

State Board of Administration of Florida
Florida Retirement System (FRS) Investment Plan Trust Fund

Fiscal Years Ended June 30, 2024 and 2023

FINANCIAL STATEMENTS, NOTES TO THE FINANCIAL STATEMENTS,
AND MANAGEMENT'S DISCUSSION AND ANALYSIS

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INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
State Board of Administration of Florida
Tallahassee, Florida

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of the Florida Retirement System (“FRS”) Investment Plan Trust Fund (the “Trust”) administered by the State Board of Administration (“SBA”) of Florida, as of and for the years ended June 30, 2024 and 2023, and the related notes to the financial statements, which collectively comprise the Trust’s basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the Trust administered by the SBA, as of June 30, 2024 and 2023, and the changes in financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Trust, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Trust and do not purport to, and do not, present fairly the financial position of the State of Florida, the State Board of Administration of Florida or the Florida Retirement System as of June 30, 2024 and 2023, their changes in financial position, or, where applicable, their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4-14 be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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 have also issued our report dated November 12, 2024 on our consideration of the Trust'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 Trust'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 Trust's internal control over financial reporting and compliance.


Crowe LLP

Dallas, Texas
November 12, 2024

Management's Discussion and Analysis

Introduction

This section of the financial statements of the Florida Retirement System (FRS) Investment Plan Trust Fund (the Trust) presents management's discussion and analysis of the Trust's financial position for the fiscal years ended June 30, 2024 and 2023. Please read it in conjunction with the basic financial statements and the accompanying notes, which follow this section.

As further described in Note 1 to the financial statements, the FRS Investment Plan (the Plan) is a defined contribution plan for eligible members of the FRS who have not elected to participate in the FRS Pension Plan, a defined benefit plan, or who are mandated to participate in the Plan as a condition of renewed membership in the FRS.

The Florida Legislature is responsible for establishing Plan structure, benefit levels and contribution rates, and providing statutory authority for the administration of the Plan. The Plan is administered by the State Board of Administration of Florida (the SBA). The SBA has defined the roles and responsibilities of affected employers, the Division of Retirement within the Department of Management Services (DMS), and other service providers pertaining to the Plan.

Contributions to the Plan are collected by DMS and transmitted to the SBA, which deposits them in the Trust. Alight Solutions, the Plan Administrator contracted by the SBA, is responsible for the placement of member-directed trades among investment options offered by the Plan and maintaining records of individual member accounts. Alight Solutions records in each member's account all relevant contributions, withdrawals, fees, and the investment performance of the funds selected by the member. The benefits each member receives from the Plan vary based on the member's individual account balance.

Financial Statements

The financial reporting entity represented in the basic financial statements and accompanying notes is the Trust, which consists of the assets held in trust by the SBA for the payment of retirement benefits and reasonable administrative expenses of the Plan. The assets, liabilities, and net position of the Trust are reported in the annual comprehensive financial report published by the State of Florida.

The Trust's basic financial statements include two-year comparative statements of net position and statements of changes in net position. The statements of net position provide a measurement of the financial position of the Trust as of the end of the fiscal year. The statements of changes in net position present the results of Trust activities during the fiscal years presented in this report. The accompanying notes to the financial statements offer additional discussion that is essential for a full understanding of the data presented in the financial statements, and provide additional information regarding the Trust, such as accounting policies, significant account balances and activities, material risks, obligations, contingencies, and subsequent events, if any.

Management's Discussion and Analysis

Statements of Net Position

The statements of net position present the assets, liabilities, and net position (total assets in excess of total liabilities) of the Trust as of the end of the fiscal year and are point-in-time financial statements. The assets in the Trust are comprised of the members' investment accounts. The following table represents condensed financial information.

	As of June 30		
	2024	2023	2022
	<i>(In Millions)</i>		
Assets			
Investments	\$ 17,252	\$ 14,559	\$ 12,852
Receivables	142	121	68
Investments sold, but not settled	1	17	28
Total assets	17,395	14,697	12,948
Liabilities			
Payables	7	6	3
Investments purchased, but not settled	30	42	68
Total liabilities	37	48	71
Net position held in trust	<u>\$ 17,358</u>	<u>\$ 14,649</u>	<u>\$ 12,877</u>

Management's Discussion and Analysis

Statements of Changes in Net Position

The statements of changes in net position show the net investment income earned by the Trust, the contributions from employers and employees, and the deductions for members and beneficiaries that occurred during the fiscal year. The following table represents condensed financial information.

	Fiscal Years Ended June 30		
	2024	2023	2022
	<i>(In Millions)</i>		
Additions			
Net investment income/(loss)	\$ 2,008	\$ 1,406	\$ (1,903)
Contributions:			
Employer/employee contributions received from DMS	1,479	1,077	657
Member-directed benefits received from the FRS Trust Fund	690	590	768
Member-directed rollover deposits	50	63	77
Total contributions	2,219	1,730	1,502
Total additions	4,227	3,136	(401)
Deductions			
Benefit payments to members	1,426	1,287	1,466
Member-directed benefits sent to the FRS Trust Fund	82	69	112
Administrative expenses	10	8	6
Total deductions	1,518	1,364	1,584
Change in net position	2,709	1,772	(1,985)
Net position held in trust			
Beginning of year	14,649	12,877	14,862
End of year	\$ 17,358	\$ 14,649	\$ 12,877

Management's Discussion and Analysis

Analysis

The Trust's net position increased by \$2.7 billion (18.5%) and increased by \$1.8 billion (13.8%) during fiscal years 2024 and 2023, respectively. For fiscal years 2024 and 2023, the increase in net position was primarily due to positive investment performance. As well, the Legislative increase in employer contribution rates, for fiscal years 2024 and 2023, led to an increase in overall contributions received for investment in the Trust.

Trust investments generated net income of approximately \$2.0 billion for fiscal year 2024 and approximately \$1.4 billion for fiscal year 2023. Positive investment performance contributed to the increase in net income for fiscal year 2024. Although not meeting its benchmark of 13.5% by 0.40% (40 basis points), the overall Trust return remained positive and provided continued growth in Trust income and overall net position. Domestic equities returned 22.6% and 19.9% and international equities returned 12.1% and 13.8% for fiscal years 2024 and 2023, respectively. As well, fixed income returned 5.0% and 0.7% for fiscal years 2024 and 2023, respectively. The Stable Value Fund also generated positive results, returning 2.9% and 2.3% for fiscal years 2024 and 2023, respectively. Additionally, the Retirement Date Funds returned 11.5% and 8.8% for fiscal years 2024 and 2023, respectively.

Additional analysis of Trust investments can be found in the "Asset Allocation" and "Investment Returns" sections of Management's Discussion and Analysis.

Deductions from the Trust in both fiscal years consist mainly of benefit payments to members. Benefit payments increased by \$138.6 million (10.8%) and decreased by \$178.8 million (-12.2%) during fiscal years 2024 and 2023, respectively. Benefit payments from the Plan vary from year to year based on the number of retirees, their account balances, and the related benefits due during the fiscal year.

Additional Plan highlights and trends follow.

Management's Discussion and Analysis

Plan Participation and Membership

The number of employers participating in the Plan increased slightly over the last three fiscal years. As well, overall Plan membership increased steadily over that same time period due to the Plan default change, which applied January 2018 (see the “Plan Choice” section of Management’s Discussion and Analysis).

	As of June 30		
	2024	2023	2022
Participating employers	994	991	988
Plan membership:			
Active members ¹	237,115	210,649	187,430
Inactive members ²	114,771	104,879	96,260
Total Plan members	351,886	315,528	283,690

¹ Active members are those employees currently receiving contributions into their retirement account.

² Inactive accounts are held on behalf of members who are no longer employed by an eligible employer, so their accounts are not receiving contributions at this time. This includes, but is not limited to, retirees with a remaining balance, plan beneficiaries, and alternate payees as a result of a Qualified Domestic Relations Order.

Active Plan Membership by Class

While membership varies across classes, total active Plan membership has continued to increase over the last three fiscal years.

	As of June 30						
	Regular	Senior Management	Special Risk Admin	Elected Officers	Special Risk	Other	Total
2024	218,597	2,356	23	733	11,217	4,189	237,115
2023	192,272	2,284	19	620	10,931	4,523	210,649
2022	170,387	2,252	23	676	11,019	3,073	187,430

Management's Discussion and Analysis

Plan Choice¹

Chapter 2017-88, Laws of Florida amended Chapter 121, *Florida Statutes*. The amendment provided that all new hires whose employment in a regularly established position commenced on or after January 1, 2018, or who did not complete an election window before January 1, 2018, will have until the last business day of the 8th month after hire to make a choice between the FRS Pension Plan and FRS Investment Plan. If a new hire does not make an active election by the deadline date, the new hire will default into the FRS Investment Plan, except those who are enrolled in the Special Risk Class (who will continue to default to the FRS Pension Plan). The first group of new hires defaulted into the FRS Investment Plan effective October 1, 2018. For fiscal year ended June 30, 2024, 55.2% of all new hires defaulted to the FRS Investment Plan, unchanged from the prior year, and 17.0% made an active election to enroll in the FRS Investment Plan, an increase from the prior year. The SBA's Office of Defined Contribution Programs continues to monitor trend information and projections as to the effect the plan choice amendment may have on the Trust.

The number of new employees eligible to make an initial plan choice increased by 3,564 (5.4%) during fiscal year 2024, due to increased hiring by participating FRS employers. While the number of new employees defaulting to the FRS Investment Plan increased during fiscal year 2024, those defaulting as a percentage of total new hires did not change from the prior year. The number of new employees making an active election to enroll in the FRS Investment Plan also increased during fiscal year 2024. Additionally, the number of employees joining the FRS Investment Plan through a Second Election increased for fiscal year 2024.

	Fiscal Years Ended June 30		
	2024	2023	2022
New employees making initial Plan Choice	69,535	65,971	50,931
New employees joining FRS Investment Plan:	50,203	46,339	35,163
Active election	11,806	9,899	8,085
Plan default	38,397	36,440	27,078
New employees joining FRS Pension Plan:	19,332	19,632	15,768
Active election	15,322	15,701	12,973
Plan default	4,010	3,931	2,795
Employee Second Elections ² :			
To the FRS Investment Plan	2,847	2,573	3,563
To the FRS Pension Plan	915	840	1,048

¹ Plan Choice data is based on unaudited statistics received from Alight Solutions, the Plan Administrator.

² FRS members are granted a one-time option to transfer from one retirement plan (Pension or Investment) to the other during their FRS-covered employment. This is considered a Second Election.

Management's Discussion and Analysis

Benefit Payments

Benefit payments reflect withdrawals from the Trust in the form of lump sum distributions, partial distributions, rollovers to other qualified retirement plans, and periodic payments to members. The number of member requests for benefit payments during the year increased by 1,999 (2.9%) and increased by 1,797 (2.6%) for fiscal years 2024 and 2023, respectively. Benefit payments increased by \$138.6 million (10.8%) and decreased by \$178.8 million (-12.2%) for fiscal years 2024 and 2023, respectively. The annual amount of benefits disbursed to Plan members varies from year to year due to the number of members requesting benefits and their accounts balances.

	Fiscal Years Ended June 30		
	2024	2023	2022
Number of member requests for benefits	71,785	69,786	67,989
Benefit payments <i>(In Millions)</i>			
Rollovers	\$ 826	\$ 735	\$ 876
All other	600	552	590
Total benefit payments	<u>\$ 1,426</u>	<u>\$ 1,287</u>	<u>\$ 1,466</u>

Contribution Rates

The Florida Legislature is responsible for establishing employer and employee contribution rates. Employer contribution rates vary by membership class and increased across all classes for fiscal year 2024.

Membership Class	Employee Rate	Employer Rate ¹		
	FYs 2022-24	FY 2024	FY 2023	FY 2022
Regular	3.00 %	8.30 %	6.30 %	3.30 %
Special risk	3.00	16.00	14.00	11.00
Special risk: administrative support	3.00	9.95	7.95	4.95
Legislators	3.00	11.38	9.38	6.38
Governor, Lt. Governor, and cabinet officers	3.00	11.38	9.38	6.38
State Attorney and public defenders	3.00	11.38	9.38	6.38
Justices and judges	3.00	15.23	13.23	10.23
County and local elected officers	3.00	13.34	11.34	8.34
Senior management service	3.00	9.67	7.67	4.67

¹ Employer rates presented in this table do not include employer contributions for the Health Insurance Subsidy (1.66% for FYs 2022-2023 and 2.00% for FY 2024), plan administrative/educational expense (.06% for FYs 2022-2024) or the disability and in line-of-duty death programs (varies by membership class) as these amounts are not deposited into the Trust.

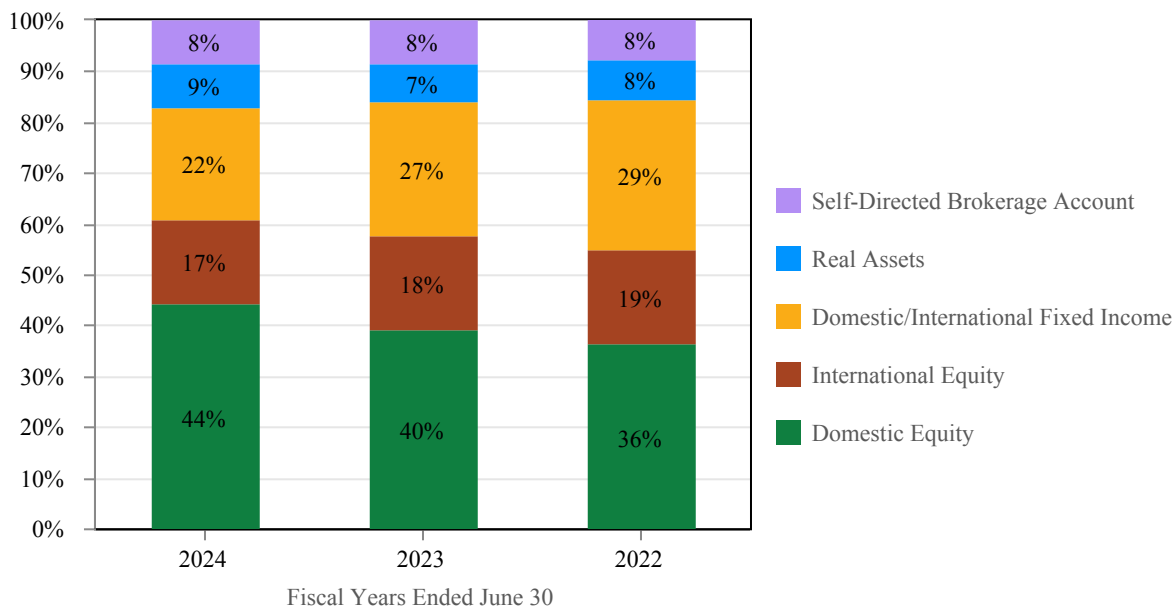
Management's Discussion and Analysis

Asset Allocation

The asset allocation of the Trust is a function of the members' investment decisions across the various investment options offered. Equity investments (domestic and international combined) remained the largest allocation, as members looked to capitalize on the long-term growth prospects of these assets. Allocations to fixed income investments decreased due in part to performance expectations relative to other investment options.

Domestic and international equities generated positive performance for fiscal years 2024 and 2023, which was driven by a steady decline in inflation and recovering economy. Although fixed income generated positive returns in fiscal year 2024, allocations decreased as members capitalized on domestic equity and real asset performance. Lastly, members continued their allocations to the Self-Directed Brokerage Account, which allows for additional investment flexibility. Note 3 to the financial statements describes the Plan's Investment Policy Statement (IPS) and oversight of the Trust's investments.

By Percentage of Invested Assets¹



¹ International fixed income represents a small fraction (less than 1%) of the overall Trust investments and is combined with domestic fixed income for charting purposes.

Management's Discussion and Analysis

Investment Returns

The Trust's performance is a function of the members' decisions about their asset allocations and the investment options' performance. The SBA does not influence asset mix decisions; however, investment performance affects the Trust's net position.

The Trust's total return for fiscal year 2024 was 13.1%, which was below the target total benchmark of 13.5%. However, the Trust posted positive returns for all investment types as of June 30, 2024. The Trust's overall performance compared with its benchmark reflects the weighted performance for the underlying fund options in which members are investing.

The Trust's investment returns¹ were as follows:

Investment Type	Fiscal Years Ended June 30		
	2024	2023	2022
Retirement Date Funds ²	11.5%	8.8%	-11.0%
Stable value	2.9	2.3	1.6
Real assets	1.5	-0.9	-1.5
Fixed income	5.0	0.7	-10.5
Domestic equity	22.6	19.9	-16.3
International equity	12.1	13.8	-20.2
Total Trust return	13.1%	10.7%	-12.2%
Total Trust aggregate benchmark	13.5	10.4	-11.1
Over (under) benchmark	<u>-0.4%</u>	<u>0.3%</u>	<u>-1.1%</u>

¹ The above investment performance information for each fiscal year is the official investment return data supplied by the SBA's master custodian and performance measurement service provider, BNY Performance Reporting and Analytics Services.

² Retirement Date Funds consist of Plan investments in various proportions.

Performance for the Self-Directed Brokerage Account is not included since there is no comparable benchmark. Members assume the full risk and responsibility for the investments they have selected in the Self-Directed Brokerage Account and for monitoring the performance of these investments.

More detailed information and analysis of the Trust's performance can be obtained from the SBA's Annual Investment Report, which can be found at www.sbafla.com.

Management's Discussion and Analysis

Economic Factors

Fiscal year 2024 ended with generally strong investment returns, despite the year beginning with downward pressure on both equities and bonds. Initially, the U.S. Congress barely avoided a government shutdown with a last-minute deal to extend government funding until mid-November. This prompted Fitch to downgrade the U.S. debt rating to AA+ from AAA. Perhaps the most impactful influence on investment returns was the general monetary tightening across the globe. The U.S. Federal Reserve ("Fed"), along with other central banks, continued to raise rates to fight inflation. In July 2023, the Fed increased the Federal Funds Rate rate by 25 basis points (bps) to a range of 5.25%-5.50% making it the highest level in more than 22 years. This initially put pressure on markets and is ultimately where the Fed kept the range throughout the fiscal year as they initiated a wait and see approach to the movement of inflation. With higher rates and increasing pressure on U.S. Federal Government debt affordability, Moody's downgraded the U.S. Federal Government credit outlook to 'negative'. In addition to domestic concerns, geopolitical tensions rose at the beginning of October 2023 as Hamas launched a surprise attack on Israel forcing the Israeli Prime Minister to declare the nation "at war". This led to increased levels of volatility in the market.

Despite an initial quarter of negative returns across both equities and bonds, markets turned around in the fourth quarter of 2023. Inflation continued its slow trend downward into the end of 2023 and together with a sharp rise in consumer and business spending, contributed to the continued strength of the U.S. economy. Markets also reacted favorably to the Fed signaling it was likely at its peak of rate hiking which created expectations of around six rate cuts coming for the 2024 calendar year. The positive momentum continued due to the earnings outlook, continued decreasing inflation and resilient economic data. Additionally, the Artificial Intelligence ("A.I.") hype boosted the U.S. tech giants (Microsoft, Apple, Meta, Alphabet, NVIDIA, Amazon) and drove the S&P 500 Index to exceed the 5000 level for the first time in the beginning of February 2024. These names continued to rally until the end of June 2024. The U.S. government also passed a \$1.2 trillion spending bill to help keep the government funded through September 2024 along with providing support for U.S. defense and infrastructure. The Fed and other central banks proceeded to leave rates unchanged, reiterating that rates are likely at their peak and that their plan was to continue to monitor inflation before making any decisions on rate cuts. Consequently, expectations for rate cuts over 2024 began to diminish as the Fed showed no signs of haste to cut interest rates.

Although there was increased volatility throughout fiscal year 2024, equities continued to be strong. Global equities increased 18.4% for the year, as measured by the MSCI All Country World IMI Index. Growth continued its recovery as it outperformed Value over the year, 25.0% versus 14.8%, as measured by the MSCI All Country World Growth and Value Indices, respectively. Developed markets, both the U.S. and non-U.S., were strong as they generated returns of 20.2% and 11.2%, as measured by the MSCI World and the MSCI World ex USA Indices, respectively. Emerging markets slightly outperformed developed international markets, returning 12.5% in U.S. dollar terms, as measured by the MSCI Emerging Markets Index. With expectations of rate cuts soon, yields began to decline near the end of the fiscal year having a slightly positive impact on investment grade returns. The Bloomberg Aggregate Bond Index returned 2.6% for the fiscal year, while high yield bonds performed well in a mostly risk-on environment and returned 10.4%, as measured by the Bloomberg U.S. High Yield Index. Alternative markets generated mixed results over the year as core real estate generated negative results and private equity started to see greater activity. Other areas, such as infrastructure and private debt, generally produced favorable returns. Overall, it was a strong year for total return investors.

Management's Discussion and Analysis

Contacting the Trust's Financial Management

This financial report is designed to provide citizens, taxpayers, Plan members, and other interested parties with an overview of the Trust's finances and the prudent exercise of the SBA's oversight. If you have any questions regarding this report or need additional information, please contact the Chief of Defined Contribution Programs, State Board of Administration of Florida, P.O. Box 13300, Tallahassee, FL 32317.

Statements of Net Position

	As of June 30	
	2024	2023
	<i>(In Thousands)</i>	
Assets		
Cash and cash equivalents	\$ —	\$ 2
Investments:		
Fixed income	3,781,456	3,869,649
Equity	10,543,902	8,414,385
Real assets	1,486,518	1,088,750
Self-Directed Brokerage Account	1,440,066	1,186,229
Total investments	<u>17,251,942</u>	<u>14,559,013</u>
Receivables:		
Accounts receivable	—	—
Interest and dividends	4,704	3,934
Due from DMS	137,618	117,630
Investments sold, but not settled	930	16,665
Total receivables	<u>143,252</u>	<u>138,229</u>
Total assets	<u>17,395,194</u>	<u>14,697,244</u>
Liabilities		
Payables:		
Accounts payable and accrued liabilities	6,975	6,036
Margin payable to counterparty	20	—
Due to DMS	—	89
Investments purchased, but not settled	30,005	42,412
Total liabilities	<u>37,000</u>	<u>48,537</u>
Net position held in trust	<u>\$ 17,358,194</u>	<u>\$ 14,648,707</u>

See accompanying notes to the financial statements.

Statements of Changes in Net Position

	Fiscal Years Ended June 30	
	2024	2023
	<i>(In Thousands)</i>	
Additions		
Investment income:		
Dividend income	\$ 36,581	\$ 43,787
Interest and other investment income	14,675	10,979
Fines, forfeits, and securities litigation proceeds	107	7
Net increase in fair value of investments	1,965,513	1,358,045
Total investment income	<u>2,016,876</u>	<u>1,412,818</u>
Investment expenses:		
Bank fees	(536)	(550)
Other fees	(72)	(40)
Investment management fees	(8,517)	(6,220)
Total investment expenses	<u>(9,125)</u>	<u>(6,810)</u>
Net income from investments	<u>2,007,751</u>	<u>1,406,008</u>
Contributions:		
Employer/employee contributions received from DMS	1,479,660	1,076,356
Member-directed benefits received from the FRS Trust Fund	690,365	590,051
Member-directed rollover deposits	49,736	63,204
Total contributions	<u>2,219,761</u>	<u>1,729,611</u>
Total additions	<u>4,227,512</u>	<u>3,135,619</u>
Deductions		
Benefit payments to members	1,425,847	1,287,283
Member-directed benefits sent to the FRS Trust Fund	81,756	68,746
Administrative expenses	10,422	7,476
Total deductions	<u>1,518,025</u>	<u>1,363,505</u>
Change in net position	<u>2,709,487</u>	<u>1,772,114</u>
Net position held in trust		
Beginning of year	14,648,707	12,876,593
End of year	<u>\$ 17,358,194</u>	<u>\$ 14,648,707</u>

See accompanying notes to the financial statements.

Notes to the Financial Statements

1. Financial Reporting Entity

The Florida Retirement System (FRS) Investment Plan (the Plan), a defined contribution pension plan qualified under Internal Revenue Code Section 401(a), was established pursuant to Section 121.4501, *Florida Statutes*, to provide retirement benefits for eligible employees of the State and all participating county, district school board, community college, university employees and for cities, independent special districts, metropolitan planning districts and public charter schools who elect to participate in the FRS, as an alternative to the FRS Pension Plan or other optional retirement plans. Additionally, certain retirees of the FRS who return to employment with a participating employer are mandatory participants of the Plan. Under the Plan, employers and employees make contributions to individual member accounts set up in the member's name, and the member directs the investments in the account, choosing from a number of diverse investment options selected and monitored by the State Board of Administration of Florida (the SBA). The Plan was first offered to public sector employees in fiscal year 2003, and was modeled after private sector 401(k) plans. The Plan's and the SBA's financial activities are reported in the annual comprehensive financial report of the State of Florida. The SBA is governed by a Board of Trustees, composed of the Governor, as Chair, the Attorney General, and the Chief Financial Officer of the State of Florida.

The FRS Investment Plan Trust Fund (the Trust) was established pursuant to Section 121.4502, *Florida Statutes*, to hold the assets of the Plan in trust for the exclusive benefit of the Plan's members.

The Trust is accounted for separately as an investment trust fund, and holds the assets of the Plan for the exclusive benefit of the Plan's members. These financial statements and notes include only the net position and changes in net position of the Trust and do not purport to, and do not, present fairly the financial position of the State of Florida, the SBA, or the Plan as of June 30, 2024 and 2023, nor the changes in their financial position for the years then ended, in conformity with accounting principles generally accepted in the United States (GAAP).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements were prepared in conformity with GAAP as applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and reporting principles. The Trust is accounted for as an investment trust fund pursuant to GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools* (GASB 31), GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments* (GASB 34), and GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* (GASB 63). As such, the Trust's financial statements include statements of net position and statements of changes in net position.

Notes to the Financial Statements

2. Summary of Significant Accounting Policies (continued)

Measurement Focus and Basis of Accounting

The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred, regardless of when the related cash flow takes place.

Cash and Cash Equivalents

The Trust reports all cash on hand and deposits in banks as cash and cash equivalents. See Note 3, Deposits and Investments, for additional information.

Investment Valuation

Investments are reported in accordance with GASB reporting standards as follows:

- Money market funds at amortized cost.
- Stable value funds at contract value (sometimes referred to as book value), which is principal plus credited interest, and at the net asset value (NAV) per share of the funds as reported by external investment managers.
- Commingled funds at the NAV of units held at the end of the period based upon the fair value of the underlying investments as reported by the external investment manager.
- Other investments at the most recent market price as of the close of the markets on June 30, or the most recent market close of each fiscal year, if the markets are closed on June 30. If a market price is not readily determinable, alternative pricing methodologies may be used to determine fair value. Alternative pricing may include methodologies such as matrix-pricing, stale pricing, broker bids, or cost/book value.

Income Recognition

Investment transactions are accounted for on a trade (investment) date basis. Interest, dividend, and other investment income are recorded on the accrual basis, with dividends accruing on the ex-dividend date.

Administrative Expenses

Pursuant to Section 121.4502, *Florida Statutes*, and in accordance with Internal Revenue Service Revenue Ruling 84-156, reasonable administrative expenses of the Plan may be paid from the Trust. These expenses may include the activities of the Plan administrator, Plan custodian, investment and administrative consulting, and other services rendered for the benefit of Plan members.

Notes to the Financial Statements

2. Summary of Significant Accounting Policies (continued)

Investment Management Fees

The SBA hires external investment managers to invest the Trust's investment assets. The Trust typically pays investment management fees based on individually negotiated investment management agreements. The fees, usually paid quarterly, may be based on a sliding scale of the portfolio's net asset value at quarter-end, calculated by multiplying each level of net position by a specified basis point charge, or may be performance-related, typically associated with exceeding a market benchmark or hurdle rate. Fees are paid from the appropriate manager's portfolio and are recognized as an expense over the time period for which the fees are applicable.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues (additions) and expenses (deductions) during the reporting period. Actual results could differ from those estimates.

The estimates and assumptions underlying these financial statements are based on the information available as of June 30, 2024, including judgments about the financial market and economic conditions, which may change over time.

New Accounting Standards

In June 2022, the GASB issued Statement No. 100, *Accounting Changes and Error Corrections—an amendment of GASB Statement No. 62 (GASB 100)*. The primary objective of this Statement is to enhance the accounting and financial reporting requirements for accounting changes and error corrections to provide more understandable, reliable, relevant, consistent, and comparable information for making decisions or assessing accountability. The statement was implemented without impact to the Trust.

Notes to the Financial Statements

3. Deposits and Investments

Deposits

There were no cash deposits held at fiscal year end June 30, 2024. The reported carrying amount of deposits totaled \$1.6 thousand at June 30, 2023. All deposits were held in U.S. dollars. See Custodial Credit Risk for additional information.

Investments

The Plan has an Investment Policy Statement (IPS) that includes, among other items, the investment objectives of the Plan, manager selection, monitoring guidelines, and performance measurement criteria. The IPS is reviewed no less than annually to ensure the structure and guidelines are appropriate, taking into consideration the Plan's goals and objectives.

The primary investment objectives of the Plan are to: (1) offer a diversified mix of low-cost investment options that span the risk-return spectrum and give members the opportunity to accumulate retirement benefits; (2) offer investment options that avoid excessive risk, have a prudent degree of diversification relative to broad market indices and provide a long-term rate of return, net of all expenses and fees that seek to achieve or exceed the returns on comparable market benchmark indices; and (3) offer members meaningful, independent control over the assets in their account.

The SBA's Executive Director is responsible for selecting, evaluating, and monitoring performance of the investment options, with a focus on maximizing return within appropriate risk constraints outlined in the Plan's IPS. The Plan offers a number of low-cost institutional investment funds that invest in various short-term, fixed income, and equity securities.

The Plan offers eleven customized Retirement Date Funds that consist of mixtures of various asset classes. At the end of fiscal year 2024, 85% of the Plan's members had allocated at least some of their assets to one or more of the available Retirement Date Funds. Approximately 51% of total Trust assets were held in the Retirement Date Funds, which are constructed using the various investment funds offered in the Plan.

The Plan also offers a Stable Value Fund, which consists of two collective trust funds (CTFs) and one separately managed trust. The separate trust consists of three fully benefit-responsive synthetic guaranteed investment contracts (SGICs), often referred to as "wrap contracts". The wrap contracts are issued by insurance companies and banks to stabilize the fund's investment return on various fixed income securities, providing participants with a low-risk investment option that seeks to provide stable returns that exceed other low-risk investments over the long term. The wrap contracts allow participants to withdraw or transfer their balances in the Stable Value Fund at contract value, which is principal plus credited interest. As of June 30, 2024 and 2023, the fair values of the underlying investments and the wrap contracts held in the separate trust totaled \$248.8 million and \$14.7 million, respectively, and \$256.4 million and \$19.3 million, respectively.

The crediting interest rate for the stable value funds is determined quarterly and is derived from the book value yield of the underlying securities net of fees. Interest is credited daily.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The SBA follows the Florida Statutes' fiduciary standards of care in managing the Plan's investment options. The SBA Trustees appoint members to serve on the Investment Advisory Council, which makes recommendations on the Trust's investment policy, strategy, and procedures.

Self-Directed Brokerage Account

Beginning in January 2014, a Self-Directed Brokerage Account (SDBA) was added as an option available to Plan members. The SDBA allows Plan members to invest in thousands of different investments in addition to the Plan's primary investment funds. It is offered through Alight Financial Solutions (AFS), a subsidiary of Alight Solutions, the Plan Administrator.

The SDBA is for experienced investors who want the flexibility to invest in a variety of options beyond those available in the Plan's primary investment funds. It is not suitable for all members.

The SDBA provides access to the following investment instruments:

- Stocks listed on a Securities Exchange Commission (SEC) regulated national exchange;
- Exchange Traded Funds (except for leveraged Exchange Traded Funds);
- Mutual Funds (except for any of the Plan's primary investment funds); and
- Fixed Income products.

The SDBA accessibility does not include any of the following as investment alternatives:

- Illiquid investments;
- Over the Counter Bulletin Board (OTCBB) securities;
- Pink Sheet® (PS) securities;
- Leveraged Exchange Traded Funds;
- Direct Ownership of Foreign Securities;
- Derivatives, including, but not limited to futures and options contracts on securities, market indexes, and commodities;
- Buying/Trading on Margin;
- Limited Partnership Interests;
- FRS Investment Plan products;
- Any investment that would jeopardize the FRS Investment Plan's tax qualified status;
- Master Limited Partnerships (MLPs);
- Commodity Exchange Traded Funds (subject to UBIT); or
- Private Placements.

A Plan member may participate in the SDBA if the member:

- Maintains a minimum balance of \$5,000 in the primary investment options offered under the FRS Investment Plan;
- Makes a minimum initial transfer of funds into the SDBA of \$1,000;
- Makes subsequent transfers of funds into the SDBA in amounts of \$1,000 or greater;
- Pays all trading fees, commissions, administrative fees and any other expenses associated with participating in the SDBA; and
- Does not violate any trading restrictions established by the provider, the FRS Investment Plan, or state or federal law.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The SBA is not responsible for managing the SDBA beyond administrative requirements as established between the SBA and AFS. As such, investment alternatives available through the SDBA have not been subjected to any selection process, are not monitored by the SBA, require investment expertise to prudently buy, manage and/or dispose of, and have a risk of substantial loss.

Fund Lineup Changes

During fiscal year 2024, the fund lineup changed whereby the FRS 2065 Retirement Date Fund was added as an investment option for members. Also, the name of the FRS Core Bond Fund changed to the FRS Diversified Income Fund.

There were no fund lineup changes during fiscal year 2023.

Investment Performance

The SBA staff, consultants, and Trustees review the Trust's performance quarterly. The long-term performance of each actively-managed investment option is expected to exceed the returns on its performance benchmark, net of all fees and charges, while avoiding large year-to-year deviations from the returns of the performance benchmark. The long-term performance of each passively-managed investment option is expected to closely approximate returns of the performance benchmark, net of all fees and charges. At the total Trust level, performance is evaluated by asset class and is measured on an absolute basis and relative to appropriate market benchmarks for each investment option. Performance data is aggregated for the total Trust and for each product type or asset class, using member allocations as weighting factors. Performance for the SDBA is not included since there is no comparable benchmark. The member assumes the full risk and responsibility for the investments selected in the SDBA and for monitoring the performance of these investments. More detailed information can be obtained by visiting the Florida Retirement System website at MyFRS.com.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The following schedule discloses the Trust's investments, by type, at June 30, 2024 and 2023.

Investment Type ¹	As of June 30	
	2024	2023
	<i>(In Thousands)</i>	
Fixed income		
Money market funds	\$ 43,173	\$ 32,795
Stable value funds	1,315,961	1,389,332
U.S. guaranteed obligations	102,864	104,560
Federal agencies	115,457	97,744
Domestic bonds and notes	99,957	103,846
International bonds and notes	15,072	17,098
Domestic commingled funds	2,088,972	2,124,274
Total fixed income	3,781,456	3,869,649
Equity		
Domestic	954,521	811,800
International	89,479	56,482
Domestic commingled/mutual funds	6,717,881	4,936,030
International commingled/mutual funds	2,782,021	2,610,073
Total equity	10,543,902	8,414,385
Commingled real asset funds	1,486,518	1,088,750
Self-Directed Brokerage Account	1,440,066	1,186,229
Total investments	\$ 17,251,942	\$ 14,559,013

¹ Retirement Date Funds are comprised of portions of the investments shown in this table.

Margin Collateral

Cash may be pledged as collateral with the investment manager counterparties in order to meet initial margin requirements for commitments to purchase (TBAs), which are contracts to purchase mortgage backed securities (MBS) at a later date. Such initial margin amounts are reflected as "Margin receivable from counterparty" on the statements of net position. The Trust also agrees to receive or pay to the broker an amount of cash equal to the fluctuation in the value of the TBAs. Such receivables and payables are known as variation margin, which are reflected as "Margin receivable from counterparty" or "Margin payable to counterparty" on the statements of net position. The margin payable to the broker as of June 30, 2024, for TBAs, totaled \$20 thousand. There was no margin to report for fiscal year 2023.

Notes to the Financial Statements

3. Deposits and Investments (continued)

Fair Value Hierarchy

The Trust's investments are measured and reported at fair value and classified according to the following hierarchy:

Level 1 - Investments reflect unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Investments reflect prices based on significant observable inputs (including, but not limited to, quoted prices for similar investments, interest rates, foreign exchange rates, volatility and credit spreads), either directly or indirectly. These inputs may be derived principally from, or corroborated by, observable market data through correlation or by other means.

Level 3 - Investments reflect prices based upon unobservable inputs, including situations where there is little market activity, if any, for assets or liabilities.

The categorization of investments within the hierarchy is based upon the pricing transparency of the instrument and should not be perceived as the particular investment's risk.

Fixed income and equity securities classified as Level 1 of the fair value hierarchy are valued using quoted prices at June 30 (or the most recent market close date if the markets are closed on June 30) in active markets from the custodian bank's external pricing vendors, which utilize primary exchanges.

Fixed income securities classified as Level 2 are valued using evaluated prices from the custodian bank's external pricing vendors. The pricing methodology involves the use of evaluation models such as matrix pricing, which is based on the securities' relationship to benchmark quoted prices. Other evaluation models use actual trade data, collateral attributes, broker bids, new issue pricings, and other observable market information.

Fixed income securities classified as Level 3 are valued using prices from the custodian bank's external pricing vendors or an alternative pricing source, utilizing inputs such as stale prices, cash flow models, or broker bids.

The SDBA is classified as Level 2, since the individual, underlying assets are priced by observable inputs. The SDBA Administrator uses an external pricing source to value the underlying investments and aggregates the overall investment values into a total account fair value for reporting purposes.

Certain investments, such as money market funds, are carried at amortized cost, and not priced at fair value. Mutual funds are valued at the quoted price traded on the exchanges. Commingled investments are measured at the net asset value (NAV) per share (or its equivalent) as provided by the investment manager. The stable value funds are valued daily through a combination of NAV per share (or its equivalent), which approximates fair value, and contract value, which is principal plus accrued interest.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The Trust has the following fair value measurements as of June 30, 2024 and June 30, 2023.

		As of June 30, 2024		
Investments by Fair Value Level	Total	Fair Value Measurements Using		
		(Level 1)	(Level 2)	(Level 3)
(In Thousands)				
Fixed income				
U.S. guaranteed obligations	\$ 102,864	\$ —	\$ 102,864	\$ —
Federal agencies	115,457	—	115,457	—
Domestic bonds and notes	99,957	—	99,246	711
International bonds and notes	15,072	—	15,072	—
Total fixed income	333,350	—	332,639	711
Equity				
Domestic	954,521	954,521	—	—
International	89,479	89,479	—	—
Domestic equity mutual funds	117,477	117,477	—	—
International equity mutual funds	196,754	196,754	—	—
Total equity	1,358,231	1,358,231	—	—
Self-Directed Brokerage Account	1,440,066	—	1,440,066	—
Total investments by fair value level	3,131,647	1,358,231	1,772,705	711
Investments at net asset value (NAV)		Redemption Frequency (If Eligible)	Redemption Notice Period	
Stable value funds ¹	1,052,491	Daily	365 Days	
Commingled fixed income funds ²	2,088,972	Daily	2 Days	
Commingled domestic equity funds ³	6,600,404	Daily	2 - 4 Days	
Commingled international equity funds ⁴	2,585,267	Daily	2 Days	
Commingled real asset funds ⁵	1,486,518	Daily	3 - 5 Days	
Total investments measured at NAV	13,813,652			
Investments at contract value				
Stable value funds ¹	263,470			
Investments at amortized cost				
Money market funds	43,173			
Total investments	\$ 17,251,942			

- Stable Value Funds:** Two funds are collective trust funds (CTFs) and considered to be commingled in nature, and are valued daily at the net asset value per share as reported by the investment manager. One fund is a separately managed trust and is valued at contract value, which is principal plus accrued interest. These funds consist of fixed income securities and wrap contracts. Although similar to money market funds, these stable value funds focus on the preservation of capital by retaining the value of investments with limited volatility.
- Commingled Fixed Income Funds:** One Treasury Inflation Protected Securities (TIPS) fund and five fixed income funds are considered to be commingled in nature. The TIPS fund seeks long-term real total return and is designed to keep pace with inflation. The commingled fixed income funds utilize various investment strategies such as short/intermediate duration, index/benchmark tracking, high-yield, and corporate/government investment grade debt. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- Commingled Domestic Equity Funds:** Four domestic equity funds are considered to be commingled in nature. These commingled domestic equity funds utilize various investment strategies such as index/benchmark tracking, small/mid cap, and large cap growth/value seeking appreciation and income. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- Commingled International Equity Funds:** Three international equity funds are considered to be commingled in nature. These funds invest in a portfolio of international equity securities whose total rates of return will approximate as closely as practicable the capitalization weighted total rates of return of the markets in certain countries for equity securities traded outside the United States. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- Commingled Real Asset Funds:** Two funds are considered to be commingled in nature. These funds consist of various investments such as real estate, commodities, floating rate loans, energy industry Master Limited Partnerships, global infrastructure, and agriculture. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.

Notes to the Financial Statements

3. Deposits and Investments (continued)

		As of June 30, 2023		
Investments by Fair Value Level	Total	Fair Value Measurements Using		
		(Level 1)	(Level 2)	(Level 3)
(In Thousands)				
Fixed income				
U.S. guaranteed obligations	\$ 104,560	\$ —	\$ 104,560	\$ —
Federal agencies	97,744	—	97,744	—
Domestic bonds and notes	103,846	—	102,236	1,610
International bonds and notes	17,098	—	17,098	—
Total fixed income	323,248	—	321,638	1,610
Equity				
Domestic	811,800	811,800	—	—
International	56,482	56,482	—	—
Domestic equity mutual funds	95,410	95,410	—	—
International equity mutual funds	480,447	480,447	—	—
Total equity	1,444,139	1,444,139	—	—
Self-Directed Brokerage Account	1,186,229	—	1,186,229	—
Total investments by fair value level	2,953,616	1,444,139	1,507,867	1,610
Investments at net asset value (NAV)		Redemption Frequency (If Eligible)	Redemption Notice Period	
Stable value funds ¹	1,113,644	Daily	365 Days	
Commingled fixed income funds ²	2,124,274	Daily	2 Days	
Commingled domestic equity funds ³	4,840,620	Daily	2 - 4 Days	
Commingled international equity funds ⁴	2,129,626	Daily	2 Days	
Commingled real asset funds ⁵	1,088,750	Daily	2 - 3 Days	
Total investments measured at NAV	11,296,914			
Investments at contract value				
Stable value funds ¹	275,688			
Investments at amortized cost				
Money market funds	32,795			
Total investments	\$ 14,559,013			

- ¹ *Stable Value Funds:* Two funds are collective trust funds (CTFs) and considered to be commingled in nature, and are valued daily at the net asset value per share as reported by the investment manager. One fund is a separately managed trust and is valued at contract value, which is principal plus accrued interest. These funds consist of fixed income securities and wrap contracts. Although similar to money market funds, these stable value funds focus on the preservation of capital by retaining the value of investments with limited volatility.
- ² *Commingled Fixed Income Funds:* One Treasury Inflation Protected Securities (TIPS) fund and five fixed income funds are considered to be commingled in nature. The TIPS fund seeks long-term real total return and is designed to keep pace with inflation. The five commingled fixed income funds utilize various investment strategies such as short/intermediate duration, index/benchmark tracking, high-yield, and corporate/government investment grade debt. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- ³ *Commingled Domestic Equity Funds:* Four domestic equity funds are considered to be commingled in nature. These commingled domestic equity funds utilize various investment strategies such as index/benchmark tracking, small/mid cap, and large cap growth/value seeking appreciation and income. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- ⁴ *Commingled International Equity Funds:* One international equity fund is considered to be commingled in nature. This fund invests in a portfolio of international equity securities whose total rates of return will approximate as closely as practicable the capitalization weighted total rates of return of the markets in certain countries for equity securities traded outside the United States. The fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.
- ⁵ *Commingled Real Asset Funds:* Two funds are considered to be commingled in nature. These funds consist of various investments such as real estate, commodities, floating rate loans, energy industry Master Limited Partnerships, global infrastructure, and agriculture. Each fund is valued at the net asset value of units held at the end of the period based upon the fair value of the underlying investments.

Notes to the Financial Statements

3. Deposits and Investments (continued)

Deposit and Investment Risk

The Trust has deposits and a broad range of financial investments exposed to various risks, including overall market volatility. Due to the level of risk associated with certain financial investments, it is reasonably possible that changes in the values of financial investments will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

The Plan's IPS provides a statement of objectives for the Plan, general guidelines for each asset class and the Retirement Date Funds, as well as educational services to help members manage the level of risk associated with the choices they make with their individual investment accounts.

Investments available through the Plan's SDBA are not selected or monitored by the SBA. The SDBA investments are subject to Alight Financial Solutions' Self-Directed Brokerage Account guidelines and the risks inherent in the types of investments selected by participating Plan members.

GASB Statement No. 40, *Deposit and Investment Risk Disclosures (GASB 40)*, requires that certain risks be discussed in the financial statements. These risks include credit risk, custodial credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. Each of these risks is managed by the Trust's investment advisors, subject to guidelines set forth in prospectuses, Statements of Additional Information, and other governing documents.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Credit quality ratings are used as an assessment of creditworthiness and are assigned by Nationally Recognized Statistical Rating Organizations (NRSROs). These ratings are disclosed in aggregate by investment type for the securities held as of the financial statement date.

The stable value funds are permitted to invest in investment grade fixed income instruments, including those of the U.S. Government and Agencies, corporate bonds, and asset-backed securities. The weighted average credit quality of the securities held must be maintained at a minimum rating of AA- or equivalent by at least one of the NRSROs.

The mutual funds and commingled trust funds in the Trust are institutional funds and, as such, are not rated by the NRSROs.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The following tables disclose credit quality ratings related to credit risk on investments held in the Trust as of June 30, 2024 and 2023.

		As of June 30, 2024						
Credit Quality Ratings ¹			Money	Stable		Domestic	Commingled	International
S&P	Moody's	Total	Market	Value	Federal	Bonds and	Fixed	Bonds and
			Funds	Funds	Agencies ³	Notes	Income	Notes
(In Thousands)								
AAA		\$ 20,574	\$ —	\$ —	\$ —	\$ 20,194	\$ —	\$ 380
AA		2,249	—	—	791	1,458	—	—
A		41,624	—	—	—	34,564	—	7,060
BBB		34,230	—	—	—	27,507	—	6,723
BB		185	—	—	—	—	—	185
	Aaa	8,893	—	—	—	8,893	—	—
	Aa	327	—	—	—	—	—	327
	A	1,531	—	—	—	1,531	—	—
	Baa	3,273	—	—	—	2,876	—	397
	Ba	2,311	—	—	—	2,311	—	—
NR	NR	3,563,395	43,173	1,315,961	114,666	623	2,088,972	—
		<u>3,678,592</u>	<u>43,173</u>	<u>1,315,961</u>	<u>115,457</u>	<u>99,957</u>	<u>2,088,972</u>	<u>15,072</u>

Ratings not applicable:

U.S. guaranteed obligations ² 102,864

Total fixed income investments

\$ 3,781,456

¹ S&P ratings were primarily used. If S&P did not provide a rating or did not provide the rating with the greatest degree of risk, then Moody's ratings were used. If neither rating agency issued a rating, the security was listed as "NR" (not rated). Long-term ratings are presented.

² U.S. guaranteed obligations, which are explicitly guaranteed by the U.S. Government, do not require disclosure of credit quality.

³ Federal Agency TBAs and mortgage-backed securities are classified as "NR" because they do not have explicit credit ratings on individual securities.

Notes to the Financial Statements

3. Deposits and Investments (continued)

		As of June 30, 2023						
Credit Quality Ratings ¹			Money	Stable		Domestic	Commingled	International
S&P	Moody's	Total	Market	Value	Federal	Bonds and	Fixed	Bonds and
			Funds	Fund	Agencies ³	Notes	Income	Notes
<i>(In Thousands)</i>								
AAA		\$ 28,077	\$ —	\$ —	\$ —	\$ 27,695	\$ —	\$ 382
AA		5,649	—	—	1,513	3,414	—	722
A		31,279	—	—	—	23,146	—	8,133
BBB		35,139	—	—	—	29,352	—	5,787
BB		947	—	—	—	375	—	572
	Aaa	16,729	—	—	—	16,729	—	—
	Aa	697	—	—	—	—	—	697
	A	1,061	—	—	—	731	—	330
	Baa	1,964	—	—	—	1,489	—	475
	Ba	294	—	—	—	294	—	—
NR	NR	3,643,253	32,795	1,389,332	96,231	621	2,124,274	—
		<u>3,765,089</u>	<u>32,795</u>	<u>1,389,332</u>	<u>97,744</u>	<u>103,846</u>	<u>2,124,274</u>	<u>17,098</u>
Ratings not applicable:								
U.S. guaranteed obligations ²		<u>104,560</u>						
Total fixed income investments		<u><u>\$ 3,869,649</u></u>						

¹ S&P ratings were primarily used. If S&P did not provide a rating or did not provide the rating with the greatest degree of risk, then Moody's ratings were used. If neither rating agency issued a rating, the security was listed as "NR" (not rated). Long-term ratings are presented.

² U.S. guaranteed obligations, which are explicitly guaranteed by the U.S. Government, do not require disclosure of credit quality.

³ Federal Agency TBAs and mortgage-backed securities are classified as "NR" because they do not have explicit credit ratings on individual securities.

Notes to the Financial Statements

3. Deposits and Investments (continued)

Custodial Credit Risk

Custodial credit risk is the risk that if a depository institution or counterparty fails, the Trust will not be able to recover the value of its deposits, investments or collateral securities in the possession of an outside party.

As stated in SBA's custodial credit policy, the SBA seeks to minimize custodial credit risk through the use of trust accounts maintained at top tier third-party custodian banks, whose creditworthiness is monitored by the SBA. To the extent possible, the SBA's negotiated custody contract requires that deposits and investments be held in accounts in the SBA's name, separate and apart from the assets of the custodian bank. In addition, un-invested cash for all portfolios/funds under SBA management is generally swept nightly into overnight investments, thereby reducing the Trust's exposure to custodial credit risk. On occasion, however, the Trust's cash balances can exceed federally-insured limits.

U.S. dollar deposits held at SBA's custodian bank are covered by the Federal Deposit Insurance Corporation (FDIC) up to the maximum available limits. There were no cash deposits held at fiscal year end June 30, 2024. Cash deposits totaling \$1.6 thousand were held as of June 30, 2023, and were fully insured by the FDIC.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. GASB 40 requires disclosure of investments in any one issuer that represent 5% or more of total investments, excluding investments issued or explicitly guaranteed by the U.S. government and excluding investments in mutual funds, external investment pools, and other pooled investments. The Trust did not hold any investments with a single issuer representing 5% or more of the Trust's fair value at June 30, 2024 or 2023.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of fixed income instruments.

The Plan's IPS provides that money market funds will offer high-quality, liquid, short-term instruments to control interest rate sensitivity. The other fixed income funds may be passively or actively managed. In both cases, the funds' sensitivity to interest rate changes generally will closely approximate that of the performance benchmark.

The stable value funds are generally limited to a maximum weighted average duration of 3.5 to 4 years.

Notes to the Financial Statements

3. Deposits and Investments (continued)

The interest rate risk tables for the Trust as of June 30, 2024 and 2023, are presented below. Investment types, related to fixed come portfolios, are presented using effective weighted duration.

Investment Type	As of June 30, 2024	
	Total	Effective Weighted Duration
	(In Thousands)	(In Years)
Money market funds	\$ 43,173	0.08
Stable value funds	1,315,961	3.18
Fixed income commingled funds	2,088,972	5.04
U.S. guaranteed obligations:		
Treasury bonds and notes	81,886	8.58
Bonds and notes	212	3.91
GNMA mortgage-backed	4,155	5.42
GNMA commitments to purchase (TBAs)	4,566	2.03
Mortgage-backed CMOs and CMBS	12,045	6.02
Federal agencies:		
Unsecured bonds & notes	1,687	5.93
Mortgage-backed	64,214	5.28
FNMA, FHLMC commitments to purchase (TBAs)	14,208	2.81
Mortgage-backed CMOs and CMBS	35,348	3.44
Domestic:		
Corporate bonds and notes	68,861	6.76
Asset and mortgage-backed	25,371	2.08
Mortgage-backed CMOs and CMBS	4,903	3.39
Municipal/provincial	822	13.90
International:		
Corporate bonds and notes	12,437	5.81
Government and agency obligations	2,635	7.41
Total fixed income investments	\$ 3,781,456	

Notes to the Financial Statements

3. Deposits and Investments (continued)

Investment Type	As of June 30, 2023	
	Total	Effective Weighted Duration
	(In Thousands)	(In Years)
Money market funds	\$ 32,795	0.08
Stable value fund	1,389,332	3.00
Fixed income commingled funds	2,124,274	5.63
U.S. guaranteed obligations:		
Treasury bonds and notes	86,405	8.74
Bonds and notes	298	3.84
GNMA mortgage-backed	4,089	5.56
GNMA commitments to purchase (TBAs)	7,046	2.63
Mortgage-backed CMOs and CMBS	6,722	6.54
Federal agencies:		
Unsecured bonds & notes	2,389	7.76
Mortgage-backed	66,331	5.30
FNMA, FHLMC commitments to purchase (TBAs)	14,041	3.17
Mortgage-backed CMOs and CMBS	14,983	3.84
Domestic:		
Corporate bonds and notes	57,674	7.83
Asset and mortgage-backed	36,124	2.26
Mortgage-backed CMOs and CMBS	9,172	2.50
Municipal/provincial	876	14.70
International:		
Corporate bonds and notes	14,544	5.21
Government and agency obligations	2,554	9.20
Total fixed income investments	\$ 3,869,649	

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The Trust's actively managed fixed income and equity portfolios are prohibited from holding any non-U.S. dollar denominated securities.

Although the Trust's commingled funds are denominated in U.S. dollars, the international equity and real asset funds may have underlying investments exposed to foreign currency risk in various currencies. The fair value of the equity international commingled/mutual funds was \$2.8 billion and \$2.6 billion as of June 30, 2024 and 2023, respectively. The fair value of the commingled real asset funds was \$1.5 billion and \$1.1 billion as of June 30, 2024 and 2023, respectively.

Notes to the Financial Statements

4. Contingencies and Litigation

In the ordinary course of its operations, the SBA, on behalf of the Trust, may be party to various claims, legal actions, and class action lawsuits. The SBA's General Counsel's Office handles these matters either directly or with assistance of outside legal counsel. In the opinion of the SBA's management and legal counsel, these matters are not anticipated to have a material financial impact on the Trust.

5. Related-Party Transactions

The Trust considers the State of Florida and its Department of Management Services (DMS), Division of Retirement, and the Florida Retirement System Trust Fund (FRS Trust Fund) to be related parties for the purpose of the financial statements.

The DMS is responsible for the receipt of member demographic data and for collecting employer and employee contributions and remitting those contributions to the SBA for deposit into the Trust for the benefit of the Plan members. In addition, the DMS provides administrative services to the Trust and charges an administrative fee based on membership in the FRS Investment Plan each quarter-end. The FRS Trust Fund is the source of funding for a member's accumulated benefit obligation (ABO) when a member in the FRS Pension Plan elects to join the FRS Investment Plan. The FRS Trust Fund is also a recipient of certain benefits returned to the Trust.

The table below discloses significant transactions between the Trust, the DMS, and the FRS Trust Fund.

	As of June 30	
	2024	2023
	<i>(In Thousands)</i>	
Receivables:		
Due from DMS	\$ 137,618	\$ 117,630
Payables:		
Due to DMS	\$ —	\$ 89
	Fiscal Years Ended June 30	
	2024	2023
	<i>(In Thousands)</i>	
Additions:		
Employer/employee contributions received from DMS	\$ 1,479,660	\$ 1,076,356
Member-directed benefits received from the FRS Trust Fund	690,365	590,051
Total additions	\$ 2,170,025	\$ 1,666,407
Deductions:		
Member-directed benefits sent to the FRS Trust Fund	\$ 81,756	\$ 68,746
Administrative fees to DMS	298	261
Total deductions	\$ 82,054	\$ 69,007

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND
ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS
PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Board of Trustees
State Board of Administration of Florida
Tallahassee, Florida

We have audited, in accordance with the 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, the financial statements of the Florida Retirement System ("FRS") Investment Plan Trust Fund (the "Trust") administered by the State Board of Administration ("SBA") of Florida, as of and for the year ended June 30, 2024, and the related notes to the financial statements, and have issued our report thereon dated November 12, 2024.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Trust's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of Trust's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that have not been identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Trust's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.


Crowe LLP

Dallas, Texas
November 12, 2024