

State of Michigan 401K Plan

**Financial Report
September 30, 2018**

State of Michigan 401K Plan

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INDEPENDENT AUDITOR'S REPORT



Doug A. Ringler, CPA, CIA
Auditor General

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Independent Auditor's Report on the Financial Statements
and Other Reporting Required by *Government Auditing Standards*

Ms. Tricia L. Foster, Director
Department of Technology, Management, and Budget
and
Ms. Kerrie L. Vanden Bosch, Director
Office of Retirement Services

Dear Ms. Foster and Ms. Vanden Bosch:

Report on the Financial Statements

We have audited the accompanying financial statements of the State of Michigan 401K Plan as of and for the fiscal year ended September 30, 2018 and the related notes to the financial statements, which collectively comprise the Plan'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 an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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



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Office of the Auditor General

Doug A. Ringler, CPA, CIA
Auditor General

Ms. Tricia L. Foster, Director
Ms. Kerrie L. Vanden Bosch, Director
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Opinion

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the fiduciary net position of the State of Michigan 401K Plan as of September 30, 2018 and the changes in fiduciary net position 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 Note 2, the financial statements present only the State of Michigan 401K Plan and do not purport to, and do not, present fairly the financial position of the State of Michigan or its pension (and other employee benefit) trust funds as of September 30, 2018 and the changes in financial position for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

Required Supplementary Information

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

Other Reporting Required by Government Auditing Standards

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

Sincerely,

Doug Ringler
Auditor General
December 28, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

State of Michigan 401K Plan

Management's Discussion and Analysis

This section presents our discussion and analysis of the State of Michigan 401K Plan's (the Plan's) financial performance and provides an overview of the Plan's financial activities for the fiscal years ended September 30, 2018, and September 30, 2017. This section should be read in conjunction with the Plan's basic financial statements.

Using This Annual Financial Report

This annual financial report consists of two parts: (1) management's discussion and analysis (this section) and (2) the Plan's basic financial statements. The Plan's basic financial statements are comprised of a Statement of Plan Fiduciary Net Position, a Statement of Changes in Plan Fiduciary Net Position, and Notes to the Financial Statements. The Statement of Plan Fiduciary Net Position reports the assets and liabilities of the Plan and the net position that is held on behalf of participants as of the end of the fiscal year. The Statement of Changes in Plan Fiduciary Net Position reports the additions and deductions to the Plan that occurred during the fiscal year. The notes explain some of the information in the financial statements and provide more detailed data.

Condensed Financial Information

The table below compares key financial information in a condensed format between the current year and prior year:

| | Fiscal Years Ended September 30 (in thousands) | |
|---|--|---------------------|
| | 2018 | 2017 |
| Plan Net Position | \$ 6,578,517 | \$ 5,934,361 |
| Net investment gain (loss) | \$ 540,617 | \$ 703,471 |
| Contributions - Employees | 226,633 | 202,222 |
| Contributions - Employers | 260,497 | 226,924 |
| Contributions - Transfers from other systems | 14,891 | 17,299 |
| Benefits paid | (163,465) | (144,195) |
| Refunds and payments to other systems | (218,893) | (188,664) |
| Other income and expenses - net | (16,124) | (16,636) |
| Net Increase (Decrease) in Plan Net Position | \$ 644,156 | \$ 800,421 |

State of Michigan 401K Plan

Management's Discussion and Analysis (Continued)

Overall Fund Structure and Objectives

The qualified Deferred Compensation Plan (the "Plan") was originally established by the State of Michigan pursuant to Act 306, P.A. 1976, for the exclusive benefit of eligible employees and their beneficiaries. The State of Michigan originally adopted the Michigan State Employees Deferred Compensation Plan II on September 13, 1985, effective October 1, 1985. The Plan has been amended and restated since the Plan's original adoption and retitled as the "State of Michigan 401K Plan." It was last restated in its entirety, effective January 1, 2014, and the restated Plan Document was last amended effective January 1, 2018.

The Plan was established as a means for State employees to save for retirement. Employees of the State of Michigan and judges are eligible to participate in the Plan as of the first day of employment and may voluntarily contribute a portion of their compensation up to the established Internal Revenue Code limits. The Plan was expanded in 2010 and 2012 to benefit eligible Michigan public school employees and their beneficiaries. Then in 2012, the Plan was further expanded to benefit eligible Michigan State Police and their beneficiaries, and to employees of the Education Achievement Authority (EAA) and their beneficiaries.

Effective August 11, 2014, public school employers were provided the option to sign up to offer public school employees a deferred compensation option through the State of Michigan 401K and 457 Plans. Public school employees enrolled in the defined benefit pension plan who were hired prior to July 1, 2010 and also elected to retain their premium subsidy health care are eligible to participate. The deferred compensation option extends the opportunity to invest in the 457 Plan, and it also allows rollovers to the 401K Plan.

On April 25, 2017, the EAA Executive Committee approved a Resolution Authorizing Dissolution of the Education Achievement Authority of Michigan. The EAA ceased to exist as a legal entity on June 30, 2017 and no new contributions were made to the plan during the 2018 fiscal year.

State of Michigan 401K Plan

Management's Discussion and Analysis (Continued)

On July 13, 2017, the Governor signed Public Act 92 of 2017 into law. The legislation requires public school employers to make a 4% non-matching contribution to the 401(K) Plan effective October 1, 2017 for all MPSERS Defined Contribution participants hired on or after September 4, 2012 and changes the matching contribution formula for all MPSERS Defined Contribution participants hired on or after September 4, 2012 to a dollar-for-dollar match up to 3% of compensation effective February 1, 2018. Further, the legislation closes the current hybrid plan (Pension Plus) to newly hired employees as of February 1, 2018 and creates a new optional revised hybrid plan (Pension Plus 2) with similar plan benefit calculations but containing a 50/50 cost share between the employee and the employer, including the cost of future unfunded liabilities.

On June 3, 2018, the Governor signed Public Act 169 of 2018 into law. The legislation requires public school employers to make a dollar-for-dollar matching contribution to the 401(K) Plan on up to 3% of gross wages deferred to the 457 Plan effective September 1, 2018 for all MPSERS members who had elected to convert to the Defined Contribution plan.

Asset Allocation

The State Treasurer, with the advice of the Department of Technology, Management, and Budget (DTMB), selects mutual funds, pooled funds, separate accounts, or other investment vehicles to pursue the Plan's investment objective, which are then made available by the trustee. Except as required under auto-enrollment in the State of Michigan 401K Plan Document, all participants have the ability to direct the investments of their accounts under the Plan, in accordance with the investment choices made available by the trustee and those policies or procedures determined by the administration from time to time. The Plan has no control over investment decisions made by the participants. Plan assets may be invested and reinvested in various instruments as deemed appropriate by the trustee and Plan management. Several investment tiers have been developed and made available to participants. A summary of the types of investments is listed in Note 3.

State of Michigan 401K Plan

Management's Discussion and Analysis (Continued)

Investment Results

During fiscal year 2018, the Dow Jones Industrial Average gained 18.75%, which trailed the National Association of Securities Dealers Automated Quotations (NASDAQ) Composite Index which gained 19.51% but led the Standard & Poor's (S&P) 500 Index which finished the fiscal year up 15.27%.

Solid economic growth and strong corporate results, particularly in the United States (U.S.), boosted global equities. Tax cuts continued to support corporate profits, but ongoing Federal Reserve interest rate hikes and U.S.-China trade tension had exacerbated late-cycle pressures.

The U.S. topped regional equity-market results for the last two quarters. More economically sensitive bond categories such as high-yield corporates fared well, though higher interest rates held back other categories. A mixed global environment proved less favorable for commodities and non-U.S. equities. With the Federal Reserve (the Fed) tightening monetary policy, global dollar liquidity began to recede. Emerging-market (EM) currencies and other assets have faced headwinds in 2018, particularly those in the most vulnerable countries that have large current-account deficits and foreign financing needs.

Ten-year Treasury yields rose to their highest levels since 2011. Inflation expectations have not changed much, but real yields are at the upper end of their range since mid-2011, signifying a modest but sustained rise in inflation-adjusted borrowing costs.

The global expansion remains solid, but many major economies have progressed toward more advanced stages of the business cycle. Global manufacturing activity continued to expand, but at a meaningfully slower pace. Manufacturing trends offered evidence of slowing global momentum and, along with elevated trade risks, remained a headwind for export-oriented economies.

China's industrial sector continues to signal significant weakness, and during the third quarter China acknowledged the slowdown by fully shifting toward an easing stance. Policymakers there are facing a delicate balance of trying to ease conditions while not adding to elevated debt levels, a task made more difficult by an external sector no longer in surplus and facing rising U.S. trade

State of Michigan 401K Plan

Management's Discussion and Analysis (Continued)

barriers. Emerging markets faced headwinds from China's industrial slowdown plus looming trade uncertainties and global monetary tightening. Europe has experienced the greatest slowdown among developed regions.

Meanwhile, U.S. recession risk remains extremely low. The U.S. economy has kept to a very gradual progression through its business cycle with mid-cycle dynamics remaining solid in the credit and inventory cycles, but with late-cycle trends growing more evident after years of tightening labor markets and gradually firming wage growth.

The corporate sector received a significant profit boost from tax reform in 2018, which has more than offset margin pressures caused by rising wages. Lower tax rates and higher cash flows reduced the need for corporations to raise capital, lowering the supply of U.S. corporate securities. Decreased bond issuance has provided technical support to credit markets, whereas a record amount of stock buybacks (up nearly 30% over the past 12 months) has supported equity prices.

With the unemployment rate below 4%, tightening labor markets continued to help boost consumer spending. At the same time, tighter labor markets put upward pressure on prices as various measures of wages and consumer inflation showed signs of modest acceleration. The Fed raised rates multiple times, further flattening the yield curve.

Aggressive U.S. trade policy remained a significant risk. Because China and the U.S. are the most central players in the highly integrated global trade network, escalating U.S.-China commercial tensions represent a risk to global financial markets.

Firming U.S. inflation and global growth have given the Fed confidence to continue gradually hiking its short-term policy rate; other central banks may also recognize the need to begin moving away from extraordinary easing. The Fed's unwinding of its balance sheet, and the European Central Bank's likely tapering of asset purchases next year, could pose a liquidity challenge to markets. Overall, the global economy is in a synchronized expansion amid low inflation, with low risk of recession. Going forward, a shift toward global monetary policy normalization may boost market volatility.

State of Michigan 401K Plan

Management's Discussion and Analysis (Continued)

Honors

Plan Sponsor Council of America (PSCA) Signature Award – The Office of Retirement Services (ORS) won a PSCA Signature Award for the Women's Guide to Retirement, which was presented during PSCA's 71st annual National Conference in Scottsdale, Arizona. The Signature Award recognizes excellence in retirement plan communications.

The Women's Guide to Retirement was developed after focus group and survey results showed that women had significant concerns about retirement. Using a step-by-step approach, the Women's Guide to Retirement breaks planning for retirement down into achievable steps and provides web and phone resources for participants. It also includes a checklist and budget worksheets to help participants stay on track.

Contacting Management

This report is designed to provide Plan participants with a general overview of the Plan's finances and to demonstrate the Plan's accountability for the money it receives. If you have any questions about this report or need additional information, contact the Office of Retirement Services, P.O. Box 30171, Lansing, MI 48909-7671.

BASIC FINANCIAL STATEMENTS

Statement of Plan Fiduciary Net Position (in thousands)

As of September 30, 2018

| | State of Michigan Defined Contribution and Deferred Compensation Retirement Fund | Public School Defined Contribution Fund | Education Achievement Authority Defined Contribution Fund | Total |
|---|--|---|---|---------------------|
| Assets | | | | |
| Equity in Common Cash | \$ 198 | \$ 1,454 | \$ 22 | \$ 1,674 |
| Participant-directed investments, at fair value/contract value (Note 3): | | | | |
| Mutual funds | 616,960 | 2,895 | 5 | 619,860 |
| Common trust funds | 3,760,774 | 265,561 | 5,016 | 4,031,351 |
| Tier III investments | 152,849 | 373 | 8 | 153,230 |
| Stable Value Fund | 590,413 | 738 | 24 | 591,175 |
| Voya Small Cap Growth Strategy Fund | 139,544 | 623 | | 140,168 |
| Jennison Large Cap Growth Equity Fund | 327,720 | 1,169 | 5 | 328,893 |
| Artisan U.S. Mid Cap Growth Strategy Fund | 80,630 | 452 | | 81,082 |
| Dodge & Cox Stock Portfolio | 485,117 | 1,374 | | 486,491 |
| Participant loans | 141,743 | | | 141,743 |
| Other receivable | 232 | 2,916 | 1 | 3,149 |
| Total assets | \$ 6,296,180 | \$ 277,555 | \$ 5,081 | \$ 6,578,816 |
| Liabilities | | | | |
| Accounts Payable | \$ 299 | | | \$ 299 |
| Total liabilities | \$ 299 | | | \$ 299 |
| Plan Net Position | \$ 6,295,881 | \$ 277,555 | \$ 5,081 | \$ 6,578,517 |

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

Statement of Changes in Plan Fiduciary Net Position (in thousands)

For Fiscal Year Ended September 30, 2018

| | State of Michigan Defined Contribution and Deferred Compensation Retirement Fund | Public School Defined Contribution Fund | Education Achievement Authority Defined Contribution Fund | Total |
|---|---|--|--|--------------|
| Additions to Net Position | | | | |
| Investment income (loss): | | | | |
| Interest and Dividends | \$ 38,538 | \$ 61 | \$ 1 | \$ 38,600 |
| Net increase (decrease) in fair value of investments | 483,815 | 17,789 | 413 | 502,017 |
| Total investment income (loss) | \$ 522,353 | \$ 17,850 | \$ 414 | \$ 540,617 |
| Contributions: | | | | |
| Employees | \$ 226,633 | | | \$ 226,633 |
| Employers | 195,735 | \$ 64,762 | | 260,497 |
| Transfers from other systems | 12,699 | 2,193 | | 14,891 |
| Total contributions | \$ 435,067 | \$ 66,954 | | \$ 502,022 |
| Miscellaneous income | \$ 1,638 | \$ 2,069 | \$ 3 | \$ 3,710 |
| Total additions | \$ 959,059 | \$ 86,873 | \$ 417 | \$ 1,046,349 |
| Deductions from Net Position | | | | |
| Benefits paid to participants | \$ 157,475 | \$ 5,720 | \$ 270 | \$ 163,465 |
| Administrative and investment expenses | 17,246 | 2,567 | 21 | 19,835 |
| Refunds and payments to other systems | 215,505 | 2,496 | 892 | 218,893 |
| Total deductions | \$ 390,226 | \$ 10,784 | \$ 1,184 | \$ 402,193 |
| Net increase (Decrease) in Net Position | \$ 568,833 | \$ 76,090 | \$ (767) | \$ 644,156 |
| Plan Net Position | | | | |
| Beginning of fiscal year | \$ 5,727,048 | \$ 201,465 | \$ 5,848 | \$ 5,934,361 |
| End of fiscal year | \$ 6,295,881 | \$ 277,555 | \$ 5,081 | \$ 6,578,517 |

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

State of Michigan 401K Plan

Notes to Financial Statements

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The State of Michigan 401K Plan (the Plan) is a deferred compensation fund and a defined contribution retirement fund sponsored by the State of Michigan. The Plan is considered part of the State's reporting entity and is included in the *State of Michigan Comprehensive Annual Financial Report* as a pension (and other employee benefit) trust fund. The Office of Retirement Services administers the Plan and the plan administrator has the authority to amend the Plan.

The following description provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions. The Plan Document is available on the State of Michigan 401K and 457 plan website.

General

The State of Michigan originally adopted the Michigan State Employees Deferred Compensation Plan II on September 13, 1985, effective October 1, 1985, pursuant to Act 306, P.A. 1976, for the exclusive benefit of eligible employees and their beneficiaries. The Plan was amended as of March 31, 1997 to implement a defined contribution retirement fund. The Plan Document was restated effective January 1, 2014 to incorporate all amendments, update changes required by law, and add new sections for changes in provisions made since the previous restatement, and the restated Plan Document was amended effective January 1, 2015. The restated Plan Document was last amended effective January 1, 2018. As of September 30, 2018, the Plan included 72,011 State of Michigan participants, 90,888 Michigan public school participants (658 participating employers), and 400 participants of the former Educational Achievement Authority (EAA).

Eligibility

The following employees are eligible to participate in the 401K deferred compensation fund on the first day of employment:

- State of Michigan employees hired before March 31, 1997,
- Judges elected before March 31, 1997, and
- Michigan State Police hired prior to June 10, 2012.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

The following employees are eligible to participate in the defined contribution retirement fund as of the first day of employment:

- State of Michigan employees hired on or after March 31, 1997,
- State of Michigan employees hired prior to March 31, 1997 who irrevocably elected to forgo participation in the State's defined benefit pension plan,
- Judges elected on or after March 31, 1997,
- Judges elected prior to March 31, 1997 who irrevocably elected to forgo participation in the State's defined benefit pension plan,
- Michigan State Police hired on or after June 10, 2012,
- Public school employees hired on or after July 1, 2010,
- Public school employees hired prior to July 1, 2010 who either elected the Personal Healthcare Fund (PHF) or irrevocably elected to forgo participation in the defined benefit pension plan, and
- Former Education Achievement Authority employees (no new contributions).

Contributions

In accordance with Section 401(k) of the Internal Revenue Code, the Plan limits the amount of an individual's annual contribution, including additional catch-up contributions for those participants age 50 or older. Plan limits are adjusted each year by the Internal Revenue Service (IRS) based on increases in the Consumer Price Index (CPI).

Also, for State of Michigan employees and judges participating in the defined contribution retirement fund and who are not covered by the State's defined benefit pension plans, the Plan provides for the State of Michigan to make a mandatory (i.e., non-matching) contribution of 4.0% plus a matching contribution on up to 3.0% of each participant's compensation. The State does not make matching contributions for employees in the deferred compensation component of the Plan.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

The Plan also provides for public school reporting units and the Michigan State Police to make a mandatory contribution of 50% of eligible hybrid plan participants' voluntary contributions up to 1% of compensation. Additionally, effective February 1, 2018, the Plan provides for the public school reporting units to make a matching contribution of 100% of Defined Contribution participants' voluntary contributions up to 3% of compensation. The EAA was dissolved effective June 30, 2017 and the plan no longer receives new EAA contributions; however, the plan will remain open as long as former EAA employee balances remain in the plan.

Finally, the Plan provides for the Personal Healthcare Fund (PHF) for State of Michigan employees hired on or after January 1, 2012, Michigan public school employees hired on or after September 4, 2012, and Michigan State Police hired after June 10, 2012 to account for employee contributions and an employer match on up to 2% of compensation. State of Michigan employees who were hired after March 31, 1997 but prior to January 1, 2012 and who opted out of the graded premium benefit receive an employer match on up to 2% of compensation plus a monetized amount for existing years of service upon terminating employment. Public school employees who were hired prior to September 4, 2012 and who opted out of the graded premium benefit also receive an employer match on up to 2% of compensation.

Contributions from Other Systems

Active employees or former employees during the first twelve (12) months following the retirement or other severance from employment, may roll over money from another 401k plan, 401a or 403b plans, or from traditional individual retirement accounts (IRAs) into their account in the Plan. Participants may withdraw funds rolled into the Plan at any time.

Participant Account

Each participant's account is credited with his or her contributions; the employer contributions, if applicable; and an allocation of the Plan's earnings. Allocations are based on the participant's account balance to reflect the effect of income or losses from the particular investments. The

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

benefit to which a participant is entitled is limited to the benefit that can be provided from the participant's account.

Vesting

Participants are 100% vested in their contributions and related earnings or losses at all times. All participants are vested in their employer contributions and related earnings or losses based on years of service over a four-year period. A participant is 50% vested upon attaining two years of service credit, 75% vested upon attaining three years, and 100% vested upon attaining four years. A year of service for State of Michigan participants, judges and Michigan State Police is defined as 2,080 hours whereas a year of service for public school and EAA participants is defined as 1,020 hours.

Loans to Participants

State of Michigan participants may borrow from their vested account balances of the Plan in accordance with the loan policy statement. Loan amounts can range from a minimum of \$1,000 to a maximum of \$50,000. Loans must be repaid within five years, with the exception of residential loans, which may be extended up to thirty years. The interest rate on loans reflects a rate equal to the prime interest rate on the first day of the prior month.

Loans to Participants – Defaulted

Defaulted loans are loans resulting from the failure of a participant to make the required loan repayments on an outstanding loan. These loans are considered a distribution to the participant for which a federal 1099 tax form is issued. During fiscal year 2018 defaulted loans totaled \$5.6 million for participants in the State of Michigan 401K Defined Contribution Retirement Fund.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

Payment of Benefits

Participants may withdraw their vested funds upon leaving employment. Withdrawal of participant funds may be by lump sum, monthly payments, annual payments, or rollovers to other qualified plans or an IRA. Payments may occur over a period not to exceed life expectancy from the date the payments begin. In-service benefit payments are permitted for various reasons as outlined in the Plan Document.

Refunds and Payments to Other Systems

Upon leaving employment, participants may roll over all or a portion of their vested account balances to other qualified plans or an IRA, or they may use all or a portion of their account balances to purchase preapproved service credit in the State of Michigan's pension trust funds, if applicable.

Forfeited Accounts

Forfeited non-vested accounts totaled \$26.9 million at September 30, 2018. Section 401(a)(2) of the Internal Revenue Code restricts the State from recapturing any contributions made to the Plan. Accordingly, as specified in the Plan Document, these accounts are to be used to restore forfeited assets when applicable, offset future employer contributions, and pay administrative expenses of the Plan.

Other Postemployment Benefits (OPEB)

The Plan's financial statements reflect the PHF activity for State employees, Michigan State Police, and public school employees participating in the PHF that are not eligible for subsidized health care benefits. The State employees eligible for subsidized health care benefits are included in the OPEB actuarial valuation provided for Michigan State Employees' Retirement System (MSERS) and reported in the MSERS financial statements. The public school employees

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

eligible for subsidized health care are included in the OPEB actuarial valuation provided for the Michigan Public School Employees' Retirement System (MPERS) and reported in the MPERS financial statements. The Michigan State Police eligible for subsidized health care are included in the OPEB actuarial valuation provided for the Michigan State Police Retirement System (MSPRS) and reported in the MSPRS financial statements. For more information regarding these OPEB, please refer to the separately issued retirement system comprehensive annual financial reports.

Tax Status

The U.S. Department of Treasury made its most recent determination on October 17, 2014, that the Plan constitutes a qualified trust under Section 401(a) of the Internal Revenue Code. Although the Plan may be subsequently amended and restated, management believes that the Plan will continue to operate as a qualified trust.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB). The accompanying financial statements present only the State of Michigan 401K Plan. Accordingly, they do not purport to, and do not, present fairly the financial position and the changes in financial position of the State of Michigan as a whole or its pension (and other employee benefit) trust funds in conformity with accounting principles generally accepted in the United States of America.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

Measurement Focus and Basis of Accounting

The Plan uses the economic resources measurement focus and the accrual basis of accounting. Employee contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions.

Investments

Investments in the mutual funds, common trust funds, Voya Small Cap Growth Strategy Fund, Jennison Large Cap Growth Equity Fund, Artisan U.S. Mid Cap Growth Strategy Fund, Dodge & Cox Stock Portfolio, and Tier III investments are stated at fair value based on quoted market prices. The Stable Value Fund is stated at contract value (see Note 3 for additional information). The mutual funds are registered with the Securities and Exchange Commission, and guaranteed investment contracts (GICs) are regulated by state insurance departments. Investments in common trust funds are managed by State Street Global Advisors (SSgA), BlackRock, and the Prudential Trust Company.

Common trust funds are similar to mutual funds though not registered like mutual funds are. The value of the Plan's position in the common cash fund is equivalent to the fair value of the common cash fund shares.

Investments measured at fair value are determined based on the market approach, which utilizes prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The fair value of publicly traded fixed income and equity securities is based upon quoted market prices and exchange rates, when applicable.

Participant Loans

Participant loans are stated at the outstanding principal amount.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

NOTE 3 – INVESTMENTS

The State Treasurer, with the advice of the Department of Technology, Management, and Budget (DTMB), selects mutual funds, pooled funds, separate accounts, or other investment vehicles to pursue the Plan's investment objective, which are then made available to participants by the trustee. Except as required under auto-enrollment in the State of Michigan 401K Plan Document, all participants have the ability to direct the investments of their accounts under the Plan, in accordance with the investment choices made available by the trustee and those policies or procedures determined by the administration from time to time.

Three investment tiers have been developed to classify the investments available to participants, based upon the general investment strategy. Tier I contains funds that have a passive investment strategy. These investments are managed to mirror investment performance of an established index. Tier II contains funds that have an active investment strategy. These investments are managed actively by an investment advisor using a specific fund investment objective. Tier III contains accounts with investments that are self-directed by the participant. These are not managed passively or actively by anyone other than the participant. A brief summary of the types of investments included in each tier is shown below:

Tier I - Common trust funds include BlackRock Government Short-Term Investment Fund, State Street U.S. Bond Index Fund, State Street S&P 500 Index Fund, State Street S&P Mid Cap Index Fund, BlackRock S&P Small Cap 600 Equity Index Fund, State Street Global All Cap Equity ex-U.S. Index Fund, BlackRock Emerging Markets Index Fund, State Street Target Retirement Income Fund, and State Street Target Retirement Funds ranging in retirement dates from 2015 through 2060. All of the BlackRock funds employ the unitized accounting method.

Tier II - Two of the Tier II funds (PIMCO Total Return Fund and American Funds EuroPacific Growth Fund R6) are mutual funds that employ the traditional share accounting method in which dividends are directly applied to participant accounts. The Prudential High Yield Fund is a common trust fund that also employs the traditional share accounting method. Three of the Tier II funds (Oakmark Equity and Income Fund, T. Rowe Price Mid-Cap Value Fund, and Virtus Ceredex Small Cap Value Equity Fund) are mutual funds that employ a unitized

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

accounting method in which dividends are applied to the pooled investment account. Other Tier II investments that include the Stable Value Fund, Voya Small Cap Growth Strategy Fund, Jennison Large Cap Growth Equity Fund, Artisan U.S. Mid Cap Growth Strategy Fund, and Dodge & Cox Stock Portfolio, all employ the unitized accounting method and are designed for the exclusive use and benefit of State of Michigan 401K Plan and 457 Plan participants. The funds are unitized to eliminate the impact of revenue sharing on pricing. Unitization also allows the cash holding percentage of each unitized fund to be established between the plan sponsor and the trustee, which reduces the need to trade underlining securities of the investment option on a daily basis and, therefore, the commission cost of trading those securities can be minimized.

Tier III - Individual stocks and bonds and thousands of mutual funds (load, no-load, and no-fee/no-load) from a multitude of fund families are available through the Plan's third party administrator. The various types of investments within Tier III are self-managed by the participants and are not separately classified by type of investment by the Plan's third party administrator. These self-managed stocks, bonds, mutual funds, covered call options and Exchange Traded Funds are presented on the statement of plan net position within the Tier III investments.

Investment Risk:

The Plan's investments are subject to several types of risk. As of September 30, 2018, the Plan did not have any investments subject to custodial credit risk or concentration of credit risk. Other types of risk are examined in more detail below:

a. Interest Rate Risk

Interest rate risk is the risk that the value of investments will decrease as a result of a rise in interest rates. The Plan's investment policy does not restrict investment maturities. As of September 30, 2018 the weighted average maturities of investments subject to interest rate risk are shown on the following page (in thousands):

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

| <u>Investment Type</u> | <u>Fair Value/ Contract Value</u> | <u>Weighted Average Maturity (Years)</u> |
|--|---------------------------------------|--|
| Stable Value Fund: | | |
| Synthetic contracts* | \$ 591,175 | 3.78 |
| Common trust funds: | | |
| State Street U.S. Bond Index Fund | \$ 544,670 | 8.37 |
| BlackRock Government Short-Term Investment Fund | \$ 196,863 | 0.10 |
| Prudential High Yield Fund | \$ 20,437 | 6.13 |
| Mutual Funds: | | |
| PIMCO Total Return Fund | \$ 84,594 | 5.69 |
| Oakmark Equity and Income Fund | \$ 95,417 | 2.56 |

*These investments are reported at contract value as disclosed in Note 2.

b. Credit Risk

Credit risk is the risk that an issuer or another counterparty to an investment will not fulfill its obligation. The Plan has an investment policy that limits its investment choices. The investment choices offered to participants are defined by tiers as described in the preceding paragraphs. As of September 30, 2018 the credit quality ratings of debt securities subject to credit risk (other than U.S. government securities) are shown on the following page (in thousands):

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

| Investment Type | Fair Value/ Contract Value | Duration | Rating | Rating Organization |
|--|-------------------------------|------------|-----------------------------|------------------------|
| Stable Value Fund: | | | | |
| Synthetic contracts* | \$ 591,175 | Long-term | BBB to AAA | S&P |
| Common trust funds: | | | | |
| State Street U.S. Bond Market Index Fund | \$ 544,670 | Long-term | Baa to Aaa | Barclays Index |
| BlackRock Government Short-Term Investment Fund | \$ 196,863 | Short-term | A-1+ | S&P |
| Prudential High Yield Fund | \$ 20,437 | Long-term | Below B to AAA | S&P |
| Mutual Funds: | | | | |
| PIMCO Total Return Fund | \$ 84,594 | Short-term | B to A1+ | S&P |
| Oakmark Equity and Income Fund** | \$ 95,417 | Long-term | Below B to AAA Not Rated | S&P |

*These investments are reported at contract value as disclosed in Note 2.

** This is a composite fund which is not rated separately by the rating agencies.

c. Foreign Currency Risk

Foreign currency risk is the risk that investments in securities traded in foreign currencies or more directly in foreign currencies may decline in value relative to the U.S. dollar, which may reduce the value of the portfolio. The Plan does not have an investment policy addressing foreign currency risk. As of September 30, 2018 the investments (other than U.S. government securities) shown on the following page were subject to foreign currency risk (in thousands):

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

| Investment Type | Foreign Currency | Fair Value |
|---|---------------------|---------------|
| Mutual funds: | | |
| American Funds EuroPacific Growth Fund R6 | Various | \$ 273,375 |
| Oakmark Equity and Income Fund | Various | \$ 95,417 |
| T. Rowe Price Mid-Cap Value Fund | Various | \$ 101,866 |
| PIMCO Total Return Fund | Various | \$ 84,594 |
| Virtus Ceredex Small-Cap Value Equity Fund | Various | \$ 64,609 |
| Common Trust funds: | | |
| State Street Global All Cap Equity ex-U.S. Index Fund | Various | \$ 459,796 |
| Prudential High Yield Fund | Various | \$ 20,437 |
| BlackRock Emerging Markets Index Fund | Various | \$ 98,218 |
| Separate accounts: | | |
| Jennison Large Cap Growth Equity Fund | Various | \$ 328,893 |
| Dodge & Cox Stock Portfolio | Various | \$ 486,491 |

Fully Benefit Responsive Synthetic Guaranteed Investment Contract (SGIC):

As part of the Stable Value Fund, the Plan uses SGIC investment derivatives that invest in a portfolio of underlying securities and a benefit responsive wrap contract. The wrap contract produces a floating rate of return that is adjusted periodically, but not below zero, to reflect the underlying investment portfolio and generally provide for participant withdrawals at contract value (principal plus accrued interest). As of September 30, 2018, the fair value of SGIC are shown below (in thousands):

| | Fair Value |
|------------------------|------------|
| SGIC Components: | |
| Underlying investments | \$ 583,718 |
| Wrap contract | 7,456 |
| Total | \$ 591,175 |

Fair Value of Investments

Investments are recorded at fair value in accordance with GASB Statement No. 72, *Fair Value Measurement and Application*, which establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Observable inputs reflect market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entity's own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. Accordingly, the change in fair value of investments is recognized as an increase or decrease to investment assets and investment income.

The Plan categorizes fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset.

- a. Level 1 debt and equity securities are valued using quoted prices in active markets for the actual or identical securities. Market price data is generally obtained from relevant exchanges or dealer markets.
- b. Level 2 securities are valued using significant other observable securities.
- c. Level 3 securities are valued using significant unobservable inputs.

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

The Plan has the following recurring fair value measurements as of September 30, 2018 shown below (in thousands):

| | 9/30/2018 | Fair Value Measurements Using | | |
|---|---------------------|---|--|--|
| | | Quoted Prices In Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Investments by fair value level | | | | |
| Mutual Funds | \$ 619,860 | \$ 619,860 | | |
| Common trust funds | 4,031,351 | 2,587,762 | \$ 1,443,589 | |
| Tier III Investments* | 138,133 | | 138,133 | |
| Stable Value Fund | 591,175 | | 591,175 | |
| Voya Small Cap Growth Strategy Fund | 140,168 | | 140,168 | |
| Jennison Large Cap Growth Equity Fund | 328,893 | | 328,893 | |
| Artisan U.S. Mid Cap Growth Strategy Fund | 81,082 | | 81,082 | |
| Dodge & Cox Stock Portfolio | 486,491 | | 486,491 | |
| Total Investments by fair value | <u>\$ 6,417,152</u> | <u>\$ 3,207,621</u> | <u>\$ 3,209,530</u> | <u>\$ -</u> |

*Tier III Investments exclude cash held in participant accounts totaling approximately \$15.1 million.

The fair value of debt and equity securities classified in Level 1 at September 30, 2018 were valued using prices quoted in active markets for those securities. The fair value of debt securities classified in Level 2 at September 30, 2018 was based on the value of their underlying investments, which include, but are not limited to, treasury bills, government and corporate bonds, mortgage backed securities, and asset backed securities.

The State Street S&P 500 Index Fund, State Street S&P Mid Cap Index Fund, State Street Target Retirement Income Fund, and State Street Target Retirement Funds, within the common trust funds, are classified as Level 1. All other common trust funds, which are similar to mutual funds though not registered like mutual funds, are Level 2 because their fair value is determined by the fund manager based on the value of each underlying investment within their respective pooled investment account. The fair value of the State Street Target Retirement Income Fund and State Street Target Retirement Funds, within the common trust funds, was based on the units of the underlying funds that make up each Target Retirement fund, which include, but are not limited to, the State Street S&P 500 Index Fund, State Street Russel Small/Mid Cap Index Fund, State Street Global All Cap Equity ex-U.S. Index Fund, State Street Bloomberg Roll Select Commodity Index Fund, and State Street government and corporate bond funds. The value of the Stable

State of Michigan 401K Plan

Notes to Financial Statements (Continued)

Value Fund was also based on the value of its underlying investments, which include a Synthetic GIC issued by Voya Retirement Insurance and Annuity Company. The Voya Small Cap Growth Strategy Fund, Jennison Large Cap Growth Equity Fund, Artisan U.S. Mid Cap Growth Strategy Fund, and Dodge & Cox Stock Portfolio are all classified as Level 2 because a portion of their value was based on assets held within State Street's Short-Term Investment Fund (STIF) for liquidity purposes. The Tier III investments are classified as Level 2 based on the value of its underlying investments, a portion of which are classified as Level 2.

The Plan does not contain any debt or equity securities classified in Level 3.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgement and considers factors specific to each asset or liability.