity and surety bonds and premiums for insurance during construction; (5) engineering, legal and other consultant fees and expenses; (6) costs and expenses of the financing, including fees and expenses of any Paying Agent, Registrar or depository and any rebate as described in Section 5.06 hereof; (7) costs of machinery or equipment required by the Issuer for the operation of the Project; (8) other costs or expenses which may be funded from proceeds of the Bonds pursuant to the Act; and (9) any other costs properly attributable to such construction, acquisition, improvement, reconstruction or renovation of the Project, as determined by generally accepted accounting principles and shall include reimbursement to the Issuer for any such items of Cost heretofore paid by the Issuer.

"Debt Service Fund" shall mean the fund so designated and established pursuant to Section 4.04 hereof.

"Event of Default" shall mean any Event of Default specified in Section 6.01 of this Resolution.

"Fitch" shall mean Fitch Ratings and any assigns or successors.

"Governing Body" shall mean the City Council of the City of Orlando, Florida, or successor in function.

"Insurance Policy" or "Insurance Policies" shall mean any policy of bond insurance, letter of credit, guarantee, or other similar form of credit enhancement issued by an Insurer and insuring or guaranteeing the payment when due of all or any portion of the principal of and

interest on any Series of Bonds. All references in this Resolution to the Insurance Policy or Insurance Policies shall be of no force and effect (i) if there is a default in the performance of any obligations thereunder by the applicable Insurer, or (ii) at such time as there are no Bonds Outstanding with respect to which an Insurer has issued an Insurance Policy or Insurance Policies.

"Insurer" shall mean the issuer or issuers of any Insurance Policy or any successor corporation that assumes the obligations of the issuer of such Insurance Policy. All references in this Resolution to the Insurer and/or an Insurance Policy shall be of no force and effect to a particular Series of Bonds if such Bonds are not insured, and/or at such time as there are no Bonds Outstanding with respect to which an Insurer has issued an Insurance Policy.

"Interest Account" shall mean the separate account in the Debt Service Fund so designated and established pursuant to Section 4.04 hereof.

"Interest Date" or "interest payment date" shall be each February 1 and August 1, except as otherwise provided by Supplemental Resolution.

"Issuer" shall mean the City of Orlando, Florida.

"Maximum Annual Debt Service" shall mean the largest amount of Annual Debt Service for any Bond Year in which Bonds shall be Outstanding, excluding all Bond Years which shall have ended prior to the Bond Year in which Maximum Annual Debt Service shall be computed.

"Mayor" shall mean the Mayor or Mayor Pro Tem of the Issuer, and such other person as may be duly authorized to act on the Mayor's behalf.

"Moody's" shall mean Moody's Investors Service, and any assigns or successors thereto.

"Outstanding" when used with reference to Bonds and as of any particular date, shall describe all Bonds theretofore and thereupon being authenticated and delivered except, (1) any Bond in lieu of which another Bond or other Bonds have been issued under an agreement to replace lost, mutilated or destroyed Bonds, (2) any Bond surrendered by the Holder thereof in exchange for another Bond or other Bonds under Sections 2.05 and 2.07 hereof, (3) Bonds deemed to have been paid pursuant to Section 8.01 hereof, and (4) Bonds canceled after purchase in the open market or because of payment at or redemption prior to maturity.

"Paying Agent" shall mean any paying agent for Bonds appointed by or pursuant to a Supplemental Resolution and its successors or assigns, and any other Person which may at any time be substituted in its place pursuant to this Resolution.

"Person" shall mean an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization or governmental entity.

"Pledged Funds" shall mean (1) State Sales Tax Payments Revenue, and (2) until applied in accordance with the provisions of this Resolution, all moneys, including investments thereof, in the funds and accounts established hereunder, with the exception of the Rebate Fund.

"Prerefunded Obligations" shall mean any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (1) which are (A) not callable prior to maturity or (B) as to which irrevocable instructions have been given to the fiduciary for such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates specified in such instructions, (2) which are fully secured as to principal, redemption premium, if any, and interest by a fund held by a fiduciary consisting only of cash or United States Obligations, secured in the manner set forth in Section 8.01 hereof, which fund may be applied only to the payment of such principal of, redemption premium, if any, and interest on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as the case may be, (3) as to which the principal of and interest on the United States Obligations, which have been deposited in such fund along with any cash on deposit in such fund are sufficient, as verified by a nationally recognized verification agent, to pay principal of, redemption premium, if any, and interest on the bonds or other obligations on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in clause (1) above and are not available to satisfy any other claims, including those against the fiduciary holding the same, and (4) which are rated in the highest rating category (without regard to gradations, such as "plus" or "minus" of such categories) of one of the Rating Agencies.

"Principal Account" shall mean the separate account in the Debt Service Fund so designated and established pursuant to Section 4.04 hereof.

"Project" shall mean the events center currently known as the Amway Center, located in Orlando, Florida.

"Rating Agencies" means Fitch, Moody's and S&P.

"Rebate Amount" means the excess of the future value, as of a computation date, of all receipts on nonpurpose investments (as defined in Section 1.148-1(b) of the Income Tax Regulations) over the future value, as of that date, of all payments on nonpurpose investments, all as provided by regulations under the Code implementing Section 148 thereof.

"Rebate Fund" shall mean the fund so designated and established pursuant to Section 4.04 hereof.

"Rebate Year" shall mean, with respect to a particular Series of Bonds issued hereunder, a one-year period (or shorter period from the date of issue) that ends at the close of business on the day in the calendar year selected by the Issuer as the last day of a Rebate Year. The final

Rebate Year with respect to a particular Series of Bonds issued hereunder, however, shall end on the date of final maturity of that Series of Bonds.

"Redemption Price" shall mean, with respect to any Bond or portion thereof, the principal amount or portion thereof, plus the applicable premium, if any, payable upon redemption thereof pursuant to such Bond or this Resolution.

"Refunded Bonds" shall mean all of the Issuer's Outstanding State Sales Tax Payments Revenue Bonds, Series 2008.

"Refunding Securities" shall mean United States Obligations and Prerefunded Obligations.

"Registrar" shall mean any registrar for the Bonds appointed by or pursuant to a Supplemental Resolution and its successors and assigns, and any other Person which may at any time be substituted in its place pursuant to Supplemental Resolution.

"Reserve Account" shall mean the separate account in the Debt Service Fund so designated and established pursuant to Section 4.04 hereof.

"Reserve Account Policy" shall mean any surety bond, irrevocable letter of credit, guaranty or insurance policy, deposited in the Reserve Account in lieu of or in partial substitution for cash on deposit therein pursuant to Section 4.05(A)(4) hereof.

"Reserve Account Requirement" shall mean with respect to any Series of Bonds issued hereunder, the amount of money, if any, or the available amount under a Reserve Account Policy, if any, or a combination thereof, required by a Supplemental Resolution or otherwise designated by the Issuer prior to the issuance of such Series of Bonds to be maintained in a subaccount in the Reserve Account with respect to such Series of Bonds, which amount may be zero.

"Resolution" shall mean this Resolution, as the same may from time to time be amended, modified or supplemented by Supplemental Resolution.

"Revenue Fund" shall mean the fund so designated and established pursuant to Section 4.04 hereof.

"S&P" shall mean Standard & Poor's Ratings Services, and any assigns and successors thereto.

"Serial Bonds" shall mean Bonds other than Term Bonds.

"Series" shall mean all the Bonds delivered on original issuance in a simultaneous transaction and identified pursuant to a Supplemental Resolution authorizing the issuance by

the Issuer of such Bonds as a separate Series, regardless of variations in maturity, interest rate, Amortization Installments or other provisions.

"State" shall mean the State of Florida.

"State Sales Tax Payments Revenue" shall mean distributions received by the Issuer from the State pursuant to Section 212.20(6)(d)6.b., Florida Statutes, as a result of the Issuer obtaining certification as a "facility for a new professional sports franchise" pursuant to the 2008 Certification in accordance with Section 288.1162, Florida Statutes.

"Supplemental Resolution" shall mean any resolution of the Issuer amending or supplementing this Resolution adopted and becoming effective in accordance with the terms of Sections 7.01, 7.02 and 7.03 hereof.

"Surplus Account" shall mean the separate account in the Revenue Fund so designated and established pursuant to Section 4.04 hereof.

"Term Bonds" shall mean those Bonds which shall be designated as Term Bonds by Supplemental Resolution of the Issuer and which are subject to mandatory redemption by Amortization Installments.

"United States Obligations" shall mean direct obligations of the United States of America or obligations the payment of the principal of and interest on which when due is unconditionally guaranteed by the United States of America. "United States Obligations" shall also include Treasury Receipts, CATS, STRPS, TIERS, Refcorp interest strips and similar securities and obligations of agencies described in this definition; provided such obligations do not permit redemption prior to maturity at the option of the obligor.

The terms "herein," "hereunder," "hereby," "hereto," "hereof" and any similar terms shall refer to this Resolution; the term "heretofore" shall mean before the date of adoption of this Resolution; and the term "hereafter" shall mean after the date of adoption of this Resolution.

Words importing the masculine gender include every other gender. Words importing the singular number include the plural number, and vice versa.

SECTION 1.02. Authority for Resolution. This Resolution is adopted pursuant to the provisions of the Act.

SECTION 1.03. Resolution to Constitute Contract. In consideration of the purchase and acceptance of any or all of the Bonds by those who shall hold the same from time to time, the provisions of this Resolution shall be a part of the contract of the Issuer with the Holders of the Bonds and shall be deemed to be and shall constitute a contract between the Issuer and the Holders from time to time of the Bonds. The pledge made in this Resolution and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Issuer shall be for the equal benefit, protection and security of the Holders of any and all of said Bonds and

any Insurer. All of the Bonds, regardless of the time or times of their issuance or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to this Resolution.

SECTION 1.04. Findings. It is hereby ascertained, determined and declared:

(A) That the Issuer issued the 2008 Bonds to finance a portion of the costs of the Project.

(B) That the Issuer deems it necessary, desirable and in the best interests of the Issuer and its citizens and to serve a paramount public purpose that the Issuer refund the 2008 Bonds in order to reduce the debt service associated therewith to enable the Issuer to finance the construction of additional capital improvements with respect to the Project and to issue the Bonds authorized hereunder to finance the refunding of the 2008 Bonds and the acquisition and construction of additional capital improvements to the Project.

(C) That the Issuer has received and will continue to receive for at least 360 consecutive months payments (starting with February 2008, the first payment received by the Issuer) in an amount equal to \$166,667 pursuant to Section 212.20(6)(d)6.b., Florida Statutes, as a result of the Issuer obtaining certification as a "facility for a new professional sports franchise" in accordance with Section 288.1162, Florida Statutes and the 2008 Certification.

(D) That, as of the date of issuance of the initial Series of Bonds hereunder, the Pledged Funds will not be pledged or encumbered in any manner, except as provided herein.

(E) That the estimated Pledged Funds will be sufficient to pay the principal of and interest on the Bonds to be issued pursuant to this Resolution, as the same becomes due, and all other payments provided for in this Resolution.

(F) That the principal of and interest on the Bonds and all other payments provided for in this Resolution will be payable from the Pledged Funds and any other amounts described in a Supplemental Resolution; and the ad valorem taxing power of the Issuer will never be necessary or authorized to pay the principal of and interest on the Bonds and, except as otherwise provided herein, the Bonds shall not constitute a lien upon any property of the Issuer.

SECTION 1.05. Authorization of Refunding of the 2008 Bonds. The Issuer does hereby authorize the refunding of the 2008 Bonds and the acquisition and construction of capital improvements to the Project as permitted by the Act.

[End of Article I]

ARTICLE II

AUTHORIZATION, TERMS, EXECUTION AND REGISTRATION OF BONDS

SECTION 2.01. Authorization of Bonds. A Series of Bonds entitled to the benefit, protection and security of this Resolution is hereby authorized in the aggregate principal amount of not exceeding \$32,000,000 for the principal purpose of refunding the 2008 Bonds and financing additional capital improvements to the Project. Such Bonds shall be designated as "City of Orlando, Florida State Sales Tax Payments Refunding and Improvement Revenue Bonds, Series 2016," or as may be otherwise provided by Supplemental Resolution.

The Bonds may be issued in one or more Series, with such further appropriate particular designations added to or incorporated in such title for the Bonds of any particular Series as the Issuer may determine and as may be necessary to distinguish such Bonds from the Bonds of any other Series. Each Bond shall bear upon its face the designation so determined for the Series to which it belongs.

Unless otherwise set forth herein, the Bonds shall be issued for such purpose or purposes; shall bear interest at such rate or rates not exceeding the maximum rate permitted by law; and shall be payable in lawful money of the United States of America on such dates; all as determined by Supplemental Resolution of the Issuer.

Unless otherwise set forth herein, the Bonds shall be issued in denominations of \$5,000 or integral multiples thereof, in such form, whether coupon or registered; shall be dated such date; shall bear such numbers; shall be payable at such place or places; shall contain such redemption provisions; shall have such Paying Agents and Registrars; shall mature in such years and amounts; shall provide that the proceeds thereof be used in such manner; may be Serial Bonds or Term Bonds; all as determined by Supplemental Resolution of the Issuer.

SECTION 2.02. Application of Series 2016 Bond Proceeds and Other Legally Available Funds. Except as otherwise provided by Supplemental Resolution, the proceeds derived from the sale of the Series 2016 Bonds, including accrued interest and premium, if any, together with other legally available funds of the Issuer, shall, simultaneously with the delivery of the Series 2016 Bonds to the purchaser or purchasers thereof, be applied by the Issuer as follows:

(A) Accrued interest, if any, shall be deposited in the Interest Account and shall be used only for the purpose of paying the interest which shall thereafter become due on the Series 2016 Bonds.

(B) A sufficient amount shall be applied to the payment of costs and expenses relating to the issuance of the Series 2016 Bonds.

(C) An amount equal to the Reserve Account Requirement, if any, shall be deposited in the Reserve Account.

(D) A sufficient amount shall be applied to refund the Refunded Bonds.

(E) The remainder of the proceeds of the Series 2016 Bonds shall be deposited in the Construction Fund to be applied to pay Costs of the Project.

SECTION 2.03. Execution of Bonds. The Bonds shall be executed in the name of the Issuer with the manual or facsimile signature of the Mayor and the official seal of the Issuer shall be imprinted thereon, attested by the manual or facsimile signature of the City Clerk. In case any one or more of the officers who shall have signed or sealed any of the Bonds or whose facsimile signature shall appear thereon shall cease to be such officer of the Issuer before the Bonds so signed and sealed have been actually sold and delivered such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Bond may be signed and sealed on behalf of the Issuer by such person who at the actual time of the execution of such Bond shall hold the proper office of the Issuer, although at the date of such Bond such person may not have held such office or may not have been so authorized. The Issuer may adopt and use for such purposes the facsimile signatures of any such persons who shall have held such offices at any time after the date of the adoption of this Resolution, notwithstanding that either or both shall have ceased to hold such office at the time the Bonds shall be actually sold and delivered.

SECTION 2.04. Authentication. No Bond of any Series shall be secured hereunder or be entitled to the benefit hereof or shall be valid or obligatory for any purpose unless there shall be manually endorsed on such Bond a certificate of authentication by the Registrar or such other entity as may be approved by the Issuer for such purpose. Such certificate on any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. The form of such certificate shall be substantially in the form provided in Section 2.09 hereof.

SECTION 2.05. Temporary Bonds. Until the definitive Bonds of any Series are prepared, the Issuer may execute, in the same manner as is provided in Section 2.03 hereof, and deliver, upon authentication by the Registrar pursuant to Section 2.04 hereof, in lieu of definitive Bonds, but subject to the same provisions, limitations and conditions as the definitive Bonds, except as to the denominations thereof, one or more temporary Bonds substantially of the tenor of the definitive Bonds in lieu of which such temporary Bond or Bonds are issued, in denominations authorized by the Issuer by Supplemental Resolution, and with such omissions, insertions and variations as may be appropriate to temporary Bonds. The Issuer, at its own expense, shall prepare and execute definitive Bonds, which shall be authenticated by the Registrar. Upon the surrender of such temporary Bonds for exchange, the Registrar, without charge to the Holder thereof, shall deliver in exchange therefor definitive Bonds, of the same

aggregate principal amount and Series and maturity as the temporary Bonds surrendered. Until so exchanged, the temporary Bonds shall in all respects be entitled to the same benefits and security as definitive Bonds issued pursuant to this Resolution. All temporary Bonds surrendered in exchange for another temporary Bond or Bonds or for a definitive Bond or Bonds shall be forthwith canceled by the Registrar.

SECTION 2.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated, or be destroyed, stolen or lost, the Issuer may, in its discretion, issue and deliver, and the Registrar shall authenticate, a new Bond of like tenor as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond upon surrender and cancellation of such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Holder furnishing the Issuer and the Registrar proof of such Holder's ownership thereof and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer or the Registrar may prescribe and paying such expenses as the Issuer and the Registrar may incur. All Bonds so surrendered or otherwise substituted shall be canceled by the Registrar. If any of the Bonds shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer may pay the same or cause the Bond to be paid, upon being indemnified as aforesaid, and if such Bonds be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Bonds issued pursuant to this Section 2.06 shall constitute original, additional contractual obligations on the part of the Issuer whether or not the lost, stolen or destroyed Bond be at any time found by anyone, and such duplicate Bond shall be entitled to equal and proportionate benefits and rights as to lien on the Pledged Funds to the same extent as all other Bonds issued hereunder.

SECTION 2.07. Transfer. Bonds, upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the Holder thereof or such Holder's attorney duly authorized in writing, may, at the option of the Holder thereof, be exchanged for an equal aggregate principal amount of registered Bonds of the same Series, maturity of any other authorized denominations and type.

The Bonds issued under this Resolution shall be and have all the qualities and incidents of negotiable instruments under the law merchant and the Uniform Commercial Code of the State, subject to the provisions for registration and transfer contained in this Resolution and in the Bonds. So long as any of the Bonds shall remain Outstanding, the Issuer shall maintain and keep, at the office of the Registrar, books for the registration and transfer of the Bonds.

Each Bond shall be transferable only upon the books of the Issuer, at the office of the Registrar, under such reasonable regulations as the Issuer may prescribe, by the Holder thereof in person or by such Holder's attorney duly authorized in writing upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed and guaranteed by the Holder or such Holder's duly authorized attorney. Upon the transfer of any

such Bond, the Issuer shall issue, and cause to be authenticated, in the name of the transferee a new Bond or Bonds of the same aggregate principal amount and Series and maturity as the surrendered Bond. The Issuer, the Registrar and any Paying Agent or fiduciary of the Issuer may deem and treat the Person in whose name any Outstanding Bond shall be registered upon the books of the Issuer as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price, if applicable, and interest on such Bond and for all other purposes, and all such payments so made to any such Holder or upon such Holder's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid and neither the Issuer nor the Registrar nor any Paying Agent or other fiduciary of the Issuer shall be affected by any notice to the contrary.

The Registrar, in any case where it is not also the Paying Agent in respect to any Series of Bonds, forthwith (A) following the fifteenth day prior to an Interest Date for such Series; (B) following the fifteenth day next preceding the date of first mailing of notice of redemption of any Bonds of such Series; and (C) at any other time as reasonably requested by the Paying Agent of such Series, shall certify and furnish to such Paying Agent the names, addresses and holdings of Bondholders and any other relevant information reflected in the registration books. Any Paying Agent of any fully registered Bond shall effect payment of interest on such Bonds by mailing a check or draft to the Holder entitled thereto or may, in lieu thereof, upon the request and at the expense of such Holder, transmit such payment by bank wire transfer for the account of such Holder.

In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the Issuer shall execute and the Registrar shall authenticate and deliver such Bonds in accordance with the provisions of this Resolution. Execution of Bonds pursuant to Section 2.03 hereof for purposes of exchanging, replacing or transferring Bonds may occur at the time of the original delivery of the Series of which such Bonds are a part. All Bonds surrendered in any such exchanges or transfers shall be held by the Registrar in safekeeping until directed by the Issuer to be canceled by the Registrar. For every such exchange or transfer of Bonds, the Issuer or the Registrar may make a charge sufficient to reimburse it for any tax, fee, expense or other governmental charge required to be paid with respect to such exchange or transfer. The Issuer and the Registrar shall not be obligated to make any such exchange or transfer of Bonds of any Series during the fifteen days next preceding an Interest Date on the Bonds of such Series, or, in the case of any proposed redemption of Bonds of such Series, then during the fifteen days next preceding the date of the first mailing of notice of such redemption and continuing until such redemption date.

SECTION 2.08. Full Book-Entry. Notwithstanding the provisions set forth in Section 2.07 hereof, the Bonds shall be initially issued in the form of a separate single certificated fully registered Bond for each of the maturities of the Bonds. Upon initial issuance, the ownership of each such Bond shall be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC").

As long as the Bonds are registered in the name of Cede & Co., all of the Outstanding Bonds shall be registered in the registration books kept by the Registrar in the name of Cede & Co., all payments of principal on the Bonds shall be made by the Paying Agent by check or draft or by bank wire transfer to Cede & Co., as Holder of the Bonds, upon presentation of the Bonds to be paid, to the Paying Agent

With respect to Bonds registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, the Issuer, the Registrar and the Paying Agent shall have no responsibility or obligation to any direct or indirect participant in the DTC book-entry program (the "Participants"). Without limiting the immediately preceding sentence, the Issuer, the Registrar and the Paying Agent shall have no responsibility or obligation with respect to (A) the accuracy of the records of DTC, Cede & Co., or any Participant with respect to any ownership interest on the Bonds, (B) the delivery to any Participant or any other Person, other than a Bondholder, as shown in the registration books kept by the Registrar, of any notice with respect to the Bonds, including any notice of redemption, or (C) the payment to any Participant or any other Person, other than a Bondholder, as shown in the registration books kept by the Registrar, of any amount with respect to principal of, Redemption Price, if any, or interest on the Bonds. The Issuer, the Registrar and the Paying Agent may treat and consider the Person in whose name each Bond is registered in the registration books kept by the Registrar as the Holder and absolute owner of such Bond for the purpose of payment of principal, Redemption Price, if any, and interest with respect to such Bond, for the purpose of giving notices of redemption *and* other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bond, and for all other purposes whatsoever. The Paying Agent shall pay all principal of, Redemption Price, if any, and interest on the Bonds only to or upon the order of the respective Holders, as shown in the registration books kept by the Registrar, or their respective attorneys duly authorized in writing, as provided herein and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to payment of principal of, Redemption Price, if any, and interest on the Bonds to the extent of the sum or sums so paid. No Person other than a Holder, as shown in the registration books kept by the Registrar, shall receive a certificated Bond evidencing the obligation of the Issuer to make payments of principal, Redemption Price, if any, and interest pursuant to the provisions of the Resolution. Upon delivery by DTC to the Issuer of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Resolution with respect to transfers during the 15 days next preceding an Interest Date or first mailing of notice of redemption, the words "Cede & Co." shall refer to such new nominee of DTC; and upon receipt of such notice, the Issuer shall promptly deliver a copy of the same to the Registrar and the Paying Agent.

Upon (A) receipt by the Issuer of written notice from DTC (i) to the effect that a continuation of the requirement that all of the outstanding Bonds be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, is not in the best interest of the beneficial owners of the Bonds or (ii) to the effect that DTC is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of DTC hereunder can be found which is willing and able to undertake such

functions upon reasonable and customary terms, or (B) determination by the Issuer that such book-entry only system is burdensome or undesirable to the Issuer and compliance by the Issuer with all applicable policies and procedures of DTC regarding discontinuing the book-entry only registration system, the Bonds shall no longer be restricted to being registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, but may be registered in whatever name or names Holders shall designate, in accordance with the provisions of the Resolution. In such event, the Issuer shall issue and the Registrar shall authenticate, transfer and exchange the Bonds of like principal amount and maturity, in denominations of \$5,000 or any integral multiple thereof to the Holders thereof. The foregoing notwithstanding, until such time as participation in the book-entry only system is discontinued, the provisions set forth in the Blanket Issuer Letter of Representations previously executed by the Issuer and delivered to DTC shall apply to the payment of principal of, premium, if any, and interest on the Bonds.

SECTION 2.09. Form of Bonds. The text of the Bonds, except as otherwise approved pursuant to a Supplemental Resolution of the Issuer, shall be in substantially the following form with such non-material omissions, insertions and variations as may be necessary and/or desirable and approved by the Mayor prior to the issuance thereof (which necessity and/or desirability and approval shall be presumed by the Issuer's delivery of the Bonds to the purchaser or purchasers thereof):

No. R-____

\$_____

UNITED STATES OF AMERICA
STATE OF FLORIDA
CITY OF ORLANDO, FLORIDA
STATE SALES TAX PAYMENTS
REFUNDING AND IMPROVEMENT REVENUE BONDS,
SERIES _____

Maturity <u>Date</u>	Interest <u>Rate</u>	<u>Dated Date</u>	<u>CUSIP</u>
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Registered Owner: CEDE & CO.

Principal Amount: _____

KNOW ALL MEN BY THESE PRESENTS, that the City of Orlando, Florida, a municipality created and existing under and by virtue of the laws of the State of Florida (the "Issuer"), for value received, hereby promises to pay, solely from the Pledged Funds hereinafter described, to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, the Principal Amount identified above and interest on such Principal Amount from the Date of Original Issue identified above or from the most recent interest payment date to which interest has been paid at the Interest Rate per annum identified above on February and August of each year commencing February 1, 2017, until such Principal Amount shall have been paid, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be or become applicable hereto. Interest on this Bond will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Such Principal Amount and interest and the redemption premium, if any, on this Bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts. Such Principal Amount and the redemption premium, if any, on this Bond, are payable, upon presentation and surrender hereof, at the designated corporate trust office of Wells Fargo Bank, N.A., Jacksonville, Florida, as Paying Agent. Payment of each installment of interest shall be made to the person in whose name this Bond shall be registered on the registration books of the Issuer maintained by Wells Fargo Bank, N.A., Jacksonville, Florida, as Registrar, at the close of business on the date which shall be the fifteenth day (whether or not a business day) of the calendar month next preceding each interest payment date and shall be paid by a check or draft of such Paying Agent mailed to such Registered Owner at the address appearing on such registration books or, at the option of such Paying Agent, and at the request and expense of such Registered Owner, by bank wire transfer for the account of such Holder. In the event

interest payable on this Bond is not punctually paid or duly provided for by the Issuer on such interest payment date, payment of each installment of such defaulted interest shall be made to the person in whose name this Bond shall be registered at the close of business on a special record date for the payment of such defaulted interest as established by notice to such Registered Owner, not less than ten days preceding such special record date.

This Bond is one of an authorized issue of Bonds in the aggregate principal amount of \$_____ (the "Bonds") of like date, tenor and effect, except as to maturity date, interest rate, denomination and number, issued for the purpose of refunding certain outstanding obligations of the Issuer and financing additional capital improvements to the events center known as the Amway Center in Orlando, Florida under the authority of and in full compliance with the Constitution and laws of the State of Florida, particularly Sections 159.11, 288.1162 and 212.20, Florida Statutes, the Charter of the Issuer, and other applicable provisions of law (collectively, the "Act"), and the resolution bearing Documentary No. _____ adopted by the City Council on _____, 20____, as supplemented and amended (collectively, the "Resolution"), and is subject to the terms and conditions of the Resolution.

The Bonds and the interest thereon are payable solely from and secured by a lien upon and a pledge of (1) the State Sales Tax Payments Revenue, and (2) until applied in accordance with the provisions of the Resolution, all moneys, including investments thereof, in the funds and accounts established under the Resolution, with the exception of the Rebate Fund (collectively, the "Pledged Funds").

IT IS EXPRESSLY AGREED BY THE REGISTERED OWNER OF THIS BOND THAT THE FULL FAITH AND CREDIT OF THE ISSUER, THE STATE OF FLORIDA, OR ANY POLITICAL SUBDIVISION THEREOF, ARE NOT PLEDGED TO THE PAYMENT OF THE PRINCIPAL, PREMIUM, IF ANY, AND INTEREST ON THIS BOND AND THAT SUCH OWNER SHALL NEVER HAVE THE RIGHT TO REQUIRE OR COMPEL THE EXERCISE OF ANY TAXING POWER OF THE ISSUER, THE STATE OF FLORIDA, OR ANY POLITICAL SUBDIVISION THEREOF, TO THE PAYMENT OF SUCH PRINCIPAL, REDEMPTION PREMIUM, IF ANY, OR INTEREST. THIS BOND AND THE OBLIGATION EVIDENCED HEREBY SHALL NOT CONSTITUTE A LIEN UPON ANY PROPERTY OF THE ISSUER, BUT SHALL CONSTITUTE A LIEN ONLY ON, AND SHALL BE PAYABLE SOLELY FROM, THE PLEDGED FUNDS IN ACCORDANCE WITH THE TERMS OF THE RESOLUTION. THE ISSUER MAY ISSUE ADDITIONAL OBLIGATIONS ON A PARITY WITH THE BONDS IN ACCORDANCE WITH THE TERMS OF THE RESOLUTION.

Neither the members of the City Council of the Issuer nor any person executing this Bond shall be liable personally hereon or be subject to any personal liability or accountability by reason of the issuance hereof.

[Provisions on Reverse Side of Bond]

This Bond is transferable in accordance with the terms of the Resolution only upon the books of the Issuer kept for that purpose at the designated corporate trust office of the Registrar by the Registered Owner hereof in person or by such Owner's attorney duly authorized in writing, upon the surrender of this Bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the Registered Owner or such Owner's attorney duly authorized in writing, and thereupon a new Bond or Bonds in the same aggregate principal amount shall be issued to the transferee in exchange therefor, and upon the payment of the charges, if any, therein prescribed. The Bonds are issuable in the form of fully registered Bonds in the denominations of \$5,000 and integral multiples thereof, not exceeding the aggregate principal amount of the Bonds maturing on the same date. The Issuer, the Registrar and any Paying Agent may treat the Registered Owner of this Bond as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary. The Issuer and the Registrar shall not be obligated to make any exchange or transfer of the Bonds during the fifteen days next preceding an interest payment date, or in the case of any proposed redemption of the Bonds, then, during the fifteen days next preceding the date of the first mailing of notice of such redemption.

[INSERT REDEMPTION PROVISIONS]

Notice of redemption, unless waived, is to be given by the Registrar by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owners of the Bonds to be redeemed at such Owners' addresses shown on the registration books maintained by the Registrar or at such other addresses as shall be furnished in writing by such Registered Owners to the Registrar. Provided, however, that no defect in any such notice to any Registered Owner of Bonds to be redeemed nor failure to give such notice to any such Registered Owner nor failure of any such Registered Owner to receive such notice shall in any manner defeat the effectiveness of a call for redemption as to all other Registered Owners of Bonds to be redeemed. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price), such Bonds or portions of Bonds shall cease to bear interest.

Reference to the Resolution and any and all resolutions supplemental thereto and modifications and amendments thereto and to the Act is made for a description of the pledge and covenants securing this Bond, the nature, manner and enforcement of such pledge and covenants, and the rights, duties, immunities and obligations of the Issuer.

It is hereby certified and recited that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Bond, exist, have

happened and have been performed, in regular and due form and time as required by the laws and Constitution of the State of Florida applicable thereto, and that the issuance of the Bonds does not violate any constitutional or statutory limitations or provisions.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Registrar.

IN WITNESS WHEREOF, the City of Orlando, Florida, has issued this Bond and has caused the same to be signed by the manual or facsimile signature of the Mayor of the Issuer and attested by the City Clerk of the Issuer, and its seal or a facsimile thereof to be affixed, impressed, imprinted, lithographed or reproduced hereon, all as of the Dated Date.

CITY OF ORLANDO FLORIDA

(SEAL)

By: _____
Mayor

ATTESTED:

By: _____
City Clerk

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds issued under the provisions of the within mentioned Resolution.

Date of Authentication:

Registrar, as Authenticating Agent

By: _____
Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

[Insert Name, Address, Social Security or Other Identifying Number of Assignee]

the within Bond and does hereby irrevocably constitute and appoint _____ as attorneys to register the transfer of the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever and the Social Security or other identifying number of such assignee must be supplied.

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ARTICLE III

REDEMPTION OF BONDS

SECTION 3.01. Privilege of Redemption. The terms of this Article III shall apply to redemption of Bonds unless otherwise provided by a Supplemental Resolution with respect to such Series of Bonds. The specific provisions relating to the redemption of Bonds shall be provided pursuant to Supplemental Resolution.

SECTION 3.02. Selection of Bonds to be Redeemed. The Bonds shall be redeemed only in the principal amount of \$5,000 each and integral multiples thereof. The Issuer shall, at least 45 days prior to the redemption date (unless a shorter time period shall be satisfactory to the Registrar) notify the Registrar of such redemption date and of the principal amount of Bonds to be redeemed. For purposes of any redemption of less than all of the Outstanding Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected not more than 45 days prior to the redemption date by the Registrar from the Outstanding Bonds of the maturity or maturities designated by the Issuer by such method as the Registrar shall deem fair and appropriate and which may provide for the selection for redemption of Bonds or portions of Bonds in principal amounts of \$5,000 and integral multiples thereof.

If less than all of the Outstanding Bonds of a single maturity are to be redeemed, the Registrar shall promptly notify the Issuer and Paying Agent (if the Registrar is not the Paying Agent for such Bonds) in writing of the Bonds or portions of Bonds selected for redemption and, in the case of any Bond selected for partial redemption, the principal amount thereof to be redeemed. Notwithstanding the foregoing, as long as the book-entry-only system is in effect, the selection of Bonds to be redeemed in part shall be in accordance with the rules of the depository.

SECTION 3.03. Notice of Redemption. Unless waived by any Holder of Bonds to be redeemed, notice of any redemption made pursuant to this section shall be given by the Registrar on behalf of the Issuer by mailing a copy of an official redemption notice by registered or certified mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to each Holder of Bonds to be redeemed at the address of such Holder shown on the registration books maintained by the Registrar or at such other address as shall be furnished in writing by such Holder to the Registrar; provided, however, that no defect in any notice given pursuant to this Section to any Holder of Bonds to be redeemed nor failure to give such notice shall in any manner defeat the effectiveness of a call for redemption as to all other Holders of Bonds to be redeemed.

Every official notice of redemption shall be dated and shall state:

- (1) the redemption date,

(2) the Redemption Price,

(3) if less than all Outstanding Bonds are to be redeemed, the number (and, in the case of a partial redemption of any Bond, the principal amount) of each Bond to be redeemed,

(4) that, on the redemption date, the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date, and

(5) that such Bonds to be redeemed, whether as a whole or in part, are to be surrendered for payment of the Redemption Price at the designated office of the Registrar.

Prior to any redemption date, the Issuer shall deposit with the Registrar an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds which are to be redeemed on that date.

Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the Redemption Price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Holder a new Bond or Bonds of the same maturity in the amount of the unpaid principal of such partially redeemed Bond.

Notwithstanding the foregoing or any other provision hereof, notice of optional redemption pursuant to this Section 3.03 may be conditioned upon the occurrence or non-occurrence of such event or events as shall be specified in such notice of optional redemption and may also be subject to rescission by the Issuer if expressly set forth in such notice.

SECTION 3.04. Redemption of Portions of Bonds. Except as otherwise provided in a Supplemental Resolution, any Bond which is to be redeemed only in part shall be surrendered at any place of payment specified in the notice of redemption (with due endorsement by, or written instrument of transfer in form satisfactory to, the Registrar duly executed by, the Holder thereof or such Holder's attorney duly authorized in writing) and the Issuer shall execute and the Registrar shall authenticate and deliver to the Holder of such Bond, without service charge, a new Bond or Bonds, of the same interest rate and maturity, and of any authorized denomination as requested by such Holder, in an aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bonds so surrendered.

SECTION 3.05. Payment of Redeemed Bonds. Notice of redemption having been given substantially as aforesaid, and subject to any conditions stated in such notice, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the Redemption Price therein specified, and from and after such date (unless the Issuer shall

default in the payment of the Redemption Price) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar and/or Paying Agent at the appropriate Redemption Price, plus accrued interest. All Bonds which have been redeemed shall be canceled by the Registrar and shall not be reissued.

[End of Article III]

ARTICLE IV

SECURITY, SPECIAL FUNDS AND APPLICATION THEREOF

SECTION 4.01. Bonds Not to be Indebtedness of Issuer. THE BONDS SHALL NOT BE OR CONSTITUTE GENERAL OBLIGATIONS OR INDEBTEDNESS OF THE ISSUER AS "BONDS" WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION, BUT SHALL BE SPECIAL OBLIGATIONS OF THE ISSUER, PAYABLE SOLELY FROM AND SECURED BY A LIEN UPON AND PLEDGE OF THE PLEDGED FUNDS. NO HOLDER OF ANY BOND SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF ANY AD VALOREM TAXING POWER TO PAY SUCH BOND, OR BE ENTITLED TO PAYMENT OF SUCH BOND FROM ANY MONEYS OF THE ISSUER EXCEPT FROM THE PLEDGED FUNDS IN THE MANNER PROVIDED HEREIN.

SECTION 4.02. Security for Bonds. The payment of the principal of or Redemption Price, if applicable, and interest on the Bonds shall be secured forthwith equally and ratably by a pledge of and lien upon the Pledged Funds. The Issuer does hereby irrevocably pledge the Pledged Funds to the payment of the principal of or Redemption Price, if applicable, and interest on the Bonds in accordance with the provisions hereof. The Pledged Funds shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Issuer.

SECTION 4.03. Construction Fund. The Issuer covenants and agrees to establish a separate fund to be known as the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Construction Fund" (the "Construction Fund"), which shall be used only for payment of the Cost of the Project. Moneys in the Construction Fund, until applied in payment of any item of the Cost of a Project, in the manner hereinafter provided, shall be held in trust by the Issuer and shall be subject to a lien and charge in favor of the Holders of the Bonds and for the further security of such Holders.

The Issuer covenants that the acquisition, construction and installation of the improvements to the Project financed with proceeds of the Bonds will be completed without delay and in accordance with sound engineering practices. The Issuer shall make disbursements or payments from the Construction Fund to pay the Cost of the Project upon provision of documents and/or certificates signed by an Authorized Issuer Officer, stating with respect to each disbursement or payment to be made: (A) the item number of the payment, (B) the name and address of the Person to whom payment is due, (C) the amount to be paid, (D) the purpose, by general classification, for which payment is to be made, and (E) that (1) each obligation, item of cost or expense mentioned therein has been properly incurred, is in payment of a part of the Cost of the Project and is a proper charge against the Construction Fund and has not been the

basis of any previous disbursement or payment, or (2) each obligation, item of cost or expense mentioned therein has been paid by the Issuer, is a reimbursement of a part of the Cost of the Project, is a proper charge against the Construction Fund, has not been theretofore reimbursed to the Issuer or otherwise been the basis of any previous disbursement or payment and the Issuer is entitled to reimbursement thereof. All such documents and/or certificates of the Authorized Issuer Officers shall be filed with the City Clerk and retained for such period of time as required by applicable law. The City Clerk shall make available the documents and/or certificates at all reasonable times for inspection by any Holder of any of the Bonds or the agent or representative of any Holder of any of the Bonds.

The date of completion of acquisition and construction of the improvements to the Project financed from proceeds of the Bonds shall be determined by the Authorized Issuer Officer who shall certify such fact in writing to the Governing Body. Promptly after the date of the completion of such improvements to the Project, and after paying or making provisions for the payment of all unpaid items of the Cost of the Project, the Issuer shall deposit in the following order of priority any balance of moneys remaining in the Construction Fund in (A) the Reserve Account to the extent of a deficiency therein, and (B) such other fund or account established hereunder as shall be determined by the Governing Body, provided the Issuer has received an opinion of Bond Counsel to the effect that such transfer shall not adversely affect the exclusion, if any, of interest on the Bonds from gross income for purposes of federal income taxation.

SECTION 4.04. Funds and Accounts. The Issuer covenants and agrees to establish separate funds to be known as the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Revenue Fund" (the "Revenue Fund") and the "City of Orlando, Florida State Sales Tax Payments Revenue Bonds Debt Service Fund" (the "Debt Service Fund") and the City of Orlando, Florida State Sales Tax Payments Revenue Bonds Rebate Fund (the "Rebate Fund"). The Issuer shall maintain in the Revenue Fund two accounts: the "Revenue Account" and the "Surplus Account." The Issuer shall maintain in the Debt Service Fund four accounts: the "Interest Account," the "Principal Account," the "Bond Amortization Account," and the "Reserve Account." Moneys in the aforementioned funds and accounts, except for the Rebate Fund, until applied in accordance with the provisions hereof, shall be subject to a lien and charge in favor of the Holders and for the further security of the Holders.

The Issuer shall at any time and from time to time appoint one or more qualified depositories to hold, for the benefit of the Bondholders, any one or more of the funds and accounts established hereby. Such depository or depositories shall perform at the direction of the Issuer the duties of the Issuer in depositing, transferring and disbursing moneys to and from each of such funds and accounts as herein set forth, and all records of such depository in performing such duties shall be open at all reasonable times to inspection by the Issuer and its agents and employees. Any such depository shall be a bank or trust company duly authorized to exercise corporate trust powers and subject to examination of federal or state authority, of good standing, and be qualified under appropriate State laws as a depository.

SECTION 4.05. Flow of Funds.

(A) The Issuer shall deposit the State Sales Tax Payments Revenue into the Revenue Account promptly upon receipt thereof. The moneys in the Revenue Account shall be deposited or credited in the following manner and in the following order of priority:

(1) Interest Account. The Issuer shall deposit or credit to the Interest Account the sum which, together with the balance in said Account, shall equal the interest coming due on all Bonds Outstanding on the next succeeding Interest Date. Moneys in the Interest Account shall be applied by the Issuer for deposit with the Paying Agent to pay the interest on the Bonds on or prior to the date the same shall become due. No further deposit need be made to the Interest Account when the moneys therein are equal to the interest coming due on the Outstanding Bonds on the next succeeding Interest Date.

(2) Principal Account. The Issuer shall next deposit into the Principal Account the sum which, together with the balance in said Account, shall equal the principal amount on the Bonds Outstanding due on the next succeeding principal payment date except for the Amortization Installments to be deposited pursuant to Section 4.05(A)(3) hereof. Moneys in the Principal Account shall be applied by the Issuer for deposit with the Paying Agent to pay the principal of the Bonds on or prior to the date the same shall mature, and for no other purpose. No further deposit need be made to the Principal Account when the moneys therein are equal to the principal coming due on the Outstanding Bonds on the next succeeding principal payment date.

(3) Bond Amortization Account. Commencing in the month which is six months prior to the first Amortization Installment due date, there shall be deposited to the Bond Amortization Account the sum which, together with the balance in such Account, shall equal the Amortization Installment on the Bonds Outstanding due on the next succeeding Amortization Installment payment date. Moneys in the Bond Amortization Account shall be used to purchase or redeem Term Bonds in the manner herein provided, and for no other purpose.

Amounts accumulated in the Bond Amortization Account with respect to any Amortization Installment (together with amounts accumulated in the Interest Account with respect to interest, if any, on the Term Bonds for which such Amortization Installment was established) may be applied by the Issuer, on or prior to the 60th day preceding the due date of such Amortization Installment, (a) to the purchase of Term Bonds of the maturity for which such Amortization Installment was established, or (b) to the redemption at the applicable Redemption Prices of such Term Bonds, if then redeemable by their terms. Amounts in the Bond Amortization Account which are used to redeem Term Bonds shall be credited against the next succeeding Amortization Installment which shall become due on such Term Bonds. The applicable Redemption

Price (or principal amount of maturing Term Bonds) of any Term Bonds so purchased or redeemed shall be deemed to constitute part of the Bond Amortization Account until such Amortization Installment date, for the purposes of calculating the amount of such Account. As soon as practicable after the 60th day preceding the due date of any such Amortization Installment, the Issuer shall proceed to call for redemption on such due date, by causing notice to be given as provided in Section 3.03 hereof, Term Bonds of the maturity for which such Amortization Installment was established (except in the case of Term Bonds maturing on a Amortization Installment date) in such amount as shall be necessary to complete the retirement of the unsatisfied balance of such Amortization Installment. The Issuer shall pay out of the Bond Amortization Account and the Interest Account to the Paying Agent, on or before the day preceding such redemption date (or maturity date), the amount required for the redemption (or for the payment of such Term Bonds then maturing), and such amount shall be applied by such Paying Agent to such redemption (or payment). All expenses in connection with the purchase or redemption of Term Bonds shall be paid by the Issuer from the Revenue Account.

(4) Reserve Account. Next, the Issuer shall deposit into or credit to the Reserve Account and/or any subaccount hereafter created therein a sum sufficient to maintain therein an amount equal to the applicable Reserve Account Requirement. Moneys in the Reserve Account (or any subaccount therein) shall be used only for the purpose of the payment of maturing principal of or interest or Amortization Installments on the Bonds which are secured thereby when the other moneys in the Debt Service Fund are insufficient therefor, and for no other purpose. However, whenever the moneys on deposit in the Reserve Account (or any subaccount therein) exceed the applicable Reserve Account Requirement, such excess shall be withdrawn and deposited into the Interest Account.

Upon the issuance of any Series of Bonds under the terms, limitations and conditions as herein provided, the Issuer may create and establish a separate subaccount in the Reserve Account to secure such Series of Bonds, and may also establish an applicable Reserve Account Requirement. Such required sum may be paid in full or in part from the proceeds of such Series of Bonds.

Notwithstanding the foregoing provisions, in lieu of or in substitution of the required cash deposits into the Reserve Account (or any subaccounts therein), subject to the written consent of any Insurer or Insurers of the Bonds secured by the Reserve Account or the applicable subaccount therein, the Issuer may, at any time, cause to be deposited into the Reserve Account (or any subaccounts therein) a Reserve Account Policy for the benefit of the applicable Bondholders in an amount equal to the difference between the applicable Reserve Account Requirement and the sums then on deposit in the Reserve Account and/or any subaccount therein. The Issuer may also substitute a Reserve Account Policy for cash on deposit in the Reserve Account or a subaccount therein upon compliance with the terms of this Section 4.05(A)(4). In the event the Issuer shall substitute a Reserve Account Policy for cash on deposit in the Reserve Account, such moneys shall be used to pay, redeem or defease Bonds

coming due on the final maturity thereof; provided all or a portion of such moneys may be used for other purposes permitted by Section 288.1162(6), Florida Statutes, if an Authorized Issuer Officer certifies that such moneys shall not be needed to pay on a timely basis the debt service on such Bonds when the same becomes due and Bond Counsel provides an opinion to the effect that the use of said moneys for such other purposes shall not adversely affect the exclusion of interest on the Bonds from gross income for federal income taxation purposes. Such Reserve Account Policy shall be payable to the Paying Agent (upon the giving of notice as required thereunder) on any Interest date or redemption date on which a deficiency exists which cannot be cured by moneys in any other fund or account held pursuant to this Resolution and available for such purpose.

In the event the Reserve Account or a subaccount therein contains both a Reserve Account Policy and cash, the cash shall be drawn down completely prior to any draw on the Reserve Account Policy. In the event more than one Reserve Account Policy is on deposit in the Reserve Account or a subaccount therein, amounts required to be drawn thereon shall be done on a pro-rata basis. The Issuer agrees to pay all amounts owing in regard to any Reserve Account Policy from the Pledged Funds. Pledged Funds shall be applied in accordance with this Section 4.05(A)(4), first, to reimburse the issuer of the Reserve Account Policy for amounts advanced under such instruments, second, replenish any cash deficiencies in the Reserve Account, and, third, to pay the issuer of the Reserve Account Policy interest on amounts advanced under such instruments and any related costs. This Resolution shall not be discharged or defeased while any obligations are owing in regard to a Reserve Account Policy on deposit in the Reserve Account.

Whenever the amount in the Reserve Account or any subaccount therein, together with the other amounts in the Debt Service Fund, are sufficient to fully pay all applicable Outstanding Bonds in accordance with their terms (including principal or applicable Redemption Price and interest thereon), the funds on deposit in the Reserve Account or any subaccount therein may be transferred to the other accounts of the Debt Service Fund for the payment of such Bonds.

(5) Surplus Fund. The balance of any moneys after the deposits required by Sections 4.05(A)(1) through 4.05(A)(4) hereof may be transferred, at the direction of the Issuer, to the Surplus Account or any other appropriate fund or account of the Issuer and may be used for any purpose permitted by Section 288.1162(6), Florida Statutes, as amended from time to time.

(B) The Issuer, in its discretion, may use moneys in the Principal Account and the Interest Account to purchase or redeem Bonds coming due on the next principal payment date, provided such purchase or redemption does not adversely affect the Issuer's ability to pay the principal or interest coming due on such principal payment date on the Bonds not so purchased or redeemed.

(C) At least one business day prior to the date established for payment of any principal of or Redemption Price, if applicable, or interest on the Bonds, the Issuer shall withdraw from the appropriate account of the Debt Service Fund sufficient moneys to pay such principal or Redemption Price, if applicable, or interest and deposit such moneys with the Paying Agent for the Bonds to be paid.

(D) Whenever moneys on deposit in the Debt Service Fund are sufficient to fully pay all Outstanding Bonds in accordance with their terms, no further deposits to the Debt Service Fund need be made.

SECTION 4.06. Investments. The Revenue Fund, the Construction Fund and the Debt Service Fund shall be continuously secured in the manner by which the deposit of public funds are authorized to be secured by the laws of the State and the investment policy of the Issuer. Moneys on deposit in the Revenue Fund, the Construction Fund and the Debt Service Fund, other than the Reserve Account, may be invested and reinvested in Authorized Investments maturing no later than the date on which the moneys therein will be needed for the purposes of such fund or account. Moneys on deposit in the Reserve Account may be invested or reinvested in Authorized Investments which shall mature no later than the final maturity date of the Bonds secured thereby. All investments shall be valued at cost. Any and all income received by the Issuer from the investment of moneys in each account of the Construction Fund, Interest Account, the Principal Account, the Bond Amortization Account, the Reserve Account or any subaccount therein (but only to the extent that the amount therein is less than the applicable Reserve Account Requirement) and the Revenue Fund shall be retained in such respective Fund or Account unless otherwise required by applicable law. To the extent that the amount in the Reserve Account or any subaccount therein is equal to or greater than the applicable Reserve Account Requirement, any and all income received by the Issuer from the investment of moneys therein shall be transferred, upon receipt, and deposited into the Interest Account.

Nothing contained in this Resolution shall prevent any Authorized Investments acquired as investments of or security for funds held under this Resolution from being issued or held in book-entry form on the books of the Department of the Treasury of the United States.

SECTION 4.07. Separate Accounts. The moneys required to be accounted for in each of the foregoing funds and accounts established herein may be deposited in a single bank account, and funds allocated to the various funds and accounts established herein may be invested in a common investment pool, provided that adequate accounting records are maintained to reflect and control the restricted allocation of the moneys on deposit therein and such investments for the various purposes of such funds and accounts as herein provided.

The designation and establishment of the various funds and accounts in and by this Resolution shall not be construed to require the establishment of any completely independent, self-balancing funds as such term is commonly defined and used in governmental accounting,

but rather is intended solely to constitute an earmarking of certain revenues for certain purposes and to establish certain priorities for application of such revenues as herein provided.

[End of Article IV]

ARTICLE V

REFUNDING OBLIGATIONS AND COVENANTS OF ISSUER

SECTION 5.01. Refunding Obligations. The Issuer reserves the right hereunder to issue obligations for the purpose of refunding all or a portion of the Bonds; provided the debt service on the Bonds in each year subsequent to the issuance of the refunding obligations shall be no greater than the amount of State Sales Tax Payments Revenue to be received by the Issuer pursuant to the Act. As part of such refunding the Issuer may issue Bonds to fund additional capital improvements permitted by the Act provided the aforementioned debt service requirements are not increased to an amount in any year greater than the State Sales Tax Payments Revenue to be received by the Issuer.

SECTION 5.02. Bond Anticipation Notes. The Issuer may issue notes in anticipation of the issuance of Bonds which shall have such terms and details and be secured in such manner, not inconsistent with this Resolution, as shall be provided by resolution of the Issuer.

SECTION 5.03. Books and Records. The Issuer will keep books and records of the receipt of the State Sales Tax Payments Revenue in accordance with generally accepted accounting principles, and any Holder or Holders of Bonds shall have the right at all reasonable times to inspect the records, accounts and data of the Issuer relating thereto.

SECTION 5.04. No Impairment. As long as there are Bonds Outstanding hereunder, the pledging of the Pledged Funds in the manner provided herein shall not be subject to repeal, modification or impairment by any subsequent ordinance, resolution or other proceedings of the City Council.

SECTION 5.05. Collection of State Sales Tax Payments Revenue. The Issuer covenants to do all things necessary on its part to continue the receipt of the State Sales Tax Payments Revenue in compliance with the Act and any successor provision of law governing the same. The Issuer will proceed diligently to perform legally and effectively all steps required on its part to receive the State Sales Tax Payments Revenue and shall exercise all legally available remedies to enforce such collections now or hereafter available under State law.

SECTION 5.06. Federal Income Tax Covenants.

(A) The Issuer covenants with the Holders of each Series of Bonds that it shall not use the proceeds of such Series of Bonds in any manner which would cause the interest on such Series of Bonds to be or become includable in the gross income of the Holder thereof for federal income tax purposes.

(B) The Issuer covenants with the Holders of each Series of Bonds that neither the Issuer nor any Person under its control or direction will make any use of the proceeds of such Series of Bonds (or amounts deemed to be proceeds under the Code) in any manner which would cause such Series of Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and neither the Issuer nor any other Person shall do any act or fail to do any act which would cause the interest on such Series of Bonds to become includable in the gross income of the Holder thereof for federal income tax purposes.

(C) The Issuer hereby covenants with the Holders of each Series of Bonds that it will comply with all provisions of the Code necessary to maintain the exclusion of interest on the Bonds from the gross income of the Holder thereof for federal income tax purposes, including, in particular, the payment of any amount required to be rebated to the U.S. Treasury pursuant to the Code.

(D) The Rebate Fund is established pursuant to Section 4.04 hereof. A separate account in the Rebate Fund shall be established for each Series of Bonds. The Issuer shall deposit into the appropriate account in the Rebate Fund, from investment earnings on moneys deposited in the other funds and accounts created hereunder, or from any other legally available funds of the Issuer, an amount equal to the Rebate Amount for such Rebate Year. The Issuer shall use such moneys deposited in the appropriate account in the Rebate Fund only for the payment of the Rebate Amount to the United States as required by this Section 5.06. In complying with the foregoing, the Issuer may rely upon any instructions or opinions from Bond Counsel.

If any amount shall remain in the Rebate Fund after payment in full of all Bonds issued hereunder that are not Taxable Bonds and after payment in full of the Rebate Amount to the United States in accordance with the terms hereof, such amounts shall be available to the Issuer for any lawful purpose.

The Rebate Fund shall be held separate and apart from all other funds and accounts of the Issuer, shall not be impressed with a lien in favor of the Bondholders and the moneys therein shall be available for use only as herein provided.

[End of Article V]

ARTICLE VI

DEFAULTS AND REMEDIES

SECTION 6.01. Events of Default. The following events shall each constitute an "Event of Default:"

(A) The Issuer shall fail to make a payment of the principal of, Amortization Installment, redemption premium or interest on any Bond when it becomes due.

(B) There shall occur the dissolution or liquidation of the Issuer, or the filing by the Issuer of a voluntary petition in bankruptcy, or the commission by the Issuer of any act of bankruptcy, or adjudication of the Issuer as a bankrupt, or assignment by the Issuer for the benefit of its creditors, or appointment of a receiver for the Issuer, or the entry by the Issuer into an agreement of composition with its creditors, or the approval by a court of competent jurisdiction of a petition applicable to the Issuer in any proceeding for its reorganization instituted under the provisions of the Federal Bankruptcy Act, as amended, or under any similar act in any jurisdiction which may now be in effect or hereafter enacted.

(C) The Issuer shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on the part of the Issuer to be performed, and such default shall continue for a period of thirty days after written notice of such default shall have been received from the Holders of not less than twenty-five percent (25%) of the aggregate principal amount of Bonds Outstanding or the Insurer of such amount of Bonds. Notwithstanding the foregoing, the Issuer shall not be deemed in default hereunder if such default can be cured within a reasonable period of time and if the Issuer in good faith institutes curative action and diligently pursues such action until the default has been corrected; provided, however, if such curative action continues for longer than 90 days, an Event of Default shall be deemed to have occurred.

SECTION 6.02. Remedies. Any Holder of Bonds issued under the provisions of this Resolution or any trustee or receiver acting for such Bondholders may either at law or in equity, by suit, action, mandamus or other proceedings in any court of competent jurisdiction, protect and enforce any and all rights under the laws of the State, or granted and contained in this Resolution, and may enforce and compel the performance of all duties required by this Resolution or by any applicable statutes to be performed by the Issuer or by any officer thereof.

The Holder or Holders of Bonds in an aggregate principal amount of not less than twenty-five percent (25%) of the Bonds then Outstanding may by a duly executed certificate in writing appoint a trustee for Holders of Bonds issued pursuant to this Resolution with authority to represent such Bondholders in any legal proceedings for the enforcement and protection of the rights of such Bondholders and such certificate shall be executed by such Bondholders or

their duly authorized attorneys or representatives, and shall be filed in the office of the City Clerk. Notice of such appointment, together with evidence of the requisite signatures of the Holders of not less than twenty-five percent (25%) in aggregate principal amount of Bonds Outstanding and the trust instrument under which the trustee shall have agreed to serve shall be filed with the Issuer and the trustee and notice of appointment shall be given to all Holders of Bonds in the same manner as notices of redemption are given hereunder. After the appointment of the first trustee hereunder, no further trustees may be appointed; however, the Holders of a majority in aggregate principal amount of all the Bonds then Outstanding may remove the trustee initially appointed and appoint a successor and subsequent successors at any time.

SECTION 6.03. Directions to Trustee as to Remedial Proceedings. The Holders of a majority in principal amount of the Bonds then Outstanding (or any Insurer insuring any then Outstanding Bonds who is not in default in the performance of any of its obligations under its Insurance Policy) have the right, by an instrument or concurrent instruments in writing executed and delivered to the trustee, to direct the method and place of conducting all remedial proceedings to be taken by the trustee hereunder, provided that such direction shall not be otherwise than in accordance with law or the provisions hereof, and that the trustee shall have the right to decline to follow any such direction which in the opinion of the trustee would be unjustly prejudicial to Holders of Bonds not parties to such direction.

SECTION 6.04. Remedies Cumulative. No remedy herein conferred upon or reserved to the Bondholders is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative, and shall be in addition to every other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

SECTION 6.05. Waiver of Default. No delay or omission of any Bondholder 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 of any such default, or an acquiescence therein; and every power and remedy given by Section 6.02 of this Resolution to the Bondholders may be exercised from time to time, and as often as may be deemed expedient.

SECTION 6.06. Application of Moneys After Default. If an Event of Default shall happen and shall not have been remedied, the Issuer or a trustee or receiver appointed for the purpose shall apply all Pledged Funds as follows and in the following order:

(A) To the payment of the reasonable and proper charges, expenses and liabilities of the trustee or receiver, Registrar and Paying Agent hereunder; and

(B) To the payment of the interest and principal or Redemption Price, if applicable, then due on the Bonds, as follows:

(1) Unless the principal of all Bonds shall have become due and payable, all such money shall be applied:

FIRST: to the payment to the Persons entitled thereto of all installments of interest then due, in the order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the Persons entitled thereto, without any discrimination or preference;

SECOND: to the payment to the Persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due at maturity or as Amortization Installments upon mandatory redemption prior to maturity (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of Section 8.01 of this Resolution), in the order of their due dates, with interest upon such Bonds from the respective dates upon which they became due, and, if the amount available shall not be sufficient to pay in full Bonds due on any particular date, together with such interest, then to the payment first of such interest, ratably according to the amount of such interest due on such date, and then to the payment of such principal, ratably according to the amount of such principal due on such date, to the Persons entitled thereto without any discrimination or preference; and

THIRD: to the payment of the Redemption Price of any Bonds called for optional redemption pursuant to the provisions of this Resolution.

(2) If the principal of all the Bonds shall have become due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid upon the Bonds, with interest thereon as aforesaid, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the Persons entitled thereto without any discrimination or preference.

(C) To the payment of all amounts owed to any Insurer not covered by A or B above.

[End of Article VI]

ARTICLE VII

SUPPLEMENTAL RESOLUTIONS

SECTION 7.01. Supplemental Resolutions without Bondholders' Consent. The Issuer, from time to time and at any time, may adopt such Supplemental Resolutions without the consent of the Bondholders (which Supplemental Resolutions shall thereafter form a part hereof) for any of the following purposes:

(A) To cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Resolution or to clarify any matters or questions arising hereunder.

(B) To grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders.

(C) To add to the conditions, limitations and restrictions on the issuance of Bonds under the provisions of this Resolution other conditions, limitations and restrictions thereafter to be observed.

(D) To add to the covenants and agreements of the Issuer in this Resolution other covenants and agreements thereafter to be observed by the Issuer or to surrender any right or power herein reserved to or conferred upon the Issuer.

(E) To specify and determine the matters and things referred to in Sections 2.01 or 5.01 hereof, and also any other matters and things relative to such Bonds which are not contrary to or inconsistent with this Resolution as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first delivery of such Bonds.

(F) To authorize Bonds pursuant to Section 5.01 hereof.

(G) To make any other change that, in the opinion of the Issuer, would not materially adversely affect the security for the Bonds.

SECTION 7.02. Supplemental Resolutions with Bondholders' Consent. Subject to the terms and provisions contained in this Section 7.02 and Sections 7.01 and 7.03 hereof, the Holder or Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding shall have the right, from time to time, anything contained in this Resolution to the contrary notwithstanding, to consent to and approve the adoption of such Supplemental Resolutions hereto as shall be deemed necessary or desirable by the Issuer for the purpose of supplementing, modifying, altering, amending, adding to or rescinding, in any particular, any

of the terms or provisions contained in this Resolution; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified Series or maturity remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under this Section 7.02. Any Supplemental Resolution which is adopted in accordance with the provisions of this Section 7.02 shall also require the written consent of the Insurer of any Bonds which are Outstanding at the time such Supplemental Resolution shall take effect. No Supplemental Resolution may be approved or adopted without the consent of all affected Bondholders which shall permit or require (A) an extension of the maturity of the principal of or the payment of the interest on any Bond issued hereunder, (B) reduction in the principal amount of any Bond or the Redemption Price or the rate of interest thereon, (C) the creation of a lien upon or a pledge of other than the lien and pledge created by this Resolution which adversely affects any Bondholders, (D) a preference or priority of any Bond or Bonds over any other Bond or Bonds, or (E) a reduction in the aggregate principal amount of the Bonds required for consent to such Supplemental Resolution. Nothing herein contained, however, shall be construed as making necessary the approval by Bondholders of the adoption of any Supplemental Resolution as authorized in Section 7.01 hereof.

If, at any time the Issuer shall determine that it is necessary or desirable to adopt any Supplemental Resolution pursuant to this Section 7.02, the City Clerk shall cause the Registrar to give notice of the proposed adoption of such Supplemental Resolution and the form of consent to such adoption to be mailed, postage prepaid, to all Bondholders at their addresses as they appear on the registration books. Such notice shall briefly set forth the nature of the proposed Supplemental Resolution and shall state that copies thereof are on file at the offices of the City Clerk and the Registrar for inspection by all Bondholders. The Issuer shall not, however, be subject to any liability to any Bondholder by reason of its failure to cause the notice required by this Section 7.02 to be mailed and any such failure shall not affect the validity of such Supplemental Resolution when consented to and approved as provided in this Section 7.02.

Whenever the Issuer shall deliver to the City Clerk an instrument or instruments in writing purporting to be executed by the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding, which instrument or instruments shall refer to the proposed Supplemental Resolution described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice, thereupon, but not otherwise, the Issuer may adopt such Supplemental Resolution in substantially such form, without liability or responsibility to any Holder of any Bond, whether or not such Holder shall have consented thereto.

If the Holders of not less than a majority in aggregate principal amount of the Bonds Outstanding at the time of the adoption of such Supplemental Resolution shall have consented to and approved the adoption thereof as herein provided, no Holder of any Bond shall have any right to object to the adoption of such Supplemental Resolution, or to object to any of the terms

and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Issuer from adopting the same or from taking any action pursuant to the provisions thereof.

Upon the adoption of any Supplemental Resolution pursuant to the provisions of this Section 7.02, this Resolution shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Resolution of the Issuer and all Holders of Bonds then Outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Resolution as so modified and amended.

SECTION 7.03. Supplemental Resolutions with Insurer's Consent in lieu of Bondholders' Consent. Notwithstanding any provisions of Section 7.02 above to the contrary, if an Insurer of a particular Series of Bonds is not then in default in the performance of any of its obligations under its Insurance Policy, the approvals, consents and notifications required by Section 7.02 above to be given by or to the Holders of the Bonds, as the case may be, subject to such Insurance Policy shall be given solely by or to any Insurer, as the case may be, and the instrument contemplated by Section 7.02 above shall be executed solely by any Insurer and the Holders of the Bonds subject to such Insurance Policy shall have no right to receive such notification or give such approvals and consents or to execute such certificate except that the adoption of Supplemental Resolutions that would have any of the effects described in (A) through (E) in Section 7.02 above shall require the approval and consent of all Holders of Bonds then Outstanding affected thereby and any Insurer.

[End of Article VII]

ARTICLE VIII

MISCELLANEOUS

SECTION 8.01. Defeasance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid to the Holders of all Bonds, the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Resolution, then the pledge of the Pledged Funds, and all covenants, agreements and other obligations of the Issuer to the Bondholders, shall thereupon cease, terminate and become void and be discharged and satisfied. In such event, the Paying Agents shall pay over or deliver to the Issuer all money or securities held by them pursuant to this Resolution which are not required for the payment or redemption of Bonds not theretofore surrendered for such payment or redemption.

Any Bonds or interest installments appertaining thereto, whether at or prior to the maturity or redemption date of such Bonds, shall be deemed to have been paid within the meaning of this Section 8.01 if (A) in case any such Bonds are to be redeemed prior to the maturity thereof, there shall have been taken all action necessary to call such Bonds for redemption and notice of such redemption shall have been duly given or provision shall have been made for the giving of such notice, and (B) there shall have been deposited in irrevocable trust with a banking institution or trust company by or on behalf of the Issuer either moneys in an amount which shall be sufficient, or Refunding Securities the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with such bank or trust company at the same time shall be sufficient, to pay the principal of or Redemption Price, if applicable, and interest due and to become due on said Bonds on and prior to the redemption date or maturity date thereof, as the case may be, and that the Issuer shall have received an opinion of Bond Counsel to the effect that such Bonds are no longer Outstanding under the Resolution in reliance upon a report of a nationally recognized verification agent verifying the sufficiency of the irrevocable trust established to pay such Bonds in full on the maturity or redemption date, as applicable. Except as hereafter provided, neither the Refunding Securities nor any moneys so deposited with such bank or trust company nor any moneys received by such bank or trust company on account of principal of or Redemption Price, if applicable, or interest on said Refunding Securities shall be withdrawn or used for any purpose other than, and all such moneys shall be held in trust for and be applied to, the payment, when due, of the principal of or Redemption Price, if applicable, of the Bonds for the payment or redemption of which they were deposited and the interest accruing thereon to the date of maturity or redemption; provided, however, the Issuer may substitute new Refunding Securities and moneys for the deposited Refunding Securities and moneys if the new Refunding Securities and moneys are sufficient to pay the principal of or Redemption Price, if applicable, and interest on the refunded Bonds.

In the event the Bonds for which moneys are to be deposited for the payment thereof in accordance with this Section 8.01 are not by their terms subject to redemption within the next succeeding sixty (60) days, the Issuer shall cause the Registrar to mail a notice to the Holders of such Bonds that the deposit required by this Section 8.01 of moneys or Refunding Securities has been made and said Bonds are deemed to be paid in accordance with the provisions of this Section 8.01 and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal of or Redemption Price, if applicable, and interest on said Bonds.

Nothing herein shall be deemed to require the Issuer to call any of the Outstanding Bonds for redemption prior to maturity pursuant to any applicable optional redemption provisions, or to impair the discretion of the Issuer in determining whether to exercise any such option for early redemption.

SECTION 8.02. Sale of Bonds. The Bonds shall be issued and sold at public or private sale at one time or in installments from time to time and at such price or prices as shall be consistent with the provisions of the Act, the requirements of this Resolution and other applicable provisions of law and as shall be approved by Supplemental Resolution of the Issuer.

SECTION 8.03. No Third Party Beneficiaries. Except as may be expressly described herein, nothing in this Resolution, expressed or implied, is intended or shall be construed to confer upon anyone of another entity other than the Issuer and the Holders any right, remedy or claim, legal or equitable, under and by reason of this Resolution, or any provision hereof or thereof, or of the Bond, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Issuer and the Holders from time to time.

SECTION 8.04. No Personal Liability. Neither the members of the City Council of the Issuer, any person executing the Bonds, any other charter employees, nor employees of the Issuer shall be personally liable therefor or be subject to any personal liability or accountability by reason of the issuance thereof.

SECTION 8.05. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions of this Resolution and shall in no way affect the validity of any of the other covenants, agreements or provisions hereof or of the Bonds issued hereunder.

SECTION 8.06. Repeal of Inconsistent Instruments. All resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

[Remainder of page intentionally left blank]

SECTION 8.07. Effective Date. This Resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED, this _____ day of August, 2016.

CITY OF ORLANDO, FLORIDA

By: _____
Mayor

Attest:

City Clerk

APPROVED AS TO FORM AND LEGALITY
for the use and reliance of the City of
Orlando, Florida only.

Dated this _____ day of August, 2016

City Attorney
City of Orlando, Florida

APPENDIX E
FORM OF BOND COUNSEL OPINION

APPENDIX F

FORM OF CONTINUING DISCLOSURE COMMITMENT OF THE CITY

CONTINUING DISCLOSURE COMMITMENT

This Continuing Disclosure Commitment (the “Disclosure Commitment”) is executed and delivered by the City of Orlando, Florida (the “City”) in connection with the issuance of its \$_____ State Sales Tax Payments Refunding and Improvement Revenue Bonds, Series 2016 (the “Series 2016 Bonds”). The Series 2016 Bonds are being issued pursuant to the Constitution and laws of the State of Florida, Chapter 166, Part II, Florida Statutes, Sections 159.11, 288.1162 and 212.20, Florida Statutes, the Charter of the City, and other applicable provisions of law. Additionally, the Series 2016 Bonds are being issued pursuant to a resolution of the City bearing Documentary No. _____ adopted on August __, 2016, as supplemented by a resolution of the City bearing Documentary No. _____ adopted on August __, 2016 (collectively, the “Bond Resolution”). The City covenants and agrees as follows:

SECTION 1. PURPOSE OF DISCLOSURE COMMITMENT. This Disclosure Commitment is being executed and delivered by the City for the benefit of the Series 2016 Bondholder(s) (as defined herein) and to assist the original Underwriters of the Series 2016 Bonds in complying with Rule 15c2-12 (b)(5) promulgated by the Securities and Exchange Commission (“SEC”) pursuant to the Securities Exchange Act of 1934 (the “Rule”).

The provisions of this Disclosure Commitment are supplemental and in addition to the provisions of the Bond Resolution with respect to reports, filings and notifications provided for therein, and do not in any way relieve the City or any other person of any covenant, agreement or obligation under the Bond Resolution (or remove any of the benefits thereof) nor shall anything herein prohibit the City or any other person from making any reports, filings or notifications required under the Resolution or any applicable law.

SECTION 2. PROVISION OF ANNUAL REPORT. Except as otherwise provided herein, the City shall provide to the Repository (as such term is defined in Section 6 hereof), on or before April 30 of each year, commencing April 30, 2017, the Annual Report described in Section 3 below; provided however that, in the event April 30th is not a Business Day (as defined herein) then the City shall provide the Annual Report on the first Business Day immediately following April 30th. Notwithstanding the immediately preceding sentence, to the extent any information in the Annual Report does not become available to the City before April 30 of any year, the City shall provide, or cause to be provided, such information when it becomes available, but no later than one year following the end of the Fiscal Year (as defined herein). In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 3 of this Disclosure Commitment; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report.

As used herein, “Business Day” means a day other than a Saturday, Sunday, or a day on which banks in the State of Florida are authorized or required by law to close.

SECTION 3. CONTENT OF ANNUAL REPORT. (A) The City's Annual Report shall contain or incorporate by reference the City's Comprehensive Annual Financial Report for the immediately preceding Fiscal Year (the “CAFR”), which shall include the audited financial statements of the City for the immediately preceding Fiscal Year, subject to modification as

provided in clause (B) below; provided, however, if the audited financial statements of the City are not completed prior to April 30 of any year, the City shall provide unaudited financial statements on such date and shall provide the audited financial statements as soon as practicable following their completion.

(B) The City reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the City; provided that the City agrees that any such modification will be done in a manner consistent with the Rule.

(C) The audited financial statements provided by the City shall be prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), as modified by applicable State of Florida requirements and the governmental accounting standards promulgated by the Government Accounting Standards Board.

As used herein, “Fiscal Year” means the period commencing on October 1 and ending on September 30 of the next succeeding year, or such other period of time provided by applicable law.

SECTION 4. REPORTING SIGNIFICANT EVENTS. The City shall promptly provide to the Repository, and in no event later than ten (10) Business Days after the occurrence thereof, notice of any of the following events with respect to the Series 2016 Bonds or the City's ability to satisfy its payment obligations with respect to the Series 2016 Bonds:

- (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) (i) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, and Notices of Proposed Issue (IRS Form 5701-TEB), or (ii) other material notices or determinations with respect to the tax status of the Series 2016 Bonds, or other material events affecting the tax status of the Series 2016 Bonds;
- (G) Modifications to rights of Series 2016 Bondholders, if material;
- (H) Bond calls, if material, and tender offers;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the Series 2016 Bonds, if material;

- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or similar event of the Obligated Person(s) (as such term is defined in Section 14 herein);

Note: for the purposes of the event identified in this subsection 4(L), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.

- (M) The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, 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 trustee or the change of name of a trustee, if material.

Except where expressly noted otherwise, all of the events listed in this Section 4 are material and must be reported no later than ten (10) Business Days after the occurrence thereof. Whenever the City obtains knowledge of the occurrence of an event described in clauses (B), (F)(ii), (G), (H) relating to bond calls, (J), (M) or (N) of this Section 4, the City shall promptly determine if such event would be material under the applicable federal securities laws and provide appropriate notice no later than ten (10) days after the occurrence of such event.

SECTION 5. ADDITIONAL REPORTING. The City shall provide to the Repository on a timely basis, notice of any failure on the part of the City or any other Obligated Person to provide the Annual Report on or before the date specified in Section 2 hereof.

SECTION 6. REPOSITORY. As used herein, “Repository” means each entity authorized and approved by the SEC from time to time to act as a repository for purposes of complying with the Rule. The Repositories approved by the SEC may be found by visiting the SEC’s website at <http://www.sec.gov/info/municipal/nrmsir.htm>. As of the date hereof, the Repository recognized by the SEC for such purpose is the Municipal Securities Rulemaking Board, which currently accepts continuing disclosure submissions through its Electronic Municipal Market Access system (“EMMA”). The City shall initially provide the information described in Sections 3 and 4 above, to the extent required, to EMMA. Information regarding EMMA can be obtained by visiting the website <http://emma.msrb.org>.

SECTION 7. NO EVENT OF DEFAULT. Notwithstanding any other provision in the Bond Resolution to the contrary, failure of the City to comply with the provisions of this Disclosure Commitment shall not be considered an event of default under the Bond Resolution. To the extent permitted by law, the sole and exclusive remedy of any Series 2016 Bondholder for the enforcement of the provisions hereof shall be an action for mandamus or specific performance, as applicable, by court order, to cause the City to comply with its obligations hereunder. For purposes of this Disclosure Commitment, "Series 2016 Bondholder" shall mean any person who (A) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2016 Bonds (including persons holding Series 2016 Bonds through nominees, depositories or other intermediaries), or (B) is treated as the owner of any Series 2016 Bond for federal income tax purposes.

SECTION 8. INCORPORATION BY REFERENCE. Any or all of the information required herein to be disclosed may be incorporated by reference from other documents, including official statements relating to debt issues of the City or related public entities, which have been submitted to the Repository or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Repository. The City shall clearly identify each document incorporated by reference.

SECTION 9. DISSEMINATION AGENTS. The City may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under this Disclosure Commitment, and may discharge any such agent, with or without appointing a successor disseminating agent. As of the date of this Disclosure Commitment, the City has not appointed a dissemination agent.

SECTION 10. TERMINATION. The City's obligations under this Disclosure Commitment shall terminate upon (A) the legal defeasance, prior redemption or payment in full of all of the Series 2016 Bonds, or (B) the termination of the continuing disclosure requirements of the Rule by legislative, judicial or administrative action.

SECTION 11. AMENDMENTS. Notwithstanding any other provision of this Disclosure Commitment, the City may amend this Disclosure Commitment and any provision may be waived, if such amendment or waiver is supported by an opinion of counsel that is nationally recognized in the area of federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

In the event of any amendment or waiver of a provision of this Disclosure Commitment, the City shall describe such amendment in the Annual Report, and shall include, as applicable, a narrative explanation of the reason for such amendment or waiver and the impact of the change on the type (or, in the case of a change in accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements: (A) notice of such change shall be given in the same manner as for a significant event described in Section 4 hereof; and (B) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as

prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 12. ADDITIONAL INFORMATION. Nothing in this Disclosure Commitment shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Commitment or any other means of communication, or including any other information in its Annual Report described in Section 3 hereof or notice of occurrence of a significant event described in Section 4 hereof, in addition to that which is required by this Disclosure Commitment. If the City chooses to include any information in the Annual Report in addition to that which is specifically required by Section 3 hereof, the City shall have no obligation under this Disclosure Commitment to update such information or include it in any future Annual Report. The City may from time to time, in its discretion, choose to provide notice of the occurrence of certain other events, in addition to those listed in this Disclosure Commitment, if, in the judgment of the City, such other events are material with respect to the Series 2016 Bonds, but the City does not specifically undertake to commit to provide any such additional notice of the occurrence of any material event except those events listed in Section 4 hereof.

SECTION 13. SEVERABILITY. In case any section or provision of this Disclosure Commitment, or any covenant, stipulation, obligation, agreement, act or action, or part thereof made, assumed, entered into, or taken thereunder or any application thereof, is for any reason held by a court of competent jurisdiction to be illegal or invalid, such illegality or invalidity shall not affect the remainder thereof or any other section or provision thereof or any other covenant, stipulation, obligation, agreement, act or action, or part thereof made, assumed, entered into, or taken thereunder (except to the extent that such remainder or section or provision or other covenant, stipulation, obligation, agreement, act or action, or part thereof is wholly dependent for its operation on the provision determined to be invalid), which shall be construed and enforced as if such illegal or invalid portion were not contained therein, nor shall such illegality or invalidity of any application thereof affect any legal and valid application thereof, and each such section, provision, covenant, stipulation, obligation, agreement, act or action, or part thereof shall be deemed to be effective, operative, made, entered into or taken in the manner and to the full extent permitted by law.

SECTION 14. OBLIGATED PERSONS. “Obligated Person(s)” shall mean, with respect to the Series 2016 Bonds, those person(s) who either generally or through an enterprise fund or account of such persons are committed by contract or other arrangement to support payment of all or a part of the obligations on the Series 2016 Bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities), which person(s) shall include the City. If any person, other than the City, becomes an “Obligated Person” relating to the Series 2016 Bonds, the City shall use its best efforts to require such “Obligated Person” to comply with all provisions of the Rule applicable to such “Obligated Person.”

SECTION 15. BENEFICIARIES. This Disclosure Commitment shall inure solely to the benefit of the City, any dissemination agent appointed hereunder pursuant to Section 9 hereof, the “Participating Underwriter” (as defined in the Rule) and any Series 2016 Bondholder, and shall create no rights in any other person or entity.

[Signature Page to Follow]

Dated: September ____, 2016

CITY OF ORLANDO, FLORIDA

By: _____
Buddy Dyer, Mayor

By: _____
Christopher P. McCullion, Chief Financial Officer

[Signature Page Continuing Disclosure Commitment]