

MEETING OF THE STATE BOARD OF ADMINISTRATION

GOVERNOR DESANTIS AS CHAIR
CHIEF FINANCIAL OFFICER
ATTORNEY GENERAL UTHMEIER

June 10, 2025

To View Agenda Items, Click on the Following Link:

www.sbafla.com

ITEM 1A. A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING \$413,900,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY RESEARCH REVENUE BONDS, SERIES (TO BE DETERMINED).

(See Attachment 1A)

ACTION REQUIRED

ITEM 1B. A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING \$449,000,000 STATE OF FLORIDA, FULL FAITH AND CREDIT, DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY ACQUISITION AND BRIDGE CONSTRUCTION BONDS, SERIES (TO BE DETERMINED).

(See Attachment 1B)

ACTION REQUIRED

ITEM 1C. A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING \$831,700,000 STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES (TO BE DETERMINED).

(See Attachment 1C)

ACTION REQUIRED

ITEM 2A. REQUEST APPROVAL OF DRAFT LETTER TO THE JOINT LEGISLATIVE AUDITING COMMITTEE AFFIRMING "THE SBA TRUSTEES HAVE REVIEWED AND APPROVED THE MONTHLY [FLORIDA PRIME] SUMMARY REPORTS AND ACTIONS TAKEN, IF ANY, TO ADDRESS ANY IMPACTS" FOR THE FIRST QUARTER OF 2025, (SECTION 218.409(6)(a)1, F.S.).

(See Attachment 2A)

ACTION REQUIRED

ITEM 2B. REQUEST APPROVAL OF THE FLORIDA PRIME 2025 BEST PRACTICES REVIEW AND THE 2025 LOCAL GOVERNMENT SURPLUS FUNDS TRUST FUND STATUTORY COMPLIANCE REVIEW.

(See Attachment 2B)

ACTION REQUIRED

ITEM 3. REQUEST APPROVAL OF SBA QUARTERLY REPORT REQUIRED BY THE PROTECTING FLORIDA’S INVESTMENTS ACT (PFIA).

Pursuant to sections 215.442, 215.473, 215.4725, 215.4702, and 215.471 Florida Statutes, the SBA is required to submit a quarterly report that includes lists of “continued examination” and “scrutinized companies” with activities in Sudan and Iran, Anti-BDS, Northern Ireland, Cuba and Syria, and Venezuela.

(See Attachment 3)

ACTION REQUIRED

ITEM 4A. REQUEST APPROVAL OF THE PROPOSED INVESTMENT POLICY STATEMENT FOR FLORIDA PRIME AND THE FILING OF A NOTICE OF PROPOSED RULE AND APPROVE FILING FOR ADOPTION WITH THE DEPARTMENT OF STATE, RULE 19-7.002, FLORIDA ADMINISTRATIVE CODE (INVESTMENT POLICY STATEMENTS), WHICH ADOPTS A REVISED INVESTMENT POLICY STATEMENT IF IT IS APPROVED AT THE JUNE 10, 2025, BOARD OF TRUSTEES MEETING, AND IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE DEVELOPMENT WORKSHOP OR TIMELY REQUESTS A RULE HEARING OR, IF A HEARING OR WORKSHOP IS REQUESTED BUT NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 4A)

ACTION REQUIRED

ITEM 4B. REQUEST APPROVAL OF CHANGES TO THE INVESTMENT POLICY STATEMENT FOR THE FRS DEFINED CONTRIBUTION PLAN AND THE FILING OF A NOTICE OF PROPOSED RULE AND APPROVE FILING FOR ADOPTION WITH THE DEPARTMENT OF STATE, RULE 19-9.001, FLORIDA ADMINISTRATIVE CODE (INVESTMENT POLICY STATEMENT), WHICH ADOPTS THE REVISED INVESTMENT POLICY STATEMENT APPROVED BY THE BOARD OF TRUSTEES AND EFFECTIVE JUNE 10, 2025, IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE DEVELOPMENT WORKSHOP OR TIMELY REQUESTS A RULE HEARING OR, IF A HEARING OR WORKSHOP IS REQUESTED BUT NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 4B)

ACTION REQUIRED

ITEM 4C. REQUEST REVIEW AND APPROVAL OF THE FILING OF A NOTICE OF PROPOSED RULE AND APPROVE FILING FOR ADOPTION WITH THE DEPARTMENT OF STATE, RULE 19-4.0035, FLORIDA ADMINISTRATIVE CODE (FLORIDA RETIREMENT SYSTEM DEFINED BENEFIT PLAN INVESTMENT POLICY STATEMENT), WHICH ADOPTS THE REVISED INVESTMENT POLICY STATEMENT APPROVED BY THE BOARD OF TRUSTEES AND EFFECTIVE MARCH 5, 2025, IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE DEVELOPMENT WORKSHOP OR TIMELY REQUESTS A RULE HEARING OR, IF A HEARING OR WORKSHOP IS REQUESTED BUT NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 4C)

ACTION REQUIRED

ITEM 4D. REQUEST APPROVAL OF THE FILING OF A NOTICE OF PROPOSED RULE AND APPROVE FILING FOR ADOPTION WITH THE DEPARTMENT OF STATE, AMENDMENTS TO THE FOLLOWING RULES IN CHAPTER 19-11, FLORIDA ADMINISTRATIVE CODE, (PROCEDURES FOR THE PUBLIC EMPLOYEE OPTIONAL RETIREMENT PROGRAM) IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE DEVELOPMENT WORKSHOP OR TIMELY REQUESTS A RULE HEARING OR, IF A HEARING OR WORKSHOP IS REQUESTED BUT NO NOTICE OF CHANGE IS NEEDED:

19-11.001 Definitions

19-11.002 Beneficiary Designations and Distributions for FRS Investment Plan

- 19-11.003 Distributions from FRS Investment Plan Accounts
- 19-11.005 Florida Retirement System (FRS) State Board of Administration Complaint Procedures
- 19-11.006 Enrollment Procedures for New Hires
- 19-11.007 Second Election Enrollment Procedures for the Florida Retirement System Retirement Programs
- 19-11.008 Forfeitures
- 19-11.009 Reemployment with an FRS-Participating Employer after Retirement
- 19-11.011 Employer and Employee Contributions and ABO or Present Value Transfer Procedures
- 19-11.012 Rollovers or Plan to Plan Transfers to or from the FRS Investment Plan

(See Attachment 4D)

ACTION REQUIRED

- ITEM 4E. REQUEST APPROVAL OF THE FILING OF A NOTICE OF PROPOSED RULE AND APPROVE FILING FOR ADOPTION WITH THE DEPARTMENT OF STATE, RULE 19-13.003, FLORIDA ADMINISTRATIVE CODE (ROLE AND RESPONSIBILITIES OF STATE, SCHOOL DISTRICT, AND LOCAL EMPLOYERS PARTICIPATING IN THE FLORIDA RETIREMENT SYSTEM), IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE DEVELOPMENT WORKSHOP OR TIMELY REQUESTS A RULE HEARING OR, IF A HEARING OR WORKSHOP IS REQUESTED BUT NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 4E)

ACTION REQUIRED

- ITEM 5. REQUEST APPROVAL OF CHANGES TO THE CORPORATE GOVERNANCE PROXY VOTING GUIDELINES

The IAC has reviewed and approved the proposed proxy voting guideline language, copied below.

"Use of Generative AI: CASE-BY-CASE - The SBA encourages companies to commit to standard, ethical, and transparent use of Artificial Intelligence (AI) and aim to maximize benefits while minimizing risks. Standards should include an assumed duty of care obligation. The development and use of AI could be subject to evolving legal and regulatory restrictions which lag technological advances. Boards should consider the company role in guardianship and influence ahead of legislation to avoid costly legal battles. Shareowners may make proposals asking companies to disclose the application and risks associated with company use of AI technology. The SBA will generally vote in favor of reasonable disclosure-based proposals. Board Election Note - The SBA may vote against board members responsible for oversight when there is evidence of failure to: 1) establish guidelines designed to minimize risk; 2) review management proposals for use and risk management; and 3) establish board level expertise, seek continuing education, and engage experts when needed."

(See Attachment 5)

ACTION REQUIRED

- ITEM 6A. REQUEST APPROVAL OF, AND AUTHORITY TO FILE, A NOTICE OF PROPOSED RULE FOR FLORIDA HURRICANE CATASTROPHE FUND RULE 19-8.028, F.A.C., REIMBURSEMENT PREMIUM FORMULA, AND TO FILE THIS RULE, ALONG WITH THE INCORPORATED FORM, FOR ADOPTION IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE HEARING OR IF A HEARING IS REQUESTED AND NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 6A)

ACTION REQUIRED

- ITEM 6B. REQUEST APPROVAL OF, AND AUTHORITY TO FILE, A NOTICE OF PROPOSED RULE FOR FLORIDA HURRICANE CATASTROPHE FUND RULE 19-8.012, F.A.C., PROCEDURES TO DETERMINE INELIGIBILITY FOR PARTICIPATION IN THE FLORIDA HURRICANE CATASTROPHE FUND AND TO DETERMINE EXEMPTION FROM PARTICIPATION IN THE FLORIDA HURRICANE CATASTROPHE FUND DUE TO LIMITED EXPOSURE AND TO FILE THIS RULE, ALONG WITH THE INCORPORATED FORMS, FOR ADOPTION IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE HEARING OR IF A HEARING IS REQUESTED AND NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 6B)

ACTION REQUIRED

- ITEM 6C. REQUEST APPROVAL OF, AND AUTHORITY TO FILE, A NOTICE OF PROPOSED RULE FOR FLORIDA HURRICANE CATASTROPHE FUND RULE 19-8.013, F.A.C., REVENUE BONDS ISSUED PURSUANT TO SECTION 215.555(6), FLORIDA STATUTES, AND TO FILE THIS RULE FOR ADOPTION IF NO MEMBER OF THE PUBLIC TIMELY REQUESTS A RULE HEARING OR IF A HEARING IS REQUESTED AND NO NOTICE OF CHANGE IS NEEDED.

(See Attachment 6C)

ACTION REQUIRED

- ITEM 7. APPOINTMENTS

(See Attachment 7)

ACTION REQUIRED

- ITEM 8. REQUEST APPROVAL OF THE STATE BOARD OF ADMINISTRATION'S PROPOSED BUDGETS FOR FISCAL YEAR 2025-2026: (1) STATE BOARD OF ADMINISTRATION; (2) FRS INVESTMENT PLAN; (3) FLORIDA HURRICANE CATASTROPHE FUND; (4) DIVISION OF BOND FINANCE; AND, (5) FLORIDA PREPAID COLLEGE BOARD.

(See Attachment 8)


ACTION REQUIRED

- ITEM 9. QUARTERLY REPORTS PURSUANT TO SECTION 215.44 (2)(e), FLORIDA STATUTES.

- **Introductory Remarks and Standing Reports**
- **Major Mandates Investment Performance Reports**
 - Florida Retirement System Pension Plan (DB)
 - Florida Retirement System Investment Plan (DC)
 - Florida PRIME (Local Government Surplus Funds Trust Fund)
 - Lawton Chiles Endowment Fund (LCEF)
 - Florida Hurricane Catastrophe Fund (FHCF)

(See Attachment 9)

**STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BOULEVARD
TALLAHASSEE, FLORIDA 32308**

TO: Chris Spencer
FROM: Ben Alonzo 
SUBJECT: Fiscal Sufficiency
DATE: May 19, 2025

**APPROVAL OF FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING \$413,900,000
STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY
RESEARCH REVENUE BONDS, SERIES (TO BE DETERMINED):**

The Division of Bond Finance of the State Board of Administration (the "Division") has submitted for approval as to fiscal sufficiency a proposal to issue an amount not exceeding \$413,900,000 State of Florida, Board of Governors, Florida State University Research Revenue Bonds, Series (to be determined) (the "Bonds"), for the purpose of financing the construction of a university-affiliated hospital in Panama City Beach, Florida, to fund capitalized interest, to fund a debt service reserve account, if necessary, and to pay costs associated with the issuance and sale of the proposed Bonds.

The Bonds will be issued pursuant to the Original Resolution anticipated to be adopted by the Governor and Cabinet on June 10, 2025. The principal of and interest due on the Bonds shall be secured by the Pledged Revenues consisting of the indirect cost reimbursements received by Florida State University from Federal, State, and private research-related grants, as described in the Resolution.

A study of this proposal and the estimates of revenue expected to accrue indicate that the proposed Bonds are fiscally sufficient and that the proposal will be executed pursuant to the applicable provisions of law.

RECOMMENDATION: It is recommended that the Board approve the proposal outlined above.

cc: Janie Knight

**A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION
APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT
EXCEEDING \$413,900,000 STATE OF FLORIDA, BOARD OF GOVERNORS,
FLORIDA STATE UNIVERSITY RESEARCH REVENUE BONDS,
SERIES (TO BE DETERMINED)**

WHEREAS, the Division of Bond Finance of the State Board of Administration (the "Division") proposes to issue an amount not exceeding \$413,900,000 State of Florida, Board of Governors, Florida State University Research Revenue Bonds, Series (to be determined) (the "Bonds"), for the purpose of financing the construction of a university-affiliated hospital in Panama City Beach, Florida, to fund capitalized interest, to fund a debt service reserve account, if necessary, and to pay costs associated with the issuance and sale of the proposed Bonds; and,

WHEREAS, the Division has requested the State Board of Administration to approve the fiscal sufficiency of the proposed issue as required by Section 215.73, Florida Statutes; and,

WHEREAS, the Bonds will be issued pursuant to the Original Resolution anticipated to be adopted by the Governor and Cabinet on June 10, 2025 (the "Resolution"); and,

WHEREAS, the principal of and interest due on the Bonds shall be secured by the Pledged Revenues consisting of the indirect cost reimbursements received by Florida State University from Federal, State, and private research-related grants, as described in the Resolution; and,

WHEREAS, the Bonds do not constitute an obligation, either general or special, of the State of Florida or any of its units of local government and shall not be a debt of the State or of any unit of local government, and neither the State nor any unit of local government shall be liable thereon; and,

WHEREAS, Florida State University shall not have the power to pledge the credit, the revenues, or the taxing power of the State or of any unit of local government, and neither the credit, the revenues, nor the taxing power of the State or of any unit of local government shall be deemed to be pledged to the payment of the Bonds; and,

WHEREAS, the proceeds of the Bonds shall be and constitute trust funds and shall be used and applied solely in the manner and for the purposes provided in the Resolution; and,

WHEREAS, the estimate of funds pledged to the issue indicates that in no State fiscal year will the debt service requirements of the Bonds exceed the Pledged Revenues available for payment of such debt service requirements and that in no State fiscal year will the moneys pledged for the debt service requirements be less than the required coverage amount; and,

WHEREAS, the Division, has furnished sufficient information to enable the State Board of Administration to fulfill its duties pursuant to Section 215.73, Florida Statutes; and,

WHEREAS, the State Board of Administration has relied upon information from others but has not independently verified the accuracy or completeness of such information; and,

WHEREAS, the State Board of Administration does not approve or disapprove the Bonds as an investment and has not passed upon the accuracy or adequacy of the Official Statement; **Now, Therefore**,

BE IT RESOLVED, by the State Board of Administration of Florida, a constitutional body described in Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, that pursuant to the requirements of Section 215.73, Florida Statutes, the proposal of the Division of Bond Finance of the State Board of Administration to issue an amount not exceeding \$413,900,000 State of Florida, Board of Governors, Florida State University Research Revenue Bonds, Series (to be determined) for the uses and purposes hereinabove set forth, is hereby approved as to fiscal sufficiency.

ADOPTED June 10, 2025

STATE OF FLORIDA)
:
COUNTY OF LEON)

I, Chris Spencer, Executive Director of the State Board of Administration of Florida, a constitutional body described in Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, **DO HEREBY CERTIFY** that the above and foregoing is a true and correct copy of a resolution adopted by said Board at a meeting held June 10, 2025, approving the fiscal sufficiency of an amount not exceeding \$413,900,000 State of Florida, Board of Governors, Florida State University Research Revenue Bonds, Series (to be determined).

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Board at Tallahassee, Leon County, Florida this 10th day of June 2025.

Chris Spencer, Executive Director

(SEAL)



J. BEN WATKINS III
DIRECTOR

STATE OF FLORIDA DIVISION OF BOND FINANCE

RON DeSANTIS
GOVERNOR

JAMES UTHMEIER
ATTORNEY GENERAL

CHIEF FINANCIAL OFFICER

WILTON SIMPSON
COMMISSIONER OF AGRICULTURE

May 12, 2025

Mr. Chris Spencer
Executive Director
State Board of Administration
Post Office Box 13300
Tallahassee, Florida 32317-3300

RE: Not Exceeding \$413,900,000 State of Florida, Board of Governors, Florida State University Research Revenue Bonds, Series (to be determined)

Dear Mr. Spencer:

In compliance with Section 215.73, Florida Statutes, the Division of Bond Finance requests State Board of Administration approval as to fiscal sufficiency for the above referenced bonds. We request such approval at your board meeting of June 10, 2025.

The bonds will be secured by the pledged revenues consisting of the indirect cost reimbursements received by Florida State University from Federal, State and private research-related grants.

The proposed bonds will be issued to finance the construction of a university-affiliated hospital in Panama City Beach, Florida, to fund capitalized interest, to fund a debt service reserve account, if necessary, and to pay costs associated with the issuance and sale of the proposed bonds.

The proposed bonds will be issued in one or more series pursuant to the Original Resolution which is anticipated to be adopted by the Governor and Cabinet on June 10, 2025.

The following documents are enclosed for your consideration:

- Enclosure 1: an estimated coverage table for the program, including the issuance of the proposed bonds;
- Enclosure 2: an estimated debt service schedule for the proposed bonds; and
- Enclosure 3: a draft copy of the Original Resolution, which is expected to be adopted on June 10, 2025.

May 12, 2025

Page 2

A draft of the fiscal sufficiency resolution should be sent to Jack Wise and Charlie Yadon of this office for review. Should you have any questions, please contact either myself or Charlie Yadon at (850) 488-4782. Your consideration of this matter is appreciated.

Very truly yours,



J. Ben Watkins III

Director

JBW:cy

Enclosures

cc: Ben Alonzo
Janie Knight
Sharon Vice
Alex Nottingham

STATE OF FLORIDA, BOARD OF GOVERNORS
FLORIDA STATE UNIVERSITY
RESEARCH REVENUE BONDS, SERIES (to be determined)
FISCAL SUFFICIENCY REQUEST FOR NOT EXCEEDING \$413,900,000

ESTIMATED DEBT SERVICE COVERAGE

Fiscal Year	Indirect Cost Reimbursements		Total	Estimated Debt Service on Proposed Bonds²			Debt
Ending			Pledged				Service
June 30	Federal	State/Other	Revenues¹	Principal	Interest	Total	Coverage
<i>Historical</i>							
2020	\$ 37,765,605	\$ 1,858,290	\$ 39,623,895	\$ -	\$ -	\$ -	n/a
2021	35,901,147	1,343,863	37,245,010	-	-	-	n/a
2022	38,562,572	1,740,825	40,303,397	-	-	-	n/a
2023	43,230,085	2,114,396	45,344,480	-	-	-	n/a
2024	49,323,190	2,471,743	51,794,933	-	-	-	n/a
<i>Projected</i>							
2025	\$ 42,896,117	\$ 2,570,612	\$ 45,466,730	\$ -	\$ -	\$ -	n/a
2026	44,611,962	2,673,437	47,285,399	-	-	-	n/a
2027	46,396,441	2,780,374	49,176,815	-	-	-	n/a
2028	48,252,298	2,891,589	51,143,888	3,645,000	11,175,300	14,820,300	3.5x
2029	50,182,390	3,007,253	53,189,643	7,575,000	22,153,770	29,728,770	1.8x
2030	52,189,686	3,127,543	55,317,229	7,980,000	21,744,720	29,724,720	1.9x
2031	54,277,273	3,252,645	57,529,918	8,415,000	21,313,800	29,728,800	1.9x
2032	56,448,364	3,382,750	59,831,115	8,870,000	20,859,390	29,729,390	2.0x
2033	56,448,364	3,382,750	59,831,115	9,345,000	20,380,410	29,725,410	2.0x
2034	56,448,364	3,382,750	59,831,115	9,850,000	19,875,780	29,725,780	2.0x
2035	56,448,364	3,382,750	59,831,115	10,385,000	19,343,880	29,728,880	2.0x
2036	56,448,364	3,382,750	59,831,115	10,945,000	18,783,090	29,728,090	2.0x
2037	56,448,364	3,382,750	59,831,115	11,535,000	18,192,060	29,727,060	2.0x
2038	56,448,364	3,382,750	59,831,115	12,160,000	17,569,170	29,729,170	2.0x
2039	56,448,364	3,382,750	59,831,115	12,815,000	16,912,530	29,727,530	2.0x
2040	56,448,364	3,382,750	59,831,115	13,505,000	16,220,520	29,725,520	2.0x
2041	56,448,364	3,382,750	59,831,115	14,235,000	15,491,250	29,726,250	2.0x
2042	56,448,364	3,382,750	59,831,115	15,005,000	14,722,560	29,727,560	2.0x
2043	56,448,364	3,382,750	59,831,115	15,815,000	13,912,290	29,727,290	2.0x
2044	56,448,364	3,382,750	59,831,115	16,670,000	13,058,280	29,728,280	2.0x
2045	56,448,364	3,382,750	59,831,115	17,570,000	12,158,100	29,728,100	2.0x
2046	56,448,364	3,382,750	59,831,115	18,520,000	11,209,320	29,729,320	2.0x
2047	56,448,364	3,382,750	59,831,115	19,515,000	10,209,240	29,724,240	2.0x
2048	56,448,364	3,382,750	59,831,115	20,570,000	9,155,430	29,725,430	2.0x
2049	56,448,364	3,382,750	59,831,115	21,680,000	8,044,650	29,724,650	2.0x
2050	56,448,364	3,382,750	59,831,115	22,855,000	6,873,930	29,728,930	2.0x
2051	56,448,364	3,382,750	59,831,115	24,085,000	5,639,760	29,724,760	2.0x
2052	56,448,364	3,382,750	59,831,115	25,390,000	4,339,170	29,729,170	2.0x
2053	56,448,364	3,382,750	59,831,115	26,760,000	2,968,110	29,728,110	2.0x
2054	56,448,364	3,382,750	59,831,115	28,205,000	1,523,070	29,728,070	2.0x
Total				\$ 413,900,000	\$ 373,829,580	\$ 787,729,580	

¹ Pledged Revenues consist of a gross lien on the indirect cost reimbursements received by Florida State University from Federal, State and private research-related grants. The historical and projected Pledged Revenue information has been provided by Florida State University. Indirect cost reimbursements are projected to grow by 4% annually from Fiscal Year 2025 through 2032. The projections for Fiscal Year 2032 are held constant for future years. No representation is made that the projected Pledged Revenues will be collected.

² Estimated debt service assuming par amount of \$413,900,000 and interest rate of 5.40%, structured for level annual debt service after capitalized interest period. No debt service due in Fiscal Year 2025, with interest-only during the construction period through January 1, 2028 paid from capitalized interest funded with bond proceeds at issuance (estimated \$54,013,950).


Enclosure 2

NET DEBT SERVICE

**State of Florida, Board of Governors
Florida State University
Research Revenue Bonds, Series (to be determined)**

Period Ending	Principal	Coupon	Interest	Total Debt Service	Capitalized Interest	Net Debt Service	Annual Net D/S
01/01/2026	-	-	9,312,750	9,312,750	9,312,750	-	-
07/01/2026	-	-	11,175,300	11,175,300	11,175,300	-	-
01/01/2027	-	-	11,175,300	11,175,300	11,175,300	-	-
07/01/2027	-	-	11,175,300	11,175,300	11,175,300	-	-
01/01/2028	-	-	11,175,300	11,175,300	11,175,300	-	-
07/01/2028	3,645,000	5.400%	11,175,300	14,820,300	-	14,820,300	14,820,300
01/01/2029	-	-	11,076,885	11,076,885	-	11,076,885	-
07/01/2029	7,575,000	5.400%	11,076,885	18,651,885	-	18,651,885	29,728,770
01/01/2030	-	-	10,872,360	10,872,360	-	10,872,360	-
07/01/2030	7,980,000	5.400%	10,872,360	18,852,360	-	18,852,360	29,724,720
01/01/2031	-	-	10,656,900	10,656,900	-	10,656,900	-
07/01/2031	8,415,000	5.400%	10,656,900	19,071,900	-	19,071,900	29,728,800
01/01/2032	-	-	10,429,695	10,429,695	-	10,429,695	-
07/01/2032	8,870,000	5.400%	10,429,695	19,299,695	-	19,299,695	29,729,390
01/01/2033	-	-	10,190,205	10,190,205	-	10,190,205	-
07/01/2033	9,345,000	5.400%	10,190,205	19,535,205	-	19,535,205	29,725,410
01/01/2034	-	-	9,937,890	9,937,890	-	9,937,890	-
07/01/2034	9,850,000	5.400%	9,937,890	19,787,890	-	19,787,890	29,725,780
01/01/2035	-	-	9,671,940	9,671,940	-	9,671,940	-
07/01/2035	10,385,000	5.400%	9,671,940	20,056,940	-	20,056,940	29,728,880
01/01/2036	-	-	9,391,545	9,391,545	-	9,391,545	-
07/01/2036	10,945,000	5.400%	9,391,545	20,336,545	-	20,336,545	29,728,090
01/01/2037	-	-	9,096,030	9,096,030	-	9,096,030	-
07/01/2037	11,535,000	5.400%	9,096,030	20,631,030	-	20,631,030	29,727,060
01/01/2038	-	-	8,784,585	8,784,585	-	8,784,585	-
07/01/2038	12,160,000	5.400%	8,784,585	20,944,585	-	20,944,585	29,729,170
01/01/2039	-	-	8,456,265	8,456,265	-	8,456,265	-
07/01/2039	12,815,000	5.400%	8,456,265	21,271,265	-	21,271,265	29,727,530
01/01/2040	-	-	8,110,260	8,110,260	-	8,110,260	-
07/01/2040	13,505,000	5.400%	8,110,260	21,615,260	-	21,615,260	29,725,520
01/01/2041	-	-	7,745,625	7,745,625	-	7,745,625	-
07/01/2041	14,235,000	5.400%	7,745,625	21,980,625	-	21,980,625	29,726,250
01/01/2042	-	-	7,361,280	7,361,280	-	7,361,280	-
07/01/2042	15,005,000	5.400%	7,361,280	22,366,280	-	22,366,280	29,727,560
01/01/2043	-	-	6,956,145	6,956,145	-	6,956,145	-
07/01/2043	15,815,000	5.400%	6,956,145	22,771,145	-	22,771,145	29,727,290
01/01/2044	-	-	6,529,140	6,529,140	-	6,529,140	-
07/01/2044	16,670,000	5.400%	6,529,140	23,199,140	-	23,199,140	29,728,280
01/01/2045	-	-	6,079,050	6,079,050	-	6,079,050	-
07/01/2045	17,570,000	5.400%	6,079,050	23,649,050	-	23,649,050	29,728,100
01/01/2046	-	-	5,604,660	5,604,660	-	5,604,660	-
07/01/2046	18,520,000	5.400%	5,604,660	24,124,660	-	24,124,660	29,729,320
01/01/2047	-	-	5,104,620	5,104,620	-	5,104,620	-
07/01/2047	19,515,000	5.400%	5,104,620	24,619,620	-	24,619,620	29,724,240
01/01/2048	-	-	4,577,715	4,577,715	-	4,577,715	-
07/01/2048	20,570,000	5.400%	4,577,715	25,147,715	-	25,147,715	29,725,430
01/01/2049	-	-	4,022,325	4,022,325	-	4,022,325	-
07/01/2049	21,680,000	5.400%	4,022,325	25,702,325	-	25,702,325	29,724,650
01/01/2050	-	-	3,436,965	3,436,965	-	3,436,965	-
07/01/2050	22,855,000	5.400%	3,436,965	26,291,965	-	26,291,965	29,728,930
01/01/2051	-	-	2,819,880	2,819,880	-	2,819,880	-
07/01/2051	24,085,000	5.400%	2,819,880	26,904,880	-	26,904,880	29,724,760
01/01/2052	-	-	2,169,585	2,169,585	-	2,169,585	-
07/01/2052	25,390,000	5.400%	2,169,585	27,559,585	-	27,559,585	29,729,170
01/01/2053	-	-	1,484,055	1,484,055	-	1,484,055	-
07/01/2053	26,760,000	5.400%	1,484,055	28,244,055	-	28,244,055	29,728,110
01/01/2054	-	-	761,535	761,535	-	761,535	-
07/01/2054	28,205,000	5.400%	761,535	28,966,535	-	28,966,535	29,728,070
413,900,000			427,843,530	841,743,530	54,013,950	787,729,580	787,729,580

**STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BOULEVARD
TALLAHASSEE, FLORIDA 32308**

TO: Chris Spencer
FROM: Ben Alonzo 
SUBJECT: Fiscal Sufficiency
DATE: May 19, 2025

APPROVAL OF FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING \$449,000,000 STATE OF FLORIDA, FULL FAITH AND CREDIT, DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY ACQUISITION AND BRIDGE CONSTRUCTION BONDS, SERIES (TO BE DETERMINED)

The Division of Bond Finance of the State Board of Administration (the "Division") has submitted for approval as to fiscal sufficiency a proposal to issue an amount not exceeding \$449,000,000 State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series (to be determined) (the "Bonds"), in one or more series, for the purpose of financing the acquisition of right-of-way and bridge construction for the Department of Transportation, and to pay costs associated with the issuance and sale of the Bonds. The Bonds will be issued pursuant to an authorizing resolution adopted by the Governor and Cabinet on February 28, 1989, as amended and restated on May 28, 2020, and a Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025.

The Bonds to be issued pursuant to Section 17 of Article VII of the State Constitution and Chapter 88-247, Laws of Florida, are to be secured by a pledge of and shall be payable primarily from motor fuel and special fuel taxes, except those defined in Section 9(c) of Article XII of the State Constitution, as provided by law (the "Pledged Gas Taxes"), and shall additionally be secured by the full faith and credit of the State. The Division has heretofore issued State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds and Refunding Bonds, Series 2015A through 2025A (the "Outstanding Bonds"). The Division has additionally requested the State Board of Administration to rescind its approval of fiscal sufficiency with respect to the remaining balance, if any, of prior fiscal sufficiency approvals for Right-of-Way Acquisition and Bridge Construction Bonds or Refunding Bonds. The Bonds will be issued on a parity as to lien and security for payment from the Pledged Gas Taxes with the Outstanding Bonds.

A study of this proposal and the estimates of revenue expected to accrue from the Pledged Gas Taxes, indicate that the proposed Bonds are fiscally sufficient and that the proposal will be executed pursuant to the applicable provisions of law.

RECOMMENDATION: It is recommended that the Board approve the proposal outlined above.

cc: Janie Knight

**A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION
APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT
EXCEEDING \$449,000,000 STATE OF FLORIDA, FULL FAITH AND
CREDIT, DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY
ACQUISITION AND BRIDGE CONSTRUCTION BONDS,
SERIES (TO BE DETERMINED)**

WHEREAS, the Division of Bond Finance of the State Board of Administration (the "Division") proposes to issue an amount not exceeding \$449,000,000 State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series (to be determined) (the "Bonds"), in one or more series, for the purpose of financing the acquisition of right-of-way and bridge construction for the Department of Transportation, and to pay costs associated with the issuance and sale of the Bonds; and,

WHEREAS, during the 1988 Legislative Session, the Florida Legislature passed and submitted to the electors of the State for approval or rejection at the general election held on November 8, 1988, Senate Joint Resolution 391, which created Section 17 of Article VII of the State Constitution, providing for the issuance of bonds pledging the full faith and credit of the State, without a vote of the electors, to finance or refinance the cost of acquiring real property or the rights to real property for State roads as defined by law, or to finance or refinance the cost of State bridge construction, and purposes incidental to such property acquisition or State bridge construction; and,

WHEREAS, the majority of the electors of the State approved the creation of Section 17 of Article VII of the State Constitution at the general election held on November 8, 1988; and,

WHEREAS, the Florida Legislature also enacted Chapter 88-247, Laws of Florida, which implements the provisions of Section 17 of Article VII of the State Constitution, providing for the issuance of the Bonds by the Division on behalf of the Department of Transportation; and,

WHEREAS, the Bonds to be issued pursuant to Section 17 of Article VII of the State Constitution and Chapter 88-247, Laws of Florida, are to be secured by a pledge of and shall be payable primarily from motor fuel and special fuel taxes, except those defined in Section 9(c) of Article XII of the State Constitution, as provided by law (the "Pledged Gas Taxes"), and shall additionally be secured by the full faith and credit of the State; and,

WHEREAS, the Bonds will be issued pursuant to an authorizing resolution adopted by the Governor and Cabinet on February 28, 1989, as amended and restated on May 28, 2020, and a Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025; and,

WHEREAS, the Division has heretofore issued State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds and Refunding Bonds, Series 2015A through 2025A (the "Outstanding Bonds"); and,

WHEREAS, the Division has requested the State Board of Administration to rescind its approval of fiscal sufficiency with respect to the remaining balance, if any, of prior fiscal sufficiency approvals for Right-of-Way Acquisition and Bridge Construction Bonds or Refunding Bonds; and,

WHEREAS, the Bonds will be issued on a parity as to lien and security for payment from the Pledged Gas Taxes with the Outstanding Bonds; and,

WHEREAS, it appears and the Board so finds that this financing will be executed pursuant to the applicable provisions of law, and that the revenue to be used in servicing and liquidating the indebtedness to be created thereby may be reasonably expected to accrue in amounts sufficient to accomplish this purpose; and,

WHEREAS, in no State fiscal year will the annual debt service exceed ninety percent (90%) of the Pledged Gas Taxes available for payment of the annual debt service; and,

WHEREAS, the Division has furnished sufficient information to enable the State Board of Administration to fulfill its duties pursuant to Section 215.73, Florida Statutes; and,

WHEREAS, the State Board of Administration has relied upon information from others but has not independently verified the accuracy or completeness of such information; and,

WHEREAS, the State Board of Administration does not approve or disapprove the Bonds as an investment and has not passed upon the accuracy or adequacy of the Official Statement; **Now, Therefore,**

BE IT RESOLVED, by the State Board of Administration of Florida, a constitutional body described Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, that pursuant to the requirements of Section 215.73, Florida Statutes, the proposal of the Division of Bond Finance of the State Board of Administration of Florida to issue an amount not exceeding \$449,000,000 State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series (to be determined), is hereby approved as to fiscal sufficiency. In addition, the approval of fiscal sufficiency with respect to the remaining balance, if any, of prior fiscal sufficiency approvals for Right-of-Way Acquisition and Bridge Construction Bonds and Refunding Bonds is hereby rescinded.

ADOPTED June 10, 2025

STATE OF FLORIDA)
:
COUNTY OF LEON)

I, Chris Spencer, Executive Director of the State Board of Administration of Florida, a constitutional body described in Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, **DO HEREBY CERTIFY** that the above and foregoing is a true and correct copy of a resolution adopted by said Board at a meeting held June 10, 2025, approving the fiscal sufficiency of an issue of an amount not exceeding \$449,000,000 State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series (to be determined), and rescinding the approval of fiscal sufficiency with respect to the remaining balance, if any, of prior fiscal sufficiency approvals for Right-of-Way Acquisition and Bridge Construction Bonds and Refunding Bonds.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Board at Tallahassee, Leon County, Florida, this 10th day of June 2025.

Chris Spencer, Executive Director

(SEAL)



J. BEN WATKINS III
DIRECTOR

STATE OF FLORIDA
DIVISION OF BOND FINANCE

RON DESANTIS
GOVERNOR

JAMES UTHMEIER
ATTORNEY GENERAL

CHIEF FINANCIAL OFFICER

WILTON SIMPSON
COMMISSIONER OF AGRICULTURE

May 8, 2025

Mr. Chris Spencer
Executive Director & CIO
State Board of Administration
Post Office Box 13300
Tallahassee, Florida 32317-3300

RE: Not Exceeding \$449,000,000 State of Florida, Full Faith and Credit, Department of Transportation Right-of-Way Acquisition and Bridge Construction Bonds, Series (to be determined)

Dear Mr. Spencer:

In compliance with Section 215.73, Florida Statutes, the Division of Bond Finance requests State Board of Administration approval as to fiscal sufficiency for the above referenced bonds. We request such approval at your board meeting of June 10, 2025.

The bonds will be payable from pledged gas taxes, consisting of certain motor fuel and diesel fuel taxes, and are additionally secured by the full faith and credit of the State of Florida. The proposed bonds will be payable on a parity with the outstanding Series 2015A through 2025A Bonds. The remaining balance, if any, of prior fiscal sufficiency approvals of Right-of-Way Acquisition and Bridge Construction Bonds or Refunding Bonds should be rescinded. The proposed bonds are being issued to finance the acquisition of real property or the rights to real property for state roads and bridge construction for the Department of Transportation and to pay costs associated with the issuance and sale of the bonds.

The bonds will be issued in one or more series pursuant to the Authorizing Resolution adopted on February 28, 1989, as amended and restated on May 28, 2020, and a Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025. A copy of the amended and restated Authorizing Resolution has previously been provided to you.

Enclosed for your review are the following:

Enclosure 1: an estimated coverage schedule based upon the estimated pledged revenues available for debt service;

Enclosure 2: an estimated debt service schedule for the proposed bonds;

Enclosure 3: a schedule showing the estimated Highway Fuel Sales Tax collections (the motor and diesel fuel taxes pledged) as projected by the Florida Consensus Estimating Conference at its March 2025 meeting; and

Enclosure 4: a draft copy of the Supplemental Resolution expected to be adopted on June 10, 2025.

A draft of the fiscal sufficiency resolution should be sent to Whitney Fason and Carla Bruce of this office for review. Should you have any questions, please contact either myself or Carla Bruce at 413-1312. Your consideration of this matter is appreciated.

Very truly yours,

A handwritten signature in blue ink that reads "Kimberley J. Nichols for".

J. Ben Watkins III
Director

JBW:cb

Enclosures

cc: Ben Alonzo
Janie Knight
Sharon Vice
Alex Nottingham

NOT EXCEEDING \$449,000,000
STATE OF FLORIDA, FULL FAITH AND CREDIT
DEPARTMENT OF TRANSPORTATION
RIGHT-OF-WAY ACQUISITION AND BRIDGE CONSTRUCTION BONDS
SERIES (TO BE DETERMINED)
ESTIMATED SCHEDULE OF COVERAGE ON BONDS

Fiscal Year Ended June 30	Projected Motor & Diesel Fuel Sales Tax Available for Debt Service ¹	Outstanding Debt Service	Not Exceeding \$449,000,000 Series (to be determined)			Estimated Total Debt Service	Debt Service Coverage ³	Maximum Allowable Debt Service ⁴	Pro Forma Debt Service Coverage ⁵
			Principal	Interest ²	Total				
2025	\$1,944,600,000	\$180,188,435				\$180,188,435	10.79x	\$ 371,119,000	5.24x
2026	2,018,400,000	181,739,640	\$6,310,000	\$24,246,000	\$30,556,000	212,295,640	9.51x	379,267,000	5.32x
2027	2,089,800,000	173,413,890	6,650,000	23,905,260	30,555,260	203,969,150	10.25x	387,926,000	5.39x
2028	2,165,800,000	155,983,890	7,005,000	23,546,160	30,551,160	186,535,050	11.61x	396,564,000	5.46x
2029	2,223,400,000	148,357,765	7,385,000	23,167,890	30,552,890	178,910,655	12.43x	403,123,000	5.52x
2030	2,271,100,000	148,334,240	7,785,000	22,769,100	30,554,100	178,888,340	12.70x	409,101,000	5.55x
2031	2,335,100,000	148,311,290	8,205,000	22,348,710	30,553,710	178,865,000	13.06x	416,493,000	5.61x
2032	2,394,800,000	141,266,940	8,650,000	21,905,640	30,555,640	171,822,580	13.94x	423,283,000	5.66x
2033	2,449,300,000	131,933,090	9,115,000	21,438,540	30,553,540	162,486,630	15.07x	425,000,000	5.76x
2034	2,512,100,000	117,384,990	9,605,000	20,946,330	30,551,330	147,936,320	16.98x	425,000,000	5.91x
2035	2,512,100,000	102,377,215	10,125,000	20,427,660	30,552,660	132,929,875	18.90x	425,000,000	5.91x
2036	2,512,100,000	102,340,096	10,670,000	19,880,910	30,550,910	132,891,006	18.90x	425,000,000	5.91x
2037	2,512,100,000	102,306,859	11,250,000	19,304,730	30,554,730	132,861,589	18.91x	425,000,000	5.91x
2038	2,512,100,000	93,715,865	11,855,000	18,697,230	30,552,230	124,268,095	20.22x	425,000,000	5.91x
2039	2,512,100,000	94,144,728	12,495,000	18,057,060	30,552,060	124,696,788	20.15x	425,000,000	5.91x
2040	2,512,100,000	83,058,478	13,170,000	17,382,330	30,552,330	113,610,808	22.11x	425,000,000	5.91x
2041	2,512,100,000	83,043,878	13,880,000	16,671,150	30,551,150	113,595,028	22.11x	425,000,000	5.91x
2042	2,512,100,000	77,332,078	14,630,000	15,921,630	30,551,630	107,883,708	23.29x	425,000,000	5.91x
2043	2,512,100,000	75,974,728	15,420,000	15,131,610	30,551,610	106,526,338	23.58x	425,000,000	5.91x
2044	2,512,100,000	69,930,128	16,255,000	14,298,930	30,553,930	100,484,058	25.00x	425,000,000	5.91x
2045	2,512,100,000	69,992,753	17,130,000	13,421,160	30,551,160	100,543,913	24.99x	425,000,000	5.91x
2046	2,512,100,000	66,321,840	18,055,000	12,496,140	30,551,140	96,872,980	25.93x	425,000,000	5.91x
2047	2,512,100,000	64,202,796	19,030,000	11,521,170	30,551,170	94,753,966	26.51x	425,000,000	5.91x
2048	2,512,100,000	43,196,894	20,060,000	10,493,550	30,553,550	73,750,444	34.06x	425,000,000	5.91x
2049	2,512,100,000	28,733,913	21,145,000	9,410,310	30,555,310	59,289,223	42.37x	425,000,000	5.91x
2050	2,512,100,000	28,743,813	22,285,000	8,268,480	30,553,480	59,297,293	42.36x	425,000,000	5.91x
2051	2,512,100,000	19,806,750	23,490,000	7,065,090	30,555,090	50,361,840	49.88x	425,000,000	5.91x
2052	2,512,100,000	19,808,219	24,755,000	5,796,630	30,551,630	50,359,849	49.88x	425,000,000	5.91x
2053	2,512,100,000	19,810,963	26,095,000	4,459,860	30,554,860	50,365,823	49.88x	425,000,000	5.91x
2054	2,512,100,000	8,309,175	27,505,000	3,050,730	30,555,730	38,864,905	64.64x	425,000,000	5.91x
2055	2,512,100,000	-	28,990,000	1,565,460	30,555,460	30,555,460	82.21x	425,000,000	5.91x
			\$449,000,000	\$467,595,450	\$916,595,450				

¹ The bonds are payable from the motor fuel and diesel fuel taxes pursuant to Sections 206.41(g) and 206.87(1)(c), Florida Statutes. The projected motor and diesel fuel tax collections for fiscal years 2025 through 2034 are as adopted by the Florida Consensus Estimating Conference on Transportation Revenues, March 2025. The fiscal year 2034 projections are held constant for future years. **The projections are based on the best information available when the estimates are made, which is believed to be accurate. Projections are statements of opinion and are subject to future events which may cause the actual results to differ materially from those set forth herein. Undue reliance should not be placed on these projections. No representation is made that the amounts shown in any projected fiscal year will be collected.**

² Estimated interest calculated at 5.40%.

³ Coverage has been calculated by dividing the amount of Projected Motor and Diesel Fuel Sales Tax Available for Debt Service by the Estimated Total Debt Service.

⁴ Pursuant to Section 206.46(2), Florida Statutes, debt service cannot exceed the lesser of 7% of state revenues transferred to the STTF or \$425 million.

⁵ Coverage has been calculated by dividing the amount of Projected Motor and Diesel Fuel Sales Tax Available for Debt Service by the Maximum Allowable Debt Service.

BOND DEBT SERVICE**ROW_2025B_NM****ROW_2025B NM****State of Florida Full Faith and Credit****Department of Transportation****Right of Way Acquisition and Bridge Construction Bonds, Series TBD**

NTE \$449,000,000 Fiscal Sufficiency Request

<i>Period Ending</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>	<i>Annual Debt Service</i>
01/01/2026			12,123,000	12,123,000	
07/01/2026	6,310,000	5.400%	12,123,000	18,433,000	30,556,000
01/01/2027			11,952,630	11,952,630	
07/01/2027	6,650,000	5.400%	11,952,630	18,602,630	30,555,260
01/01/2028			11,773,080	11,773,080	
07/01/2028	7,005,000	5.400%	11,773,080	18,778,080	30,551,160
01/01/2029			11,583,945	11,583,945	
07/01/2029	7,385,000	5.400%	11,583,945	18,968,945	30,552,890
01/01/2030			11,384,550	11,384,550	
07/01/2030	7,785,000	5.400%	11,384,550	19,169,550	30,554,100
01/01/2031			11,174,355	11,174,355	
07/01/2031	8,205,000	5.400%	11,174,355	19,379,355	30,553,710
01/01/2032			10,952,820	10,952,820	
07/01/2032	8,650,000	5.400%	10,952,820	19,602,820	30,555,640
01/01/2033			10,719,270	10,719,270	
07/01/2033	9,115,000	5.400%	10,719,270	19,834,270	30,553,540
01/01/2034			10,473,165	10,473,165	
07/01/2034	9,605,000	5.400%	10,473,165	20,078,165	30,551,330
01/01/2035			10,213,830	10,213,830	
07/01/2035	10,125,000	5.400%	10,213,830	20,338,830	30,552,660
01/01/2036			9,940,455	9,940,455	
07/01/2036	10,670,000	5.400%	9,940,455	20,610,455	30,550,910
01/01/2037			9,652,365	9,652,365	
07/01/2037	11,250,000	5.400%	9,652,365	20,902,365	30,554,730
01/01/2038			9,348,615	9,348,615	
07/01/2038	11,855,000	5.400%	9,348,615	21,203,615	30,552,230
01/01/2039			9,028,530	9,028,530	
07/01/2039	12,495,000	5.400%	9,028,530	21,523,530	30,552,060
01/01/2040			8,691,165	8,691,165	
07/01/2040	13,170,000	5.400%	8,691,165	21,861,165	30,552,330
01/01/2041			8,335,575	8,335,575	
07/01/2041	13,880,000	5.400%	8,335,575	22,215,575	30,551,150
01/01/2042			7,960,815	7,960,815	
07/01/2042	14,630,000	5.400%	7,960,815	22,590,815	30,551,630
01/01/2043			7,565,805	7,565,805	
07/01/2043	15,420,000	5.400%	7,565,805	22,985,805	30,551,610
01/01/2044			7,149,465	7,149,465	
07/01/2044	16,255,000	5.400%	7,149,465	23,404,465	30,553,930
01/01/2045			6,710,580	6,710,580	
07/01/2045	17,130,000	5.400%	6,710,580	23,840,580	30,551,160
01/01/2046			6,248,070	6,248,070	
07/01/2046	18,055,000	5.400%	6,248,070	24,303,070	30,551,140
01/01/2047			5,760,585	5,760,585	
07/01/2047	19,030,000	5.400%	5,760,585	24,790,585	30,551,170
01/01/2048			5,246,775	5,246,775	
07/01/2048	20,060,000	5.400%	5,246,775	25,306,775	30,553,550
01/01/2049			4,705,155	4,705,155	
07/01/2049	21,145,000	5.400%	4,705,155	25,850,155	30,555,310
01/01/2050			4,134,240	4,134,240	
07/01/2050	22,285,000	5.400%	4,134,240	26,419,240	30,553,480
01/01/2051			3,532,545	3,532,545	
07/01/2051	23,490,000	5.400%	3,532,545	27,022,545	30,555,090
01/01/2052			2,898,315	2,898,315	
07/01/2052	24,755,000	5.400%	2,898,315	27,653,315	30,551,630
01/01/2053			2,229,930	2,229,930	
07/01/2053	26,095,000	5.400%	2,229,930	28,324,930	30,554,860


BOND DEBT SERVICE**ROW_2025B_NM****ROW_2025B NM****State of Florida Full Faith and Credit****Department of Transportation****Right of Way Acquisition and Bridge Construction Bonds, Series TBD**

NTE \$449,000,000 Fiscal Sufficiency Request

<i>Period Ending</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>	<i>Annual Debt Service</i>
01/01/2054			1,525,365	1,525,365	
07/01/2054	27,505,000	5.400%	1,525,365	29,030,365	30,555,730
01/01/2055			782,730	782,730	
07/01/2055	28,990,000	5.400%	782,730	29,772,730	30,555,460
	449,000,000		467,595,450	916,595,450	916,595,450

This Page Intentionally Left Blank

**STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BOULEVARD
TALLAHASSEE, FLORIDA 32308**

TO: Chris Spencer
FROM: Ben Alonzo 
SUBJECT: Fiscal Sufficiency
DATE: May 19, 2025

**APPROVAL OF FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING
\$831,700,000 STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS, SERIES (TO BE DETERMINED):**

The Division of Bond Finance of the State Board of Administration (the “Division”), on behalf of the State of Florida Department of Transportation (the “Department”), has submitted for approval as to fiscal sufficiency a proposal to issue an amount not exceeding \$831,700,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series (to be determined) (the “Bonds”) for the purpose of financing a portion of the costs of capital improvements to the Turnpike System and to pay costs associated with the issuance and sale of the proposed Bonds. The Bonds will be issued pursuant to the Original Authorizing Resolution adopted on October 25, 1988, as amended and restated on May 17, 2005, and as amended by the Forty-eighth Supplemental Resolution adopted on December 4, 2018, and the Sixty-fourth Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025.

The Division, on behalf of the Department, has heretofore issued Turnpike Revenue and Revenue Refunding Bonds, Series 2012A through 2025A (collectively, the “Outstanding Bonds”). The State Board of Administration has approved the fiscal sufficiency of an amount not exceeding \$275,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its September 21, 2021, meeting; an amount not exceeding \$200,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its March 26, 2024, meeting; an amount not exceeding \$483,900,000 Turnpike Revenue Bonds, Series (to be determined) at its June 12, 2024, meeting; and an amount not exceeding \$410,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its December 17, 2024, meeting, of which \$81,555,000, \$59,470,000, \$146,700,000, and \$204,350,000 respectively, remains unissued (together, the “Previously Approved Bonds”). The proposed Bonds shall be issued on a parity as to source and security for payment with the Outstanding Bonds, and the unissued portion of the Previously Approved Bonds, when and if issued. The Bonds shall not be secured by a pledge of the full faith and credit or the taxing power of the State of Florida or any political subdivision thereof.

A study of this proposal and the estimates of revenue expected to accrue indicate that the proposed Bonds are fiscally sufficient and that the proposal will be executed pursuant to the applicable provisions of law.

RECOMMENDATION: It is recommended that the Board approve the proposal outlined above.

cc: Janie Knight

**A RESOLUTION OF THE STATE BOARD OF ADMINISTRATION
APPROVING THE FISCAL SUFFICIENCY OF AN AMOUNT NOT EXCEEDING
\$831,700,000 STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS, SERIES (TO BE DETERMINED)**

WHEREAS, the Division of Bond Finance of the State Board of Administration (the “Division”) proposes to issue an amount not exceeding \$831,700,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series (to be determined) (the “Bonds”), on behalf of the State of Florida Department of Transportation (the “Department”), for the purpose of financing a portion of the costs of capital improvements to the Turnpike System and to pay costs associated with the issuance and sale of the proposed Bonds; and,

WHEREAS, the Bonds will be issued pursuant to the Original Authorizing Resolution adopted on October 25, 1988, as amended and restated on May 17, 2005, and as amended by the Forty-eighth Supplemental Resolution adopted on December 4, 2018, and as supplemented by the Sixty-fourth Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025, (together, the “Resolution”); and,

WHEREAS, the Division has requested the State Board of Administration to approve the fiscal sufficiency of the proposed bond issue as required by Section 215.73, Florida Statutes; and,

WHEREAS, the Division, on behalf of the Department, has heretofore issued Turnpike Revenue and Revenue Refunding Bonds, Series 2012A through 2025A (collectively, the “Outstanding Bonds”); and,

WHEREAS, the State Board of Administration has approved the fiscal sufficiency of an amount not exceeding \$275,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its September 21, 2021, meeting; an amount not exceeding \$200,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its March 26, 2024, meeting; an amount not exceeding \$483,900,000 Turnpike Revenue Bonds, Series (to be determined) at its June 12, 2024, meeting; and an amount not exceeding \$410,000,000 Turnpike Revenue Refunding Bonds, Series (to be determined) at its December 17, 2024, meeting, of which \$81,555,000, \$59,470,000, \$146,700,000, and \$204,350,000 respectively, remains unissued (together, the “Previously Approved Bonds”); and,

WHEREAS, the proposed Bonds shall be issued on a parity as to source and security for payment with the Outstanding Bonds, and the unissued portions of the Previously Approved Bonds, when and if issued; and,

WHEREAS, the proposed Bonds shall be secured by a first lien upon Net Revenues of the Turnpike System, which consists of all tolls, revenues, rates, fees, charges, receipts, rents or other income derived from, or in connection with, the operation of the Florida Turnpike, less any necessary contribution to fund the Cost of Maintenance and Cost of Operation after taking into account other sources of funds available to fund the Cost of Maintenance and Cost of Operation; and,

WHEREAS, the Department has covenanted to pay the Cost of Maintenance and Cost of Operation of the Turnpike System from moneys in the State Transportation Trust Fund; and,

WHEREAS, tolls are required to be fixed, and adjusted if necessary, so that gross revenues shall be sufficient to pay at least (i) 100% of Operation and Maintenance costs; (ii) 120% of the Annual Debt Service Requirement; and (iii) 100% of all other payments required by the Resolution; and,

WHEREAS, an examination of this plan of financing indicated that the same will be executed pursuant to the applicable provisions of law, and that the revenue to be used in servicing and liquidating the indebtedness to be created thereby may be reasonably expected to accrue in amounts sufficient to accomplish this purpose; and,

WHEREAS, the estimate of toll revenues available indicates that sufficient moneys can be pledged to exceed the debt service requirements of the proposed issue and that in no State fiscal year will the moneys pledged for the debt service requirement of the proposed issue be less than the required coverage amount; and,

WHEREAS, the Division has furnished sufficient information to enable the State Board of Administration to fulfill its duties pursuant to Section 215.73, Florida Statutes; and,

WHEREAS, the State Board of Administration has relied upon information from others but has not independently verified the accuracy or completeness of such information; and,

WHEREAS, the State Board of Administration does not approve or disapprove the Bonds as an investment and has not passed upon the accuracy or adequacy of the Official Statement; **Now, Therefore,**

BE IT RESOLVED, by the State Board of Administration of Florida, a constitutional body created by Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, that pursuant to the requirements of Section 215.73, Florida Statutes, the proposal of the Division of Bond Finance of the State Board of Administration to issue an amount not exceeding \$831,700,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series (to be determined) for the uses and purposes hereinabove set forth, is hereby approved as to fiscal sufficiency.

ADOPTED June 10, 2025

STATE OF FLORIDA)
 :
COUNTY OF LEON)

I, **Chris Spencer**, Executive Director of the State Board of Administration of Florida, a constitutional body described in Section 4 of Article IV of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, **DO HEREBY CERTIFY** that the above and foregoing is a true and correct copy of a resolution adopted by said Board at a meeting held June 10, 2025, approving the fiscal sufficiency of an amount not exceeding \$831,700,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series (to be determined).

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Board at Tallahassee, Leon County, Florida, this 10th day of June 2025.

Chris Spencer, Executive Director

(SEAL)



J. BEN WATKINS III
DIRECTOR

STATE OF FLORIDA DIVISION OF BOND FINANCE

RON DESANTIS
GOVERNOR

JAMES UTHMEIER
ATTORNEY GENERAL

CHIEF FINANCIAL OFFICER

WILTON SIMPSON
COMMISSIONER OF AGRICULTURE

May 6, 2025

Mr. Chris Spencer
Executive Director
State Board of Administration
Post Office Box 13300
Tallahassee, Florida 32317-3300

RE: Not Exceeding \$831,700,000 State of Florida, Department of Transportation
Turnpike Revenue Bonds, Series (to be determined)

Dear Mr. Spencer:

In compliance with Section 215.73, Florida Statutes, the Division of Bond Finance requests State Board of Administration approval as to fiscal sufficiency for the above referenced bonds. We request such approval at your board meeting of June 10, 2025.

The proposed bonds will be payable from the net revenues of the turnpike system on a parity with the outstanding Series 2012A through 2025A Bonds; the remaining balance of the Turnpike Revenue Bonds, Series 2024 (to be determined) of \$146,700,000, previously authorized to be issued to finance a portion of the costs of various capital improvements to the Turnpike System, for which fiscal sufficiency was approved on June 12, 2024, when and if issued; and the remaining balances of the Turnpike Revenue Refunding Bonds, Series (to be determined) of \$81,555,000, \$59,470,000, and \$204,350,000, previously authorized to be issued for the purpose of refunding certain outstanding Turnpike Revenue Bonds for debt service savings, for which fiscal sufficiency was approved on September 21, 2021, March 26, 2024, and December 17, 2024, respectively, when and if issued.

The proposed bonds will be issued to finance a portion of the costs of various capital improvements to the Turnpike System and to pay costs associated with the issuance and sale of the proposed bonds.

The proposed bonds will be issued in one or more series pursuant to the Original Resolution adopted on October 25, 1988, as amended and restated on May 17, 2005, as amended by the Forty-eighth Supplemental Resolution adopted on December 4, 2018, and as supplemented by the Sixty-fourth Supplemental Resolution expected to be adopted by the Governor and Cabinet on June 10, 2025. Copies of the Original Resolution and the Forty-eighth Supplemental Resolution have previously been provided to you.

May 6, 2025


Page 2

The following documents are enclosed for your consideration:

- Enclosure 1: an estimated coverage table for the program, including the issuance of the proposed bonds;
- Enclosure 2: an estimated debt service schedule for the proposed bonds; and
- Enclosure 3: a draft copy of the Sixty-fourth Supplemental Resolution, which is expected to be adopted on June 10, 2025.

A draft of the fiscal sufficiency resolution should be sent to Whitney Fason and Christina Waltz of this office for review. Should you have any questions, please contact either myself or Christina Waltz at (850) 488-4782. Your consideration of this matter is appreciated.

Very truly yours,


J. Ben Watkins III
Director

JBW:cw

Enclosures

cc: Ben Alonzo
Janie Knight
Sharon Vice
Alex Nottingham

NOT EXCEEDING \$831,700,000
STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS SERIES (TO BE DETERMINED)

ESTIMATED COVERAGE TABLE

FISCAL YEAR ENDING JUNE 30	HISTORICAL/PROJECTED PLEDGED REVENUES ¹				Estimated \$146,700,000 New Money Debt Service on the Remaining Balance Approved on June 12, 2024			Estimated \$831,700,000 New Money Debt Service Requested for Approval on June 10, 2025			TOTAL	NET DEBT SERVICE
	TURNPIKE SYSTEM REVENUES	OPERATIONS & MAINTENANCE EXPENSES ²	NET REVENUE	OUTSTANDING DEBT SERVICE	Principal	Interest ³	Total	Principal	Interest ³	Total	DEBT SERVICE	COVERAGE
<u>Historical</u>												
2020	\$995,849,000	\$242,882,000	\$752,967,000	\$251,894,668							\$251,894,668	2.99 x
2021	1,012,039,000	252,491,000	759,548,000	257,794,504							257,794,504	2.95 x
2022	1,153,380,000	251,867,000	901,513,000	262,947,627							262,947,627	3.43 x
2023	1,179,419,000	262,164,000	917,255,000	273,543,817							273,543,817	3.35 x
2024	1,350,276,000	275,999,000	1,074,277,000	273,516,706							273,516,706	3.93 x
<u>Projected</u>												
2025	\$1,326,916,000	\$309,455,000	\$1,017,461,000	\$299,673,743							\$299,673,743	3.40 x
2026	1,371,088,000	323,939,000	1,047,149,000	280,925,889	\$1,220,000	\$8,824,005	\$10,044,005	\$11,685,000	\$44,911,800	\$56,596,800	\$347,566,694	3.01 x
2027	1,398,700,000	332,750,000	1,065,950,000	282,160,239	2,185,000	7,855,920	10,040,920	12,315,000	44,280,810	56,595,810	\$348,796,969	3.06 x
2028	1,425,206,000	341,919,000	1,083,287,000	256,073,393	2,305,000	7,737,930	10,042,930	12,980,000	43,615,800	56,595,800	\$322,712,123	3.36 x
2029	1,449,852,000	350,291,000	1,099,561,000	250,530,793	2,425,000	7,613,460	10,038,460	13,680,000	42,914,880	56,594,880	\$317,164,133	3.47 x
2030	1,476,341,000	358,874,000	1,117,467,000	242,977,143	2,560,000	7,482,510	10,042,510	14,420,000	42,176,160	56,596,160	\$309,615,813	3.61 x
2031	1,504,886,000	367,670,000	1,137,216,000	240,499,193	2,695,000	7,344,270	10,039,270	15,195,000	41,397,480	56,592,480	\$307,130,943	3.70 x
2032	1,530,241,000	376,687,000	1,153,554,000	242,488,443	2,840,000	7,198,740	10,038,740	16,020,000	40,576,950	56,596,950	\$309,124,133	3.73 x
2033	1,554,478,000	385,930,000	1,168,548,000	242,518,943	2,995,000	7,045,380	10,040,380	16,880,000	39,711,870	56,591,870	\$309,151,193	3.78 x
2034	1,576,556,000	395,403,000	1,181,153,000	229,935,593	3,155,000	6,883,650	10,038,650	17,795,000	38,800,350	56,595,350	\$296,569,593	3.98 x
2035	1,598,090,000	405,114,000	1,192,976,000	208,426,993	3,330,000	6,713,280	10,043,280	18,755,000	37,839,420	56,594,420	\$275,064,693	4.34 x
2036	1,598,090,000	405,114,000	1,192,976,000	210,496,543	3,505,000	6,533,460	10,038,460	19,770,000	36,826,650	56,596,650	\$277,131,653	4.30 x
2037	1,598,090,000	405,114,000	1,192,976,000	177,469,380	3,695,000	6,344,190	10,039,190	20,835,000	35,759,070	56,594,070	\$244,102,640	4.89 x
2038	1,598,090,000	405,114,000	1,192,976,000	175,302,380	3,895,000	6,144,660	10,039,660	21,960,000	34,633,980	56,593,980	\$241,936,020	4.93 x
2039	1,598,090,000	405,114,000	1,192,976,000	182,513,880	4,105,000	5,934,330	10,039,330	23,145,000	33,448,140	56,593,140	\$249,146,350	4.79 x
2040	1,598,090,000	405,114,000	1,192,976,000	155,132,593	4,330,000	5,712,660	10,042,660	24,395,000	32,198,310	56,593,310	\$221,768,563	5.38 x
2041	1,598,090,000	405,114,000	1,192,976,000	134,506,436	4,560,000	5,478,840	10,038,840	25,715,000	30,880,980	56,595,980	\$201,141,256	5.93 x
2042	1,598,090,000	405,114,000	1,192,976,000	129,330,849	4,810,000	5,232,600	10,042,600	27,100,000	29,492,370	56,592,370	\$195,965,819	6.09 x
2043	1,598,090,000	405,114,000	1,192,976,000	130,778,099	5,070,000	4,972,860	10,042,860	28,565,000	28,028,970	56,593,970	\$197,414,929	6.04 x
2044	1,598,090,000	405,114,000	1,192,976,000	111,064,836	5,340,000	4,699,080	10,039,080	30,110,000	26,486,460	56,596,460	\$177,700,376	6.71 x
2045	1,598,090,000	405,114,000	1,192,976,000	107,103,511	5,630,000	4,410,720	10,040,720	31,735,000	24,860,520	56,595,520	\$173,739,751	6.87 x
2046	1,598,090,000	405,114,000	1,192,976,000	105,678,649	5,935,000	4,106,700	10,041,700	33,450,000	23,146,830	56,596,830	\$172,317,179	6.92 x
2047	1,598,090,000	405,114,000	1,192,976,000	119,525,668	6,255,000	3,786,210	10,041,210	35,255,000	21,340,530	56,595,530	\$186,162,408	6.41 x
2048	1,598,090,000	405,114,000	1,192,976,000	119,534,818	6,590,000	3,448,440	10,038,440	37,155,000	19,436,760	56,591,760	\$186,165,018	6.41 x
2049	1,598,090,000	405,114,000	1,192,976,000	94,807,743	6,950,000	3,092,580	10,042,580	39,165,000	17,430,390	56,595,390	\$161,445,713	7.39 x
2050	1,598,090,000	405,114,000	1,192,976,000	73,609,525	7,325,000	2,717,280	10,042,280	41,280,000	15,315,480	56,595,480	\$140,247,285	8.51 x
2051	1,598,090,000	405,114,000	1,192,976,000	69,267,775	7,720,000	2,321,730	10,041,730	43,510,000	13,086,360	56,596,360	\$135,905,865	8.78 x
2052	1,598,090,000	405,114,000	1,192,976,000	57,619,050	8,135,000	1,904,850	10,039,850	45,855,000	10,736,820	56,591,820	\$124,250,720	9.60 x
2053	1,598,090,000	405,114,000	1,192,976,000	36,725,800	8,575,000	1,465,560	10,040,560	48,335,000	8,260,650	56,595,650	\$103,362,010	11.54 x
2054	1,598,090,000	405,114,000	1,192,976,000	36,727,600	9,040,000	1,002,510	10,042,510	50,945,000	5,650,560	56,595,560	\$103,365,670	11.54 x
2055	1,598,090,000	405,114,000	1,192,976,000	-	9,525,000	514,350	10,039,350	53,695,000	2,899,530	56,594,530	\$66,633,880	17.90 x
					<u>\$146,700,000</u>	<u>\$154,522,755</u>	<u>\$301,222,755</u>	<u>\$831,700,000</u>	<u>\$866,144,880</u>	<u>\$1,697,844,880</u>		

¹ Numbers are rounded to nearest thousand dollars. Fiscal Years 2020 through 2024 represent audited financial results. Revenues and Expenses for Fiscal Years 2025 through 2035 have been provided by the Turnpike's traffic and revenue consultant as of February 2025. For Fiscal Years after 2035, revenue and expense projections have been held constant. **No representation is made that the amounts shown in any projected fiscal year will be collected.**

² The operations and maintenance expenses are paid by the Department of Transportation under an operations agreement and then reimbursed by the Turnpike after debt service. The operations agreement is enforceable by bondholders.

³ Estimated interest calculated at 5.40%.

BOND DEBT SERVICE

Turnpike FY 2025-26 New Money Authorization Estimated Debt Service For Fiscal Sufficiency Approval Request

<i>Period Ending</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>	<i>Annual Debt Service</i>
01/01/2026	-	-	22,455,900	22,455,900	-
07/01/2026	11,685,000	5.400%	22,455,900	34,140,900	56,596,800
01/01/2027	-	-	22,140,405	22,140,405	-
07/01/2027	12,315,000	5.400%	22,140,405	34,455,405	56,595,810
01/01/2028	-	-	21,807,900	21,807,900	-
07/01/2028	12,980,000	5.400%	21,807,900	34,787,900	56,595,800
01/01/2029	-	-	21,457,440	21,457,440	-
07/01/2029	13,680,000	5.400%	21,457,440	35,137,440	56,594,880
01/01/2030	-	-	21,088,080	21,088,080	-
07/01/2030	14,420,000	5.400%	21,088,080	35,508,080	56,596,160
01/01/2031	-	-	20,698,740	20,698,740	-
07/01/2031	15,195,000	5.400%	20,698,740	35,893,740	56,592,480
01/01/2032	-	-	20,288,475	20,288,475	-
07/01/2032	16,020,000	5.400%	20,288,475	36,308,475	56,596,950
01/01/2033	-	-	19,855,935	19,855,935	-
07/01/2033	16,880,000	5.400%	19,855,935	36,735,935	56,591,870
01/01/2034	-	-	19,400,175	19,400,175	-
07/01/2034	17,795,000	5.400%	19,400,175	37,195,175	56,595,350
01/01/2035	-	-	18,919,710	18,919,710	-
07/01/2035	18,755,000	5.400%	18,919,710	37,674,710	56,594,420
01/01/2036	-	-	18,413,325	18,413,325	-
07/01/2036	19,770,000	5.400%	18,413,325	38,183,325	56,596,650
01/01/2037	-	-	17,879,535	17,879,535	-
07/01/2037	20,835,000	5.400%	17,879,535	38,714,535	56,594,070
01/01/2038	-	-	17,316,990	17,316,990	-
07/01/2038	21,960,000	5.400%	17,316,990	39,276,990	56,593,980
01/01/2039	-	-	16,724,070	16,724,070	-
07/01/2039	23,145,000	5.400%	16,724,070	39,869,070	56,593,140
01/01/2040	-	-	16,099,155	16,099,155	-
07/01/2040	24,395,000	5.400%	16,099,155	40,494,155	56,593,310
01/01/2041	-	-	15,440,490	15,440,490	-
07/01/2041	25,715,000	5.400%	15,440,490	41,155,490	56,595,980
01/01/2042	-	-	14,746,185	14,746,185	-
07/01/2042	27,100,000	5.400%	14,746,185	41,846,185	56,592,370
01/01/2043	-	-	14,014,485	14,014,485	-
07/01/2043	28,565,000	5.400%	14,014,485	42,579,485	56,593,970
01/01/2044	-	-	13,243,230	13,243,230	-
07/01/2044	30,110,000	5.400%	13,243,230	43,353,230	56,596,460
01/01/2045	-	-	12,430,260	12,430,260	-
07/01/2045	31,735,000	5.400%	12,430,260	44,165,260	56,595,520
01/01/2046	-	-	11,573,415	11,573,415	-
07/01/2046	33,450,000	5.400%	11,573,415	45,023,415	56,596,830
01/01/2047	-	-	10,670,265	10,670,265	-
07/01/2047	35,255,000	5.400%	10,670,265	45,925,265	56,595,530
01/01/2048	-	-	9,718,380	9,718,380	-
07/01/2048	37,155,000	5.400%	9,718,380	46,873,380	56,591,760
01/01/2049	-	-	8,715,195	8,715,195	-
07/01/2049	39,165,000	5.400%	8,715,195	47,880,195	56,595,390
01/01/2050	-	-	7,657,740	7,657,740	-
07/01/2050	41,280,000	5.400%	7,657,740	48,937,740	56,595,480
01/01/2051	-	-	6,543,180	6,543,180	-
07/01/2051	43,510,000	5.400%	6,543,180	50,053,180	56,596,360
01/01/2052	-	-	5,368,410	5,368,410	-
07/01/2052	45,855,000	5.400%	5,368,410	51,223,410	56,591,820
01/01/2053	-	-	4,130,325	4,130,325	-
07/01/2053	48,335,000	5.400%	4,130,325	52,465,325	56,595,650
01/01/2054	-	-	2,825,280	2,825,280	-
07/01/2054	50,945,000	5.400%	2,825,280	53,770,280	56,595,560
01/01/2055	-	-	1,449,765	1,449,765	-
07/01/2055	53,695,000	5.400%	1,449,765	55,144,765	56,594,530
	831,700,000		866,144,880	1,697,844,880	1,697,844,880



**STATE BOARD OF ADMINISTRATION
OF FLORIDA**

**1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406**

**POST OFFICE BOX 13300
32317-3300**

**RON DESANTIS
GOVERNOR
CHAIR**

CHIEF FINANCIAL OFFICER

**JAMES UTHMEIER
ATTORNEY GENERAL**

**CHRIS SPENCER
EXECUTIVE DIRECTOR**

June 10, 2025

Representative Chip LaMarca
Alternating Chair
Joint Legislative Auditing Committee
200 House Office Building
402 South Monroe Street
Tallahassee, Florida 32399-1300

Senator Jay Collins
Alternating Chair
Joint Legislative Auditing Committee
313 Senate Office Building
404 South Monroe Street
Tallahassee, Florida 32399-1100

Dear Representative LaMarca and Senator Collins:

Pursuant to section 218.409(6)(a)1, Florida Statutes, the trustees of the State Board of Administration shall "provide quarterly a report to the Joint Legislative Auditing Committee that the trustees have reviewed and approved the monthly reports [Florida PRIME Management Summary] and actions taken, if any, to address any impacts."

Please be advised that the Trustees have reviewed the attached reports and authorized me to convey their action to you. During the period January 1, 2025, through March 31, 2025, there were no material impacts on the trust fund in question and, therefore, no associated actions or escalations.

Please contact me if you have any questions.

Sincerely,

Chris Spencer
Executive Director

Attachments

cc: Senator Jason Brodeur
Senator Tracie Davis
Senator Stan McClain
Senator Jason W.B. Pizzo
Senator Corey Simon
Senator Tom A. Wright
Representative Kimberly Daniels
Representative Peggy Gossett-Seidman
Representative Sam Greco
Representative Yvonne Hayes Hinson
Representative Rachel Saunders Plakon
Representative Taylor Michael Yarkosky
Kathy DuBose, Coordinator

This Page Intentionally Left Blank



MONTHLY SUMMARY REPORT

State Board of Administration of Florida

January 31 2025

CONTENTS

3	INTRODUCTION
3	DISCLOSURE OF MATERIAL IMPACTS
3	FACTS-AT-A-GLANCE
4	PORFOLIO MANAGER COMMENTARY
5	PORTFOLIO COMPOSITION
6	FUND PERFORMANCE
7	PRIME ACCOUNT SUMMARY
8	INVENTORY OF HOLDINGS
14	PARTICIPANT CONCENTRATION
15	COMPLIANCE
16	TRADE ACTIVITY

Past performance is no guarantee of future results.

Views are as of the issue date and are subject to change based on market conditions and other factors. These views should not be construed as a recommendation for any specific security.

An investment in Florida PRIME is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in this fund.

INTRODUCTION

This report is prepared for stakeholders in Florida PRIME in accordance with Section 218.409(6)(a), Florida Statutes. The statute requires:

- (1) Reporting of any material impacts on the funds and any actions or escalations taken by staff to address such impacts;
- (2) Presentation of a management summary that provides an analysis of the status of the current investment portfolio and the individual transactions executed over the last month; and
- (3) Preparation of the management summary “in a manner that will allow anyone to ascertain whether the investment activities during the reporting period have conformed to investment policies.”

This report, which covers the period from January 31, 2025, through January 31, 2025, has been prepared by the SBA with input from Federated Hermes (“Federated”), investment advisor for Florida PRIME in a format intended to comply with the statute.

DISCLOSURE OF MATERIAL IMPACTS

During the reporting period, Florida PRIME was in material compliance with investment policy. There were no developments that had a material impact on the liquidity or operation of Florida PRIME. Details are available in the PRIME policy compliance table. This report also includes details on market conditions; fees; fund holdings, transactions and performance; and client composition.

PRIME™ STATISTICS

(As of January 31, 2025)

Total Participants

819

Florida PRIME™

Total Participant Balance

\$34,211,322,836

Total Number of Accounts

1,512

FACTS-AT-A-GLANCE PRIME is an exclusive service for Florida governmental organizations, providing a cost-effective investment vehicle for their surplus funds. Florida PRIME, the Local Government Surplus Funds Trust Fund, is utilized by hundreds of governmental investors including state agencies, state universities and colleges, counties, cities, special districts, school boards, and other direct support organizations of the State of Florida.

Florida PRIME is a government investment pool that offers management by an industry leader in professional money management, conservative investment policies, an extensive governance framework, a Standard & Poor’s “AAAm” rating, full transparency, and best-in-class financial reporting.

PORTFOLIO MANAGER COMMENTARY

We want inflation to fall while the economy and labor market remain strong. Everyone deserves this, and it's the reason the Federal Reserve decided last week to pause its rate-cutting cycle, leaving the fed funds target range at 4.25-4.50%. But investors in liquidity products have benefited from the elevated interest rates and should continue to if the pace of easing slows. The yields of most securities that funds and other vehicles hold are based on the market, rather than administered, meaning they tend to track the Fed moves. There's no better way to see this than looking at the recent asset flows into industry liquidity products since the Fed's December rate cut and year-end 2024.

In the Federal Open Market Committee meeting last week, Chair Jerome Powell said that the risks to the outcome he is hoping for are balanced between employment and inflation. With the release of the December Personal Consumption Expenditures Index

(PCE), the latter might have added more weight on the scale. The PCE growth rate rose both monthly from November and year-over-year: from 0.1% to 0.3% and from 2.5% to 2.6%, respectively. The "core" PCE version, which strips out volatile energy and food prices, also had a higher rate from November but not for the annualized number: 0.1% to 0.2% and 2.8%, respectively.

The uptick fits the trend of inflation's reacceleration in recent months and is concerning to the Fed. Enough so that they held the target fed funds rate at 4.25-4.5% at the meeting, keeping monetary policy restrictive. Powell and company would love to push inflation to, or close to, their long-held PCE target of 2% without slowing the US economy. But a slowdown might be inevitable if they feel they must hold rates higher-for-longer to achieve that goal. If some of the tariffs that President

Trump is considering prove inflationary—and that is not a guarantee—we might see rates elevated for much longer than the markets previously envisioned. We think the Fed will still cut rates as much as a half-percentage point this year, but even that should keep liquidity products in a good place as higher rates typically meant higher yields.

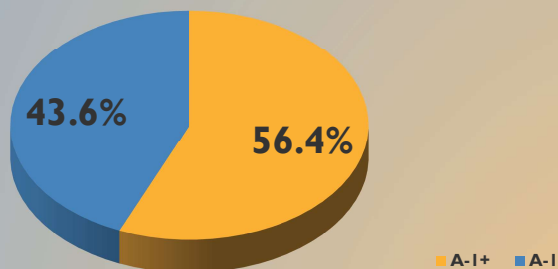
In his press conference following the Fed meeting last week, Powell tried to appear nonchalant about President Trump's recent remark that he would "demand" rate cuts. But it sure seemed Powell was boiling on the inside. He curtly told reporters he would not discuss Trump's comments in response to the very first question he fielded and was brusque when asked again. When reporters broadened the issue by asking how the Fed is preparing for potential tariffs, he tellingly responded by saying it's not the Fed's job to "criticize" administration policy. But when he made the point again, he added "or to praise." That didn't placate Trump, who lashed out at the decision to keep rates steady in a social post. It's going to be fun watching this clash of the titans over the remainder of Powell's term.

The inflow season from tax receipts continued in January, with Pool assets under management increasing by \$1.6 billion to reach an all-time high of \$34.2 billion. The gross yield of the portfolio declined by 6 basis points due to the Fed's rate cuts in December, ending at 4.60%. Its Weighted Average Maturity (WAM) moved longer by 5 days to 52 days, but its Weighted Average Life (WAL) was extended by 11 days to reach 67 days.

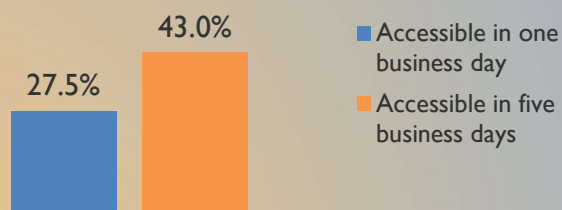
The Pool's manager found value across the liquidity yield curve from the front end to one-year securities, largely in both fixed- and floating-rate commercial and bank paper. At the end of the month, yields on 1-, 3-, 6- and 12-month U.S. Treasuries were 4.31%, 4.29%, 4.31% and 4.16%, respectively.

PORTFOLIO COMPOSITION FOR JANUARY 31 2025

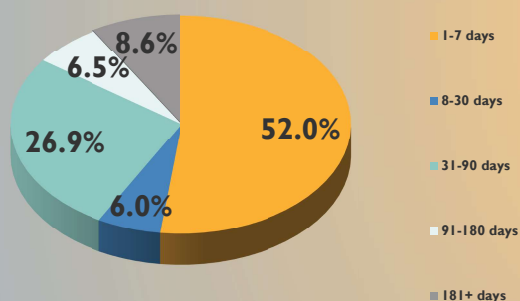
CREDIT QUALITY COMPOSITION



HIGHLY LIQUID HOLDINGS-11/26



EFFECTIVE MATURITY SCHEDULE



TOP HOLDINGS & AVG. MATURITY

1. Australia & New Zealand Banking Group Ltd.	5.0%
2. DNB Bank ASA	5.0%
3. Mitsubishi UFJ Financial Group, Inc.	5.0%
4. Nordea Bank Abp	5.0%
5. Cooperatieve Rabobank UA	5.0%
6. Mizuho Financial Group, Inc.	4.9%
7. ABN Amro Bank NV	4.9%
8. Sumitomo Mitsui Trust Holdings, Inc.	4.5%
9. Toronto Dominion Bank	4.4%
10. Credit Agricole Group	4.0%

SEC Weighted Average Maturity (WAM)

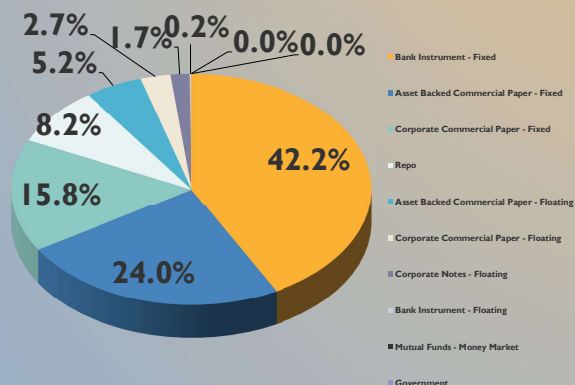
52 Days

Weighted Average Life (Spread WAL)

67 Days

Percentages based on total value of investments

PORTFOLIO COMPOSITION



FUND PERFORMANCE THROUGH JANUARY 2025

Florida PRIME Performance Data			
	Annualized Net Participant Yield ¹	Net-of-Fee Benchmark ²	Above (Below) Benchmark
One Month	4.68%	4.33%	0.35%
Three Months	4.82%	4.55%	0.27%
One Year	5.38%	5.09%	0.29%
Three Years	4.33%	3.98%	0.35%
Five Years	2.73%	2.47%	0.26%
Ten Years	2.05%	1.79%	0.26%
Since 1/96	2.60%	2.37%	0.23%

Note: Net asset value at month end: \$34.213.6 million, which includes investments at market value, plus all cash, accrued interest receivable and payables.,

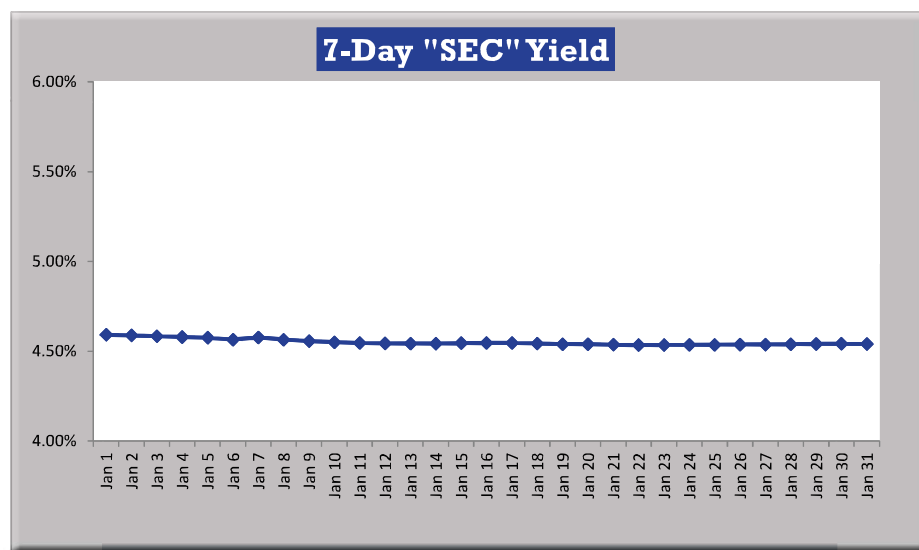
¹Net of fees. Participant yield is calculated on a 365-day basis and includes adjustments for expenses and other accounting items to reflect realized earnings by participants.

²The net-of-fee benchmark is the S&P AAA/AA Rated GIP All 30-Day Net Index for all time periods.

ABOUT ANNUALIZED YIELDS:

Performance data in the table and chart is annualized, meaning that the amounts are based on yields for the periods indicated, converted to their equivalent if obtained for a 12-month period.

For example, ignoring the effects of compounding, an investment that earns 0.10% over a 1-month period yields 1.20% on an annualized basis. Likewise, an investment that earns a total of 3.60% over three years yields 1.20% on an annualized basis, ignoring compounding.



The 7-Day "SEC" Yield in the chart is calculated in accordance with the yield methodology set forth by SEC Rule 2a-7 for money market funds. The 7-day yield = net income earned over a 7-day period / average units outstanding over the period / 7 times 365. Note that unlike other performance measures, the SEC yield does not include realized gains and losses from sales of securities.

PRIME ACCOUNT SUMMARY FOR JANUARY 2025

Summary of Cash Flows		
Opening Balance (01/01/25)	\$	32,619,225,628
Participant Deposits		4,488,474,097
Gross Earnings		130,478,868
Participant Withdrawals		(3,025,904,762)
Fees		(950,995)
Closing Balance (01/31/25)	\$	34,211,322,836
Net Change over Month	\$	1,592,097,208

Detailed Fee Disclosure			
January		Amount	Basis Point Equivalent*
SBA Client Service, Account Mgt. & Fiduciary Oversight Fee	\$	283,506.45	1.02
Federated Investment Management Fee		602,151.95	2.16
BNY Mellon Custodial Fee**		39,329.85	0.14
Bank of America Transfer Agent Fee		15,829.30	0.06
S&P Rating Maintenance Fee		4,246.58	0.02
Audit/External Review Fees		5,930.77	0.02
Total Fees	\$	950,994.90	3.42

*The basis point equivalent is an annualized rate based on the dollar amount of fees charged for the month times 12, divided by an average of the fund's beginning and ending total value (amortized cost) for the month which was \$33,415,274,232.

**All custodian banking fees are allocated based on both market value (size) and level of service accurately passing through all charges to pool participants. Charges may fluctuate month-to-month.

The data included in this report is unaudited.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
1320 W Jefferson LLC, Sep 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	9/1/2060	2/6/2025	5,500,000	4.46	\$5,500,000	\$5,500,000	\$0
ABN Amro Bank NV, Amsterdam TD	TIME DEPOSIT	4.33	2/3/2025		1,675,000,000	4.39	\$1,675,000,000	\$1,675,000,000	\$0
AJC Capital, LLC, Jan 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	1/1/2042	2/6/2025	5,530,000	4.40	\$5,530,000	\$5,530,000	\$0
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/20/2025		34,617,000	4.48	\$34,532,381	\$34,532,147	-\$234
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/24/2025		18,852,000	4.48	\$18,796,701	\$18,796,525	-\$176
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/28/2025		108,165,000	4.79	\$107,773,803	\$107,793,882	\$20,078
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/27/2025		60,000,000	4.52	\$59,593,917	\$59,594,986	\$1,070
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/5/2025		104,000,000	4.41	\$103,937,311	\$103,937,105	-\$206
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/7/2025		70,000,000	4.40	\$69,940,928	\$69,940,655	-\$272
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/18/2025		100,000,000	5.09	\$99,756,000	\$99,781,800	\$25,800
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/19/2025		65,000,000	4.76	\$64,841,165	\$64,850,279	\$9,114
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/21/2025		85,000,000	4.77	\$84,769,933	\$84,783,569	\$13,635
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		100,000,000	4.45	\$99,575,139	\$99,575,074	-\$65
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/10/2025		100,000,000	4.67	\$99,520,778	\$99,538,546	\$17,768
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		100,000,000	4.50	\$99,486,667	\$99,489,817	\$3,150
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		7/3/2025		50,000,000	4.58	\$49,060,750	\$49,069,888	\$9,137
Anglesea Funding LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.58	7/8/2025	2/3/2025	141,000,000	4.64	\$141,000,000	\$141,000,000	\$0
Archer I LLC, Jun 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	6/1/2060	2/6/2025	18,000,000	4.46	\$18,000,000	\$18,000,000	\$0
Ascension Health Alliance Senior Credit Group CP	COMMERCIAL PAPER		2/26/2025		10,000,000	4.48	\$9,968,222	\$9,967,407	-\$815
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/11/2025		100,000,000	4.67	\$99,508,167	\$99,485,150	-\$23,017
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/11/2025		100,000,000	4.67	\$99,508,167	\$99,447,000	-\$61,167
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		100,000,000	4.67	\$99,470,333	\$99,523,117	\$52,784
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		100,000,000	4.67	\$99,432,500	\$99,523,117	\$90,617
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		50,000,000	4.66	\$49,704,292	\$49,711,159	\$6,867
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		50,000,000	4.66	\$49,704,292	\$49,711,159	\$6,867
Australia & New Zealand Banking Group, Melbourne TD	TIME DEPOSIT	4.33	2/5/2025		1,700,000,000	4.39	\$1,700,000,000	\$1,700,000,000	\$0
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/3/2025		100,000,000	4.74	\$99,603,889	\$99,626,163	\$22,274
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/13/2025		250,000,000	4.75	\$248,687,431	\$248,760,130	\$72,699
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/20/2025		300,000,000	4.64	\$298,196,000	\$298,254,399	\$58,399
BVVF Forge TL Properties Owner LLC, May 01, 2059	VARIABLE RATE DEMAND NOTE	4.40	5/1/2059	2/6/2025	28,500,000	4.40	\$28,500,000	\$28,500,000	\$0
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.22	2/5/2025		95,000,000	5.24	\$95,000,000	\$95,007,409	\$7,409
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.20	2/10/2025		50,000,000	5.22	\$50,000,000	\$50,007,504	\$7,504
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.48	5/9/2025		42,000,000	5.50	\$42,000,000	\$42,099,847	\$99,847
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.53	5/28/2025		95,000,000	5.55	\$95,000,000	\$95,291,995	\$291,995
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.50	1/2/2026		263,000,000	4.51	\$263,000,000	\$263,031,731	\$31,731
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.52	1/7/2026		265,000,000	4.53	\$265,000,000	\$265,082,033	\$82,033
Bank of America N.A. Triparty Repo Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.35	2/3/2025		2,231,000,000	4.41	\$2,231,000,000	\$2,231,000,000	\$0
Bank of America N.A., Jul 31, 2025	VARIABLE RATE CERTIFICATE OF DEPOSIT	4.70	7/31/2025	2/3/2025	100,000,000	4.77	\$100,000,000	\$100,063,931	\$63,931
Bank of Montreal CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	6/10/2025		100,000,000	5.52	\$100,000,000	\$100,321,554	\$321,554
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/2/2025		105,000,000	5.56	\$103,606,563	\$103,842,872	\$236,309
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/8/2025		25,000,000	5.52	\$24,649,049	\$24,706,463	\$57,414
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		6/24/2025		150,000,000	5.45	\$146,910,000	\$147,394,800	\$484,800
Bank of Montreal, Mar 07, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/7/2025	2/3/2025	100,000,000	4.72	\$100,000,000	\$100,013,301	\$13,301
Bank of Montreal, Mar 12, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/12/2025	2/3/2025	200,000,000	4.72	\$200,000,000	\$200,031,066	\$31,066
Bank of Nova Scotia, Toronto CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		100,000,000	4.57	\$96,302,500	\$96,338,030	\$35,530

See notes at end of table.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Barton Capital S.A. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		34,000,000	4.40	\$33,983,604	\$33,983,561	-\$43
Barton Capital S.A. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/14/2025		50,000,000	4.63	\$49,912,111	\$49,915,171	\$3,060
Barton Capital S.A. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		35,000,000	4.47	\$34,850,958	\$34,850,368	-\$590
Bedford Row Funding Corp., Oct 09, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS-4(2)	4.63	10/9/2025	2/3/2025	100,000,000	4.69	\$100,000,000	\$100,000,000	\$0
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/7/2025		170,000,000	4.41	\$169,856,208	\$169,856,539	\$330
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/20/2025		95,000,000	4.46	\$94,768,833	\$94,768,587	-\$247
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	4.58	\$99,254,444	\$99,252,694	-\$1,750
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/4/2025		15,000,000	4.66	\$14,882,400	\$14,884,211	\$1,811
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.17	10/1/2025		256,000,000	4.20	\$256,000,000	\$255,458,726	-\$541,274
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.46	10/8/2025		150,000,000	4.48	\$150,000,000	\$149,966,535	-\$33,465
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.57	12/4/2025		200,000,000	4.59	\$200,000,000	\$200,163,832	\$163,832
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	4/10/2025		150,000,000	5.55	\$150,000,000	\$150,269,493	\$269,493
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.55	4/17/2025		15,000,000	5.57	\$15,000,000	\$15,030,258	\$30,258
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	5/23/2025		100,000,000	5.52	\$100,000,000	\$100,280,509	\$280,509
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		2/4/2025		50,000,000	5.20	\$49,972,667	\$49,975,957	\$3,290
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		5/22/2025		200,000,000	5.52	\$196,787,475	\$197,320,336	\$532,861
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		11/12/2025		100,000,000	4.65	\$96,499,250	\$96,617,208	\$117,958
Chariot Funding LLC, Jun 04, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	6/4/2025	2/3/2025	135,000,000	4.71	\$135,000,000	\$135,026,361	\$26,361
Chariot Funding LLC, Jun 09, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/9/2025		75,000,000	4.73	\$73,777,187	\$73,274,792	-\$502,396
Chariot Funding LLC, Jun 16, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/16/2025		146,000,000	4.73	\$143,490,422	\$142,641,591	-\$848,831
Chariot Funding LLC, Jun 17, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	6/17/2025	2/3/2025	83,000,000	4.71	\$83,000,000	\$83,014,699	\$14,699
Chesham Finance LLC Series III CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		150,000,000	4.40	\$149,927,667	\$149,927,477	-\$190
Chesham Finance LLC Series IV CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		234,000,000	4.40	\$233,887,160	\$233,886,863	-\$297
Citigroup Global Markets, Inc. CP4-2	COMMERCIAL PAPER - 4-2		8/18/2025		75,000,000	4.68	\$73,146,813	\$73,184,125	\$37,312
City Furniture, Inc., Aug 01, 2044	VARIABLE RATE DEMAND NOTE	4.37	8/1/2044	2/6/2025	76,200,000	4.37	\$76,200,000	\$76,200,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Oct 27, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.66	10/27/2025	2/3/2025	230,000,000	4.72	\$230,000,000	\$230,000,000	\$0
Collateralized Commercial Paper V Co. LLC, Oct 06, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.71	10/6/2025	2/3/2025	140,000,000	4.78	\$140,000,000	\$140,000,000	\$0
Cooperative Rabobank UA TD	TIME DEPOSIT	4.33	2/4/2025		990,000,000	4.39	\$990,000,000	\$990,000,000	\$0
Cooperative Rabobank UA TD	TIME DEPOSIT	4.33	2/5/2025		700,000,000	4.39	\$700,000,000	\$700,000,000	\$0
Credit Agricole Corporate and Investment Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.56	3/20/2025		180,000,000	4.64	\$180,000,000	\$180,049,520	\$49,520
Credit Agricole Corporate and Investment Bank CP	COMMERCIAL PAPER		2/3/2025		150,000,000	4.39	\$149,945,875	\$149,946,003	\$128
DNB Bank ASA CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		25,000,000	4.75	\$24,781,260	\$24,794,524	\$13,263
DNB Bank ASA TD	TIME DEPOSIT	4.33	2/3/2025		1,675,000,000	4.39	\$1,675,000,000	\$1,675,000,000	\$0
Dino P. Kanelos Irrevocable Trust, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	2/6/2025	4,515,000	4.40	\$4,515,000	\$4,515,000	\$0
Dreyfus Government Cash Management Fund	OVERNIGHT MUTUAL FUND	4.20	2/3/2025		3,639,983	4.26	\$3,639,983	\$3,639,983	\$0
EDMC Group, Inc., (Series 2024-2) , Dec 01, 2054	VARIABLE RATE DEMAND NOTE	4.37	12/1/2054	2/6/2025	29,100,000	4.43	\$29,100,000	\$29,100,000	\$0

See notes at end of table.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Enterprise Fleet Financing, LLC 2024-3, A1, 5.493%, 07/21/2025	ASSET BACKED NOTE	5.49	7/21/2025		4,474,047	5.49	\$4,474,047	\$4,481,976	\$7,928
Fairway Finance Co. LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/28/2025		36,600,000	4.54	\$36,351,201	\$36,350,002	-\$1,199
Fairway Finance Co. LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/11/2025		30,000,000	4.72	\$29,660,250	\$29,671,275	\$11,025
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		68,000,000	4.84	\$67,964,489	\$67,967,123	\$2,634
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		25,000,000	4.79	\$24,890,208	\$24,896,812	\$6,603
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		203,000,000	4.79	\$202,082,271	\$202,137,400	\$55,129
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		75,000,000	4.58	\$74,563,292	\$74,571,765	\$8,473
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		60,000,000	4.51	\$59,464,667	\$59,468,686	\$4,019
Falcon Asset Funding LLC, Aug 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	8/28/2025	2/3/2025	75,000,000	4.69	\$75,000,000	\$75,000,000	\$0
GTA Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		120,000,000	4.52	\$118,926,900	\$118,933,884	\$6,984
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		140,000,000	4.77	\$139,369,806	\$139,405,104	\$35,298
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/26/2025		75,000,000	4.57	\$74,499,375	\$74,507,520	\$8,145
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		130,000,000	4.62	\$128,913,669	\$128,940,678	\$27,009
Great Bear Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/7/2025		82,000,000	4.46	\$81,930,163	\$81,931,279	\$1,116
HSBC Securities (USA), Inc. Repo Tri Party Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.35	2/3/2025		100,000,000	4.41	\$100,000,000	\$100,000,000	\$0
HW Hellman Building, LP, Mar 01, 2062	VARIABLE RATE DEMAND NOTE	4.40	3/1/2062	2/6/2025	50,000,000	4.40	\$50,000,000	\$50,000,000	\$0
Jupiter Securitization Co. LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.67	7/8/2025	2/3/2025	75,000,000	4.73	\$75,000,000	\$75,013,378	\$13,378
Jupiter Securitization Co. LLC, Jun 04, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	6/4/2025	2/3/2025	55,000,000	4.71	\$55,000,000	\$55,002,225	\$2,225
Jupiter Securitization Co. LLC, Jun 11, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/11/2025		100,000,000	4.73	\$98,344,306	\$97,699,720	-\$644,586
Jupiter Securitization Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		140,000,000	4.84	\$139,926,889	\$139,932,311	\$5,423
Jupiter Securitization Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		74,000,000	4.79	\$73,665,458	\$73,685,555	\$20,096
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		30,500,000	4.83	\$30,484,106	\$30,485,254	\$1,147
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/11/2025		50,000,000	4.69	\$49,930,028	\$49,933,290	\$3,262
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/5/2025		100,000,000	4.76	\$99,575,583	\$99,597,583	\$22,000
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		64,400,000	4.76	\$64,118,393	\$64,132,970	\$14,577
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		50,000,000	4.76	\$49,774,931	\$49,786,565	\$11,634
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/13/2025		60,000,000	4.68	\$59,689,083	\$59,699,834	\$10,751
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		30,950,000	4.68	\$30,785,707	\$30,791,376	\$5,669
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/21/2025		50,000,000	4.68	\$49,690,347	\$49,701,218	\$10,871
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		51,100,000	4.51	\$50,711,329	\$50,708,381	-\$2,947
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		33,000,000	4.52	\$32,729,153	\$32,731,095	\$1,943
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		45,000,000	4.52	\$44,630,663	\$44,633,312	\$2,649
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/9/2025		25,000,000	4.52	\$24,791,750	\$24,793,255	\$1,505
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/10/2025		51,150,000	4.52	\$50,717,655	\$50,720,802	\$3,147
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		51,100,000	4.53	\$50,660,824	\$50,665,030	\$4,206
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		50,000,000	4.51	\$49,560,000	\$49,556,224	-\$3,776
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/22/2025		30,350,000	4.53	\$30,048,852	\$30,051,236	\$2,383
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/3/2025		65,000,000	4.39	\$64,976,546	\$64,976,445	-\$101
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		50,000,000	4.67	\$49,735,167	\$49,744,909	\$9,742
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/18/2025		50,000,000	4.67	\$49,709,944	\$49,720,525	\$10,580
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/18/2025		25,000,000	4.67	\$24,854,972	\$24,860,262	\$5,290
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/15/2025		50,000,000	4.52	\$49,546,750	\$49,550,169	\$3,419
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/21/2025		30,000,000	4.53	\$29,706,000	\$29,708,311	\$2,311
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/3/2025		50,000,000	4.39	\$49,981,958	\$49,981,899	-\$59
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/10/2025		100,000,000	4.81	\$99,870,278	\$99,879,135	\$8,857
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/14/2025		200,000,000	4.79	\$199,638,333	\$199,661,462	\$23,129

See notes at end of table.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		83,000,000	4.58	\$82,649,602	\$82,658,120	\$8,518
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		100,000,000	4.46	\$99,575,139	\$99,575,949	\$810
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		150,000,000	4.45	\$149,128,000	\$149,126,801	-\$1,200
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		30,000,000	4.46	\$29,825,200	\$29,825,360	\$160
MUFG Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.32	2/4/2025		100,000,000	4.38	\$100,000,000	\$99,999,713	-\$287
MUFG Bank Ltd. CP	COMMERCIAL PAPER		5/1/2025		250,000,000	4.49	\$247,262,500	\$247,242,500	-\$20,000
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/3/2025		35,000,000	4.47	\$34,987,196	\$34,987,317	\$121
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/13/2025		100,000,000	4.44	\$99,842,556	\$99,842,474	-\$82
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/7/2025		50,000,000	4.54	\$49,593,917	\$49,597,529	\$3,612
Mizuho Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		100,000,000	4.61	\$99,141,333	\$99,154,712	\$13,379
Mizuho Bank Ltd., Canada Branch TD	TIME DEPOSIT	4.34	2/3/2025		1,550,000,000	4.40	\$1,550,000,000	\$1,550,000,000	\$0
Mizuho Securities USA, Inc. - REPO	REPO TRIPARTY OVERNIGHT	4.35	2/3/2025		500,000,000	4.41	\$500,000,000	\$500,000,000	\$0
TRIPARTY OVERNIGHT FIXED	FIXED								
NRVV.Bank CP4-2	COMMERCIAL PAPER - 4-2		4/25/2025		200,000,000	4.43	\$198,014,333	\$198,007,334	-\$6,999
National Australia Bank Ltd., Melbourne CP4-2	COMMERCIAL PAPER - 4-2		2/10/2025		50,000,000	5.16	\$49,932,083	\$49,939,788	\$7,705
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		2/5/2025		65,000,000	5.19	\$64,955,674	\$64,960,936	\$5,262
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		3/18/2025		150,000,000	5.41	\$149,020,583	\$149,167,145	\$146,561
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		90,000,000	5.56	\$88,464,375	\$88,724,700	\$260,325
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		10/31/2025		50,000,000	4.57	\$48,350,625	\$48,377,281	\$26,655
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/9/2026		175,000,000	4.51	\$167,830,347	\$167,876,175	\$45,828
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		62,000,000	4.51	\$59,375,385	\$59,395,957	\$20,572
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		180,000,000	4.51	\$172,380,150	\$172,439,874	\$59,724
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		2/3/2025		90,000,000	5.19	\$89,963,175	\$89,967,568	\$4,393
National Bank of Canada, Montreal, Mar 13, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/13/2025	2/3/2025	160,000,000	4.72	\$160,000,000	\$160,032,986	\$32,986
Nordea Bank Abp TD	TIME DEPOSIT	4.33	2/3/2025		980,000,000	4.39	\$980,000,000	\$980,000,000	\$0
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		9/25/2025		25,000,000	4.21	\$24,338,375	\$24,290,399	-\$47,976
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/20/2025		75,000,000	4.54	\$72,642,000	\$72,649,460	\$7,460
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/28/2025		50,000,000	4.53	\$48,383,750	\$48,385,625	\$1,875
Old Line Funding, LLC, Apr 21, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	4/21/2025	2/3/2025	50,000,000	4.70	\$50,000,000	\$50,013,746	\$13,746
Old Line Funding, LLC, Apr 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	4/28/2025	2/3/2025	100,000,000	4.70	\$100,000,000	\$100,022,624	\$22,624
Old Line Funding, LLC, May 01, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.59	5/1/2025	2/3/2025	75,000,000	4.65	\$75,000,000	\$75,008,652	\$8,652
Old Line Funding, LLC, Oct 23, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	10/23/2025	2/3/2025	100,000,000	4.68	\$100,000,000	\$100,000,000	\$0
Overbaugh Family (2016) Survivorship Trust, Apr 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	4/1/2042	2/6/2025	7,015,000	4.40	\$7,015,000	\$7,015,000	\$0
Paradelle Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/21/2025		60,000,000	5.13	\$59,827,800	\$59,846,525	\$18,725
Paradelle Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/30/2025		20,000,000	4.56	\$19,344,178	\$19,344,873	\$695
Pennsylvania State Higher Education Assistance Agency, (Taxable Series A), 06/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.35	6/1/2054	2/6/2025	35,390,000	4.35	\$35,390,000	\$35,390,000	\$0
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		4/9/2025		100,000,000	4.51	\$99,168,889	\$99,171,659	\$2,770
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/3/2025		75,000,000	4.72	\$73,836,625	\$73,882,238	\$45,612
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/12/2025		27,000,000	4.66	\$26,556,480	\$26,567,568	\$11,088
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		8/29/2025		50,000,000	4.67	\$48,699,167	\$48,719,584	\$20,417
Podium Funding Trust, Oct 07, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS 3A3	4.66	10/7/2025	2/3/2025	150,000,000	4.72	\$150,000,000	\$150,000,000	\$0
Ridgefield Funding Company, LLC Series A CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		200,000,000	4.68	\$198,862,500	\$198,906,500	\$44,000
Ridgefield Funding Company, LLC Series A CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/21/2025		150,000,000	4.62	\$149,081,250	\$149,106,648	\$25,398
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		10/9/2025		150,000,000	4.54	\$145,482,000	\$145,548,585	\$66,585
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		11/6/2025		100,000,000	4.57	\$96,628,750	\$95,601,666	-\$1,027,084
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		12/1/2025		200,000,000	4.58	\$192,636,444	\$191,207,332	-\$1,429,112

See notes at end of table.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Royal Bank of Canada, Jul 09, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.71	7/9/2025	2/3/2025	200,000,000	4.78	\$200,000,000	\$200,160,784	\$160,784
Scheel Investments, LLC, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	2/6/2025	6,720,000	4.40	\$6,720,000	\$6,720,000	\$0
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/4/2025		60,000,000	4.80	\$59,968,933	\$59,970,991	\$2,057
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/10/2025		100,000,000	4.81	\$99,870,556	\$99,878,753	\$8,197
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		2/21/2025		50,000,000	4.83	\$49,863,792	\$49,872,396	\$8,604
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/13/2025		200,000,000	4.68	\$198,963,611	\$199,001,726	\$38,115
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		260,000,000	4.68	\$258,521,250	\$258,575,200	\$53,950
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		100,000,000	4.68	\$99,405,972	\$99,427,714	\$21,742
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		50,000,000	4.66	\$49,698,000	\$49,707,787	\$9,787
State Street Bank and Trust Co. CD	CERTIFICATE OF DEPOSIT	4.46	5/16/2025		85,000,000	4.52	\$85,000,000	\$85,009,007	\$9,007
Sumitomo Mitsui Banking Corp. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.56	3/28/2025		350,000,000	4.64	\$350,000,000	\$350,041,031	\$41,031
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/17/2025		150,000,000	4.51	\$150,000,000	\$149,994,945	-\$5,055
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/30/2025		200,000,000	4.51	\$200,000,000	\$199,999,838	-\$162
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.73	2/3/2025		130,000,000	4.81	\$130,000,000	\$130,003,929	\$3,929
Sumitomo Mitsui Trust Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		3/19/2025		50,000,000	4.65	\$49,705,597	\$49,713,270	\$7,672
Sumitomo Mitsui Trust Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		3/21/2025		100,000,000	4.65	\$99,386,139	\$99,401,392	\$15,253
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	4/8/2025		250,000,000	4.56	\$247,929,799	\$247,188,233	-\$741,566
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	5/12/2025		100,000,000	4.52	\$98,764,186	\$98,759,014	-\$5,172
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.47	4/14/2025		25,000,000	4.53	\$25,000,000	\$25,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.66	3/11/2025		200,000,000	4.74	\$200,000,000	\$200,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.66	3/17/2025		180,000,000	4.74	\$180,000,000	\$180,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.71	2/25/2025		150,000,000	4.79	\$150,000,000	\$150,000,000	\$0
Svenska Handelsbanken, Stockholm CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		50,000,000	4.54	\$49,629,764	\$49,630,851	\$1,087
Taxable Tender Option Bond Trust 2021-MIZ9064TX, (Series 2021-MIZ-9064TX), 11/01/2056	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.71	11/1/2056	2/6/2025	13,000,000	4.71	\$13,000,000	\$13,000,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9084TX, (Series 2022-MIZ-9084TX), 02/01/2027	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.71	2/1/2027	2/6/2025	10,300,000	4.71	\$10,300,000	\$10,300,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9094TX, (Series 2022-MIZ-9094TX), 12/01/2059	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.71	12/1/2059	2/6/2025	3,200,000	4.71	\$3,200,000	\$3,200,000	\$0
Texas State, Veterans Bonds (Taxable Series 2023A), 12/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.40	12/1/2054	2/5/2025	17,725,000	4.40	\$17,725,000	\$17,725,000	\$0
The Greathouse 2021 Children's Trust, Dec 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	12/1/2046	2/6/2025	13,625,000	4.40	\$13,625,000	\$13,625,000	\$0
Thunder Bay Funding, LLC, Apr 14, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	4/14/2025	2/3/2025	100,000,000	4.66	\$100,000,000	\$100,007,337	\$7,337
Thunder Bay Funding, LLC, Apr 17, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.59	4/17/2025	2/3/2025	50,000,000	4.65	\$50,000,000	\$50,002,782	\$2,782
Thunder Bay Funding, LLC, Aug 21, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	8/21/2025	2/3/2025	100,000,000	4.69	\$100,000,000	\$100,000,000	\$0
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.15	2/12/2025		100,000,000	5.17	\$100,000,000	\$100,019,754	\$19,754

See notes at end of table.

INVENTORY OF HOLDINGS FOR JANUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.55	10/22/2025		10,000,000	4.57	\$10,000,000	\$10,003,787	\$3,787
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.40	3/28/2025		95,000,000	5.42	\$95,000,000	\$95,108,845	\$108,845
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.50	1/22/2026		195,000,000	4.51	\$195,000,000	\$195,067,938	\$67,938
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	5/28/2025		15,000,000	5.55	\$15,000,000	\$15,043,353	\$43,353
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		2/21/2025		150,000,000	5.32	\$149,559,875	\$149,619,551	\$59,675
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		2/24/2025		25,000,000	5.08	\$24,918,833	\$24,927,383	\$8,550
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		3/20/2025		50,000,000	4.64	\$49,702,667	\$49,706,587	\$3,920
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	5.44	\$99,129,056	\$99,251,598	\$122,542
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		40,000,000	5.55	\$39,318,800	\$39,429,976	\$111,176
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/11/2025		125,000,000	5.44	\$122,302,448	\$122,719,550	\$417,102
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/3/2025		200,000,000	5.44	\$195,631,000	\$196,303,860	\$672,860
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		90,000,000	4.61	\$86,649,300	\$86,728,707	\$79,407
Toronto Dominion Bank, Feb 27, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.67	2/27/2026	2/3/2025	255,000,000	4.73	\$255,000,000	\$255,000,000	\$0
TotalEnergies Capital S.A. CP4-2	COMMERCIAL PAPER - 4-2		2/3/2025		175,000,000	4.47	\$174,935,979	\$174,936,605	\$625
TotalEnergies Capital S.A. CP4-2	COMMERCIAL PAPER - 4-2		3/3/2025		45,000,000	4.44	\$44,831,050	\$44,831,425	\$375
Toyota Credit Canada Inc. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.71	\$48,918,750	\$48,949,354	\$30,604
Toyota Credit De Puerto Rico Corp. CP	COMMERCIAL PAPER		2/14/2025		75,000,000	5.61	\$74,844,542	\$74,873,530	\$28,988
Toyota Credit De Puerto Rico Corp. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.67	\$48,918,750	\$48,922,603	\$3,853
Toyota Finance Australia Ltd. CP	COMMERCIAL PAPER		2/5/2025		50,000,000	5.26	\$49,964,931	\$49,969,812	\$4,881
Toyota Motor Credit Corp. CP	COMMERCIAL PAPER		4/24/2025		100,000,000	4.73	\$98,950,972	\$98,992,472	\$41,500
Toyota Motor Credit Corp., Apr 14, 2025	VARIABLE MEDIUM TERM NOTE	4.70	4/14/2025	2/3/2025	110,000,000	4.77	\$110,000,000	\$110,021,443	\$21,443
Toyota Motor Credit Corp., Sep 17, 2025	VARIABLE MEDIUM TERM NOTE	4.70	9/17/2025	2/3/2025	150,000,000	4.77	\$150,000,000	\$150,045,537	\$45,537
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.40	3/31/2025		100,000,000	4.46	\$100,000,000	\$99,993,567	-\$6,433
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.47	5/23/2025		135,000,000	4.53	\$135,000,000	\$134,995,351	-\$4,649
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.45	5/1/2025		50,000,000	4.51	\$50,000,000	\$50,002,270	\$2,270
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.43	4/9/2025		300,000,000	4.49	\$300,000,000	\$300,000,000	\$0
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		75,000,000	4.75	\$74,663,125	\$74,680,091	\$16,966
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/26/2025		90,000,000	4.61	\$89,395,200	\$89,408,484	\$13,284
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/27/2025		50,000,000	4.60	\$49,657,778	\$49,665,315	\$7,537
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/2/2025		224,500,000	4.55	\$222,811,012	\$222,833,925	\$22,913
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/3/2025		97,000,000	4.55	\$96,258,273	\$96,268,375	\$10,101
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		185,000,000	4.56	\$183,402,833	\$183,425,256	\$22,423
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/2/2025		70,000,000	4.49	\$69,224,983	\$69,226,140	\$1,156
Wells Fargo Bank, N.A. CD	CERTIFICATE OF DEPOSIT	5.15	2/13/2025		200,000,000	5.17	\$200,000,000	\$200,042,378	\$42,378
Wells Fargo Bank, N.A. CD	CERTIFICATE OF DEPOSIT	5.21	2/14/2025		10,000,000	5.23	\$10,000,000	\$10,002,508	\$2,508
Westlake Automobile Receivables Trust 2024-3,A1, 4.919%, 10/15/2025	ASSET BACKED NOTE	4.92	10/15/2025		10,242,184	0.00	\$10,242,184	\$10,244,720	\$2,536
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		2/7/2025		100,000,000	5.17	\$99,904,722	\$99,916,272	\$11,550
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/26/2025		75,000,000	4.19	\$73,016,667	\$72,877,403	-\$139,263
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/29/2025		100,000,000	4.25	\$97,288,750	\$97,135,046	-\$153,704
Wylie Bice Life Insurance Trust, Aug 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	8/1/2046	2/6/2025	7,625,000	4.40	\$7,625,000	\$7,625,000	\$0
Total Value of Assets					34,270,585,214.56		\$34,131,021,994.78	\$34,132,229,404.90	\$1,207,410

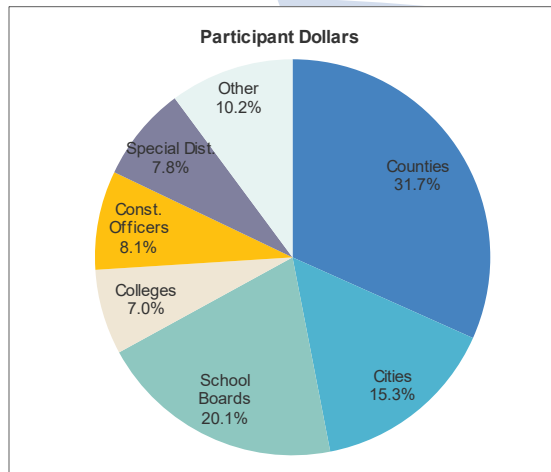
Notes: The data included in this report is unaudited. Amounts above are the value of investments. Income accruals, payables and uninvested cash are not included. Amortizations/accretions are reported with a one-day lag in the above valuations.

¹ Market values of the portfolio securities are provided by the custodian, BNY Mellon. The portfolio manager, Federated Hermes, is the source for other data shown above.

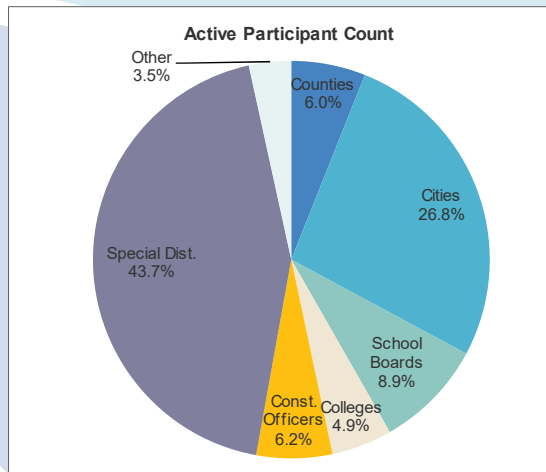
² Amortized cost is calculated using a straight line method.

PARTICIPANT CONCENTRATION DATA - AS OF JANUARY 31 2025

Participant Balance	Share of Total Fund	Share of Participant Count	Participant Balance	Share of Total Fund	Share of Participant Count
All Participants	100.0%	100.0%	Colleges & Universities	7.0%	4.9%
Top 10	36.8%	1.2%	Top 10	6.1%	1.2%
\$100 million or more	79.8%	9.6%	\$100 million or more	5.3%	0.6%
\$10 million up to \$100 million	18.1%	21.0%	\$10 million up to \$100 million	1.6%	2.0%
\$1 million up to \$10 million	1.9%	21.6%	\$1 million up to \$10 million	0.1%	0.6%
Under \$1 million	0.2%	47.8%	Under \$1 million	0.00%	1.7%
Counties	31.7%	6.0%	Constitutional Officers	8.1%	6.2%
Top 10	25.6%	1.2%	Top 10	7.0%	1.2%
\$100 million or more	30.5%	2.3%	\$100 million or more	6.8%	0.4%
\$10 million up to \$100 million	1.0%	1.1%	\$10 million up to \$100 million	1.1%	1.2%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.2%	1.6%
Under \$1 million	0.0%	1.5%	Under \$1 million	0.0%	3.0%
Municipalities	15.3%	26.8%	Special Districts	7.8%	43.7%
Top 10	5.4%	1.2%	Top 10	4.4%	1.2%
\$100 million or more	6.6%	1.7%	\$100 million or more	3.5%	0.7%
\$10 million up to \$100 million	8.0%	9.3%	\$10 million up to \$100 million	3.4%	4.2%
\$1 million up to \$10 million	0.6%	5.9%	\$1 million up to \$10 million	0.7%	10.1%
Under \$1 million	0.0%	9.9%	Under \$1 million	0.2%	28.6%
School Boards	20.1%	8.9%	Other	10.2%	3.5%
Top 10	11.9%	1.2%	Top 10	8.0%	1.2%
\$100 million or more	17.6%	2.8%	\$100 million or more	9.5%	1.0%
\$10 million up to \$100 million	2.4%	2.7%	\$10 million up to \$100 million	0.6%	0.5%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.1%	1.1%
Under \$1 million	0.0%	2.2%	Under \$1 million	0.0%	0.9%



Total Fund Value: \$34,211,322,836



Total Active Participant Count: 810

Note: Active accounts include only those participant accounts valued above zero.

COMPLIANCE WITH INVESTMENT POLICY FOR JANUARY 31 2025

As investment manager, Federated monitors compliance daily on Florida PRIME to ensure that investment practices comply with the requirements of the Investment Policy Statement (IPS). Federated provides a monthly compliance report to the SBA and is required to notify the Investment Oversight Group (IOG) of compliance exceptions within 24 hours of identification. The IOG will meet as necessary based on the occurrence and resolution of compliance exceptions or upon the occurrence of a material event. Minutes from the IOG meetings are posted to the Florida PRIME website.

In addition to the compliance testing performed by Federated, SBA Risk Management and Compliance conducts daily independent testing on Florida PRIME using a risk-based approach. Under this approach, each IPS parameter is ranked as "High" or "Low" with respect to the level of risk associated with a potential guideline breach. Negative test results are subject to independent verification and review for possible escalation. These rankings, along with the frequency for testing, are reviewed and approved by the IOG on an annual basis or more often if market conditions dictate. Additionally, any parameter reported in "Fail" status on the Federated compliance report, regardless of risk ranking, is also independently verified and escalated accordingly. The results of independent testing are currently reported monthly to the IOG.

Test by Source	Pass/Fail
Securities must be USD denominated	Pass
<u>Ratings requirements</u>	
First Tier Securities	Pass
Long-term securities must have long-term ratings in the three highest categories	Pass
Commercial Paper must have short-term ratings from at least one NRSRO	Pass
Securities in Highest Rating Category (A-1+ or equivalent)	Pass
Repurchase Agreement Counterparties must be rated by S&P	Pass
S&P Weighted Average Life	Pass
<u>Maturity</u>	
Individual Security	Pass
Government floating rate notes/variable rate notes	Pass
Dollar Weighted Average Maturity	Pass
Weighted Average Life	Pass
<u>Issuer Diversification</u>	
First tier issuer (limit does not apply to cash, cash items, U.S. Government securities and repo collateralized by these securities)	Pass
 Demand Feature and Guarantor Diversification	
First Tier securities issued by or subject to demand features and guarantees of a non-controlled person	Pass
First Tier securities issued by or subject to demand features and guarantees of a controlled person	Pass

Test by Source	Pass/Fail
<u>Money Market Mutual Funds</u>	
Invested in any one Money Market Mutual Fund	Pass
<u>Repurchase Agreements</u>	
Repurchase Agreement Counterparty Rating	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (More than 5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (More than 5 business days)	Pass
Repurchase Agreements with any single dealer - Counterparty Rating A-1	Pass
<u>Concentration Tests</u>	
Industry Concentration, excluding financial services industry	Pass
Any Single Government Agency	Pass
Illiquid Securities	Pass
Assets invested in securities accessible within 1 business day	Pass
Assets invested in securities accessible within 5 business days	Pass

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
ALBION CAPITAL LLC CPABS4	02/20/25	01/17/25	01/17/25	BUY	34,617,000	34,473,147	0	34,473,147	0
ALBION CAPITAL LLC CPABS4	02/24/25	01/21/25	01/22/25	BUY	18,852,000	18,775,964	0	18,775,964	0
ALBION CAPITAL LLC CPABS4	03/27/25	01/24/25	01/28/25	BUY	10,000,000	9,928,628	0	9,928,628	0
ALBION CAPITAL LLC CPABS4	03/27/25	01/24/25	01/28/25	BUY	50,000,000	49,643,139	0	49,643,139	0
ANGLESEA FUNDING LLC CPABS4	01/13/25	01/06/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/13/25	01/06/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/13/25	01/06/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/21/25	01/13/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	0
ANGLESEA FUNDING LLC CPABS4	01/21/25	01/13/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	0
ANGLESEA FUNDING LLC CPABS4	01/21/25	01/13/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	0
ANGLESEA FUNDING LLC CPABS4	01/22/25	01/14/25	01/14/25	BUY	50,000,000	49,951,778	0	49,951,778	0
ANGLESEA FUNDING LLC CPABS4	01/22/25	01/14/25	01/14/25	BUY	50,000,000	49,951,778	0	49,951,778	0
ANGLESEA FUNDING LLC CPABS4	01/22/25	01/14/25	01/14/25	BUY	35,000,000	34,966,244	0	34,966,244	0
ANGLESEA FUNDING LLC CPABS4	01/24/25	01/17/25	01/17/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/24/25	01/17/25	01/17/25	BUY	20,000,000	19,983,122	0	19,983,122	0
ANGLESEA FUNDING LLC CPABS4	01/29/25	01/22/25	01/22/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/29/25	01/22/25	01/22/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/31/25	01/24/25	01/24/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	01/31/25	01/24/25	01/24/25	BUY	21,000,000	20,982,278	0	20,982,278	0
ANGLESEA FUNDING LLC CPABS4	02/05/25	01/22/25	01/22/25	BUY	50,000,000	49,915,611	0	49,915,611	0
ANGLESEA FUNDING LLC CPABS4	02/05/25	01/22/25	01/22/25	BUY	50,000,000	49,915,611	0	49,915,611	0
ANGLESEA FUNDING LLC CPABS4	02/05/25	01/22/25	01/22/25	BUY	4,000,000	3,993,249	0	3,993,249	0
ANGLESEA FUNDING LLC CPABS4	02/07/25	01/31/25	01/31/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC CPABS4	02/07/25	01/31/25	01/31/25	BUY	20,000,000	19,983,122	0	19,983,122	0
ANGLESEA FUNDING LLC CPABS4	03/07/25	01/29/25	01/29/25	BUY	50,000,000	49,775,431	0	49,775,431	0
ANGLESEA FUNDING LLC CPABS4	03/07/25	01/29/25	01/29/25	BUY	50,000,000	49,775,431	0	49,775,431	0
ANGLESEA FUNDING LLC CPABS4	03/14/25	01/10/25	01/10/25	BUY	50,000,000	49,615,000	0	49,615,000	0
ANGLESEA FUNDING LLC CPABS4	03/14/25	01/10/25	01/10/25	BUY	50,000,000	49,615,000	0	49,615,000	0
ANGLESEA FUNDING LLC CPABS4	07/03/25	01/06/25	01/06/25	BUY	50,000,000	48,907,278	0	48,907,278	0
ANGLESEA FUNDING LLC	07/08/25	01/09/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	0
ANGLESEA FUNDING LLC	07/08/25	01/09/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	0
ANGLESEA FUNDING LLC	07/08/25	01/09/25	01/09/25	BUY	41,000,000	41,000,000	0	41,000,000	0
ASCENSION HEALTH ALCP	02/26/25	01/14/25	01/14/25	BUY	10,000,000	9,947,444	0	9,947,444	0
ATLANTIC ASSET SECUCPABS4	01/14/25	01/13/25	01/13/25	BUY	25,000,000	24,996,993	0	24,996,993	0
BANK OF AMERICA N,ACD	01/02/26	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/02/26	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/02/26	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/02/26	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/02/26	01/03/25	01/03/25	BUY	13,000,000	13,000,000	0	13,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	01/07/26	01/07/25	01/07/25	BUY	15,000,000	15,000,000	0	15,000,000	0
BARTON CAPITAL S,ACPABS4	01/03/25	01/02/25	01/02/25	BUY	50,000,000	49,993,958	0	49,993,958	0
BARTON CAPITAL S,ACPABS4	01/03/25	01/02/25	01/02/25	BUY	50,000,000	49,993,958	0	49,993,958	0
BARTON CAPITAL S,ACPABS4	01/03/25	01/02/25	01/02/25	BUY	35,000,000	34,995,771	0	34,995,771	0
BARTON CAPITAL S,ACPABS4	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,993,972	0	49,993,972	0
BARTON CAPITAL S,ACPABS4	01/07/25	01/06/25	01/06/25	BUY	45,000,000	44,994,575	0	44,994,575	0
BARTON CAPITAL S,ACPABS4	01/22/25	01/02/25	01/02/25	BUY	50,000,000	49,878,889	0	49,878,889	0
BARTON CAPITAL S,ACPABS4	01/28/25	01/21/25	01/21/25	BUY	18,700,000	18,684,219	0	18,684,219	0
BARTON CAPITAL S,ACPABS4	02/04/25	01/28/25	01/28/25	BUY	34,000,000	33,971,308	0	33,971,308	0
BARTON CAPITAL S,ACPABS4	03/07/25	01/07/25	01/08/25	BUY	35,000,000	34,753,017	0	34,753,017	0
BEDFORD ROW FUNDING CORP	10/09/25	01/10/25	01/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	10/09/25	01/10/25	01/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BENNINGTON STARK CACPABS4	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	01/10/25	01/03/25	01/03/25	BUY	40,000,000	39,966,167	0	39,966,167	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BENNINGTON STARK CACPAB54	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/17/25	01/10/25	01/10/25	BUY	15,000,000	14,987,313	0	14,987,313	
BENNINGTON STARK CACPAB54	01/24/25	01/17/25	01/17/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/24/25	01/17/25	01/17/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/24/25	01/17/25	01/17/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/24/25	01/17/25	01/17/25	BUY	14,000,000	13,988,158	0	13,988,158	
BENNINGTON STARK CACPAB54	01/31/25	01/24/25	01/24/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	01/31/25	01/24/25	01/24/25	BUY	14,000,000	13,988,158	0	13,988,158	
BENNINGTON STARK CACPAB54	02/07/25	01/31/25	01/31/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	02/07/25	01/31/25	01/31/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	02/07/25	01/31/25	01/31/25	BUY	50,000,000	49,957,708	0	49,957,708	
BENNINGTON STARK CACPAB54	02/07/25	01/31/25	01/31/25	BUY	20,000,000	19,983,083	0	19,983,083	
BENNINGTON STARK CACPAB54	02/20/25	01/17/25	01/17/25	BUY	50,000,000	49,793,167	0	49,793,167	
BENNINGTON STARK CACPAB54	02/20/25	01/17/25	01/17/25	BUY	45,000,000	44,813,850	0	44,813,850	
BNG BANK N,V, CP4-2CP4-2	01/23/25	01/16/25	01/16/25	BUY	50,000,000	49,958,000	0	49,958,000	
BNG BANK N,V, CP4-2CP4-2	01/23/25	01/16/25	01/16/25	BUY	40,000,000	39,966,400	0	39,966,400	
BNG BANK N,V, CP4-2CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,958,000	0	49,958,000	
BNG BANK N,V, CP4-2CP4-2	01/30/25	01/23/25	01/23/25	BUY	25,000,000	24,979,000	0	24,979,000	
CHESHAM FINANCE LLCCPAB54	01/13/25	01/03/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/13/25	01/03/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/13/25	01/03/25	01/06/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/10/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/10/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/10/25	01/13/25	BUY	50,000,000	49,951,778	0	49,951,778	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/14/25	01/06/25	01/07/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/14/25	01/06/25	01/07/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/14/25	01/06/25	01/07/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/14/25	01/14/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/14/25	01/14/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/14/25	01/14/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/21/25	01/14/25	01/14/25	BUY	25,000,000	24,978,903	0	24,978,903	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	34,000,000	33,971,308	0	33,971,308	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	50,000,000	49,957,806	0	49,957,806	
CHESHAM FINANCE LLCCPAB54	02/04/25	01/27/25	01/28/25	BUY	34,000,000	33,971,308	0	33,971,308	
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	10/27/25	01/30/25	01/30/25	BUY	50,000,000	50,000,000	0	50,000,000	
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	10/27/25	01/30/25	01/30/25	BUY	50,000,000	50,000,000	0	50,000,000	
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	10/27/25	01/30/25	01/30/25	BUY	50,000,000	50,000,000	0	50,000,000	
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	10/27/25	01/30/25	01/30/25	BUY	30,000,000	30,000,000	0	30,000,000	
COLLATERALIZED COMMERCIAL PAPER V CO LLC	10/06/25	01/09/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	
COLLATERALIZED COMMERCIAL PAPER V CO LLC	10/06/25	01/09/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
COLLATERALIZED COMMERCIAL PAPER V CO LLC	10/06/25	01/09/25	01/09/25	BUY	40,000,000	40,000,000	0	40,000,000	0
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK/NEW YORK	02/03/25	01/31/25	01/31/25	BUY	50,000,000	49,981,958	0	49,981,958	0
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK/NEW YORK	02/03/25	01/31/25	01/31/25	BUY	50,000,000	49,981,958	0	49,981,958	0
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK/NEW YORK	02/03/25	01/31/25	01/31/25	BUY	50,000,000	49,981,958	0	49,981,958	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/16/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/08/25	01/02/25	01/02/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/08/25	01/02/25	01/02/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,994,000	0	49,994,000	0
SUMITOMO MITSUI TRUECD	04/08/25	01/03/25	01/07/25	BUY	150,000,000	148,312,940	0	148,312,940	0
SUMITOMO MITSUI TRUECD	04/08/25	01/03/25	01/07/25	BUY	100,000,000	98,875,294	0	98,875,294	0
SUMITOMO MITSUI TRUECD	04/14/25	01/10/25	01/14/25	BUY	25,000,000	25,000,000	0	25,000,000	0
FALCON ASSET FUNDINCPABS4	04/14/25	01/08/25	01/08/25	BUY	50,000,000	49,413,333	0	49,413,333	0
FALCON ASSET FUNDINCPABS4	04/14/25	01/08/25	01/08/25	BUY	10,000,000	9,882,667	0	9,882,667	0
FALCON ASSET FUNDING LLC	08/28/25	01/28/25	01/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
FALCON ASSET FUNDING LLC	08/28/25	01/28/25	01/28/25	BUY	25,000,000	25,000,000	0	25,000,000	0
GREAT BEAR FUNDING CPABS4	02/07/25	01/07/25	01/07/25	BUY	50,000,000	49,811,417	0	49,811,417	0
GREAT BEAR FUNDING CPABS4	02/07/25	01/07/25	01/07/25	BUY	32,000,000	31,879,307	0	31,879,307	0
GTA FUNDING LLC CPACPABS4	04/14/25	01/13/25	01/13/25	BUY	50,000,000	49,442,625	0	49,442,625	0
GTA FUNDING LLC CPACPABS4	04/14/25	01/13/25	01/13/25	BUY	50,000,000	49,442,625	0	49,442,625	0
GTA FUNDING LLC CPACPABS4	04/14/25	01/13/25	01/13/25	BUY	20,000,000	19,777,050	0	19,777,050	0
LA FAYETTE ASSET SECPABS4	02/03/25	01/27/25	01/27/25	BUY	50,000,000	49,957,903	0	49,957,903	0
LA FAYETTE ASSET SECPABS4	02/03/25	01/27/25	01/27/25	BUY	15,000,000	14,987,371	0	14,987,371	0
LA FAYETTE ASSET SECPABS4	04/15/25	01/13/25	01/13/25	BUY	50,000,000	49,436,500	0	49,436,500	0
LA FAYETTE ASSET SECPABS4	04/21/25	01/13/25	01/13/25	BUY	30,000,000	29,639,850	0	29,639,850	0
LMA-AMERICAS LLC CPCPABS4	04/04/25	01/10/25	01/10/25	BUY	1,100,000	1,088,707	0	1,088,707	0
LMA-AMERICAS LLC CPCPABS4	04/04/25	01/10/25	01/10/25	BUY	50,000,000	49,486,667	0	49,486,667	0
LMA-AMERICAS LLC CPCPABS4	04/08/25	01/07/25	01/07/25	BUY	45,000,000	44,498,363	0	44,498,363	0
LMA-AMERICAS LLC CPCPABS4	04/08/25	01/08/25	01/08/25	BUY	33,000,000	32,636,175	0	32,636,175	0
LMA-AMERICAS LLC CPCPABS4	04/09/25	01/08/25	01/08/25	BUY	25,000,000	24,721,313	0	24,721,313	0
LMA-AMERICAS LLC CPCPABS4	04/10/25	01/07/25	01/07/25	BUY	50,000,000	49,430,375	0	49,430,375	0
LMA-AMERICAS LLC CPCPABS4	04/10/25	01/07/25	01/07/25	BUY	1,150,000	1,136,899	0	1,136,899	0
LMA-AMERICAS LLC CPCPABS4	04/11/25	01/06/25	01/06/25	BUY	50,000,000	49,416,806	0	49,416,806	0
LMA-AMERICAS LLC CPCPABS4	04/11/25	01/06/25	01/06/25	BUY	1,100,000	1,087,170	0	1,087,170	0
LMA-AMERICAS LLC CPCPABS4	04/14/25	01/10/25	01/13/25	BUY	50,000,000	49,443,889	0	49,443,889	0
LMA-AMERICAS LLC CPCPABS4	04/22/25	01/14/25	01/14/25	BUY	30,350,000	29,985,648	0	29,985,648	0
LONGSHIP FUNDING LLC PABS4	01/28/25	01/21/25	01/21/25	BUY	50,000,000	49,957,903	0	49,957,903	0
LONGSHIP FUNDING LLC PABS4	01/28/25	01/21/25	01/21/25	BUY	10,000,000	9,991,581	0	9,991,581	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
LONGSHIP FUNDING LLC PABS4	02/03/25	01/27/25	01/27/25	BUY	50,000,000	49,957,903	0	49,957,903	0
LONGSHIP FUNDING LLC PABS4	03/07/25	01/08/25	01/08/25	BUY	50,000,000	49,647,972	0	49,647,972	0
LONGSHIP FUNDING LLC PABS4	03/07/25	01/08/25	01/08/25	BUY	50,000,000	49,647,972	0	49,647,972	0
LONGSHIP FUNDING LLC PABS4	03/20/25	01/30/25	01/30/25	BUY	30,000,000	29,821,558	0	29,821,558	0
LONGSHIP FUNDING LLC PABS4	03/20/25	01/31/25	01/31/25	BUY	50,000,000	49,709,333	0	49,709,333	0
LONGSHIP FUNDING LLC PABS4	03/20/25	01/31/25	01/31/25	BUY	50,000,000	49,709,333	0	49,709,333	0
LONGSHIP FUNDING LLC PABS4	03/20/25	01/31/25	01/31/25	BUY	50,000,000	49,709,333	0	49,709,333	0
MUFG BANK LTD, CDYACDYAN	01/14/25	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/14/25	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/14/25	01/07/25	01/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/21/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/21/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/21/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/28/25	01/21/25	01/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	01/28/25	01/21/25	01/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	02/04/25	01/28/25	01/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	02/04/25	01/28/25	01/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MATCHPOINT FINANCE CPABS4	01/08/25	01/07/25	01/07/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/08/25	01/07/25	01/07/25	BUY	25,000,000	24,996,993	0	24,996,993	0
MATCHPOINT FINANCE CPABS4	01/09/25	01/08/25	01/08/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/09/25	01/08/25	01/08/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/09/25	01/08/25	01/08/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/10/25	01/09/25	01/09/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/10/25	01/09/25	01/09/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/10/25	01/09/25	01/09/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/13/25	01/10/25	01/10/25	BUY	50,000,000	49,981,958	0	49,981,958	0
MATCHPOINT FINANCE CPABS4	01/13/25	01/10/25	01/10/25	BUY	50,000,000	49,981,958	0	49,981,958	0
MATCHPOINT FINANCE CPABS4	01/13/25	01/10/25	01/10/25	BUY	50,000,000	49,981,958	0	49,981,958	0
MATCHPOINT FINANCE CPABS4	01/14/25	01/13/25	01/13/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/17/25	01/16/25	01/16/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/17/25	01/16/25	01/16/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
MATCHPOINT FINANCE CPABS4	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
MATCHPOINT FINANCE CPABS4	01/23/25	01/22/25	01/22/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/23/25	01/22/25	01/22/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/28/25	01/27/25	01/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	01/28/25	01/27/25	01/27/25	BUY	48,000,000	47,994,227	0	47,994,227	0
MATCHPOINT FINANCE CPABS4	02/03/25	01/03/25	01/03/25	BUY	35,000,000	34,867,690	0	34,867,690	0
MATCHPOINT FINANCE CPABS4	02/13/25	01/13/25	01/13/25	BUY	50,000,000	49,812,278	0	49,812,278	0
MATCHPOINT FINANCE CPABS4	02/13/25	01/13/25	01/13/25	BUY	50,000,000	49,812,278	0	49,812,278	0
MATCHPOINT FINANCE CPABS4	04/07/25	01/03/25	01/06/25	BUY	50,000,000	49,440,097	0	49,440,097	0
MUFG BANK LTD, CPCP	05/01/25	01/29/25	01/29/25	BUY	50,000,000	49,440,333	0	49,440,333	0
MUFG BANK LTD, CPCP	05/01/25	01/29/25	01/29/25	BUY	50,000,000	49,440,333	0	49,440,333	0
MUFG BANK LTD, CPCP	05/01/25	01/29/25	01/29/25	BUY	50,000,000	49,440,333	0	49,440,333	0
MUFG BANK LTD, CPCP	05/01/25	01/29/25	01/29/25	BUY	50,000,000	49,440,333	0	49,440,333	0
NATIONAL BANK OF CACP4-2	01/09/26	01/10/25	01/10/25	BUY	50,000,000	47,826,111	0	47,826,111	0
NATIONAL BANK OF CACP4-2	01/09/26	01/10/25	01/10/25	BUY	50,000,000	47,826,111	0	47,826,111	0
NATIONAL BANK OF CACP4-2	01/09/26	01/10/25	01/10/25	BUY	25,000,000	23,913,056	0	23,913,056	0
NATIONAL BANK OF CACP4-2	01/20/26	01/17/25	01/21/25	BUY	50,000,000	47,823,583	0	47,823,583	0
NATIONAL BANK OF CACP4-2	01/20/26	01/17/25	01/21/25	BUY	50,000,000	47,823,583	0	47,823,583	0
NATIONAL BANK OF CACP4-2	01/20/26	01/17/25	01/21/25	BUY	50,000,000	47,823,583	0	47,823,583	0
NATIONAL BANK OF CACP4-2	01/20/26	01/17/25	01/21/25	BUY	30,000,000	28,694,150	0	28,694,150	0
NATIONAL BANK OF CACP4-2	01/20/26	01/22/25	01/22/25	BUY	50,000,000	47,829,563	0	47,829,563	0
NATIONAL BANK OF CACP4-2	01/20/26	01/22/25	01/22/25	BUY	12,000,000	11,479,095	0	11,479,095	0
NATIONWIDE BUILDINGCP4-2	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,854	0	49,957,854	0
NATIONWIDE BUILDINGCP4-2	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,854	0	49,957,854	0
NATIONWIDE BUILDINGCP4-2	01/10/25	01/03/25	01/03/25	BUY	50,000,000	49,957,854	0	49,957,854	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/10/25	01/10/25	BUY	50,000,000	49,957,951	0	49,957,951	0
OLD LINE FUNDING LLC	10/23/25	01/23/25	01/23/25	BUY	50,000,000	50,000,000	0	50,000,000	0
OLD LINE FUNDING LLC	10/23/25	01/23/25	01/23/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PODIUM FUNDING TRUST	10/07/25	01/10/25	01/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PODIUM FUNDING TRUST	10/07/25	01/10/25	01/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PODIUM FUNDING TRUST	10/07/25	01/10/25	01/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PODIUM FUNDING TRUSCPABS3	04/09/25	01/08/25	01/08/25	BUY	50,000,000	49,443,889	0	49,443,889	0
PODIUM FUNDING TRUSCPABS3	04/09/25	01/08/25	01/08/25	BUY	50,000,000	49,443,889	0	49,443,889	0
STARBIRD FUNDING COCPABS4	01/07/25	01/06/25	01/06/25	BUY	50,000,000	49,993,972	0	49,993,972	0
STARBIRD FUNDING COCPABS4	01/07/25	01/06/25	01/06/25	BUY	40,000,000	39,995,178	0	39,995,178	0
STARBIRD FUNDING COCPABS4	01/08/25	01/07/25	01/07/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STARBIRD FUNDING COCPABS4	01/08/25	01/07/25	01/07/25	BUY	20,000,000	19,997,594	0	19,997,594	0
STARBIRD FUNDING COCPABS4	01/09/25	01/08/25	01/08/25	BUY	33,000,000	32,996,031	0	32,996,031	0
STARBIRD FUNDING COCPABS4	01/16/25	01/15/25	01/15/25	BUY	20,000,000	19,997,594	0	19,997,594	0
STARBIRD FUNDING COCPABS4	01/17/25	01/16/25	01/16/25	BUY	10,000,000	9,998,797	0	9,998,797	0
STARBIRD FUNDING COCPABS4	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
STARBIRD FUNDING COCPABS4	01/28/25	01/27/25	01/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STARBIRD FUNDING COCPABS4	01/28/25	01/27/25	01/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STARBIRD FUNDING COCPABS4	01/28/25	01/27/25	01/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STATE STREET BANK ACD	05/16/25	01/15/25	01/16/25	BUY	50,000,000	50,000,000	0	50,000,000	0
STATE STREET BANK ACD	05/16/25	01/15/25	01/16/25	BUY	35,000,000	35,000,000	0	35,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/17/25	01/07/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/17/25	01/07/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/17/25	01/07/25	01/09/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/30/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/30/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/30/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCDYAN	04/30/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
THUNDER BAY FUNDING LLC	08/21/25	01/09/25	01/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
THUNDER BAY FUNDING LLC	08/21/25	01/09/25	01/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO DOMINION BACDYAN	01/22/26	01/22/25	01/22/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO DOMINION BACDYAN	01/22/26	01/22/25	01/22/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO DOMINION BACDYAN	01/22/26	01/22/25	01/22/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO DOMINION BACDYAN	01/22/26	01/22/25	01/22/25	BUY	45,000,000	45,000,000	0	45,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	5,000,000	5,000,000	0	5,000,000	0
TORONTO-DOMINION BANK/THE	02/27/26	01/29/25	01/29/25	BUY	5,000,000	5,000,000	0	5,000,000	0
TOTALENERGIES CAPITCP4-2	02/03/25	01/02/25	01/02/25	BUY	50,000,000	49,804,889	0	49,804,889	0
TOTALENERGIES CAPITCP4-2	02/03/25	01/02/25	01/02/25	BUY	50,000,000	49,804,889	0	49,804,889	0
TOTALENERGIES CAPITCP4-2	02/03/25	01/02/25	01/02/25	BUY	25,000,000	24,902,444	0	24,902,444	0
TOTALENERGIES CAPITCP4-2	02/03/25	01/02/25	01/02/25	BUY	50,000,000	49,804,889	0	49,804,889	0
TOTALENERGIES CAPITCP4-2	03/03/25	01/29/25	01/29/25	BUY	45,000,000	44,820,150	0	44,820,150	0
TOYOTA CREDIT DE PUCP	07/23/25	01/13/25	01/13/25	BUY	50,000,000	48,806,250	0	48,806,250	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/13/25	01/03/25	01/03/25	BUY	25,000,000	25,000,000	0	25,000,000	0
TRUIST BANK CDCD	01/17/25	01/10/25	01/10/25	BUY	35,000,000	35,000,000	0	35,000,000	0
TRUIST BANK CDCD	03/31/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	03/31/25	01/14/25	01/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/24/25	01/17/25	01/17/25	BUY	35,000,000	35,000,000	0	35,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
TRUIST BANK CDCD	05/23/25	01/24/25	01/24/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	05/23/25	01/24/25	01/24/25	BUY	35,000,000	35,000,000	0	35,000,000	0
TRUIST BANK CDCD	05/23/25	01/24/25	01/24/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	05/01/25	01/28/25	01/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	04/09/25	01/31/25	01/31/25	BUY	50,000,000	50,000,000	0	50,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/16/25	01/15/25	01/15/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/16/25	01/15/25	01/15/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/16/25	01/15/25	01/15/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/16/25	01/15/25	01/15/25	BUY	14,000,000	13,998,316	0	13,998,316	0
UNITEDHEALTH GROUP,CP4-2	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
UNITEDHEALTH GROUP,CP4-2	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
UNITEDHEALTH GROUP,CP4-2	01/21/25	01/17/25	01/17/25	BUY	50,000,000	49,975,944	0	49,975,944	0
UNITEDHEALTH GROUP,CP4-2	01/21/25	01/17/25	01/17/25	BUY	35,000,000	34,983,161	0	34,983,161	0
UNITEDHEALTH GROUP,CP4-2	01/22/25	01/21/25	01/21/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/22/25	01/21/25	01/21/25	BUY	38,000,000	37,995,429	0	37,995,429	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	14,000,000	13,988,186	0	13,988,186	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/23/25	01/23/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	01/31/25	01/30/25	01/30/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/31/25	01/30/25	01/30/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	01/31/25	01/30/25	01/30/25	BUY	5,000,000	4,999,399	0	4,999,399	0
VICTORY RECEIVABLESCPABS4	04/02/25	01/03/25	01/03/25	BUY	50,000,000	49,451,167	0	49,451,167	0
VICTORY RECEIVABLESCPABS4	04/02/25	01/03/25	01/03/25	BUY	50,000,000	49,451,167	0	49,451,167	0
VICTORY RECEIVABLESCPABS4	04/02/25	01/03/25	01/03/25	BUY	50,000,000	49,451,167	0	49,451,167	0
VICTORY RECEIVABLESCPABS4	04/02/25	01/03/25	01/03/25	BUY	50,000,000	49,451,167	0	49,451,167	0
VICTORY RECEIVABLESCPABS4	04/02/25	01/03/25	01/03/25	BUY	24,500,000	24,231,072	0	24,231,072	0
VICTORY RECEIVABLESCPABS4	04/03/25	01/02/25	01/02/25	BUY	50,000,000	49,438,833	0	49,438,833	0
VICTORY RECEIVABLESCPABS4	04/03/25	01/02/25	01/02/25	BUY	47,000,000	46,472,503	0	46,472,503	0
VICTORY RECEIVABLESCPABS4	04/11/25	01/02/25	01/02/25	BUY	50,000,000	49,389,500	0	49,389,500	0
VICTORY RECEIVABLESCPABS4	04/11/25	01/02/25	01/02/25	BUY	35,000,000	34,572,650	0	34,572,650	0
VICTORY RECEIVABLESCPABS4	04/11/25	01/02/25	01/02/25	BUY	50,000,000	49,389,500	0	49,389,500	0
VICTORY RECEIVABLESCPABS4	04/11/25	01/02/25	01/02/25	BUY	50,000,000	49,389,500	0	49,389,500	0
VICTORY RECEIVABLESCPABS4	05/02/25	01/30/25	01/31/25	BUY	50,000,000	49,446,417	0	49,446,417	0
VICTORY RECEIVABLESCPABS4	05/02/25	01/30/25	01/31/25	BUY	20,000,000	19,778,567	0	19,778,567	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/02/25	01/02/25	BUY	7,626,791	7,626,791	0	7,626,791	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/06/25	01/06/25	BUY	9,630,986	9,630,986	0	9,630,986	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/08/25	01/08/25	BUY	2,685,886	2,685,886	0	2,685,886	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/13/25	01/13/25	BUY	2,280,065	2,280,065	0	2,280,065	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/15/25	01/15/25	BUY	3,005,341	3,005,341	0	3,005,341	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/17/25	01/17/25	BUY	4,551,146	4,551,146	0	4,551,146	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/21/25	01/21/25	BUY	964,273	964,273	0	964,273	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/22/25	01/22/25	BUY	772,872	772,872	0	772,872	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/27/25	01/27/25	BUY	5,213,903	5,213,903	0	5,213,903	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/29/25	01/29/25	BUY	972,998	972,998	0	972,998	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/31/25	01/31/25	BUY	1,122,634	1,122,634	0	1,122,634	0
MIZUHO TRIPARTY	01/03/25	01/02/25	01/02/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/03/25	01/02/25	01/02/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/03/25	01/02/25	01/02/25	BUY	1,961,000,000	1,961,000,000	0	1,961,000,000	0
MIZUHO TRIPARTY	01/06/25	01/03/25	01/03/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/06/25	01/03/25	01/03/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/06/25	01/03/25	01/03/25	BUY	1,776,000,000	1,776,000,000	0	1,776,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO TRIPARTY	01/07/25	01/06/25	01/06/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/07/25	01/06/25	01/06/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/07/25	01/06/25	01/06/25	BUY	909,000,000	909,000,000	0	909,000,000	0
MIZUHO TRIPARTY	01/08/25	01/07/25	01/07/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/08/25	01/07/25	01/07/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/08/25	01/07/25	01/07/25	BUY	855,000,000	855,000,000	0	855,000,000	0
MIZUHO TRIPARTY	01/09/25	01/08/25	01/08/25	BUY	150,000,000	150,000,000	0	150,000,000	0
HSBC TRIPARTY	01/09/25	01/08/25	01/08/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/09/25	01/08/25	01/08/25	BUY	296,000,000	296,000,000	0	296,000,000	0
MIZUHO TRIPARTY	01/10/25	01/09/25	01/09/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/10/25	01/09/25	01/09/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/10/25	01/09/25	01/09/25	BUY	1,942,000,000	1,942,000,000	0	1,942,000,000	0
MIZUHO TRIPARTY	01/13/25	01/10/25	01/10/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/13/25	01/10/25	01/10/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/13/25	01/10/25	01/10/25	BUY	403,000,000	403,000,000	0	403,000,000	0
MIZUHO TRIPARTY	01/14/25	01/13/25	01/13/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/14/25	01/13/25	01/13/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/14/25	01/13/25	01/13/25	BUY	587,000,000	587,000,000	0	587,000,000	0
MIZUHO TRIPARTY	01/15/25	01/14/25	01/14/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/15/25	01/14/25	01/14/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/15/25	01/14/25	01/14/25	BUY	240,000,000	240,000,000	0	240,000,000	0
MIZUHO TRIPARTY	01/16/25	01/15/25	01/15/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/16/25	01/15/25	01/15/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/16/25	01/15/25	01/15/25	BUY	365,000,000	365,000,000	0	365,000,000	0
MIZUHO TRIPARTY	01/17/25	01/16/25	01/16/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/17/25	01/16/25	01/16/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/17/25	01/16/25	01/16/25	BUY	332,000,000	332,000,000	0	332,000,000	0
MIZUHO TRIPARTY	01/21/25	01/17/25	01/17/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/21/25	01/17/25	01/17/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/21/25	01/17/25	01/17/25	BUY	431,000,000	431,000,000	0	431,000,000	0
MIZUHO TRIPARTY	01/22/25	01/21/25	01/21/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/22/25	01/21/25	01/21/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/22/25	01/21/25	01/21/25	BUY	407,000,000	407,000,000	0	407,000,000	0
MIZUHO TRIPARTY	01/23/25	01/22/25	01/22/25	BUY	450,000,000	450,000,000	0	450,000,000	0
HSBC TRIPARTY	01/23/25	01/22/25	01/22/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/23/25	01/22/25	01/22/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO TRIPARTY	01/24/25	01/23/25	01/23/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/24/25	01/23/25	01/23/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/24/25	01/23/25	01/23/25	BUY	2,107,000,000	2,107,000,000	0	2,107,000,000	0
MIZUHO TRIPARTY	01/27/25	01/24/25	01/24/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/27/25	01/24/25	01/24/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/27/25	01/24/25	01/24/25	BUY	1,589,000,000	1,589,000,000	0	1,589,000,000	0
MIZUHO TRIPARTY	01/28/25	01/27/25	01/27/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/28/25	01/27/25	01/27/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/28/25	01/27/25	01/27/25	BUY	1,887,000,000	1,887,000,000	0	1,887,000,000	0
MIZUHO TRIPARTY	01/29/25	01/28/25	01/28/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/29/25	01/28/25	01/28/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/29/25	01/28/25	01/28/25	BUY	1,773,000,000	1,773,000,000	0	1,773,000,000	0
MIZUHO TRIPARTY	01/30/25	01/29/25	01/29/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/30/25	01/29/25	01/29/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/30/25	01/29/25	01/29/25	BUY	1,729,000,000	1,729,000,000	0	1,729,000,000	0
MIZUHO TRIPARTY	01/31/25	01/30/25	01/30/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/31/25	01/30/25	01/30/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/31/25	01/30/25	01/30/25	BUY	1,443,000,000	1,443,000,000	0	1,443,000,000	0
MIZUHO TRIPARTY	02/03/25	01/31/25	01/31/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/03/25	01/31/25	01/31/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/03/25	01/31/25	01/31/25	BUY	2,231,000,000	2,231,000,000	0	2,231,000,000	0
SUMITOMO MITSUI TRUECD	05/12/25	01/28/25	01/31/25	BUY	100,000,000	98,764,186	0	98,764,186	0
					51,312,195,894	51,259,443,141	0	51,259,443,141	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
ANGLESEA FUNDING LLC	03/14/25	01/08/25	01/08/25	CA_CASH_CLOSE	145,000,000	145,000,000	407,088	145,407,088	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	04/01/25	01/02/25	01/02/25	CA_CASH_CLOSE	100,000,000	100,000,000	0	100,000,000	0
OLD LINE FUNDING LLC	03/05/25	01/23/25	01/23/25	CA_CASH_CLOSE	90,000,000	90,000,000	193,100	90,193,100	0
					335,000,000	335,000,000	600,188	335,600,188	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/29/25	01/22/25	01/22/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
ABN AMRO BANK N.V.	01/27/25	01/22/25	01/22/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	01/29/25	01/22/25	01/22/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/23/25	01/22/25	01/22/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/23/25	01/22/25	01/22/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/23/25	01/22/25	01/22/25	DEPOSIT	1,550,000,000	1,550,000,000	0	1,550,000,000	0
DNB BANK ASA NEW YORK	01/23/25	01/22/25	01/22/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/24/25	01/23/25	01/23/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/24/25	01/23/25	01/23/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEW YORK	01/24/25	01/23/25	01/23/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/27/25	01/24/25	01/24/25	DEPOSIT	1,550,000,000	1,550,000,000	0	1,550,000,000	0
DNB BANK ASA NEW YORK	01/27/25	01/24/25	01/24/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/27/25	01/24/25	01/24/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
ABN AMRO BANK N.V.	02/03/25	01/27/25	01/27/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
NORDEA BANK ABP	01/28/25	01/27/25	01/27/25	DEPOSIT	950,000,000	950,000,000	0	950,000,000	0
DNB BANK ASA NEW YORK	01/28/25	01/27/25	01/27/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/28/25	01/27/25	01/27/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
RABOBANK NEW YORK	02/04/25	01/28/25	01/28/25	DEPOSIT	990,000,000	990,000,000	0	990,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/29/25	01/28/25	01/28/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/29/25	01/28/25	01/28/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	01/29/25	01/28/25	01/28/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/29/25	01/28/25	01/28/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/05/25	01/29/25	01/29/25	DEPOSIT	1,700,000,000	1,700,000,000	0	1,700,000,000	0
RABOBANK NEW YORK	02/05/25	01/29/25	01/29/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	01/30/25	01/29/25	01/29/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/30/25	01/29/25	01/29/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/30/25	01/29/25	01/29/25	DEPOSIT	1,550,000,000	1,550,000,000	0	1,550,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/30/25	01/29/25	01/29/25	DEPOSIT	200,000,000	200,000,000	0	200,000,000	0
DNB BANK ASA NEW YORK	01/31/25	01/30/25	01/30/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/31/25	01/30/25	01/30/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
NORDEA BANK ABP	01/31/25	01/30/25	01/30/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/31/25	01/30/25	01/30/25	DEPOSIT	1,550,000,000	1,550,000,000	0	1,550,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/03/25	01/31/25	01/31/25	DEPOSIT	1,550,000,000	1,550,000,000	0	1,550,000,000	0
NORDEA BANK ABP	02/03/25	01/31/25	01/31/25	DEPOSIT	980,000,000	980,000,000	0	980,000,000	0
DNB BANK ASA NEW YORK	02/03/25	01/31/25	01/31/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/08/25	01/02/25	01/02/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	01/08/25	01/02/25	01/02/25	DEPOSIT	670,000,000	670,000,000	0	670,000,000	0
ABN AMRO BANK N.V.	01/08/25	01/02/25	01/02/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/03/25	01/02/25	01/02/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/03/25	01/02/25	01/02/25	DEPOSIT	1,050,000,000	1,050,000,000	0	1,050,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/06/25	01/03/25	01/03/25	DEPOSIT	1,495,000,000	1,495,000,000	0	1,495,000,000	0
NORDEA BANK ABP	01/06/25	01/03/25	01/03/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
RABOBANK NEW YORK	01/13/25	01/06/25	01/06/25	DEPOSIT	950,000,000	950,000,000	0	950,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/07/25	01/06/25	01/06/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/07/25	01/06/25	01/06/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	01/07/25	01/06/25	01/06/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/08/25	01/07/25	01/07/25	DEPOSIT	1,495,000,000	1,495,000,000	0	1,495,000,000	0
DNB BANK ASA NEW YORK	01/08/25	01/07/25	01/07/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
NORDEA BANK ABP	01/08/25	01/07/25	01/07/25	DEPOSIT	1,100,000,000	1,100,000,000	0	1,100,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/08/25	01/07/25	01/07/25	DEPOSIT	600,000,000	600,000,000	0	600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/15/25	01/08/25	01/08/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEWYORK	01/15/25	01/08/25	01/08/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
ABN AMRO BANK N.V.	01/15/25	01/08/25	01/08/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/09/25	01/08/25	01/08/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
DNB BANK ASA NEWYORK	01/09/25	01/08/25	01/08/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	01/09/25	01/08/25	01/08/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/09/25	01/08/25	01/08/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEWYORK	01/10/25	01/09/25	01/09/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	01/10/25	01/09/25	01/09/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/10/25	01/09/25	01/09/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/13/25	01/10/25	01/10/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
DNB BANK ASA NEWYORK	01/13/25	01/10/25	01/10/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/13/25	01/10/25	01/10/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/13/25	01/10/25	01/10/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
RABOBANK NEWYORK	01/21/25	01/13/25	01/13/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
DNB BANK ASA NEWYORK	01/14/25	01/13/25	01/13/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/14/25	01/13/25	01/13/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/14/25	01/13/25	01/13/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/14/25	01/13/25	01/13/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEWYORK	01/15/25	01/14/25	01/14/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/15/25	01/14/25	01/14/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/15/25	01/14/25	01/14/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/15/25	01/14/25	01/14/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/22/25	01/15/25	01/15/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEWYORK	01/22/25	01/15/25	01/15/25	DEPOSIT	690,000,000	690,000,000	0	690,000,000	0
ABN AMRO BANK N.V.	01/22/25	01/15/25	01/15/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
DNB BANK ASA NEWYORK	01/16/25	01/15/25	01/15/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/16/25	01/15/25	01/15/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/16/25	01/15/25	01/15/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/16/25	01/15/25	01/15/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
DNB BANK ASA NEWYORK	01/17/25	01/16/25	01/16/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/17/25	01/16/25	01/16/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/17/25	01/16/25	01/16/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/17/25	01/16/25	01/16/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/21/25	01/17/25	01/17/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEWYORK	01/21/25	01/17/25	01/17/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/21/25	01/17/25	01/17/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/21/25	01/17/25	01/17/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
RABOBANK NEWYORK	01/28/25	01/21/25	01/21/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/22/25	01/21/25	01/21/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/22/25	01/21/25	01/21/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/22/25	01/21/25	01/21/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEWYORK	01/22/25	01/21/25	01/21/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
					118,545,000,000	118,545,000,000	0	118,545,000,000	0
ALBION CAPITAL LLC CPABS4	01/28/25	01/28/25	01/28/25	MATURITY	68,796,000	68,796,000	0	68,796,000	0
ANGLESEA FUNDING LLC PABS4	01/02/25	01/02/25	01/02/25	MATURITY	170,000,000	170,000,000	0	170,000,000	0
ANGLESEA FUNDING LLC PABS4	01/03/25	01/03/25	01/03/25	MATURITY	335,000,000	335,000,000	0	335,000,000	0
ANGLESEA FUNDING LLC PABS4	01/06/25	01/06/25	01/06/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
ANGLESEA FUNDING LLC PABS4	01/09/25	01/09/25	01/09/25	MATURITY	185,000,000	185,000,000	0	185,000,000	0
ANGLESEA FUNDING LLC PABS4	01/13/25	01/13/25	01/13/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
ANGLESEA FUNDING LLC PABS4	01/21/25	01/21/25	01/21/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
ANGLESEA FUNDING LLC PABS4	01/22/25	01/22/25	01/22/25	MATURITY	135,000,000	135,000,000	0	135,000,000	0
ANGLESEA FUNDING LLC PABS4	01/24/25	01/24/25	01/24/25	MATURITY	70,000,000	70,000,000	0	70,000,000	0
ANGLESEA FUNDING LLC PABS4	01/29/25	01/29/25	01/29/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ANGLESEA FUNDING LLC PABS4	01/31/25	01/31/25	01/31/25	MATURITY	71,000,000	71,000,000	0	71,000,000	0
ASCENSION HEALTH ALCP	01/14/25	01/14/25	01/14/25	MATURITY	10,000,000	10,000,000	0	10,000,000	0
ASCENSION HEALTH ALCP	01/28/25	01/28/25	01/28/25	MATURITY	40,000,000	40,000,000	0	40,000,000	0
ATLANTIC ASSET SECUCPABS4	01/10/25	01/10/25	01/10/25	MATURITY	10,000,000	10,000,000	0	10,000,000	0
ATLANTIC ASSET SECUCPABS4	01/14/25	01/14/25	01/14/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
BANK OF AMERICA N,ACD	01/24/25	01/24/25	01/24/25	MATURITY	114,000,000	114,000,000	0	114,000,000	0
BANK OF MONTREAL/CHICAGO IL	01/06/25	01/06/25	01/06/25	MATURITY	165,000,000	165,000,000	0	165,000,000	0
BANK OF MONTREAL/CHICAGO IL	01/06/25	01/06/25	01/06/25	MATURITY	135,000,000	135,000,000	0	135,000,000	0
BANK OF MONTREAL CPCP4-2	01/27/25	01/27/25	01/27/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
BANK OF MONTREAL	01/06/25	01/06/25	01/06/25	MATURITY	175,000,000	175,000,000	0	175,000,000	0
BANK OF NOVA SCOTIA/HOUSTON	01/03/25	01/03/25	01/03/25	MATURITY	170,000,000	170,000,000	0	170,000,000	0
BARTON CAPITAL S.A,CPABS4	01/02/25	01/02/25	01/02/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
BARTON CAPITAL S.A,CPABS4	01/03/25	01/03/25	01/03/25	MATURITY	185,000,000	185,000,000	0	185,000,000	0
BARTON CAPITAL S.A,CPABS4	01/06/25	01/06/25	01/06/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BARTON CAPITAL S.A,CPABS4	01/07/25	01/07/25	01/07/25	MATURITY	95,000,000	95,000,000	0	95,000,000	0
BARTON CAPITAL S.A,CPABS4	01/22/25	01/22/25	01/22/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
BARTON CAPITAL S.A,CPABS4	01/28/25	01/28/25	01/28/25	MATURITY	18,700,000	18,700,000	0	18,700,000	0
BEDFORD ROW FUNDINGCPABS4	01/13/25	01/13/25	01/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BEDFORD ROW FUNDING CORP	01/08/25	01/08/25	01/08/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	01/16/25	01/16/25	01/16/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
BENNINGTON STARK CACPABS4	01/03/25	01/03/25	01/03/25	MATURITY	202,000,000	202,000,000	0	202,000,000	0
BENNINGTON STARK CACPABS4	01/10/25	01/10/25	01/10/25	MATURITY	190,000,000	190,000,000	0	190,000,000	0
BENNINGTON STARK CACPABS4	01/17/25	01/17/25	01/17/25	MATURITY	260,000,000	260,000,000	0	260,000,000	0
BENNINGTON STARK CACPABS4	01/24/25	01/24/25	01/24/25	MATURITY	164,000,000	164,000,000	0	164,000,000	0
BENNINGTON STARK CACPABS4	01/31/25	01/31/25	01/31/25	MATURITY	64,000,000	64,000,000	0	64,000,000	0
BNG BANK N,V,CP4-2CP4-2	01/23/25	01/23/25	01/23/25	MATURITY	90,000,000	90,000,000	0	90,000,000	0
BNG BANK N,V,CP4-2CP4-2	01/30/25	01/30/25	01/30/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
CANADIAN IMPERIAL BANK OF COMMERCE/ NEW YORK NY	01/03/25	01/03/25	01/03/25	MATURITY	110,000,000	110,000,000	0	110,000,000	0
CHARIOT FUNDING LLC PABS4	01/06/25	01/06/25	01/06/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
CHESHAM FINANCE LLC PABS4	01/06/25	01/06/25	01/06/25	MATURITY	550,000,000	550,000,000	0	550,000,000	0
CHESHAM FINANCE LLC PABS4	01/13/25	01/13/25	01/13/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLC PABS4	01/21/25	01/21/25	01/21/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLC PABS4	01/28/25	01/28/25	01/28/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLC PABS4	01/07/25	01/07/25	01/07/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0
CHESHAM FINANCE LLC PABS4	01/14/25	01/14/25	01/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
CHESHAM FINANCE LLC PABS4	01/21/25	01/21/25	01/21/25	MATURITY	225,000,000	225,000,000	0	225,000,000	0
CHESHAM FINANCE LLC PABS4	01/28/25	01/28/25	01/28/25	MATURITY	234,000,000	234,000,000	0	234,000,000	0
CITIBANK NA	01/10/25	01/10/25	01/10/25	MATURITY	220,000,000	220,000,000	0	220,000,000	0
CREDIT AGRICOLE CORCDYAN	01/23/25	01/23/25	01/23/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
CREDIT AGRICOLE CORCDYAN	01/02/25	01/02/25	01/02/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0
CREDIT AGRICOLE CORCDYAN	01/03/25	01/03/25	01/03/25	MATURITY	350,000,000	350,000,000	0	350,000,000	0
CREDIT AGRICOLE CORCDYAN	01/08/25	01/08/25	01/08/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
CREDIT AGRICOLE CORCDYAN	01/10/25	01/10/25	01/10/25	MATURITY	350,000,000	350,000,000	0	350,000,000	0
CREDIT INDUSTRIEL ECP4-2	01/07/25	01/07/25	01/07/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
SUMITOMO MITSUI TRUECD	01/06/25	01/06/25	01/06/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
SUMITOMO MITSUI TRUECD	01/31/25	01/31/25	01/31/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
FALCON ASSET FUNDINCPABS4	01/08/25	01/08/25	01/08/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
FALCON ASSET FUNDINCPABS4	01/17/25	01/17/25	01/17/25	MATURITY	45,000,000	45,000,000	0	45,000,000	0
FALCON ASSET FUNDINCPABS4	01/28/25	01/28/25	01/28/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
FALCON ASSET FUNDINCPABS4	01/30/25	01/30/25	01/30/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
GLENCOVE FUNDING LLC PABS4	01/13/25	01/13/25	01/13/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
GLENCOVE FUNDING LLC PABS4	01/28/25	01/28/25	01/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
GOHAM FUNDING CORCPABS4	01/27/25	01/27/25	01/27/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
GREAT BEAR FUNDING CPABS4	01/06/25	01/06/25	01/06/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
GREAT BEAR FUNDING CPABS4	01/07/25	01/07/25	01/07/25	MATURITY	125,000,000	125,000,000	0	125,000,000	0
JUPITER SECURITIZATCPABS4	01/10/25	01/10/25	01/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
LMA-AMERICAS LLC CPCPABS4	01/15/25	01/15/25	01/15/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
LMA-AMERICAS LLC CPCPABS4	01/16/25	01/16/25	01/16/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LMA-AMERICAS LLC CPCPABS4	01/17/25	01/17/25	01/17/25	MATURITY	25,900,000	25,900,000	0	25,900,000	0
LMA-AMERICAS LLC CPCPABS4	01/28/25	01/28/25	01/28/25	MATURITY	58,400,000	58,400,000	0	58,400,000	0
LMA-AMERICAS LLC CPCPABS4	01/30/25	01/30/25	01/30/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LONGSHIP FUNDING LLCPCABS4	01/03/25	01/03/25	01/03/25	MATURITY	49,000,000	49,000,000	0	49,000,000	0
LONGSHIP FUNDING LLCPCABS4	01/28/25	01/28/25	01/28/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
LONGSHIP FUNDING LLCPCABS4	01/31/25	01/31/25	01/31/25	MATURITY	130,000,000	130,000,000	0	130,000,000	0
MUFG BANK LTD, CDYACDYAN	01/29/25	01/29/25	01/29/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MUFG BANK LTD, CDYACDYAN	01/07/25	01/07/25	01/07/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
MUFG BANK LTD, CDYACDYAN	01/14/25	01/14/25	01/14/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
MUFG BANK LTD, CDYACDYAN	01/21/25	01/21/25	01/21/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
MUFG BANK LTD, CDYACDYAN	01/28/25	01/28/25	01/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	01/02/25	01/02/25	01/02/25	MATURITY	562,000,000	562,000,000	0	562,000,000	0
MATCHPOINT FINANCE CPABS4	01/08/25	01/08/25	01/08/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
MATCHPOINT FINANCE CPABS4	01/09/25	01/09/25	01/09/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
MATCHPOINT FINANCE CPABS4	01/10/25	01/10/25	01/10/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
MATCHPOINT FINANCE CPABS4	01/13/25	01/13/25	01/13/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0
MATCHPOINT FINANCE CPABS4	01/14/25	01/14/25	01/14/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
MATCHPOINT FINANCE CPABS4	01/17/25	01/17/25	01/17/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	01/21/25	01/21/25	01/21/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	01/23/25	01/23/25	01/23/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	01/28/25	01/28/25	01/28/25	MATURITY	98,000,000	98,000,000	0	98,000,000	0
NATIONAL BANK OF CACP4-2	01/22/25	01/22/25	01/22/25	MATURITY	30,000,000	30,000,000	0	30,000,000	0
NATIONAL BANK OF CACP4-2	01/27/25	01/27/25	01/27/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
NATIONAL BANK OF CACP4-2	01/31/25	01/31/25	01/31/25	MATURITY	115,000,000	115,000,000	0	115,000,000	0
NATIONAL BANK OF CANADA	01/16/25	01/16/25	01/16/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
NATIONAL BANK OF CANADA	01/17/25	01/17/25	01/17/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
NATIONWIDE BUILDING SOCIETY	01/03/25	01/03/25	01/03/25	MATURITY	26,800,000	26,800,000	0	26,800,000	0
NATIONWIDE BUILDINGCP4-2	01/10/25	01/10/25	01/10/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
NATIONWIDE BUILDINGCP4-2	01/17/25	01/17/25	01/17/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
SOCIETE GENERALE, PCP4-2	01/31/25	01/31/25	01/31/25	MATURITY	175,000,000	175,000,000	0	175,000,000	0
STARBIRD FUNDING COCPABS4	01/02/25	01/02/25	01/02/25	MATURITY	137,130,000	137,130,000	0	137,130,000	0
STARBIRD FUNDING COCPABS4	01/07/25	01/07/25	01/07/25	MATURITY	90,000,000	90,000,000	0	90,000,000	0
STARBIRD FUNDING COCPABS4	01/08/25	01/08/25	01/08/25	MATURITY	70,000,000	70,000,000	0	70,000,000	0
STARBIRD FUNDING COCPABS4	01/09/25	01/09/25	01/09/25	MATURITY	33,000,000	33,000,000	0	33,000,000	0
STARBIRD FUNDING COCPABS4	01/16/25	01/16/25	01/16/25	MATURITY	20,000,000	20,000,000	0	20,000,000	0
STARBIRD FUNDING COCPABS4	01/17/25	01/17/25	01/17/25	MATURITY	10,000,000	10,000,000	0	10,000,000	0
STARBIRD FUNDING COCPABS4	01/21/25	01/21/25	01/21/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
STARBIRD FUNDING COCPABS4	01/28/25	01/28/25	01/28/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
TORONTO-DOMINION BANK/NY	01/16/25	01/16/25	01/16/25	MATURITY	235,000,000	235,000,000	0	235,000,000	0
TOYOTA CREDIT DE PUCP	01/13/25	01/13/25	01/13/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	01/31/25	01/31/25	01/31/25	MATURITY	230,000,000	230,000,000	0	230,000,000	0
TRUIST BANK CDCD	01/31/25	01/31/25	01/31/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
TRUIST BANK CDCD	01/13/25	01/13/25	01/13/25	MATURITY	425,000,000	425,000,000	0	425,000,000	0
TRUIST BANK CDCD	01/17/25	01/17/25	01/17/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
TRUIST BANK CDCD	01/24/25	01/24/25	01/24/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/16/25	01/16/25	01/16/25	MATURITY	164,000,000	164,000,000	0	164,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/21/25	01/21/25	01/21/25	MATURITY	235,000,000	235,000,000	0	235,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/22/25	01/22/25	01/22/25	MATURITY	88,000,000	88,000,000	0	88,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/30/25	01/30/25	01/30/25	MATURITY	364,000,000	364,000,000	0	364,000,000	0
UNITEDHEALTH GROUP,CP4-2	01/31/25	01/31/25	01/31/25	MATURITY	105,000,000	105,000,000	0	105,000,000	0
MIZUHO TRIPARTY	01/02/25	01/02/25	01/02/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/02/25	01/02/25	01/02/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/02/25	01/02/25	01/02/25	MATURITY	1,577,000,000	1,577,000,000	0	1,577,000,000	0
MIZUHO TRIPARTY	01/03/25	01/03/25	01/03/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/03/25	01/03/25	01/03/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/03/25	01/03/25	01/03/25	MATURITY	1,961,000,000	1,961,000,000	0	1,961,000,000	0
MIZUHO TRIPARTY	01/06/25	01/06/25	01/06/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/06/25	01/06/25	01/06/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BANK OF AMERICA TRIPARTY	01/06/25	01/06/25	01/06/25	MATURITY	1,776,000,000	1,776,000,000	0	1,776,000,000	0
MIZUHO TRIPARTY	01/07/25	01/07/25	01/07/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/07/25	01/07/25	01/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/07/25	01/07/25	01/07/25	MATURITY	909,000,000	909,000,000	0	909,000,000	0
MIZUHO TRIPARTY	01/08/25	01/08/25	01/08/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/08/25	01/08/25	01/08/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/08/25	01/08/25	01/08/25	MATURITY	855,000,000	855,000,000	0	855,000,000	0
MIZUHO TRIPARTY	01/09/25	01/09/25	01/09/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
HSBC TRIPARTY	01/09/25	01/09/25	01/09/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/09/25	01/09/25	01/09/25	MATURITY	296,000,000	296,000,000	0	296,000,000	0
MIZUHO TRIPARTY	01/10/25	01/10/25	01/10/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/10/25	01/10/25	01/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/10/25	01/10/25	01/10/25	MATURITY	1,942,000,000	1,942,000,000	0	1,942,000,000	0
MIZUHO TRIPARTY	01/13/25	01/13/25	01/13/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/13/25	01/13/25	01/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/13/25	01/13/25	01/13/25	MATURITY	403,000,000	403,000,000	0	403,000,000	0
MIZUHO TRIPARTY	01/14/25	01/14/25	01/14/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/14/25	01/14/25	01/14/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/14/25	01/14/25	01/14/25	MATURITY	587,000,000	587,000,000	0	587,000,000	0
MIZUHO TRIPARTY	01/15/25	01/15/25	01/15/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/15/25	01/15/25	01/15/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/15/25	01/15/25	01/15/25	MATURITY	240,000,000	240,000,000	0	240,000,000	0
MIZUHO TRIPARTY	01/16/25	01/16/25	01/16/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/16/25	01/16/25	01/16/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/16/25	01/16/25	01/16/25	MATURITY	365,000,000	365,000,000	0	365,000,000	0
MIZUHO TRIPARTY	01/17/25	01/17/25	01/17/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/17/25	01/17/25	01/17/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/17/25	01/17/25	01/17/25	MATURITY	332,000,000	332,000,000	0	332,000,000	0
MIZUHO TRIPARTY	01/21/25	01/21/25	01/21/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/21/25	01/21/25	01/21/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/21/25	01/21/25	01/21/25	MATURITY	431,000,000	431,000,000	0	431,000,000	0
MIZUHO TRIPARTY	01/22/25	01/22/25	01/22/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/22/25	01/22/25	01/22/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/22/25	01/22/25	01/22/25	MATURITY	407,000,000	407,000,000	0	407,000,000	0
MIZUHO TRIPARTY	01/23/25	01/23/25	01/23/25	MATURITY	450,000,000	450,000,000	0	450,000,000	0
HSBC TRIPARTY	01/23/25	01/23/25	01/23/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/23/25	01/23/25	01/23/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO TRIPARTY	01/24/25	01/24/25	01/24/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/24/25	01/24/25	01/24/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/24/25	01/24/25	01/24/25	MATURITY	2,107,000,000	2,107,000,000	0	2,107,000,000	0
MIZUHO TRIPARTY	01/27/25	01/27/25	01/27/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/27/25	01/27/25	01/27/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/27/25	01/27/25	01/27/25	MATURITY	1,589,000,000	1,589,000,000	0	1,589,000,000	0
MIZUHO TRIPARTY	01/28/25	01/28/25	01/28/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/28/25	01/28/25	01/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/28/25	01/28/25	01/28/25	MATURITY	1,887,000,000	1,887,000,000	0	1,887,000,000	0
MIZUHO TRIPARTY	01/29/25	01/29/25	01/29/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/29/25	01/29/25	01/29/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/29/25	01/29/25	01/29/25	MATURITY	1,773,000,000	1,773,000,000	0	1,773,000,000	0
MIZUHO TRIPARTY	01/30/25	01/30/25	01/30/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/30/25	01/30/25	01/30/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/30/25	01/30/25	01/30/25	MATURITY	1,729,000,000	1,729,000,000	0	1,729,000,000	0
MIZUHO TRIPARTY	01/31/25	01/31/25	01/31/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	01/31/25	01/31/25	01/31/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	01/31/25	01/31/25	01/31/25	MATURITY	1,443,000,000	1,443,000,000	0	1,443,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/02/25	01/02/25	01/02/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	01/02/25	01/02/25	01/02/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
RABOBANK NEW YORK	01/02/25	01/02/25	01/02/25	MATURITY	670,000,000	670,000,000	0	670,000,000	0
RABOBANK NEW YORK	01/06/25	01/06/25	01/06/25	MATURITY	960,000,000	960,000,000	0	960,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO BANK, LTD., CANADA BRANCH	01/02/25	01/02/25	01/02/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/02/25	01/02/25	01/02/25	MATURITY	1,050,000,000	1,050,000,000	0	1,050,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/29/25	01/29/25	01/29/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
ABN AMRO BANK N.V.	01/27/25	01/27/25	01/27/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	01/29/25	01/29/25	01/29/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/23/25	01/23/25	01/23/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/23/25	01/23/25	01/23/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/23/25	01/23/25	01/23/25	MATURITY	1,550,000,000	1,550,000,000	0	1,550,000,000	0
DNB BANK ASA NEW YORK	01/23/25	01/23/25	01/23/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/24/25	01/24/25	01/24/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/24/25	01/24/25	01/24/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEW YORK	01/24/25	01/24/25	01/24/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/27/25	01/27/25	01/27/25	MATURITY	1,550,000,000	1,550,000,000	0	1,550,000,000	0
DNB BANK ASA NEW YORK	01/27/25	01/27/25	01/27/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/27/25	01/27/25	01/27/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
NORDEA BANK ABP	01/28/25	01/28/25	01/28/25	MATURITY	950,000,000	950,000,000	0	950,000,000	0
DNB BANK ASA NEW YORK	01/28/25	01/28/25	01/28/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/28/25	01/28/25	01/28/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/29/25	01/29/25	01/29/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/29/25	01/29/25	01/29/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	01/29/25	01/29/25	01/29/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/29/25	01/29/25	01/29/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
DNB BANK ASA NEW YORK	01/30/25	01/30/25	01/30/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	01/30/25	01/30/25	01/30/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/30/25	01/30/25	01/30/25	MATURITY	1,550,000,000	1,550,000,000	0	1,550,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/30/25	01/30/25	01/30/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
DNB BANK ASA NEW YORK	01/31/25	01/31/25	01/31/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/31/25	01/31/25	01/31/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
NORDEA BANK ABP	01/31/25	01/31/25	01/31/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/31/25	01/31/25	01/31/25	MATURITY	1,550,000,000	1,550,000,000	0	1,550,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/08/25	01/08/25	01/08/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	01/08/25	01/08/25	01/08/25	MATURITY	670,000,000	670,000,000	0	670,000,000	0
ABN AMRO BANK N.V.	01/08/25	01/08/25	01/08/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/03/25	01/03/25	01/03/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/03/25	01/03/25	01/03/25	MATURITY	1,050,000,000	1,050,000,000	0	1,050,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/06/25	01/06/25	01/06/25	MATURITY	1,495,000,000	1,495,000,000	0	1,495,000,000	0
NORDEA BANK ABP	01/06/25	01/06/25	01/06/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
RABOBANK NEW YORK	01/13/25	01/13/25	01/13/25	MATURITY	950,000,000	950,000,000	0	950,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/07/25	01/07/25	01/07/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/07/25	01/07/25	01/07/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	01/07/25	01/07/25	01/07/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/08/25	01/08/25	01/08/25	MATURITY	1,495,000,000	1,495,000,000	0	1,495,000,000	0
DNB BANK ASA NEW YORK	01/08/25	01/08/25	01/08/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	01/08/25	01/08/25	01/08/25	MATURITY	1,100,000,000	1,100,000,000	0	1,100,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/08/25	01/08/25	01/08/25	MATURITY	600,000,000	600,000,000	0	600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/15/25	01/15/25	01/15/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	01/15/25	01/15/25	01/15/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
ABN AMRO BANK N.V.	01/15/25	01/15/25	01/15/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/09/25	01/09/25	01/09/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
DNB BANK ASA NEW YORK	01/09/25	01/09/25	01/09/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	01/09/25	01/09/25	01/09/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/09/25	01/09/25	01/09/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEW YORK	01/10/25	01/10/25	01/10/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	01/10/25	01/10/25	01/10/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/10/25	01/10/25	01/10/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0

TRADING ACTIVITY FOR JANUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/13/25	01/13/25	01/13/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
DNB BANK ASA NEW YORK	01/13/25	01/13/25	01/13/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/13/25	01/13/25	01/13/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/13/25	01/13/25	01/13/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
RABOBANK NEW YORK	01/21/25	01/21/25	01/21/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
DNB BANK ASA NEW YORK	01/14/25	01/14/25	01/14/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/14/25	01/14/25	01/14/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/14/25	01/14/25	01/14/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/14/25	01/14/25	01/14/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEW YORK	01/15/25	01/15/25	01/15/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/15/25	01/15/25	01/15/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/15/25	01/15/25	01/15/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/15/25	01/15/25	01/15/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	01/22/25	01/22/25	01/22/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	01/22/25	01/22/25	01/22/25	MATURITY	690,000,000	690,000,000	0	690,000,000	0
ABN AMRO BANK N.V.	01/22/25	01/22/25	01/22/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
DNB BANK ASA NEW YORK	01/16/25	01/16/25	01/16/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/16/25	01/16/25	01/16/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/16/25	01/16/25	01/16/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/16/25	01/16/25	01/16/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
DNB BANK ASA NEW YORK	01/17/25	01/17/25	01/17/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/17/25	01/17/25	01/17/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/17/25	01/17/25	01/17/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/17/25	01/17/25	01/17/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/21/25	01/21/25	01/21/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
DNB BANK ASA NEW YORK	01/21/25	01/21/25	01/21/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/21/25	01/21/25	01/21/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/21/25	01/21/25	01/21/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
RABOBANK NEW YORK	01/28/25	01/28/25	01/28/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	01/22/25	01/22/25	01/22/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	01/22/25	01/22/25	01/22/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	01/22/25	01/22/25	01/22/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	01/22/25	01/22/25	01/22/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
					167,871,726,000	167,871,726,000	0	167,871,726,000	0
EFF 2024-3 AI	07/21/25	01/21/25	01/21/25	PAYDOWN	1,651,494	1,651,494	0	1,651,494	0
WLAKE 2024-2A AI	06/16/25	01/15/25	01/15/25	PAYDOWN	8,358,226	8,358,226	0	8,358,226	0
WLAKE 2024-3A AI	10/15/25	01/15/25	01/15/25	PAYDOWN	6,487,602	6,487,602	0	6,487,602	0
					16,497,323	16,497,323	0	16,497,323	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/03/25	01/03/25	SELL	7,626,791	7,626,791	0	7,626,791	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/07/25	01/07/25	SELL	6,447,797	6,447,797	0	6,447,797	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/09/25	01/09/25	SELL	2,484,505	2,484,505	0	2,484,505	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/10/25	01/10/25	SELL	31,124	31,124	0	31,124	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/14/25	01/14/25	SELL	1,972,060	1,972,060	0	1,972,060	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/16/25	01/16/25	SELL	6,666,792	6,666,792	0	6,666,792	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/23/25	01/23/25	SELL	3,171,905	3,171,905	0	3,171,905	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/24/25	01/24/25	SELL	3,116,386	3,116,386	0	3,116,386	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/28/25	01/28/25	SELL	1,407,390	1,407,390	0	1,407,390	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	01/30/25	01/30/25	SELL	2,262,162	2,262,162	0	2,262,162	0
					35,186,911	35,186,911	0	35,186,911	0



1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308
(850) 488-4406

<https://prime.sbafla.com>

Our Mission

Our mission is to provide superior investment management and trust services by proactively and comprehensively managing risk and adhering to the highest ethical, fiduciary, and professional standards.

Federated Hermes

The logo graphic for Federated Hermes, consisting of four horizontal blue bars of decreasing length, stacked vertically, with a small blue dot at the bottom right.



MONTHLY SUMMARY REPORT

State Board of Administration of Florida

February 28, 2025

CONTENTS

3	INTRODUCTION
3	DISCLOSURE OF MATERIAL IMPACTS
3	FACTS-AT-A-GLANCE
4	PORFOLIO MANAGER COMMENTARY
5	PORTFOLIO COMPOSITION
6	FUND PERFORMANCE
7	PRIME ACCOUNT SUMMARY
8	INVENTORY OF HOLDINGS
14	PARTICIPANT CONCENTRATION
15	COMPLIANCE
16	TRADE ACTIVITY

Past performance is no guarantee of future results.

Views are as of the issue date and are subject to change based on market conditions and other factors. These views should not be construed as a recommendation for any specific security.

An investment in Florida PRIME is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in this fund.

INTRODUCTION

This report is prepared for stakeholders in Florida PRIME in accordance with Section 218.409(6)(a), Florida Statutes. The statute requires:

- (1) Reporting of any material impacts on the funds and any actions or escalations taken by staff to address such impacts;
- (2) Presentation of a management summary that provides an analysis of the status of the current investment portfolio and the individual transactions executed over the last month; and
- (3) Preparation of the management summary “in a manner that will allow anyone to ascertain whether the investment activities during the reporting period have conformed to investment policies.”

This report, which covers the period from February 1, 2025, through February 28, 2025, has been prepared by the SBA with input from Federated Hermes (“Federated”), investment advisor for Florida PRIME in a format intended to comply with the statute.

DISCLOSURE OF MATERIAL IMPACTS

During the reporting period, Florida PRIME was in material compliance with investment policy. There were no developments that had a material impact on the liquidity or operation of Florida PRIME. Details are available in the PRIME policy compliance table. This report also includes details on market conditions; fees; fund holdings, transactions and performance; and client composition.

PRIME™ STATISTICS

(As of February 28, 2025)

Total Participants
829

Florida PRIME™
Total Participant Balance
\$33,396,250,236

Total Number of Accounts
1,528

FACTS-AT-A-GLANCE PRIME is an exclusive service for Florida governmental organizations, providing a cost-effective investment vehicle for their surplus funds. Florida PRIME, the Local Government Surplus Funds Trust Fund, is utilized by hundreds of governmental investors including state agencies, state universities and colleges, counties, cities, special districts, school boards, and other direct support organizations of the State of Florida.

Florida PRIME is a government investment pool that offers management by an industry leader in professional money management, conservative investment policies, an extensive governance framework, a Standard & Poor’s “AAAm” rating, full transparency, and best-in-class financial reporting.

PORTFOLIO MANAGER COMMENTARY

There are many moving parts in politics, financial markets and the economy, but it seems yields of most liquidity products will stay around present levels as the Federal Reserve likely won't cut rates in March. The January Personal Consumption Expenditures Index (PCE) report, released in February, showed modest annualized improvement, but the monthly readings of headline and core growth were essentially unchanged. (Core PCE strips out volatile elements such as food and energy prices and is the Fed's preferred inflation measure.) This likely means inflation remains too hot for the Fed, though we do anticipate two quarter-point cuts this year.

The updated Summary of Economic Projections released at the Federal Open Market Committee (FOMC) meeting on March 19 should make that clearer. But we are just as interested in what it might reveal about the terminal rate. Once thought to be around 3%, we now think it could end up near 4% as the Fed may want to extend restrictive monetary policy to keep the lid on inflation. That would be great news for cash managers and investors.

It is possible that the FOMC will pause the ongoing reduction of its balance sheet known as quantitative tightening. Not because policymakers are concerned about the level of bank reserves or liquidity in the Treasury market, but because the US Treasury Department has reached its debt limit. According to the minutes of the FOMC's January meeting, policymakers discussed this at length, which often is a hint to the markets. Once the nonsense of

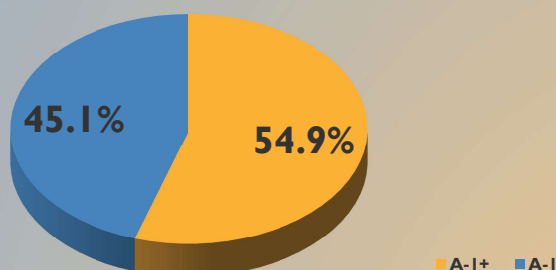
the debt-ceiling situation is resolved, the Fed may continue to taper, but probably not for much longer. Chair Jerome Powell and company aren't attempting to empty the shelves, but rather right-size its holdings in relation to the markets. We think that number will still be enormous, probably around \$6 trillion. But with the uncertainty in fiscal policy, trade and geopolitics, the Fed is surely not interested in pushing its luck by excessively decreasing its holdings.

The seasonal period of participant outflows has begun, causing the Pool's assets under management to decrease \$800 million from their all-time high of \$34.2 billion in January to end the month at \$33.4 billion. The gross yield of the portfolio declined by 4 basis points, ending at 4.57%. Its Weighted Average Maturity (WAM) moved in by 3 days to reach 49 days, but its Weighted Average Life (WAL) was extended by 5 days to reach 72 days.

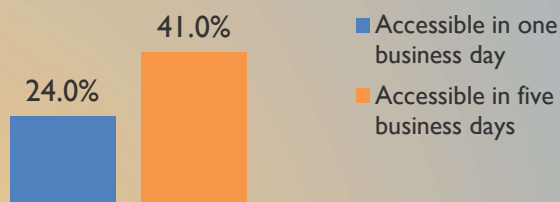
The Pool's manager found particular value in variable-rate securities, increasing their percentage of total holdings in the portfolio. At the end of the month, yields on 1-, 3-, 6- and 12-month U.S. Treasuries were 4.30%, 4.30%, 4.29% and 4.09%, respectively.

PORTFOLIO COMPOSITION FOR FEBRUARY 28 2025

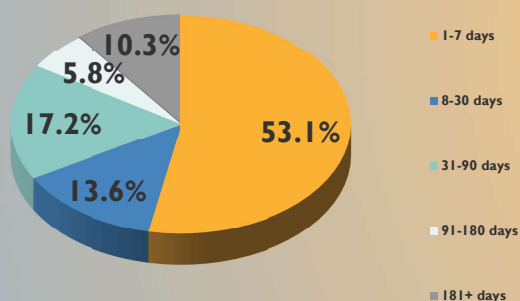
CREDIT QUALITY COMPOSITION



HIGHLY LIQUID HOLDINGS-11/26



EFFECTIVE MATURITY SCHEDULE



TOP HOLDINGS & AVG. MATURITY

1. Cooperatieve Rabobank UA	5.0%
2. Australia & New Zealand Banking Group Ltd.	4.9%
3. ABN Amro Bank NV	4.9%
4. Mizuho Financial Group, Inc.	4.9%
5. DNB Bank ASA	4.9%
6. Mitsubishi UFJ Financial Group, Inc.	4.6%
7. National Bank of Canada	4.3%
8. Canadian Imperial Bank of Commerce	4.1%
9. Toronto Dominion Bank	4.0%
10. Credit Agricole Group	3.8%

SEC Weighted Average Maturity (WAM)

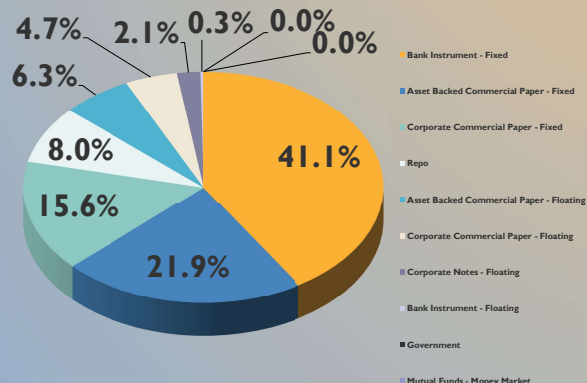
49 Days

Weighted Average Life (Spread WAL)

72 Days

Percentages based on total value of investments

PORTFOLIO COMPOSITION



FUND PERFORMANCE THROUGH FEBRUARY 2025

Florida PRIME Performance Data			
	Annualized Net Participant Yield ¹	Net-of-Fee Benchmark ²	Above (Below) Benchmark
One Month	4.63%	4.76%	-0.13%
Three Months	4.70%	4.52%	0.18%
One Year	5.28%	5.01%	0.28%
Three Years	4.45%	4.10%	0.35%
Five Years	2.77%	2.52%	0.25%
Ten Years	2.08%	1.83%	0.26%
Since 1/96	2.61%	2.38%	0.22%

Note: Net asset value at month end: \$33,400.8 million, which includes investments at market value, plus all cash, accrued interest receivable and payables.,

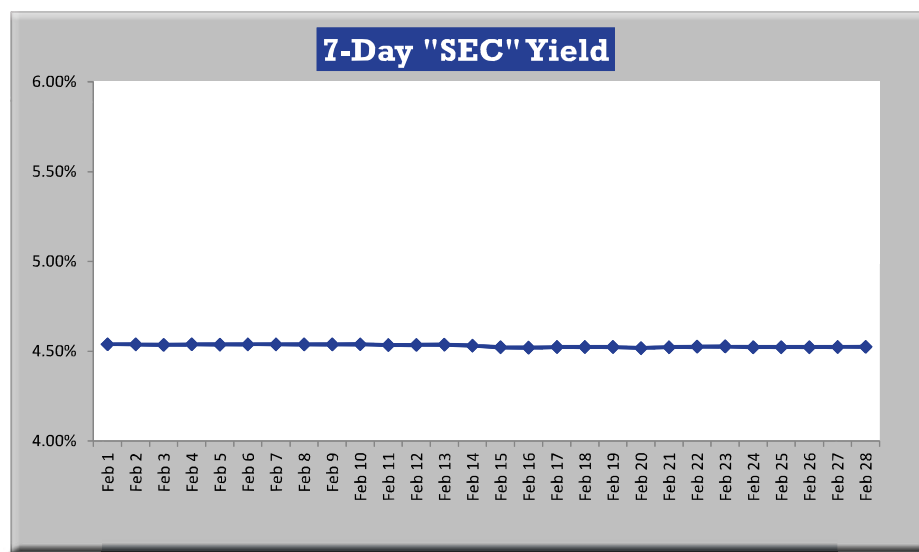
¹Net of fees. Participant yield is calculated on a 365-day basis and includes adjustments for expenses and other accounting items to reflect realized earnings by participants.

²The net-of-fee benchmark is the S&P AAA/AA Rated GIP All 30-Day Net Index for all time periods.

ABOUT ANNUALIZED YIELDS:

Performance data in the table and chart is annualized, meaning that the amounts are based on yields for the periods indicated, converted to their equivalent if obtained for a 12-month period.

For example, ignoring the effects of compounding, an investment that earns 0.10% over a 1-month period yields 1.20% on an annualized basis. Likewise, an investment that earns a total of 3.60% over three years yields 1.20% on an annualized basis, ignoring compounding.



The 7-Day "SEC" Yield in the chart is calculated in accordance with the yield methodology set forth by SEC Rule 2a-7 for money market funds. The 7-day yield = net income earned over a 7-day period / average units outstanding over the period / 7 times 365. Note that unlike other performance measures, the SEC yield does not include realized gains and losses from sales of securities.

PRIME ACCOUNT SUMMARY FOR FEBRUARY 2025

Summary of Cash Flows		
Opening Balance (02/01/25)	\$	34,211,322,836
Participant Deposits		2,189,597,273
Gross Earnings		117,706,423
Participant Withdrawals		(3,121,520,700)
Fees		(855,596)
Closing Balance (02/28/25)	\$	33,396,250,236
Net Change over Month	\$	(815,072,600)

Detailed Fee Disclosure			
February		Amount	Basis Point Equivalent*
SBA Client Service, Account Mgt. & Fiduciary Oversight Fee	\$	257,665.77	0.91
Federated Investment Management Fee		548,514.62	1.95
BNY Mellon Custodial Fee**		24,918.86	0.09
Bank of America Transfer Agent Fee		11,989.05	0.04
S&P Rating Maintenance Fee		7,835.63	0.03
Audit/External Review Fees		4,671.81	0.02
Total Fees	\$	855,595.74	3.04

*The basis point equivalent is an annualized rate based on the dollar amount of fees charged for the month times 12, divided by an average of the fund's beginning and ending total value (amortized cost) for the month which was \$33,803,786,537.

**All custodian banking fees are allocated based on both market value (size) and level of service accurately passing through all charges to pool participants. Charges may fluctuate month-to-month.

The data included in this report is unaudited.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
1320 W Jefferson LLC, Sep 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	9/1/2060	3/6/2025	5,500,000	4.46	\$5,500,000	\$5,500,000	\$0
ABN Amro Bank NV, Amsterdam TD	TIME DEPOSIT	4.33	3/3/2025		1,650,000,000	4.39	\$1,650,000,000	\$1,650,000,000	\$0
AJC Capital, LLC, Jan 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	1/1/2042	3/6/2025	5,530,000	4.40	\$5,530,000	\$5,530,000	\$0
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		25,000,000	4.48	\$24,941,944	\$24,941,835	-\$110
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/27/2025		60,000,000	4.52	\$59,800,650	\$59,801,460	\$810
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/20/2025		20,000,000	4.51	\$19,802,000	\$19,802,360	\$360
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/28/2025		65,000,000	4.50	\$64,294,551	\$64,295,944	\$1,393
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/4/2025		120,000,000	4.40	\$119,942,133	\$119,941,981	-\$152
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		100,000,000	4.45	\$99,915,028	\$99,915,222	\$194
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/10/2025		100,000,000	4.67	\$99,873,889	\$99,878,889	\$5,000
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		100,000,000	4.50	\$99,828,889	\$99,830,444	\$1,555
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		140,000,000	4.45	\$139,337,217	\$139,338,279	\$1,062
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/3/2025		100,000,000	4.50	\$98,844,167	\$98,842,144	-\$2,023
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/9/2025		80,000,000	4.50	\$79,016,933	\$79,015,841	-\$1,093
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		7/3/2025		50,000,000	4.58	\$49,232,639	\$49,242,332	\$9,693
Anglesea Funding LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.58	7/8/2025	3/3/2025	141,000,000	4.64	\$141,000,000	\$141,009,440	\$9,440
Archer I LLC, Jun 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	6/1/2060	3/6/2025	18,000,000	4.46	\$18,000,000	\$18,000,000	\$0
Ascension Health Alliance Senior Credit Group CP	COMMERCIAL PAPER		4/22/2025		28,733,000	4.47	\$28,547,720	\$28,554,456	\$6,736
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/11/2025		100,000,000	4.67	\$99,861,278	\$99,866,778	\$5,500
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/11/2025		100,000,000	4.67	\$99,861,278	\$99,866,778	\$5,500
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		100,000,000	4.67	\$99,825,364	\$99,830,444	\$5,080
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		100,000,000	4.67	\$99,787,844	\$99,794,111	\$6,267
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		50,000,000	4.66	\$49,880,458	\$49,884,945	\$4,486
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		50,000,000	4.66	\$49,880,458	\$49,884,945	\$4,486
Australia & New Zealand Banking Group, Melbourne TD	TIME DEPOSIT	4.33	3/5/2025		1,650,000,000	4.39	\$1,650,000,000	\$1,650,000,000	\$0
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/3/2025		100,000,000	4.74	\$99,961,667	\$99,964,048	\$2,381
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/13/2025		250,000,000	4.75	\$249,583,819	\$249,609,323	\$25,503
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		3/20/2025		300,000,000	4.64	\$299,248,333	\$299,277,222	\$28,889
BVVF Forge TL Properties Owner LLC, May 01, 2059	VARIABLE RATE DEMAND NOTE	4.40	5/1/2059	3/6/2025	28,500,000	4.40	\$28,500,000	\$28,500,000	\$0
Bank of America N.A. BNOTE	BANK NOTE	4.35	3/7/2025		125,000,000	4.41	\$125,000,000	\$125,000,000	\$0
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.48	5/9/2025		42,000,000	5.50	\$42,000,000	\$42,070,660	\$70,660
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.53	5/28/2025		95,000,000	5.55	\$95,000,000	\$95,212,158	\$212,158
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.50	1/2/2026		263,000,000	4.51	\$263,000,000	\$263,251,623	\$251,623
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.52	1/7/2026		265,000,000	4.53	\$265,000,000	\$265,311,301	\$311,301
Bank of America N.A. Triparty Repo Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.37	3/3/2025		2,085,000,000	4.43	\$2,085,000,000	\$2,085,000,000	\$0
Bank of America N.A., Jul 31, 2025	VARIABLE RATE CERTIFICATE OF DEPOSIT	4.68	7/31/2025	3/3/2025	100,000,000	4.75	\$100,000,000	\$100,074,331	\$74,331
Bank of Montreal CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	6/10/2025		100,000,000	5.52	\$100,000,000	\$100,257,959	\$257,959
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/2/2025		105,000,000	5.56	\$104,035,313	\$104,200,871	\$165,559
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/8/2025		25,000,000	5.52	\$24,750,354	\$24,791,706	\$41,352
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		6/24/2025		150,000,000	5.45	\$147,510,833	\$147,904,815	\$393,982
Bank of Montreal, Mar 07, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/7/2025	3/3/2025	100,000,000	4.72	\$100,000,000	\$100,003,848	\$3,848
Bank of Montreal, Mar 12, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/12/2025	3/3/2025	200,000,000	4.72	\$200,000,000	\$200,013,922	\$13,922
Bank of New York Mellon Corp. CP4-2	COMMERCIAL PAPER - 4-2		3/4/2025		115,500,000	4.40	\$115,444,303	\$115,444,083	-\$220
Bank of Nova Scotia, Feb 04, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.67	2/4/2026	3/3/2025	250,000,000	4.73	\$250,000,000	\$250,000,000	\$0

See notes at end of table.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Bank of Nova Scotia, Toronto CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		100,000,000	4.57	\$96,640,833	\$96,771,287	\$130,454
Barton Capital S.A. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		35,000,000	4.47	\$34,970,192	\$34,970,328	\$136
Bedford Row Funding Corp., Aug 26, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS-4(2)	4.56	8/26/2025	3/3/2025	200,000,000	4.62	\$200,000,000	\$200,000,000	\$0
Bedford Row Funding Corp., Oct 09, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS-4(2)	4.63	10/9/2025	3/3/2025	100,000,000	4.69	\$100,000,000	\$100,000,000	\$0
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		200,000,000	4.41	\$199,830,833	\$199,831,222	\$389
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/21/2025		25,340,000	4.45	\$25,275,404	\$25,275,256	-\$148
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	4.58	\$99,596,667	\$99,597,492	\$825
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/4/2025		15,000,000	4.66	\$14,934,667	\$14,935,955	\$1,288
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.17	10/1/2025		256,000,000	4.20	\$256,000,000	\$255,570,706	-\$429,294
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.46	10/8/2025		150,000,000	4.48	\$150,000,000	\$150,001,614	\$1,614
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.57	12/4/2025		200,000,000	4.59	\$200,000,000	\$200,234,238	\$234,238
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.52	3/4/2026		200,000,000	4.52	\$200,000,000	\$200,350,718	\$350,718
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	4/10/2025		150,000,000	5.55	\$150,000,000	\$150,158,543	\$158,543
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.55	4/17/2025		15,000,000	5.57	\$15,000,000	\$15,019,021	\$19,021
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	5/23/2025		100,000,000	5.52	\$100,000,000	\$100,213,172	\$213,172
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		5/22/2025		200,000,000	5.52	\$197,597,842	\$198,001,360	\$403,518
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		11/12/2025		100,000,000	4.65	\$96,843,183	\$96,979,869	\$136,686
Chariot Funding LLC, Jun 04, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	6/4/2025	3/3/2025	135,000,000	4.69	\$135,000,000	\$135,027,043	\$27,043
Chariot Funding LLC, Jun 09, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/9/2025		75,000,000	4.73	\$74,042,604	\$73,274,792	-\$767,813
Chariot Funding LLC, Jun 16, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/16/2025		146,000,000	4.73	\$144,007,100	\$142,641,591	-\$1,365,509
Chariot Funding LLC, Jun 17, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	6/17/2025	3/3/2025	83,000,000	4.69	\$83,000,000	\$83,016,407	\$16,407
Chesham Finance LLC Series III CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/4/2025		150,000,000	4.40	\$149,927,667	\$149,927,477	-\$190
Chesham Finance LLC Series IV CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/4/2025		223,000,000	4.40	\$222,892,464	\$222,892,182	-\$283
Citigroup Global Markets, Inc. CP4-2	COMMERCIAL PAPER - 4-2		8/18/2025		75,000,000	4.68	\$73,407,563	\$73,456,369	\$48,806
City Furniture, Inc., Aug 01, 2044	VARIABLE RATE DEMAND NOTE	4.35	8/1/2044	3/6/2025	75,500,000	4.35	\$75,500,000	\$75,500,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Nov 07, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.66	11/7/2025	3/3/2025	70,000,000	4.72	\$70,000,000	\$70,000,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Oct 27, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.66	10/27/2025	3/3/2025	230,000,000	4.72	\$230,000,000	\$230,000,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Oct 30, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.66	10/30/2025	3/3/2025	25,000,000	4.72	\$25,000,000	\$25,002,962	\$2,962
Collateralized Commercial Paper V Co. LLC, Oct 06, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.71	10/6/2025	3/3/2025	140,000,000	4.78	\$140,000,000	\$140,000,000	\$0
Cooperatieve Rabobank UA TD	TIME DEPOSIT	4.33	3/4/2025		970,000,000	4.39	\$970,000,000	\$970,000,000	\$0
Cooperatieve Rabobank UA TD	TIME DEPOSIT	4.33	3/5/2025		700,000,000	4.39	\$700,000,000	\$700,000,000	\$0
Credit Agricole Corporate and Investment Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.43	6/3/2025		190,000,000	4.49	\$190,000,000	\$190,032,038	\$32,038
Credit Agricole Corporate and Investment Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.56	3/20/2025		180,000,000	4.64	\$180,000,000	\$180,018,567	\$18,567
DNB Bank ASA CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		25,000,000	4.75	\$24,870,024	\$24,877,537	\$7,513
DNB Bank ASA TD	TIME DEPOSIT	4.33	3/3/2025		1,600,000,000	4.39	\$1,600,000,000	\$1,600,000,000	\$0
DZ Bank AG Deutsche Zentral-Genossenschaftsbank CP4-2	COMMERCIAL PAPER - 4-2		6/12/2025		150,000,000	4.49	\$148,160,958	\$148,109,165	-\$51,794

See notes at end of table.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
DZ Bank AG Deutsche Zentral-Genossenschaftsbank CP4-2	COMMERCIAL PAPER - 4-2		6/3/2025		50,000,000	4.50	\$49,422,743	\$49,423,271	\$528
Dino P.Kanelos Irrevocable Trust, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	3/6/2025	4,515,000	4.40	\$4,515,000	\$4,515,000	\$0
Dreyfus Government Cash Management Fund	OVERNIGHT MUTUAL FUND	4.17	3/3/2025		2,990,084	4.23	\$2,990,084	\$2,990,084	\$0
EDMC Group, Inc., (Series 2024-2) , Dec 01, 2054	VARIABLE RATE DEMAND NOTE	4.37	12/1/2054	3/6/2025	29,100,000	4.43	\$29,100,000	\$29,100,000	\$0
Enterprise Fleet Financing, LLC 2024-3, A1, 5.493%, 07/21/2025	ASSET BACKED NOTE	5.49	7/21/2025		2,651,664	5.49	\$2,651,664	\$2,655,226	\$3,562
Fairway Finance Co. LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/28/2025		36,600,000	4.54	\$36,475,601	\$36,475,443	-\$158
Fairway Finance Co. LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/1/2025		30,000,000	4.72	\$29,765,950	\$29,773,700	\$7,750
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		25,000,000	4.79	\$24,980,625	\$24,981,845	\$1,220
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		203,000,000	4.79	\$202,816,454	\$202,827,901	\$11,446
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		75,000,000	4.58	\$74,823,458	\$74,827,417	\$3,958
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		60,000,000	4.51	\$59,670,000	\$59,672,625	\$2,625
Falcon Asset Funding LLC, Aug 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.61	8/28/2025	3/3/2025	75,000,000	4.67	\$75,000,000	\$75,000,000	\$0
GTA Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		120,000,000	4.52	\$119,338,500	\$119,345,250	\$6,750
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		140,000,000	4.77	\$139,873,961	\$139,881,311	\$7,350
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/26/2025		75,000,000	4.57	\$74,758,958	\$74,763,833	\$4,875
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		130,000,000	4.62	\$129,367,658	\$129,385,545	\$17,886
Great Bear Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/10/2025		47,000,000	4.44	\$46,943,078	\$46,942,882	-\$196
HSBC Securities (USA), Inc. Repo Tri Party Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.37	3/3/2025		100,000,000	4.43	\$100,000,000	\$100,000,000	\$0
HW Hellman Building, LP Mar 01, 2062	VARIABLE RATE DEMAND NOTE	4.40	3/1/2062	3/6/2025	50,000,000	4.40	\$50,000,000	\$50,000,000	\$0
Jupiter Securitization Co. LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	7/8/2025	3/3/2025	75,000,000	4.71	\$75,000,000	\$75,025,608	\$25,608
Jupiter Securitization Co. LLC, Jun 04, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	6/4/2025	3/3/2025	55,000,000	4.69	\$55,000,000	\$55,000,322	\$322
Jupiter Securitization Co. LLC, Jun 11, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE		6/11/2025		100,000,000	4.73	\$98,698,194	\$98,745,708	\$47,514
Jupiter Securitization Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		74,000,000	4.79	\$73,933,092	\$73,937,264	\$4,173
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/5/2025		100,000,000	4.76	\$99,935,694	\$99,939,524	\$3,830
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		64,400,000	4.76	\$64,350,305	\$64,353,233	\$2,929
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		50,000,000	4.76	\$49,954,986	\$49,957,611	\$2,625
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/13/2025		60,000,000	4.68	\$59,901,417	\$59,905,371	\$3,954
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		30,950,000	4.68	\$30,895,236	\$30,897,417	\$2,181
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/21/2025		50,000,000	4.68	\$49,867,292	\$49,872,542	\$5,250
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		51,100,000	4.51	\$50,884,072	\$50,882,317	-\$1,755
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		33,000,000	4.52	\$32,842,343	\$32,843,308	\$965
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		45,000,000	4.52	\$44,785,013	\$44,786,329	\$1,316
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/9/2025		25,000,000	4.52	\$24,877,500	\$24,878,241	\$741
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/10/2025		51,150,000	4.52	\$50,893,099	\$50,894,633	\$1,534
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		51,100,000	4.53	\$50,836,494	\$50,838,640	\$2,146
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		50,000,000	4.51	\$49,731,111	\$49,725,938	-\$5,174
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/22/2025		30,350,000	4.53	\$30,152,953	\$30,154,427	\$1,474
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/14/2025		50,000,000	4.67	\$49,911,722	\$49,915,222	\$3,500
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/18/2025		50,000,000	4.67	\$49,886,500	\$49,891,000	\$4,500
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/18/2025		25,000,000	4.67	\$24,943,250	\$24,945,500	\$2,250
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/15/2025		50,000,000	4.52	\$49,718,250	\$49,721,104	\$2,854
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/21/2025		30,000,000	4.53	\$29,808,900	\$29,810,749	\$1,849
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/6/2025		83,000,000	4.58	\$82,938,165	\$82,939,845	\$1,680
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		100,000,000	4.46	\$99,915,028	\$99,915,417	\$389

See notes at end of table.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/10/2025		50,000,000	4.44	\$49,939,444	\$49,939,568	\$123
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		150,000,000	4.45	\$149,636,667	\$149,637,042	\$375
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		30,000,000	4.46	\$29,927,167	\$29,927,408	\$242
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/8/2025		13,000,000	4.47	\$12,891,114	\$12,891,114	\$0
MUFG Bank Ltd. CP	COMMERCIAL PAPER		5/11/2025		250,000,000	4.49	\$248,114,167	\$248,117,955	\$3,788
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		10,000,000	4.45	\$9,957,514	\$9,957,595	\$81
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/7/2025		50,000,000	4.54	\$49,766,194	\$49,769,748	\$3,554
Mizuho Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.44	5/20/2025		300,000,000	4.50	\$300,000,000	\$299,987,196	-\$12,804
Mizuho Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		100,000,000	4.61	\$99,489,778	\$99,496,376	\$6,598
Mizuho Bank Ltd., Canada Branch TD	TIME DEPOSIT	4.34	3/3/2025		1,225,000,000	4.40	\$1,225,000,000	\$1,225,000,000	\$0
Mizuho Securities USA, Inc. - REPO	REPO TRIPARTY OVERNIGHT	4.37	3/3/2025		500,000,000	4.43	\$500,000,000	\$500,000,000	\$0
NRW/Bank CP4-2	COMMERCIAL PAPER - 4-2		4/25/2025		200,000,000	4.43	\$198,676,222	\$198,684,414	\$8,192
National Bank of Canada, Feb 04, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.67	2/4/2026	3/3/2025	250,000,000	4.73	\$250,000,000	\$250,000,000	\$0
National Bank of Canada, Feb 09, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.67	2/9/2026	3/3/2025	130,000,000	4.73	\$130,000,000	\$130,000,000	\$0
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		3/18/2025		150,000,000	5.41	\$149,616,750	\$149,674,913	\$58,163
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		90,000,000	5.56	\$88,831,875	\$89,032,125	\$200,250
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		10/31/2025		50,000,000	4.57	\$48,519,792	\$48,549,566	\$29,774
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/9/2026		175,000,000	4.51	\$168,415,625	\$168,551,142	\$135,517
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		62,000,000	4.51	\$59,582,982	\$59,639,388	\$56,406
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		180,000,000	4.51	\$172,982,850	\$173,146,610	\$163,760
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		2/3/2026		225,000,000	4.53	\$215,820,000	\$216,084,107	\$264,107
National Bank of Canada, Montreal, Mar 13, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.66	3/13/2025	3/3/2025	160,000,000	4.72	\$160,000,000	\$160,012,130	\$12,130
Nordea Bank Abp TD	TIME DEPOSIT	4.33	3/3/2025		675,000,000	4.39	\$675,000,000	\$675,000,000	\$0
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		9/25/2025		25,000,000	4.21	\$24,416,542	\$24,376,275	-\$40,266
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/20/2025		75,000,000	4.54	\$72,894,000	\$72,914,573	\$20,573
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/28/2025		50,000,000	4.53	\$48,551,361	\$48,564,089	\$12,727
Old Line Funding, LLC, Apr 21, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	4/21/2025	3/3/2025	50,000,000	4.68	\$50,000,000	\$50,014,299	\$14,299
Old Line Funding, LLC, Apr 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	4/28/2025	3/3/2025	100,000,000	4.68	\$100,000,000	\$100,036,514	\$36,514
Old Line Funding, LLC, May 01, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.57	5/1/2025	3/3/2025	75,000,000	4.63	\$75,000,000	\$75,012,088	\$12,088
Old Line Funding, LLC, Nov 24, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	11/24/2025	3/3/2025	50,000,000	4.68	\$50,000,000	\$50,014,530	\$14,530
Old Line Funding, LLC, Oct 23, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	10/23/2025	3/3/2025	100,000,000	4.66	\$100,000,000	\$100,000,000	\$0
Overbaugh Family (2016) Survivorship Trust, Apr 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	4/1/2042	3/6/2025	7,015,000	4.40	\$7,015,000	\$7,015,000	\$0
Paradelle Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/30/2025		20,000,000	4.56	\$19,411,689	\$19,418,114	\$6,425
Pennsylvania State Higher Education Assistance Agency, (Taxable Series A), 06/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.35	6/1/2054	3/6/2025	35,390,000	4.35	\$35,390,000	\$35,390,000	\$0
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		4/9/2025		100,000,000	4.51	\$99,511,111	\$99,514,444	\$3,333
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		5/11/2025		25,000,000	4.49	\$24,777,958	\$24,777,739	-\$220
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/3/2025		75,000,000	4.72	\$74,101,458	\$74,133,587	\$32,128
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/12/2025		27,000,000	4.66	\$26,650,560	\$26,660,274	\$9,714
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		8/22/2025		65,000,000	4.55	\$63,620,808	\$63,631,840	\$11,032
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		8/29/2025		50,000,000	4.67	\$48,872,611	\$48,905,590	\$32,979
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		9/2/2025		100,000,000	4.56	\$97,744,028	\$97,763,557	\$19,529
Podium Funding Trust, Oct 07, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS 3A3	4.66	10/7/2025	3/3/2025	150,000,000	4.72	\$150,000,000	\$150,000,000	\$0
Ridgefield Funding Company, LLC Series A CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		200,000,000	4.68	\$199,570,278	\$199,588,222	\$17,944
Ridgefield Funding Company, LLC Series A CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/21/2025		150,000,000	4.62	\$149,606,250	\$149,618,501	\$12,251

See notes at end of table.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		10/9/2025		150,000,000	4.54	\$145,986,000	\$146,068,014	\$82,014
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		11/6/2025		100,000,000	4.57	\$96,967,083	\$97,061,603	\$94,520
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		12/1/2025		200,000,000	4.58	\$193,314,667	\$193,550,494	\$235,827
Royal Bank of Canada, Jul 09, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.71	7/9/2025	3/3/2025	200,000,000	4.78	\$200,000,000	\$200,137,390	\$137,390
Scheel Investments, LLC, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	3/6/2025	6,720,000	4.40	\$6,720,000	\$6,720,000	\$0
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		3/13/2025		200,000,000	4.68	\$199,671,389	\$199,684,570	\$13,181
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		3/17/2025		260,000,000	4.68	\$259,441,361	\$259,463,461	\$22,100
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2025		100,000,000	4.68	\$99,759,861	\$99,769,361	\$9,500
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		3/20/2025		50,000,000	4.66	\$49,874,167	\$49,878,611	\$4,444
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		5/9/2025		60,000,000	4.49	\$59,489,000	\$59,490,750	\$1,750
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		5/16/2025		75,000,000	4.49	\$74,297,375	\$74,300,343	\$2,968
Sheffield Receivables Company LLC CPAB54-2	COMMERCIAL PAPER - ABS- 4(2)		6/23/2025		50,000,000	4.51	\$49,299,618	\$49,303,984	\$4,366
State Street Bank and Trust Co. CD	CERTIFICATE OF DEPOSIT	4.46	5/16/2025		85,000,000	4.52	\$85,000,000	\$85,007,913	\$7,913
Sumitomo Mitsui Banking Corp. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.56	3/28/2025		350,000,000	4.64	\$350,000,000	\$350,011,074	\$11,074
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/17/2025		150,000,000	4.51	\$150,000,000	\$149,998,533	-\$1,467
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/30/2025		200,000,000	4.51	\$200,000,000	\$199,985,248	-\$14,752
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.43	5/22/2025		9,000,000	4.49	\$9,000,000	\$8,999,471	-\$529
Sumitomo Mitsui Trust Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		3/19/2025		50,000,000	4.65	\$49,880,986	\$49,885,956	\$4,970
Sumitomo Mitsui Trust Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		3/21/2025		100,000,000	4.65	\$99,736,917	\$99,747,650	\$10,733
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	4/8/2025		250,000,000	4.56	\$248,794,957	\$248,810,660	\$15,703
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	5/12/2025		100,000,000	4.52	\$99,106,788	\$99,101,201	-\$5,587
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.47	4/14/2025		25,000,000	4.53	\$25,000,000	\$25,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.66	3/11/2025		200,000,000	4.74	\$200,000,000	\$200,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.66	3/17/2025		180,000,000	4.74	\$180,000,000	\$180,000,000	\$0
Svenska Handelsbanken, Stockholm CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		50,000,000	4.54	\$49,799,708	\$49,799,553	-\$156
Taxable Tender Option Bond Trust 2021-MIZ9064TX, (Series 2021-MIZ-9064TX), 11/01/2056	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	11/1/2056	3/6/2025	13,000,000	4.72	\$13,000,000	\$13,000,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9084TX, (Series 2022-MIZ-9084TX), 02/01/2027	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	2/1/2027	3/6/2025	10,300,000	4.72	\$10,300,000	\$10,300,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9094TX, (Series 2022-MIZ-9094TX), 12/01/2059	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	12/1/2059	3/6/2025	1,500,000	4.72	\$1,500,000	\$1,500,000	\$0
Texas State, Veterans Bonds (Taxable Series 2023A), 12/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.40	12/1/2054	3/5/2025	17,725,000	4.40	\$17,725,000	\$17,725,000	\$0
The Greathouse 2021 Children's Trust, Dec 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	12/1/2046	3/6/2025	13,625,000	4.40	\$13,625,000	\$13,625,000	\$0
Thunder Bay Funding, LLC, Apr 14, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.58	4/14/2025	3/3/2025	100,000,000	4.64	\$100,000,000	\$100,009,982	\$9,982
Thunder Bay Funding, LLC, Apr 17, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.57	4/17/2025	3/3/2025	50,000,000	4.63	\$50,000,000	\$50,002,890	\$2,890
Thunder Bay Funding, LLC, Aug 21, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.61	8/21/2025	3/3/2025	100,000,000	4.67	\$100,000,000	\$100,000,000	\$0

See notes at end of table.

INVENTORY OF HOLDINGS FOR FEBRUARY 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.55	10/22/2025		10,000,000	4.57	\$10,000,000	\$10,004,481	\$4,481
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.40	3/28/2025		95,000,000	5.42	\$95,000,000	\$95,057,795	\$57,795
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.50	1/22/2026		195,000,000	4.51	\$195,000,000	\$195,177,624	\$177,624
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.55	2/12/2026		50,000,000	4.56	\$50,000,000	\$50,081,062	\$81,062
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	5/28/2025		15,000,000	5.55	\$15,000,000	\$15,033,792	\$33,792
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		3/20/2025		50,000,000	4.64	\$49,876,111	\$49,879,306	\$3,194
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	5.44	\$99,528,833	\$99,598,555	\$69,722
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		40,000,000	5.55	\$39,481,822	\$39,568,366	\$86,544
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/1/2025		125,000,000	5.44	\$122,802,656	\$123,145,391	\$342,735
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/3/2025		200,000,000	5.44	\$196,430,556	\$196,985,996	\$555,440
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		90,000,000	4.61	\$86,955,900	\$87,051,764	\$95,864
Toronto Dominion Bank, Feb 27, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.65	2/27/2026	3/3/2025	255,000,000	4.71	\$255,000,000	\$255,000,000	\$0
TotalEnergies Capital Canada Ltd. CP4-2	COMMERCIAL PAPER - 4-2		5/2/2025		175,000,000	4.48	\$173,661,688	\$173,664,750	\$3,062
TotalEnergies Capital S.A. CP4-2	COMMERCIAL PAPER - 4-2		3/3/2025		45,000,000	4.44	\$44,983,650	\$44,983,715	\$65
Toyota Credit Canada Inc. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.71	\$49,093,750	\$49,115,903	\$22,153
Toyota Credit De Puerto Rico Corp. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.67	\$49,093,750	\$49,102,813	\$9,063
Toyota Finance Australia Ltd. CP	COMMERCIAL PAPER		7/9/2025		50,000,000	4.64	\$49,183,069	\$49,207,390	\$24,320
Toyota Motor Credit Corp. CP	COMMERCIAL PAPER		4/24/2025		100,000,000	4.73	\$99,304,861	\$99,334,144	\$29,283
Toyota Motor Credit Corp., Apr 14, 2025	VARIABLE MEDIUM TERM NOTE	4.68	4/14/2025	3/3/2025	110,000,000	4.75	\$110,000,000	\$110,012,400	\$12,400
Toyota Motor Credit Corp., Feb 24, 2026	VARIABLE MEDIUM TERM NOTE	4.63	2/24/2026	3/3/2025	125,000,000	4.69	\$125,000,000	\$125,010,415	\$10,415
Toyota Motor Credit Corp., Sep 17, 2025	VARIABLE MEDIUM TERM NOTE	4.68	9/17/2025	3/3/2025	150,000,000	4.75	\$150,000,000	\$150,064,424	\$64,424
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.40	3/31/2025		100,000,000	4.46	\$100,000,000	\$99,993,669	-\$6,331
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.47	5/23/2025		135,000,000	4.53	\$135,000,000	\$135,003,964	\$3,964
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.45	5/1/2025		50,000,000	4.51	\$50,000,000	\$50,000,202	\$202
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.43	4/9/2025		300,000,000	4.49	\$300,000,000	\$299,990,499	-\$9,501
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.43	3/31/2025		150,000,000	4.49	\$150,000,000	\$149,996,879	-\$3,122
UnitedHealth Group, Inc. CP4-2	COMMERCIAL PAPER - 4-2		3/3/2025		50,000,000	4.39	\$49,981,958	\$49,981,816	-\$143
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/7/2025		75,000,000	4.75	\$74,932,625	\$74,936,417	\$3,792
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/26/2025		90,000,000	4.61	\$89,708,800	\$89,715,878	\$7,078
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/27/2025		50,000,000	4.60	\$49,832,000	\$49,836,000	\$4,000
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/2/2025		224,500,000	4.55	\$223,586,285	\$223,598,839	\$12,554
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/3/2025		97,000,000	4.55	\$96,593,247	\$96,598,865	\$5,619
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		185,000,000	4.56	\$184,041,700	\$184,055,514	\$13,814
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/2/2025		70,000,000	4.49	\$69,463,450	\$69,464,675	\$1,225
Westlake Automobile Receivables Trust 2024-3, A1, 4.919%, 10/15/2025	ASSET BACKED NOTE	4.92	10/15/2025		3,613,893	0.00	\$3,613,893	\$3,614,596	\$703
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/26/2025		75,000,000	4.19	\$73,250,000	\$73,141,063	-\$108,937
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/29/2025		100,000,000	4.25	\$97,603,750	\$97,487,665	-\$116,085
Wylie Bice Life Insurance Trust, Aug 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	8/1/2046	3/6/2025	7,625,000	4.40	\$7,625,000	\$7,625,000	\$0
					33,590,523,641		\$33,468,412,440	\$33,472,989,967	\$4,577,527

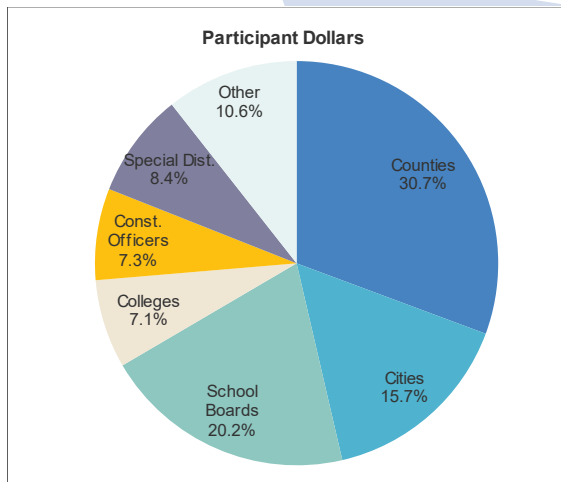
Notes: The data included in this report is unaudited. Amounts above are the value of investments. Income accruals, payables and uninvested cash are not included. Amortizations/accretions are reported with a one-day lag in the above valuations.

¹ Market values of the portfolio securities are provided by the custodian, BNY Mellon. The portfolio manager, Federated Hermes, is the source for other data shown above.

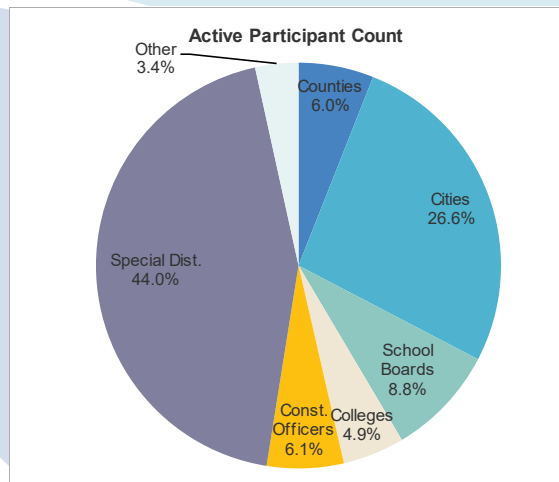
² Amortized cost is calculated using a straight line method.

PARTICIPANT CONCENTRATION DATA - AS OF FEBRUARY 28 2025

Participant Balance	Share of Total Fund	Share of Participant Count	Participant Balance	Share of Total Fund	Share of Participant Count
All Participants	100.0%	100.0%	Colleges & Universities	7.1%	4.9%
Top 10	35.5%	1.2%	Top 10	6.2%	1.2%
\$100 million or more	79.6%	9.7%	\$100 million or more	5.4%	0.6%
\$10 million up to \$100 million	18.2%	20.7%	\$10 million up to \$100 million	1.7%	2.0%
\$1 million up to \$10 million	2.0%	22.0%	\$1 million up to \$10 million	0.1%	0.6%
Under \$1 million	0.3%	47.6%	Under \$1 million	0.00%	1.7%
Counties	30.7%	6.0%	Constitutional Officers	7.3%	6.1%
Top 10	25.0%	1.2%	Top 10	6.3%	1.2%
\$100 million or more	29.5%	2.3%	\$100 million or more	6.1%	0.4%
\$10 million up to \$100 million	1.0%	1.1%	\$10 million up to \$100 million	1.0%	1.2%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.2%	1.6%
Under \$1 million	0.0%	1.5%	Under \$1 million	0.0%	2.9%
Municipalities	15.7%	26.6%	Special Districts	8.4%	44.0%
Top 10	5.6%	1.2%	Top 10	4.9%	1.2%
\$100 million or more	6.8%	1.7%	\$100 million or more	4.1%	0.9%
\$10 million up to \$100 million	8.2%	9.2%	\$10 million up to \$100 million	3.4%	4.0%
\$1 million up to \$10 million	0.6%	5.9%	\$1 million up to \$10 million	0.7%	10.6%
Under \$1 million	0.1%	9.8%	Under \$1 million	0.2%	28.6%
School Boards	20.2%	8.8%	Other	10.6%	3.4%
Top 10	11.9%	1.2%	Top 10	8.4%	1.2%
\$100 million or more	17.7%	2.8%	\$100 million or more	9.9%	1.0%
\$10 million up to \$100 million	2.3%	2.7%	\$10 million up to \$100 million	0.6%	0.5%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.1%	1.1%
Under \$1 million	0.0%	2.2%	Under \$1 million	0.0%	0.9%



Total Fund Value: \$33,396,250,236



Total Active Participant Count: 815

Note: Active accounts include only those participant accounts valued above zero.

COMPLIANCE WITH INVESTMENT POLICY FOR FEBRUARY 28, 2025

As investment manager, Federated monitors compliance daily on Florida PRIME to ensure that investment practices comply with the requirements of the Investment Policy Statement (IPS). Federated provides a monthly compliance report to the SBA and is required to notify the Investment Oversight Group (IOG) of compliance exceptions within 24 hours of identification. The IOG will meet as necessary based on the occurrence and resolution of compliance exceptions or upon the occurrence of a material event. Minutes from the IOG meetings are posted to the Florida PRIME website.

In addition to the compliance testing performed by Federated, SBA Risk Management and Compliance conducts daily independent testing on Florida PRIME using a risk-based approach. Under this approach, each IPS parameter is ranked as "High" or "Low" with respect to the level of risk associated with a potential guideline breach. Negative test results are subject to independent verification and review for possible escalation. These rankings, along with the frequency for testing, are reviewed and approved by the IOG on an annual basis or more often if market conditions dictate. Additionally, any parameter reported in "Fail" status on the Federated compliance report, regardless of risk ranking, is also independently verified and escalated accordingly. The results of independent testing are currently reported monthly to the IOG.

Test by Source	Pass/Fail
Securities must be USD denominated	Pass
<u>Ratings requirements</u>	
First Tier Securities	Pass
Long-term securities must have long-term ratings in the three highest categories	Pass
Commercial Paper must have short-term ratings from at least one NRSRO	Pass
Securities in Highest Rating Category (A-1+ or equivalent)	Pass
Repurchase Agreement Counterparties must be rated by S&P	Pass
S&P Weighted Average Life	Pass
<u>Maturity</u>	
Individual Security	Pass
Government floating rate notes/variable rate notes	Pass
Dollar Weighted Average Maturity	Pass
Weighted Average Life	Pass
<u>Issuer Diversification</u>	
First tier issuer (limit does not apply to cash, cash items, U.S. Government securities and repo collateralized by these securities)	Pass
 Demand Feature and Guarantor Diversification	
First Tier securities issued by or subject to demand features and guarantees of a non-controlled person	Pass
First Tier securities issued by or subject to demand features and guarantees of a controlled person	Pass

Test by Source	Pass/Fail
<u>Money Market Mutual Funds</u>	
Invested in any one Money Market Mutual Fund	Pass
<u>Repurchase Agreements</u>	
Repurchase Agreement Counterparty Rating	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (More than 5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (More than 5 business days)	Pass
Repurchase Agreements with any single dealer - Counterparty Rating A-1	Pass
<u>Concentration Tests</u>	
Industry Concentration, excluding financial services industry	Pass
Any Single Government Agency	Pass
Illiquid Securities	Pass
Assets invested in securities accessible within 1 business day	Pass
Assets invested in securities accessible within 5 business days	Pass

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
ALBION CAPITAL LLC CPABS4	03/19/25	02/20/25	02/20/25	BUY	25,000,000	24,917,500	0	24,917,500	0
ALBION CAPITAL LLC CPABS4	05/20/25	02/19/25	02/20/25	BUY	20,000,000	19,782,444	0	19,782,444	0
ALBION CAPITAL LLC CPABS4	05/28/25	02/27/25	02/28/25	BUY	50,000,000	49,457,347	0	49,457,347	0
ALBION CAPITAL LLC CPABS4	05/28/25	02/27/25	02/28/25	BUY	15,000,000	14,837,204	0	14,837,204	0
ANGLESEA FUNDING LLC PABS4	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/14/25	02/07/25	02/07/25	BUY	45,000,000	44,962,025	0	44,962,025	0
ANGLESEA FUNDING LLC PABS4	02/18/25	02/05/25	02/05/25	BUY	50,000,000	49,921,458	0	49,921,458	0
ANGLESEA FUNDING LLC PABS4	02/18/25	02/05/25	02/05/25	BUY	35,000,000	34,945,021	0	34,945,021	0
ANGLESEA FUNDING LLC PABS4	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/25/25	02/18/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/25/25	02/18/25	02/18/25	BUY	20,000,000	19,983,122	0	19,983,122	0
ANGLESEA FUNDING LLC PABS4	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	02/28/25	02/21/25	02/21/25	BUY	25,000,000	24,978,903	0	24,978,903	0
ANGLESEA FUNDING LLC PABS4	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
ANGLESEA FUNDING LLC PABS4	03/04/25	02/25/25	02/25/25	BUY	20,000,000	19,983,122	0	19,983,122	0
ANGLESEA FUNDING LLC PABS4	04/08/25	02/28/25	02/28/25	BUY	50,000,000	49,763,292	0	49,763,292	0
ANGLESEA FUNDING LLC PABS4	04/08/25	02/28/25	02/28/25	BUY	50,000,000	49,763,292	0	49,763,292	0
ANGLESEA FUNDING LLC PABS4	04/08/25	02/28/25	02/28/25	BUY	40,000,000	39,810,633	0	39,810,633	0
ANGLESEA FUNDING LLC PABS4	06/03/25	02/18/25	02/18/25	BUY	50,000,000	49,361,250	0	49,361,250	0
ANGLESEA FUNDING LLC PABS4	06/03/25	02/18/25	02/18/25	BUY	50,000,000	49,361,250	0	49,361,250	0
ANGLESEA FUNDING LLC PABS4	06/09/25	02/19/25	02/19/25	BUY	50,000,000	49,330,833	0	49,330,833	0
ANGLESEA FUNDING LLC PABS4	06/09/25	02/19/25	02/19/25	BUY	30,000,000	29,598,500	0	29,598,500	0
ANTALIS S.A, CPABS4CPABS4	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,417	0	49,957,417	0
ANTALIS S.A, CPABS4CPABS4	02/28/25	02/21/25	02/21/25	BUY	20,000,000	19,982,967	0	19,982,967	0
ASCENSION HEALTH ALCP	04/22/25	02/26/25	02/26/25	BUY	28,733,000	28,540,728	0	28,540,728	0
BANK OF AMERICA N,ACD	02/14/25	02/06/25	02/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/14/25	02/06/25	02/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/14/25	02/06/25	02/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/14/25	02/06/25	02/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/21/25	02/14/25	02/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/21/25	02/14/25	02/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/21/25	02/14/25	02/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/21/25	02/14/25	02/14/25	BUY	10,000,000	10,000,000	0	10,000,000	0
BANK OF AMERICA N,ACD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ACD	02/28/25	02/21/25	02/21/25	BUY	5,000,000	5,000,000	0	5,000,000	0
BANK OF AMERICA N,ABNOTE	03/07/25	02/28/25	02/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ABNOTE	03/07/25	02/28/25	02/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N,ABNOTE	03/07/25	02/28/25	02/28/25	BUY	25,000,000	25,000,000	0	25,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BANK OF NEWYORK MECP4-2	02/25/25	02/11/25	02/11/25	BUY	50,000,000	49,915,417	0	49,915,417	0
BANK OF NEWYORK MECP4-2	02/25/25	02/11/25	02/11/25	BUY	10,000,000	9,983,083	0	9,983,083	0
BANK OF NEWYORK MECP4-2	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
BANK OF NEWYORK MECP4-2	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
BANK OF NEWYORK MECP4-2	03/04/25	02/25/25	02/25/25	BUY	15,500,000	15,486,920	0	15,486,920	0
BANK OF NOVA SCOTIA/THE	02/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF NOVA SCOTIA/THE	02/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF NOVA SCOTIA/THE	02/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF NOVA SCOTIA/THE	02/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BANK OF NOVA SCOTIA/THE	02/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	08/26/25	02/13/25	02/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	08/26/25	02/13/25	02/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	08/26/25	02/13/25	02/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BEDFORD ROW FUNDING CORP	08/26/25	02/13/25	02/13/25	BUY	50,000,000	50,000,000	0	50,000,000	0
BENNINGTON STARK CACPAB54	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/14/25	02/07/25	02/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/21/25	02/14/25	02/14/25	BUY	10,000,000	9,991,542	0	9,991,542	0
BENNINGTON STARK CACPAB54	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/28/25	02/21/25	02/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	02/28/25	02/21/25	02/21/25	BUY	35,000,000	34,970,396	0	34,970,396	0
BENNINGTON STARK CACPAB54	03/07/25	02/28/25	02/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	03/07/25	02/28/25	02/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	03/07/25	02/28/25	02/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	03/07/25	02/28/25	02/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPAB54	03/21/25	02/20/25	02/20/25	BUY	25,340,000	25,250,796	0	25,250,796	0
BNG BANK N.Y, CP4-2CP4-2	02/19/25	02/12/25	02/12/25	BUY	50,000,000	49,957,951	0	49,957,951	0
CANADIAN IMPERIAL BCDYAN	03/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BCDYAN	03/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BCDYAN	03/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BCDYAN	03/04/26	02/03/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CHESHAM FINANCE LLCPCAB54	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCAB54	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/11/25	02/03/25	02/04/25	BUY	28,000,000	27,976,371	0	27,976,371	0
CHESHAM FINANCE LLCCPABS4	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/11/25	02/03/25	02/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/18/25	02/10/25	02/11/25	BUY	27,000,000	26,977,215	0	26,977,215	0
CHESHAM FINANCE LLCCPABS4	02/18/25	02/10/25	02/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	02/25/25	02/14/25	02/18/25	BUY	27,000,000	26,977,215	0	26,977,215	0
CHESHAM FINANCE LLCCPABS4	02/25/25	02/14/25	02/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCCPABS4	03/04/25	02/25/25	02/25/25	BUY	23,000,000	22,980,591	0	22,980,591	0
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	10/30/25	02/05/25	02/05/25	BUY	25,000,000	25,000,000	0	25,000,000	0
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	11/07/25	02/10/25	02/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	11/07/25	02/10/25	02/10/25	BUY	20,000,000	20,000,000	0	20,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	06/03/25	02/18/25	02/18/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	06/03/25	02/18/25	02/18/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	06/03/25	02/18/25	02/18/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	06/03/25	02/18/25	02/18/25	BUY	40,000,000	40,000,000	0	40,000,000	0
DZ BANK AG DEUTSCHECP4-2	06/12/25	02/28/25	03/03/25	BUY	50,000,000	49,386,986	0	49,386,986	0
DZ BANK AG DEUTSCHECP4-2	06/12/25	02/28/25	03/03/25	BUY	50,000,000	49,386,986	0	49,386,986	0
DZ BANK AG DEUTSCHECP4-2	06/12/25	02/28/25	03/03/25	BUY	50,000,000	49,386,986	0	49,386,986	0
DZ BANK AG DEUTSCHECP4-2	06/03/25	02/03/25	02/03/25	BUY	50,000,000	49,270,833	0	49,270,833	0
GREAT BEAR FUNDING CPABS4	03/10/25	02/07/25	02/07/25	BUY	47,000,000	46,823,541	0	46,823,541	0
LONGSHIP FUNDING LLCABS4	03/10/25	02/10/25	02/10/25	BUY	50,000,000	49,830,444	0	49,830,444	0
LONGSHIP FUNDING LLCABS4	05/08/25	02/25/25	02/25/25	BUY	13,000,000	12,886,380	0	12,886,380	0
MUFG BANK LTD, CDYACDYAN	02/18/25	02/11/25	02/11/25	BUY	50,000,000	50,000,000	0	50,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MUFG BANK LTD, CDYACDYAN	02/25/25	02/18/25	02/18/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MATCHPOINT FINANCE CPABS4	02/04/25	02/03/25	02/03/25	BUY	45,000,000	44,994,588	0	44,994,588	0
MATCHPOINT FINANCE CPABS4	02/07/25	02/06/25	02/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	02/07/25	02/06/25	02/06/25	BUY	23,000,000	22,997,234	0	22,997,234	0
MATCHPOINT FINANCE CPABS4	02/11/25	02/10/25	02/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	02/11/25	02/10/25	02/10/25	BUY	24,000,000	23,997,113	0	23,997,113	0
MATCHPOINT FINANCE CPABS4	02/14/25	02/13/25	02/13/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	02/14/25	02/13/25	02/13/25	BUY	30,000,000	29,996,392	0	29,996,392	0
MATCHPOINT FINANCE CPABS4	02/18/25	02/14/25	02/14/25	BUY	50,000,000	49,975,944	0	49,975,944	0
MATCHPOINT FINANCE CPABS4	02/18/25	02/14/25	02/14/25	BUY	35,000,000	34,983,161	0	34,983,161	0
MATCHPOINT FINANCE CPABS4	02/25/25	02/24/25	02/24/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	02/25/25	02/24/25	02/24/25	BUY	17,000,000	16,997,955	0	16,997,955	0
MATCHPOINT FINANCE CPABS4	04/04/25	02/26/25	02/26/25	BUY	10,000,000	9,955,086	0	9,955,086	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO BANK LTD, CDCDYAN	05/20/25	02/04/25	02/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CACP4-2	02/03/26	02/04/25	02/04/25	BUY	50,000,000	47,816,000	0	47,816,000	0
NATIONAL BANK OF CACP4-2	02/03/26	02/04/25	02/04/25	BUY	50,000,000	47,816,000	0	47,816,000	0
NATIONAL BANK OF CACP4-2	02/03/26	02/04/25	02/04/25	BUY	50,000,000	47,816,000	0	47,816,000	0
NATIONAL BANK OF CACP4-2	02/03/26	02/04/25	02/04/25	BUY	50,000,000	47,816,000	0	47,816,000	0
NATIONAL BANK OF CACP4-2	02/03/26	02/04/25	02/04/25	BUY	25,000,000	23,908,000	0	23,908,000	0
NATIONAL BANK OF CANADA	02/04/26	02/05/25	02/05/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/04/26	02/05/25	02/05/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/04/26	02/05/25	02/05/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/04/26	02/05/25	02/05/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/04/26	02/05/25	02/05/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/09/26	02/06/25	02/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/09/26	02/06/25	02/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	02/09/26	02/06/25	02/10/25	BUY	30,000,000	30,000,000	0	30,000,000	0
NATIONWIDE BUILDINGCP4-2	02/19/25	02/12/25	02/12/25	BUY	25,000,000	24,978,951	0	24,978,951	0
NATIONWIDE BUILDINGCP4-2	02/20/25	02/13/25	02/13/25	BUY	50,000,000	49,957,903	0	49,957,903	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/19/25	02/19/25	BUY	50,000,000	49,957,806	0	49,957,806	0
OLD LINE FUNDING LLC	11/24/25	02/10/25	02/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PODIUM FUNDING TRUSCPABS3	05/12/25	02/11/25	02/11/25	BUY	25,000,000	24,726,250	0	24,726,250	0
PODIUM FUNDING TRUSCPABS3	08/22/25	02/19/25	02/19/25	BUY	50,000,000	48,878,111	0	48,878,111	0
PODIUM FUNDING TRUSCPABS3	08/22/25	02/19/25	02/19/25	BUY	15,000,000	14,663,433	0	14,663,433	0
PODIUM FUNDING TRUSCPABS3	09/02/25	02/19/25	02/19/25	BUY	50,000,000	48,811,042	0	48,811,042	0
PODIUM FUNDING TRUSCPABS3	09/02/25	02/19/25	02/19/25	BUY	50,000,000	48,811,042	0	48,811,042	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
SHEFFIELD RECEIVABLE CPABS4	05/09/25	02/04/25	02/04/25	BUY	50,000,000	49,428,167	0	49,428,167	0
SHEFFIELD RECEIVABLE CPABS4	05/09/25	02/04/25	02/04/25	BUY	10,000,000	9,885,633	0	9,885,633	0
SHEFFIELD RECEIVABLE CPABS4	05/16/25	02/10/25	02/10/25	BUY	50,000,000	49,422,083	0	49,422,083	0
SHEFFIELD RECEIVABLE CPABS4	05/16/25	02/10/25	02/10/25	BUY	25,000,000	24,711,042	0	24,711,042	0
SHEFFIELD RECEIVABLE CPABS4	06/23/25	02/20/25	02/21/25	BUY	50,000,000	49,256,986	0	49,256,986	0
STAR BIRD FUNDING COCPABS4	02/07/25	02/06/25	02/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	02/07/25	02/06/25	02/06/25	BUY	25,000,000	24,996,993	0	24,996,993	0
STAR BIRD FUNDING COCPABS4	02/07/25	02/06/25	02/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	02/07/25	02/06/25	02/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	02/07/25	02/06/25	02/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	02/11/25	02/10/25	02/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	02/18/25	02/14/25	02/14/25	BUY	50,000,000	49,975,944	0	49,975,944	0
STAR BIRD FUNDING COCPABS4	02/18/25	02/14/25	02/14/25	BUY	50,000,000	49,975,944	0	49,975,944	0
STAR BIRD FUNDING COCPABS4	02/18/25	02/14/25	02/14/25	BUY	50,000,000	49,975,944	0	49,975,944	0
STAR BIRD FUNDING COCPABS4	02/18/25	02/14/25	02/14/25	BUY	50,000,000	49,975,944	0	49,975,944	0
STAR BIRD FUNDING COCPABS4	02/18/25	02/14/25	02/14/25	BUY	25,000,000	24,987,972	0	24,987,972	0
SUMITOMO MITSUI TRUCDYAN	05/22/25	02/12/25	02/12/25	BUY	9,000,000	9,000,000	0	9,000,000	0
TORONTO DOMINION BACDYAN	02/12/26	02/12/25	02/12/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TOTAL ENERGIES CAPITCP4-2	05/02/25	02/03/25	02/03/25	BUY	50,000,000	49,465,889	0	49,465,889	0
TOTAL ENERGIES CAPITCP4-2	05/02/25	02/03/25	02/03/25	BUY	50,000,000	49,465,889	0	49,465,889	0
TOTAL ENERGIES CAPITCP4-2	05/02/25	02/03/25	02/03/25	BUY	50,000,000	49,465,889	0	49,465,889	0
TOTAL ENERGIES CAPITCP4-2	05/02/25	02/03/25	02/03/25	BUY	25,000,000	24,732,944	0	24,732,944	0
TOYOTA MOTOR CREDIT CORP	02/24/26	02/19/25	02/24/25	BUY	25,000,000	25,000,000	0	25,000,000	0
TOYOTA MOTOR CREDIT CORP	02/24/26	02/19/25	02/24/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TOYOTA MOTOR CREDIT CORP	02/24/26	02/19/25	02/24/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TOYOTA FINANCE AUSTCP	07/09/25	02/03/25	02/05/25	BUY	50,000,000	49,039,639	0	49,039,639	0
TRUIST BANK CDCD	02/14/25	02/07/25	02/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/14/25	02/07/25	02/07/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/14/25	02/07/25	02/07/25	BUY	35,000,000	35,000,000	0	35,000,000	0
TRUIST BANK CDCD	02/21/25	02/14/25	02/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/21/25	02/14/25	02/14/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/21/25	02/14/25	02/14/25	BUY	35,000,000	35,000,000	0	35,000,000	0
TRUIST BANK CDCD	03/31/25	02/19/25	02/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	03/31/25	02/19/25	02/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	03/31/25	02/19/25	02/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/28/25	02/21/25	02/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TRUIST BANK CDCD	02/28/25	02/21/25	02/21/25	BUY	10,000,000	10,000,000	0	10,000,000	0
UNITEDHEALTH GROUP, CP4-2	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP, CP4-2	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP, CP4-2	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP, CP4-2	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP, CP4-2	02/21/25	02/14/25	02/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP, CP4-2	02/27/25	02/26/25	02/26/25	BUY	35,000,000	34,995,790	0	34,995,790	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
UNITEDHEALTH GROUP;CP4-2	02/28/25	02/27/25	02/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP;CP4-2	02/28/25	02/27/25	02/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP;CP4-2	03/03/25	02/28/25	02/28/25	BUY	50,000,000	49,981,958	0	49,981,958	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/04/25	02/04/25	BUY	5,812,840	5,812,840	0	5,812,840	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/07/25	02/07/25	BUY	2,581,266	2,581,266	0	2,581,266	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/11/25	02/11/25	BUY	3,859,824	3,859,824	0	3,859,824	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/14/25	02/14/25	BUY	3,663,198	3,663,198	0	3,663,198	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/18/25	02/18/25	BUY	3,434,623	3,434,623	0	3,434,623	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/24/25	02/24/25	BUY	2,394,957	2,394,957	0	2,394,957	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/26/25	02/26/25	BUY	1,911,091	1,911,091	0	1,911,091	0
MIZUHO TRIPARTY	02/04/25	02/03/25	02/03/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/04/25	02/03/25	02/03/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/04/25	02/03/25	02/03/25	BUY	1,913,000,000	1,913,000,000	0	1,913,000,000	0
MIZUHO TRIPARTY	02/05/25	02/04/25	02/04/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/05/25	02/04/25	02/04/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/05/25	02/04/25	02/04/25	BUY	1,428,000,000	1,428,000,000	0	1,428,000,000	0
MIZUHO TRIPARTY	02/06/25	02/05/25	02/05/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/06/25	02/05/25	02/05/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/06/25	02/05/25	02/05/25	BUY	1,216,000,000	1,216,000,000	0	1,216,000,000	0
MIZUHO TRIPARTY	02/07/25	02/06/25	02/06/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/07/25	02/06/25	02/06/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/07/25	02/06/25	02/06/25	BUY	2,109,000,000	2,109,000,000	0	2,109,000,000	0
MIZUHO TRIPARTY	02/10/25	02/07/25	02/07/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/10/25	02/07/25	02/07/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/10/25	02/07/25	02/07/25	BUY	2,034,000,000	2,034,000,000	0	2,034,000,000	0
MIZUHO TRIPARTY	02/11/25	02/10/25	02/10/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/11/25	02/10/25	02/10/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/11/25	02/10/25	02/10/25	BUY	1,875,000,000	1,875,000,000	0	1,875,000,000	0
MIZUHO TRIPARTY	02/12/25	02/11/25	02/11/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/12/25	02/11/25	02/11/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/12/25	02/11/25	02/11/25	BUY	2,025,000,000	2,025,000,000	0	2,025,000,000	0
MIZUHO TRIPARTY	02/13/25	02/12/25	02/12/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/13/25	02/12/25	02/12/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/13/25	02/12/25	02/12/25	BUY	736,000,000	736,000,000	0	736,000,000	0
MIZUHO TRIPARTY	02/14/25	02/13/25	02/13/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/14/25	02/13/25	02/13/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/14/25	02/13/25	02/13/25	BUY	1,393,000,000	1,393,000,000	0	1,393,000,000	0
MIZUHO TRIPARTY	02/18/25	02/14/25	02/14/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/18/25	02/14/25	02/14/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/18/25	02/14/25	02/14/25	BUY	1,425,000,000	1,425,000,000	0	1,425,000,000	0
MIZUHO TRIPARTY	02/19/25	02/18/25	02/18/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/19/25	02/18/25	02/18/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/19/25	02/18/25	02/18/25	BUY	1,730,000,000	1,730,000,000	0	1,730,000,000	0
MIZUHO TRIPARTY	02/20/25	02/19/25	02/19/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/20/25	02/19/25	02/19/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/20/25	02/19/25	02/19/25	BUY	1,571,000,000	1,571,000,000	0	1,571,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO TRIPARTY	02/21/25	02/20/25	02/20/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/21/25	02/20/25	02/20/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/21/25	02/20/25	02/20/25	BUY	898,000,000	898,000,000	0	898,000,000	0
MIZUHO TRIPARTY	02/24/25	02/21/25	02/21/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/24/25	02/21/25	02/21/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/24/25	02/21/25	02/21/25	BUY	1,721,000,000	1,721,000,000	0	1,721,000,000	0
MIZUHO TRIPARTY	02/25/25	02/24/25	02/24/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/25/25	02/24/25	02/24/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/25/25	02/24/25	02/24/25	BUY	1,173,000,000	1,173,000,000	0	1,173,000,000	0
MIZUHO TRIPARTY	02/26/25	02/25/25	02/25/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/26/25	02/25/25	02/25/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/26/25	02/25/25	02/25/25	BUY	933,000,000	933,000,000	0	933,000,000	0
MIZUHO TRIPARTY	02/27/25	02/26/25	02/26/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/27/25	02/26/25	02/26/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/27/25	02/26/25	02/26/25	BUY	1,086,000,000	1,086,000,000	0	1,086,000,000	0
MIZUHO TRIPARTY	02/28/25	02/27/25	02/27/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/28/25	02/27/25	02/27/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/28/25	02/27/25	02/27/25	BUY	1,870,000,000	1,870,000,000	0	1,870,000,000	0
MIZUHO TRIPARTY	03/03/25	02/28/25	02/28/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/03/25	02/28/25	02/28/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/03/25	02/28/25	02/28/25	BUY	2,085,000,000	2,085,000,000	0	2,085,000,000	0
					50,917,230,798	50,887,035,591	0	50,887,035,591	0
CITY FURNITURE INC	08/01/44	02/03/25	02/03/25	CA_ CASH_ CLOSE	700,000	700,000	0	700,000	0
MIZUHO FLOATER/RESIDUAL TRUST	12/01/59	02/01/25	02/01/25	CA_ CASH_ CLOSE	1,700,000	1,700,000	0	1,700,000	0
					2,400,000	2,400,000	0	2,400,000	0
ABN AMRO BANK N.V.	02/10/25	02/03/25	02/03/25	DEPOSIT	1,700,000,000	1,700,000,000	0	1,700,000,000	0
DNB BANK ASA NEW YORK	02/04/25	02/03/25	02/03/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/04/25	02/03/25	02/03/25	DEPOSIT	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/04/25	02/03/25	02/03/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
NORDEA BANK ABP	02/04/25	02/03/25	02/03/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
RABOBANK NEW YORK	02/11/25	02/04/25	02/04/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/05/25	02/04/25	02/04/25	DEPOSIT	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/05/25	02/04/25	02/04/25	DEPOSIT	1,275,000,000	1,275,000,000	0	1,275,000,000	0
DNB BANK ASA NEW YORK	02/05/25	02/04/25	02/04/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
NORDEA BANK ABP	02/05/25	02/04/25	02/04/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/12/25	02/05/25	02/05/25	DEPOSIT	1,700,000,000	1,700,000,000	0	1,700,000,000	0
RABOBANK NEW YORK	02/12/25	02/05/25	02/05/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	02/06/25	02/05/25	02/05/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/06/25	02/05/25	02/05/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/06/25	02/05/25	02/05/25	DEPOSIT	1,275,000,000	1,275,000,000	0	1,275,000,000	0
DNB BANK ASA NEW YORK	02/07/25	02/06/25	02/06/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/07/25	02/06/25	02/06/25	DEPOSIT	1,275,000,000	1,275,000,000	0	1,275,000,000	0
NORDEA BANK ABP	02/10/25	02/07/25	02/07/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/10/25	02/07/25	02/07/25	DEPOSIT	1,260,000,000	1,260,000,000	0	1,260,000,000	0
DNB BANK ASA NEW YORK	02/10/25	02/07/25	02/07/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
ABN AMRO BANK N.V.	02/18/25	02/10/25	02/10/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/11/25	02/10/25	02/10/25	DEPOSIT	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/11/25	02/10/25	02/10/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	02/11/25	02/10/25	02/10/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
RABOBANK NEW YORK	02/18/25	02/11/25	02/11/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
NORDEA BANK ABP	02/12/25	02/11/25	02/11/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
DNB BANK ASA NEW YORK	02/12/25	02/11/25	02/11/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/12/25	02/11/25	02/11/25	DEPOSIT	1,250,000,000	1,250,000,000	0	1,250,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/19/25	02/12/25	02/12/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	02/19/25	02/12/25	02/12/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/13/25	02/12/25	02/12/25	DEPOSIT	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/13/25	02/12/25	02/12/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	02/13/25	02/12/25	02/12/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/13/25	02/12/25	02/12/25	DEPOSIT	450,000,000	450,000,000	0	450,000,000	0
DNB BANK ASA NEW YORK	02/14/25	02/13/25	02/13/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/14/25	02/13/25	02/13/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/14/25	02/13/25	02/13/25	DEPOSIT	650,000,000	650,000,000	0	650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/18/25	02/14/25	02/14/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/18/25	02/14/25	02/14/25	DEPOSIT	650,000,000	650,000,000	0	650,000,000	0
DNB BANK ASA NEW YORK	02/18/25	02/14/25	02/14/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	02/24/25	02/18/25	02/18/25	DEPOSIT	1,670,000,000	1,670,000,000	0	1,670,000,000	0
RABOBANK NEW YORK	02/25/25	02/18/25	02/18/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
NORDEA BANK ABP	02/19/25	02/18/25	02/18/25	DEPOSIT	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/19/25	02/18/25	02/18/25	DEPOSIT	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/19/25	02/18/25	02/18/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/26/25	02/19/25	02/19/25	DEPOSIT	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	02/26/25	02/19/25	02/19/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/20/25	02/19/25	02/19/25	DEPOSIT	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/20/25	02/19/25	02/19/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	02/21/25	02/20/25	02/20/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/21/25	02/20/25	02/20/25	DEPOSIT	1,245,000,000	1,245,000,000	0	1,245,000,000	0
DNB BANK ASA NEW YORK	02/21/25	02/20/25	02/20/25	DEPOSIT	1,645,000,000	1,645,000,000	0	1,645,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/24/25	02/21/25	02/21/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	02/24/25	02/21/25	02/21/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	02/24/25	02/21/25	02/21/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
ABN AMRO BANK N.V.	03/03/25	02/24/25	02/24/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO BANK, LTD., CANADA BRANCH	02/25/25	02/24/25	02/24/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/25/25	02/24/25	02/24/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
DNB BANK ASA NEW YORK	02/25/25	02/24/25	02/24/25	DEPOSIT	1,640,000,000	1,640,000,000	0	1,640,000,000	0
RABOBANK NEW YORK	03/04/25	02/25/25	02/25/25	DEPOSIT	970,000,000	970,000,000	0	970,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/26/25	02/25/25	02/25/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/26/25	02/25/25	02/25/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	02/26/25	02/25/25	02/25/25	DEPOSIT	1,640,000,000	1,640,000,000	0	1,640,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/05/25	02/26/25	02/26/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	03/05/25	02/26/25	02/26/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
NORDEA BANK ABP	02/27/25	02/26/25	02/26/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/27/25	02/26/25	02/26/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
DNB BANK ASA NEW YORK	02/27/25	02/26/25	02/26/25	DEPOSIT	1,640,000,000	1,640,000,000	0	1,640,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/28/25	02/27/25	02/27/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	02/28/25	02/27/25	02/27/25	DEPOSIT	400,000,000	400,000,000	0	400,000,000	0
DNB BANK ASA NEW YORK	02/28/25	02/27/25	02/27/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/03/25	02/28/25	02/28/25	DEPOSIT	1,225,000,000	1,225,000,000	0	1,225,000,000	0
NORDEA BANK ABP	03/03/25	02/28/25	02/28/25	DEPOSIT	675,000,000	675,000,000	0	675,000,000	0
DNB BANK ASA NEW YORK	03/03/25	02/28/25	02/28/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
					89,675,000,000	89,675,000,000	0	89,675,000,000	0
ALBION CAPITAL LLC CPABS4	02/20/25	02/20/25	02/20/25	MATURITY	34,617,000	34,617,000	0	34,617,000	0
ALBION CAPITAL LLC CPABS4	02/24/25	02/24/25	02/24/25	MATURITY	18,852,000	18,852,000	0	18,852,000	0
ALBION CAPITAL LLC CPABS4	02/28/25	02/28/25	02/28/25	MATURITY	108,165,000	108,165,000	0	108,165,000	0
ANGLESEA FUNDING LLC CPABS4	02/05/25	02/05/25	02/05/25	MATURITY	104,000,000	104,000,000	0	104,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/07/25	02/07/25	02/07/25	MATURITY	70,000,000	70,000,000	0	70,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/14/25	02/14/25	02/14/25	MATURITY	145,000,000	145,000,000	0	145,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/18/25	02/18/25	02/18/25	MATURITY	185,000,000	185,000,000	0	185,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/19/25	02/19/25	02/19/25	MATURITY	65,000,000	65,000,000	0	65,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/21/25	02/21/25	02/21/25	MATURITY	235,000,000	235,000,000	0	235,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/25/25	02/25/25	02/25/25	MATURITY	70,000,000	70,000,000	0	70,000,000	0
ANGLESEA FUNDING LLC CPABS4	02/28/25	02/28/25	02/28/25	MATURITY	125,000,000	125,000,000	0	125,000,000	0
ANTALIS S.A, CPABS4 CPABS4	02/28/25	02/28/25	02/28/25	MATURITY	70,000,000	70,000,000	0	70,000,000	0
ASCENSION HEALTH ALCP	02/26/25	02/26/25	02/26/25	MATURITY	10,000,000	10,000,000	0	10,000,000	0
BANK OF AMERICA N.ACD	02/05/25	02/05/25	02/05/25	MATURITY	95,000,000	95,000,000	0	95,000,000	0
BANK OF AMERICA N.ACD	02/10/25	02/10/25	02/10/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
BANK OF AMERICA N.ACD	02/14/25	02/14/25	02/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
BANK OF AMERICA N.ACD	02/21/25	02/21/25	02/21/25	MATURITY	160,000,000	160,000,000	0	160,000,000	0
BANK OF AMERICA N.ACD	02/28/25	02/28/25	02/28/25	MATURITY	155,000,000	155,000,000	0	155,000,000	0
BANK OF NEW YORK MECF4-2	02/25/25	02/25/25	02/25/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
BARTON CAPITAL S.A, CPABS4	02/04/25	02/04/25	02/04/25	MATURITY	34,000,000	34,000,000	0	34,000,000	0
BARTON CAPITAL S.A, CPABS4	02/14/25	02/14/25	02/14/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
BENNINGTON STARK CAC PABS4	02/07/25	02/07/25	02/07/25	MATURITY	170,000,000	170,000,000	0	170,000,000	0
BENNINGTON STARK CAC PABS4	02/14/25	02/14/25	02/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
BENNINGTON STARK CAC PABS4	02/20/25	02/20/25	02/20/25	MATURITY	95,000,000	95,000,000	0	95,000,000	0
BENNINGTON STARK CAC PABS4	02/21/25	02/21/25	02/21/25	MATURITY	260,000,000	260,000,000	0	260,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BENNINGTON STARK CACPAB54	02/28/25	02/28/25	02/28/25	MATURITY	235,000,000	235,000,000	0	235,000,000	0
BNG BANK N,V, CP4-2CP4-2	02/19/25	02/19/25	02/19/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BCP4-2	02/04/25	02/04/25	02/04/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
CHESHAM FINANCE LLCCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCCPAB54	02/11/25	02/11/25	02/11/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCCPAB54	02/18/25	02/18/25	02/18/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCCPAB54	02/25/25	02/25/25	02/25/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	234,000,000	234,000,000	0	234,000,000	0
CHESHAM FINANCE LLCCPAB54	02/11/25	02/11/25	02/11/25	MATURITY	228,000,000	228,000,000	0	228,000,000	0
CHESHAM FINANCE LLCCPAB54	02/18/25	02/18/25	02/18/25	MATURITY	227,000,000	227,000,000	0	227,000,000	0
CHESHAM FINANCE LLCCPAB54	02/25/25	02/25/25	02/25/25	MATURITY	227,000,000	227,000,000	0	227,000,000	0
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK/NEW YORK	02/03/25	02/03/25	02/03/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CREDIT AGRICOLE CORCDYAN	02/11/25	02/11/25	02/11/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
SUMITOMO MITSUI TRUECD	02/25/25	02/25/25	02/25/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
FALCON ASSET FUNDINCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	68,000,000	68,000,000	0	68,000,000	0
GREAT BEAR FUNDING CPAB54	02/07/25	02/07/25	02/07/25	MATURITY	82,000,000	82,000,000	0	82,000,000	0
JUPITER SECURITIZATCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	140,000,000	140,000,000	0	140,000,000	0
LA FAYETTE ASSET SECPAB54	02/03/25	02/03/25	02/03/25	MATURITY	65,000,000	65,000,000	0	65,000,000	0
LMA-AMERICAS LLC CPCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	30,500,000	30,500,000	0	30,500,000	0
LMA-AMERICAS LLC CPCPAB54	02/11/25	02/11/25	02/11/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LONGSHIP FUNDING LLCPAB54	02/03/25	02/03/25	02/03/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LONGSHIP FUNDING LLCPAB54	02/10/25	02/10/25	02/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
LONGSHIP FUNDING LLCPAB54	02/14/25	02/14/25	02/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
MUFG BANK LTD, CDYACDYAN	02/04/25	02/04/25	02/04/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MUFG BANK LTD, CDYACDYAN	02/18/25	02/18/25	02/18/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
MUFG BANK LTD, CDYACDYAN	02/25/25	02/25/25	02/25/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
MATCHPOINT FINANCE CPAB54	02/03/25	02/03/25	02/03/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
MATCHPOINT FINANCE CPAB54	02/04/25	02/04/25	02/04/25	MATURITY	45,000,000	45,000,000	0	45,000,000	0
MATCHPOINT FINANCE CPAB54	02/07/25	02/07/25	02/07/25	MATURITY	73,000,000	73,000,000	0	73,000,000	0
MATCHPOINT FINANCE CPAB54	02/11/25	02/11/25	02/11/25	MATURITY	74,000,000	74,000,000	0	74,000,000	0
MATCHPOINT FINANCE CPAB54	02/13/25	02/13/25	02/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPAB54	02/14/25	02/14/25	02/14/25	MATURITY	80,000,000	80,000,000	0	80,000,000	0
MATCHPOINT FINANCE CPAB54	02/18/25	02/18/25	02/18/25	MATURITY	85,000,000	85,000,000	0	85,000,000	0
MATCHPOINT FINANCE CPAB54	02/25/25	02/25/25	02/25/25	MATURITY	67,000,000	67,000,000	0	67,000,000	0
NATIONAL AUSTRALIA CP4-2	02/10/25	02/10/25	02/10/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CACP4-2	02/05/25	02/05/25	02/05/25	MATURITY	65,000,000	65,000,000	0	65,000,000	0
NATIONAL BANK OF CACP4-2	02/03/25	02/03/25	02/03/25	MATURITY	90,000,000	90,000,000	0	90,000,000	0
NATIONWIDE BUILDINGCP4-2	02/19/25	02/19/25	02/19/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
NATIONWIDE BUILDINGCP4-2	02/20/25	02/20/25	02/20/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
NATIONWIDE BUILDINGCP4-2	02/26/25	02/26/25	02/26/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
PARADELLE FUNDING LCPAB54	02/21/25	02/21/25	02/21/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
SHEFFIELD RECEIVABCPAB54	02/04/25	02/04/25	02/04/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
SHEFFIELD RECEIVABCPAB54	02/10/25	02/10/25	02/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
SHEFFIELD RECEIVABCPAB54	02/21/25	02/21/25	02/21/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
STARBIRD FUNDING COCPAB54	02/07/25	02/07/25	02/07/25	MATURITY	225,000,000	225,000,000	0	225,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
STARBIRD FUNDING COCPAB54	02/11/25	02/11/25	02/11/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
STARBIRD FUNDING COCPAB54	02/18/25	02/18/25	02/18/25	MATURITY	225,000,000	225,000,000	0	225,000,000	0
SUMITOMO MITSUI TRUCDYAN	02/03/25	02/03/25	02/03/25	MATURITY	130,000,000	130,000,000	0	130,000,000	0
TORONTO DOMINION BACDYAN	02/12/25	02/12/25	02/12/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
TORONTO DOMINION BACP4-2	02/21/25	02/21/25	02/21/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
TORONTO DOMINION BACP4-2	02/24/25	02/24/25	02/24/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
TOTALENERGIES CAPITCP4-2	02/03/25	02/03/25	02/03/25	MATURITY	175,000,000	175,000,000	0	175,000,000	0
TOYOTA FINANCE AUSTCP	02/05/25	02/05/25	02/05/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
TOYOTA CREDIT DE PUCP	02/14/25	02/14/25	02/14/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
TRUIST BANK CDCD	02/14/25	02/14/25	02/14/25	MATURITY	135,000,000	135,000,000	0	135,000,000	0
TRUIST BANK CDCD	02/21/25	02/21/25	02/21/25	MATURITY	135,000,000	135,000,000	0	135,000,000	0
TRUIST BANK CDCD	02/28/25	02/28/25	02/28/25	MATURITY	210,000,000	210,000,000	0	210,000,000	0
UNITEDHEALTH GROUP,CP4-2	02/21/25	02/21/25	02/21/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0
UNITEDHEALTH GROUP,CP4-2	02/27/25	02/27/25	02/27/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
UNITEDHEALTH GROUP,CP4-2	02/28/25	02/28/25	02/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
WELLS FARGO BANK, NCD	02/13/25	02/13/25	02/13/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
WELLS FARGO BANK, NCD	02/14/25	02/14/25	02/14/25	MATURITY	10,000,000	10,000,000	0	10,000,000	0
WESTPAC BANKING CORCP4-2	02/07/25	02/07/25	02/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MIZUHO TRIPARTY	02/03/25	02/03/25	02/03/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/03/25	02/03/25	02/03/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/03/25	02/03/25	02/03/25	MATURITY	2,231,000,000	2,231,000,000	0	2,231,000,000	0
MIZUHO TRIPARTY	02/04/25	02/04/25	02/04/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/04/25	02/04/25	02/04/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/04/25	02/04/25	02/04/25	MATURITY	1,913,000,000	1,913,000,000	0	1,913,000,000	0
MIZUHO TRIPARTY	02/05/25	02/05/25	02/05/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/05/25	02/05/25	02/05/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/05/25	02/05/25	02/05/25	MATURITY	1,428,000,000	1,428,000,000	0	1,428,000,000	0
MIZUHO TRIPARTY	02/06/25	02/06/25	02/06/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/06/25	02/06/25	02/06/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/06/25	02/06/25	02/06/25	MATURITY	1,216,000,000	1,216,000,000	0	1,216,000,000	0
MIZUHO TRIPARTY	02/07/25	02/07/25	02/07/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/07/25	02/07/25	02/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/07/25	02/07/25	02/07/25	MATURITY	2,109,000,000	2,109,000,000	0	2,109,000,000	0
MIZUHO TRIPARTY	02/10/25	02/10/25	02/10/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/10/25	02/10/25	02/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/10/25	02/10/25	02/10/25	MATURITY	2,034,000,000	2,034,000,000	0	2,034,000,000	0
MIZUHO TRIPARTY	02/11/25	02/11/25	02/11/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/11/25	02/11/25	02/11/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/11/25	02/11/25	02/11/25	MATURITY	1,875,000,000	1,875,000,000	0	1,875,000,000	0
MIZUHO TRIPARTY	02/12/25	02/12/25	02/12/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/12/25	02/12/25	02/12/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/12/25	02/12/25	02/12/25	MATURITY	2,025,000,000	2,025,000,000	0	2,025,000,000	0
MIZUHO TRIPARTY	02/13/25	02/13/25	02/13/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/13/25	02/13/25	02/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BANK OF AMERICA TRIPARTY	02/13/25	02/13/25	02/13/25	MATURITY	736,000,000	736,000,000	0	736,000,000	0
MIZUHO TRIPARTY	02/14/25	02/14/25	02/14/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/14/25	02/14/25	02/14/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/14/25	02/14/25	02/14/25	MATURITY	1,393,000,000	1,393,000,000	0	1,393,000,000	0
MIZUHO TRIPARTY	02/18/25	02/18/25	02/18/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/18/25	02/18/25	02/18/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/18/25	02/18/25	02/18/25	MATURITY	1,425,000,000	1,425,000,000	0	1,425,000,000	0
MIZUHO TRIPARTY	02/19/25	02/19/25	02/19/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/19/25	02/19/25	02/19/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/19/25	02/19/25	02/19/25	MATURITY	1,730,000,000	1,730,000,000	0	1,730,000,000	0
MIZUHO TRIPARTY	02/20/25	02/20/25	02/20/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/20/25	02/20/25	02/20/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/20/25	02/20/25	02/20/25	MATURITY	1,571,000,000	1,571,000,000	0	1,571,000,000	0
MIZUHO TRIPARTY	02/21/25	02/21/25	02/21/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/21/25	02/21/25	02/21/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/21/25	02/21/25	02/21/25	MATURITY	898,000,000	898,000,000	0	898,000,000	0
MIZUHO TRIPARTY	02/24/25	02/24/25	02/24/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/24/25	02/24/25	02/24/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/24/25	02/24/25	02/24/25	MATURITY	1,721,000,000	1,721,000,000	0	1,721,000,000	0
MIZUHO TRIPARTY	02/25/25	02/25/25	02/25/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/25/25	02/25/25	02/25/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/25/25	02/25/25	02/25/25	MATURITY	1,173,000,000	1,173,000,000	0	1,173,000,000	0
MIZUHO TRIPARTY	02/26/25	02/26/25	02/26/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/26/25	02/26/25	02/26/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/26/25	02/26/25	02/26/25	MATURITY	933,000,000	933,000,000	0	933,000,000	0
MIZUHO TRIPARTY	02/27/25	02/27/25	02/27/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/27/25	02/27/25	02/27/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/27/25	02/27/25	02/27/25	MATURITY	1,086,000,000	1,086,000,000	0	1,086,000,000	0
MIZUHO TRIPARTY	02/28/25	02/28/25	02/28/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	02/28/25	02/28/25	02/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	02/28/25	02/28/25	02/28/25	MATURITY	1,870,000,000	1,870,000,000	0	1,870,000,000	0
ABN AMRO BANK N.V.	02/03/25	02/03/25	02/03/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	02/04/25	02/04/25	02/04/25	MATURITY	990,000,000	990,000,000	0	990,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/05/25	02/05/25	02/05/25	MATURITY	1,700,000,000	1,700,000,000	0	1,700,000,000	0
RABOBANK NEW YORK	02/05/25	02/05/25	02/05/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/03/25	02/03/25	02/03/25	MATURITY	1,550,000,000	1,550,000,000	0	1,550,000,000	0
NORDEA BANK ABP	02/03/25	02/03/25	02/03/25	MATURITY	980,000,000	980,000,000	0	980,000,000	0
DNB BANK ASA NEW YORK	02/03/25	02/03/25	02/03/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
ABN AMRO BANK N.V.	02/10/25	02/10/25	02/10/25	MATURITY	1,700,000,000	1,700,000,000	0	1,700,000,000	0
DNB BANK ASA NEW YORK	02/04/25	02/04/25	02/04/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/04/25	02/04/25	02/04/25	MATURITY	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/04/25	02/04/25	02/04/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
NORDEA BANK ABP	02/04/25	02/04/25	02/04/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
RABOBANK NEW YORK	02/11/25	02/11/25	02/11/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/05/25	02/05/25	02/05/25	MATURITY	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/05/25	02/05/25	02/05/25	MATURITY	1,275,000,000	1,275,000,000	0	1,275,000,000	0
DNB BANK ASA NEW YORK	02/05/25	02/05/25	02/05/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
NORDEA BANK ABP	02/05/25	02/05/25	02/05/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/12/25	02/12/25	02/12/25	MATURITY	1,700,000,000	1,700,000,000	0	1,700,000,000	0
RABOBANK NEW YORK	02/12/25	02/12/25	02/12/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	02/06/25	02/06/25	02/06/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/06/25	02/06/25	02/06/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/06/25	02/06/25	02/06/25	MATURITY	1,275,000,000	1,275,000,000	0	1,275,000,000	0
DNB BANK ASA NEW YORK	02/07/25	02/07/25	02/07/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/07/25	02/07/25	02/07/25	MATURITY	1,275,000,000	1,275,000,000	0	1,275,000,000	0
NORDEA BANK ABP	02/10/25	02/10/25	02/10/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/10/25	02/10/25	02/10/25	MATURITY	1,260,000,000	1,260,000,000	0	1,260,000,000	0
DNB BANK ASA NEW YORK	02/10/25	02/10/25	02/10/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
ABN AMRO BANK N.V.	02/18/25	02/18/25	02/18/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/11/25	02/11/25	02/11/25	MATURITY	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/11/25	02/11/25	02/11/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
NORDEA BANK ABP	02/11/25	02/11/25	02/11/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
RABOBANK NEW YORK	02/18/25	02/18/25	02/18/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
NORDEA BANK ABP	02/12/25	02/12/25	02/12/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
DNB BANK ASA NEW YORK	02/12/25	02/12/25	02/12/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/12/25	02/12/25	02/12/25	MATURITY	1,250,000,000	1,250,000,000	0	1,250,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/19/25	02/19/25	02/19/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	02/19/25	02/19/25	02/19/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/13/25	02/13/25	02/13/25	MATURITY	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/13/25	02/13/25	02/13/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	02/13/25	02/13/25	02/13/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	02/13/25	02/13/25	02/13/25	MATURITY	450,000,000	450,000,000	0	450,000,000	0
DNB BANK ASA NEW YORK	02/14/25	02/14/25	02/14/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/14/25	02/14/25	02/14/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/14/25	02/14/25	02/14/25	MATURITY	650,000,000	650,000,000	0	650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/18/25	02/18/25	02/18/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/18/25	02/18/25	02/18/25	MATURITY	650,000,000	650,000,000	0	650,000,000	0
DNB BANK ASA NEW YORK	02/18/25	02/18/25	02/18/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	02/24/25	02/24/25	02/24/25	MATURITY	1,670,000,000	1,670,000,000	0	1,670,000,000	0
RABOBANK NEW YORK	02/25/25	02/25/25	02/25/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
NORDEA BANK ABP	02/19/25	02/19/25	02/19/25	MATURITY	600,000,000	600,000,000	0	600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/19/25	02/19/25	02/19/25	MATURITY	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/19/25	02/19/25	02/19/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	02/26/25	02/26/25	02/26/25	MATURITY	1,675,000,000	1,675,000,000	0	1,675,000,000	0
RABOBANK NEW YORK	02/26/25	02/26/25	02/26/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0

TRADING ACTIVITY FOR FEBRUARY 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO BANK, LTD., CANADA BRANCH	02/20/25	02/20/25	02/20/25	MATURITY	1,250,000,000	1,250,000,000	0	1,250,000,000	0
DNB BANK ASA NEW YORK	02/20/25	02/20/25	02/20/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
NORDEA BANK ABP	02/21/25	02/21/25	02/21/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/21/25	02/21/25	02/21/25	MATURITY	1,245,000,000	1,245,000,000	0	1,245,000,000	0
DNB BANK ASA NEW YORK	02/21/25	02/21/25	02/21/25	MATURITY	1,645,000,000	1,645,000,000	0	1,645,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/24/25	02/24/25	02/24/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	02/24/25	02/24/25	02/24/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	02/24/25	02/24/25	02/24/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/25/25	02/25/25	02/25/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/25/25	02/25/25	02/25/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
DNB BANK ASA NEW YORK	02/25/25	02/25/25	02/25/25	MATURITY	1,640,000,000	1,640,000,000	0	1,640,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/26/25	02/26/25	02/26/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	02/26/25	02/26/25	02/26/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	02/26/25	02/26/25	02/26/25	MATURITY	1,640,000,000	1,640,000,000	0	1,640,000,000	0
NORDEA BANK ABP	02/27/25	02/27/25	02/27/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/27/25	02/27/25	02/27/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
DNB BANK ASA NEW YORK	02/27/25	02/27/25	02/27/25	MATURITY	1,640,000,000	1,640,000,000	0	1,640,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	02/28/25	02/28/25	02/28/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	02/28/25	02/28/25	02/28/25	MATURITY	400,000,000	400,000,000	0	400,000,000	0
DNB BANK ASA NEW YORK	02/28/25	02/28/25	02/28/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
					141,237,134,000	141,237,134,000	0	141,237,134,000	0
EFF 2024-3 AI	07/21/25	02/20/25	02/20/25	PAY-DOWN	1,822,383	1,822,383	0	1,822,383	0
WLAKE 2024-3A AI	10/15/25	02/18/25	02/18/25	PAY-DOWN	6,628,292	6,628,292	0	6,628,292	0
					8,450,675	8,450,675	0	8,450,675	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/03/25	02/03/25	SELL	3,639,983	3,639,983	0	3,639,983	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/05/25	02/05/25	SELL	1,123,704	1,123,704	0	1,123,704	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/06/25	02/06/25	SELL	3,451,271	3,451,271	0	3,451,271	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/10/25	02/10/25	SELL	3,819,130	3,819,130	0	3,819,130	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/12/25	02/12/25	SELL	3,859,824	3,859,824	0	3,859,824	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/19/25	02/19/25	SELL	1,768,768	1,768,768	0	1,768,768	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/20/25	02/20/25	SELL	2,320,220	2,320,220	0	2,320,220	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/21/25	02/21/25	SELL	321,454	321,454	0	321,454	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/25/25	02/25/25	SELL	1,723,681	1,723,681	0	1,723,681	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/27/25	02/27/25	SELL	1,843,185	1,843,185	0	1,843,185	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	02/28/25	02/28/25	SELL	436,478	436,478	0	436,478	0
					24,307,697	24,307,697	0	24,307,697	0



1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308
(850) 488-4406

<https://prime.sbafla.com>

Our Mission

Our mission is to provide superior investment management and trust services by proactively and comprehensively managing risk and adhering to the highest ethical, fiduciary, and professional standards.





MONTHLY SUMMARY REPORT

State Board of Administration of Florida

March 31, 2025

CONTENTS

3	INTRODUCTION
3	DISCLOSURE OF MATERIAL IMPACTS
3	FACTS-AT-A-GLANCE
4	PORFOLIO MANAGER COMMENTARY
5	PORTFOLIO COMPOSITION
6	FUND PERFORMANCE
7	PRIME ACCOUNT SUMMARY
8	INVENTORY OF HOLDINGS
14	PARTICIPANT CONCENTRATION
15	COMPLIANCE
16	TRADE ACTIVITY

Past performance is no guarantee of future results.

Views are as of the issue date and are subject to change based on market conditions and other factors. These views should not be construed as a recommendation for any specific security.

An investment in Florida PRIME is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in this fund.

INTRODUCTION

This report is prepared for stakeholders in Florida PRIME in accordance with Section 218.409(6)(a), Florida Statutes. The statute requires:

- (1) Reporting of any material impacts on the funds and any actions or escalations taken by staff to address such impacts;
- (2) Presentation of a management summary that provides an analysis of the status of the current investment portfolio and the individual transactions executed over the last month; and
- (3) Preparation of the management summary “in a manner that will allow anyone to ascertain whether the investment activities during the reporting period have conformed to investment policies.”

This report, which covers the period from March 1, 2025, through March 31, 2025, has been prepared by the SBA with input from Federated Hermes (“Federated”), investment advisor for Florida PRIME in a format intended to comply with the statute.

DISCLOSURE OF MATERIAL IMPACTS

During the reporting period, Florida PRIME was in material compliance with investment policy. There were no developments that had a material impact on the liquidity or operation of Florida PRIME. Details are available in the PRIME policy compliance table. This report also includes details on market conditions; fees; fund holdings, transactions and performance; and client composition.

PRIME™ STATISTICS

(As of March 31, 2025)

Total Participants
844

Florida PRIME™
Total Participant Balance
\$31,421,565,231

Total Number of Accounts
1,545

FACTS-AT-A-GLANCE PRIME is an exclusive service for Florida governmental organizations, providing a cost-effective investment vehicle for their surplus funds. Florida PRIME, the Local Government Surplus Funds Trust Fund, is utilized by hundreds of governmental investors including state agencies, state universities and colleges, counties, cities, special districts, school boards, and other direct support organizations of the State of Florida.

Florida PRIME is a government investment pool that offers management by an industry leader in professional money management, conservative investment policies, an extensive governance framework, a Standard & Poor’s “AAAm” rating, full transparency, and best-in-class financial reporting.

PORTFOLIO MANAGER COMMENTARY

Up and Up

The growth of liquidity products since the Federal Reserve first hiked rates in 2022 has been something to behold. Total US money market assets under management (AUM) topped \$7 trillion for the first time in March and those of global money funds have reached record highs, according to the Investment Company Institute (ICI). Similarly, AUM of many non-money fund (rule 2a-7) product types, such as investment pools, to our knowledge, have risen. But we do not think this growth is substantially due to the recent up, then down again, trajectory of the stock market. The argument that investors are placing cash in liquidity products to weather the storm is belied by the nature of the inflows. We believe they are at a growth rate consistent with the extensive migration to money funds seen over the last several quarters. We can't pinpoint from where those assets came. But the steady nature of the inflows supports the hypothesis that people are fed up with low interest rates of other products rather than hiding from the stock market correction.

He said what, now?

It's hard to believe Fed Chair Jerome Powell uttered the term "transitory" at the March policy-setting meeting. We thought that radioactive word was long buried after he repeatedly used it to describe pandemic-related inflation in 2021. His point was that the potential impacts of the Trump administration's whipsaw approach to tariffs might be inflationary in

the short term but not in the long term, as they might lead to better productivity. We aren't so sure, and neither are some of his colleagues, including those who spoke after the meeting. Atlanta Fed President Raphael Bostic told Bloomberg, "I'm not going to say that word; nope." And St. Louis Fed President Alberto Musalem said he was "wary" of presuming tariff pressure on prices would abate after a short-lived spike.

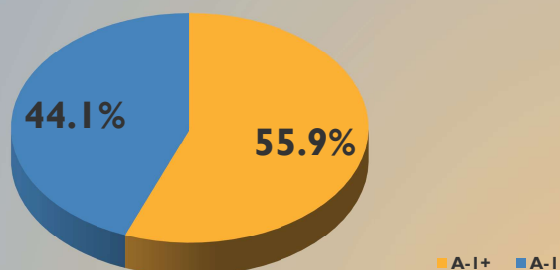
Besides keeping rates high, suggesting easing won't arrive until the second half of this year and downgrading projections, the biggest decision the Committee made was to reduce the monthly pace of quantitative easing from \$25 billion to \$5 billion. That will curtail Treasury supply for cash managers, but not overly so. We are happy that the number of mortgage-backed securities rolling off the Fed balance sheet remained at \$35 billion as the industry uses those securities as collateral in overnight repo transactions.

Powell was right about one point: policymakers' decision to keep the target range at 4.25-4.5% and their economic projections were based on data that didn't reflect the tariff turmoil. And even when data is incorporated, its impact will be messy and best ignored. Powell emphasized they will attempt to avoid making policy decisions due to "what-ifs."

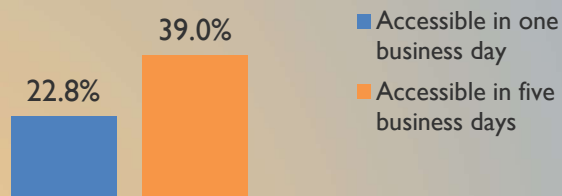
At the end of the month, yields on 1-, 3-, 6- and 12-month US Treasuries were 4.30%, 4.30%, 4.23% and 4.03%, respectively.

PORTFOLIO COMPOSITION FOR MARCH 31 2025

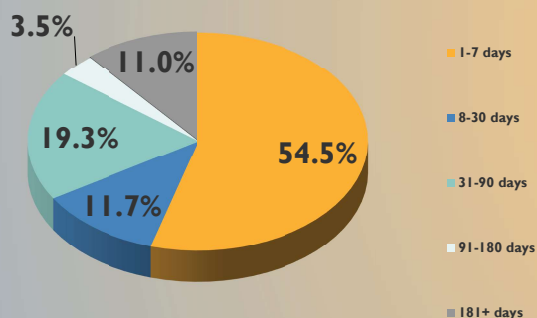
CREDIT QUALITY COMPOSITION



HIGHLY LIQUID HOLDINGS-11/26



EFFECTIVE MATURITY SCHEDULE



TOP HOLDINGS & AVG. MATURITY

1. ABN Amro Bank NV	5.0%
2. Mizuho Financial Group, Inc.	5.0%
3. Australia & New Zealand Banking Group Ltd.	5.0%
4. Cooperatieve Rabobank UA	5.0%
5. Nordea Bank Abp	5.0%
6. Canadian Imperial Bank of Commerce	4.8%
7. National Bank of Canada	4.8%
8. Toronto Dominion Bank	4.7%
9. Mitsubishi UFJ Financial Group, Inc.	4.2%
10. Royal Bank of Canada	4.0%

SEC Weighted Average Maturity (WAM)

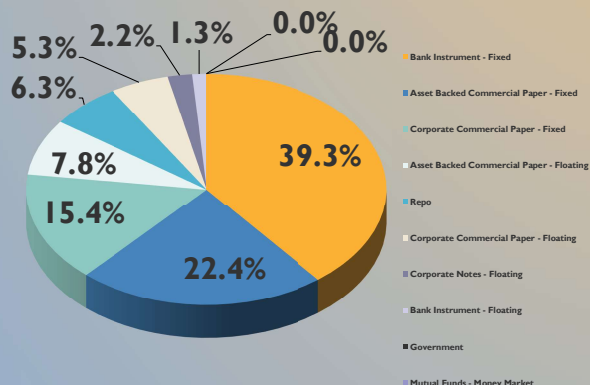
48 Days

Weighted Average Life (Spread WAL)

84 Days

Percentages based on total value of investments

PORTFOLIO COMPOSITION



FUND PERFORMANCE THROUGH MARCH 2025

Florida PRIME Performance Data			
	Annualized Net Participant Yield ¹	Net-of-Fee Benchmark ²	Above (Below) Benchmark
One Month	4.60%	4.25%	0.36%
Three Months	4.63%	4.43%	0.20%
One Year	5.20%	4.92%	0.27%
Three Years	4.58%	4.22%	0.35%
Five Years	2.83%	2.57%	0.26%
Ten Years	2.12%	1.86%	0.26%
Since 1/96	2.61%	2.39%	0.22%

Note: Net asset value at month end: \$31,427.3 million, which includes investments at market value, plus all cash, accrued interest receivable and payables.

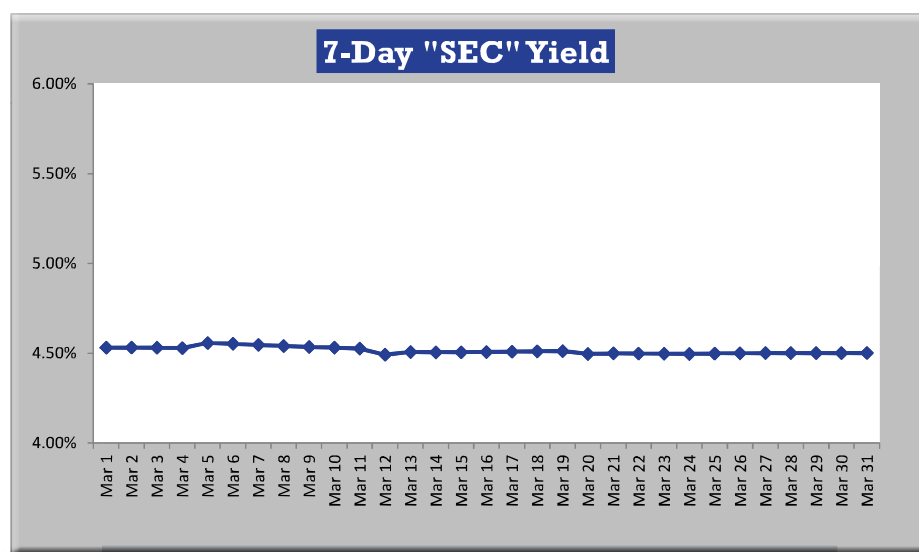
¹Net of fees. Participant yield is calculated on a 365-day basis and includes adjustments for expenses and other accounting items to reflect realized earnings by participants.

²The net-of-fee benchmark is the S&P AAA/AA Rated GIP All 30-Day Net Index for all time periods.

ABOUT ANNUALIZED YIELDS:

Performance data in the table and chart is annualized, meaning that the amounts are based on yields for the periods indicated, converted to their equivalent if obtained for a 12-month period.

For example, ignoring the effects of compounding, an investment that earns 0.10% over a 1-month period yields 1.20% on an annualized basis. Likewise, an investment that earns a total of 3.60% over three years yields 1.20% on an annualized basis, ignoring compounding.



The 7-Day "SEC" Yield in the chart is calculated in accordance with the yield methodology set forth by SEC Rule 2a-7 for money market funds. The 7-day yield = net income earned over a 7-day period / average units outstanding over the period / 7 times 365. Note that unlike other performance measures, the SEC yield does not include realized gains and losses from sales of securities.

PRIME ACCOUNT SUMMARY FOR MARCH 2025

Summary of Cash Flows		
Opening Balance (03/01/25)	\$	33,396,250,236
Participant Deposits		1,717,715,382
Gross Earnings		125,246,465
Participant Withdrawals		(3,816,730,417)
Fees		(916,435)
Closing Balance (03/31/25)	\$	31,421,565,231
Net Change over Month	\$	(1,974,685,005)

Detailed Fee Disclosure			
March		Amount	Basis Point Equivalent*
SBA Client Service, Account Mgt. & Fiduciary Oversight Fee	\$	275,871.90	1.02
Federated Investment Management Fee		588,894.51	2.18
BNY Mellon Custodial Fee**		36,525.71	0.14
Bank of America Transfer Agent Fee		5,417.72	0.02
S&P Rating Maintenance Fee		4,552.88	0.02
Audit/External Review Fees		5,172.35	0.02
Total Fees	\$	916,435.07	3.39

*The basis point equivalent is an annualized rate based on the dollar amount of fees charged for the month times 12, divided by an average of the fund's beginning and ending total value (amortized cost) for the month which was \$32,408,907,734.

**All custodian banking fees are allocated based on both market value (size) and level of service accurately passing through all charges to pool participants. Charges may fluctuate month-to-month.

The data included in this report is unaudited.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
1320 W Jefferson LLC, Sep 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	9/1/2060	4/3/2025	5,500,000	4.46	\$5,500,000	\$5,500,000	\$0
ABN Amro Bank NV, Amsterdam TD	TIME DEPOSIT	4.33	4/7/2025		1,600,000,000	4.39	\$1,600,000,000	\$1,600,000,000	\$0
AJC Capital, LLC, Jan 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	1/1/2042	4/3/2025	5,530,000	4.40	\$5,530,000	\$5,530,000	\$0
ARI Fleet Lease Trust 2025-A, A1, 4.511%, 02/17/2026	ASSET BACKED NOTE	4.51	2/17/2026		32,000,000	0.00	\$32,000,000	\$32,000,941	\$941
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/16/2025		25,000,000	4.46	\$24,951,333	\$24,951,148	-\$186
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/28/2025		39,000,000	4.50	\$38,865,927	\$38,866,191	\$264
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/20/2025		20,000,000	4.51	\$19,877,778	\$19,877,314	-\$464
Albion Capital LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/28/2025		65,000,000	4.50	\$64,540,269	\$64,537,200	-\$3,069
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		120,000,000	4.40	\$119,985,533	\$119,985,528	-\$5
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		100,000,000	4.41	\$99,951,667	\$99,951,650	-\$17
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		140,000,000	4.45	\$139,864,044	\$139,864,354	\$310
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/3/2025		100,000,000	4.50	\$99,221,333	\$99,222,870	\$1,537
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/9/2025		80,000,000	4.50	\$79,318,667	\$79,319,704	\$1,037
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/10/2025		105,000,000	4.46	\$104,099,187	\$104,094,291	-\$4,896
Anglesea Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		7/3/2025		50,000,000	4.58	\$49,422,944	\$49,428,515	\$5,571
Anglesea Funding LLC, Aug 22, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.56	8/22/2025	4/1/2025	80,000,000	4.62	\$80,000,000	\$80,000,000	\$0
Anglesea Funding LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.58	7/8/2025	4/1/2025	141,000,000	4.64	\$141,000,000	\$141,018,402	\$18,402
Antalis S.A. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/29/2025		75,000,000	4.47	\$74,734,771	\$74,735,310	\$539
Archer I LLC, Jun 01, 2060	VARIABLE RATE DEMAND NOTE	4.40	6/1/2060	4/3/2025	18,000,000	4.46	\$18,000,000	\$18,000,000	\$0
Ascension Health Alliance Senior Credit Group CP	COMMERCIAL PAPER		4/22/2025		28,733,000	4.47	\$28,656,091	\$28,657,191	\$1,100
Ascension Health Alliance Senior Credit Group CP	COMMERCIAL PAPER		4/22/2025		3,470,000	4.47	\$3,460,691	\$3,460,845	\$154
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/22/2025		50,000,000	4.44	\$49,866,778	\$49,866,745	-\$33
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/23/2025		100,000,000	4.44	\$99,721,444	\$99,721,300	-\$144
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/13/2025		101,500,000	4.45	\$100,971,411	\$100,964,415	-\$6,996
Atlantic Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/23/2025		35,000,000	4.49	\$34,642,300	\$34,640,995	-\$1,306
Australia & New Zealand Banking Group, Melbourne TD	TIME DEPOSIT	4.33	4/2/2025		1,600,000,000	4.39	\$1,600,000,000	\$1,600,000,000	\$0
BPCE SA CP4-2	COMMERCIAL PAPER - 4-2		6/6/2025		250,000,000	4.45	\$247,978,368	\$247,974,650	-\$3,718
BWV Forge TL Properties Owner LLC, May 01, 2059	VARIABLE RATE DEMAND NOTE	4.40	5/1/2059	4/3/2025	28,500,000	4.40	\$28,500,000	\$28,500,000	\$0
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.48	5/9/2025		42,000,000	5.50	\$42,000,000	\$42,040,190	\$40,190
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	5.53	5/28/2025		95,000,000	5.55	\$95,000,000	\$95,142,006	\$142,006
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.50	1/2/2026		263,000,000	4.51	\$263,000,000	\$263,356,365	\$356,365
Bank of America N.A. CD	CERTIFICATE OF DEPOSIT	4.52	1/7/2026		265,000,000	4.53	\$265,000,000	\$265,421,562	\$421,562
Bank of America N.A. Triparty Repo Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.37	4/1/2025		1,399,000,000	4.43	\$1,399,000,000	\$1,399,000,000	\$0
Bank of America N.A., Apr 02, 2026	VARIABLE RATE BANK NOTE	4.64	4/2/2026	4/1/2025	140,000,000	4.70	\$140,000,000	\$139,997,873	-\$2,127
Bank of America N.A., Jul 31, 2025	VARIABLE RATE CERTIFICATE OF DEPOSIT	4.71	7/31/2025	4/1/2025	100,000,000	4.78	\$100,000,000	\$100,063,280	\$63,280
Bank of Montreal	CALLABLE COMMERCIAL PAPER	4.65	4/13/2026	4/1/2025	200,000,000	4.71	\$200,000,000	\$200,000,000	\$0
Bank of Montreal CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	6/10/2025		100,000,000	5.52	\$100,000,000	\$100,188,300	\$188,300
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/2/2025		105,000,000	5.56	\$104,510,000	\$104,596,800	\$86,800
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/8/2025		25,000,000	5.52	\$24,862,514	\$24,886,000	\$23,486
Bank of Montreal CP4-2	COMMERCIAL PAPER - 4-2		6/24/2025		150,000,000	5.45	\$148,176,042	\$148,475,910	\$299,868
Bank of Nova Scotia, Feb 04, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.65	2/4/2026	4/1/2025	250,000,000	4.71	\$250,000,000	\$250,000,000	\$0
Bank of Nova Scotia, Toronto CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		100,000,000	4.57	\$97,015,417	\$97,162,370	\$146,953
Bedford Row Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		200,000,000	4.39	\$199,975,944	\$199,975,920	-\$24
Bedford Row Funding Corp., Aug 26, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS-4(2)	4.54	8/26/2025	4/1/2025	200,000,000	4.60	\$200,000,000	\$200,000,000	\$0

See notes at end of table.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Bedford Row Funding Corp., Oct 09, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS-4(2)	4.61	10/9/2025	4/1/2025	100,000,000	4.67	\$100,000,000	\$100,000,000	\$0
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		115,000,000	4.41	\$114,944,417	\$114,944,605	\$188
Bennington Stark Capital Co., LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/25/2025		30,000,000	4.45	\$29,908,958	\$29,908,842	-\$116
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	4.58	\$99,975,556	\$99,975,670	\$114
BofA Securities, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/4/2025		15,000,000	4.66	\$14,992,533	\$14,992,700	\$166
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.17	10/1/2025		256,000,000	4.20	\$256,000,000	\$255,694,925	-\$305,075
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.46	10/8/2025		150,000,000	4.48	\$150,000,000	\$150,041,325	\$41,325
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.57	12/4/2025		200,000,000	4.59	\$200,000,000	\$200,300,020	\$300,020
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.52	3/4/2026		200,000,000	4.52	\$200,000,000	\$200,463,320	\$463,320
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	4/10/2025		150,000,000	5.55	\$150,000,000	\$150,039,480	\$39,480
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.55	4/17/2025		15,000,000	5.57	\$15,000,000	\$15,006,783	\$6,783
Canadian Imperial Bank of Commerce CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.50	5/23/2025		100,000,000	5.52	\$100,000,000	\$100,136,720	\$136,720
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		5/22/2025		200,000,000	5.52	\$198,495,033	\$198,751,800	\$256,767
Canadian Imperial Bank of Commerce CP4-2	COMMERCIAL PAPER - 4-2		11/12/2025		100,000,000	4.65	\$97,223,967	\$97,381,430	\$157,463
Canadian Imperial Bank of Commerce, Apr 07, 2026	VARIABLE RATE CERTIFICATE OF DEPOSIT	4.64	4/7/2026	4/1/2025	100,000,000	4.70	\$100,000,000	\$100,000,000	\$0
Canadian Imperial Bank of Commerce, Apr 21, 2026	VARIABLE RATE CERTIFICATE OF DEPOSIT	4.66	4/21/2026	4/1/2025	70,000,000	4.72	\$70,000,000	\$70,000,000	\$0
Cancara Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/6/2025		50,000,000	4.46	\$49,781,500	\$49,781,400	-\$100
Chariot Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/16/2025		100,000,000	4.47	\$99,067,444	\$99,063,740	-\$3,704
Chariot Funding LLC, Dec 01, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	12/1/2025	4/1/2025	125,000,000	4.68	\$125,000,000	\$125,000,000	\$0
Chesham Finance LLC Series III CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		150,000,000	4.40	\$149,981,917	\$149,981,910	-\$7
Chesham Finance LLC Series III CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		150,000,000	4.40	\$149,873,417	\$149,854,665	-\$18,752
Chesham Finance LLC Series IV CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		210,000,000	4.40	\$209,974,683	\$209,974,674	-\$9
Chesham Finance LLC Series IV CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		210,000,000	4.40	\$209,822,783	\$209,822,783	-\$0
Citigroup Global Markets, Inc. CP4-2	COMMERCIAL PAPER - 4-2		8/18/2025		75,000,000	4.68	\$73,696,250	\$73,742,430	\$46,180
City Furniture, Inc., Aug 01, 2044	VARIABLE RATE DEMAND NOTE	4.43	8/1/2044	4/3/2025	75,500,000	4.43	\$75,500,000	\$75,500,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Nov 07, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	11/7/2025	4/1/2025	70,000,000	4.70	\$70,000,000	\$70,000,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Oct 27, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	10/27/2025	4/1/2025	230,000,000	4.70	\$230,000,000	\$230,000,000	\$0
Collateralized Commercial Paper FLEX Co., LLC, Oct 30, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	10/30/2025	4/1/2025	25,000,000	4.70	\$25,000,000	\$25,005,732	\$5,732
Collateralized Commercial Paper V Co. LLC, Dec 01, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	12/1/2025	4/1/2025	150,000,000	4.66	\$150,000,000	\$150,000,000	\$0
Collateralized Commercial Paper V Co. LLC, Dec 04, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	12/4/2025	4/1/2025	200,000,000	4.66	\$200,000,000	\$200,000,000	\$0
Collateralized Commercial Paper V Co. LLC, Oct 06, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.69	10/6/2025	4/1/2025	140,000,000	4.76	\$140,000,000	\$140,000,000	\$0
Cooperative Rabobank UA TD	TIME DEPOSIT	4.33	4/1/2025		900,000,000	4.39	\$900,000,000	\$900,000,000	\$0
Cooperative Rabobank UA TD	TIME DEPOSIT	4.33	4/2/2025		700,000,000	4.39	\$700,000,000	\$700,000,000	\$0
Credit Agricole Corporate and Investment Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.43	6/3/2025		190,000,000	4.49	\$190,000,000	\$190,023,731	\$23,731
DNB Bank ASA CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		25,000,000	4.75	\$24,968,299	\$24,970,105	\$1,806
DNB Bank ASA TD	TIME DEPOSIT	4.33	4/1/2025		1,175,000,000	4.39	\$1,175,000,000	\$1,175,000,000	\$0

See notes at end of table.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
DZ Bank AG Deutsche Zentral-Genossenschaftsbank CP4-2	COMMERCIAL PAPER - 4-2		6/12/2025		150,000,000	4.49	\$148,670,792	\$148,673,430	\$2,638
DZ Bank AG Deutsche Zentral-Genossenschaftsbank CP4-2	COMMERCIAL PAPER - 4-2		6/3/2025		50,000,000	4.50	\$49,611,111	\$49,610,015	-\$1,096
Dino P. Kanelos Irrevocable Trust, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	4/3/2025	4,515,000	4.40	\$4,515,000	\$4,515,000	\$0
Dreyfus Government Cash Management Fund	OVERNIGHT MUTUAL FUND	4.17	4/1/2025		0	4.23	\$0	\$0	\$0
EDMC Group, Inc., (Series 2024-2), Dec 01, 2054	VARIABLE RATE DEMAND NOTE	4.37	12/1/2054	4/3/2025	27,900,000	4.43	\$27,900,000	\$27,900,000	\$0
Enterprise Fleet Financing, LLC 2024-3, A1, 5.493%, 07/21/2025	ASSET BACKED NOTE	5.49	7/21/2025		996,552	5.49	\$996,552	\$997,096	\$544
Fairway Finance Co. LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/1/2025		30,000,000	4.72	\$29,882,975	\$29,886,582	\$3,607
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		60,000,000	4.51	\$59,897,333	\$59,898,264	\$931
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/21/2025		45,000,000	4.44	\$44,885,550	\$44,885,552	\$1
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/8/2025		25,000,000	4.45	\$24,884,944	\$24,884,610	-\$334
Falcon Asset Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/10/2025		120,000,000	4.47	\$118,968,133	\$118,968,996	\$863
Falcon Asset Funding LLC, Aug 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	8/28/2025	4/1/2025	75,000,000	4.70	\$75,000,000	\$75,000,000	\$0
Falcon Asset Funding LLC, Oct 17, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.61	10/17/2025	4/1/2025	85,000,000	4.67	\$85,000,000	\$85,000,000	\$0
GTA Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		120,000,000	4.52	\$119,794,200	\$119,796,528	\$2,328
GTA Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		9/17/2025		73,875,000	4.48	\$72,364,461	\$72,363,303	-\$1,158
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		130,000,000	4.62	\$129,870,289	\$129,874,043	\$3,754
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/4/2025		100,000,000	4.49	\$99,209,167	\$99,211,270	\$2,103
Gotham Funding Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/16/2025		140,000,000	4.48	\$138,692,925	\$138,693,128	\$203
Great America Leasing Receivables 2025-1, A1, 4.462%, 03/16/2026	ASSET BACKED NOTE	4.46	3/16/2026		16,000,000	0.00	\$16,000,000	\$16,002,902	\$2,902
Great Bear Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/10/2025		46,000,000	4.44	\$45,944,289	\$45,944,096	-\$193
HSBC Securities (USA), Inc. Repo Tri Party Overnight Fixed	REPO TRIPARTY OVERNIGHT FIXED	4.36	4/1/2025		100,000,000	4.42	\$100,000,000	\$100,000,000	\$0
HW Hellman Building, LP, Mar 01, 2062	VARIABLE RATE DEMAND NOTE	4.40	3/1/2062	4/3/2025	50,000,000	4.40	\$50,000,000	\$50,000,000	\$0
Jupiter Securitization Co. LLC, Jul 08, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.68	7/8/2025	4/1/2025	75,000,000	4.75	\$75,000,000	\$75,033,480	\$33,480
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		51,100,000	4.51	\$51,075,018	\$51,075,293	\$275
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		33,000,000	4.52	\$32,967,660	\$32,968,016	\$356
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/8/2025		45,000,000	4.52	\$44,955,900	\$44,956,386	\$486
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/9/2025		25,000,000	4.52	\$24,972,438	\$24,972,735	\$298
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/10/2025		51,150,000	4.52	\$51,087,341	\$51,087,996	\$655
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		51,100,000	4.53	\$51,030,987	\$51,031,848	\$861
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		50,000,000	4.51	\$49,914,444	\$49,915,050	\$606
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/22/2025		30,350,000	4.53	\$30,268,207	\$30,268,908	\$701
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/10/2025		47,700,000	4.47	\$47,289,833	\$47,289,236	-\$597
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/11/2025		50,400,000	4.48	\$49,959,504	\$49,959,907	\$403
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/12/2025		61,200,000	4.48	\$60,657,683	\$60,658,221	\$538
LMA-Americas LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/27/2025		40,700,000	4.48	\$40,265,234	\$40,266,162	\$929
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/15/2025		50,000,000	4.52	\$49,908,125	\$49,909,165	\$1,040
La Fayette Asset Securitization LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/21/2025		30,000,000	4.53	\$29,922,825	\$29,923,701	\$876
Lion Bay Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		50,000,000	4.45	\$49,993,931	\$49,993,980	\$49
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/15/2025		100,000,000	4.44	\$99,818,333	\$99,818,630	\$297
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/16/2025		150,000,000	4.44	\$149,709,333	\$149,709,765	\$432
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/7/2025		150,000,000	4.46	\$149,324,750	\$149,327,475	\$2,725
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/8/2025		100,000,000	4.45	\$99,539,778	\$99,539,500	-\$278
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/8/2025		100,000,000	4.45	\$99,539,778	\$99,539,500	-\$278
Longship Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/8/2025		13,000,000	4.47	\$12,940,034	\$12,940,135	\$101
MUFG Bank Ltd. CP	COMMERCIAL PAPER		5/1/2025		250,000,000	4.49	\$249,057,083	\$249,077,000	\$19,917
Manhattan Asset Funding Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/14/2025		30,000,000	4.45	\$29,949,017	\$29,949,132	\$115

See notes at end of table.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/1/2025		99,000,000	4.39	\$98,988,092	\$98,988,061	-\$32
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/4/2025		10,000,000	4.45	\$9,995,144	\$9,995,165	\$21
Matchpoint Finance plc CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/7/2025		50,000,000	4.54	\$49,956,931	\$49,957,610	\$679
Mizuho Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.44	5/20/2025		300,000,000	4.50	\$300,000,000	\$299,980,590	-\$19,410
Mizuho Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		4/10/2025		100,000,000	4.61	\$99,875,556	\$99,878,510	\$2,954
Mizuho Bank Ltd., Canada Branch TD	TIME DEPOSIT	4.34	4/1/2025		1,175,000,000	4.40	\$1,175,000,000	\$1,175,000,000	\$0
Mizuho Securities USA, Inc. - REPO TRIPARTY OVERNIGHT FIXED	REPO TRIPARTY OVERNIGHT FIXED	4.36	4/1/2025		500,000,000	4.42	\$500,000,000	\$500,000,000	\$0
NRWV.Bank CP4-2	COMMERCIAL PAPER - 4-2		4/25/2025		200,000,000	4.43	\$199,409,028	\$199,409,260	\$232
National Bank of Canada, Apr 01, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.64	4/1/2026	4/1/2025	200,000,000	4.70	\$200,000,000	\$200,000,000	\$0
National Bank of Canada, Apr 07, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.64	4/7/2026	4/1/2025	200,000,000	4.70	\$200,000,000	\$200,000,000	\$0
National Bank of Canada, Feb 04, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.65	2/4/2026	4/1/2025	250,000,000	4.71	\$250,000,000	\$250,000,000	\$0
National Bank of Canada, Feb 09, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.65	2/9/2026	4/1/2025	130,000,000	4.71	\$130,000,000	\$130,000,000	\$0
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		90,000,000	5.56	\$89,238,750	\$89,369,343	\$130,593
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		10/31/2025		50,000,000	4.57	\$48,707,083	\$48,745,855	\$38,772
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/9/2026		175,000,000	4.51	\$169,063,611	\$169,314,583	\$250,971
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		62,000,000	4.51	\$59,812,821	\$59,912,423	\$99,602
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		1/20/2026		180,000,000	4.51	\$173,650,125	\$173,939,292	\$289,167
National Bank of Canada, Montreal CP4-2	COMMERCIAL PAPER - 4-2		2/3/2026		225,000,000	4.53	\$216,657,000	\$217,087,358	\$430,358
Nationwide Building Society CP4-2	COMMERCIAL PAPER - 4-2		6/10/2025		250,000,000	4.45	\$247,857,674	\$247,837,300	-\$20,374
Nordea Bank Abp TD	TIME DEPOSIT	4.33	4/1/2025		975,000,000	4.39	\$975,000,000	\$975,000,000	\$0
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		9/25/2025		25,000,000	4.21	\$24,503,083	\$24,469,873	-\$33,211
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/20/2025		75,000,000	4.54	\$73,173,000	\$73,202,978	\$29,978
Old Line Funding, LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/28/2025		50,000,000	4.53	\$48,736,931	\$48,758,840	\$21,909
Old Line Funding, LLC, Apr 28, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	4/28/2025	4/1/2025	100,000,000	4.71	\$100,000,000	\$100,015,600	\$15,600
Old Line Funding, LLC, Dec 19, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	12/19/2025	4/1/2025	50,000,000	4.66	\$50,000,000	\$50,000,000	\$0
Old Line Funding, LLC, May 01, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	5/1/2025	4/1/2025	75,000,000	4.66	\$75,000,000	\$75,006,116	\$6,116
Old Line Funding, LLC, Nov 24, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.65	11/24/2025	4/1/2025	50,000,000	4.71	\$50,000,000	\$50,017,872	\$17,872
Old Line Funding, LLC, Oct 23, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.63	10/23/2025	4/1/2025	100,000,000	4.69	\$100,000,000	\$100,000,000	\$0
Overbaugh Family (2016) Survivorship Trust, Apr 01, 2042	VARIABLE RATE DEMAND NOTE	4.40	4/1/2042	4/3/2025	7,015,000	4.40	\$7,015,000	\$7,015,000	\$0
Paradelle Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		10/30/2025		20,000,000	4.56	\$19,486,433	\$19,497,872	\$11,439
Paradelle Funding LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		3/19/2026		200,000,000	4.41	\$191,743,722	\$191,939,620	\$195,898
Park Avenue Collateralized Notes Co., LLC, Dec 15, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.62	12/15/2025	4/1/2025	10,000,000	4.68	\$10,000,000	\$10,000,000	\$0
Pennsylvania State Higher Education Assistance Agency, (Taxable Series A), 06/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.35	6/1/2054	4/3/2025	35,390,000	4.35	\$35,390,000	\$35,390,000	\$0
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		4/9/2025		100,000,000	4.51	\$99,890,000	\$99,891,730	\$1,730
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		5/11/2025		25,000,000	4.49	\$24,872,250	\$24,872,483	\$233
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/3/2025		75,000,000	4.72	\$74,394,667	\$74,416,178	\$21,511
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/11/2025		50,000,000	4.47	\$49,564,000	\$49,562,400	-\$1,600
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		6/11/2025		27,000,000	4.66	\$26,754,720	\$26,760,432	\$5,712
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		8/22/2025		65,000,000	4.55	\$63,858,600	\$63,881,740	\$23,140
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		8/29/2025		50,000,000	4.67	\$49,064,639	\$49,098,335	\$33,696
Podium Funding Trust CPABS3A3	COMMERCIAL PAPER - ABS 3A3		9/2/2025		100,000,000	4.56	\$98,109,861	\$98,150,040	\$40,179
Podium Funding Trust, Oct 07, 2025	VARIABLE RATE COMMERCIAL PAPER-ABS 3A3	4.64	10/7/2025	4/1/2025	150,000,000	4.70	\$150,000,000	\$150,000,000	\$0
Ridgefield Funding Company, LLC Series A CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/24/2025		150,000,000	4.49	\$148,448,750	\$148,449,345	\$595

See notes at end of table.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		10/9/2025		150,000,000	4.54	\$146,544,000	\$146,636,265	\$92,265
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		11/6/2025		100,000,000	4.57	\$97,341,667	\$97,462,530	\$120,863
Royal Bank of Canada CP4-2	COMMERCIAL PAPER - 4-2		12/1/2025		200,000,000	4.58	\$194,065,556	\$194,392,980	\$327,424
Royal Bank of Canada, Jul 09, 2025	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.69	7/9/2025	4/1/2025	200,000,000	4.76	\$200,000,000	\$200,115,300	\$115,300
Scheel Investments, LLC, Sep 01, 2041	VARIABLE RATE DEMAND NOTE	4.40	9/1/2041	4/3/2025	6,720,000	4.40	\$6,720,000	\$6,720,000	\$0
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/9/2025		60,000,000	4.49	\$59,715,300	\$59,715,102	-\$198
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/16/2025		75,000,000	4.49	\$74,580,250	\$74,579,865	-\$385
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/18/2025		200,000,000	4.47	\$198,086,444	\$198,089,000	\$2,556
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/23/2025		50,000,000	4.48	\$49,490,167	\$49,492,500	\$2,333
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/23/2025		50,000,000	4.51	\$49,488,417	\$49,492,500	\$4,083
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/24/2025		230,000,000	4.48	\$227,626,847	\$227,638,153	\$11,306
Sheffield Receivables Company LLC CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		6/25/2025		100,000,000	4.48	\$98,956,056	\$98,961,230	\$5,174
State Street Bank and Trust Co. CD	CERTIFICATE OF DEPOSIT	4.46	5/16/2025		85,000,000	4.52	\$85,000,000	\$85,007,497	\$7,497
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/17/2025		150,000,000	4.51	\$150,000,000	\$150,004,980	\$4,980
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.45	4/30/2025		200,000,000	4.51	\$200,000,000	\$200,006,460	\$6,460
Sumitomo Mitsui Trust Bank Ltd. CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.43	5/22/2025		9,000,000	4.49	\$9,000,000	\$9,000,354	\$354
Sumitomo Mitsui Trust Bank Ltd. CP4-2	COMMERCIAL PAPER - 4-2		7/2/2025		100,000,000	4.49	\$98,871,083	\$98,884,280	\$13,197
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	4/8/2025		250,000,000	4.56	\$249,752,812	\$249,755,795	\$2,983
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	0.00	5/12/2025		100,000,000	4.52	\$99,486,097	\$99,486,517	\$420
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.43	6/6/2025		200,000,000	4.49	\$200,000,000	\$200,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.45	6/18/2025		180,000,000	4.51	\$180,000,000	\$180,000,000	\$0
Sumitomo Mitsui Trust Bank Ltd. ECD(USD)	EURO CERTIFICATE OF DEPOSIT	4.47	4/14/2025		25,000,000	4.53	\$25,000,000	\$25,000,000	\$0
Svenska Handelsbanken, Stockholm CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		50,000,000	4.54	\$49,987,861	\$49,988,025	\$164
Taxable Tender Option Bond Trust 2021-MIZ9064TX, (Series 2021-MIZ-9064TX), 11/01/2056	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	11/1/2056	4/3/2025	13,000,000	4.72	\$13,000,000	\$13,000,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9084TX, (Series 2022-MIZ-9084TX), 02/01/2027	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	2/1/2027	4/3/2025	10,300,000	4.72	\$10,300,000	\$10,300,000	\$0
Taxable Tender Option Bond Trust 2022-MIZ9094TX, (Series 2022-MIZ-9094TX), 12/01/2059	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.72	12/1/2059	4/3/2025	1,500,000	4.72	\$1,500,000	\$1,500,000	\$0
Texas State, Veterans Bonds (Taxable Series 2023A), 12/01/2054	MUNICIPAL VARIABLE RATE DEMAND NOTE	4.40	12/1/2054	4/2/2025	17,725,000	4.40	\$17,725,000	\$17,725,000	\$0
The Greathouse 2021 Children's Trust, Dec 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	12/1/2046	4/3/2025	13,625,000	4.40	\$13,625,000	\$13,625,000	\$0
Thunder Bay Funding, LLC, Aug 21, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.64	8/21/2025	4/1/2025	100,000,000	4.70	\$100,000,000	\$100,000,000	\$0
Thunder Bay Funding, LLC, Dec 15, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	12/15/2025	4/1/2025	100,000,000	4.66	\$100,000,000	\$100,000,000	\$0
Thunder Bay Funding, LLC, Dec 19, 2025	COMMERCIAL PAPER ASSET BACKED CALLABLE	4.60	12/19/2025	4/1/2025	50,000,000	4.66	\$50,000,000	\$50,002,303	\$2,303
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.55	10/22/2025		10,000,000	4.57	\$10,000,000	\$10,008,148	\$8,148
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.50	1/22/2026		195,000,000	4.51	\$195,000,000	\$195,303,167	\$303,167

See notes at end of table.

INVENTORY OF HOLDINGS FOR MARCH 2025

Security Name	Security Classification	Cpn	Maturity	Rate Reset	Par	Current Yield	Amort Cost (2)	Mkt Value (1)	Unrealized Gain/Loss
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	4.55	2/12/2026		50,000,000	4.56	\$50,000,000	\$50,112,755	\$112,755
Toronto Dominion Bank CDYAN	CERTIFICATE OF DEPOSIT - YANKEE	5.53	5/28/2025		15,000,000	5.55	\$15,000,000	\$15,020,729	\$20,729
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		4/2/2025		100,000,000	5.44	\$99,971,444	\$99,976,020	\$4,576
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		5/28/2025		40,000,000	5.55	\$39,662,311	\$39,715,544	\$53,233
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/1/2025		125,000,000	5.44	\$123,356,458	\$123,628,100	\$271,642
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		7/3/2025		200,000,000	5.44	\$197,315,778	\$197,756,420	\$440,642
Toronto Dominion Bank CP4-2	COMMERCIAL PAPER - 4-2		12/3/2025		90,000,000	4.61	\$87,295,350	\$87,431,679	\$136,329
Toronto Dominion Bank, Feb 27, 2026	VARIABLE RATE COMMERCIAL PAPER - 4-2	4.68	2/27/2026	4/1/2025	255,000,000	4.75	\$255,000,000	\$255,000,000	\$0
TotalEnergies Capital Canada Ltd. CP4-2	COMMERCIAL PAPER - 4-2		5/2/2025		175,000,000	4.48	\$174,320,222	\$174,323,223	\$3,000
Toyota Credit Canada Inc. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.71	\$49,287,500	\$49,317,585	\$30,085
Toyota Credit Canada Inc. CP	COMMERCIAL PAPER		10/8/2025		50,000,000	4.46	\$48,859,306	\$48,869,770	\$10,464
Toyota Credit De Puerto Rico Corp. CP	COMMERCIAL PAPER		7/23/2025		50,000,000	4.67	\$49,287,500	\$49,301,750	\$14,250
Toyota Credit De Puerto Rico Corp. CP	COMMERCIAL PAPER		9/22/2025		25,000,000	4.51	\$24,471,354	\$24,469,328	-\$2,027
Toyota Finance Australia Ltd. CP	COMMERCIAL PAPER		7/9/2025		50,000,000	4.64	\$49,376,389	\$49,396,990	\$20,601
Toyota Motor Credit Corp. CP	COMMERCIAL PAPER		4/24/2025		100,000,000	4.73	\$99,696,667	\$99,710,350	\$13,683
Toyota Motor Credit Corp., Apr 14, 2025	VARIABLE MEDIUM TERM NOTE	4.71	4/14/2025	4/1/2025	110,000,000	4.78	\$110,000,000	\$110,003,750	\$3,750
Toyota Motor Credit Corp., Feb 24, 2026	VARIABLE MEDIUM TERM NOTE	4.66	2/24/2026	4/1/2025	125,000,000	4.72	\$125,000,000	\$124,862,796	-\$137,204
Toyota Motor Credit Corp., Sep 17, 2025	VARIABLE MEDIUM TERM NOTE	4.71	9/17/2025	4/1/2025	150,000,000	4.78	\$150,000,000	\$150,013,391	\$13,391
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.47	5/23/2025		135,000,000	4.53	\$135,000,000	\$135,001,323	\$1,323
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.45	5/1/2025		50,000,000	4.51	\$50,000,000	\$49,998,580	-\$1,420
Truist Bank CD	CERTIFICATE OF DEPOSIT	4.43	4/9/2025		300,000,000	4.49	\$300,000,000	\$300,002,940	\$2,940
UnitedHealth Group, Inc. CP4-2	COMMERCIAL PAPER - 4-2		4/1/2025		150,000,000	4.40	\$149,981,917	\$149,981,820	-\$97
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/2/2025		224,500,000	4.55	\$224,444,623	\$224,445,806	\$1,182
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/3/2025		97,000,000	4.55	\$96,964,110	\$96,964,847	\$737
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		4/11/2025		185,000,000	4.56	\$184,749,017	\$184,752,970	\$3,953
Victory Receivables Corp. CPABS4-2	COMMERCIAL PAPER - ABS- 4(2)		5/2/2025		70,000,000	4.49	\$69,727,467	\$69,726,888	-\$579
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/26/2025		75,000,000	4.19	\$73,508,333	\$73,436,243	-\$72,091
Westpac Banking Corp. Ltd., Sydney CP4-2	COMMERCIAL PAPER - 4-2		9/29/2025		100,000,000	4.25	\$97,952,500	\$97,882,680	-\$69,820
Wylie Bice Life Insurance Trust, Aug 01, 2046	VARIABLE RATE DEMAND NOTE	4.40	8/1/2046	4/3/2025	7,625,000	4.40	\$7,625,000	\$7,625,000	\$0
Total Value of Assets					31,814,119,552		\$31,696,575,440	\$31,703,084,984	\$6,509,543

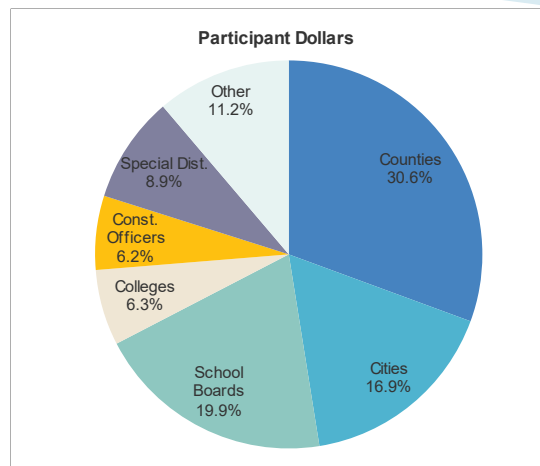
Notes: The data included in this report is unaudited. Amounts above are the value of investments. Income accruals, payables and uninvested cash are not included. Amortizations/accretions are reported with a one-day lag in the above valuations.

¹ Market values of the portfolio securities are provided by the custodian, BNY Mellon. The portfolio manager, Federated Hermes, is the source for other data shown above.

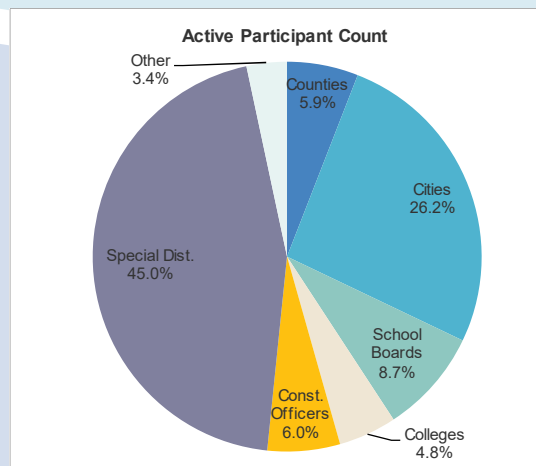
² Amortized cost is calculated using a straight line method.

PARTICIPANT CONCENTRATION DATA - AS OF MARCH 31 2025

Participant Balance	Share of Total Fund	Share of Participant Count	Participant Balance	Share of Total Fund	Share of Participant Count
All Participants	100.0%	100.0%	Colleges & Universities	6.3%	4.8%
Top 10	34.8%	1.2%	Top 10	5.4%	1.2%
\$100 million or more	78.8%	9.5%	\$100 million or more	4.5%	0.6%
\$10 million up to \$100 million	18.8%	20.3%	\$10 million up to \$100 million	1.7%	1.9%
\$1 million up to \$10 million	2.1%	21.7%	\$1 million up to \$10 million	0.1%	0.6%
Under \$1 million	0.3%	48.5%	Under \$1 million	0.00%	1.7%
Counties	30.6%	5.9%	Constitutional Officers	6.2%	6.0%
Top 10	25.0%	1.2%	Top 10	5.1%	1.2%
\$100 million or more	29.2%	2.2%	\$100 million or more	4.9%	0.4%
\$10 million up to \$100 million	1.3%	1.2%	\$10 million up to \$100 million	1.1%	1.2%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.2%	1.6%
Under \$1 million	0.0%	1.4%	Under \$1 million	0.0%	2.9%
Municipalities	16.9%	26.2%	Special Districts	8.9%	45.0%
Top 10	5.9%	1.2%	Top 10	5.2%	1.2%
\$100 million or more	7.9%	1.9%	\$100 million or more	4.4%	0.8%
\$10 million up to \$100 million	8.2%	8.8%	\$10 million up to \$100 million	3.5%	4.0%
\$1 million up to \$10 million	0.7%	5.8%	\$1 million up to \$10 million	0.8%	10.5%
Under \$1 million	0.1%	9.7%	Under \$1 million	0.2%	29.7%
School Boards	19.9%	8.7%	Other	11.2%	3.4%
Top 10	11.9%	1.2%	Top 10	8.9%	1.2%
\$100 million or more	17.4%	2.7%	\$100 million or more	10.5%	1.0%
\$10 million up to \$100 million	2.4%	2.7%	\$10 million up to \$100 million	0.6%	0.5%
\$1 million up to \$10 million	0.1%	1.1%	\$1 million up to \$10 million	0.1%	1.1%
Under \$1 million	0.0%	2.3%	Under \$1 million	0.0%	0.8%



Total Fund Value: \$31,421,565,231



Total Active Participant Count: 829

Note: Active accounts include only those participant accounts valued above zero.

COMPLIANCE WITH INVESTMENT POLICY FOR MARCH 31, 2025

As investment manager, Federated monitors compliance daily on Florida PRIME to ensure that investment practices comply with the requirements of the Investment Policy Statement (IPS). Federated provides a monthly compliance report to the SBA and is required to notify the Investment Oversight Group (IOG) of compliance exceptions within 24 hours of identification. The IOG will meet as necessary based on the occurrence and resolution of compliance exceptions or upon the occurrence of a material event. Minutes from the IOG meetings are posted to the Florida PRIME website.

In addition to the compliance testing performed by Federated, SBA Risk Management and Compliance conducts daily independent testing on Florida PRIME using a risk-based approach. Under this approach, each IPS parameter is ranked as "High" or "Low" with respect to the level of risk associated with a potential guideline breach. Negative test results are subject to independent verification and review for possible escalation. These rankings, along with the frequency for testing, are reviewed and approved by the IOG on an annual basis or more often if market conditions dictate. Additionally, any parameter reported in "Fail" status on the Federated compliance report, regardless of risk ranking, is also independently verified and escalated accordingly. The results of independent testing are currently reported monthly to the IOG.

Test by Source	Pass/Fail
Securities must be USD denominated	Pass
<u>Ratings requirements</u>	
First Tier Securities	Pass
Long-term securities must have long-term ratings in the three highest categories	Pass
Commercial Paper must have short-term ratings from at least one NRSRO	Pass
Securities in Highest Rating Category (A-1+ or equivalent)	Pass
Repurchase Agreement Counterparties must be rated by S&P	Pass
S&P Weighted Average Life	Pass
<u>Maturity</u>	
Individual Security	Pass
Government floating rate notes/variable rate notes	Pass
Dollar Weighted Average Maturity	Pass
Weighted Average Life	Pass
<u>Issuer Diversification</u>	
First tier issuer (limit does not apply to cash, cash items, U.S. Government securities and repo collateralized by these securities)	Pass
Demand Feature and Guarantor Diversification	
First Tier securities issued by or subject to demand features and guarantees of a non-controlled person	Pass
First Tier securities issued by or subject to demand features and guarantees of a controlled person	Pass

Test by Source	Pass/Fail
<u>Money Market Mutual Funds</u>	
Invested in any one Money Market Mutual Fund	Pass
<u>Repurchase Agreements</u>	
Repurchase Agreement Counterparty Rating	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (2-5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1+ (More than 5 business days)	Pass
Term Repurchase Agreements with any single dealer - Counterparty Rating A-1 (More than 5 business days)	Pass
Repurchase Agreements with any single dealer - Counterparty Rating A-1	Pass
<u>Concentration Tests</u>	
Industry Concentration, excluding financial services industry	Pass
Any Single Government Agency	Pass
Illiquid Securities	Pass
Assets invested in securities accessible within 1 business day	Pass
Assets invested in securities accessible within 5 business days	Pass

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BEDFORD ROW FUNDINGCPABS4	04/01/25	03/31/25	03/31/25	BUY	50,000,000	49,993,986	0	49,993,986	0
BEDFORD ROW FUNDINGCPABS4	04/01/25	03/31/25	03/31/25	BUY	50,000,000	49,993,986	0	49,993,986	0
BEDFORD ROW FUNDINGCPABS4	04/01/25	03/31/25	03/31/25	BUY	50,000,000	49,993,986	0	49,993,986	0
BEDFORD ROW FUNDINGCPABS4	04/01/25	03/31/25	03/31/25	BUY	50,000,000	49,993,986	0	49,993,986	0
BENNINGTON STARK CACPABS4	03/14/25	03/07/25	03/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/14/25	03/07/25	03/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/14/25	03/07/25	03/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/14/25	03/07/25	03/07/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/21/25	03/14/25	03/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/21/25	03/14/25	03/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/21/25	03/14/25	03/14/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/21/25	03/14/25	03/14/25	BUY	40,000,000	39,966,167	0	39,966,167	0
BENNINGTON STARK CACPABS4	03/28/25	03/21/25	03/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/28/25	03/21/25	03/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/28/25	03/21/25	03/21/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	03/28/25	03/21/25	03/21/25	BUY	10,000,000	9,991,542	0	9,991,542	0
BENNINGTON STARK CACPABS4	04/04/25	03/28/25	03/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	04/04/25	03/28/25	03/28/25	BUY	50,000,000	49,957,708	0	49,957,708	0
BENNINGTON STARK CACPABS4	04/04/25	03/28/25	03/28/25	BUY	15,000,000	14,987,313	0	14,987,313	0
BENNINGTON STARK CACPABS4	04/25/25	03/21/25	03/21/25	BUY	30,000,000	29,872,542	0	29,872,542	0
CANADIAN IMPERIAL BANK OF COMMERCE/NEW YORK NY	04/21/26	03/20/25	03/20/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BANK OF COMMERCE/NEW YORK NY	04/21/26	03/20/25	03/20/25	BUY	20,000,000	20,000,000	0	20,000,000	0
CANADIAN IMPERIAL BANK OF COMMERCE/NEW YORK NY	04/07/26	03/27/25	03/27/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANADIAN IMPERIAL BANK OF COMMERCE/NEW YORK NY	04/07/26	03/27/25	03/27/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CANCARA ASSET SECURCPABS4	05/06/25	03/07/25	03/10/25	BUY	50,000,000	49,654,042	0	49,654,042	0
CHARIOT FUNDING LLCPCABS4	06/16/25	03/11/25	03/11/25	BUY	50,000,000	49,412,611	0	49,412,611	0
CHARIOT FUNDING LLCPCABS4	06/16/25	03/11/25	03/11/25	BUY	50,000,000	49,412,611	0	49,412,611	0
CHARIOT FUNDING LLC	12/01/25	03/06/25	03/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CHARIOT FUNDING LLC	12/01/25	03/06/25	03/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CHARIOT FUNDING LLC	12/01/25	03/06/25	03/06/25	BUY	25,000,000	25,000,000	0	25,000,000	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	18,000,000	17,984,810	0	17,984,810	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/03/25	03/04/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	16,000,000	15,986,498	0	15,986,498	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/10/25	03/11/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	16,000,000	15,986,498	0	15,986,498	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/17/25	03/18/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLCPCABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
CHESHAM FINANCE LLC CPABS4	04/01/25	03/24/25	03/25/25	BUY	10,000,000	9,991,561	0	9,991,561	0
CHESHAM FINANCE LLC CPABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/01/25	03/24/25	03/25/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/08/25	03/31/25	04/01/25	BUY	50,000,000	49,957,806	0	49,957,806	0
CHESHAM FINANCE LLC CPABS4	04/08/25	03/31/25	04/01/25	BUY	10,000,000	9,991,561	0	9,991,561	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/01/25	03/06/25	03/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/01/25	03/06/25	03/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/01/25	03/06/25	03/06/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/04/25	03/12/25	03/12/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/04/25	03/12/25	03/12/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/04/25	03/12/25	03/12/25	BUY	50,000,000	50,000,000	0	50,000,000	0
COLLATERALIZED COMMERCIAL PAPER V CO LLC	12/04/25	03/12/25	03/12/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/21/25	03/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/21/25	03/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/21/25	03/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/21/25	03/21/25	BUY	50,000,000	50,000,000	0	50,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/21/25	03/21/25	BUY	25,000,000	25,000,000	0	25,000,000	0
SUMITOMO MITSUI TRUECD	06/06/25	03/04/25	03/06/25	BUY	200,000,000	200,000,000	0	200,000,000	0
SUMITOMO MITSUI TRUECD	06/18/25	03/14/25	03/18/25	BUY	180,000,000	180,000,000	0	180,000,000	0
FAIRWAY FINANCE CO, CPABS4	03/31/25	03/28/25	03/28/25	BUY	50,000,000	49,981,958	0	49,981,958	0
FAIRWAY FINANCE CO, CPABS4	03/31/25	03/28/25	03/28/25	BUY	37,600,000	37,586,433	0	37,586,433	0
FALCON ASSET FUNDING CPABS4	04/21/25	03/21/25	03/21/25	BUY	45,000,000	44,831,050	0	44,831,050	0
FALCON ASSET FUNDING CPABS4	05/08/25	03/06/25	03/06/25	BUY	25,000,000	24,809,250	0	24,809,250	0
FALCON ASSET FUNDING CPABS4	06/10/25	03/07/25	03/07/25	BUY	50,000,000	49,424,722	0	49,424,722	0
FALCON ASSET FUNDING CPABS4	06/10/25	03/07/25	03/07/25	BUY	50,000,000	49,424,722	0	49,424,722	0
FALCON ASSET FUNDING CPABS4	06/10/25	03/07/25	03/07/25	BUY	20,000,000	19,769,889	0	19,769,889	0
FALCON ASSET FUNDING LLC	10/17/25	03/19/25	03/19/25	BUY	35,000,000	35,000,000	0	35,000,000	0
FALCON ASSET FUNDING LLC	10/17/25	03/19/25	03/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
GOTHAM FUNDING CORPCPABS4	06/04/25	03/03/25	03/03/25	BUY	50,000,000	49,434,250	0	49,434,250	0
GOTHAM FUNDING CORPCPABS4	06/04/25	03/03/25	03/03/25	BUY	50,000,000	49,434,250	0	49,434,250	0
GOTHAM FUNDING CORPCPABS4	06/16/25	03/07/25	03/07/25	BUY	50,000,000	49,387,688	0	49,387,688	0
GOTHAM FUNDING CORPCPABS4	06/16/25	03/07/25	03/07/25	BUY	50,000,000	49,387,688	0	49,387,688	0
GOTHAM FUNDING CORPCPABS4	06/16/25	03/07/25	03/07/25	BUY	40,000,000	39,510,150	0	39,510,150	0
GREAT BEAR FUNDING CPABS4	04/10/25	03/10/25	03/10/25	BUY	46,000,000	45,827,296	0	45,827,296	0
GALC 2025-1 A1	03/16/26	03/04/25	03/12/25	BUY	16,000,000	16,000,000	0	16,000,000	0
GTA FUNDING LLC CPACPABS4	09/17/25	03/31/25	03/31/25	BUY	50,000,000	48,977,639	0	48,977,639	0
GTA FUNDING LLC CPACPABS4	09/17/25	03/31/25	03/31/25	BUY	23,875,000	23,386,823	0	23,386,823	0
LA FAYETTE ASSET SECPABS4	03/18/25	03/17/25	03/17/25	BUY	40,000,000	39,995,167	0	39,995,167	0
LA FAYETTE ASSET SECPABS4	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
LA FAYETTE ASSET SECPABS4	03/24/25	03/21/25	03/21/25	BUY	13,000,000	12,995,309	0	12,995,309	0
LION BAY FUNDING LLC PABS4	04/01/25	03/03/25	03/03/25	BUY	50,000,000	49,823,986	0	49,823,986	0
LMA-AMERICAS LLC CPCPABS4	06/10/25	03/12/25	03/12/25	BUY	47,700,000	47,180,070	0	47,180,070	0
LMA-AMERICAS LLC CPCPABS4	06/11/25	03/13/25	03/13/25	BUY	50,000,000	49,453,750	0	49,453,750	0
LMA-AMERICAS LLC CPCPABS4	06/11/25	03/13/25	03/13/25	BUY	400,000	395,630	0	395,630	0
LMA-AMERICAS LLC CPCPABS4	06/12/25	03/13/25	03/13/25	BUY	50,000,000	49,447,681	0	49,447,681	0
LMA-AMERICAS LLC CPCPABS4	06/12/25	03/13/25	03/13/25	BUY	11,200,000	11,076,280	0	11,076,280	0
LMA-AMERICAS LLC CPCPABS4	06/27/25	03/21/25	03/21/25	BUY	40,700,000	40,215,828	0	40,215,828	0
LONGSHIP FUNDING LLC PABS4	04/15/25	03/03/25	03/03/25	BUY	50,000,000	49,739,611	0	49,739,611	0
LONGSHIP FUNDING LLC PABS4	04/15/25	03/03/25	03/03/25	BUY	50,000,000	49,739,611	0	49,739,611	0
LONGSHIP FUNDING LLC PABS4	04/16/25	03/05/25	03/05/25	BUY	50,000,000	49,745,667	0	49,745,667	0
LONGSHIP FUNDING LLC PABS4	04/16/25	03/05/25	03/05/25	BUY	50,000,000	49,745,667	0	49,745,667	0
LONGSHIP FUNDING LLC PABS4	04/16/25	03/05/25	03/05/25	BUY	50,000,000	49,745,667	0	49,745,667	0
LONGSHIP FUNDING LLC PABS4	05/07/25	03/28/25	03/28/25	BUY	50,000,000	49,756,667	0	49,756,667	0
LONGSHIP FUNDING LLC PABS4	05/07/25	03/28/25	03/28/25	BUY	50,000,000	49,756,667	0	49,756,667	0
LONGSHIP FUNDING LLC PABS4	05/07/25	03/28/25	03/28/25	BUY	50,000,000	49,756,667	0	49,756,667	0
LONGSHIP FUNDING LLC PABS4	05/08/25	03/06/25	03/06/25	BUY	50,000,000	49,618,500	0	49,618,500	0
LONGSHIP FUNDING LLC PABS4	05/08/25	03/06/25	03/06/25	BUY	50,000,000	49,618,500	0	49,618,500	0
LONGSHIP FUNDING LLC PABS4	05/08/25	03/07/25	03/07/25	BUY	50,000,000	49,624,556	0	49,624,556	0
LONGSHIP FUNDING LLC PABS4	05/08/25	03/07/25	03/07/25	BUY	50,000,000	49,624,556	0	49,624,556	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MANHATTAN ASSET FUNCPABS4	04/14/25	03/17/25	03/17/25	BUY	30,000,000	29,898,033	0	29,898,033	0
MATCHPOINT FINANCE CPABS4	03/05/25	03/04/25	03/04/25	BUY	25,000,000	24,996,993	0	24,996,993	0
MATCHPOINT FINANCE CPABS4	03/06/25	03/05/25	03/05/25	BUY	23,500,000	23,497,173	0	23,497,173	0
MATCHPOINT FINANCE CPABS4	03/06/25	03/05/25	03/05/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/06/25	03/05/25	03/05/25	BUY	25,000,000	24,996,993	0	24,996,993	0
MATCHPOINT FINANCE CPABS4	03/07/25	03/06/25	03/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/07/25	03/06/25	03/06/25	BUY	46,850,000	46,844,365	0	46,844,365	0
MATCHPOINT FINANCE CPABS4	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
MATCHPOINT FINANCE CPABS4	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
MATCHPOINT FINANCE CPABS4	03/11/25	03/10/25	03/10/25	BUY	23,200,000	23,197,210	0	23,197,210	0
MATCHPOINT FINANCE CPABS4	03/12/25	03/11/25	03/11/25	BUY	48,100,000	48,094,215	0	48,094,215	0
MATCHPOINT FINANCE CPABS4	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/14/25	03/13/25	03/13/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/14/25	03/13/25	03/13/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/14/25	03/13/25	03/13/25	BUY	9,800,000	9,798,821	0	9,798,821	0
MATCHPOINT FINANCE CPABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/18/25	03/17/25	03/17/25	BUY	46,000,000	45,994,467	0	45,994,467	0
MATCHPOINT FINANCE CPABS4	03/19/25	03/18/25	03/18/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/19/25	03/18/25	03/18/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/19/25	03/18/25	03/18/25	BUY	41,800,000	41,794,972	0	41,794,972	0
MATCHPOINT FINANCE CPABS4	03/20/25	03/19/25	03/19/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/20/25	03/19/25	03/19/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/20/25	03/19/25	03/19/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/20/25	03/19/25	03/19/25	BUY	30,000,000	29,996,392	0	29,996,392	0
MATCHPOINT FINANCE CPABS4	03/27/25	03/26/25	03/26/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/27/25	03/26/25	03/26/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/27/25	03/26/25	03/26/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/27/25	03/26/25	03/26/25	BUY	3,000,000	2,999,639	0	2,999,639	0
MATCHPOINT FINANCE CPABS4	03/28/25	03/27/25	03/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/28/25	03/27/25	03/27/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	03/28/25	03/27/25	03/27/25	BUY	47,200,000	47,194,323	0	47,194,323	0
STARBIRD FUNDING COCPABS4	03/31/25	03/28/25	03/28/25	BUY	50,000,000	49,981,958	0	49,981,958	0
STARBIRD FUNDING COCPABS4	03/31/25	03/28/25	03/28/25	BUY	50,000,000	49,981,958	0	49,981,958	0
STARBIRD FUNDING COCPABS4	03/31/25	03/28/25	03/28/25	BUY	50,000,000	49,981,958	0	49,981,958	0
STARBIRD FUNDING COCPABS4	03/31/25	03/28/25	03/28/25	BUY	24,800,000	24,791,051	0	24,791,051	0
MATCHPOINT FINANCE CPABS4	04/01/25	03/31/25	03/31/25	BUY	50,000,000	49,993,986	0	49,993,986	0
MATCHPOINT FINANCE CPABS4	04/01/25	03/31/25	03/31/25	BUY	49,000,000	48,994,106	0	48,994,106	0
NATIONAL BANK OF CANADA	04/01/26	03/18/25	03/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/01/26	03/18/25	03/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/01/26	03/18/25	03/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/01/26	03/18/25	03/19/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/07/26	03/27/25	03/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/07/26	03/27/25	03/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONAL BANK OF CANADA	04/07/26	03/27/25	03/28/25	BUY	50,000,000	50,000,000	0	50,000,000	0
NATIONWIDE BUILDINGCP4-2	03/12/25	03/05/25	03/05/25	BUY	34,000,000	33,971,407	0	33,971,407	0
NATIONWIDE BUILDING SOCIETY	06/10/25	03/10/25	03/11/25	BUY	50,000,000	49,450,840	0	49,450,840	0
NATIONWIDE BUILDING SOCIETY	06/10/25	03/10/25	03/11/25	BUY	50,000,000	49,450,840	0	49,450,840	0
NATIONWIDE BUILDING SOCIETY	06/10/25	03/10/25	03/11/25	BUY	50,000,000	49,450,840	0	49,450,840	0
NATIONWIDE BUILDING SOCIETY	06/10/25	03/10/25	03/11/25	BUY	50,000,000	49,450,840	0	49,450,840	0
NATIONWIDE BUILDING SOCIETY	06/10/25	03/10/25	03/11/25	BUY	50,000,000	49,450,840	0	49,450,840	0
OLD LINE FUNDING LLC	12/19/25	03/10/25	03/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
PARADELLE FUNDING LCPABS4	03/19/26	03/19/25	03/19/25	BUY	50,000,000	47,865,764	0	47,865,764	0
PARADELLE FUNDING LCPABS4	03/19/26	03/19/25	03/19/25	BUY	50,000,000	47,865,764	0	47,865,764	0
PARADELLE FUNDING LCPABS4	03/19/26	03/19/25	03/19/25	BUY	50,000,000	47,865,764	0	47,865,764	0
PARADELLE FUNDING LCPABS4	03/19/26	03/19/25	03/19/25	BUY	50,000,000	47,865,764	0	47,865,764	0
COLLATERALIZED COMMERCIAL PAPER FLEX CO LLC	12/15/25	03/20/25	03/20/25	BUY	10,000,000	10,000,000	0	10,000,000	0
PODIUM FUNDING TRUSCPABS3	06/11/25	03/11/25	03/11/25	BUY	50,000,000	49,442,889	0	49,442,889	0
RIDGEFIELD FUNDING CPABS4	06/24/25	03/21/25	03/21/25	BUY	50,000,000	49,422,083	0	49,422,083	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
RIDGEFIELD FUNDING CPABS4	06/24/25	03/21/25	03/21/25	BUY	50,000,000	49,422,083	0	49,422,083	0
RIDGEFIELD FUNDING CPABS4	06/24/25	03/21/25	03/21/25	BUY	50,000,000	49,422,083	0	49,422,083	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	03/18/25	03/17/25	03/17/25	BUY	50,000,000	49,993,986	0	49,993,986	0
SHEFFIELD RECEIVABLC PABS4	06/18/25	03/13/25	03/13/25	BUY	50,000,000	49,412,611	0	49,412,611	0
SHEFFIELD RECEIVABLC PABS4	06/18/25	03/13/25	03/13/25	BUY	50,000,000	49,412,611	0	49,412,611	0
SHEFFIELD RECEIVABLC PABS4	06/18/25	03/13/25	03/13/25	BUY	50,000,000	49,412,611	0	49,412,611	0
SHEFFIELD RECEIVABLC PABS4	06/18/25	03/13/25	03/13/25	BUY	50,000,000	49,412,611	0	49,412,611	0
SHEFFIELD RECEIVABLC PABS4	06/23/25	03/20/25	03/20/25	BUY	50,000,000	49,423,403	0	49,423,403	0
SHEFFIELD RECEIVABLC PABS4	06/24/25	03/18/25	03/18/25	BUY	50,000,000	49,405,194	0	49,405,194	0
SHEFFIELD RECEIVABLC PABS4	06/24/25	03/18/25	03/18/25	BUY	50,000,000	49,405,194	0	49,405,194	0
SHEFFIELD RECEIVABLC PABS4	06/24/25	03/18/25	03/18/25	BUY	50,000,000	49,405,194	0	49,405,194	0
SHEFFIELD RECEIVABLC PABS4	06/24/25	03/18/25	03/18/25	BUY	50,000,000	49,405,194	0	49,405,194	0
SHEFFIELD RECEIVABLC PABS4	06/24/25	03/18/25	03/18/25	BUY	30,000,000	29,643,117	0	29,643,117	0
SHEFFIELD RECEIVABLC PABS4	06/25/25	03/19/25	03/19/25	BUY	50,000,000	49,405,194	0	49,405,194	0
SHEFFIELD RECEIVABLC PABS4	06/25/25	03/19/25	03/19/25	BUY	50,000,000	49,405,194	0	49,405,194	0
STAR BIRD FUNDING COCPABS4	03/05/25	03/04/25	03/04/25	BUY	30,000,000	29,996,392	0	29,996,392	0
STAR BIRD FUNDING COCPABS4	03/06/25	03/05/25	03/05/25	BUY	44,400,000	44,394,660	0	44,394,660	0
STAR BIRD FUNDING COCPABS4	03/07/25	03/06/25	03/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/07/25	03/06/25	03/06/25	BUY	32,200,000	32,196,127	0	32,196,127	0
STAR BIRD FUNDING COCPABS4	03/07/25	03/06/25	03/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/07/25	03/06/25	03/06/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
STAR BIRD FUNDING COCPABS4	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
STAR BIRD FUNDING COCPABS4	03/10/25	03/07/25	03/07/25	BUY	45,000,000	44,983,763	0	44,983,763	0
STAR BIRD FUNDING COCPABS4	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/12/25	03/11/25	03/11/25	BUY	11,898,569	11,898,569	0	11,898,569	0
STAR BIRD FUNDING COCPABS4	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/13/25	03/12/25	03/12/25	BUY	28,400,000	28,396,584	0	28,396,584	0
STAR BIRD FUNDING COCPABS4	03/14/25	03/13/25	03/13/25	BUY	10,500,000	10,498,737	0	10,498,737	0
STAR BIRD FUNDING COCPABS4	03/19/25	03/18/25	03/18/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/19/25	03/18/25	03/18/25	BUY	12,000,000	11,998,557	0	11,998,557	0
STAR BIRD FUNDING COCPABS4	03/20/25	03/19/25	03/19/25	BUY	14,000,000	13,998,316	0	13,998,316	0
STAR BIRD FUNDING COCPABS4	03/21/25	03/20/25	03/20/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/21/25	03/20/25	03/20/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/21/25	03/20/25	03/20/25	BUY	18,000,000	17,997,835	0	17,997,835	0
STAR BIRD FUNDING COCPABS4	03/24/25	03/21/25	03/21/25	BUY	33,000,000	32,988,093	0	32,988,093	0
STAR BIRD FUNDING COCPABS4	03/25/25	03/24/25	03/24/25	BUY	17,000,000	16,997,955	0	16,997,955	0
STAR BIRD FUNDING COCPABS4	03/26/25	03/25/25	03/25/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/26/25	03/25/25	03/25/25	BUY	37,800,000	37,795,454	0	37,795,454	0
STAR BIRD FUNDING COCPABS4	03/27/25	03/26/25	03/26/25	BUY	50,000,000	49,993,986	0	49,993,986	0
STAR BIRD FUNDING COCPABS4	03/27/25	03/26/25	03/26/25	BUY	22,000,000	21,997,354	0	21,997,354	0
SUMITOMO MITSUI TRUCP4-2	07/02/25	03/19/25	03/19/25	BUY	50,000,000	49,362,708	0	49,362,708	0
SUMITOMO MITSUI TRUCP4-2	07/02/25	03/19/25	03/19/25	BUY	50,000,000	49,362,708	0	49,362,708	0
SVENSKA HANDELSBANKCDYAN	03/24/25	03/12/25	03/12/25	BUY	50,000,000	50,009,418	2,808,000	52,817,418	0
SVENSKA HANDELSBANKCDYAN	03/24/25	03/12/25	03/12/25	BUY	35,000,000	35,006,592	1,965,600	36,972,192	0
THUNDER BAY FUNDING LLC	12/15/25	03/04/25	03/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
THUNDER BAY FUNDING LLC	12/15/25	03/04/25	03/04/25	BUY	50,000,000	50,000,000	0	50,000,000	0
THUNDER BAY FUNDING LLC	12/19/25	03/10/25	03/10/25	BUY	50,000,000	50,000,000	0	50,000,000	0
TOYOTA CREDIT CANADCP	10/08/25	03/11/25	03/11/25	BUY	50,000,000	48,739,861	0	48,739,861	0
TOYOTA CREDIT DE PUCP	09/22/25	03/12/25	03/12/25	BUY	25,000,000	24,413,958	0	24,413,958	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
UNITEDHEALTH GROUP,CP4-2	03/05/25	03/04/25	03/04/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/05/25	03/04/25	03/04/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/05/25	03/04/25	03/04/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/05/25	03/04/25	03/04/25	BUY	30,000,000	29,996,392	0	29,996,392	0
UNITEDHEALTH GROUP,CP4-2	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/10/25	03/07/25	03/07/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/10/25	03/07/25	03/07/25	BUY	10,000,000	9,996,392	0	9,996,392	0
UNITEDHEALTH GROUP,CP4-2	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/11/25	03/10/25	03/10/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/11/25	03/10/25	03/10/25	BUY	25,000,000	24,996,993	0	24,996,993	0
UNITEDHEALTH GROUP,CP4-2	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/12/25	03/11/25	03/11/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/12/25	03/11/25	03/11/25	BUY	30,000,000	29,996,392	0	29,996,392	0
UNITEDHEALTH GROUP,CP4-2	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/13/25	03/12/25	03/12/25	BUY	50,000,000	49,993,986	0	49,993,986	0
UNITEDHEALTH GROUP,CP4-2	03/13/25	03/12/25	03/12/25	BUY	30,000,000	29,996,392	0	29,996,392	0
UNITEDHEALTH GROUP,CP4-2	03/14/25	03/13/25	03/13/25	BUY	26,000,000	25,996,873	0	25,996,873	0
UNITEDHEALTH GROUP,CP4-2	03/21/25	03/14/25	03/14/25	BUY	50,000,000	49,957,806	0	49,957,806	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	50,000,000	49,981,958	0	49,981,958	0
UNITEDHEALTH GROUP,CP4-2	03/24/25	03/21/25	03/21/25	BUY	10,000,000	9,996,392	0	9,996,392	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/24/25	03/24/25	BUY	50,000,000	49,975,889	0	49,975,889	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/24/25	03/24/25	BUY	50,000,000	49,975,889	0	49,975,889	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/24/25	03/24/25	BUY	50,000,000	49,975,889	0	49,975,889	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/24/25	03/24/25	BUY	50,000,000	49,975,889	0	49,975,889	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/24/25	03/24/25	BUY	50,000,000	49,975,889	0	49,975,889	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/25/25	03/25/25	BUY	50,000,000	49,981,917	0	49,981,917	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/25/25	03/25/25	BUY	50,000,000	49,981,917	0	49,981,917	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/25/25	03/25/25	BUY	50,000,000	49,981,917	0	49,981,917	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/25/25	03/25/25	BUY	35,000,000	34,987,342	0	34,987,342	0
UNITEDHEALTH GROUP,CP4-2	03/28/25	03/26/25	03/26/25	BUY	50,000,000	49,987,944	0	49,987,944	0
UNITEDHEALTH GROUP,CP4-2	04/01/25	03/27/25	03/27/25	BUY	50,000,000	49,969,861	0	49,969,861	0
UNITEDHEALTH GROUP,CP4-2	04/01/25	03/27/25	03/27/25	BUY	50,000,000	49,969,861	0	49,969,861	0
UNITEDHEALTH GROUP,CP4-2	04/01/25	03/27/25	03/27/25	BUY	50,000,000	49,969,861	0	49,969,861	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/03/25	03/03/25	BUY	2,569,309	2,569,309	0	2,569,309	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/05/25	03/05/25	BUY	1,655,211,612	1,655,211,612	0	1,655,211,612	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/07/25	03/07/25	BUY	1,876,151	1,876,151	0	1,876,151	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/12/25	03/12/25	BUY	5,212,937	5,212,937	0	5,212,937	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/14/25	03/14/25	BUY	2,869,576	2,869,576	0	2,869,576	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/20/25	03/20/25	BUY	2,815,424	2,815,424	0	2,815,424	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/25/25	03/25/25	BUY	3,419,216	3,419,216	0	3,419,216	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/26/25	03/26/25	BUY	2,329,293	2,329,293	0	2,329,293	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/28/25	03/28/25	BUY	2,969,301	2,969,301	0	2,969,301	0
MIZUHO TRIPARTY	03/04/25	03/03/25	03/03/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/04/25	03/03/25	03/03/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/04/25	03/03/25	03/03/25	BUY	1,426,000,000	1,426,000,000	0	1,426,000,000	0
MIZUHO TRIPARTY	03/05/25	03/04/25	03/04/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/05/25	03/04/25	03/04/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/05/25	03/04/25	03/04/25	BUY	1,251,000,000	1,251,000,000	0	1,251,000,000	0
MIZUHO TRIPARTY	03/06/25	03/05/25	03/05/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/06/25	03/05/25	03/05/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/06/25	03/05/25	03/05/25	BUY	1,357,000,000	1,357,000,000	0	1,357,000,000	0
MIZUHO TRIPARTY	03/07/25	03/06/25	03/06/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/07/25	03/06/25	03/06/25	BUY	100,000,000	100,000,000	0	100,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BANK OF AMERICA TRIPARTY	03/07/25	03/06/25	03/06/25	BUY	1,570,000,000	1,570,000,000	0	1,570,000,000	0
MIZUHO TRIPARTY	03/10/25	03/07/25	03/07/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/10/25	03/07/25	03/07/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/10/25	03/07/25	03/07/25	BUY	1,754,000,000	1,754,000,000	0	1,754,000,000	0
MIZUHO TRIPARTY	03/11/25	03/10/25	03/10/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/11/25	03/10/25	03/10/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/11/25	03/10/25	03/10/25	BUY	1,723,000,000	1,723,000,000	0	1,723,000,000	0
MIZUHO TRIPARTY	03/12/25	03/11/25	03/11/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/12/25	03/11/25	03/11/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/12/25	03/11/25	03/11/25	BUY	503,000,000	503,000,000	0	503,000,000	0
MIZUHO TRIPARTY	03/13/25	03/12/25	03/12/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/13/25	03/12/25	03/12/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/13/25	03/12/25	03/12/25	BUY	621,000,000	621,000,000	0	621,000,000	0
MIZUHO TRIPARTY	03/14/25	03/13/25	03/13/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/14/25	03/13/25	03/13/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/14/25	03/13/25	03/13/25	BUY	320,000,000	320,000,000	0	320,000,000	0
MIZUHO TRIPARTY	03/17/25	03/14/25	03/14/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/17/25	03/14/25	03/14/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/17/25	03/14/25	03/14/25	BUY	843,000,000	843,000,000	0	843,000,000	0
MIZUHO TRIPARTY	03/18/25	03/17/25	03/17/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/18/25	03/17/25	03/17/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/18/25	03/17/25	03/17/25	BUY	794,000,000	794,000,000	0	794,000,000	0
MIZUHO TRIPARTY	03/19/25	03/18/25	03/18/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/19/25	03/18/25	03/18/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/19/25	03/18/25	03/18/25	BUY	633,000,000	633,000,000	0	633,000,000	0
MIZUHO TRIPARTY	03/20/25	03/19/25	03/19/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/20/25	03/19/25	03/19/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/20/25	03/19/25	03/19/25	BUY	284,000,000	284,000,000	0	284,000,000	0
MIZUHO TRIPARTY	03/21/25	03/20/25	03/20/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/21/25	03/20/25	03/20/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/21/25	03/20/25	03/20/25	BUY	341,000,000	341,000,000	0	341,000,000	0
MIZUHO TRIPARTY	03/24/25	03/21/25	03/21/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/24/25	03/21/25	03/21/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/24/25	03/21/25	03/21/25	BUY	457,000,000	457,000,000	0	457,000,000	0
MIZUHO TRIPARTY	03/25/25	03/24/25	03/24/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/25/25	03/24/25	03/24/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/25/25	03/24/25	03/24/25	BUY	354,000,000	354,000,000	0	354,000,000	0
MIZUHO TRIPARTY	03/26/25	03/25/25	03/25/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/26/25	03/25/25	03/25/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/26/25	03/25/25	03/25/25	BUY	977,000,000	977,000,000	0	977,000,000	0
MIZUHO TRIPARTY	03/27/25	03/26/25	03/26/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/27/25	03/26/25	03/26/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/27/25	03/26/25	03/26/25	BUY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO TRIPARTY	03/28/25	03/27/25	03/27/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/28/25	03/27/25	03/27/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/28/25	03/27/25	03/27/25	BUY	1,658,000,000	1,658,000,000	0	1,658,000,000	0
MIZUHO TRIPARTY	03/31/25	03/28/25	03/28/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/31/25	03/28/25	03/28/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/31/25	03/28/25	03/28/25	BUY	1,670,000,000	1,670,000,000	0	1,670,000,000	0
MIZUHO TRIPARTY	04/01/25	03/31/25	03/31/25	BUY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	04/01/25	03/31/25	03/31/25	BUY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	04/01/25	03/31/25	03/31/25	BUY	1,399,000,000	1,399,000,000	0	1,399,000,000	0
					51,498,167,818	51,450,255,905	4,773,600	51,455,029,505	0
CHARIOT FUNDING LLC	06/04/25	03/06/25	03/06/25	CA_CASH_CLOSE	135,000,000	135,000,000	34,950	135,034,950	0
CHARIOT FUNDING LLC	06/17/25	03/19/25	03/19/25	CA_CASH_CLOSE	83,000,000	83,000,000	21,211	83,021,211	0
CHARIOT FUNDING LLC, JUN	06/09/25	03/11/25	03/11/25	CA_CASH_CLOSE	75,000,000	74,146,875	0	74,146,875	0
CHARIOT FUNDING LLC, JUN	06/16/25	03/18/25	03/18/25	CA_CASH_CLOSE	146,000,000	144,339,250	0	144,339,250	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
ECMC GROUP INC	12/01/54	03/01/25	03/01/25	CA_CASH_CLOSE	1,200,000	1,200,000	3,787	1,203,787	0
JUPITER SECURITIZATION CO LLC	06/04/25	03/06/25	03/06/25	CA_CASH_CLOSE	55,000,000	55,000,000	14,239	55,014,239	0
JUPITER SECURITIZATION CO	06/11/25	03/14/25	03/14/25	CA_CASH_CLOSE	100,000,000	98,875,139	0	98,875,139	0
OLD LINE FUNDING LLC	04/21/25	03/10/25	03/10/25	CA_CASH_CLOSE	50,000,000	50,000,000	109,361	50,109,361	0
THUNDER BAY FUNDING LLC	04/14/25	03/04/25	03/04/25	CA_CASH_CLOSE	100,000,000	100,000,000	229,306	100,229,306	0
THUNDER BAY FUNDING LLC	04/17/25	03/10/25	03/10/25	CA_CASH_CLOSE	50,000,000	50,000,000	127,278	50,127,278	0
					795,200,000	791,561,264	540,132	792,101,396	0
MIZUHO BANK, LTD., CANADA BRANCH	03/31/25	03/28/25	03/28/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/31/25	03/28/25	03/28/25	DEPOSIT	750,000,000	750,000,000	0	750,000,000	0
DNB BANK ASA NEW YORK	03/31/25	03/28/25	03/28/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
ABN AMRO BANK N.V.	04/07/25	03/31/25	03/31/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	04/01/25	03/31/25	03/31/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	04/01/25	03/31/25	03/31/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
DNB BANK ASA NEW YORK	04/01/25	03/31/25	03/31/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
ABN AMRO BANK N.V.	03/10/25	03/03/25	03/03/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/04/25	03/03/25	03/03/25	DEPOSIT	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	03/04/25	03/03/25	03/03/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	03/04/25	03/03/25	03/03/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	03/11/25	03/04/25	03/04/25	DEPOSIT	960,000,000	960,000,000	0	960,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/05/25	03/04/25	03/04/25	DEPOSIT	1,225,000,000	1,225,000,000	0	1,225,000,000	0
NORDEA BANK ABP	03/05/25	03/04/25	03/04/25	DEPOSIT	1,100,000,000	1,100,000,000	0	1,100,000,000	0
DNB BANK ASA NEW YORK	03/05/25	03/04/25	03/04/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/12/25	03/05/25	03/05/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	03/12/25	03/05/25	03/05/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/06/25	03/05/25	03/05/25	DEPOSIT	1,225,000,000	1,225,000,000	0	1,225,000,000	0
DNB BANK ASA NEW YORK	03/06/25	03/05/25	03/05/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	03/06/25	03/05/25	03/05/25	DEPOSIT	725,000,000	725,000,000	0	725,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/07/25	03/06/25	03/06/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/07/25	03/06/25	03/06/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/10/25	03/07/25	03/07/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/10/25	03/07/25	03/07/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	03/17/25	03/10/25	03/10/25	DEPOSIT	1,650,000,000	1,650,000,000	0	1,650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/11/25	03/10/25	03/10/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/11/25	03/10/25	03/10/25	DEPOSIT	250,000,000	250,000,000	0	250,000,000	0
DNB BANK ASA NEW YORK	03/11/25	03/10/25	03/10/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
RABOBANK NEW YORK	03/18/25	03/11/25	03/11/25	DEPOSIT	950,000,000	950,000,000	0	950,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/12/25	03/11/25	03/11/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/12/25	03/11/25	03/11/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	03/12/25	03/11/25	03/11/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/19/25	03/12/25	03/12/25	DEPOSIT	1,625,000,000	1,625,000,000	0	1,625,000,000	0
RABOBANK NEW YORK	03/19/25	03/12/25	03/12/25	DEPOSIT	675,000,000	675,000,000	0	675,000,000	0
NORDEA BANK ABP	03/13/25	03/12/25	03/12/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/13/25	03/12/25	03/12/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/13/25	03/12/25	03/12/25	DEPOSIT	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/14/25	03/13/25	03/13/25	DEPOSIT	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/14/25	03/13/25	03/13/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
DNB BANK ASA NEW YORK	03/14/25	03/13/25	03/13/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/17/25	03/14/25	03/14/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/17/25	03/14/25	03/14/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	03/17/25	03/14/25	03/14/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
ABN AMRO BANK N.V.	03/24/25	03/17/25	03/17/25	DEPOSIT	1,610,000,000	1,610,000,000	0	1,610,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/18/25	03/17/25	03/17/25	DEPOSIT	1,190,000,000	1,190,000,000	0	1,190,000,000	0
NORDEA BANK ABP	03/18/25	03/17/25	03/17/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
DNB BANK ASA NEW YORK	03/18/25	03/17/25	03/17/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
RABOBANK NEW YORK	03/25/25	03/18/25	03/18/25	DEPOSIT	925,000,000	925,000,000	0	925,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/19/25	03/18/25	03/18/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/19/25	03/18/25	03/18/25	DEPOSIT	970,000,000	970,000,000	0	970,000,000	0
DNB BANK ASA NEW YORK	03/19/25	03/18/25	03/18/25	DEPOSIT	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/19/25	03/18/25	03/18/25	DEPOSIT	400,000,000	400,000,000	0	400,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/26/25	03/19/25	03/19/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	03/26/25	03/19/25	03/19/25	DEPOSIT	690,000,000	690,000,000	0	690,000,000	0
NORDEA BANK ABP	03/20/25	03/19/25	03/19/25	DEPOSIT	975,000,000	975,000,000	0	975,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/20/25	03/19/25	03/19/25	DEPOSIT	1,195,000,000	1,195,000,000	0	1,195,000,000	0
DNB BANK ASA NEW YORK	03/20/25	03/19/25	03/19/25	DEPOSIT	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/20/25	03/19/25	03/19/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/21/25	03/20/25	03/20/25	DEPOSIT	1,190,000,000	1,190,000,000	0	1,190,000,000	0
NORDEA BANK ABP	03/21/25	03/20/25	03/20/25	DEPOSIT	1,150,000,000	1,150,000,000	0	1,150,000,000	0
DNB BANK ASA NEW YORK	03/21/25	03/20/25	03/20/25	DEPOSIT	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/21/25	03/20/25	03/20/25	DEPOSIT	675,000,000	675,000,000	0	675,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/24/25	03/21/25	03/21/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/24/25	03/21/25	03/21/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	03/24/25	03/21/25	03/21/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/24/25	03/21/25	03/21/25	DEPOSIT	650,000,000	650,000,000	0	650,000,000	0
ABN AMRO BANK N.V.	03/31/25	03/24/25	03/24/25	DEPOSIT	1,610,000,000	1,610,000,000	0	1,610,000,000	0
NORDEA BANK ABP	03/25/25	03/24/25	03/24/25	DEPOSIT	1,100,000,000	1,100,000,000	0	1,100,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/25/25	03/24/25	03/24/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/25/25	03/24/25	03/24/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/25/25	03/24/25	03/24/25	DEPOSIT	800,000,000	800,000,000	0	800,000,000	0
RABOBANK NEW YORK	04/01/25	03/25/25	03/25/25	DEPOSIT	900,000,000	900,000,000	0	900,000,000	0
ROYAL BANK OF CANADA	03/26/25	03/25/25	03/25/25	DEPOSIT	5,000,000	5,000,000	0	5,000,000	0
NORDEA BANK ABP	03/26/25	03/25/25	03/25/25	DEPOSIT	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/26/25	03/25/25	03/25/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/26/25	03/25/25	03/25/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	04/02/25	03/26/25	03/26/25	DEPOSIT	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	04/02/25	03/26/25	03/26/25	DEPOSIT	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/27/25	03/26/25	03/26/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/27/25	03/26/25	03/26/25	DEPOSIT	300,000,000	300,000,000	0	300,000,000	0
DNB BANK ASA NEW YORK	03/27/25	03/26/25	03/26/25	DEPOSIT	1,575,000,000	1,575,000,000	0	1,575,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/28/25	03/27/25	03/27/25	DEPOSIT	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/28/25	03/27/25	03/27/25	DEPOSIT	500,000,000	500,000,000	0	500,000,000	0
NORDEA BANK ABP	03/28/25	03/27/25	03/27/25	DEPOSIT	1,100,000,000	1,100,000,000	0	1,100,000,000	0
					96,505,000,000	96,505,000,000	0	96,505,000,000	0
ALBION CAPITAL LLC CPABS4	03/19/25	03/19/25	03/19/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
ALBION CAPITAL LLC CPABS4	03/27/25	03/27/25	03/27/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/04/25	03/04/25	03/04/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/07/25	03/07/25	03/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/10/25	03/10/25	03/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/11/25	03/11/25	03/11/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/14/25	03/14/25	03/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/18/25	03/18/25	03/18/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/21/25	03/21/25	03/21/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/25/25	03/25/25	03/25/25	MATURITY	145,000,000	145,000,000	0	145,000,000	0
ANGLESEA FUNDING LLC CPABS4	03/28/25	03/28/25	03/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ATLANTIC ASSET SECUCPABS4	03/11/25	03/11/25	03/11/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
ATLANTIC ASSET SECUCPABS4	03/14/25	03/14/25	03/14/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ATLANTIC ASSET SECUCPABS4	03/17/25	03/17/25	03/17/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
ATLANTIC ASSET SECUCPABS4	03/19/25	03/19/25	03/19/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BPCE SA CP4-2CP4-2	03/03/25	03/03/25	03/03/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BPCE SA CP4-2CP4-2	03/13/25	03/13/25	03/13/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
BPCE SA CP4-2CP4-2	03/20/25	03/20/25	03/20/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
BANK OF AMERICA N,ABNOTE	03/07/25	03/07/25	03/07/25	MATURITY	125,000,000	125,000,000	0	125,000,000	0
BANK OF AMERICA N,ABNOTE	03/14/25	03/14/25	03/14/25	MATURITY	120,000,000	120,000,000	0	120,000,000	0
BANK OF AMERICA N,ABNOTE	03/21/25	03/21/25	03/21/25	MATURITY	105,000,000	105,000,000	0	105,000,000	0
BANK OF MONTREAL	03/07/25	03/07/25	03/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF MONTREAL	03/12/25	03/12/25	03/12/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
BANK OF NEWYORK MECP4-2	03/04/25	03/04/25	03/04/25	MATURITY	115,500,000	115,500,000	0	115,500,000	0
BARTON CAPITAL S,A,CPABS4	03/07/25	03/07/25	03/07/25	MATURITY	35,000,000	35,000,000	0	35,000,000	0
BARTON CAPITAL S,A,CPABS4	03/14/25	03/14/25	03/14/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BARTON CAPITAL S,A,CPABS4	03/21/25	03/21/25	03/21/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
BENNINGTON STARK CACPABS4	03/07/25	03/07/25	03/07/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
BENNINGTON STARK CACPABS4	03/14/25	03/14/25	03/14/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
BENNINGTON STARK CACPABS4	03/21/25	03/21/25	03/21/25	MATURITY	215,340,000	215,340,000	0	215,340,000	0
BENNINGTON STARK CACPABS4	03/28/25	03/28/25	03/28/25	MATURITY	160,000,000	160,000,000	0	160,000,000	0
CHESHAM FINANCE LLCPCABS4	03/04/25	03/04/25	03/04/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/11/25	03/11/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/18/25	03/18/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/25/25	03/25/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
CHESHAM FINANCE LLCPCABS4	03/04/25	03/04/25	03/04/25	MATURITY	223,000,000	223,000,000	0	223,000,000	0
CHESHAM FINANCE LLCPCABS4	03/11/25	03/11/25	03/11/25	MATURITY	218,000,000	218,000,000	0	218,000,000	0
CHESHAM FINANCE LLCPCABS4	03/18/25	03/18/25	03/18/25	MATURITY	216,000,000	216,000,000	0	216,000,000	0
CHESHAM FINANCE LLCPCABS4	03/25/25	03/25/25	03/25/25	MATURITY	216,000,000	216,000,000	0	216,000,000	0
CREDIT AGRICOLE CORCDYAN	03/20/25	03/20/25	03/20/25	MATURITY	180,000,000	180,000,000	0	180,000,000	0
CREDIT AGRICOLE CORCDYAN	03/28/25	03/28/25	03/28/25	MATURITY	225,000,000	225,000,000	0	225,000,000	0
SUMITOMO MITSUI TRUECD	03/11/25	03/11/25	03/11/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
SUMITOMO MITSUI TRUECD	03/17/25	03/17/25	03/17/25	MATURITY	180,000,000	180,000,000	0	180,000,000	0
FAIRWAY FINANCE CO,CPABS4	03/28/25	03/28/25	03/28/25	MATURITY	36,600,000	36,600,000	0	36,600,000	0
FAIRWAY FINANCE CO,CPABS4	03/31/25	03/31/25	03/31/25	MATURITY	87,600,000	87,600,000	0	87,600,000	0
FALCON ASSET FUNDINCPABS4	03/06/25	03/06/25	03/06/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
FALCON ASSET FUNDINCPABS4	03/07/25	03/07/25	03/07/25	MATURITY	203,000,000	203,000,000	0	203,000,000	0
FALCON ASSET FUNDINCPABS4	03/19/25	03/19/25	03/19/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
GOHAM FUNDING CORPCPABS4	03/07/25	03/07/25	03/07/25	MATURITY	140,000,000	140,000,000	0	140,000,000	0
GOHAM FUNDING CORPCPABS4	03/26/25	03/26/25	03/26/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
GREAT BEAR FUNDING CPABS4	03/10/25	03/10/25	03/10/25	MATURITY	47,000,000	47,000,000	0	47,000,000	0
JUPITER SECURITIZATCPABS4	03/07/25	03/07/25	03/07/25	MATURITY	74,000,000	74,000,000	0	74,000,000	0
LA FAYETTE ASSET SECPABS4	03/14/25	03/14/25	03/14/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LA FAYETTE ASSET SECPABS4	03/18/25	03/18/25	03/18/25	MATURITY	115,000,000	115,000,000	0	115,000,000	0
LA FAYETTE ASSET SECPABS4	03/24/25	03/24/25	03/24/25	MATURITY	63,000,000	63,000,000	0	63,000,000	0
LMA-AMERICAS LLC CPCPABS4	03/05/25	03/05/25	03/05/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
LMA-AMERICAS LLC CPCPABS4	03/06/25	03/06/25	03/06/25	MATURITY	64,400,000	64,400,000	0	64,400,000	0
LMA-AMERICAS LLC CPCPABS4	03/07/25	03/07/25	03/07/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LMA-AMERICAS LLC CPCPABS4	03/13/25	03/13/25	03/13/25	MATURITY	60,000,000	60,000,000	0	60,000,000	0
LMA-AMERICAS LLC CPCPABS4	03/14/25	03/14/25	03/14/25	MATURITY	30,950,000	30,950,000	0	30,950,000	0
LMA-AMERICAS LLC CPCPABS4	03/21/25	03/21/25	03/21/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LONGSHIP FUNDING LLCPCABS4	03/06/25	03/06/25	03/06/25	MATURITY	83,000,000	83,000,000	0	83,000,000	0
LONGSHIP FUNDING LLCPCABS4	03/07/25	03/07/25	03/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
LONGSHIP FUNDING LLCPCABS4	03/10/25	03/10/25	03/10/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
LONGSHIP FUNDING LLCPCABS4	03/20/25	03/20/25	03/20/25	MATURITY	180,000,000	180,000,000	0	180,000,000	0
MATCHPOINT FINANCE CPABS4	03/05/25	03/05/25	03/05/25	MATURITY	25,000,000	25,000,000	0	25,000,000	0
MATCHPOINT FINANCE CPABS4	03/06/25	03/06/25	03/06/25	MATURITY	98,500,000	98,500,000	0	98,500,000	0
MATCHPOINT FINANCE CPABS4	03/07/25	03/07/25	03/07/25	MATURITY	96,850,000	96,850,000	0	96,850,000	0
MATCHPOINT FINANCE CPABS4	03/10/25	03/10/25	03/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	03/11/25	03/11/25	03/11/25	MATURITY	23,200,000	23,200,000	0	23,200,000	0
MATCHPOINT FINANCE CPABS4	03/12/25	03/12/25	03/12/25	MATURITY	48,100,000	48,100,000	0	48,100,000	0
MATCHPOINT FINANCE CPABS4	03/13/25	03/13/25	03/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
MATCHPOINT FINANCE CPABS4	03/14/25	03/14/25	03/14/25	MATURITY	109,800,000	109,800,000	0	109,800,000	0
MATCHPOINT FINANCE CPABS4	03/18/25	03/18/25	03/18/25	MATURITY	146,000,000	146,000,000	0	146,000,000	0
MATCHPOINT FINANCE CPABS4	03/19/25	03/19/25	03/19/25	MATURITY	141,800,000	141,800,000	0	141,800,000	0
MATCHPOINT FINANCE CPABS4	03/20/25	03/20/25	03/20/25	MATURITY	180,000,000	180,000,000	0	180,000,000	0
MATCHPOINT FINANCE CPABS4	03/27/25	03/27/25	03/27/25	MATURITY	153,000,000	153,000,000	0	153,000,000	0
MATCHPOINT FINANCE CPABS4	03/28/25	03/28/25	03/28/25	MATURITY	147,200,000	147,200,000	0	147,200,000	0
STARBIRD FUNDING COCPABS4	03/31/25	03/31/25	03/31/25	MATURITY	174,800,000	174,800,000	0	174,800,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
NATIONAL BANK OF CACP4-2	03/18/25	03/18/25	03/18/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
NATIONAL BANK OF CANADA	03/13/25	03/13/25	03/13/25	MATURITY	160,000,000	160,000,000	0	160,000,000	0
NATIONWIDE BUILDINGCP4-2	03/12/25	03/12/25	03/12/25	MATURITY	34,000,000	34,000,000	0	34,000,000	0
RIDGEFIELD FUNDING CPAB54	03/17/25	03/17/25	03/17/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
RIDGEFIELD FUNDING CPAB54	03/21/25	03/21/25	03/21/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
SHEFFIELD RECEIVABLECPAB54	03/13/25	03/13/25	03/13/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
SHEFFIELD RECEIVABLECPAB54	03/17/25	03/17/25	03/17/25	MATURITY	260,000,000	260,000,000	0	260,000,000	0
SHEFFIELD RECEIVABLECPAB54	03/18/25	03/18/25	03/18/25	MATURITY	252,000,000	252,000,000	0	252,000,000	0
SHEFFIELD RECEIVABLECPAB54	03/19/25	03/19/25	03/19/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
SHEFFIELD RECEIVABLECPAB54	03/20/25	03/20/25	03/20/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
STARBIRD FUNDING COCPAB54	03/05/25	03/05/25	03/05/25	MATURITY	30,000,000	30,000,000	0	30,000,000	0
STARBIRD FUNDING COCPAB54	03/06/25	03/06/25	03/06/25	MATURITY	44,400,000	44,400,000	0	44,400,000	0
STARBIRD FUNDING COCPAB54	03/07/25	03/07/25	03/07/25	MATURITY	182,200,000	182,200,000	0	182,200,000	0
STARBIRD FUNDING COCPAB54	03/10/25	03/10/25	03/10/25	MATURITY	145,000,000	145,000,000	0	145,000,000	0
STARBIRD FUNDING COCPAB54	03/11/25	03/11/25	03/11/25	MATURITY	200,000,000	200,000,000	0	200,000,000	0
STARBIRD FUNDING COCPAB54	03/12/25	03/12/25	03/12/25	MATURITY	211,900,000	211,900,000	0	211,900,000	0
STARBIRD FUNDING COCPAB54	03/13/25	03/13/25	03/13/25	MATURITY	78,400,000	78,400,000	0	78,400,000	0
STARBIRD FUNDING COCPAB54	03/14/25	03/14/25	03/14/25	MATURITY	10,500,000	10,500,000	0	10,500,000	0
STARBIRD FUNDING COCPAB54	03/19/25	03/19/25	03/19/25	MATURITY	62,000,000	62,000,000	0	62,000,000	0
STARBIRD FUNDING COCPAB54	03/20/25	03/20/25	03/20/25	MATURITY	14,000,000	14,000,000	0	14,000,000	0
STARBIRD FUNDING COCPAB54	03/21/25	03/21/25	03/21/25	MATURITY	118,000,000	118,000,000	0	118,000,000	0
STARBIRD FUNDING COCPAB54	03/24/25	03/24/25	03/24/25	MATURITY	33,000,000	33,000,000	0	33,000,000	0
STARBIRD FUNDING COCPAB54	03/25/25	03/25/25	03/25/25	MATURITY	17,000,000	17,000,000	0	17,000,000	0
STARBIRD FUNDING COCPAB54	03/26/25	03/26/25	03/26/25	MATURITY	87,800,000	87,800,000	0	87,800,000	0
STARBIRD FUNDING COCPAB54	03/27/25	03/27/25	03/27/25	MATURITY	72,000,000	72,000,000	0	72,000,000	0
SUMITOMO MITSUI TRUCP4-2	03/19/25	03/19/25	03/19/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
SUMITOMO MITSUI TRUCP4-2	03/21/25	03/21/25	03/21/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
SUMITOMO MITSUI BANCDYAN	03/28/25	03/28/25	03/28/25	MATURITY	350,000,000	350,000,000	0	350,000,000	0
SVENSKA HANDELSBANKCDYAN	03/24/25	03/24/25	03/24/25	MATURITY	85,000,000	85,000,000	0	85,000,000	0
TORONTO DOMINION BACDYAN	03/28/25	03/28/25	03/28/25	MATURITY	95,000,000	95,000,000	0	95,000,000	0
TORONTO DOMINION BACP4-2	03/20/25	03/20/25	03/20/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
TOTALENERGIES CAPITCP4-2	03/03/25	03/03/25	03/03/25	MATURITY	45,000,000	45,000,000	0	45,000,000	0
TRUIST BANK CDCD	03/31/25	03/31/25	03/31/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
TRUIST BANK CDCD	03/31/25	03/31/25	03/31/25	MATURITY	150,000,000	150,000,000	0	150,000,000	0
UNITEDHEALTH GROUPCP4-2	03/03/25	03/03/25	03/03/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
UNITEDHEALTH GROUPCP4-2	03/05/25	03/05/25	03/05/25	MATURITY	180,000,000	180,000,000	0	180,000,000	0
UNITEDHEALTH GROUPCP4-2	03/10/25	03/10/25	03/10/25	MATURITY	160,000,000	160,000,000	0	160,000,000	0
UNITEDHEALTH GROUPCP4-2	03/11/25	03/11/25	03/11/25	MATURITY	125,000,000	125,000,000	0	125,000,000	0
UNITEDHEALTH GROUPCP4-2	03/12/25	03/12/25	03/12/25	MATURITY	130,000,000	130,000,000	0	130,000,000	0
UNITEDHEALTH GROUPCP4-2	03/13/25	03/13/25	03/13/25	MATURITY	230,000,000	230,000,000	0	230,000,000	0
UNITEDHEALTH GROUPCP4-2	03/14/25	03/14/25	03/14/25	MATURITY	26,000,000	26,000,000	0	26,000,000	0
UNITEDHEALTH GROUPCP4-2	03/21/25	03/21/25	03/21/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
UNITEDHEALTH GROUPCP4-2	03/24/25	03/24/25	03/24/25	MATURITY	310,000,000	310,000,000	0	310,000,000	0
UNITEDHEALTH GROUPCP4-2	03/28/25	03/28/25	03/28/25	MATURITY	535,000,000	535,000,000	0	535,000,000	0
VICTORY RECEIVABLESCPAB54	03/07/25	03/07/25	03/07/25	MATURITY	75,000,000	75,000,000	0	75,000,000	0
VICTORY RECEIVABLESCPAB54	03/26/25	03/26/25	03/26/25	MATURITY	90,000,000	90,000,000	0	90,000,000	0
VICTORY RECEIVABLESCPAB54	03/27/25	03/27/25	03/27/25	MATURITY	50,000,000	50,000,000	0	50,000,000	0
MIZUHO TRIPARTY	03/03/25	03/03/25	03/03/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/03/25	03/03/25	03/03/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/03/25	03/03/25	03/03/25	MATURITY	2,085,000,000	2,085,000,000	0	2,085,000,000	0
MIZUHO TRIPARTY	03/04/25	03/04/25	03/04/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/04/25	03/04/25	03/04/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/04/25	03/04/25	03/04/25	MATURITY	1,426,000,000	1,426,000,000	0	1,426,000,000	0
MIZUHO TRIPARTY	03/05/25	03/05/25	03/05/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/05/25	03/05/25	03/05/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/05/25	03/05/25	03/05/25	MATURITY	1,251,000,000	1,251,000,000	0	1,251,000,000	0
MIZUHO TRIPARTY	03/06/25	03/06/25	03/06/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/06/25	03/06/25	03/06/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/06/25	03/06/25	03/06/25	MATURITY	1,357,000,000	1,357,000,000	0	1,357,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO TRIPARTY	03/07/25	03/07/25	03/07/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/07/25	03/07/25	03/07/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/07/25	03/07/25	03/07/25	MATURITY	1,570,000,000	1,570,000,000	0	1,570,000,000	0
MIZUHO TRIPARTY	03/10/25	03/10/25	03/10/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/10/25	03/10/25	03/10/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/10/25	03/10/25	03/10/25	MATURITY	1,754,000,000	1,754,000,000	0	1,754,000,000	0
MIZUHO TRIPARTY	03/11/25	03/11/25	03/11/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/11/25	03/11/25	03/11/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/11/25	03/11/25	03/11/25	MATURITY	1,723,000,000	1,723,000,000	0	1,723,000,000	0
MIZUHO TRIPARTY	03/12/25	03/12/25	03/12/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/12/25	03/12/25	03/12/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/12/25	03/12/25	03/12/25	MATURITY	503,000,000	503,000,000	0	503,000,000	0
MIZUHO TRIPARTY	03/13/25	03/13/25	03/13/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/13/25	03/13/25	03/13/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/13/25	03/13/25	03/13/25	MATURITY	621,000,000	621,000,000	0	621,000,000	0
MIZUHO TRIPARTY	03/14/25	03/14/25	03/14/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/14/25	03/14/25	03/14/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/14/25	03/14/25	03/14/25	MATURITY	320,000,000	320,000,000	0	320,000,000	0
MIZUHO TRIPARTY	03/17/25	03/17/25	03/17/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/17/25	03/17/25	03/17/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/17/25	03/17/25	03/17/25	MATURITY	843,000,000	843,000,000	0	843,000,000	0
MIZUHO TRIPARTY	03/18/25	03/18/25	03/18/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/18/25	03/18/25	03/18/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/18/25	03/18/25	03/18/25	MATURITY	794,000,000	794,000,000	0	794,000,000	0
MIZUHO TRIPARTY	03/19/25	03/19/25	03/19/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/19/25	03/19/25	03/19/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/19/25	03/19/25	03/19/25	MATURITY	633,000,000	633,000,000	0	633,000,000	0
MIZUHO TRIPARTY	03/20/25	03/20/25	03/20/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/20/25	03/20/25	03/20/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/20/25	03/20/25	03/20/25	MATURITY	284,000,000	284,000,000	0	284,000,000	0
MIZUHO TRIPARTY	03/21/25	03/21/25	03/21/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/21/25	03/21/25	03/21/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/21/25	03/21/25	03/21/25	MATURITY	341,000,000	341,000,000	0	341,000,000	0
MIZUHO TRIPARTY	03/24/25	03/24/25	03/24/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/24/25	03/24/25	03/24/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/24/25	03/24/25	03/24/25	MATURITY	457,000,000	457,000,000	0	457,000,000	0
MIZUHO TRIPARTY	03/25/25	03/25/25	03/25/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/25/25	03/25/25	03/25/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/25/25	03/25/25	03/25/25	MATURITY	354,000,000	354,000,000	0	354,000,000	0
MIZUHO TRIPARTY	03/26/25	03/26/25	03/26/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/26/25	03/26/25	03/26/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/26/25	03/26/25	03/26/25	MATURITY	977,000,000	977,000,000	0	977,000,000	0
MIZUHO TRIPARTY	03/27/25	03/27/25	03/27/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/27/25	03/27/25	03/27/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/27/25	03/27/25	03/27/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO TRIPARTY	03/28/25	03/28/25	03/28/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/28/25	03/28/25	03/28/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/28/25	03/28/25	03/28/25	MATURITY	1,658,000,000	1,658,000,000	0	1,658,000,000	0
MIZUHO TRIPARTY	03/31/25	03/31/25	03/31/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
HSBC TRIPARTY	03/31/25	03/31/25	03/31/25	MATURITY	100,000,000	100,000,000	0	100,000,000	0
BANK OF AMERICA TRIPARTY	03/31/25	03/31/25	03/31/25	MATURITY	1,670,000,000	1,670,000,000	0	1,670,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/31/25	03/31/25	03/31/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/31/25	03/31/25	03/31/25	MATURITY	750,000,000	750,000,000	0	750,000,000	0
DNB BANK ASA NEW YORK	03/31/25	03/31/25	03/31/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
ABN AMRO BANK N.V.	03/03/25	03/03/25	03/03/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	03/04/25	03/04/25	03/04/25	MATURITY	970,000,000	970,000,000	0	970,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/05/25	03/05/25	03/05/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	03/05/25	03/05/25	03/05/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/03/25	03/03/25	03/03/25	MATURITY	1,225,000,000	1,225,000,000	0	1,225,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
NORDEA BANK ABP	03/03/25	03/03/25	03/03/25	MATURITY	675,000,000	675,000,000	0	675,000,000	0
DNB BANK ASA NEW YORK	03/03/25	03/03/25	03/03/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	03/10/25	03/10/25	03/10/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/04/25	03/04/25	03/04/25	MATURITY	1,240,000,000	1,240,000,000	0	1,240,000,000	0
NORDEA BANK ABP	03/04/25	03/04/25	03/04/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	03/04/25	03/04/25	03/04/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	03/11/25	03/11/25	03/11/25	MATURITY	960,000,000	960,000,000	0	960,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/05/25	03/05/25	03/05/25	MATURITY	1,225,000,000	1,225,000,000	0	1,225,000,000	0
NORDEA BANK ABP	03/05/25	03/05/25	03/05/25	MATURITY	1,100,000,000	1,100,000,000	0	1,100,000,000	0
DNB BANK ASA NEW YORK	03/05/25	03/05/25	03/05/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/12/25	03/12/25	03/12/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
RABOBANK NEW YORK	03/12/25	03/12/25	03/12/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/06/25	03/06/25	03/06/25	MATURITY	1,225,000,000	1,225,000,000	0	1,225,000,000	0
DNB BANK ASA NEW YORK	03/06/25	03/06/25	03/06/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
NORDEA BANK ABP	03/06/25	03/06/25	03/06/25	MATURITY	725,000,000	725,000,000	0	725,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/07/25	03/07/25	03/07/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/07/25	03/07/25	03/07/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/10/25	03/10/25	03/10/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/10/25	03/10/25	03/10/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
ABN AMRO BANK N.V.	03/17/25	03/17/25	03/17/25	MATURITY	1,650,000,000	1,650,000,000	0	1,650,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/11/25	03/11/25	03/11/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/11/25	03/11/25	03/11/25	MATURITY	250,000,000	250,000,000	0	250,000,000	0
DNB BANK ASA NEW YORK	03/11/25	03/11/25	03/11/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
RABOBANK NEW YORK	03/18/25	03/18/25	03/18/25	MATURITY	950,000,000	950,000,000	0	950,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/12/25	03/12/25	03/12/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/12/25	03/12/25	03/12/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	03/12/25	03/12/25	03/12/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/19/25	03/19/25	03/19/25	MATURITY	1,625,000,000	1,625,000,000	0	1,625,000,000	0
RABOBANK NEW YORK	03/19/25	03/19/25	03/19/25	MATURITY	675,000,000	675,000,000	0	675,000,000	0
NORDEA BANK ABP	03/13/25	03/13/25	03/13/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/13/25	03/13/25	03/13/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
DNB BANK ASA NEW YORK	03/13/25	03/13/25	03/13/25	MATURITY	1,500,000,000	1,500,000,000	0	1,500,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/14/25	03/14/25	03/14/25	MATURITY	1,200,000,000	1,200,000,000	0	1,200,000,000	0
NORDEA BANK ABP	03/14/25	03/14/25	03/14/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
DNB BANK ASA NEW YORK	03/14/25	03/14/25	03/14/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/17/25	03/17/25	03/17/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/17/25	03/17/25	03/17/25	MATURITY	700,000,000	700,000,000	0	700,000,000	0
DNB BANK ASA NEW YORK	03/17/25	03/17/25	03/17/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
ABN AMRO BANK N.V.	03/24/25	03/24/25	03/24/25	MATURITY	1,610,000,000	1,610,000,000	0	1,610,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/18/25	03/18/25	03/18/25	MATURITY	1,190,000,000	1,190,000,000	0	1,190,000,000	0
NORDEA BANK ABP	03/18/25	03/18/25	03/18/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
DNB BANK ASA NEW YORK	03/18/25	03/18/25	03/18/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
RABOBANK NEW YORK	03/25/25	03/25/25	03/25/25	MATURITY	925,000,000	925,000,000	0	925,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/19/25	03/19/25	03/19/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/19/25	03/19/25	03/19/25	MATURITY	970,000,000	970,000,000	0	970,000,000	0
DNB BANK ASA NEW YORK	03/19/25	03/19/25	03/19/25	MATURITY	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/19/25	03/19/25	03/19/25	MATURITY	400,000,000	400,000,000	0	400,000,000	0
AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD.	03/26/25	03/26/25	03/26/25	MATURITY	1,600,000,000	1,600,000,000	0	1,600,000,000	0
RABOBANK NEW YORK	03/26/25	03/26/25	03/26/25	MATURITY	690,000,000	690,000,000	0	690,000,000	0
NORDEA BANK ABP	03/20/25	03/20/25	03/20/25	MATURITY	975,000,000	975,000,000	0	975,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/20/25	03/20/25	03/20/25	MATURITY	1,195,000,000	1,195,000,000	0	1,195,000,000	0
DNB BANK ASA NEW YORK	03/20/25	03/20/25	03/20/25	MATURITY	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/20/25	03/20/25	03/20/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/21/25	03/21/25	03/21/25	MATURITY	1,190,000,000	1,190,000,000	0	1,190,000,000	0
NORDEA BANK ABP	03/21/25	03/21/25	03/21/25	MATURITY	1,150,000,000	1,150,000,000	0	1,150,000,000	0
DNB BANK ASA NEW YORK	03/21/25	03/21/25	03/21/25	MATURITY	1,590,000,000	1,590,000,000	0	1,590,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/21/25	03/21/25	03/21/25	MATURITY	675,000,000	675,000,000	0	675,000,000	0

TRADING ACTIVITY FOR MARCH 2025

Description	Maturity Date	Trade Date	Settle Date	event type	Par or Shares	Principal	Traded Interest	Settlement Amount	Realized Gain(Loss)
MIZUHO BANK, LTD., CANADA BRANCH	03/24/25	03/24/25	03/24/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/24/25	03/24/25	03/24/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
DNB BANK ASA NEW YORK	03/24/25	03/24/25	03/24/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/24/25	03/24/25	03/24/25	MATURITY	650,000,000	650,000,000	0	650,000,000	0
ABN AMRO BANK N.V.	03/31/25	03/31/25	03/31/25	MATURITY	1,610,000,000	1,610,000,000	0	1,610,000,000	0
NORDEA BANK ABP	03/25/25	03/25/25	03/25/25	MATURITY	1,100,000,000	1,100,000,000	0	1,100,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/25/25	03/25/25	03/25/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/25/25	03/25/25	03/25/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH	03/25/25	03/25/25	03/25/25	MATURITY	800,000,000	800,000,000	0	800,000,000	0
ROYAL BANK OF CANADA	03/26/25	03/26/25	03/26/25	MATURITY	5,000,000	5,000,000	0	5,000,000	0
NORDEA BANK ABP	03/26/25	03/26/25	03/26/25	MATURITY	1,000,000,000	1,000,000,000	0	1,000,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/26/25	03/26/25	03/26/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/26/25	03/26/25	03/26/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/27/25	03/27/25	03/27/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
NORDEA BANK ABP	03/27/25	03/27/25	03/27/25	MATURITY	300,000,000	300,000,000	0	300,000,000	0
DNB BANK ASA NEW YORK	03/27/25	03/27/25	03/27/25	MATURITY	1,575,000,000	1,575,000,000	0	1,575,000,000	0
MIZUHO BANK, LTD., CANADA BRANCH	03/28/25	03/28/25	03/28/25	MATURITY	1,175,000,000	1,175,000,000	0	1,175,000,000	0
DNB BANK ASA NEW YORK	03/28/25	03/28/25	03/28/25	MATURITY	500,000,000	500,000,000	0	500,000,000	0
NORDEA BANK ABP	03/28/25	03/28/25	03/28/25	MATURITY	1,100,000,000	1,100,000,000	0	1,100,000,000	0
					147,296,840,000	147,296,840,000	0	147,296,840,000	0
EFF 2024-3 A1	07/21/25	03/20/25	03/20/25	PAYDOWN	1,655,112	1,655,112	0	1,655,112	0
WLAKE 2024-3A A1	10/15/25	03/17/25	03/17/25	PAYDOWN	3,613,893	3,613,893	0	3,613,893	0
					5,269,005	5,269,005	0	5,269,005	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/04/25	03/04/25	SELL	5,559,393	5,559,393	0	5,559,393	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/06/25	03/06/25	SELL	1,652,100,442	1,652,100,442	0	1,652,100,442	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/10/25	03/10/25	SELL	4,987,321	4,987,321	0	4,987,321	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/13/25	03/13/25	SELL	5,212,937	5,212,937	0	5,212,937	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/17/25	03/17/25	SELL	2,869,576	2,869,576	0	2,869,576	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/21/25	03/21/25	SELL	36,108	36,108	0	36,108	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/24/25	03/24/25	SELL	2,779,317	2,779,317	0	2,779,317	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/27/25	03/27/25	SELL	3,264,691	3,264,691	0	3,264,691	0
DREYFUS GOVT CASH MGMT FUND	02/01/27	03/31/25	03/31/25	SELL	5,453,118	5,453,118	0	5,453,118	0
					1,682,262,902	1,682,262,902	0	1,682,262,902	0



1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308
(850) 488-4406

<https://prime.sbafla.com>

Our Mission

Our mission is to provide superior investment management and trust services by proactively and comprehensively managing risk and adhering to the highest ethical, fiduciary, and professional standards.



Reply To: Tallahassee

May 12, 2025

SUMMARY OF STATUTORY COMPLIANCE REVIEW, 2025

This review finds that the Local Government Surplus Funds Trust Fund, Florida PRIME™, (Fund) is in compliance with the requirements of Sections 218.40 – 218.412, Florida Statutes.

Scope – The time period reviewed is June 1, 2024 through May 31, 2025.

Methodology – The review included analysis of applicable statutes and administrative rules, interviews with State Board of Administration personnel, review of materials provided by SBA personnel and materials posted to the Florida PRIME™ and State Board of Administration websites.

Additional Specific Findings – The Auditor General annual financial audit of the Trust Fund, Report No. 2025-073, for the fiscal years ended June 30, 2024 and June 30, 2023 was completed in December 2024. The audit did not disclose any deficiencies in internal control over Florida PRIME's financial reporting that were considered to be material weaknesses. The report noted no instances of noncompliance or other matters required to be reported under Government Auditing Standards and included as audit objectives determining if the SBA had complied with various provisions of laws, rules, contracts, the IPS, and other guidelines that are material to the financial statements.

The most recent changes to the Investment Policy Statement (IPS) for the Fund were approved by the Trustees on May 4, 2021, and adopted as a rule. The IPS is reviewed and approved by the Trustees annually; however, no changes were deemed necessary in 2025.

Glenn E. Thomas

Glenn E. Thomas

JACKSONVILLE
245 Riverside Ave.
Suite 510
Jacksonville, FL 32202
T: 904.353.6410
F: 904.353.7619

ST. PETERSBURG
100 Second Ave. South
Suite 501-S
St. Petersburg, FL 33701
T: 727.245.0820
F: 727.290.4057

TALLAHASSEE
106 East College Ave.
Suite 1500
Tallahassee, FL 32301
T: 850.222.5702
F: 850.224.9242

TAMPA
301 West Platt St.
Suite 364
Tampa, FL 33606
T: 813.775.2331

WEST PALM BEACH
360 South Rosemary Ave.
Suite 1100
West Palm Beach, FL 33401
T: 561.640.0820
F: 561.640.8202

See Things Differently®

Reply to: Tallahassee

May 12, 2025

**LOCAL GOVERNMENT SURPLUS FUNDS TRUST FUND
2025 STATUTORY COMPLIANCE REVIEW**

The Local Government Surplus Funds Trust Fund (Trust Fund or Fund) is a pooled investment fund created in 1977 by Section 218.405, Florida Statutes, and administered by the State Board of Administration (SBA). F.S. § 218.403(9). The Fund is governed by Part IV of Chapter 218, Florida Statutes, titled “Investment of Local Government Surplus Funds.” Part IV, which includes sections 218.40 – 218.415, Florida Statutes, is now known as “Florida PRIME.”

THE STATUTE

The Board of Trustees of the SBA (“Trustees”) constituted per section, consists of the Governor, as Chairman, the Chief Financial Officer, as Treasurer, and the Attorney General, as Secretary. See F.S. § 215.44(1). Section 218.405(3), Florida Statutes, requires the Trustees to annually certify that Florida PRIME is in compliance with the requirements of Part IV, Chapter 218, Florida Statutes, and that the management of Florida PRIME is in accord with best investment practices.

This is the sixteenth annual statutory review of the Fund under section 218.405(3). There were no substantive amendments to Part IV, Chapter 218, Florida Statutes, during the 2024 or 2025 Legislative sessions.

SCOPE OF REVIEW

This review, which addresses the first part of the annual certification by the Trustees, examines whether the Trust Fund is in compliance with the requirements of Part IV of Chapter 218, Florida Statutes. The scope of this review is the Fund’s compliance with sections 218.40 – 218.412, Florida Statutes, during the time period June 1, 2024, through May 31, 2025.

The remainder of Part IV, Chapter 218 – section 218.415 – is not within the scope of this review. This section comprises the second part of the certification required by section 218.405(3) – that

JACKSONVILLE
245 Riverside Ave.
Suite 510
Jacksonville, FL 32202
T: 904.353.6410
F: 904.353.7619

ST. PETERSBURG
100 Second Ave. South
Suite 501-S
St. Petersburg, FL 33701
T: 727.245.0820
F: 727.290.4057

TALLAHASSEE
106 East College Ave.
Suite 1500
Tallahassee, FL 32301
T: 850.222.5702
F: 850.224.9242

TAMPA
301 West Platt St.
Suite 364
Tampa, FL 33606
T: 813.775.2331

WEST PALM BEACH
360 South Rosemary Ave.
Suite 1100
West Palm Beach, FL 33401
T: 561.640.0820
F: 561.640.8202

See Things Differently®

the Fund is in accord with best investment practices – which is performed separately by Aon Hewitt Investment Consulting, Inc.

PURPOSE

As set out at section 218.401, Florida Statutes, the intent of Part IV of Chapter 218 is:

[T]o promote, through state assistance, the maximization of net interest earnings on invested surplus funds of local units of government, based on the principles of investor protection, mandated transparency, and proper governance, with the goal of reducing the need for imposing additional taxes.

The definition of surplus funds, found at section 218.403(8), includes:

[A]ny funds in any general or special account or fund of a unit of local government, or funds held by an independent trustee on behalf of a unit of local government, which in reasonable contemplation will not be immediately needed for the purposes intended.

By its terms, participation in the Fund is limited to units of local government, defined at section 218.403(11) as:

... any governmental entity within the state not part of state government and shall include, but not be limited to, the following and the officers thereof: any county, municipality, school district, special district, clerk of the circuit court, sheriff, property appraiser, tax collector, supervisor of elections, authority, board, public corporations, or any other political subdivision of the state.

This broad definition of “units of local government” includes authorities, boards and public corporations, in addition to the entities specifically enumerated in the above statutory language.

Section 218.407(2), Florida Statutes, requires each prospective Fund participant to determine whether participation in the Fund is in the entity’s interest. The Florida PRIME enrollment materials require each participant to certify that it is authorized to invest in the Fund. The enrollment materials advise participants that the SBA is not responsible for independently verifying whether a local government entity is authorized to participate in the Fund.

CREATION, OBJECTIVES

The Trust Fund is created at section 218.405, Florida Statutes,

- (1) There is hereby created a Local Government Surplus Funds Trust Fund to be administered by the board and to be composed of local government surplus funds deposited therein by units of local government under the procedures established in this part. The board may contract with a professional money management firm to manage the trust fund.**

The Board has contracted with a professional money management firm, Federated Investment Counseling, Inc. (Federated), to manage the Trust Fund.

- (2) The primary objectives, in priority order, of investment activities shall be safety, liquidity, and competitive returns with minimization of risks.**
- (3) (Certification requirement, cited above)**
- (4) The board may adopt rules to administer the provisions of this section.**

RULES

Sections 218.405(4) and 218.412 permit the Board to promulgate rules as may be needed to administer the Trust Fund. The Board has adopted such rules at Chapter 19-7, Florida Administrative Code. Most of these rules were adopted in 1982, with substantial revisions adopted by rule in 2002 and 2010. The Investment Policy Statement (IPS) is also incorporated, by reference, into SBA Rules. The current Investment Policy Statement for the Fund was approved by the SBA Trustees on June 12, 2024. No changes were made to Chapter 19-7, Florida Administrative Code or the IPS during the review period.

INTERACTION WITH LOCAL GOVERNMENT AUTHORITIES

Section 218.407 sets out the requirements that must be met by a unit of local government before surplus funds may be deposited in the Trust Fund:

- (1) Prior to any determination by the governing body that it is in the interest of the unit of local government to deposit surplus funds in the trust fund, the board or a professional money management firm must provide to the governing body enrollment materials, including a trust fund profile containing impartial educational information describing the administration and investment policy of the trust fund, including, but not limited to:**
 - (a) All rights and conditions of participation, including potential restrictions on withdrawals.**
 - (b) The historical performance, investment holdings, credit quality, and average maturity of the trust fund investments.**

- (c) The applicable administrative rules.**
- (d) The rate determination processes for any deposit or withdrawal.**
- (e) Any fees, charges, penalties, and deductions that apply to the account.**
- (f) The most recently published financial statements or independent audits, if available, prepared under generally accepted accounting principles.**
- (g) A disclosure statement for signature by the appropriate local government official.**

The Board, with Federated, has created enrollment materials which include a Trust Fund profile and education information which appear to be impartial and to accurately describe the administration and investment policies of the Trust Fund and which meet the specific requirements of the above section.

All materials are provided to participants and potential participants at the Board's web site: www.sbafla.com at the Florida PRIME link, or directly at <https://prime.sbafla.com/>. The New Participant Enrollment Guide, the current Investment Policy Statement, the Earnings Allocation description and the applicable rules are included under the "Enrollment Materials" tab, as are two form documents that must be executed by a new participant: the Disclosure Statement and the Authorizing Resolution. These materials track the statutory information required by section 218.407(1).

(2) Upon review of the enrollment materials and upon determination by the governing body that it is in the interest of the unit of local government to deposit surplus funds in the trust fund, a resolution by the governing body and the signed acceptance of the disclosure statement by the local government official, who may be the chief financial or administrative officer of the local government, shall be filed with the board and, if appropriate, a copy shall be provided to a professional money management firm authorizing investment of its surplus funds in the trust fund established by this part. The resolution shall name:

- (a) The local government official, who may be the chief financial or administrative officer of the local government, or**
- (b) An independent trustee holding funds on behalf of the unit of local government, responsible for deposit and withdrawal of such funds.**

The safeguards set forth in paragraphs 218.407(1) and (2) are intended to ensure that participants are fully informed about the nature, purpose, stability and processes of the Fund. The information included in the Florida PRIME enrollment materials is thorough, and satisfies

these requirements. Signed disclosure statements, acknowledging receipt of relevant information, are on file for Fund participants.

(3) The board or a professional money management firm shall, upon the filing of the resolution, invest the moneys in the trust fund in the same manner and subject to the same restrictions as are set forth in s.215.47. All units of local government that qualify to be participants in the trust fund shall have surplus funds deposited into a pooled investment account.

Section 215.47, Florida Statutes, details the types of investments permitted for all Board funds, including Florida PRIME. Pursuant to section 218.409(2)(a), the Fund also must be invested in accordance with the current written investment policy, which must be updated annually. Section 215.47(10), Florida Statutes, was amended by the Legislature in 2023 to require the SBA, when deciding whether to invest and when investing, to make decisions based solely on pecuniary factors. The amendment prohibits the subordination of the interests of the fund participants to other objectives (i.e., sacrificing investment return or undertaking additional investment risk to promote any nonpecuniary factor). To comply with the 2023 legislative changes, an amendment to the Investment Management Agreement with Federated was executed in September 2023.

The second part to the certification required by section 218.405(3), which is being conducted by Aon Hewitt Investment Consulting, Inc., determines whether the Fund's management is in accord with best investment practices and whether the specific holdings of the Fund are in accord with all statutory requirements including section 215.47 (cross-referenced in 218.405(3)) as implemented in the current PRIME Investment Policy Statement.

ADMINISTRATION OF THE TRUST FUND

218.409 Administration of the trust fund.—

(1) Upon receipt of the items specified in s. 218.407 from the local governing body, the board or a professional money management firm shall accept all wire transfers of funds into the trust fund. The board or a professional money management firm shall also wire-transfer invested local government funds to the local government upon request of the local government official named in the resolution.

This requirement is satisfied by a clearing account maintained by Bank of America, which is a qualified public depository. The Bank of America account accepts money transmitted to the Board and transfers to BNY Mellon, as the custodian.

(2)(a)The trustees shall ensure that the board or a professional money management firm administers the trust fund on behalf of the participants. The

board or a professional money management firm shall have the power to invest such funds in accordance with a written investment policy. The investment policy shall be updated annually to conform to best investment practices. The standard of prudence to be used by investment officials shall be the fiduciary standards as set forth in s. 215.47(10), which shall be applied in the context of managing an overall portfolio. Portfolio managers acting in accordance with written procedures and an investment policy and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and the liquidity and the sale of securities are carried out in accordance with the terms of this part.

The Trustees delegate the administrative and investment authority to manage Florida PRIME to the Executive Director of the SBA, subject to applicable Florida Law. The Trustees also appoint an Investment Advisory Council, which, at least annually, reviews the Investment Policy and any proposed changes prior to its presentation to the Trustees. The Investment Policy Statement was last updated by the Trustees effective June 12, 2024. The IPS is posted at the Fund website tab "Risk Management and Oversight," and under the "Enrollment Materials" tab as a separate item and is also included in the New Participant Enrollment Guide.

The Board administers the Trust Fund on behalf of the participants and handles accounting, statements, monthly reporting and compiling and maintaining enrollment materials, and has contracted with professional money management firm Federated to act as the Investment Manager and to invest the Trust Fund funds in accordance with the Investment Policy Statement. Federated interacts with participants to answer inquiries and facilitates Standard and Poor's ratings. BNY Mellon acts as custodian of all assets of the Fund, processes all trades made by Federated, and does valuation and pricing for the Fund.

(2)(b) Officers and employees involved in the investment process shall refrain from personal business activity that could conflict with the proper execution and management of the investment program or that could impair their ability to make impartial decisions. Employees and investment officials shall disclose any material interests in financial institutions with which they conduct business on behalf of the trust fund. They shall further disclose any personal financial or investment positions that could be related to the performance of the investment portfolio. Employees and officers shall refrain from undertaking personal investment transactions with the same individual with whom business is conducted on behalf of the board.

All Board employees are required to complete training to ensure that Board officers and employees involved in the investment process are able to recognize and avoid personal business activity that could conflict with the Trust Fund program or impair their ability to make

impartial decisions. Human Relations notifies the Inspector General of any training non-compliance, and the Inspector General ensures that all required employee training for the cycle is completed.

A course cycle sets out when mandatory employee training courses must be completed. Use of Information Technology Resources, Ethics, Harassment Prevention, Incident Management Framework, Insider Trading, and Personal Investment Activity training are required every year; Public Records and Sunshine Law training are required every two years; and Confidential Information and Fiduciary Duties training is required every four years. New SBA employees are required to take all mandatory courses at the time they start working for the SBA. All required courses for the fiscal year rotation were completed for the review period. During the 2023-24 fiscal year, the SBA implemented a requirement that all employees complete in-person fiduciary training. Risk Management and Compliance Awareness and Training was implemented in 2023 for newer employees. The program familiarizes those employees with Risk Management and Compliance policies and standards at the SBA and provides an understanding of the roles of Risk Management and Compliance, and how those roles support the mission and vision of the SBA. The course also provides an overview of policies governing personal investment activity, material non-public information and insider trading. As of the date of this report, all employees have completed the required training.

SBA Employees and investment officials are required to disclose material interests in financial institutions with which they also conduct Trust Fund business, and any personal financial or investment positions that could be related to performance of the Trust Fund portfolio. The Inspector General ensures that any trading or investment activity by individual employees complies with applicable SBA policies.

Policy 10-041 establishes a set of internal controls governing the personal investment activity of all SBA employees, including OPS employees and interns. Policy 10-041 was revised March 11, 2025, to provide more specificity with respect to transacting covered trades with a broker dealer, for which the SBA has set up an electronic confirmation feed. The updated policy also includes the SBA's Employee Broker List, which is a list of brokers with whom SBA employees may conduct personal trading of Covered Securities. This brokers on the list have been reviewed and approved for personal trading by the Chief Risk & Compliance Officer and those brokers have agreed to provide electronic trade confirmations and account statements to the Personal Investment Compliance System. If an individual covered by the policy wishes to trade covered securities, the account must be with a broker on the SBA Employee Broker List, and a written authorization for the SBA to receive electronic confirmations and account information must be executed prior to trading.

Several Amendments to the policy also took effect in 2023. Private investment offerings and interests in real estate or other assets made through limited partnerships and private investment pools were added to prohibited investments. Donations of Covered Securities are now classified as Covered Trades under the policy. Private Real Estate Funds are now excluded

from the private real estate exemption, which excludes ownership of private real estate from the policy, unless the real estate interest is in or with an entity with whom the SBA holds an investment. If a new employee discloses ownership of a prohibited Covered Security, the Chief Risk and Compliance Officer will determine the appropriate next steps based on the facts and circumstances and will document the determination. The policy now provides that final determinations on policy violations will be shared with the employee's supervisor.

In 2021, Policy 10-041 was updated in conjunction with the implementation of the StarCompliance Personal Investment Compliance (PIC) system. The PIC system provides automated pre-clearance of personal trades and a standardized method to report and certify Covered Accounts and holdings, including private investments. SBA employees are now required to submit pre-clearance requests in the PIC system, and receive approval prior to trading in any securities, as defined by Section 2(a)1 of the Securities Act of 1933, except certain exempt securities or assets (e.g., FDIC money markets, municipal bonds, insurance products, etc.). (See SBA Policy 10-041, *Definitions*, p. 4-6.) Risk Management & Compliance offered two agency-wide training sessions prior to the implementation of the StarCompliance system. A recording of the training was also made available on SBA's "WorkSmart Portal" for employees who could not attend either of the training sessions in person.

Additional revisions to Policy 10-041 in 2021 include a change to the threshold for disclosing material ownership interests in financial institutions or investment organizations with which they conduct business on behalf of the SBA. Prior to the revision, employees were required to disclose a material ownership interest valued at \$20,000 or greater. Effective December 1, 2021, the ownership interest amount was changed to 5% or greater and must be reported within 15 calendar days of acquisition.

Policy 10-044 addresses insider trading. This policy was also revised in 2021, to include reporting procedures for material nonpublic information. "Material" information, as it relates to securities transactions, is defined generally as information for which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a significant effect on the price of a company's securities. Information is "nonpublic" until it has been effectively communicated to the marketplace and it can be demonstrated that the information is generally public. In addition to the Executive Director and the General Counsel & Chief Ethics Officer, the Chief Risk and Compliance Officer is responsible for consulting and coordinating with the Deputy Chief Investment Officer, as appropriate, to resolve policy questions and interpretations. Policy 10-044 was amended, effective June 26, 2023, to add the Deputy Chief Investment Officer to the list of recipients to receive any determinations by the Chief Risk and Compliance Officer that a policy violation has occurred.

SBA employees must report material nonpublic information through the StarCompliance system. The information is then sent immediately to the Chief Risk & Compliance Officer for

review. This information is used to maintain a “Restricted List” of securities, which are ineligible for trading by SBA employees on behalf of SBA funds or personal accounts, without prior written approval from the Chief Risk & Compliance Officer. There were no reports of non-compliance with any of the aforementioned, during the review period.

(2)(c) The board or a professional money management firm and all employees have an affirmative duty to immediately disclose any material impact to the trust fund to the participants. To ensure such disclosure, a system of internal controls shall be established by the board, which shall be documented in writing as part of the investment policy. The controls shall be designed to prevent the loss of public funds arising from fraud, employee error, and misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by employees and officers of the board or a professional money management firm. The controls shall also include formal escalation reporting guidelines for all employees. The guidelines shall establish procedures to address material impacts on the trust fund that require reporting and action.

The Board has developed a process and document to be used by professional money manager Federated to certify that it operates in compliance with applicable ethics requirements. Federated Hermes Inc. Chief Compliance Officer and the Chief Investment Officer for Global Liquidity Markets, have each executed certifications of Compliance with Ethics Principles, for the reporting period.

Policy 10-040 (Ethics) provides comprehensive ethical requirements for all employees of the SBA, including PRIME, which are more stringent than the statutory requirements under Chapter 112, Part III, Florida Statutes. SBA management and staff have an affirmative duty to immediately escalate and report directly to the Executive Director & CIO, the Inspector General, or the General Counsel any “employee or contractual party fraud or misconduct (whether actual or suspected), employee or contractual party material error that adversely affects SBA or client assets or interests, misrepresentation or omission of material information in internal and external reporting and client communications, and violations of laws, rules or SBA policies.” The Inspector General then is required to investigate. Effective June 26, 2023, Policy 10-040 was amended to include the Deputy Chief Investment Officer under Primary Staff.

The following policies were amended in 2023-24 to ensure that all SBA investment actions are based solely on pecuniary factors and are consistent with fiduciary standards set forth in Florida Statutes: 10-015 Corporate Governance; 10-018 Asset Class Allocation Policies; 10-019 New Investment Vehicles and Programs; and 10-033 Securities Litigation. Several other SBA policies were amended in 2024 to reflect a split in SBA Inspector General duties among the General Counsel & Chief Ethics Officer, the Chief Audit Executive & Inspector General, the Senior Operating Officer-Human Resources, and Risk Management & Compliance.

The SBA internet and intranet home pages include an employee toll-free fraud hotline number which allows employees to anonymously report any concerns with regard to any aspect of SBA functions, including the Trust Fund. This number is also included in all contracts with external service providers, in order to report any potential problems in these relationships. The hotline is operated by an independent company and is available 24 hours a day, 7 days a week. The Inspector General receives any reports from the hotline and copies these to the Chief Risk and Compliance Officer. There were no fraud reports to the hotline number during the review period.

The Investment Policy Statement at Section IX, Controls and Escalation Procedures, imposes extensive reporting, monitoring and escalation requirements on the executive director, all employees, the Fund custodian, the Investment Manager, an independent investment consultant and any third party used to materially implement the Fund. The IPS requires the Executive Director to develop policies and procedures to maintain an appropriate and effective risk management and compliance program, which identifies, evaluates and manages risks within business units and at the enterprise level. The Executive Director is required to appoint a Chief Risk and Compliance Officer, whose selection, compensation, and termination are to be affirmed by the Board. This position assists the Executive Director in fulfilling the Controls and Escalation Procedures and has been staffed in accordance with SBA policy.

Also, in accordance with the IPS, the Executive Director has organized an Investment Oversight Group (IOG) to regularly review, document and formally escalate compliance exceptions and events that might have a material impact on the Trust Fund. The minutes of its meetings, with a list of participants, are posted to the Fund website. The IOG meets and reports monthly to the Executive Director.

As discussed below, the Auditor General conducts an annual Financial Audit of PRIME, and the IPS requires the audit to include testing for compliance with the IPS, pursuant to Florida law. The most recent Financial Audit (Report No. 2025-073, December 2024) is available on the Florida PRIME website under the tab, "Audits."

The IPS also requires the Trustees to review and approve management summaries of material impacts on the Fund and any actions or escalations, along with any required actions thereon. The Monthly Summary Reports, which are provided on the website, constitute these management summaries. (See further discussion on the contents of this Report under section 218.409(6).) As reflected in the quarterly reports to the Joint Legislative Auditing Committee, the Trustees have reviewed and approved the monthly summary reports.

In addition to the internal controls described above, SBA has recently expanded its training curriculum to address external security threats. Additional cyber security training was implemented, effective July 11, 2024 (Policy 10-508), which highlights risks associated with the

use of information technology. The policy defines new information security training requirements for all employees, as well as any contractors and third parties, who have access to the SBA network, data and information systems, and is intended to ensure all users know how to identify and defend against malicious threats and how to react to information security events or incidents, whether at work or at home. The training curriculum, which must be completed before an employee can access sensitive SBA data or information systems includes, at a minimum, the following topics:

- SBA information security and related policies and where to find them
- Information security threats
- Creation and maintenance of appropriate passwords
- Acceptable usage of SBA data, network resources, computing devices, and software
- Handling of confidential, or otherwise sensitive data, including use of encryption capabilities, where appropriate
- Reporting information security incidents, including the reporting of abuse, policy violations and suspicious activities

The safeguards summarized above indicate stringent standards of education, review and disclosure designed to prevent the loss of funds from fraud, error, misrepresentation, market changes or imprudent actions by the Board or a money manager, and have ensured the Trust Fund is administered in accordance with what is required by statute.

(2)(d) The investment policy shall be reviewed and approved annually by the trustees or when market changes dictate, and in each event the investment policy shall be reviewed by the Investment Advisory Council.

The Investment Policy Statement was approved by the Trustees, without change on June 12, 2024.

(3) The board or a professional money management firm may purchase such surety or other bonds as may be necessary for its officials in order to protect the trust fund. A reserve fund may be established to fulfill this purpose. However, any reserve must be a portion of the management fee and must be fully disclosed, including its purpose, in the enrollment materials at the time a unit of local government considers participation. Further, any change in the amount to be charged for a reserve must have a reasonable notice period to allow any participant to withdraw from the trust fund prior to the new reserve charge being imposed.

No surety or other bonds have been purchased to protect the Trust Fund, and there is no reserve fund.

(4) The board or a professional money management firm shall purchase investments for a pooled investment account in which all participants share pro rata in the capital gain, income, or losses, subject to any penalties for early withdrawal. Any provisions for penalties, including their purpose, must be disclosed in the enrollment materials. Any change in the amount to be charged for a penalty must have a reasonable notice period to allow any participant to withdraw from the trust fund prior to the new penalty charge being imposed. A system shall be developed by the board, and disclosed in the enrollment materials, subject to annual approval by the trustees, to keep account balances current and to apportion pooled investment earnings to individual accounts.

All participants in the Trust Fund share pro rata in all capital gains, income or losses, as set out in the Description of Investment Pool Earnings Allocation, posted to the website. This system is designed to keep account balances current and to apportion pooled investment earnings to individual accounts.

(5) The board shall keep a separate account, designated by name and number of each participating local government. A maximum number of accounts allowed for each participant may be established by the board. Individual transactions and totals of all investments, or the share belonging to each participant, shall be recorded in the accounts.

Separate accounts are kept for each participant. The Board has not established a limit on the number of accounts a participant may have.

(6)(a)The board or a professional money management firm shall provide a report, at a minimum monthly or upon the occurrence of a material event, to every participant having a beneficial interest in the trust fund, the board's executive director, the trustees, the Joint Legislative Auditing Committee, and the Investment Advisory Council. The report shall include:

1. Reports of any material impacts on the trust fund and any actions or escalations taken by staff to address such impacts. The trustees shall provide quarterly a report to the Joint Legislative Auditing Committee that the trustees have reviewed and approved the monthly reports and actions taken, if any, to address any impacts.

2. A management summary that provides an analysis of the status of the current investment portfolio and the individual transactions executed over the last month. This management summary shall be prepared in a manner that will allow anyone to ascertain whether investment activities during the reporting period have conformed to investment policies. Such reporting shall be in conformance with best market practices. The board or a professional money

management firm shall furnish upon request the details of an investment transaction to any participant, the trustees, and the Investment Advisory Council.

A document titled "Monthly Summary Report" is produced monthly and made available at the Florida PRIME website to address the above requirements. The Monthly Summary Reports satisfy the requirements of Paragraph (6)(a).

The quarterly reports of the Trustees to the Joint Legislative Auditing Committee indicate that the Trustees have reviewed and approved the monthly reports and taken responsive action, per the above. These actions are memorialized in the transcripts and minutes of the meetings of the Trustees, which are posted to the SBA website.

(6)(b) The market value of the portfolio shall be calculated daily. Withdrawals from the trust fund shall be based on a process that is transparent to participants and will ensure that advantages or disadvantages do not occur to parties making deposits or withdrawals on any particular day. A statement of the market value and amortized cost of the portfolio shall be issued to participants in conjunction with any deposits or withdrawals. In addition, this information shall be reported monthly with the items in paragraph (a) to participants, the trustees, and the Investment Advisory Council...

The market value of the Fund portfolio is calculated daily by BNY Mellon and posted on the website the next day. The Information Statement and Operating Procedures, posted to the website as part of the New Participant Enrollment Guide, sets out the operating procedures for the Fund, including hours of operation, holidays and timing of transactions. These procedures are transparent and appear to ensure, to the extent possible, that disadvantages do not occur to parties making deposits or withdrawals on particular days, as each participant has equal access to the transaction system. A statement of the market value and amortized cost of the portfolio is available at all times to participants on the website, and participants receive monthly individual account statements.

...The review of the investment portfolio, in terms of value and price volatility, shall be performed with practices consistent with the GFOA Recommended Practice on "Mark-to-Market Practices for State and Local Government Investment Portfolios and Investment Pools."

Compliance with the above part of section 218.409(6)(b) will be determined in part two of the annual certification, conducted by Aon Hewitt Investment Consulting, Inc.

...Additional reporting may be made to pool participants through regular and frequent ongoing multimedia educational materials and communications, including, but not limited to, historical performance, investment holdings,

amortized cost and market value of the trust fund, credit quality, and average maturity of the trust fund investment.

Additional materials are available on the Trust Fund website and are provided through the monthly reports. Board staff are available for direct communication with participants for any questions regarding their accounts.

(7) Costs incurred in carrying out the provisions of this part shall be deducted from the interest earnings accruing to the trust fund. Such deductions shall be prorated among the participant local governments in the percentage that each participant's deposits bear to the total trust fund. The remaining interest earned shall be distributed monthly to participants according to the amount invested. Except for costs, the board or a professional money management firm may not transfer the interest or use the interest for any other purpose, including, but not limited to, making up investment losses.

The above statutory requirement was present in the law before substantive revisions in 2008 and has been discussed in previous reviews because it is theoretically problematic: If fund investment values were to decline sufficiently in a given month, there would be no interest from which to pay costs, and the literal requirements of this provision could not be met within a given month. Staff has reviewed this issue and has concluded that based on historical asset levels, there have been more than sufficient assets to generate fees adequate to cover all administrative, operational, compliance and investment management charges.

(8)(a)The principal, and any part thereof, of each and every account constituting the trust fund shall be subject to payment at any time from the moneys in the trust fund. However, the executive director may, in good faith, on the occurrence of an event that has a material impact on liquidity or operations of the trust fund, for 48 hours limit contributions to or withdrawals from the trust fund to ensure that the board can invest moneys entrusted to it in exercising its fiduciary responsibility. Such action shall be immediately disclosed to all participants, the trustees, the Joint Legislative Auditing Committee, and the Investment Advisory Council. The trustees shall convene an emergency meeting as soon as practicable from the time the executive director has instituted such measures and review the necessity of those measures. If the trustees agree with such measures, the trustees shall vote to continue the measures for up to an additional 15 days. The trustees must convene and vote to continue any such measures prior to the expiration of the time limit set, but in no case may the time limit set by the trustees exceed 15 days.

In the time period covered by this review, the principal of all accounts in the Trust Fund has been paid at any time requested by a participant and there have been no events causing the Executive Director to limit contributions or withdrawals.

(8)(b) An order to withdraw funds may not be issued upon any account for a larger amount than the share of the particular account to which it applies; and if such order is issued, the responsible official shall be personally liable under his or her bond for the entire overdraft resulting from the payment if made.

In the time period covered by this review, there have been no orders to withdraw funds for a larger amount than the share of a particular account.

(9) The Auditor General shall conduct an annual financial audit of the trust fund, which shall include testing for compliance with the investment policy. The completed audit shall be provided to the participants, the board, the trustees, the Investment Advisory Council, and the Joint Legislative Auditing Committee. As soon as practicable, but no later than 30 days after completion of the audit, the trustees shall report to the Joint Legislative Auditing Committee that the trustees have reviewed the audit of the trust fund and shall certify that any necessary items are being addressed by a corrective action plan that includes target completion dates.

The Auditor General annual financial audit of the Trust Fund, Report No. 2025-073, for the fiscal years ended June 30, 2024 and June 30, 2023 was completed in December 2024. The audit did not disclose any deficiencies in internal control over Florida PRIME's financial reporting that were considered to be material weaknesses. The report noted no instances of noncompliance or other matters required to be reported under Government Auditing Standards and included as audit objectives determining if the SBA had complied with various provisions of laws, rules, contracts, the IPS, and other guidelines that are material to the financial statements.

AUTHORIZATION TO PROVIDE ASSISTANCE

218.411 Authorization for state technical and advisory assistance.

(1) The board is authorized, upon request, to assist local governments in investing funds that are temporarily in excess of operating needs by:

(a) Explaining investment opportunities to such local governments through publication and other appropriate means.

(b) Acquainting such local governments with the state's practice and experience in investing short-term funds.

(c) Providing, in cooperation with the Department of Economic Opportunity, technical assistance to local governments in investment of surplus funds.

(2) The board may establish fees to cover the cost of such services, which shall be paid by the unit of local government requesting such service. Such fees shall be deposited to the credit of the appropriation or appropriations from which the costs of providing the services have been paid or are to be charged.

The education offerings of the Fund have been discontinued, and there have been no instances of the SBA providing technical assistance to a fund participant in this review period.

218.412 Rulemaking authority.—

The board may adopt rules as it deems necessary to carry out the provisions of this part for the administration of the trust fund.

As noted above, the Board has adopted rules for the administration of the Fund at Chapter 19-7, Florida Administrative Code.

OTHER SECTIONS OF PART IV, CHAPTER 218

Part IV of Chapter 218, Florida Statutes, covers other facets of investment of local government funds, such as local government investment policies (Section 218.415). Because this review, as mandated by Section 218.405, is of the pooled investment fund created by section 218.405 only, these sections are not a part of this review.

CONCLUSION

Based on the foregoing, the Local Government Surplus Funds Trust Fund, Florida PRIME, was in compliance with the requirements of Sections 218.40 – 218.412, Florida Statutes for the period covered by this review.

This Page Intentionally Left Blank



Florida PRIME™ Best Practices Review

Florida State Board of Administration (SBA)

June 2025

(This page left blank intentionally)

Table of Contents

Executive Summary	1
2025 Participant Survey Results	2
Risk Management Enhancement Update	3
Additional Fund Offering Discussion	4
Investment Policy Statement Review	5

(This page left blank intentionally)

Executive Summary

Aon Investments (Aon) conducts a Best Practices Review of Florida PRIME on an annual basis. In this report, we review the 2025 Participant Survey responses, update on risk management enhancements, discuss the potential to expand the pool offerings and review the Investment Policy Statement.

Based on our review, we continue to believe that Florida PRIME is being managed in a manner consistent with best practices and in consideration of participants' best interests.

2025 Best Practices Review Key Takeaways

- Suggested additional investment related disclosures are intended to increase transparency and risk controls for participant decision-making.
- Current circumstances warrant strong consideration for offering additional pool options with varying risk/reward profiles for current and potential participants.
- Investment Policy Statement is comprehensive and covers the appropriate topics.

2025 Participant Survey Highlights

On a regular basis, the SBA conducts a survey of Florida PRIME participants to gain a better understanding of the participant base, current usage of available services, and overall satisfaction. The survey also seeks to gauge interest across several components, including the addition of more fund options, and to ensure awareness of participant needs and preferences. As of May 15, 2025, the survey attracted 75 respondents which is a strong response rate based on previous years.

A diversified group of governmental units responded to the survey, primarily representing municipalities, but also counties, special districts and school boards, with respondents roughly evenly split between investment decision-makers and personnel in account operations. Of the respondents, 45% have one account with Florida PRIME and 18% have 2 accounts. The survey indicated that approximately 62% of respondents have a balance of over \$10 million with Florida PRIME, and another 23% indicated having between \$1 million and \$10 million with the pool.

The survey includes questions that relate to how and why participants utilize other competing and complementary liquidity vehicles. Of the respondents, about 59% indicated that their organization has a policy that dictates a maximum allowable allocation to a single investment pool or money market fund. Of those with a policy limit, approximately 32% are restricted to allocating 50% or less to any single governmental investment pool or money market fund. Relatedly, when asked what prevents an organization from using Florida PRIME as the primary source of cash management, about 21% indicated that investment policy restrictions are a major reason and another 6% indicated it is a moderate reason. The greatest response was 30% of respondents who indicated that diversification needs of the cash portfolio was a major or moderate reason. The aggregated responses did suggest that an unattractive current yield was not much of a reason, which is similar to last year's survey. Inadequate participant disclosures, costs, functionality/operational features, and lack of additional investment product offerings were all highly selected as not reasons at all for not using Florida PRIME as a primary source of cash management.

When asked about other investment vehicles used in the past 12 months for cash management, respondents indicated the most used vehicles aside from Florida PRIME are SEC-Registered money market funds at 21%, the Florida Cooperative Liquid Assets Securities System at 20% and the Florida Public Assets for Liquidity Management at 18% of respondents. The survey also asked respondents to rank how competing investment services have added value to the respondent organizations' investment goals. Respondents indicated that risk, defined as perceived risk levels adjusted for the level of return, was the most appealing feature. Yield, defined as the level of interest income, return potential and Available Funds (other complementary investment vehicles to choose from) were the next features being selected as being the most appealing features at 29% and 23%, respectively. Client service and cost were ranked the lowest in terms of value add from competing investment services.

The survey questions surrounding current services related to Florida PRIME continue to receive strong feedback. Related to the Florida PRIME website, 85% of respondents indicated that they visit the site at least once a month and 96% responded that they find the website functionality as very easy to use. The survey also indicated that the majority of participants continue to utilize the website primarily to access account balances/statements and transactions, and approximately 42% of respondents utilize the website to access the Monthly Summary Reports. When asked about the usefulness of multiple communication pieces, the responses also continue to be favorable. The survey indicated that respondents rated the following communications as very useful: monthly account statements (95%), e-mail notifications of withdrawals (84%) and changes to bank instructions (79%). Further, respondents found the following to be at least somewhat useful/very useful: Periodic eNotices (90%), Monthly Summary Reports (89%), and Weekly Market Commentary (86%). Lastly, respondents indicated great satisfaction with the Florida PRIME representatives, with 99% of respondents indicating the representatives were very courteous, very knowledgeable and very responsive.

Overall, the survey results continue to be positive from both operational and service-related perspectives. Responses related to the use of competing investment vehicles indicated that the highest response (36%) was no use of the vehicles listed in the survey. Roughly equally used at around 20% were the Florida Cooperative Liquid Assets Securities System (FL CLASS), the Florida Public Assets for Liquidity Management ("FL PALM") and an SEC-registered money market fund. The survey also indicated that risk and yield continue to be top of mind, but notably, that a large percentage of respondents' organizations have investment policies limiting available funds to invest in a single entity and/or seek diversification from a single cash management source.

Generally, the survey indicates a strong level of satisfaction with the management of the Florida PRIME portfolio. The large majority (94%) of respondents indicated that they are very likely or extremely likely to recommend Florida PRIME to a colleague or other governmental investor. We continue to believe the survey is a great mechanism to obtain feedback from Florida PRIME participants, as well as to express the SBA's awareness and receptiveness to the participant's needs and wants. Note, the results cited above are as of May 15, 2025 and may modestly change once the survey is officially closed.

Risk Management Enhancement Update

The 2024 Best Practices report highlighted the current and potential risk mitigation tools and procedures used to oversee the Florida PRIME portfolio and used to ensure the safety of participant assets and prudent investment management of the portfolio.

Among the considerations were additional investment-related disclosures to serve as an added risk control for participant decision-making. FL PRIME currently has several avenues where some investment risk disclosures are made, including within the Monthly Summary Reports and fact sheets posted on the Florida PRIME website, as well as within several information documents for participants prior to enrolling, including the Information Statement & Operating Procedures documents.

Notably, the Information Statement highlights the following three principal investment risks related to investing in Florida PRIME:

1. Risk that Florida PRIME will not maintain a Stable Net Asset Value
2. Interest Rate Risks
3. Credit Risks

While FL PRIME is a conservative strategy investing in high-quality, liquid and short-term securities, there are still investment risks and building out these disclosures is a prudent practice. Over the past year, the SBA drafted additional investment related disclosures with an appropriate level of detail.

The draft disclosures cover the following investment-related risks:

Concentration Risk	Liquidity Risk
Counterparty Risk	Market and Economic Risk
Credit Risk	Redemption Risk
Cybersecurity and Operational Risk	Regulatory Risk
Government Guarantee and Insurance Risk	Reinvestment Rate Risk
Interest Rate Risk	Selection risk
Issuer Risk	Yield Curve Risk
Large Participant Redemption Risk	

The added disclosures further the transparency of the investment risks of investing in FL PRIME and the SBA has always sought full transparency as it relates to portfolio management, holdings and compliance testing.

The Florida PRIME management and governance processes have been continually updated and improved over time. The SBA, Federated, Aon and other independent parties have periodically reviewed the entire compliance process to ensure that the procedures and communications remain effective, relevant, and efficient. The proposed additional disclosures offer an additional layer of risk management for its participants.

Additional Fund Offerings

Over the past several years, the SBA has regularly considered the efficacy of expanding the pool offerings available to participants. The current Florida PRIME investment pool is the sole cash management solution offered by the SBA for Florida public entities. Florida PRIME offers a safe and moderately conservative cash management solution. Adding additional pool offerings would allow participants to tailor their cash management needs across different risk and return spectrums as appropriate for their specific circumstances.

Over the past 10+ years as the SBA has evaluated additional pool options, the prevailing circumstances did not offer enough compelling rational to expand the cash management options. Historically, headwinds that prevented additional pool options from being pursued included, the additional operational and administrative complexities, the market environment, the lack of demand from participants, and across certain time periods, the uncertainty related to SEC money market reforms.

As the SBA continuously evaluates the merits for additional funds, the current environment may be more supportive for expanding the lineup of pool options available to participants. Specifically, the SBA has considered expanding the risk and reward spectrum of pools offered via two additional pool options:

- 1) Government-only fund
 - Would provide a lower risk and return option relative to FL PRIME, comprised of only Treasury or government agency securities, eliminating credit risk and offering a weighted average maturity similar to or less than FL PRIME.
- 2) An enhanced cash return fund (perhaps PRIME+)
 - Would provide a higher risk and return option relative to FL PRIME, targeting a longer duration and weighted average maturity. The exact risk and return profile may vary but enhanced cash funds typically target a weighted average maturity of 180 days to 1 year, compared to the 60-day maximum of the current pool. An enhanced cash option is also managed on a total return basis (variable NAV), as opposed to the constant \$1 NAV basis that FL PRIME currently maintains.

Below we provide considerations regarding the potential for additional pool offerings

Support for Additional Offerings

Most often, the capacity to have options across the risk and return spectrum is generally viewed as a positive aspect. Offering options allows participants to determine the level of risk that is most appropriate for their circumstances and invest accordingly. Further, offering fund options with different risk profiles allows participants to diversify their risk within their cash investments, if desired. We believe these advantages could serve to increase the appeal of the F SBA's offerings. To the extent that additional dollars are attracted, that could also serve to increase the ability to enhance scale and potentially lower costs for the benefit of the participants.

It is also interesting to note that the responses from the annual participant survey consistently have indicated that the level of yield and risk continue to be the characteristics most important to the selection of cash investment pools. The 2025 survey¹ indicated that the yield (level of interest income, return potential) was the most appealing feature for 44% of respondents. Risk (perceived risk levels adjusted for level of return) and liquidity (full daily liquidity versus some restriction on daily account transactions) were both listed as the most appealing feature for 28% and 27% of respondents, respectively. Additionally, when asked how competing investment services (funds other than FL PRIME) added value, yield, risk and available funds (other complementary investment vehicles to choose from) were selected roughly equally (one-third of respondents each). Lastly, roughly 30% of respondents indicated that diversification needs is a major reason preventing use of Florida PRIME as the primary source of cash management services. These results from the survey respondents are supportive of expanding the pool options.

Lastly, while it is expected that the fund offerings would be for the long-term, it is important to consider the current market environment. For most of the time in the past when additional funds were considered, the U.S. was in a very low-interest rate environment, which posed expected challenges for both a government only option and an enhanced cash option. The market environment is much different today, with 3-month T-Bills yielding over 4.0% at the end of April 2025. In this environment, there is more variability in the expected yield between a government only and an enhanced cash fund option. Additionally, there is more balance to the direction of yields from current levels than a few years ago when the direction was (mostly) only up, which would have resulted in underperformance of the pool relative to FL PRIME. Thus, while we do not recommend attempting to time a release of a new option, we do view the market environment today as more favorable than in was in the past for offering multiple cash management solutions.

Considerations for Additional Pool Offerings

Among the largest considerations for the SBA when evaluating expanding the pool offerings is the additional operational and administrative complexities that would come alongside their release. The SBA is responsible for administering the FL PRIME pool. Assuming a similar structure, the SBA would also be responsible for the ongoing recordkeeping, custody, administration, valuation, return calculations, cash flow management and compliance monitoring, among other items, for the additional funds as well. It is also important to note that launching an enhanced cash fund option, with the ability to invest farther out on the yield curve, would bring additional complexities. The accounting for an enhanced cash fund would need to be on a total return basis (floating NAV), as opposed to the constant \$1 NAV basis used today for FL PRIME and that would be used for a government-only option. Lastly, communication pieces and education opportunities would need to be well thought out to ensure participants fully understand the risks and opportunities across the available options, in order to make informed decisions.

¹ Results as of May 15, 2025. Final survey results may differ slightly after accounting for any additional responses between May 15th and the survey close.

Conclusion

We believe there is merit to further evaluating the potential benefits to participants of providing additional fund options across the risk and reward spectrum. Interest from the Participant Survey indicate yield and risk are the main considerations for an additional pool option. Further, stabilization around money market reforms and a new market environment relative to the previous 10+ years offers further support to evaluate the efficacy of additional pool offerings. There does need to be due consideration given to the immense administrative effort and resources needed to successfully launch additional fund offerings, as well as comfort with the risk of less than anticipated traction into any new fund offering. That said, it is common for state organizations to offer multiple pool options for their local participants and the diversification benefits and additional optionality to customize risk and return preference are compelling considerations. Aon supports the continued evaluation of pursuing additional fund options.

Investment Policy Review

On an annual basis, Aon reviews the Florida PRIME Investment Policy Statement (IPS). The objective of the IPS is to set forth the objectives, strategy, guidelines, and overall responsibilities for the oversight and prudent investment of Florida PRIME assets. While the IPS reviewed on a regular basis, we do not anticipate frequent changes to the document. The purpose of the review is to ensure the document reflects the evolving investment portfolio, current legal and regulatory developments, and best practices. A well-written and unambiguous document is critical to the success of any investment program.

The Florida PRIME IPS addresses the major areas listed below:

- | | |
|--|--|
| I. Purpose and Scope | VII. Portfolio Securities and Special Transactions |
| II. Overview of Florida PRIME | |
| III. Roles and Responsibilities | VIII. Risks Associated with Florida PRIME |
| IV. Amortized Cost Accounting | IX. Controls and Escalation Procedures |
| V. Investment Objective | X. Deposits and Withdrawals |
| VI. Investment Strategies & Specific Limitations | XI. Management Reporting |

Aon finds the IPS to be comprehensive and appropriate for the management and oversight of Florida PRIME. We believe the items above are relevant and critical to the success of the management of the pool's assets. The investment objective of the pool and the roles and responsibilities are clearly defined. The IPS provides the necessary specifics and supplemental guidelines for a clear understanding of the investment strategy, making direct and clear reference to the appropriate GASB guidelines for appropriate fiduciaries to follow and understand. We believe the IPS thoroughly defines the risks that are associated with investing in Florida PRIME and find the detailed control procedures provide the comfort of prudent safe-keeping and oversight of assets. The SBA has been diligent with staying current with overall best practices in managing the Florida PRIME assets and has consistently ensured the IPS is up to date with the current regulatory, legal, and investment environments.

Overall, we continue to believe the Florida PRIME IPS is robust and in line with the goals and objectives of the investment pool and continue to find the Policy to be an effective guiding document for the management of Florida PRIME.

Global Governance Mandates

June 10, 2025
QUARTERLY UPDATE

Protecting Florida's Investments Act (PFIA)
Scrutinized Companies that Boycott Israel
MacBride Principles and Northern Ireland
Cuba/Syria Proxy Voting Safeguards
Venezuela Prohibited Investments
Prohibited Investments in China

Florida Statutes



Table of Contents

Section 1: Protecting Florida’s Investments Act (PFIA)	3
Primary Requirements of the PFIA	3
Definition of a Scrutinized Company	5
SBA Scrutinized Companies Identification Methodology	6
SUDAN Changes since the Previous PFIA Quarterly Report	8
IRAN Changes since the Previous PFIA Quarterly Report	9
Quarterly Status Update Regarding Potential IRAN Expiration	10
Table 1: Scrutinized Companies with Activities in SUDAN	11
Table 2: Continued Examination of Companies with Possible Business Operations in SUDAN	13
Table 3: Scrutinized Companies with Activities in the IRAN Terrorism Sectors	14
Table 4: Continued Examination of Companies with Possible Business Operations in IRAN	16
Table 5: Correspondence & Engagement Efforts with Scrutinized Companies.....	17
Table 6: Correspondence & Engagement Efforts with Continued Examination Companies.....	19
Key Dates for PFIA Activities.....	21
Summary of Investments Sold, Redeemed, Divested or Withdrawn.....	22
Table 7: List of Prohibited Investments (Scrutinized Companies).....	24
Table 8: SBA Holdings in Prohibited Investments Subject to Divestment.....	28
Summary of Progress, SBA Investment Manager Engagement Efforts.....	28
Listing of All Publicly Traded Securities (Including Equity Investments)	28
Section 2: Prohibited Investments by the SBA, Companies that Boycott Israel	30
Primary Requirements of Section 215.4725 F.S.	30
Table 9: Scrutinized Companies that Boycott Israel	33
Table 10: Continued Examination Companies that Boycott Israel.....	34
Table 11: Correspondence & Engagement Efforts.....	34
Section 3: Investments in Publicly Traded Companies Operating in Northern Ireland	36
Section 4: Companies Operating in Cuba or Syria	37
Section 5: Companies Operating in Venezuela	38
Section 6: Prohibited Investments in China	39

About the State Board of Administration

The statutory mandate of the State Board of Administration (SBA) is to invest, manage and safeguard assets of the Florida Retirement System (FRS) Trust Fund and a variety of other funds for state and local governments. FRS Trustees are dedicated to ensuring that the SBA invests assets and discharges its duties in accordance with Florida law, guided by strict policies and a code of ethics to ensure integrity, prudent risk management and top-tier performance. The SBA is an investment fiduciary under law, and subject to the stringent fiduciary duties and standards of care defined by the Employee Retirement Income Security Act of 1974 (ERISA), as incorporated into Florida law. The SBA has three Trustees: the Governor, as Chairman, the Chief Financial Officer, as Treasurer, and the Attorney General, as Secretary.

The FRS Pension Plan provides defined pension benefits to 1.1 million beneficiaries and retirees. The strong long-term performance of the FRS Pension Plan, one of the largest public pension funds in the nation, reflects our commitment to responsible fiscal management.

The SBA’s mission is to provide superior investment management and trust services by proactively and comprehensively managing risk and adhering to the highest ethical, fiduciary, and professional standards.

We encourage you to review additional information about the SBA and FRS on our website at www.sbafla.com.

Section 1: Protecting Florida's Investments Act (PFIA)

Summary

On June 8, 2007, the PFIA was signed into law. The PFIA requires the State Board of Administration ("SBA"), acting on behalf of the Florida Retirement System Trust Fund (the "FRSTF"), to assemble and publish a list of "Scrutinized Companies" that have prohibited business operations in Sudan and Iran. Once placed on the list of Scrutinized Companies, the SBA and its investment managers are prohibited from acquiring those companies' securities and are required to divest those securities if the companies do not cease the prohibited activities or take certain compensating actions. The implementation of the PFIA by the SBA will not affect any FRSTF investments in U.S. companies. The PFIA will solely affect foreign companies with certain business operations in Sudan and Iran involving the petroleum or energy sector, oil or mineral extraction, power production or military support activities.

As of November 10, 2023, the list of sectors subject to Iranian scrutinized operations was expanded to include the energy, petrochemical, financial, construction, manufacturing, textile, mining, metals, shipping, shipbuilding, and port sectors of Iran. The SBA is working with our external research providers to implement new screens to identify revenue and investment thresholds that capture scrutinized business operations in the expanded sector list for Iran. Future quarterly reports will include any companies identified under the expanded methodology for the Iran Terrorism Sectors List.

This quarterly report is developed pursuant to Section 215.473 (4), Florida Statutes. Scrutinized activity in Sudan is defined by the Statutes as occurring within the "Government of Sudan," or the Republic of the Sudan that has its capital in Khartoum, Sudan. Note, the PFIA only applies to assets governed by Chapter 121 ("Florida Retirement System Act"), and therefore does not affect any non-FRS funds managed by the SBA.

Primary Requirements of the PFIA

The PFIA created new reporting, engagement, and investment requirements for the SBA, including:

1. Quarterly reporting to the Board of Trustees of every equity security in which the SBA has invested for the quarter, along with its industry category. This report is posted on the SBA website.
2. Quarterly presentation to the Trustees of a Scrutinized Companies list for both Sudan and Iran for their approval. Scrutinized Company lists are available on the SBA's website, along with information on the FRSTF direct and indirect holdings of Scrutinized Companies.
3. Written notice to external investment managers of all PFIA requirements. Letters request that the managers of actively managed commingled vehicles (i.e., those with FRSTF and other clients' assets) consider removing Scrutinized Companies from the product or create a similar actively managed product that excludes such companies. Similar written requests must be provided to relevant investment managers within the defined contribution plan.
4. Written notice to any company with inactive business operations in Sudan or Iran, informing the company of the PFIA and encouraging it to continue to refrain from reinitiating active business operations. Such correspondence continues semiannually.
5. Written notice to any Scrutinized Company with active business operations, informing the company of its Scrutinized Company status and that it may become subject to divestment. The written notice must inform the company of the opportunity to clarify its Sudan-related or Iran-related activities and encourage the company, within 90 days, to cease its scrutinized business operations or convert such operations to inactive status.
6. A prohibition on further investment on behalf of the FRSTF in any Scrutinized Company once the Sudan and Iran scrutinized lists have been approved by the Trustees. All publicly traded securities of Scrutinized Companies must be divested within 12 months after the company's initial (and continued) appearance on

the Scrutinized Companies list. Divestment does not apply to indirect holdings in actively managed commingled investment funds—i.e., where the SBA is not the sole investor in the fund. Private equity funds are considered to be actively managed.

7. Reporting to each member of the Board of Trustees, the President of the Senate, and the Speaker of the House of Representatives of Scrutinized Company lists within 30 days of creation, and public disclosure of each list.
8. Quarterly reporting of the following to each member of the Board of Trustees, the President of the Senate, the Speaker of the House of Representatives, the United States Presidential Special Envoy to Sudan, and the United States Presidential Special Envoy to Iran. The report is made publicly available and posted to the SBA's website.
 - a. A summary of correspondence with engaged companies;
 - b. A listing of all investments sold, redeemed, divested, or withdrawn;
 - c. A listing of all prohibited investments;
 - d. A description of any progress related to external managers offering PFIA compliant funds; and
 - e. A list of all publicly traded securities held directly by the State.
9. Adoption and incorporation into the FRSTF Investment Policy Statement (IPS) of SBA actions taken in accordance with the PFIA. Changes to the IPS are reviewed by the Investment Advisory Council (IAC) and approved by the Trustees.
10. Relevant Sudan portions of the PFIA are discontinued if the United States revokes all sanctions imposed against the government of Sudan, or if the Congress or President of the United States affirmatively and unambiguously states, by means including, but not limited to, legislation, executive order, or written certification from the President to Congress, that:
 - a. The Darfur genocide has been halted for at least 12 months; or
 - b. The government of Sudan has honored its commitments to cease attacks on civilians, demobilize and demilitarize the Janjaweed and associated militias, grant free and unfettered access for deliveries of humanitarian assistance, and allow for the safe and voluntary return of refugees and internally displaced persons; or
 - c. Mandatory divestment of the type provided for by the PFIA interferes with the conduct of U.S. foreign policy.
11. Relevant Iran portions of the PFIA are discontinued if both of the following occur:
 - a. The Congress and President of the United States affirmatively and unambiguously state, by means including, but not limited to, legislation, executive order, or written certification from the President to Congress, that the government of Iran has ceased to acquire weapons of mass destruction and support international terrorism; and
 - b. The United States revokes all sanctions imposed against the government of Iran.
12. Cessation of divestment and/or reinvestment into previously divested companies may occur if the value of all FRSTF assets under management decreases by 50 basis points (0.5%) or more, as a result of divestment. If cessation of divestment is triggered, the SBA is required to provide a written report to each member of the Board of Trustees, the President of the Senate, and the Speaker of the House of Representatives prior to initial reinvestment. Such condition is required to be updated semiannually.
13. In 2009, the Florida Legislature approved a bill requiring the SBA to identify and offer, by March 1, 2010, at least one terror-free investment product for the FRS Investment Plan. The product must allocate its funds among securities not subject to divestiture, as provided in F.S. 215.473.

14. As of July 1, 2014, Florida Statute 624.449 requires that a domestic insurer shall provide to the Office of Insurance Regulation on an annual basis a list of investments that the insurer has in companies included on the “Scrutinized Companies with Activities in Sudan List” and the “Scrutinized Companies with Activities in the Iran Terrorism Sectors List.” Additionally, F.S. 215.473(3)(e)(2) now exempts Exchange Traded Funds from the provisions of the PFIA.
15. As of July 1, 2014, Florida Statutes clarify that the recently created “Government of South Sudan” means the Republic of South Sudan, which has its capital in Juba, South Sudan. Scrutinized activity refers to the “Government of Sudan,” which means the Republic of the Sudan that has its capital in Khartoum, Sudan. Within this report, “Sudan” refers to the latter.
16. As of July 1, 2016, and further enhanced as of November 10, 2023, the requirements for the expiration of PFIA divestment protocol were amended and new quarterly reporting requirements were implemented. Florida Statutes require the following criteria for discontinuing Iran portions of the PFIA:
 - a. The Congress and President of the United States affirmatively and unambiguously state, by means including, but not limited to, legislation, executive order, or written certification from the President to Congress, that the government of Iran has ceased to acquire weapons of mass destruction and support international terrorism; and
 - b. The United States revokes all sanctions imposed against the government of Iran.

Definition of a Scrutinized Company

The following is a brief review of the criteria on which the active business operations of companies must be judged, in accordance with subsection (1)(t) of Section 215.473, F.S.

Sudan:

1. Have a material business relationship with the government of Sudan or a government-created project involving oil related, mineral extraction, or power generation activities, or
2. Have a material business relationship involving the supply of military equipment, or
3. Impart minimal benefit to disadvantaged citizens that are typically located in the geographic periphery of Sudan, or
4. Have been complicit in the genocidal campaign in Darfur.

Iran:

1. Have a material business relationship with the government of Iran or a government-created project involving oil related or mineral extraction activities, or the energy, petrochemical, financial, construction, manufacturing, textile, mining, metals, shipping, shipbuilding, or port sectors of Iran, or
2. Have made material investments with the effect of significantly enhancing Iran’s petroleum sector.

Affiliates of companies with scrutinized business operations are also subject to the requirements of the PFIA. An affiliated company is generally defined as any other company that either directly or indirectly controls, is controlled by or is under common control with the company conducting scrutinized active business operations. Control generally means the power to exercise a controlling influence over the management or policies of a company. As well, many companies have parent-subsidary relationships whereby a parent company may own several other companies. In such cases, the SBA has included any known parent and/or subsidiaries that can be clearly linked to a company with scrutinized active business operations. The SBA has used a 50 percent ownership threshold in determining whether companies are affiliated, examining parent company-subsidary ownership on a pro rata basis.

The SBA views companies which have explicit plans and activities related to discontinuation of active business operations as meeting the PFIA definition of substantial action. For all identified companies, the SBA will request

information detailing company actions to discontinue its active business operations, or details regarding humanitarian efforts (applicable to Sudan only).

SBA Scrutinized Companies Identification Methodology

The SBA has developed two lists (the Sudan List and the Iran List) of Scrutinized Companies with active business operations. The lists are developed by principally relying on the research and findings of our “External Research Providers.” Below is a brief description of our External Research Providers, which are maintained to provide input from multiple sources.

1. **EIRIS Conflict Risk Network (CRN).** In May 2013, the Conflict Risk Network became part of EIRIS, a global provider of environmental, social, governance, and ethical performance of companies. EIRIS provides services to more than 150 asset owners and managers globally, with a staff of over 60, based primarily in London. CRN was formerly known as the Sudan Divestment Task Force (SDTF).
2. **MSCI ESG Research (MSCI).** MSCI delivers corporate governance analysis and research to institutional investors. Through its ESG Research unit, MSCI offers screening services with specific and unique components of state law pertaining to investments in sanctioned countries, including Sudan and Iran.
3. **ISS-ESG (formerly IW Financial or IWF).** On January 5, 2017, Institutional Shareholder Services (ISS) announced its acquisition of IW Financial. IWF, in partnership with Conflict Securities Advisory Group (CSAG), has been a long-time provider of information on the business ties of publicly traded companies in Sudan and Iran.

Staff members within the Investment Programs & Governance unit, as well as other senior investment staff, review the assessments of the External Research Providers and other publicly available information. The SBA has utilized the following sources to evaluate over 400 companies and affiliates with reported links to Sudan or Iran:

Company disclosures:

- SEC filings (DEF 14A Proxy Statements, 10-K & 20-F Annual Reports, etc.)
- Investor Relations/company websites
- Industry publications and analyst research

Investment/Finance Organizations:

- Other Institutional Investors/Private Investors

U.S. Government Agencies:

- U.S. Department of State
- U.S. Treasury, Office of Foreign Asset Control (OFAC)
- U.S. Government Accountability Office (GAO)
- Dept. of Energy, Energy Information Administration (EIA)
- Congressional Research Service (CRS), Library of Congress

Other Sources:

- SBA External Investment Managers
- U.S. Federal Sanctions Laws covering State Sponsors of Terror
- Non-Governmental Organizations (NGOs)

Using the previous information sources, the SBA has developed two separate categorizations of a company's involvement in Sudan and/or Iran.

1. **“Scrutinized”** — Information provided by several External Research Providers indicates that a company meets the classification of a Scrutinized Company as defined by the PFIA as set forth in Section 215.473 (1)(t)1., 2., or 3, Florida Statutes [Sudan] or Section 215.473 (4)(t)1, Florida Statutes [Iran]. Upon SBA review, a preponderance of the evidence supports the conclusions of the External Research Providers.

2. **“Continued Examination”** — At least one External Research Provider indicates that a company meets the classification of a Scrutinized Company as defined by the PFIA as set forth in Section 215.473, (1)(t)1., 2., or 3, Florida Statutes [Sudan] or Section 215.473, (4)(t)1, Florida Statute [Iran]. In other words, the External Research Providers do not agree on the status of a company and the SBA is unable to definitively categorize the company’s activities as scrutinized without further research to resolve the differences. For companies classified as “Continued Examination,” the SBA will begin an engagement process to clarify each firm’s current business relationships.

SUDAN Changes since the Previous PFIA Quarterly Report

(See the following page for IRAN changes.)

Companies added to the **Sudan** Scrutinized List this quarter:

- **None**

Companies removed from the **Sudan** Scrutinized List this quarter:

- **None**

Companies added to the **Sudan** Continued Examination List this quarter:

- **None**

Companies removed from the **Sudan** Continued Examination List this quarter:

- **None**

IRAN Changes since the Previous PFIA Quarterly Report

(See the previous page for SUDAN changes.)

Companies added to the **Iran** Scrutinized List this quarter:

- **PowerChina Sepco1 Electric Power Construction**
 - Added as a majority-owned subsidiary of a scrutinized company under the expanded Iran Terrorism Sectors divestment statute (Power Construction Corporation of China)

Companies removed from the **Iran** Scrutinized List this quarter:

- **None**

Companies added to the **Iran** Continued Examination List this quarter:

- **None**

Companies removed from the **Iran** Continued Examination List this quarter:

- **None**

Quarterly Status Update Regarding Potential IRAN Expiration
Florida Statutes, 215.473 (5) EXPIRATION (b) subparagraphs 1. and 2.

Florida Statutes require a quarterly update on events relating to the status of expiration clauses 1 and 2, which are copied below in their entirety:

F.S. 215.473(5)(b): If both of the following occur, the board may no longer scrutinize companies according to subparagraph (1)(dd)4., may no longer assemble the Scrutinized Companies with Activities in the Iran Terrorism Sectors List, and shall cease engagement, investment prohibitions, and divestment:

1. The Congress and President of the United States affirmatively and unambiguously state, by means including, but not limited to, legislation, executive order, or written certification from the President to Congress, that the government of Iran has ceased to acquire weapons of mass destruction and support international terrorism;

Update:

May 12, 2025: The U.S. State Department released a press statement that referred to Iran's weapons of mass destruction status:

Iran continues to substantially expand its nuclear program and carry out dual-use research and development activities applicable to nuclear weapons and nuclear weapons delivery systems. Iran is the only country in the world without nuclear weapons that is producing uranium enriched to 60 percent and it continues to use front companies and procurement agents to obscure its efforts to acquire dual-use items from foreign suppliers.

Source:

<https://www.state.gov/releases/office-of-the-spokesperson/2025/05/u-s-sanctions-related-to-iranian-nuclear-related-research-with-potential-military-applications/>

And

2. The United States revokes all sanctions imposed against the government of Iran.

Update:

May 12, 2025: The U.S. State Department sanctioned three Iranian nationals and one Iranian entity with ties to Iran's Organization of Defensive Innovation and Research. All individuals sanctioned were reported to be involved in activities that materially contribute to, or pose a risk of materially contributing to, the proliferation of weapons of mass destruction.

Source:

<https://www.state.gov/releases/office-of-the-spokesperson/2025/05/u-s-sanctions-related-to-iranian-nuclear-related-research-with-potential-military-applications/>

Table 1: *Scrutinized Companies with Activities in SUDAN*
(New companies on the list are shaded and in bold.)

Scrutinized Company: Sudan	Country of Incorporation	Date of Initial Scrutinized Classification
Aviation Industry Corporation of China (AVIC)	China	September 24, 2019
AviChina Industry & Technology	China	June 4, 2019
AVIC International Finance Ltd	China	September 24, 2019
AVIC International Holdings Ltd (formerly listed as AVIC International)	China	June 4, 2019
Bank of Kunlun Co Ltd	China	March 7, 2018
Chennai Petroleum Corp Ltd	India	September 19, 2007
China National Petroleum Corporation (CNPC)	China	December 11, 2012
China Petrochemical Corporation (Sinopec Group)	China	December 3, 2019
China Petroleum & Chemical Corp (CPCC) Sinopec	China	September 19, 2007
China Petroleum Engineering Corp	China	March 7, 2018
Cirrus Aircraft Ltd	Cayman Islands	September 24, 2024
CNPC Capital Company Limited	China	June 14, 2017
CNPC Finance HK Ltd	China	March 26, 2024
CNPC General Capital Ltd	China	June 26, 2012
CNPC Global Capital Limited	China	December 15, 2020
CNPC HK Overseas Capital Ltd	China	June 16, 2011
Daqing Huake Group Co Ltd	China	March 25, 2008
Egypt Kuwait Holding Co. SAE	Kuwait	January 13, 2009
FACC AG	Austria	June 4, 2019
Harbin Electric Co. Ltd.	China	September 19, 2007
Hindustan Petroleum Corporation Ltd	India	June 13, 2018
Indian Oil Corp Ltd (IOCL)	India	September 19, 2007
IndOil Global BV	Netherlands	September 24, 2024
Jiangxi Hongdu Aviation	China	September 19, 2007
Kimanis Power Sdn Bhd	Malaysia	September 24, 2024
KLCC Property Holdings Bhd	Malaysia	April 14, 2009
Kunlun Energy Company Ltd	Hong Kong	September 19, 2007
Lanka IOC Ltd	India	September 19, 2007
Malaysia Marine & Heavy Engineering Holdings Bhd	Malaysia	March 18, 2014
Managem SA	Morocco	November 9, 2010
Mangalore Refinery & Petrochemicals Ltd	India	September 19, 2007
MISC Bhd	Malaysia	September 19, 2007
Oil India Ltd	India	September 18, 2012
Oil & Natural Gas Corp (ONGC)	India	September 19, 2007
ONGC Videsh Limited (OVL)	India	March 18, 2014

Scrutinized Company: Sudan	Country of Incorporation	Date of Initial Scrutinized Classification
Pengerang LNG Two Sdn Bhd	Malaysia	September 24, 2024
Perseus Mining Ltd	Australia	August 23, 2022
PetroChina	China	September 19, 2007
Petroliaam Nasional (Petronas)	Malaysia	September 19, 2007
Petronas Capital Limited	Malaysia	September 19, 2007
Petronas Chemicals Group Bhd	Malaysia	June 16, 2011
Petronas Chemicals Derivatives Sdn Bhd	Malaysia	September 24, 2024
Petronas Chemicals Glycols Sdn Bhd	Malaysia	September 24, 2024
Petronas Chemicals Olefins Sdn Bhd	Malaysia	September 24, 2024
Petronas Dagangan Bhd	Malaysia	September 19, 2007
Petronas Gas Berhad	Malaysia	September 19, 2007
Petronas Global Sukuk	Malaysia	August 2, 2016
Putrajaya Management Sdn Bhd	Malaysia	March 18, 2014
Sinopec Capital 2013 Ltd	China	September 24, 2013
Sinopec Century Bright Capital Investment Ltd	China	December 3, 2019
Sinopec Engineering Group Co Ltd	China	March 18, 2014
Sinopec Group Overseas Development 2018 Ltd	China	December 15, 2020
Sinopec Group Overseas Development 2017 Ltd	China	September 11, 2019
Sinopec Group Overseas Development 2016 Ltd	China	August 2, 2016
Sinopec Group Overseas Development 2015 Ltd	China	December 15, 2020
Sinopec Group Overseas Development 2013 Ltd	China	March 18, 2014
Sinopec Kantons Holdings Ltd	Bermuda	September 19, 2007
Sinopec Oilfield Equipment Corporation	China	April 14, 2009
Sinopec Oilfield Service Corp	China	March 25, 2008
Sinopec Shanghai Petrochemical	China	September 19, 2007
Soar Wind Ltd	China	March 5, 2025
Societe Metallurgique D'imiter	Morocco	November 9, 2010
# of Sudan Scrutinized Companies	62	

The following companies were removed from the **SUDAN Scrutinized List** during the quarter:

Removed Company	Country of Incorporation
No companies were removed this quarter.	

Table 2: Continued Examination of Companies with Possible Business Operations in SUDAN
(New companies on the list are shaded and in bold.)

Continued Examination Company: Sudan	Country of Incorporation
Bharat Heavy Electricals, Ltd	India
China Gezhouba Group Company Ltd	China
Dongfeng Motor Group Co Ltd	China
Dongan Motor (aka Harbin Dongan Auto Engine)	China
Glencore Xstrata PLC	Switzerland
Pan African Resources Plc	South Africa
Power Construction Corporation of China Ltd. (fka Sinohydro)	China
Shanghai Electric Group Co.	China
# of Sudan Continued Examination Companies	8

The following companies were **removed** from the **SUDAN Continued Examination List** during the quarter:

Removed Company	Country of Incorporation
<i>No companies were removed this quarter.</i>	

Table 3: Scrutinized Companies with Activities in the IRAN Terrorism Sectors*New companies on the list are shaded and in bold.*

Scrutinized Company: Iran	Country of Incorporation	Date of Initial Scrutinized Classification
Bank of Kunlun Co Ltd	China	March 7, 2018
China BlueChemical Ltd.	China	March 19, 2013
China National Petroleum Corporation (CNPC)	China	December 11, 2012
China Oilfield Services Ltd.	China	June 16, 2011
China Petrochemical Corporation (Sinopec Group)	China	December 3, 2019
China Petroleum & Chemical Corp (CPCC) Sinopec	China	September 19, 2007
China Petroleum Engineering Corp	China	March 7, 2018
China Railway Group Limited	China	September 24, 2024
CNOOC Ltd.	China	June 16, 2011
CNOOC Energy Technology & Services Ltd	China	June 15, 2021
CNOOC Finance Limited	China	September 24, 2013
CNOOC Finance (2003) Limited	China	December 17, 2024
CNOOC Finance (2011) Limited	China	December 17, 2024
CNOOC Finance (2012) Limited	China	December 17, 2024
CNOOC Finance (2013) Limited	China	December 17, 2024
CNOOC Finance (2014) ULC	China	October 17, 2017
CNOOC Finance (2015) Australia PTY Ltd	China	December 17, 2024
CNOOC Finance (2015) USA LLC	China	December 17, 2024
CNPC Capital Company Limited	China	June 14, 2017
CNPC Finance HK Ltd	China	March 26, 2024
CNPC General Capital Ltd	China	December 6, 2016
CNPC Global Capital Limited	China	December 15, 2020
CNPC HK Overseas Capital Ltd.	China	June 16, 2011
COSL Finance (BVI) Limited	China	September 24, 2013
COSL Singapore Capital Ltd	Singapore	December 4, 2018
Engineers India Limited	India	September 24, 2024
Gazprom	Russia	September 19, 2007
Gazprom Neft	Russia	September 16, 2008
Gazprom Promgaz	Russia	June 4, 2019
GPN Capital SA	Luxembourg	June 4, 2019
Hindustan Petroleum Corporation Ltd	India	June 13, 2018
Indian Oil Corp Ltd (IOCL)	India	September 19, 2007
IndOil Global BV	Netherlands	September 24, 2024
Kunlun Energy Company Ltd.	Hong Kong	September 19, 2007
Mangalore Refinery & Petrochemicals Ltd.	India	March 19, 2013

Scrutinized Company: Iran	Country of Incorporation	Date of Initial Scrutinized Classification
Moscow Integrated Power Co PJSC	Russia	September 24, 2024
Mosenergo	Russia	September 16, 2008
Norinco International Cooperation Ltd	China	September 24, 2024
Offshore Oil Engineering Co	China	December 17, 2024
OGK-2 PJSC	Russia	September 24, 2024
Oil & Natural Gas Corp (ONGC)	India	September 19, 2007
ONGC Videsh Limited (OVL)	India	March 18, 2014
PetroChina	China	September 19, 2007
PowerChina Construction Group Ltd	China	March 5, 2025
PowerChina Hebei Engineering Corp Ltd	China	March 5, 2025
PowerChina Sepco1 Electric Power Construction	China	June 10, 2025
Power Construction Corporation of China Ltd	China	September 24, 2024
Sberbank Russia PJSC	Russia	September 24, 2024
Sinopec Capital 2013 Ltd.	China	March 18, 2014
Sinopec Century Bright Capital Investment Ltd	China	December 3, 2019
Sinopec Engineering Group Co Ltd.	China	March 18, 2014
Sinopec Group Overseas Development 2018 Ltd	China	December 15, 2020
Sinopec Group Overseas Development 2017 Ltd	China	September 11, 2019
Sinopec Group Overseas Development 2016 Ltd	China	August 2, 2016
Sinopec Group Overseas Development 2015 Ltd	China	December 15, 2020
Sinopec Group Overseas Development 2013 Ltd	China	March 18, 2014
Sinopec Kantons Holdings Ltd	Bermuda	September 19, 2007
Sinopec Oilfield Equipment Corporation	China	September 29, 2015
Sinopec Oilfield Service Corp	China	March 25, 2008
Sinopec Shanghai Petrochemical	China	September 19, 2007
Territorial Generating Company No 1	Russia	June 4, 2019
# of Iran Scrutinized Companies	61	

The following companies were **removed** from the **IRAN Scrutinized List** during the quarter:

Removed Company	Country of Incorporation
No companies were removed this quarter.	

Table 4: Continued Examination of Companies with Possible Business Operations in IRAN*New companies on the list are shaded and in bold.*

Continued Examination Company: Iran	Country of Incorporation
China Nonferrous Metal Industry's Foreign Engineering and Construction	China
GS Engineering & Construction Corp.	South Korea
GS Holdings	South Korea
Petronet LNG Ltd.	India
# of Iran Continued Examination Companies	4

The following companies were **removed** from the **IRAN Continued Examination List** during the quarter:

Removed Company	Country of Incorporation
<i>No companies were removed this quarter.</i>	

Table 5: Correspondence & Engagement Efforts with Scrutinized Companies

In accordance with Section 215.473(3)(a), F.S., the SBA began to engage companies on the September 19, 2007 Scrutinized Company lists. The SBA sent letters to each Scrutinized Company that was owned and held as of September 19, 2007, per the requirements of the law.

The SBA also sent written communication to other scrutinized firms since the initial company engagement effort in September 2007. Each letter encouraged the company to cease any active business operations within 90 days or convert such operations to inactive status to avoid qualifying for divestment by the SBA. In addition, the SBA sent a second letter to scrutinized companies on January 25, 2008, again requesting companies to provide all information necessary to avoid divestment.

On September 30, 2008, the SBA sent a follow-up letter to all Scrutinized Companies. Although, these companies are no longer held by the SBA, the September 30, 2008 letter was intended to once again provide notice of the requirements of the PFIA. Since our original correspondence, several companies on the scrutinized list have replied with valuable information. Each company's response and classification status is summarized below. Any company that responded to the SBA's written correspondence is highlighted in blue text.

As of November 10, 2023, the list of sectors subject to Iranian scrutinized operations was expanded to include the energy, petrochemical, financial, construction, manufacturing, textile, mining, metals, shipping, shipbuilding, and port sectors of Iran. In 2024, the SBA engaged in a series of correspondence with companies regarding compliance with the new legislation.

Company	Company Responsive to SBA Communications	Status
ABB	Yes; January 29, 2009	Removed from Sudan Scrutinized List
Alstom	Yes; October 1, 2007 and October 25, 2011	Removed from Sudan Scrutinized and CE Lists
Bharat Heavy Electricals Limited	Yes; October 4, 2007	Moved to Sudan Continued Examination List
Bow Valley Energy	Yes; October 22, 2008	Removed from Iran Scrutinized List
Chennai Petroleum Corporation Limited	Yes; October 16, 2008	Sudan Scrutinized Classification Continues
China Petroleum & Chemical Corp (Sinopec)	No	Iran & Sudan Scrutinized Classification Continues
China Railway Group Limited	No	Iran Scrutinized Classification Continues
CNOOC Ltd	Yes; October 28, 2008	Iran Scrutinized Classification Continues
Daelim Industrial Co Ltd.	Yes, November 13, 2018	Removed from Iran Scrutinized List
Dongfeng Motor Group Co. Ltd.	No	Moved to Sudan Continued Examination List
Electricity Generating Public Co	No	Removed from Sudan Scrutinized List
Engineers India Limited	No	Iran Scrutinized Classification Continues
ENI	Yes; February 13, 2008 and May 13, 2011	Removed from Iran Scrutinized and CE Lists
GAIL (India) Limited, aka GAIL Ltd.	Yes; October 5, 2010	Removed from Iran Scrutinized and CE Lists
Gazprom	Yes; November 1, 2007 and August 18, 2014	Iran Scrutinized Classification Continues
Gazprom Neft	Yes; August 15, 2013	Iran Scrutinized as subsidiary of Gazprom
Harbin Electric Co. (fka Harbin Power Equipment)	No	Sudan Scrutinized Classification Continues
Indian Oil Corp Ltd (IOCL)	No	Iran & Sudan Scrutinized Classification Continues
Inpex Corp.	Yes; October 15, 2007 and July 11, 2011	Removed from Iran Scrutinized List

Company	Company Responsive to SBA Communications	Status
Japan Post Bank Co Ltd	Yes; December 5, 2024	Removed from Iran Scrutinized List
Kencana Petroleum	Yes; October 31, 2008	Removed from Sudan Scrutinized and CE Lists
Korea Electric Power (and subsidiaries, KEPCO Plant/Korea Plant)	Yes; December 27, 2011	Removed from Sudan Scrutinized List
Kunlun Energy Company Ltd. (fka: CNPC Hong Kong Limited)	Yes; October 5, 2007 and May 24, 2008	Iran & Sudan Scrutinized Classification Continues
Lukoil OAO	Yes; October 8, 2007	Removed from Iran Scrutinized and CE Lists
Lundin Petroleum AB	Yes; October 17, 2008	Removed from Sudan Scrutinized List
Lundin International SA	No	Removed from Sudan Scrutinized List
Malaysia Marine & Heavy Engineering Holdings Bhd	Yes; November 14, 2014	Sudan Scrutinized Classification Continues
Mangalore Refinery & Petrochemicals Ltd	Yes; March 8, 2013	Iran & Sudan Scrutinized Classification Continues
MISC Bhd	Yes; August 23, 2018; Jan 10, 2019; May 16, 2022	Sudan Scrutinized Classification Continues
Norinco International Cooperation Ltd	No	Iran Scrutinized Classification Continues
Norsk Hydro	Yes; November 30, 2007	Removed from Iran Scrutinized List
Oil & Natural Gas Corp (ONGC)	Yes; July 23, 2014	Iran & Sudan Scrutinized Classification Continues
OMV AG	Yes; November 6, 2007 and April 14, 2010	Removed from Iran Scrutinized and CE Lists
Perseus Mining Ltd	Yes; September 27, 2022	Sudan Scrutinized Classification Continues
PetroChina	Yes; December 22, 2008	Iran & Sudan Scrutinized Classification Continues
Petroleo Brasileiro (Petrobras)	Yes; January 13, 2010	Removed from Iran Scrutinized List
Petroleum Nasional (Petronas)	Yes; July 6, 2015	Sudan Scrutinized Classification Continues
Power Construction Corporation of China Ltd	No	Iran Scrutinized Classification Continues
Putrajaya Management Sdn Bhd	Yes; September 5, 2014	Sudan Scrutinized Classification Continues
Ranhill Bhd	Yes; October 22, 2008	Removed from Sudan Scrutinized List
Repsol YPF	Yes; October 15, 2007; January 2013	Removed from Iran Scrutinized and CE Lists
Royal Dutch Shell PLC	Yes; October 5, 2007; January 27, 2011; April 13, 2011	Removed from Iran Scrutinized and CE Lists
Sberbank Russia PJSC	No	Iran Scrutinized Classification Continues
Sinopec Century Bright Capital	Yes; June 4, 2020	Iran & Sudan Scrutinized Classification Continues
Sinopec Kantons Holdings Ltd.	No	Iran & Sudan Scrutinized Classification Continues
Sinopec Shanghai Petrochemical Company	No	Iran & Sudan Scrutinized Classification Continues
Snam Rete Gas	Yes; October 9, 2008	Removed from Iran Scrutinized Classification
Statoil ASA (fka: StatoilHydro)	Yes; February 4, 2008; January 24, 2011; June 16, 2011	Removed from Iran Scrutinized and CE Lists
Total Capital	Yes; January 26, 2011 and April 25, 2011	Removed from Iran Scrutinized and CE Lists
Total SA	Yes; October 12, 2007; October 29, 2010; April 25, 2011	Removed from Iran Scrutinized List
VINCI SA	Yes; November 6, 2024	Removed from Iran Scrutinized List
Wärtsilä Oyj	Yes; December 4, 2007	Moved to Sudan Continued Examination List

Table 6: Correspondence & Engagement Efforts with Continued Examination Companies

In addition to Scrutinized Companies, the SBA engaged companies on our initial September 19, 2007 Continued Examination company lists. The SBA also sent written communication to firms added to the Continued Examination list since the initial company engagement effort in September 2007. Such companies were asked to provide information to the SBA in order to assist us in determining the extent of their activities, if any, in Sudan and Iran. The SBA sent a follow-up letter to all companies on September 30, 2008. Each company's response and classification is summarized below. Any company that responded to the SBA's written correspondence is highlighted in blue text.

As of November 10, 2023, the list of sectors subject to Iranian scrutinized operations was expanded to include the energy, petrochemical, financial, construction, manufacturing, textile, mining, metals, shipping, shipbuilding, and port sectors of Iran. In 2024, the SBA engaged in a series of correspondence with companies regarding compliance with the new legislation.

Company	Company Responsive to SBA Communications	Continued Examination Status
Actividades de Construcción y Servicios S.A.(ACS)	No	Removed from Iran List
Aggreko PLC	Yes; January 28, 2008	Removed from Iran List
Air Liquide	Yes; November 30, 2007 January 28, 2008	Removed from Iran List
Aker Solutions ASA (fka Aker Kvaerner ASA)	No	Removed from Iran List
AREF Investment Group	No	Removed from Sudan List
Areva SA	Yes; October 27, 2008 December 29, 2009	Removed from Sudan List
Bauer Aktiengesellschaft	Yes; March 13, 2008	Removed from Sudan List
BG Group	Yes; November 23, 2007	Removed from Iran List
Bharat Electronics Limited	No	Removed from Sudan CE List
Bolloré Group	No	Removed from Sudan CE
Costain Group PLC	Yes; November 5, 2007	Removed from Iran List
Daelim Industrial Co Ltd.	Yes, November 13, 2018	Removed from Iran List
Engineers India Ltd.	Yes; October 16, 2008; September 9, 2010	Removed from Iran CE List
Essar Oil	Yes; January 9, 2009	Removed from Iran List
Finmeccanica SpA	No	Removed from Sudan List
Glencore Xstrata PLC	Yes; September 20, 2010	Sudan CE Classification Continues
GVA Consultants	Yes; September 26, 2007 September 30, 2010	Removed from Iran CE List
Hitachi Ltd	Yes	Removed from Iran CE List
Hitachi Construction Machinery Co Ltd	Yes; July 8, 2024	Removed from Iran CE List
ICSA India Limited	No	Removed from Sudan List
INA-Industrija Nafta DD Zagreb	Yes; April 15, 2014	Removed from Iran List
Itochu Corp	Yes; May 9, 2008 September 5, 2024	Removed from Iran List Removed from Iran CE List
JGC Corp	Yes; October 1, 2007	Removed from Iran List
La Mancha Resources	Yes; October 21, 2008	Removed from Sudan List
Linde AG	Yes; November 14, 2007	Removed from Iran List
Liquefied Natural Gas LNG	No	Removed from Iran List

Company	Company Responsive to SBA Communications	Continued Examination Status
Marubeni Corporation	Yes; September 27, 2024	Removed from Iran CE List
Mitsubishi Heavy Industries Ltd.	Yes; October 26, 2007	Removed from Iran List
Mitsui & Co.	Yes; October 17, 2007	Removed from Iran List
Mitsui Engineering & Shipbuilding	Yes; November 21, 2007 December 18, 2007	Removed from Iran and Sudan Lists
MMC Bhd	No	Removed from Sudan List
Nam Fatt	No	Removed from Sudan List
PT Citra Tubindo Tbk.	Yes; September 27, 2010	Removed from Iran CE List
PTT Public Company Limited	Yes; October 1, 2010	Removed from Sudan CE List
Saipem SpA	Yes; December 12, 2007	Removed from Iran Lists
Samsung Engineering Co. Ltd.	No	Removed from Iran CE List
Samsung Heavy Industries Co. Ltd.	No	Removed from Iran List
Sasol Ltd.	Yes; May 25, 2010 September 29, 2010	Removed from Iran CE List
Seadrill Ltd	Yes; September 20, 2010	Removed from Sudan CE List
Siam Cement Group (SCG)	Yes; September 24, 2010	Removed from Iran CE List
Schlumberger Limited NV	Yes; October 19, 2007	Removed from Iran and Sudan Lists
Siam Cement PCL	Yes; October 21, 2008	Removed from Iran CE List
Siemens AG	Yes; October 22, 2009 October 8, 2010 November 7, 2018; March 2019 June 2019; July 2019; February 2021	Added to Sudan Scrutinized List on 6/4/19. Removed from Sudan Scrutinized List on 7/12/19 and Sudan CE List on 3/9/21
SNC - Lavalin Group Inc.	Yes; September 25, 2007	Removed from Iran List
Sony Group Corporation	Yes; June 7, 2024	Removed from Iran CE List
Sudan Telecommunications (Sudatel)	No	Removed from Sudan CE Classification
Sumitomo Mitsui Financial Group Inc	Yes; June 7, 2024	Removed from Iran CE List
Technip	Yes; April 30, 2010 and November 30, 2010	Removed from Iran CE Classification
The Weir Group PLC	Yes; November 16, 2007	Removed from Iran and Sudan Lists
Total SA	Yes; October 12, 2007	Removed from Sudan CE Classification
Trevi-Finanziaria Industriale S.p.A.	Yes; September 17, 2010	Removed from Iran CE List
Weatherford International, Ltd.	No	Removed from Sudan List
Welspun Corp. Limited (fka Welspun-Gujarat Stahl Rohen Ltd.)	Yes; September 24, 2010	Removed from Iran CE List

Key Dates for PFIA Activities

June 8, 2007 — Legislation's effective date, upon becoming a law.

August 6, 2007 — SBA letter to state agencies requesting data on all publicly traded securities held directly by the State.

August 20, 2007 — First of two letters to investment managers providing written notice of PFIA enactment and amendment to Schedule B of investment management contracts.

September 19, 2007 — SBA assembles initial Scrutinized Companies lists for Sudan and Iran.

September 20, 2007 — SBA engages companies classified as either Scrutinized or needing Continued Examination through written correspondence, subsequent conference calls and additional communication. SBA disclosed the Scrutinized Companies lists on its website, including reporting of all equities held by direct State of Florida governmental entities.

September 21, 2007 — Second of two letters to investment managers providing Scrutinized Companies lists.

October 16, 2007 — SBA formally submits the Scrutinized Companies lists to the Florida Legislature and the United States Special Envoy to Sudan and continues to do so every quarter.

November 30, 2007 — SBA sends notification via email to any owned scrutinized company that has not responded to initial written correspondence. Similar notification was sent to each company classified as needing continued examination.

January 25, 2008 — SBA sends additional notice of divestment and request for information to all Scrutinized Companies, with emphasis to companies that have been unresponsive to the SBA's prior request for the necessary information.

July 1, 2008 — In March 2008, the SBA developed a policy approach directing all affected managers to sell their remaining PFIA related holdings no later than July 1, 2008, approximately three months earlier than the statutory deadline of September 18, 2008.

September 18, 2008 — Statutory deadline for the SBA to complete divestment of *initial* Scrutinized Companies (i.e., within 12 months of their initial appearance on the September 19, 2007 list), if they do not stop scrutinized active business operations.

March 1, 2010 — Deadline for the SBA to identify and offer at least one terror-free investment product for the FRS Investment Plan (Defined Contribution).

November 10, 2023—The Florida Legislature convened a special session on Iran and expanded the sectors subject to Iranian scrutinized operations to include the energy, petrochemical, financial, construction, manufacturing, textile, mining, metals, shipping, shipbuilding, and port sectors of Iran.

Quarterly Reporting — SBA provides quarterly updates to the Scrutinized Companies lists for Sudan and Iran, including a summary of engagement activities. PFIA quarterly reports have been issued on the following dates:

September 19, 2007
December 18, 2007
March 25, 2008
June 10, 2008
September 16, 2008
January 13, 2009
April 14, 2009
July 28, 2009
October 27, 2009
January 26, 2010
April 27, 2010
July 29, 2010
November 9, 2010
February 22, 2011
June 16, 2011
September 20, 2011
December 6, 2011
March 20, 2012
June 26, 2012
September 18, 2012
December 11, 2012
March 19, 2013
June 25, 2013
September 24, 2013

December 10, 2013
March 18, 2014
June 17, 2014
September 23, 2014
December 9, 2014
March 24, 2015
June 23, 2015
September 29, 2015
December 8, 2015
March 29, 2016
August 2, 2016
December 6, 2016
March 14, 2017
June 14, 2017
October 17, 2017
December 13, 2017
March 7, 2018
June 13, 2018
September 11, 2018
December 4, 2018
January 29, 2019
June 4, 2019
July 12, 2019
September 24, 2019

December 3, 2019
May 28, 2020
September 22, 2020
December 15, 2020
March 9, 2021
June 15, 2021
September 21, 2021
December 20, 2021
March 29, 2022
June 22, 2022
August 23, 2022
January 17, 2023
May 23, 2023
October 25, 2023
December 19, 2023
March 26, 2024
April 9, 2024
June 12, 2024
September 24, 2024
December 17, 2024
March 5, 2025
June 10, 2025

Summary of Investments Sold, Redeemed, Divested or Withdrawn

In accordance with the PFIA, the SBA must divest all holdings of any scrutinized companies within 12 months of their original appearance on the prohibited securities list. External managers are contractually responsible for administering investments in accordance with restrictions set forth by the SBA, including the prohibited securities list of the PFIA. Historical divestment transaction data is contained in prior PFIA Quarterly Reports. The table below presents the cumulative market capitalization of scrutinized companies divested by the SBA since the PFIA's inception:

Scrutinized Company - Current and Historical ** denotes companies no longer on the Prohibited Company list	Divestment by Company
Royal Dutch Shell**	\$215,784,700.79
Total SA**	\$214,536,015.45
Petroleo Brasileiro SA (Petrobras) **	\$206,135,264.10
ENI**	\$141,403,034.78
CNOOC Ltd	\$131,737,735.86
Unilever PLC	\$103,398,808.02
Gazprom (a.k.a. OAO Gazprom)	\$71,275,453.14
Alstom**	\$65,897,698.67
Repsol YPF**	\$53,420,179.87
Statoil ASA** (fka: StatoilHydro)	\$46,792,677.58
China Petroleum and Chemical Corp (CPCC) Sinopec	\$38,455,440.48
PetroChina	\$25,723,158.75
Inpex Corp.**	\$24,835,110.63
MISC Bhd	\$16,448,397.44
Hindustan Petroleum Corporation Ltd	\$10,916,213.94
Snam Rete Gas**	\$9,596,905.78
Lukoil OAO**	\$9,487,631.46
OMV AG **	\$8,601,977.98
Shell International Finance**	\$8,599,813.40
China BlueChemical Ltd	\$7,538,215.73
Hindustan Unilever	\$6,586,698.50
Storebrand ASA	\$4,103,182.48
Wärtsilä Oyj**	\$1,797,871.96
Daelim Industrial Co Ltd**	\$1,566,926.73
Petrofac Ltd **	\$1,496,881.43
The Weir Group PLC **	\$1,322,666.62
Petrobras International Finance**	\$1,148,750.00
Lundin Petroleum AB **	\$1,133,120.04
Oil & Natural Gas Corporation (ONGC)	\$945,363.83
Perseus Mining Ltd	\$586,998.71
Petrobras Energia (Participaciones) **	\$298,632.08

FACC AG	\$285,343.11
Dongfeng Motor Group**	\$158,623.49
Electricity Generating Public Company**	\$121,321.38
AVIC International Holdings Ltd	\$50,827.53
Gazprom Neft	\$37,892.73
TOTAL DIVESTMENT	\$1,432,225,534.47

Table 7: List of *Prohibited Investments (Scrutinized Companies)**New companies on the list are shaded and in bold.*

Prohibited Investments (Scrutinized Companies)	Scrutinized Country	Country of Incorporation	Initial Appearance on Scrutinized List	Full Divestment
Aviation Industry Corporation of China (AVIC)	Sudan	China	September 24, 2019	Yes
AviChina Industry & Technology	Sudan	China	June 4, 2019	Yes
AVIC International Finance Ltd	Sudan	China	September 24, 2019	Yes
AVIC International Holdings Ltd (formerly listed as AVIC International)	Sudan	China	June 4, 2019	Yes
Bank of Kunlun Co Ltd	Sudan & Iran	China	March 7, 2018	Yes
Chennai Petroleum Corp Ltd	Sudan	India	September 19, 2007	Yes
China BlueChemical Ltd	Iran	China	March 19, 2013	Yes
China National Petroleum Corporation (CNPC)	Sudan & Iran	China	December 11, 2012	Yes
China Oilfield Services Ltd	Iran	China	June 16, 2011	Yes
China Petrochemical Corporation (Sinopec Group)	Sudan & Iran	China	December 3, 2019	Yes
China Petroleum & Chemical Corp (CPCC) Sinopec	Sudan & Iran	China	September 19, 2007	Yes
China Petroleum Engineering Corp	Sudan & Iran	China	March 7, 2018	Yes
China Railway Group Limited	Iran	China	September 24, 2024	Yes
Cirrus Aircraft Ltd	Sudan	Cayman Islands	September 24, 2024	Yes
CNOOC Ltd	Iran	China	June 16, 2011	Yes
CNOOC Energy Technology & Services Ltd	Iran	China	June 15, 2021	Yes
CNOOC Finance Limited	Iran	China	September 24, 2013	Yes
CNOOC Finance (2003) Limited	Iran	China	December 17, 2024	Yes
CNOOC Finance (2011) Limited	Iran	China	December 17, 2024	Yes
CNOOC Finance (2012) Limited	Iran	China	December 17, 2024	Yes
CNOOC Finance (2013) Limited	Iran	China	December 17, 2024	Yes
CNOOC Finance (2014) ULC	Iran	China	October 17, 2017	Yes
CNOOC Finance (2015) Australia PTY Ltd	Iran	China	December 17, 2024	Yes
CNOOC Finance (2015) USA LLC	Iran	China	December 17, 2024	Yes

Prohibited Investments (Scrutinized Companies)	Scrutinized Country	Country of Incorporation	Initial Appearance on Scrutinized List	Full Divestment
CNPC Capital Company Limited	Sudan & Iran	China	June 14, 2017	Yes
CNPC Finance HK Ltd	Sudan & Iran	China	March 26, 2024	Yes
CNPC General Capital Ltd	Sudan & Iran	China	June 26, 2012	Yes
CNPC Global Capital Limited	Sudan & Iran	China	December 15, 2020	Yes
CNPC HK Overseas Capital Ltd	Sudan & Iran	China	June 16, 2011	Yes
COSL Finance (BVI) Limited	Iran	China	September 24, 2013	Yes
COSL Singapore Capital Ltd	Iran	Singapore	December 4, 2018	Yes
Daqing Huake Group Co Ltd	Sudan	China	March 25, 2008	Yes
Egypt Kuwait Holding Co. SAE	Sudan	Kuwait	January 13, 2009	Yes
Engineers India Limited	Iran	India	September 24, 2024	Yes
FACC AG	Sudan	Austria	June 4, 2019	Yes
Gazprom	Iran	Russia	September 19, 2007	Yes
Gazprom Neft	Iran	Russia	September 16, 2008	Yes
Gazprom Promgaz	Iran	Russia	June 4, 2019	Yes
GPN Capital SA	Iran	Luxembourg	June 4, 2019	Yes
Harbin Electric Co. Ltd.	Sudan	China	September 19, 2007	Yes
Hindustan Petroleum Corporation Ltd	Sudan & Iran	India	June 13, 2018	Yes
Indian Oil Corp Ltd (IOCL)	Sudan & Iran	India	September 19, 2007	Yes
IndOil Global BV	Sudan & Iran	India	September 24, 2024	Yes
Jiangxi Hongdu Aviation	Sudan	China	September 19, 2007	Yes
Kimanis Power Sdn Bhd	Sudan	Malaysia	September 24, 2024	Yes
KLCC Property Holdings Bhd	Sudan	Malaysia	April 14, 2009	Yes
Kunlun Energy Company Ltd.	Sudan & Iran	Hong Kong	September 19, 2007	Yes
Lanka IOC Ltd	Sudan	India	September 19, 2007	Yes
Managem SA	Sudan	Morocco	November 9, 2010	Yes
Mangalore Refinery & Petrochemicals Ltd	Sudan & Iran	India	September 19, 2007	Yes

Prohibited Investments (Scrutinized Companies)	Scrutinized Country	Country of Incorporation	Initial Appearance on Scrutinized List	Full Divestment
Malaysia Marine & Heavy Engineering Holdings Bhd	Sudan	Malaysia	March 18, 2014	Yes
MISC Bhd	Sudan	Malaysia	September 19, 2007	Yes
Moscow Integrated Power Co PJSC	Iran	Russia	September 24, 2024	Yes
Mosenergo	Iran	Russia	September 16, 2008	Yes
Norinco International Cooperation Ltd	Iran	China	September 24, 2024	Yes
Offshore Oil Engineering Co	Iran	China	December 17, 2024	Yes
OGK-2 PJSC	Iran	Russia	September 24, 2024	Yes
Oil India Ltd	Sudan	India	September 18, 2012	Yes
Oil & Natural Gas Corp (ONGC)	Sudan & Iran	India	September 19, 2007	Yes
ONGC Videsh Limited (OVL)	Sudan & Iran	India	March 18, 2014	Yes
Pengerang LNG Two Sdn Bhd	Sudan	Malaysia	September 24, 2024	Yes
Perseus Mining Ltd	Sudan	Australia	August 23, 2022	Yes
PetroChina	Sudan & Iran	China	September 19, 2007	Yes
Petroleum Nasional (Petronas)	Sudan	Malaysia	September 19, 2007	Yes
Petronas Capital Limited	Sudan	Malaysia	September 19, 2007	Yes
Petronas Chemicals Group Bhd	Sudan	Malaysia	June 16, 2011	Yes
Petronas Chemicals Derivatives Sdn Bhd	Sudan	Malaysia	September 24, 2024	Yes
Petronas Chemicals Glycols Sdn Bhd	Sudan	Malaysia	September 24, 2024	Yes
Petronas Chemicals Olefins Sdn Bhd	Sudan	Malaysia	September 24, 2024	Yes
Petronas Dagangan Bhd	Sudan	Malaysia	September 19, 2007	Yes
Petronas Gas Berhad	Sudan	Malaysia	September 19, 2007	Yes
Petronas Global Sukuk	Sudan	Malaysia	August 2, 2016	Yes
PowerChina Construction Group Ltd	Iran	China	March 5, 2025	Yes
PowerChina Hebei Engineering Corp Ltd	Iran	China	March 5, 2025	Yes
PowerChina Sepco1 Electric Power Construction	Iran	China	June 10, 2025	Yes
Power Construction Corporation of China Ltd	Iran	China	September 24, 2024	Yes

Prohibited Investments (Scrutinized Companies)	Scrutinized Country	Country of Incorporation	Initial Appearance on Scrutinized List	Full Divestment
Putrajaya Management Sdn Bhd	Sudan	Malaysia	March 18, 2014	Yes
Sberbank Russia PJSC	Iran	Russia	September 24, 2024	Prior to 9/23/2025
Sinopec Capital 2013 Ltd	Sudan & Iran	China	September 24, 2013	Yes
Sinopec Century Bright Capital Investment Ltd	Sudan & Iran	China	December 3, 2019	Yes
Sinopec Engineering Group Co Ltd	Sudan & Iran	China	March 18, 2014	Yes
Sinopec Group Overseas Development 2018 Ltd	Sudan & Iran	China	December 15, 2020	Yes
Sinopec Group Overseas Development 2017 Ltd	Sudan & Iran	China	September 11, 2019	Yes
Sinopec Group Overseas Development 2016 Ltd	Sudan & Iran	China	August 2, 2016	Yes
Sinopec Group Overseas Development 2015 Ltd	Sudan & Iran	China	December 15, 2020	Yes
Sinopec Group Overseas Development 2013 Ltd	Sudan & Iran	China	March 18, 2014	Yes
Sinopec Kantons Holdings Ltd	Sudan & Iran	Bermuda	September 19, 2007	Yes
Sinopec Oilfield Equipment Corporation	Sudan & Iran	China	April 14, 2009	Yes
Sinopec Oilfield Service Corp	Sudan & Iran	China	March 25, 2008	Yes
Sinopec Shanghai Petrochemical	Sudan & Iran	China	September 19, 2007	Yes
Societe Metallurgique D'imiter	Sudan	Morocco	November 9, 2010	Yes
Soar Wind Ltd	Sudan	China	March 5, 2025	Yes
Territorial Generating Company No 1	Iran	Russia	June 4, 2019	Yes
# of Prohibited Investments	93	-	-	

The following companies were removed from the PFIA Prohibited Investments List this quarter.

Removed Company	Country of Incorporation
<i>No companies were removed this quarter</i>	

Table 8: SBA Holdings in Prohibited Investments Subject to Divestment

The SBA has the following holdings in companies on the **Prohibited Investments List** (Table 7) in accounts subject to the PFIA divestiture requirements. Sberbank was added as of the September 24, 2024 quarterly report -- requiring the holdings to be fully divested no later than September 23, 2025. This deadline may be delayed, subject to the U.S. freeze on trading Russian securities. (The holdings and market values below are as of April 30, 2025.)

Segment	Security Description	Market Value	Units/Shares
EQUITIES	SBERBANK OF RUSSIA PJSC	\$1,055,599	7,924,834

Summary of Progress, SBA Investment Manager Engagement Efforts

On August 20, 2007, the SBA sent letters to external investment managers notifying them of the Act and informing them of new contract language that would enforce their cooperation with the requirements of the new law.

On September 19, 2007, the SBA sent letters to all affected managers outlining the list of prohibited securities for any future purchases. The letter described the SBA's engagement process with companies on the list, which affords companies a 90-day period in which to comply with the conditions of the law or clarify their activities. The letter directed these managers to cease purchase of securities on the list and to await the direction of the SBA for any divestment necessary in the event engagement fails, with a deadline for divestment under the law of September 18, 2008.

On September 19, 2007, the SBA sent letters to actively-managed, indirectly held funds holding scrutinized securities, including managers of the defined contribution program, asking the funds to review the list of scrutinized securities and consider eliminating such holdings from the portfolio or create a similar fund, devoid of such holdings, per the requirements of the law.

Each quarter, the SBA sends written and electronic notification to all affected managers about the list of prohibited companies.

The SBA has received responses noting our concerns in writing and by phone from several of the contacted managers.

Listing of All Publicly Traded Securities (Including Equity Investments)

Due to the large number of individual securities and the volume of information, this list has been electronically posted to the SBA's website and is updated quarterly. A list of all publicly traded securities owned by the State of Florida can be found within the [Global Governance Mandates](#) section of the SBA's website. Please observe the electronic report's notes page for important clarifying explanations of included data.

In accordance with the PFIA, the SBA will report on the performance implications of PFIA-related divestitures and restrictions. Generally, the impact of PFIA legislation on performance is measured as the opportunity cost of not being able to hold prohibited securities, measured by comparing the monthly return of the standard foreign equity benchmark (i.e., the MSCI ACWI ex-US) to a custom foreign equity benchmark based upon PFIA divestiture

requirements. The difference in returns between the standard benchmark and custom benchmark represents the opportunity cost to the SBA of not being able to invest in (or hold) prohibited companies. The percent return difference is then applied to the average monthly balance of foreign equity investments to determine a dollar impact. Monthly dollar impacts, whether positive or negative, are added together through time and then compared to the total value of the FRS Pension Plan to determine the percentage or basis point impact of PFIA legislation.

Section 2: Prohibited Investments by the SBA, Companies that Boycott Israel

Section 215.4725 F.S.

Summary

In 2016, the SBA was directed by state law to create a "scrutinized companies that boycott Israel" list, composed of companies that participate in a boycott of Israel including actions that limit commercial relations with Israel or Israeli-controlled territories in a discriminatory manner. The SBA is prohibited from acquiring direct holdings of the companies on this list. The law requires the SBA to use best efforts in identifying companies that boycott Israel, publish the list on a quarterly basis, send written notice to the companies, engage with the SBA's external managers concerning holdings of the companies on the list, and publish a list of the SBA's directly-held securities and certain other information detailed below.

UPDATE: During the 2023 session, the legislature revised section 215.4725, Florida Statutes, **requiring divestment of companies on the *Scrutinized Companies that Boycott Israel* list within 12 months, if engagement efforts fail.** Previously, there was only a prohibition on further purchases of companies on the list. Section 215.4725 F.S. applies only to assets governed by Chapter 121 ("Florida Retirement System Act"), and therefore does not affect any non-FRS funds managed by the SBA.

The 2023 statutory changes also expanded the term, "boycott of Israel", to include the following:

The term includes taking adverse action, including changes to published commercial financial ratings, risk ratings, and controversy ratings based on nonpecuniary factors, to inflict economic harm on Israel or persons or entities doing business in Israel or in Israeli-controlled territories. The term includes trade practices that are prohibited by federal regulations issued in compliance with 50 U.S.C. s. 4842 and does not include trade practices that are preempted by federal law.

Primary Requirements of Section 215.4725 F.S.

1. Identification of companies

As required by statute, the SBA will make best efforts to identify all scrutinized companies in which the SBA has indirect or direct holdings or possibly could have holdings in the future. The SBA reviews publicly available information, including from NGOs, non-profits, government entities and research firms. SBA staff is also frequently in contact with other institutional investors regarding anti-BDS efforts. Since the law went into effect, SBA staff has communicated with several stakeholder groups in our efforts to learn more about individual company activities and determine whether they meet the criteria of the Florida statute.

SBA contracts with external research providers to obtain information on companies that are potentially engaging in BDS activities, and SBA staff incorporates the information in making a final determination of scrutinized status based on Florida statute. External research providers sell their research to a variety of subscribers, and they do not compile their lists specific to Florida law. The SBA currently contracts with ISS and MSCI. Companies that use ESG investment policies in a broadly applied manner are generally not considered by SBA to be acting in a "discriminatory manner" toward Israel.

Using various information sources, the SBA has developed two separate categorizations of a company's status for consideration under this law.

"Scrutinized" — Information provided by an external research provider, publicly available information or information from the company itself or another reliable source indicates that a company meets the classification of a Scrutinized Company as defined by Florida law.

"Continued Examination" — Information suggests but does not clearly demonstrate that a company's activities are a boycott of Israel. The SBA is unable to definitively categorize the company's activities as

scrutinized without further research to resolve the ambiguity. For companies classified as “Continued Examination,” the SBA will begin an engagement process to clarify each firm’s current business relationships.

The following definitions are provided by Florida Statutes to assist in company identification:

“Scrutinized companies” means companies that boycott Israel or engage in a boycott of Israel.

“Boycott Israel” means refusing to deal, terminating business activities, or taking other actions to limit commercial relations with Israel, or persons or entities doing business in Israel or in Israeli-controlled territories, in a discriminatory manner. A statement by a company that it is participating in a boycott of Israel, or that it has initiated a boycott in response to a request for a boycott of Israel or in compliance with, or in furtherance of, calls for a boycott of Israel, may be considered by the State Board of Administration to be evidence that a company is participating in a boycott of Israel. The term includes taking adverse action, including changes to published commercial financial ratings, risk ratings, and controversy ratings based on nonpecuniary factors, to inflict economic harm on Israel or persons or entities doing business in Israel or in Israeli-controlled territories. The term includes trade practices that are prohibited by federal regulations issued in compliance with 50 U.S.C. s. 4842 and does not include trade practices that are preempted by federal law.

“Direct holdings” are company securities held directly by the SBA or accounts in which SBA owns all interest (such as non-commingled funds).

“Indirect holdings” are company securities that are held in collective investment with other investors, such as commingled funds and mutual funds.

2. Publish and reporting

By the first meeting of the Trustees of the SBA after August 1, 2016, the SBA will publicly release the *Scrutinized Companies that Boycott Israel* list and thereafter provide quarterly updates of the list based on evolving information and events.

The SBA shall file a report with each member of the Board of Trustees of the SBA, the Speaker of the Florida House of Representatives, and the President of the Florida Senate within 30 days after the list is created and shall make the report publicly available. At each quarterly trustee meeting thereafter, the SBA shall file a publicly available report to these persons. The quarterly reports will include:

- a. A summary of correspondence with companies engaged by the SBA as required above.
- b. All prohibited investments (Scrutinized Companies list).
- c. Any progress made with respect to requests of SBA's external managers to remove scrutinized companies from indirect holdings or create similar funds devoid of such holdings.
- d. A list of all publicly held securities held directly by the SBA.

Actions taken in compliance with this section must be adopted and incorporated into the Investment Policy Statement as provided in Section 215.4725, F.S.

3. Engagement

The SBA is required to determine the companies on the *Scrutinized Companies that Boycott Israel* list in which the SBA has direct or indirect holdings. For each company newly identified after August 1, 2016, the public fund shall send a written notice informing the company of its scrutinized company status and that it may become subject to investment prohibition by the public fund. The notice must inform the company of the opportunity to clarify its activities regarding the boycott of Israel and encourage the company to cease the boycott of Israel within 90 days to avoid qualifying for investment prohibition or divestment.

If, within 90 days after the public fund's first engagement with a company pursuant to this paragraph, the company ceases a boycott of Israel, the company shall be removed from the *Scrutinized Companies that Boycott Israel* list, and the provisions of this section shall cease to apply to that company unless that company resumes a boycott of Israel.

4. Divestment

The requirement to divest of any entity on the *Scrutinized Companies that Boycott Israel* list was added as of the 2023 Florida Statutes, and includes the following: if, after 90 days following the SBA's first engagement, the company continues to boycott Israel, the public fund must sell, redeem, divest, or withdraw all publicly traded securities of the company from the public fund within 12 months after the company's most recent appearance on the Scrutinized Companies that Boycott Israel List.

5. Prohibition

The SBA may not acquire directly held securities of companies on the *Scrutinized Companies that Boycott Israel* list. Indirect holdings are exempt from the prohibition (such as commingled accounts, index funds and mutual funds). The SBA will submit letters to the managers of such investment funds which hold companies from the Scrutinized Companies list requesting that they consider removing the companies from the fund or creating a similar fund devoid of such holdings. SBA shall replace applicable investments in the similar fund devoid of such holdings in an expedited timeframe subject to prudent investing standards if the manager complies with such a request. Exchange-traded funds are also exempted from the prohibition and divestment requirements, without the requirement to contact the fund management. A cessation of the investment prohibition and divestment is allowed if the fund has evidence that the assets under management become equal or less than 99.5% of the hypothetical fund value assuming no investment prohibition had occurred. This must be reported to the parties listed in "Publish and reporting" and updated semi-annually for the cessation to be authorized.

Table 9: *Scrutinized Companies that Boycott Israel**New companies on the list are shaded and in bold.*

Scrutinized Company that Boycott Israel	Country of Incorporation	Date of Initial Scrutinized Classification	Full Divestment
Betsah Invest SA	Luxembourg	August 2, 2016	Yes
Betsah SA	Luxembourg	August 2, 2016	Yes
Cactus SA	Luxembourg	August 2, 2016	Yes
Co-operative Group Limited	United Kingdom	September 26, 2017	Yes
Guloguz Dis Deposu Ticaret Ve Pazarlama Ltd	Turkey	August 2, 2016	Yes
Storebrand ASA	Norway	December 17, 2024	Yes
Unilever PLC (Ben & Jerry's parent company)	United Kingdom	July 29, 2021	Yes
Hindustan Unilever Ltd	India	July 29, 2021	Yes
PT Unilever Indonesia Tbk	Indonesia	July 29, 2021	Yes
Unilever Bangladesh Ltd	Bangladesh	July 29, 2021	Yes
Unilever Capital Corp (Unilever PLC bond issuance)	United States	July 29, 2021	Yes
Unilever Caribbean Ltd	Trinidad and Tobago	July 29, 2021	Yes
Unilever Consumer Care Ltd	Bangladesh	July 29, 2021	Yes
Unilever Côte d'Ivoire	Ivory Coast	July 29, 2021	Yes
Unilever Finance Netherlands BV (Unilever PLC bond issuance)	Netherlands	July 29, 2021	Yes
Unilever Ghana Ltd	Ghana	July 29, 2021	Yes
Unilever Nigeria Plc	Nigeria	July 29, 2021	Yes
Unilever Pakistan Foods Ltd	Pakistan	July 29, 2021	Yes
# of Companies that Boycott Israel	18		

The following companies were removed from the **Scrutinized Companies that Boycott Israel List**

Removed Company	Country of Incorporation
No companies were removed this quarter.	

Table 10: Continued Examination Companies that Boycott Israel*New companies on the list are shaded and in bold.*

Continued Examination Company: Israel	Country of Incorporation
MSCI Inc	USA

The following companies were **removed** from the
Companies that Boycott Israel Continued Examination List during the quarter:

Removed Company	Country of Incorporation
No companies were removed this quarter.	

Table 11: Correspondence & Engagement Efforts

In accordance with Section 215.4725, F.S., the SBA began to engage companies on the Scrutinized Companies that Boycott Israel and Continued Examination lists. The SBA sent letters to each company per the requirements of the law. Each company's response and classification status is summarized below. Any company that responded to the SBA's written correspondence is highlighted in blue text.

Company	Company Responsive to SBA Communications	Status
Airbnb	Yes, multiple dates	Removed from Scrutinized List
Aldi	No	Removed from Continued Examination List
ASN Bank NV	No	Removed from Continued Examination List
Betsah Invest SA	No	Remains on Scrutinized List
Betsah SA	No	Remains on Scrutinized List
Cactus SA	No	Remains on Scrutinized List
Cooperative Group Gomersall	No	Removed from Scrutinized List
Co-operative Group Ltd	No	Remains on Scrutinized List
Danske Bank	Yes, multiple dates	Removed from Continued Examination List
Dexia	Yes, multiple dates	Removed from Continued Examination List
FreedomCall Ltd	Yes, November 4, 2016	Removed from Scrutinized List
Guloguz Dis Deposu Ticaret Ve Pazarlama Ltd	No	Remains on Scrutinized List
HEMA BV	No	Removed from Continued Examination List
Itochu Corp	Yes, September 2, 2024	Removed from Continued Examination List
Karsten Farms	No	Removed from Continued Examination List
Morningstar, Inc (Sustainalytics)	Yes, multiple dates	Removed from Scrutinized List
MSCI Inc	Yes, multiple dates	Remains on the Continued Examination List
Storebrand ASA	Yes, September 4, 2024	Remains on Scrutinized List

Company	Company Responsive to SBA Communications	Status
U2u Consult NV	Yes, December 29, 2016	Removed from Scrutinized List
Unilever PLC	Yes, multiple dates (including August 24, 2023 response)	Remains on Scrutinized List

Section 3: Investments in Publicly Traded Companies Operating in Northern Ireland (Section 215.4702 F.S.)

Summary

The SBA is subject to s. 215.4702, Florida Statutes (F.S.) (“MacBride Principles”), which directs the SBA to notify publicly traded companies of support for the MacBride Principles, inquire regarding the actions a company has taken in support of or furtherance of the MacBride Principles, and encourage publicly traded companies with certain business operations in Northern Ireland to adopt the MacBride Principles. In addition, the SBA will also demonstrate support for the MacBride Principles through its proxy voting authority.

Requirements of the Law

As defined by the Northern Ireland statute, “publicly traded company” is any business organization having equity securities listed on a national or an international exchange that is regulated by a national or an international regulatory authority. In addition, “operating” is defined as actively engaging in commerce geographically in Northern Ireland through the acquisition, development, maintenance, ownership, sale, possession, lease, or operation of equipment, facilities, personnel, products, services, or personal property.

Publishing and Reporting

In making the determination specified in subsection (2) of 215.4702, F.S., the SBA may, to the extent it deems appropriate, rely on available public information, including information provided by nonprofit organizations, research firms, international organizations, and government entities.

The SBA is encouraged to determine which publicly traded companies, in which the Florida Retirement System Trust Fund is invested, operate in Northern Ireland. If the SBA determines that a publicly traded company meets such criteria, it is encouraged to engage with the company and determine its support for the MacBride Principles. SBA staff annually reviews the list of companies that meet the definition of publicly traded companies operating in Northern Ireland, and periodically engages those firms.

Update: During Q4 2021, the SBA conducted an engagement with all owned firms determined to have operations in Northern Ireland. The SBA sent letters to 219 firms, encouraging support for and adoption of the MacBride Principles.

Section 4: Companies Operating in Cuba or Syria
(Section 215.471 F.S.)

Summary

The Free Cuba Act of 1993 was passed by the Florida Legislature in accordance with federal law. Chapter 215.471 of the Florida Statutes prohibits the SBA from investing in: (1)(a) any institution or company domiciled in the United States, or foreign subsidiary of a company domiciled in the United States, doing business in or with Cuba, or with agencies or instrumentalities thereof in violation of federal law; and (1)(b) any institution or company domiciled outside of the United States if the President of the United States has applied sanctions against the foreign country in which the institution or company is domiciled. Section (2)(a) states the SBA may not be a fiduciary with respect to voting on, and may not have the right to vote in favor of, any proxy resolution advocating expanded U.S. trade with Cuba or Syria.

Requirements of the Law

In order to comply with this law, the U.S. State Department and/or the Treasury Department's Office of Foreign Assets Control (OFAC) are contacted periodically to confirm that no sanctions have been implemented. Since the Act's inception, sanctions have never been issued against any country. During the fiscal year ending June 30, 2021, there were no shareowner proposals related to expanding trade with Cuba or Syria.

Section 5: Companies Operating in Venezuela

During the 2018 session, the Florida Legislature passed HB 359, prohibiting certain investments related to the Venezuelan government. The bill was signed into law by Governor Rick Scott and is effective July 1, 2018.

Florida Statute, 215.471 now requires that:

The State Board of Administration shall divest any investment under s. 121.151 and ss. 215.44-215.53, and is prohibited from investment in stocks, securities, or other obligations of:

(c)1. Any institution or company domiciled in the United States, or foreign subsidiary of a company domiciled in the United States, doing business in or with the government of Venezuela, or with any agency or instrumentality thereof, in violation of federal law. The term “government of Venezuela” means the government of Venezuela, its agencies or instrumentalities, or any company that is majority-owned or controlled by the government of Venezuela.

2. The Governor may waive the requirements of this paragraph if the existing regime in Venezuela collapses and there is a need for immediate aid to Venezuela before the convening of the Legislature or for other humanitarian reasons as determined by the Governor.

Florida Statute 215.472 addresses state agencies and requires that:

Notwithstanding any other provision of law, each state agency, as defined in s. 216.011, is prohibited from investing in: (3)(a) Any financial institution or company domiciled in the United States, or foreign subsidiary of a company domiciled in the United States which, directly or through the United States or foreign subsidiary, extends credit of any kind or character, advances funds in any manner, or purchases or trades any goods or services with the government of Venezuela, or any company doing business in or with the government of Venezuela, in violation of federal law. The term “government of Venezuela” means the government of Venezuela, its agencies or instrumentalities, or any company that is majority-owned or controlled by the government of Venezuela.

(b) The Governor may waive the requirements of this subsection if the existing regime in Venezuela collapses and there is a need for immediate aid to Venezuela before the convening of the Legislature or for other humanitarian reasons as determined by the Governor.

On August 16th, 2017, the Trustees of the State Board of Administration set forth a resolution condemning the oppression of the Venezuelan citizens under the current regime and set language to be included in the State Board of Administration’s Investment Policy Statement (Florida Retirement System Defined Benefit Plan) upon review of the Investment Advisory Council, and in accordance with s.215.475(2) Florida Statutes. The resolution included the following:

1. **Prohibited Investments.** Until such time as the SBA determines it is otherwise prudent to do so, the SBA is prohibited from investing in:

- (a) any financial institution or company domiciled in the United States, or foreign subsidiary of a company domiciled in the United States, which directly or through a United States or foreign subsidiary and in violation of federal law, makes any loan, extends credit of any kind or character, advances funds in any manner, or purchases or trades any goods or services in or with the government of Venezuela; and
- (b) any securities issued by the government of Venezuela or any company that is majority-owned by the government of Venezuela.

2. **Proxy Voting.** The SBA will not vote in favor of any proxy resolution advocating the support of the Maduro Regime in Venezuela.

Section 6: Prohibited Investments in China

Summary

During the 2024 legislative session, Florida Statutes were amended to include a section on Prohibited Foreign Investments, F.S. 215.4735, which prohibits the State Board of Administration (SBA) and the Florida Retirement System Trust Fund from acquiring or maintaining direct holdings in companies that are majority-owned by China.

The Prohibited Foreign Investments statute requires that the SBA:

1. Initiate, no later than June 1, 2024, a review of all current direct holdings to determine which direct holdings, if any, include securities of a Chinese company. "Chinese company" is defined as a company that is publicly known to be majority-owned by China (i.e., the government of the People's Republic of China, the Chinese Communist Party, the Chinese military, or any instrumentality thereof, or any combination thereof.)
2. Develop, no later than September 1, 2024, a divestment plan for all direct holdings in Chinese companies.
3. Complete divestment from direct holdings in Chinese companies included in the divestment plan no later than September 1, 2025, or at such later time if necessary for the board to implement the divestment plan consistent with the fiduciary standards set forth in s. 215.47(10).

The SBA's initial screen resulted in 547 securities that were determined to be majority-owned by China and placed on the Prohibited Investments in China List. Going forward, the SBA and its portfolio managers may not acquire, on behalf of the Florida Retirement System Trust Fund, direct holdings of any companies on the Prohibited Investments in China List. Any current holdings by the SBA are to be divested no later than September 1, 2025.

As of this quarterly update (June 10, 2025), an additional 13 companies have been added to the Prohibited Investments in China List, bringing the total to 589 companies. No companies were removed this quarter. New and existing companies are provided on the SBA's website, as noted below.

Due to the large number of individual securities and the volume of information, the Prohibited Investments in China List has been posted to the SBA's website and will be updated quarterly, in coordination with publication of the Global Governance Mandates report. The list of prohibited Chinese majority-owned securities can be found on the SBA's Global Governance Mandates webpage:

<https://www.sbafla.com/governance/global-governance-mandates/>

For more information, please contact:

State Board of Administration of Florida (SBA)
Investment Programs & Governance
1801 Hermitage Blvd., Suite 100
Tallahassee, FL 32308
www.sbafla.com

or send an email to:
governance@sbafla.com



**Investment Policy Statement
Local Government Surplus Funds Trust Fund (Non-Qualified)**

I. Purpose and Scope

The purpose of this Investment Policy Statement (“Policy”) is to set forth the investment objective, investment strategies, and authorized portfolio securities for the Local Government Surplus Funds Trust Fund (“Florida PRIME”). The Policy also describes the risks associated with an investment in Florida PRIME.

II. Overview of Florida PRIME

The Local Government Surplus Funds Trust Fund was created by an Act of the Florida Legislature effective October 1, 1977 (Chapter 218, Part IV, Florida Statutes). The State Board of Administration (“SBA”) is charged with the powers and duties to administer and invest Florida PRIME, in accordance with the statutory fiduciary standards of care as contained in Section 215.47(10), Florida Statutes. The SBA has contracted with Federated Investment Counseling (the “Investment Manager”) to provide investment advisory services for Florida PRIME.

Florida PRIME is governed by Chapters 215 and 218, Florida Statutes, and Chapter 19-7 of the Florida Administrative Code (collectively, “Applicable Florida Law”).

III. Roles and Responsibilities

The Board of Trustees of the SBA (“Trustees”) consists of the Governor, as Chairman, the Chief Financial Officer, as Treasurer, and the Attorney General, as Secretary. The Trustees will annually certify that Florida PRIME is in compliance with the requirements of Chapter 218, Florida Statutes, and that the management of Florida PRIME is in accord with best investment practices.

The Trustees delegate the administrative and investment authority to manage Florida PRIME to the Executive Director of the SBA, subject to Applicable Florida Law. The Trustees appoint an Investment Advisory Council. The Council will, at least annually, review this Policy and any proposed changes prior to its presentation to the Trustees and will undertake other duties set forth in Applicable Florida Law.

IV. Amortized Cost Accounting

In March 1997, the Governmental Accounting Standards Board (“GASB”) issued Statement 31, titled “Accounting and Financial Reporting for Certain Investments and for External Investment Pools.” GASB 31 applies to Florida PRIME.

GASB 31 outlines the two options for accounting and reporting for money market investment pools as either “2a-7 like” or fluctuating net asset value (“NAV”). GASB 31 describes a “2a-7 like” pool as an “external investment pool that is not registered with the Securities and Exchange Commission (“SEC”) as an investment company, but nevertheless has a policy that it will, and does, operate in a manner consistent with Rule 2a-7 under the Investment Company Act of 1940 (the “1940 Act”).” Rule 2a-7 is the rule that permits money market funds to use amortized cost to maintain a constant NAV of \$1.00 per share, provided that such funds meet certain conditions.

In December 2015, GASB issued Statement 79, “Certain External Investment Pools and Pool Participants,” which delinks the accounting treatment of external investment pools from Rule 2a-7, and establishes criteria for the use of amortized cost to value portfolio assets of an external pool. GASB 79

also made clear that rounding unit value up or down to the nearest penny to maintain a stable NAV of \$1.00 per share for issuances and redemptions of units is an operational decision for an external investment pool, rather than an accounting matter. GASB 79 also specifies, however, that seeking to maintain a stable price of \$1.00 per share is one of the criteria that an external investment pool must meet as a condition to valuing all portfolio assets at amortized cost for financial reporting purposes.

Florida PRIME will seek to operate in a manner consistent with the criteria and requirements in GASB 79, including diversification, credit quality and maturity conditions. Accordingly, it is thereby permitted to value portfolio assets at amortized cost method.

V. Investment Objective

The primary investment objectives for Florida PRIME, in priority order, are safety, liquidity, and competitive returns with minimization of risks. Investment performance of Florida PRIME will be evaluated on a monthly basis against the Standard & Poor's U.S. AAA & AA Rated GIP All 30 Day Net Yield Index. While there is no assurance that Florida PRIME will achieve its investment objectives, it endeavors to do so by following the investment strategies described in this Policy.

VI. Investment Strategies & Specific Limitations

The Investment Manager will invest Florida PRIME's assets in short-term, high-quality fixed income securities. All Florida PRIME assets (100 percent) will be U.S. dollar-denominated. To be considered high-quality, a security must be rated in the highest short-term rating category by one or more nationally recognized statistical rating organizations ("NRSROs"), or be deemed to be of comparable quality thereto by the Investment Manager, subject to Section 215.47(1)(j), Florida Statutes. The Investment Manager also may enter into special transactions for Florida PRIME, like repurchase agreements. Each repurchase agreement counterparty must have an explicit issuer or counterparty credit rating in the highest short-term rating category from Standard & Poor's. Certain of the fixed income securities in which Florida PRIME invests pay interest at a rate that is periodically adjusted ("Adjustable Rate Securities").

The Investment Manager will manage credit risk by purchasing only high quality securities. The Investment Manager will perform a credit analysis to develop a database of issuers and securities that meet the Investment Manager's standard for minimal credit risk. The Investment Manager monitors the credit risks of all Florida PRIME's portfolio securities on an ongoing basis by reviewing periodic financial data, issuer news and developments, and ratings of certain NRSROs. The Investment Manager will utilize a "new products" or similar committee to review and approve new security structures prior to an investment of Florida PRIME's assets in such securities. The Investment Manager will periodically consider and follow best practices in connection with minimal credit risk determinations (e.g., such as those described in Appendix I of the Investment Company Institute's 2009, *Report of the Money Market Working Group*).

The Investment Manager will manage interest rate risk by purchasing only short-term fixed income securities. The Investment Manager will target a dollar-weighted average maturity range for Florida PRIME based on its interest rate outlook. The Investment Manager will formulate its interest rate outlook by analyzing a variety of factors, such as current and expected U.S. economic growth; current and expected interest rates and inflation; and the Federal Reserve Board's monetary policy. The Investment Manager will generally shorten Florida PRIME's dollar-weighted average maturity when it expects interest rates to rise and extend Florida PRIME's dollar-weighted average maturity when it expects interest rates to fall. In order to meet the investment grade ratings criteria of Standard & Poor's for a pool, the remaining maturity of securities purchased by the Investment Manager shall not exceed 762 days for government floating rate notes/variable rate notes and will not exceed 397 days for all other securities; provided, however, that if not required by the ratings criteria of the applicable NRSRO that is providing an investment grade rating to the pool and to the extent consistent with the portfolio criteria of GASB 79,

longer term floating rate/variable rate notes that are U.S. government securities may be owned by Florida PRIME.

The Investment Manager will exercise reasonable care to maintain (i) a dollar weighted average maturity (“DWAM”) of 60 days or less; and (ii) a maximum weighted average life (WAL) within the range of 90-120 days, depending on the levels of exposure and ratings of certain Adjustable Rate Securities. The maximum WAL will depend upon the percentage exposures to government and non-government Adjustable Rate Securities, with sovereign (government) Adjustable Rate Securities rated AA- and higher allowed a 120-day limit, and non-sovereign (corporate) Adjustable Rate Securities (and sovereign Adjustable Rate Securities rated below AA-) restricted to a 90-day limit. The portfolio’s maximum WAL will be based on a weighted average of the percentage exposures to each type of floating-rate instrument.

For purposes of calculating DWAM, the maturity of an Adjustable Rate Security generally will be the period remaining until its next interest rate adjustment. For purposes of calculating WAL, the maturity of an Adjustable Rate Security will be its stated final maturity, without regard to interest rate adjustments; accordingly, the WAL limitation could serve to restrict Florida PRIME’s ability to invest in Adjustable Rate Securities.

The Investment Manager will exercise reasonable care to limit exposure to not more than 25% of Florida PRIME’s assets in a single industry sector, with the exception that the Investment Manager may invest more than 25% in the financial services industry sector, which includes banks, broker-dealers, and finance companies. This higher limit is in recognition of the large outstanding value of money fund instruments issued by financial services firms. Government securities are not considered to be an industry.

The Investment Manager will exercise reasonable care to not acquire a security, other than (i) a Daily Liquid Asset, if immediately after the acquisition Florida PRIME would have invested less than 10% of its total assets in Daily Liquid Assets; (ii) a Weekly Liquid Asset, if immediately after the acquisition Florida PRIME would have invested less than 30% of its total assets in Weekly Liquid Assets. Daily Liquid Assets include cash, direct obligations of the U.S. government and securities that convert to cash in one business day. Weekly Liquid Assets include cash, direct obligations of the U.S. government, certain government securities with remaining maturities of 60 business days or less and securities that convert to cash in five business days.

Florida PRIME shall seek to hold liquid assets sufficient to meet reasonably foreseeable redemptions, based upon knowledge of the expected cash needs of participants.

The Investment Manager will exercise reasonable care to not acquire securities that cannot be sold or disposed of in the ordinary course of business within five business days at approximately the value ascribed to them by Florida PRIME if, immediately after the acquisition, Florida PRIME would have invested more than 5% of its total assets in such securities.

In buying and selling portfolio securities for Florida PRIME, the Investment Manager will comply with (i) the diversification, maturity and credit quality criteria in GASB 79, (ii) the requirements imposed by any NRSRO that rates Florida PRIME to ensure that it maintains a AAAM rating (or the equivalent) and (iii) the investment limitations imposed by Section 215.47, Florida Statutes except to the extent, as permitted by Section 215.44(3), the trust instrument of Florida PRIME and this investment policy statement specifically authorize investments in addition to those authorized by Section 215.47.

The Investment Manager generally will comply with the following diversification limitations that are additional to those set forth in GASB 79. First, at least 50% of Florida PRIME assets will be invested in securities rated “A-1+” or those deemed to be of comparable credit quality thereto by the Investment Manager (i.e., so long as such deeming is consistent with the requirements of the NRSRO’s AAAM (or equivalent) rating criteria), subject to Section 215.47(1)(j), Florida Statutes. The Investment Manager will

document each instance in which a security is deemed to be of comparable credit quality and its basis for such a determination. Second, exposure to any single non-governmental issuer (other than a money market mutual fund) will not exceed 5% and exposure to any single money market mutual fund will not exceed 10% of Florida PRIME assets.

VII. Portfolio Securities and Special Transactions

The Investment Manager will purchase only fixed income securities for Florida PRIME, and may engage in special transactions, for any purpose that is consistent with Florida PRIME's investment objective.

Fixed income securities are securities that pay interest, dividends or distributions at a specified rate. The rate may be a fixed percentage of the principal or adjusted periodically. In addition, the issuer of a short-term fixed income security must repay the principal amount of the security, normally within a specified time. The fixed income securities in which Florida PRIME may invest include corporate debt securities, bank instruments, asset backed securities, U.S. Treasury securities, U.S. government agency securities, insurance contracts, municipal securities, foreign securities, mortgage backed securities, and shares of money market mutual funds. Florida PRIME is also permitted to buy such fixed income securities that require Florida PRIME to be a qualified institutional buyer as long as the securities held by Florida PRIME are in excess of \$100,000,000.

Special transactions are transactions into which Florida PRIME may enter, including, but not limited to, repurchase agreements and delayed delivery transactions.

For a more detailed description of Florida PRIME's portfolio securities and special transactions, please see "Additional Information Regarding Florida PRIME's Principal Securities" at Appendix A.

VIII. Risks Associated with Florida PRIME

An investment in Florida PRIME is subject to certain risks. Any investor in Florida PRIME should specifically consider, among other things, the following principal risks before making a decision to purchase shares of Florida PRIME.

Risk that Florida PRIME will not Maintain a Stable Net Asset Value

Although the Investment Manager attempts to manage Florida PRIME such that it maintains a stable NAV of \$1.00 per share, there is no guarantee that it will be able to do so. Florida PRIME is not registered under the 1940 Act or regulated by the SEC.

Interest Rate Risks

The prices of the fixed income securities in which Florida PRIME will invest rise and fall in response to changes in the interest rates paid by similar securities. Generally, when interest rates rise, prices of fixed income securities fall. However, market factors, such as demand for particular fixed income securities, may cause the price of certain fixed income securities to fall while the price of other securities rise or remain unchanged. Interest rate changes have a greater effect on the price of fixed income securities with longer maturities.

Credit Risks

Credit risk is the possibility that an issuer of a fixed income security held by Florida PRIME will default on the security by failing to pay interest or principal when due. If an issuer defaults, Florida PRIME will lose money.

Liquidity Risks

Trading opportunities are more limited for fixed income securities that are not widely held. These features make it more difficult to sell or buy securities at a favorable price or time. Consequently, Florida PRIME may have to accept a lower price to sell a security, sell other securities to raise cash or give up an investment opportunity, any of which could have a negative effect on Florida PRIME's performance.

Concentration Risks

A substantial part of Florida PRIME may be comprised of securities issued by companies in the financial services industry, companies with similar characteristics, or securities credit enhanced by banks or companies with similar characteristics. As a result, Florida PRIME may be more susceptible to any economic, business, or political risks or other developments that generally affect finance companies. Developments affecting companies in the financial services industry or companies with similar characteristics might include changes in interest rates, changes in the economic cycle affecting credit losses and regulatory changes.

Risks of Foreign Investing

Foreign securities pose additional risks because foreign economic or political conditions may be less favorable than those of the United States. Securities in foreign markets also may be subject to taxation policies that reduce returns for U.S. investors.

Call Risks

If a fixed income security is called, Florida PRIME may have to reinvest the proceeds in other fixed income securities with lower interest rates, higher credit risks or other less favorable characteristics.

Prepayment Risks

Unlike traditional fixed income securities, which pay a fixed rate of interest until maturity (when the entire principal amount is due), payments on asset-backed securities include both interest and a partial payment of principal. Partial payment of principal may be comprised of scheduled principal payments as well as unscheduled payments from voluntary prepayment, refinancing, or foreclosure of the underlying loans. If Florida PRIME receives unscheduled prepayments, it may have to reinvest the proceeds in other fixed income securities with lower interest rates, higher credit risks or other less favorable characteristics.

Risks Associated with Amortized Cost Method of Valuation

Florida PRIME will use the amortized cost method to determine the value of its portfolio securities. Under this method, portfolio securities are valued at the acquisition cost as adjusted for amortization of premium or accumulation of discount rather than at current market value. Accordingly, neither the amount of daily income nor the NAV is affected by any unrealized appreciation or depreciation of the portfolio. In periods of declining interest rates, the indicated daily yield on shares computed by dividing the annualized daily income on Florida PRIME's portfolio by the NAV, as computed above, may tend to be higher than a similar computation made by using a method of valuation based on market prices and estimates. In periods of rising interest rates, the opposite may be true.

Changing Distribution Level Risk

There is no guarantee that Florida PRIME will provide a certain level of income or that any such income will exceed the rate of inflation. Further, Florida PRIME's yield will vary. A low interest rate environment may prevent Florida PRIME from providing a positive yield or paying expenses out of current income.

Throughout this section, it shall be understood that actions described as being taken by Florida PRIME refer to actions taken by the Investment Manager on behalf of Florida PRIME.

For additional information regarding Florida PRIME's principal securities and associated risks, please see Appendix A.

IX. Controls and Escalation Procedures

Section 218.409(2), Florida Statutes requires this Policy to document a system of internal controls designed to prevent the loss of public funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by employees and officers of the board or a professional money management firm. The controls include formal escalation reporting guidelines for all employees to address material impacts on Florida PRIME that require reporting and action.

The SBA has engaged BNY Mellon ("Custodian") to provide asset safekeeping, custody, fund accounting and performance measurement services to Florida PRIME. The Custodian will mark to market the portfolio holdings of Florida PRIME on a daily basis and will daily communicate both amortized cost price and mark to market price, so that the SBA and the Investment Manager can monitor the deviations between the amortized cost price and market price. By contractual agreement, the Investment Manager will reconcile accounting and performance measurement reports with the Custodian on at least a monthly basis, under the supervision of the SBA.

The NRSRO that rates Florida PRIME will perform regular independent surveillance of Florida PRIME. The SBA and an independent investment consultant will regularly monitor the Investment Manager with respect to performance and organizational factors according to SBA manager monitoring policies.

The SBA and third parties used to materially implement Florida PRIME will maintain internal control, fraud and ethics policies and procedures designed to prevent the loss of public funds.

The Executive Director will develop policies and procedures to:

- Identify, monitor and control/mitigate key investment and operational risks.
- Maintain an appropriate and effective risk management and compliance program that identifies, evaluates and manages risks within business units and at the enterprise level.
- Maintain an appropriate and effective control environment for SBA investment and operational responsibilities.
- Approve risk allocations and limits, including total fund and asset class risk budgets.

The Executive Director will appoint a Chief Risk and Compliance Officer, whose selection, compensation and termination will be affirmed by the Board, to assist in the execution of the responsibilities enumerated in the preceding list. For day-to-day executive and administrative purposes, the Chief Risk and Compliance Officer will proactively work with the Executive Director and designees to ensure that issues are promptly and thoroughly addressed by management. On at least a quarterly basis, the Chief Risk and Compliance Officer will provide reports to the Investment Advisory Council, Audit Committee and Board, and is authorized to directly access these bodies at any time as appropriate to ensure the integrity and effectiveness of risk management and compliance functions.

Pursuant to written SBA policy, the Executive Director will organize an Investment Oversight Group to regularly review, document and formally escalate compliance exceptions and events that may have a material impact on Florida PRIME. The Investment Oversight Group will meet as necessary based on the occurrence and resolution of compliance exceptions or upon the occurrence of a material event. Minutes of any meeting held by the Investment Oversight Group and a listing of meeting participants shall be timely posted on the Florida PRIME website.

The SBA and the Investment Manager have an affirmative duty to immediately disclose any material impact on Florida PRIME to the participants, including, but not limited to:

1. When the deviation between the market value and amortized cost of Florida PRIME exceeds 0.25%, according to pricing information provided by the Custodian, the Investment Manager will establish a formal action plan. The Investment Oversight Group will review the formal action plan and prepare a recommendation for the Executive Director's consideration.
2. When the deviation between the market value and amortized cost of Florida PRIME exceeds 0.50%, according to pricing information provided by the Custodian, the Executive Director will promptly consider what action, if any, will be initiated. Where the Executive Director believes the extent of any deviation from Florida PRIME's amortized cost price per share may result in material dilution or other unfair results to investors or existing shareholders, he will cause Florida PRIME to take such action as he deems appropriate to eliminate or reduce to the extent reasonably practicable such dilution or unfair results.
3. The Investment Manager will perform daily compliance monitoring to ensure that investment practices comply with the requirements of this Policy, according to documented compliance procedures. The Investment Manager will provide regular compliance reports and will communicate compliance exceptions within 24 hours of identification to the Investment Oversight Group. Additionally, the Investment Oversight Group will periodically conduct independent compliance reviews.
4. In the event that a security receives a credit rating downgrade and ceases to be in the highest rating category, or the Investment Manager determines that the security is no longer of comparable quality to the highest short-term rating category (in either case, a "Downgrade"), the Investment Manager will reassess whether the security continues to present minimal credit risk and will cause Florida PRIME to take any actions determined by the Investment Manager to be in the best interest of Florida PRIME; provided however, that the Investment Manager will not be required to make such reassessments if Florida PRIME disposes of the security (or the security matures) within five business days of the Downgrade.
5. In the event that a security no longer meets the criteria for purchase due to default, event of insolvency, a determination that the security no longer presents minimal credit risks, or other material event ("Affected Security"), the Investment Manager must dispose of the security as soon as practical, consistent with achieving an orderly disposition of the security, by sale, exercise of a demand feature or otherwise, and the requirements of GASB 79. An Affected Security may be held only if the Executive Director has determined, based upon a recommendation from the Investment Manager and the Investment Oversight Group, that it would not be in the best interest of Florida PRIME to dispose of the security taking into account market conditions that may affect an orderly disposition.
6. The Investment Manager will monthly stress test Florida PRIME and at least quarterly report the results of the stress tests to the Investment Oversight Group. Stress tests must be conducted for at least the following events, or combinations of events (i) a change in short-term interest rates; (ii) an increase in net shareholder redemptions; (iii) downgrades or defaults; and (iv)

changes between a benchmark overnight interest rate and the interest rates on securities held by Florida PRIME.

The Investment Manager will at least annually provide the Investment Oversight Group with: (i) their documented compliance procedures; (ii) an assessment of Florida PRIME's ability to withstand events reasonably likely to occur in the coming year and (iii) their list of NRSROs utilized as a component of the credit risk monitoring process.

The Executive Director's delegated authority as described in this section is intended to provide him with sufficient authority and operating flexibility to make professional investment decisions in response to changing market and economic conditions. Nonetheless, the Trustees will at least monthly review and approve management summaries of material impacts on Florida PRIME, any actions or escalations taken thereon, and carry out such duties and make such determinations as are otherwise necessary under applicable law, regulation or rule.

Pursuant to Florida law, the Auditor General will conduct an annual financial audit of Florida PRIME, which will include testing for compliance with this Policy.

X. Deposits and Withdrawals

Investors should refer to the separate Florida PRIME Operating Procedures for detailed descriptions regarding how to make deposits in and withdrawals from Florida PRIME, including (1) any fees and limitations that may be imposed with respect thereto; and (2) reports provided to participants.

XI. Management Reporting

The Executive Director will be responsible for providing the formal periodic reports to the Trustees, legislative committees and other entities:

1. An annual report on the SBA and its investment portfolios, including that of Florida PRIME.
2. A monthly report on performance and investment actions taken.
3. Special reports pursuant to Chapter 218, Florida Statutes.

Appendix A

Additional Information Regarding Florida PRIME's Principal Securities

Throughout this appendix it shall be understood that actions described as being taken by Florida PRIME refer to actions taken by the Investment Manager on behalf of Florida PRIME.

FIXED INCOME SECURITIES

Corporate Debt Securities

Corporate debt securities are fixed income securities issued by businesses. Notes, bonds, debentures and commercial paper are the most prevalent types of corporate debt securities. Florida PRIME also may purchase interests in bank loans to companies.

COMMERCIAL PAPER

Commercial paper is an issuer's obligation with a maturity of generally less than 270 days. Companies typically issue commercial paper to pay for current expenditures. Most issuers constantly reissue their commercial paper and use the proceeds (or bank loans) to repay maturing paper. If the issuer cannot continue to obtain liquidity in this fashion, its commercial paper may default.

DEMAND INSTRUMENTS

Demand instruments are corporate debt securities that the issuer must repay upon demand. Other demand instruments require a third party, such as a dealer or bank, to repurchase the security for its face value upon demand. Florida PRIME treats demand instruments as short-term securities, even though their stated maturity may extend beyond one year.

Bank Instruments

Bank instruments are unsecured interest bearing deposits with banks. Bank instruments include, but are not limited to, bank accounts, time deposits, certificates of deposit and banker's acceptances. Yankee instruments are denominated in U.S. dollars and issued by U.S. branches of foreign banks. Eurodollar instruments are denominated in U.S. dollars and issued by non-U.S. branches of U.S. or foreign banks.

Florida PRIME will not invest in instruments of domestic and foreign banks and savings and loans unless they have capital, surplus, and undivided profits of over \$100,000,000, or if the principal amount of the instrument is insured by the Bank Insurance Fund or the Savings Association Insurance Fund which are administered by the Federal Deposit Insurance Corporation. These instruments may include Eurodollar Certificates of Deposit, Yankee Certificates of Deposit, and Euro-dollar Time Deposits.

Florida PRIME shall further limit its investments in bank instruments consistent with the requirements of GASB 79.

Asset Backed Securities

Asset backed securities are payable from pools of obligations, most of which involve consumer or commercial debts. However, almost any type of fixed income assets (including other fixed income securities) may be used to create an asset backed security. Asset backed securities may take the form of commercial paper, notes or pass-through certificates.

Government Securities

Government security means any security issued or guaranteed as to principal or interest by the United States, or by a person controlled or supervised by and acting as an instrumentality of the Government of the United States pursuant to authority granted by the Congress of the United States; or any certificate of deposit for any of the foregoing.

U.S. Treasury Securities

U.S. Treasury securities are direct obligations of the federal government of the United States. U.S. Treasury securities are generally regarded as having the lowest credit risks.

Agency Securities

Agency securities are issued or guaranteed by a federal agency or other government sponsored entity (GSE) acting under federal authority. Some GSE securities are supported by the full faith and credit of the United States. These include securities issued by the Government National Mortgage Association, Small Business Administration, Farm Credit System Financial Assistance Corporation, Farmer's Home Administration, Federal Financing Bank, General Services Administration, Department of Housing and Urban Development, Export-Import Bank, Overseas Private Investment Corporation, and Washington Metropolitan Area Transit Authority.

Other GSE securities receive support through federal subsidies, loans or other benefits. For example, the U.S. Treasury is authorized to purchase specified amounts of securities issued by (or otherwise make funds available to) the Federal Home Loan Bank System, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Student Loan Marketing Association, and Tennessee Valley Authority in support of such obligations.

A few GSE securities have no explicit financial support, but are regarded as having implied support because the federal government sponsors their activities. These include securities issued by the Farm Credit System, Financing Corporation, and Resolution Funding Corporation.

Investors regard agency securities as having low credit risks, but not as low as Treasury securities. Florida PRIME treats mortgage-backed securities guaranteed by a GSE as if issued or guaranteed by a federal agency. Although such a guarantee protects against credit risks, it does not reduce market risks.

Insurance Contracts

Insurance contracts include guaranteed investment contracts, funding agreements and annuities. Florida PRIME treats these contracts as fixed income securities.

Municipal Securities

Municipal securities are issued by states, counties, cities and other political subdivisions and authorities.

Foreign Securities

Foreign securities are U.S. dollar-denominated securities of issuers based outside the United States. Florida PRIME considers an issuer to be based outside the United States if:

- it is organized under the laws of, or has a principal office located in, another country;
- the principal trading market for its securities is in another country; or

- it (or its subsidiaries) derived in its most current fiscal year at least 50% of its total assets, capitalization, gross revenue or profit from goods produced, services performed or sales made in another country.

Mortgage Backed Securities

Mortgage backed securities represent interests in pools of mortgages. The mortgages that comprise a pool normally have similar interest rates, maturities and other terms. Mortgages may have fixed or adjustable interest rates. Interests in pools of adjustable rate mortgages are known as ARMs.

Zero Coupon Securities

Certain of the fixed income securities in which Florida PRIME invests are zero coupon securities. Zero coupon securities do not pay interest or principal until final maturity, unlike debt securities that provide periodic payments of interest (referred to as a “coupon payment”). Investors buy zero coupon securities at a price below the amount payable at maturity. The difference between the purchase price and the amount paid at maturity represents interest on the zero coupon security. Investors must wait until maturity to receive interest and principal, which increases the interest rate and credit risks of a zero coupon security.

Callable Securities

Certain of the fixed income securities in which Florida PRIME invests are callable at the option of the issuer. Callable securities are subject to reinvestment risks.

144A Securities

The SBA has determined that Florida PRIME constitutes (i) an "accredited investor" as defined in Rule 501(a)(7) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), as long as Florida PRIME has total assets in excess of \$5,000,000, (ii) a "qualified purchaser" as defined in Section 2(a)(51)(A)(iv) of the 1940 Act, as long as Florida PRIME in the aggregate owns and invests on a discretionary basis not less than \$25,000,000 in investments, and (iii) a "qualified institutional buyer" as defined in Rule 144(a)(1) promulgated under the Securities Act, as long as Florida PRIME in the aggregate owns and invests on a discretionary basis at least \$100,000,000 in securities.

Money Market Mutual Funds

Florida PRIME may invest in shares of registered investment companies that are money market mutual funds, including those that are affiliated with the Investment Manager, as an efficient means of implementing its investment strategies and/or managing its uninvested cash. These other money market mutual funds are managed independently of Florida PRIME and incur additional fees and/or expenses that would, therefore, be borne indirectly by Florida PRIME in connection with such investment. However, the Investment Manager believes that the benefits and efficiencies of this approach should outweigh the potential additional fees and/or expenses. The Investment Manager must obtain prior written consent of the SBA to invest Florida PRIME in money market mutual funds that are “affiliated persons” of the Investment Manager.

SPECIAL TRANSACTIONS

The Investment Manager on behalf of Florida PRIME may engage in the following special transactions.

Repurchase Agreements

A repurchase agreement is a transaction in which Florida PRIME buys a security from a dealer or bank and agrees to sell the security back at a mutually agreed-upon time and price. The repurchase price exceeds the sale price, reflecting Florida PRIME's return on the transaction. This return is unrelated to the interest rate on the underlying security. Florida PRIME will enter into repurchase agreements only with banks and other recognized financial institutions, such as securities dealers, deemed creditworthy by the Investment Manager. The securities that are subject to the repurchase transactions are limited to securities in which Florida PRIME would be permitted to invest, except that such securities may have a maturity longer than would otherwise be permitted for Florida PRIME to own.

Florida PRIME's custodian or subcustodian will take possession of the securities subject to repurchase agreements. The Investment Manager or subcustodian will monitor the value of the underlying security each day to ensure that the value of the security always equals or exceeds the repurchase price.

Repurchase agreements are subject to credit risks.

Delayed Delivery Transactions

Delayed delivery transactions, including when-issued transactions, are arrangements in which Florida PRIME buys securities for a set price, with payment and delivery of the securities scheduled for a future time. During the period between purchase and settlement, no payment is made by Florida PRIME to the issuer and no interest accrues to Florida PRIME. Florida PRIME records the transaction when it agrees to buy the securities and reflects their value in determining the price of its units. Settlement dates may not be more than seven business days after entering into these transactions; nonetheless, the market values of the securities bought may vary from the purchase prices. Therefore, delayed delivery transactions create interest rate risks for Florida PRIME. Delayed delivery transactions also involve credit risks in the event of a counterparty default.

Asset Coverage

In order to secure its obligations in connection with special transactions, Florida PRIME will either own the underlying assets, enter into an offsetting transaction or set aside readily marketable securities with a value that equals or exceeds Florida PRIME's obligations. Unless Florida PRIME has other readily marketable assets to set aside, it cannot trade assets used to secure such obligations without terminating a special transaction. This may cause Florida PRIME to miss favorable trading opportunities or to realize losses on special transactions.

19-7.002 Investment Policy Statements.

The Local Government Surplus Funds Trust Fund (Non-Qualified) Investment Policy Statement, as approved and made effective by the Trustees of the State Board of Administration on June 10, 2025, ~~July 25, 2019~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-11600>, is hereby adopted and incorporated by reference. The Investment Policy Statement may be obtained by contacting: State Board of Administration, 1801 Hermitage Blvd., Suite 100, Tallahassee, Florida 32308, Attn.: Florida PRIME Program, or by accessing the sbafla.com website, and clicking on the Florida PRIME heading under the Funds We Manage tab. The Investment Policy Statement for the Local Government Surplus Funds Trust Fund (Non-Qualified) can be accessed under the Risk Management and Oversight section.

Rulemaking Authority 218.405(4), 218.412, 218.421(1) FS. Law Implemented 218.405(1), (2), (3), (4), 218.409(2), (9), 218.415(17) FS. History—New 12-13-09, Amended 4-11-12, 1-18-14, 11-20-14, 2-18-16, 2-9-17, 2-12-18, 2-19-19, 4-8-2, _____.

This Page Intentionally Left Blank

FLORIDA RETIREMENT SYSTEM

Investment Plan Investment Policy Statement

I. PURPOSE

The Florida Retirement System Investment Plan Investment Policy Statement (IPS) serves as the primary statement of Trustee policy regarding their statutory responsibilities and authority to establish and operate an optional defined contribution retirement program for members of the Florida Retirement System. The IPS shall serve as a guiding document pertaining to investment matters with respect to the Investment Plan. The Trustees will strive to make investment decisions consistent with this IPS. Section 121.4501(14), Florida Statutes, directs the Trustees of the State Board of Administration to approve the IPS. The IPS will be reviewed annually and will be revised or supplemented as policies are changed or developed.

II. DEFINITIONS

- A. **Member** – An employee who enrolls in, or who defaults into, the Florida Retirement System Investment Plan, a member-directed 401(a) program, in lieu of participation in the defined benefit program of the Florida Retirement System, a terminated Deferred Retirement Option Program (DROP) member as described in section 121.4501(21), Florida Statutes, or an alternate payee of a member or employee.
- B. **Investment Product** – The result of a process that forms portfolios from securities and financial instruments in order to produce investment returns.
- C. **Investment Manager** – A private sector company or the State Board of Administration that provide one or more investment products.
- D. **Investment Funds** – One of the investment options that may be chosen by participants. A Fund may be an aggregate of one or more investment products.
- E. **Bundled Provider** - A private sector company that offers investment products, combined with recordkeeping and trading services, which are designed to meet individualized needs and requirements of plan participants, so as to afford value to participants not available through individual investment product.
- F. **Passively Managed Option** – An investment management strategy that intends to produce the same level and pattern of financial returns generated by a market benchmark index.
- G. **Actively Managed Option** – An investment management strategy that relies on security return predictions in an effort to out-perform the financial returns generated by a market benchmark index.
- H. **Performance Benchmark** – A market benchmark index that serves as the performance measurement criterion for investment options.
- I. **Investment Plan Administrator or Recordkeeper** – A private sector company that provides administrative services, including individual and collective recordkeeping and accounting, Internal

Revenue Code (“IRC”) limit monitoring, enrollment, beneficiary designation and changes, disbursement of monies, and other centralized administrative functions.

- J. **Self-Directed Brokerage Account** – An alternative method for Investment Plan members to select various investments options otherwise not available in the Investment Plan.
- K. **Self-Direct Brokerage Account Provider** – A private sector company that provides access to a Self-Directed Brokerage Account to members of the FRS Investment Plan.

III. OVERVIEW OF THE INVESTMENT PLAN AND STATE BOARD OF ADMINISTRATION

- A. The Investment Plan is a member-directed 401(a) program for employees who selected to participate, or who defaulted into the plan, in lieu of participation in the defined benefit program of the Florida Retirement System. Investment Plan benefits accrue in individual accounts that are member-directed, portable and funded by employee and employer contributions and earnings. In accordance with Section 121.4501(15)(b), Florida Statutes, members and beneficiaries bear the investment risks and reap the rewards that result when they exercise control over investments in their accounts. Fluctuations in investment returns directly affect members’ benefits.
- B. The State Board of Administration (Board), Division of Retirement, and affected employers administer the Investment Plan. The Board designs educational services to assist employers, eligible employees, members and beneficiaries. The State Legislature has the responsibility for setting contribution levels and providing statutory guidance for the administration of the Investment Plan.

IV. THE BOARD

- A. The Board consists of the Governor, as Chairman, the Chief Financial Officer and the Attorney General. The Board shall establish an optional defined contribution retirement program for members of the Florida Retirement System and make a broad range of investment options, covering most major market segments, available to members. The Board makes the final determination as to whether any investment manager or product, third-party administrator, education vendor or investment guidance vendor shall be approved for the Plan.
- B. The Board shall discharge its fiduciary duties in accordance with the Florida statutory fiduciary standards of care as contained in Sections 121.4501(15)(a) and 112.656, Florida Statutes.
- C. The Board delegates to the Executive Director the administrative and investment authority, within the statutory limitations and rules, to manage the Investment Plan. The Board appoints a nine-member Investment Advisory Council (IAC). The IAC reviews the IPS and any proposed changes prior to its presentation to the Board of Trustees. The Council presents the results of its review to the Board of Trustees prior to the Trustees’ final approval of the statement or any changes.

V. THE EXECUTIVE DIRECTOR

- A. The Executive Director is responsible for managing and directing administrative, personnel, budgeting and investment-related functions, including the hiring and termination of investment managers, bundled providers and products.
- B. The Executive Director is responsible for developing specific investment objectives and policy guidelines for investment options for the Investment Plan. The Executive Director is responsible for developing policies and procedures for selecting, evaluating, and monitoring the performance of investment managers and products to which employees may direct retirement contributions under the Investment Plan, and providing the Board with monthly and quarterly reports of investment activities.
- C. The Executive Director is responsible for maintaining an appropriate compliance program that ensures :
 - Compliance with contractual and investment guidelines of each investment manager;
 - Compliance with contractual provisions agreed to with the Investment Plan administrator and the custodian, and all other service providers to the Plan, to facilitate compliance with all legal requirements pertaining to the administration of the Plan, and compliance with all applicable administrative rules, SBA policies, and procedures; and
 - Compliance with reporting and valuation requirements.

In addition, the Executive Director is also responsible for maintaining diversified investment options, and maximizing returns with respect to the performance benchmarks of investment options offered in the Investment Plan line up, consistent with appropriate defined contribution plan design. Each investment option will avoid excessive risk and have a prudent degree of diversification relative to its broad market performance benchmark. The Executive Director will develop policies and procedures to:

- Identify and monitor manager performance and key investment and operational risks within the manager's business structure.
- Maintain an appropriate compliance program that ensures compliance with contractual and investment guidelines of each manager in the plan.
- Maintain an appropriate and effective oversight function within the Office of Defined Contribution Programs to ensure effective operational and administrative oversight.
- Approve fund allocations and limits for each fund-of-fund or Retirement Date Fund under the Investment Plan.

The Executive Director will appoint a Chief of Defined Contribution Programs, to assist in the execution of the responsibilities enumerated in the preceding paragraphs. For day-to-day executive and administrative purposes, the Chief of Defined Contribution Programs will proactively work with the Executive Director and designees to ensure that issues are promptly and thoroughly addressed by management. On at least a quarterly basis, the Chief of Defined Contribution Programs will provide reports to the Investment Advisory Council, and to the Audit Committee and Board as requested.

To ensure compliance with the enumerated functions outlined above, at the request of the Executive Director, the SBA Chief Risk & Compliance Officer will conduct compliance reviews of Office of

Defined Contribution Programs to ensure compliance with this Investment Policy Statement and any SBA related policies and procedures in place for the Investment Plan and will provide a report that details any adverse compliance exceptions to the Executive Director.

Pursuant to written SBA policy, the Executive Director will cause a regular review, documentation and formal escalation of any events that may have a material impact on the FRS Investment Plan Trust Fund. The Executive Director is delegated the authority and responsibility to prudently address any such events, with input from the Investment Advisory Council as necessary and appropriate, unless otherwise required in this Investment Policy Statement.

- D. The Executive Director shall adopt policies and procedures designed to prevent excessive member trading between investment options from negatively impacting other members.
- E. The Executive Director is responsible for periodically reviewing this IPS and recommending changes to the Board of Trustees when appropriate.

VI. INVESTMENT OBJECTIVES

A. The Investment Plan shall seek to achieve the following long-term objectives:

- 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.
- 3) Offer members meaningful, independent control over the assets in their account with the opportunity to:
 - a) Obtain sufficient information about the plan and investment alternatives to make informed investment decisions;
 - b) Direct contributions and account balances between approved investment options with a frequency that is appropriate in light of the market volatility of the investment options;
 - c) Direct contributions and account balances between approved investment options without the limitation of fees or charges; and
 - d) Remove accrued benefits from the plan without undue delay or penalties, subject to the contract and all applicable laws governing the operation of the Plan.

VII. MEMBER CONTROL AND PLAN FIDUCIARY LIABILITY

- A. This IPS is structured to be consistent with the Legislature's intent to assign liability for members' investment losses to members and provide a safe harbor for Plan fiduciaries.
- B. In Sections 121.4501(8)(b)2. and 121.4501(15)(b), Florida law incorporates the federal law concept of participant control, established by regulations of the U.S. Department of Labor under section 404(c) of the Employee Retirement Income Security Act of 1974. The Investment Plan shall incorporate these concepts by providing Plan participants the opportunity to give investment instructions and obtain sufficient information to make informed investment decisions. The Investment Plan shall, in accordance with the 404(c) regulations and Florida law, provide members an opportunity to choose from a broad range of investment alternatives.
- C. If a member or beneficiary of the Investment Plan exercises control over the assets in his or her account, pursuant to section 404(c) regulations and all applicable laws governing the operation of the Plan, no Plan fiduciary shall be liable for any loss to a member's or beneficiary's account which results from such member's or beneficiary's exercise of control.
- D. The default investment option for FRS Investment Plan members that default into the plan or fail to make a selection of investment options shall be the FRS Retirement Date Fund (RDF), or Retirement Target Date Fund, that matches the year closest to the year each individual member reaches normal retirement age for the Florida Retirement System as defined in Section 121.021(29) Florida Statutes, which otherwise meets the requirements of a qualified default investment alternative pursuant to regulations issued by the U.S. Department of Labor. The default investment option for FRS Pension Plan DROP participants who rollover funds from their DROP account to the Investment Plan as permitted by section 121.4501(21), Florida Statutes, and fail to make a selection of investment options shall be the FRS Retirement Fund.

VIII. MEMBER EDUCATION AND INVESTMENT GUIDANCE

- A. The education component of the Investment Plan shall be designed by the Board to assist employers, eligible employees, members, and beneficiaries in order to maintain compliance with section 404(c) regulations and to assist employees in their choice of defined benefit or defined contribution retirement programs. Educational services include, but are not limited to, disseminating educational materials; providing retirement planning education; explaining the differences between the defined benefit retirement plan and the defined contribution retirement plan; and offering financial planning guidance on matters such as investment diversification, investment risks, investment costs, and asset allocation.

For members of the Investment Plan, the following items must be made available to members in sufficient time to allow them an opportunity to make informed decisions regarding the management of their individual retirement account under the Plan:

- A description of all investment funds offered as an investment option under the Investment Plan including: general investment objectives, risk and return

characteristics, and type and diversification of assets, but excluding any investment instruments made available through a self-directed brokerage account.

- An explanation of how to give investment instructions and any limits or restrictions on giving instructions.
- A description of any transaction fees or expenses that are charged to the member's account in connection with purchases or sales of an investment fund.
- Investment summary fund profiles as defined at Sections 121.4501(15)(c), excluding the prospectus or other information for the underlying investment instruments available through the self-directed brokerage account provided by the Plan.
- Descriptions of the annual operating expenses for each investment alternative, such as investment management fees, excluding the prospectus or other information for the underlying investment instruments available through the self-directed brokerage account provided by the Plan.
- The value of shares of all investment funds and a quarterly member statement that accounts for contributions, investment earnings, fees, penalties, or other deductions, excluding the prospectus or other information for the underlying investment instruments available through the self-directed brokerage account provided by the Plan.
- Information concerning the past investment performance of each investment fund, net of expenses, and relative to appropriate market indices, excluding the prospectus or other information for the underlying investment instruments available through the self-directed brokerage account provided by the Plan.

- B. Consistent with Sections 121.4501(8)(b)1. and 121.4501(10)(b), Florida Statutes, the education component shall provide FRS members with impartial and balanced information about the Plan and investment choices. In addition, any approved education organization shall not be an approved investment provider or be affiliated with an approved investment provider. Educational materials shall be prepared under the assumption that the employee is an unsophisticated investor and all educational materials, including those distributed by bundled providers, shall be approved by the Board prior to dissemination. Members shall have the opportunity to choose from different levels of education services, as well as a variety of delivery methods and media. All educational services offered by investment product providers shall be provided on a fee-for-service basis.
- C. The Board shall contract for the provision of low- or no-cost investment guidance to members that is supplemental to educational services and that may be paid for by those receiving the guidance. Investment guidance shall consist of impartial and balanced recommendations about investment choices consistent with Rule 19-13.004, F.A.C. Investment guidance provided to a member should be individualized and provided on a regular basis. Members have the opportunity to choose from different levels of customized investment guidance services, as well as a variety of delivery methods and media.

- D. Investment guidance for Investment Plan members will provide optimized combinations of available Investment Plan investment options and any personally owned non-Investment Plan member directed tax-deferred or taxable accounts.
- E. Investment guidance for Pension Plan members will provide optimized combinations of any available Pension Plan benefit and any personally owned specific investment options across member directed tax-deferred or taxable accounts.
- F. Bundled provider(s) selected to provide investment products for Investment Plan members shall not provide any member education services aimed at influencing the choice between the defined benefit and defined contribution plans of the Florida Retirement System. This education program will only be provided by the neutral education provider hired to do so by the Board.

IX. ROLES OF THE INVESTMENT PLAN ADMINISTRATOR AND BUNDLED PROVIDERS

- A. The Board will select a single private party to serve as the administrator for the Investment Plan. The Board makes the final determination as to whether any administrator shall be approved for the Plan. Administrative services such as individual and collective recordkeeping and accounting, IRC limit monitoring, enrollment, beneficiary designation and changes, disbursement of benefits, and other centralized administrative functions shall be provided by the single administrator selected by the Board. The SBA retains the right to delineate through the contract the specific administrative services to be provided by the Bundled Provider. The SBA also retains the right, consistent with Section 121.4501(8)(a)1., Florida Statutes, to enter into a contract with the Division of Retirement for certain administrative services.
- B. Bundled provider(s) selected to provide investment products to members will provide administrative services that are uniquely relevant to the bundled provider mandate. The SBA shall specify the administrative services to be provided by the single administrator and the bundled provider in the solicitation documents and contracts for services.

X. INVESTMENT OPTIONS AND PERFORMANCE BENCHMARKS

- A. The authorized categories of Investment Plan investment options are segmented into tiers, with each designed to meet the varying needs of different members as shown in IPS-Table 1. The Investment Plan investment options are contained in IPS-Table 2. The default option for members that fail to make a selection of investment options shall be the Retirement Date Fund (RDF) that matches the year closest to the year each individual member reaches the normal retirement age for the Florida Retirement System as defined in Section 121.021(29) Florida Statutes. The investment options can be constructed under a multiple manager framework of two or more investment managers, however, the number of investment options shall not exceed the “Maximum Number of Options” listed in IPS-Table 2 for each category, except to the extent that:
 - 1) Multiple investment options within the same category are simultaneously offered to facilitate a transitional mapping of contributions and account balances from a terminating option;
 - 2) An investment option is temporarily closed to new contributions and account balance transfers.

IPS-Table 1: Authorized Investment Categories

Tier	Philosophy
Tier I- Asset Allocation-Target Date Funds	Allow members to choose a diversified investment portfolio that best fits their career time horizon until anticipated retirement date. TDFs seek growth of assets in earlier years of employment and gradually shift to income oriented options at retirement. Designed for members with little investment knowledge who want a professionally managed asset allocation with little input from the member. These options will be comprised of underlying investments in the Investment Plan's Tier II and Tier III Core Options.
Tier II- Passively-Managed Core Options	Allow members who wish some control over major investment category shifts to create their own portfolios based on broad, low-cost index funds that best fit their time horizon, risk tolerance and investment goals.
Tier III- Actively –Managed Core Options	Allow members who wish more control over all key investment allocation decisions to create their own portfolios based on investment options from active managers who seek returns above a performance benchmark and that members believe best fit their time horizon, risk tolerance and investment goals.
Tier IV- Retirement Annuity Options	Allow members leaving FRS employment a means by which they can create an income stream of their accumulated assets that can last over their remaining lifetimes.
Tier V- Self Directed Brokerage Account	Allows members interested in investments outside of Tiers I, II and III the opportunity to invest in a broad array of mutual funds, stocks, US Treasuries and other investment alternatives based on their time horizon, risk tolerance, investment goals and/or preferences.

IPS-Table 2: Authorized Investment Options Representative Performance Benchmarks, Retiree Annuities and Self Directed Brokerage Account

Investment Option Categories	Maximum Number of Options	Representative Performance Benchmarks
Tier I: Target Date Funds		
A series of asset allocation funds structured in 5-year increments along a “glidepath” as	11	Weighted Average of each Constituent Fund’s Benchmarks

demonstrated in IPS Chart 1 below.		
Tier II: Passively Managed Core Options		
Enhanced U.S. Bond Index Fund	1	Bloomberg Barclays Aggregate Bond Index
Stock Market Index Fund	1	Russell 3000 Index
Foreign Stock Index Fund	1	MSCI All Country World Index ex U.S. IMI Index

Tier III: Actively-Managed Core Options		
Stable Value Fund	1	Custom Stable Value Benchmark
Inflation Sensitive Fund	1	Custom Multi-Asset Benchmark
Diversified Income Fund	1	Custom Diversified Income Benchmark
US Stock Fund	1	Custom US Stock Fund Benchmark
Foreign Stock Fund	1	Custom Foreign Stock Benchmark
Global Stock Fund	1	Custom Global Stock Benchmark

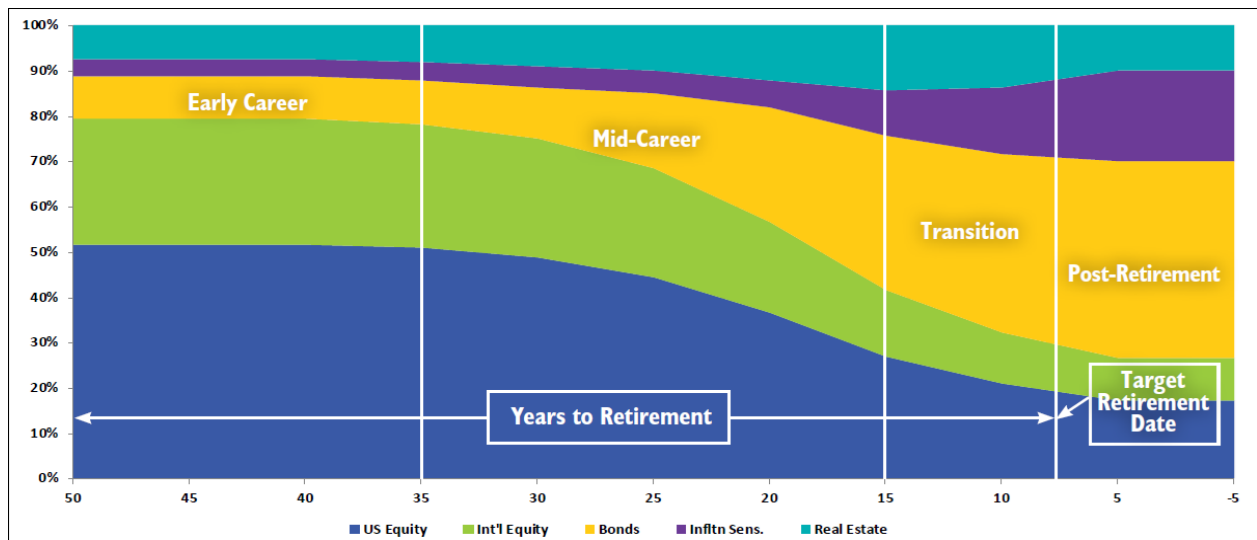
Tier IV: Retiree Annuity Options		(Section 121.591(1)(c), Florida Statutes)
Immediate and Deferred Annuities	Not Applicable	Specified by the Executive Director
Tier V: Self-Directed Brokerage Account	Not Applicable	Not applicable

- B. Investment options and investment products (i.e., that support Investment Funds that are composed of an aggregate of one or more investment products) may be provided by investment managers or bundled providers. Pursuant to Section 121.4501(9)(a), Florida Statutes, the Board shall select one or more providers who offer multiple investment products when such an approach is determined by the Board to afford value to members otherwise not available through individual investment products. Consistent with its fiduciary responsibilities, the Board is permitted by Section 121.4501(8)(h), to develop one or more investment products for the Investment Plan.
- C. Investment options may have performance benchmarks other than the “Representative Performance Benchmarks” listed in IPS-Table 2, but any alternative performance benchmark must be identified in the investment guidelines required under Section XI of this IPS and provide substantial coverage of the financial market segment defined by the corresponding Representative Performance Benchmark.
- D. Retirement Date Funds are only available as a weighted average of Tier II and III options. The Board shall establish procedures for initiating rebalancings per approved investment guidelines.
- E. With IAC review and input, the Executive Director shall periodically recommend changes to the authorized investment option categories in IPS-Tables 1 and 2, as modifications are appropriate. Any recommended modifications must be justified in terms of the incremental costs and benefits provided to members.

XI. GENERAL INVESTMENT OPTION GUIDELINES

- A. The Executive Director is responsible for developing specific investment policies and guidelines for investment options, which reflect the goals and objectives of this IPS. In doing so, he is authorized to exercise and perform all duties set forth in Section 121.4501(9), Florida Statutes, except as limited by this IPS or Board Rules. General guidelines are as follows:

1) The Retirement Date Funds are diversified portfolios designed to provide members with professionally managed investment vehicles that can grow assets over their career. The funds seek favorable long-term returns through investments in the Tier II and III Options according to the “glide path” allocation levels identified in IPS-Chart 1. Asset allocations will generally be held within a Current Operating Range (COR) of plus or minus 2% of their respective allocation target, but short-term deviations may occur. Optimized asset allocations for the Retirement Date Funds shall be established using methodology consistent with the guidance rendered by the Investment Plan’s investment consultant.

IPS-Chart 1: Target Date Investment Funds Glidepath

2) The Stable Value Fund seeks to provide maximum current income while maintaining stability of principal. The fund will be actively managed and will primarily invest in short-term fixed income securities designed to provide principal stability and a competitive yield. The stability of principal is guaranteed through Wrap Contracts with various high quality insurance companies and banks. The competitive yield is determined quarterly via a crediting rate derived from the book value yield of the underlying securities net of fees.

3) The U.S. Bond and Diversified Income funds seek high current income consistent with capital appreciation. The funds may be passively or actively managed and will primarily invest in securities contained in the benchmark, although other fixed income instruments which fit the funds' objectives may be selectively used to generate excess return, such as real estate, non-investment grade securities or securities issued by foreign entities. The funds' sensitivity to interest rate changes will closely approximate that of the performance benchmark.

4) The U.S. Stock funds seek capital appreciation and current income. The funds may be passively or actively managed and will primarily invest in equities contained in the benchmark. Other securities which fit the funds' objectives may be selectively used to generate excess return. The funds' investment process will not have a persistent bias toward the selection of securities that are predominantly in the growth or value style categories.

5) The Foreign Stock funds seek capital appreciation and current income. The funds may be passively or actively managed and will primarily invest in equities contained in the benchmark, although other securities which fit the funds' objectives may be selectively used to generate excess return, such as equity securities issued by corporations domiciled in emerging economies.

6) The Inflation Sensitive Fund seeks long-term real returns to preserve the future purchasing power of accumulated member benefits. The fund will be actively managed and will primarily invest in a

diversified array of assets that may act as a hedge against inflationary pressures including, but not limited to, U.S. Treasury's inflation-indexed securities, commodities, real estate investment trusts, commercial real estate and other securities. The fund's sensitivity to interest rate changes and inflation will closely approximate that of the performance benchmark.

7) The Global Stock fund seeks capital appreciation and current income. The fund may be passively or actively managed and will primarily invest in equities contained in the benchmark, including equities domiciled in the United States, other developed and emerging economies although other securities which fit the funds' objectives may be selectively used to generate excess returns.

8) Each investment option must:

- a) Have a prudent degree of diversification relative to its performance benchmark;
- b) Be readily transferable from one Investment Plan account to another Investment Plan investment option or to private-sector or public-sector defined contribution plan accounts and self-directed individual retirement accounts;
- c) Allow transfers of members' balances into and out of the option at least daily, subject to the excessive trading policies of the providers and/or the SBA;
- d) Have no surrender fees or deferred loads/charges;
- e) Have no fees or charges for insurance features (e.g. mortality and expense risk charges);
- f) To the extent allowed by law, notwithstanding failure to meet one or more of the IPS Section XI(8)(b),(c)-(f) requirements, an option may be authorized if: (i) it produces significant and demonstrable incremental retirement benefits relative to other comparable products in the market place and comparable Tier I, Tier II, or Tier III options; and (ii) the incremental benefits are sufficient to offset all associated fees, charges and the expected economic cost of the variance(s) with the IPS Section XI(8)(b),(c)-(f) requirements. Comparability shall be based on the option's underlying investments within the broad categories of Money Market, U.S Fixed Income, U.S. Equities and Foreign Equities.

9) The annuity option offered in Tier IV must be provided by a provider with high independent ratings for financial strength and stability. Tier IV options may include immediate annuities with combinations of some of the following features:

- a) Single premium.
- b) Life or fixed period payouts.
- c) Single or joint life (survivors with an insurable interest).
- d) Complete or partial survivor benefits.
- e) Cash refund, installment refund or period certain features.
- f) Variable or fixed payments, non-participating, or income payable features.
- g) Deferred payments.

B. The long-term performance of each actively managed investment option is expected to exceed the returns on their 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 on the performance benchmark, net of all fees and charges. Investment managers are authorized to prudently use options,

futures, notional principal contracts or securities lending arrangements, in accordance with the fiduciary standards of care, as contained in Section 121.4501(15)(a), Florida Statutes, investment guidelines and related policies.

XII. INVESTMENT MANAGER SELECTION AND MONITORING GUIDELINES

- A. The Executive Director shall develop policies and guidelines for the selection, retention and termination of investment managers, bundled providers and products, and shall manage all internal and external contractual relationships in accordance with the fiduciary responsibilities of the Board, this IPS and provisions of Sections 121.4501(8)(h) and 121.4501(9)(c), Florida Statutes.

When the Executive Director decides to terminate an investment fund in the Investment Plan, members will be granted an opportunity to direct their assets to other Investment Plan investment fund options prior to the investment fund termination. Assets that are not directed by members will be transferred or “mapped” to the investment fund(s) that the Executive Director deems appropriate. The mapping factors that will be consider include, but are not limited to, alignment of investment fund type (e.g., asset class, capitalization and style) and investment strategy (e.g., objectives, market focus, and implementation tactics).

- B. In the selection of investment managers, investment products or bundled providers, consideration shall be given to their effectiveness in minimizing the direct and indirect costs of transferring the total present value of accumulated benefit obligations for existing employees that choose membership in the Investment Plan from the Pension Plan trust to the Investment Plan trust.
- C. In the selection and monitoring of products from bundled providers, each proposed product will be evaluated on a stand-alone basis, pursuant to the requirement in Section 121.4501(9)(c)9., Florida Statutes. The cost-effectiveness of the levels of non-investment services supporting the products will also be evaluated relative to their benefits.
- D. In the selection, retention and termination of bundled providers and their proposed products and services, value, as that term is used in Section 121.4501(9)(a), Florida Statutes, shall be evaluated based on the value added to the process of accumulating retirement benefits for members. This evaluation shall consider the following factors in arriving at any staff recommendation:
- 1) Additional products or services that are not otherwise available to the members within the Plan;
 - 2) The type and quality of investment products offered;
 - 3) The type and quality of non-investment services offered; and
 - 4) Other significant elements that provide value to members, consistent with the mandates of Section 121.4501, Florida Statutes.
- E. On at least an annual basis, a review will be conducted of the performance of each approved investment manager and product and related organizational factors to ensure continued compliance with established selection, performance and termination criteria, Board policy and procedures and all contractual provisions. The performance and termination criteria for each provider and investment product will be reflected in each employment contract.

- F. In addition to reviewing the performance of the Investment Plan's investment managers/options, the Executive Director will periodically review all costs associated with the management of the Investment Plan's investment options, including:
- 1) Expense ratios of each investment option against the appropriate peer group; and
 - 2) Costs to administer the Plan, including recordkeeping, account settlement (participant balance with that of investment), allocation of assets and earnings, and (when applicable) the proper use of 12b-1 fees to offset these fees.

XIII. SELF-DIRECTED BROKERAGE ACCOUNT (SDBA) PROVIDER SELECTION AND MONITORING GUIDELINES

- A. The Executive Director shall develop policies and guidelines for the selection, retention and termination of a SDBA Provider and shall manage the contractual relationship in accordance with the fiduciary responsibilities of the Board, this IPS and provisions of Section 121.4501(9)(c), Florida Statutes.
- B. The SDBA shall be offered as a service to Investment Plan members to enable members to select investments otherwise not offered in the Plan.
- C. In selecting the SDBA Provider, the Executive Director shall consider the following:
- 1) Financial strength and stability as evidenced by the highest ratings assigned by nationally recognized rating services when comparing proposed providers that are so rated.
 - 2) Reasonableness of fees compared to other providers taking into consideration the quantity and quality of services being offered.
 - 3) Compliance with the Internal Revenue Code and all applicable federal and state securities laws.
 - 4) The methods available to members to interact with the provider; the means by which members may access account information, direct investment of funds, transfer funds, and to receive fund prospectuses and related investment materials as mandated by state and federal regulations.
 - 5) Ability to provide prompt, efficient and accurate responses to participant directions, as well as providing confirmations and quarterly account statements in a timely fashion.
 - 6) Process by which assets are invested, as well as any waiting periods when the monies are transferred.
 - 7) Organizational factors, including, but not limited to, financial solvency, organizational depth, and experience in providing self-directed brokerage account services to public defined contribution plans.

- 8) The self-directed brokerage account available under the most beneficial terms available to any customer.
 - 9) The provider will agree not to sell or distribute member lists generated through services rendered to the Investment Plan.
 - 10) The provider, as well as any of its related entities, may not offer any proprietary products as investment alternatives in the self-directed brokerage account.
- D. The Executive Director shall regularly monitor the selected provider to ascertain whether there is continued compliance with established selection criteria, board policy and procedures, state and federal regulations, and any contractual provisions.
- E. The Executive Director shall ensure that the SDBA Provider will include access to investment instruments offered through the self-directed brokerage account by providing connectivity with the following:
- 1) Stocks listed on a Securities Exchange Commission (SEC) regulated national exchange.
 - 2) Exchange Traded Funds (except for leveraged Exchange Traded Funds).
 - 3) Mutual Funds not offered in the Investment Plan.
 - 4) Fixed Income products.
- F. The Executive Director shall ensure that the self-directed brokerage account accessibility does not include the following as investment alternatives:
- 1) Illiquid investments;
 - 2) Over the Counter Bulletin Board (OTCBB) securities;
 - 3) Pink Sheet® (PS) securities;
 - 4) Leveraged Exchange Traded Funds;
 - 5) Direct Ownership of Foreign Securities;
 - 6) Derivatives, including, but not limited to futures and options contracts on securities, market indexes, and commodities;
 - 7) Buying/Trading on Margin;
 - 8) Limited Partnership Interests;
 - 9) Investment Plan products;

10) Any investment that would jeopardize the Investment Plan's tax qualified status;

11) Master Limited Partnerships (MLPs);

12) Commodity ETFs (subject to UBIT);

13) Private Placements.

G. The Executive Director shall establish procedures with the SDBA Provider and the Investment Plan Administrator to ensure that an Investment Plan member may participate in the self-directed brokerage account, if the member:

- 1) Maintains a minimum balance of \$5,000 in the products offered under the Investment Plan;
- 2) Makes a minimum initial transfer of funds into the self-directed brokerage account of \$1,000;
- 3) Makes subsequent transfers of funds into the self-directed brokerage account in amounts of \$1,000 or greater;
- 4) Pays all trading fees, commissions, administrative fees and any other expenses associated with participating in the self-directed brokerage account;
- 5) Does not violate any trading restrictions established by the provider, the Investment Plan, or state or federal law.

H. The Executive Director shall establish procedures with the SDBA Provider and the Investment Plan Administrator to ensure that employer contributions and employee contributions shall be initially deposited into member's Investment Plan account and will then be made available for transfer to the member's SDBA.

I. The Executive Director shall establish procedures with the SDBA Provider and the Investment Plan Administrator that distributions will not be processed directly from member's assets in the SDBA. Assets must first be transferred to Investment Plan products. A member can request a distribution from the Investment Plan once the transfer of the assets from the SDBA to the member's Investment Plan account and all Investment Plan distribution requirements are met.

J. The Executive Director shall ensure that any member participating in the SDBA will be provided, at minimum, a quarterly statement that meets Financial Industry Regulatory Authority (FINRA) requirements which details member investments in the SDBA. The statement shall include, but is not limited to, member specific accounting of the investment instruments selected by a member, the net gains and losses, and buy/sell transactions. Additionally, a confirmation of trade statement will be sent for each transaction and all fees, charges, penalties and deductions associated with each transaction are netted in the trade and reflected in the transaction confirmation.

- K. The Executive Director shall develop appropriate communications to members participating in the SDBA that will notify members that the Board is not responsible for managing the SDBA beyond administrative requirements as established between the Board and SDBA Provider. As such, investment alternatives available through the SDBA have not been subjected to any selection process, are not monitored by the Board, require investment expertise to prudently buy, manage and/or dispose of, and have a risk of substantial loss. The communication shall also notify members that they are responsible for any and all administrative, investment, and trading fees associated with participating in the SDBA.
- L. The Executive Director shall ensure that the provider will deliver a prospectus or other information for the underlying investments available through the self-directed brokerage account as provided in Section 121.4501(15)(c)1. and 2. and in compliance with Federal laws.

XIV. REPORTING

- A. The Board directs the Executive Director to coordinate the preparation of quarterly reports of the investment performance of the Investment Plan by the Board's independent performance evaluation consultant.
- B. The following formal periodic reports to the Board shall be the responsibility of the Executive Director: an annual investment report, an annual financial report and a monthly performance report.

XV. IMPLEMENTATION SCHEDULE

This IPS shall be effective upon approval by the Trustees.

This Page Intentionally Left Blank

19-9.001 Investment Policy Statement.

The Florida Retirement System Investment Plan Investment Policy Statement, as approved by the Trustees of the State Board of Administration on ~~June 10, 2025~~ ~~May 4, 2021~~, and ~~is made~~ effective ~~June 10, 2025~~ ~~July 1, 2021~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-13933>, is hereby adopted and incorporated by reference. The Investment Policy Statement may be obtained by contacting: State Board of Administration, 1801 Hermitage Blvd., Suite 100, Tallahassee, Florida 32308; Attn.: Office of Defined Contribution Programs, or by accessing the MyFRS.com website, clicking on Investment Funds link and then clicking on Fund Policies.

Rulemaking Authority 121.4501(8), 215.52 FS. Law Implemented 121.4501(1), (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15) FS. History—New 7-29-01, Amended 7-23-02, 5-10-05, 5-19-09, 7-12-12, 12-30-15, 2-12-18, 4-8-20, 5-11-22,

This Page Intentionally Left Blank

19-4.0035 Florida Retirement System Defined Benefit Plan Investment Policy Statement.

The Florida Retirement System Defined Benefit Plan Investment Policy Statement, as approved by the Trustees of the State Board of Administration on March 5, 2025, ~~December 9, 2014~~, and is effective March 5, 2025, ~~January 1, 2015~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-05859>, hereby is adopted and incorporated by reference. The Investment Policy Statement may be obtained by contacting: State Board of Administration, 1801 Hermitage Blvd., Suite 100, Tallahassee, Florida 32308, or by accessing the sbafila.com website.

Rulemaking Authority 212.52 FS. Law Implemented 215.475 FS. History—New 6-8-14, Amended 2-18-16,

_____.

This Page Intentionally Left Blank

19-11.001 Definitions.

The following words and terms shall have the following meanings for purposes of chapters 19-11 and 19-13, F.A.C.:

(1) through (10). No change.

(11) “Default” or “default election” arises when a newly-hired employee fails to enroll in the Pension Plan or Investment Plan by 4:00 p.m. (Eastern Time) of their choice period deadline date, which is typically the last business day of the 8th month following the employee’s month of hire. Such employee is deemed to have defaulted into the Investment Plan as his or her initial plan choice or first election. If the newly-hired employee is employed in a position included in the Special Risk Class, and fails to enroll in the Pension Plan or Investment Plan by 4:00 p.m. (Eastern Time) of their choice period deadline date, which is typically the last business day of the 8th month following the employee’s month of hire, the employee is deemed to have defaulted into the Pension Plan as his or her initial plan choice or first election.

(12) through (44). No change.

(45) “Required Minimum Distributions,” (“RMD”) are the annual minimum distributions that, pursuant to the Internal Revenue Code, must be taken by members who are age 73 ~~72~~ or older (~~age 73 or older if the member reaches age 72 after December 31, 2022~~) from their qualified retirement plan accounts, including 401(k), 457, 403(b) plans and IRA accounts, when they terminate employment. The amount of an RMD in any year is based on account balances as of December 31st of the prior year. The member must have terminated all FRS covered employment in order for an RMD to be processed. Once the RMD has been calculated, the RMD will be paid to the member, even if the member returns to active FRS employment during the calendar year.

(46) through (54). No change.

Rulemaking Authority 121.78(3)(c), 121.4501(8) FS. Law Implemented 121.78, 121.4501 FS. History—New 12-8-02, Amended 3-9-06, 7-12-12, 12-16-12, 6-5-14, 8-18-14, 12-30-15, 4-12-17, 2-12-18, 2-19-19, 5-11-22, 7-26-23, 4-22-24, _____.

19-11.002 Beneficiary Designations and Distributions for FRS Investment Plan.

(1) through (3). No change.

(4)(a) through (g). No change.

(4)(h) If a beneficiary form is received without a marital status and a spouse has not been listed as a primary or ~~contingent~~ contingent beneficiary, the member will be considered single. If a member should die, and it is later determined the member is married, the account will be updated accordingly and benefits will be paid based on the member being married.

(5) through (13). No change.

(14) Procedures for distributions to beneficiaries who are minors.

(a) No change.

(b) When a minor child or children is/are the designated beneficiaries of the member, whether the member is the minor's or minors' ~~minor's~~ parent, grandparent, sibling, other relative or any other person, a copy of the birth certificate of each minor child and the social security number for each minor child must be provided to the FRS Investment Plan Administrator, and must be received prior to any payout, regardless of the amount.

(c) through (f). No change.

(15) through (19). No change.

Rulemaking Authority 121.4501(8) FS. Law Implemented 121.091(5)(j), (8), 121.4501(20), 121.591(3), 732.802 FS. History—New 10-21-04, Amended 3-9-06, 11-26-07, 12-8-08, 1-7-10, 8-7-11, 7-12-12, 12-16-12, 10-15-13, 1-28-14, 12-30-15, 2-9-17, 2-12-18, 4-8-20, 5-11-22, 7-26-23, 4-22-24, ____.

19-11.003 Distributions from FRS Investment Plan Accounts.

(1) No change.

(2) Distributions are available after the member terminates all employment with all FRS employers.

(a) No change.

(b) If the member's termination date has not been submitted by the employer on the monthly retirement report within the three (3) calendar months, the employer can complete and return the "Employment Termination Form," Form ETF-2, rev. ~~01/25 06-19~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-14010>, which is hereby adopted and incorporated by this reference. The termination form can be obtained by accessing the website MyFRS.com and then clicking on Forms or by calling the MyFRS Financial Guidance Line at 1(866)446-9377, Option 4 or, for members who are deaf, hard of hearing, or speech impaired, TRS 711. This form has instructions and a section for the employer to provide the member's date of termination. Alternatively, the employer can log onto the employer page at MyFRS.com and go to FRS Online for Employer Services and submit the termination date electronically.

(c) Upon the expiration of the three (3) calendar months after termination of all employment from all ~~FRS FRS-participating~~ employers, the member may request a distribution from the Investment Plan Administrator, by calling the toll free MyFRS Financial Guidance Line at 1(866)446-9377, Option 4 (TRS 711), or by logging on to the MyFRS.com website, accessing his or her personal account information, and then requesting the distribution through the online services.

(d) through (e). No change.

(3) through (11). No change.

Rulemaking Authority 121.4501(8) FS. Law implemented 119.07(4)(d), 121.021(29), (39), 121.091(5)(j), 121.4501(20), 121.591, 121.77, 732.802 FS. History-New 3-9-06, Amended 11-26-07, 5-19-09, 1-7-10, 8-7-11, 7-12-12, 12-16-12, 12-30-15, 4-12-17, 2-12-18, 5-11-22, 4-22-24 _____.

19-11.005 Florida Retirement System (FRS) State Board of Administration Complaint Procedures.

(1) Request for Intervention.

(a) No change.

(b) The member may use "Florida Retirement System Investment Plan Request for Intervention," Form SBA-RFI ~~07/2024 01/2019~~, contained in the FRS Investment Plan Complaint Procedures package, <http://www.flrules.org/Gateway/reference.asp?No=Ref-10206>, which is hereby adopted and incorporated by reference. The form may be obtained by calling the toll free number at 1(866)446-9377, Option 4, (TRS 711), and requesting that the form be mailed to the member or by accessing the MyFRS.com website and clicking on Forms. By using this form or any other written request, the member grants permission to the SBA to obtain any personally identifiable information shared with or generated by any services provider to the FRS, including the MyFRS Financial Guidance Program. The member must provide all information requested by the form.

(c) If all information is not provided, the member ~~will~~ shall be required to submit additional information, upon notification by the SBA.

(d) through (e). No change.

(f) Complaints regarding the SDBA ~~will~~ shall be handled in accordance with Rule 19-11.013, F.A.C.

(2) Request for Hearing.

(a) If the member is not satisfied with the proposed resolution as set out in the final agency action letter and the member wishes to ~~dispute~~ protest the determination, the member may file a fully-completed Petition for Hearing, “Investment Plan Petition for Hearing,” Form SBA-PFH ~~07/2024~~ 4/2019, contained in the Florida Retirement System Investment Plan Complaint Procedures package, <http://www.flrules.org/Gateway/reference.asp?No=Ref-10207>, which is hereby adopted and incorporated by reference, with the SBA. The Petition for Hearing is routinely attached to the final agency action letter and may also be obtained by calling the toll free number at 1(866)446-9377, Option 4, (TRS 711), and requesting that it be sent to the member or by accessing the MyFRS.com website and then clicking on Forms. The Petition for Hearing must be received within 21 days of the member’s receipt of the agency action letter or it will be rejected as untimely and the member will have waived the right to a hearing.

(b) through (c). No change.

(d) If the hearing request contains a disputed issue of material fact, the SBA ~~will~~ shall ~~within the required 15 days,~~ forward the hearing request to the Division of Administrative Hearings, within the required 15 days, requesting that an administrative law judge be assigned to conduct the hearing and will notify the member accordingly.

(e) If there is no disputed issue of material fact, then the SBA ~~will~~ shall assign the matter to an independent presiding officer, who will send out a “Notice of Proceeding and Initial Order of Instructions” to the Petitioner/member and to the Respondent or Respondent’s counsel.

(f) The ~~procedures~~ balance of the hearing process ~~will~~ shall conform to the requirements of Chapter 120, F.S.

(g) A Final Order will be issued by the SBA after the conclusion of the hearing process. The member will have appeal rights as set forth in Section 120.68, F.S. All Final Orders can be viewed by accessing the MyFRS.com website and clicking on “~~More~~ Resources” at the top of the page and then “Intervention/Final Orders.” The Final Orders are listed by category.

Rulemaking Authority 121.4501(8) FS. Law Implemented 120.569, 120.57, 120.573, 121.4501(8)(g) FS. History—New 10-21-04, Amended 3-9-06, 11-26-07, 5-19-09, 7-12-12, 12-16-12, 6-5-14, 12-30-15, 4-12-17, 2-19-19, 5-11-22, ____.

19-11.006 Enrollment Procedures for New Hires.

(1) General Enrollment Procedures.

(a) No change.

(b) Eligible newly-hired employees enrolled in the FRS may choose to enroll in the Investment Plan or Pension Plan by submitting an enrollment form or by electronic means.

(c) through (e). No change.

(2) Specific Enrollment Procedures.

(a) All newly-hired employees enrolled in the FRS that are not filling a Special Risk Class position may make a plan choice and elect to enroll in the Investment Plan or Pension Plan no later than 4:00 p.m. (Eastern Time) ~~the last business day of~~ on employee’s choice period deadline date, which is typically the last business day of the 8th month

following the employee's month of hire. If no plan choice is filed by 4:00 p.m. (Eastern Time) on the employee's choice period deadline date ~~last business day of the month following 8th employee's month of hire~~, the employee will default to the Investment Plan and will be considered the employee's initial plan choice or first election.

Example: If an employee has a choice period deadline date of January 31 ~~is hired on January 15~~, the employee must complete a plan choice no later than 4:00 p.m. (Eastern Time) on January 31 ~~the last business day of September~~. If no plan choice is filed by 4:00 p.m. (Eastern Time) on January 31 ~~the last business day of September~~, the employee will default to the Investment Plan.

1. through 2. No change.

(b) All newly-hired employees enrolled in the FRS that are filling a Special Risk class position may make a plan choice and elect to enroll in the Investment Plan no later than 4:00 p.m. (Eastern Time) on the employee's choice period deadline date, ~~which is typically the last business day of the~~ ~~the last business day of the~~ 8th month following the employee's month of hire. If no plan choice is filed by 4:00 p.m. (Eastern Time) on the employee's choice period deadline date ~~last business day of the 8th month following the employee's month of hire~~, the employee will default to the Pension Plan and will be considered the employee's initial plan choice or first election. Example: If an employee has a choice period deadline date of January 31 ~~is hired on January 15~~, the employee must complete a plan choice no later than 4:00 p.m. (Eastern Time) on January 31 ~~the last business day of September~~. If no plan choice is filed by 4:00 p.m. (Eastern Time) on January 31 ~~the last business day of September~~, the employee will default to the Pension Plan.

(c) through (d). No changes.

(e) The State Board of Administration (SBA) has designed the forms set forth below for ease of use for employees in the several membership classes of the FRS. As an alternative, an employee not wishing to use the forms may provide the same information requested by the forms available for use for the appropriate membership class in a separate document. Employees may determine their membership class by contacting the agency's human resources office. The forms available are: an EZ Retirement Plan Enrollment Form, Form ELE-1-EZ, rev. 07-21, <http://www.flrules.org/Gateway/reference.asp?No=Ref-14014>, which is only for regular, special risk, and special risk administrative support class employees; a General Retirement Plan Enrollment Form, Form ELE-1, rev. ~~01-25~~ 07-23, <http://www.flrules.org/Gateway/reference.asp?No=Ref-15457> for regular, special risk, and special risk administrative support class employees; an Elected Officers' Class Retirement Plan Form, Form EOC-1, rev. ~~01-25~~ 07-23, <http://www.flrules.org/Gateway/reference.asp?No=Ref-15458>; a State Community College System Optional Retirement Program (SCCSORP) Enrollment Form, Form OCC-1, rev. ~~01-25~~ 07-23, <http://www.flrules.org/Gateway/reference.asp?No=Ref-15459>; and a ~~Local~~ Senior Management Service Class ~~Employees~~ Retirement Plan Enrollment Form, Form SMS-3, rev. ~~01-25~~ 07-23, <http://www.flrules.org/Gateway/reference.asp?No=Ref-15460>. All of the preceding forms are hereby adopted and incorporated by reference.

1. through 2. No change.

(f)1. The enrollment by form or electronic means shall be complete and the election shall be final if all the required information is clearly indicated and if the enrollment is received by the Plan Choice Administrator by 4:00

p.m. (Eastern Time) on the employee's choice period deadline date ~~last business day of the 8th month following the date of hire~~. The form shall be transmitted via mail, courier, online or by fax, as provided on the form. It is the responsibility of the member to ensure that the enrollment form is received by the Plan Choice Administrator no later than 4:00 p.m. (Eastern Time) on the employee's last business day that the member is employed and the member is earning salary and service credit, or the choice period deadline date ~~last business day of the 8th month following the date of hire~~, whichever first occurs.

2. through 3. No change.

(g) Upon receipt of the completed enrollment form by the Plan Choice Administrator, the Plan Choice Administrator shall enroll the employee in the indicated FRS retirement plan. Upon completion of the enrollment, but no later than two business working days after enrollment, the Plan Choice Administrator shall send confirmation of the effective enrollment to the employee at the employee's address of record or electronically if the member has consented to electronic delivery of documents through the MyFRS.com website. The Administrator will also inform the Division of Retirement (Division) of the employee's retirement plan choice. The employer is responsible for updating its employee records to reflect the employee's plan choice, if applicable.

(h) No change.

(i) Employers are responsible for monthly retirement contributions for their employees and those contributions are due to the Division by the 5th business working day of the month following the month for which the contributions are made.

(j) No change.

(3) No change.

Rulemaking Authority 121.4501(3)(c)4., (8)(a) FS. Law Implemented 121.051, 121.055, 121.35, 121.4501(2), (3), (4), (5), (6), (8), (15), 121.73, 121.74, 121.78, 1012.875(3) FS. History—New 10-21-04, Amended 3-9-06, 10-25-07, 12-8-08, 5-19-09, 2-4-10, 7-12-12, 12-16-12, 1-28-14, 8-18-14, 12-30-15, 4-12-17, 2-12-18, 2-19-19, 4-8-20, 5-11-22, 7-26-23, 4-22-24, ____.

19-11.007 Second Election Enrollment Procedures for the Florida Retirement System Retirement Programs.

(1) This rule includes procedures for members who used their first or initial election enroll in the Florida Retirement System (FRS) Investment Plan, Investment Plan Hybrid Option or defaulted into the Investment Plan to use their second ~~2nd~~ election to transfer to the Pension Plan; and for members who used their first or initial election to enroll in the Pension Plan or defaulted into the Pension Plan to use their second ~~2nd~~ election to transfer to the Investment Plan or the Investment Plan Hybrid Option. This rule also includes procedures for members who elected to participate in the State Community College System Optional Retirement Program (SCCSORP), in lieu of the FRS membership and want to transfer to the FRS Pension Plan or participate prospectively in the FRS Investment Plan.

(2) A member may make a valid election only if the election is made and processed by the Plan Choice Administrator during the month in which the member is actively employed and earning salary and service credit in an employer-employee relationship consistent with the requirements of Section 121.021(17)(b), F.S. Members on an unpaid leave of absence or terminated members cannot use their election until they return to FRS-covered employment and are earning salary and service credit. Employees of an educational institution on summer break

cannot use their election during the full calendar months of their summer break. For example, if the last day of the school term is May 21st and the first day of the new school term is August 17th, the employee may not file a second ~~2nd~~ election in the calendar months of June or July. The beginning of the school term is determined by the employer. In general terms, this means that the election can only be made and processed during the month in which the member is actively working and being paid for that work. An election received after a member's date of death will be considered invalid, even if the member signed the election form prior to their date of death. It is the responsibility of the member to assure that the election is received by the Plan Choice Administrator no later than 4:00 p.m. (Eastern Time) on the last business day of the month the member is actively employed and earning salary and service credit.

(a) The following are examples of scenarios that could result in an invalid election. These are only examples and are not inclusive of all possible situations. Members and employers are encouraged to contact the MyFRS Financial Guidance Line to discuss their particular situation.

1. Example 1: A member goes on an unpaid leave of absence on November 12. On December 4, the Investment Plan Administrator receives a second ~~2nd~~ election form from the member electing to transfer from the Pension Plan to the Investment Plan. The member returns from the leave of absence on January 7. The member's second ~~2nd~~ election is not valid because the member did not earn salary and service credit in the month of December. The member would be required to submit another second ~~2nd~~ election during the month in which he or she is actively employed and earning salary and service credit.

2. Example 2: A teacher is on summer break from June 6 through August 12. On July 21, the Investment Plan Administrator receives a second ~~2nd~~ election from the teacher electing to transfer from the Investment Plan to the Pension Plan. The teacher's second election is not valid because the member did not earn salary and service credit in the month of July. The teacher would be required to submit a second election form during the month in which he or she is actively employed and earning salary and service credit once the member has returned from summer break.

3. Example 3: A member terminates FRS-covered employment on March 31. On April 1, the Investment Plan Administrator receives a second ~~2nd~~ election from the member electing to transfer from the Pension Plan to the Investment Plan. The member's second ~~2nd~~ election is not valid because the second election form was received after the member terminated FRS-covered employment. The member would be required to return to FRS-covered employment and submit a second ~~2nd~~ election form during the month in which he or she is actively employed and earning salary and service credit.

(3) No changes.

(4) General Procedures.

(a) All members who wish to change their FRS retirement plan using their second ~~2nd~~ election, or a SCCSORP member who wants to switch to the FRS, must submit an election to the Plan Choice Administrator.

1. A second election can be made by accessing the online Second Election Choice Service or online by completing the "2nd Election Retirement Plan Enrollment Form." There are two types of enrollment forms. The "2nd Election Retirement Plan Enrollment Form," Form ELE-2, rev. 01-2025 ~~07-23~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-16167>, which is hereby adopted and incorporated by

reference. This form allows the member to select different investment fund options if the member is changing from the Pension Plan to either the Investment Plan or the Investment Plan Hybrid Option. Alternatively, the member can complete the “2nd Election EZ Retirement Plan Enrollment Form,” Form ELE-2EZ, rev. 07-21, <http://www.flrules.org/Gateway/reference.asp?No=Ref-14019>, which is hereby adopted and incorporated by reference. By completing this form, the member is choosing to have the employer and employee contributions and any transfers from the Pension Plan invested in an age appropriate retirement date fund as provided under the Plan provisions. The member may change the investment selection at any time after the Investment Plan or the Investment Plan Hybrid Option account is activated. Activation occurs when contributions are deposited to the member’s Investment Plan account.

2. Members who want to exercise their one-time opportunity to transfer from SCCSORP to the FRS Pension Plan or participate prospectively in the FRS Investment Plan must complete the State Community College Optional Retirement Program (SCCSORP) Retirement Plan Conversion form, Form OCC-2, rev. ~~01-25~~ ~~07-23~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-16172>, which is hereby adopted and incorporated by reference.

(b). No change.

(c) Elections made by form must be mailed to the Plan Choice Administrator, P.O. Box 785027, Orlando, Florida 32878-5027; or faxed toll-free to the number provided on the form. It is the responsibility of the member to ensure that the second ~~2nd~~ election form is received by the Plan Choice Administrator.

(d) through (j). No change.

(k) A member enrolled in the Investment Plan as a mandatory renewed member on or after July 1, 2017 is not eligible to use the second election specified in this rule or transfer to the Pension Plan.

(5) Grace Period.

(a) through (c). No change.

(d) The member retains the right to file a subsequent second ~~2nd~~ election consistent with subsections (2) and (3) above

Rulemaking Authority 121.4501(8) FS. Law Implemented 121.4501(3), (4), (8), (15)(b), (20) FS. History—New 10-21-04, Amended 3-9-06, 10-25-07, 12-8-08, 5-19-09, 1-7-10, 7-12-12, 12-16-12, 12-28-14, 8-18-14, 12-30-15, 4-12-17, 2-12-18, 2-19-19, 4-8-20, 5-11-22, 7-26-23, 4-22-24, ____.

19-11.008 Forfeitures.

(1) Forfeitures after Separation or Retirement from Florida Retirement System (FRS) Investment Plan.

(a) If a member terminates or is no longer working in an FRS-covered position before vesting in the Investment Plan or any transferred Pension Plan service credit, the member will not be entitled to any benefit, other than employee contributions, which are immediately vested. In such case, the unvested account balance will be placed in a suspense account for a period not to exceed five (5) years from the date of the member’s termination or the effective date of non-FRS eligibility. The suspense account shall be invested in the FRS Diversified Income Core ~~Core Plus Bond~~ Fund, where it will accrue actual investment earnings or losses.

(b) If the member returns to work for an FRS employer in an FRS-covered position within the five (5) years

from the date of termination, the member's unvested account balance will be returned to the member's account, together with the associated service credit. Any additional service credit earned will be applied towards vesting of the member's benefit. The balance will reflect any earnings or losses while invested in the FRS Diversified Income Core Plus Bond Fund.

(c) If the member does not return ~~never returns~~ to work for an FRS employer in an FRS-covered position or if the member returns to FRS covered employment five (5) or more years after the date of termination or the effective date of non-FRS eligibility, the member will forfeit the unvested account balance and the associated service credit.

(d). No change.

(e) If the member does not take a self-initiated distribution after terminating from all FRS employers or the effective date of non-FRS eligibility, the unvested Pension Plan benefit will be transferred six (6) months following the termination or the effective date of non-FRS eligibility to a suspense account. The suspense account is invested in the FRS Diversified Income Core Plus Bond Fund, where it will accrue actual investment earnings or losses. If the member returns to FRS-covered employment within five (5) years from the date of termination or the effective date of non-FRS eligibility, the member's unvested Pension Plan service, reflecting any earnings or losses while invested in the FRS Diversified Income Core Plus Bond Fund, will be returned to the member's account, together with the associated service credit. Any additional service credit earned will be applied towards the vesting of the member's benefit.

(f) through (g). No change.

(h) If a member's benefit and service credit are forfeited because the member did not return to FRS-covered employment within five (5) years, but the member later returns to FRS-covered employment after the forfeiture has occurred, the member will be returned to the plan in which he or she was participating at the time of the forfeiture. If the member's benefit and service credit in the Pension Plan are forfeited because the member took a self-initiated distribution from the Investment Plan, the member is considered retired. If the member later returns to FRS-covered employment, the member will be considered a renewed member and will be entitled to renewed membership, if applicable. The previous forfeited service would not be restored, and the member would begin earning service credit for a new retirement.

(2) Forfeitures of Investment Plan accounts Due to Criminal Activity

(a) through (f). No change.

(g) If a member receives a pardon for any crime applicable to any FRS employment, the member shall have all benefits previously forfeited returned to his or her Investment Plan account reflecting any earnings or losses while invested in the FRS Diversified Income Core Plus Bond Fund.

(3) No change.

Rulemaking Authority 121.4501(8) FS. Law implemented 112.3173, 121.021(29), (39), 121.091(5), 121.4501(6), (13), 121.591, 732.802 FS. History—New 11-26-07, Amended 12-8-08, 7-12-12, 8-18-14, 12-30-15, 4-12-17, 2-12-18, 5-11-22, 7-26-23, 4-22-24, _____.

19-11.009 Reemployment with a Florida Retirement System (FRS) ~~an FRS Participating~~ Employer after Retirement.

(1) Reemployment.

(a) through (b). No change.

(c) Beginning July 1, 2024, a retiree may return to work in any position with an FRS employer after being retired for six (6) calendar months and continue to take distributions from prior career benefits and salary from that employer.

(d) (e) To prevent hiring an ineligible retiree, the employer should obtain a written statement from each prospective employee as to the employee's retirement status. The written statement can be set forth on the "FRS Employment Certification Form," Form CERT, rev. 07-24 07-03 <http://www.flrules.org/Gateway/reference.asp?No=Ref-16168>, which is hereby adopted and incorporated by reference. The form can be found on the MyFRS.com website. This form should be retained in the employee's personnel file.

(d) is renumbered (e). No change.

(2) No change.

Rulemaking Authority 121.4501(8) FS. Law Implemented 121.021(29), (39), 121.091(9)(b), (c), 121.4501(2)(j), 121.591(1)(a)4. FS. History—New 11-26-07, Amended 12-8-08, 8-7-11, 7-12-12, 4-12-17, 2-12-18, 2-19-19, 4-8-20, 5-11-22, 7-26-23, 4-22-24 _____.

19-11.011 Employer and Employee Contributions and Accumulated Benefit Obligation (ABO) ~~ABO~~ or Present Value Transfer Procedures.

(1) Employer and Employee contributions.

(a) All ~~participating state, school district, and local employers (employers) who participate in the~~ Florida Retirement System (FRS) employers and each employee are responsible for making the contributions required by Chapter 121, F.S.

(b). No change.

(2) One Percent Penalty for Late Payroll Reporting.

(a). No change.

(b) Any employer requesting a waiver of the delinquency fee in accordance with Section 121.78(3)(~~e~~)(e), F.S., ~~should~~ shall make a written request, setting forth a full description of the facts and circumstances, to the Office of Defined Contribution Programs, State Board of Administration of Florida (SBA), 1801 Hermitage Blvd., Suite 100, Tallahassee, Florida 32308 or through the Division. The Division will forward any request regarding an Investment Plan waiver to the SBA for review. Waiver of the fee is at the discretion of the SBA. A waiver may be granted only once for an employer in any one fiscal year. Once a delinquency fee has been paid to a member's account, it cannot be waived.

(3) through (10). No change.

Rulemaking Authority 121.78(3)(c), 121.4501(8) FS. Law Implemented 121.71, 121.72, 121.78, 121.4501 FS. History—New 7-12-12, Amended 12-16-12, 12-30-15, 4-12-17, 2-19-19, 5-11-22, 7-26-23, _____.

19-11.012 Rollovers or Plan to Plan Transfers to or from the FRS Investment Plan

(1) No change.

(2) A member may not rollover assets into the Investment Plan from the following:

(a) through (b). No change.

(c) Required Minimum Distributions required to be paid to a member who has reached age 73 ~~72~~;

(d) through (e). No change.

(3) through (7). No change.

(8)(a). No change.

(b) Current members shall use Form IPRO-1, rev. ~~07-24~~ ~~07-23~~, "Employee Rollover Deposit Form and Request to Transfer Funds to the FRS Investment Plan ~~Instructions and Form~~,"

<http://www.flrules.org/Gateway/reference.asp?No=Ref-16169>, which is hereby adopted and incorporated by reference, to effect rollovers described in this rule.

(c) Current DROP members planning to roll over their DROP accumulation shall use Form IP-DROP-AD-1, "FRS Investment Plan DROP Accumulation Direct Rollover Form for Current DROP Members," rev. ~~07-24~~ ~~07-23~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-16170>, which hereby is adopted and incorporated by reference, to effect rollovers described in this rule.

(d) Former DROP members shall use Form IP-DROP-RO-1, "DROP Direct Rollover Form for Former DROP Members," rev. ~~07-24~~ ~~07-23~~, <http://www.flrules.org/Gateway/reference.asp?No=Ref-16171>, which hereby is adopted and incorporated by reference, to effect rollovers described in this rule.

(e). No change.

(9) through (13). No change.

Rulemaking Authority 121.4501(8), (5)(e) FS. Law Implemented 121.4501(4)(g)5., (5)(e), (21), 121.591 FS. History—New 7-12-12, Amended 12-16-12, 10-15-13, 1-28-14, 8-18-14, 12-30-15, 4-12-17, 2-12-18, 2-19-19, 4-8-20, 5-11-22, 4-22-24, ____.

This Page Intentionally Left Blank



Florida Retirement System

General Retirement Plan Enrollment Form

For Regular, Special Risk, and Special Risk Administrative Support Class Employees

Save time and enroll online at ChooseMyFRSplan.com or MyFRS.com! If you're a first-time user, log into MyFRS.com using the PIN supplied with your Benefit Comparison Statement.

Your plan choice is due by 4:00 p.m. ET on the last business day of the 8th month following your month of hire. Keep your original Enrollment Form for your records.

1	Enter Your Info PLEASE PRINT	LAST NAME	FIRST NAME	MI	
		LAST 4 DIGITS OF SOCIAL SECURITY NUMBER	DATE OF BIRTH (MM/DD/YYYY)		
2	Select Your Plan	<input type="checkbox"/> FRS Investment Plan	<input type="checkbox"/> FRS Pension Plan	<input type="checkbox"/> FRS Hybrid Option	
3	Choose Your Funds	If you selected the FRS Investment Plan or the FRS Hybrid Option, you must choose your Investment Plan funds.			
		<input type="checkbox"/> Choose a Retirement Date Fund for me. Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. <i>Do not complete page two if you selected this option. Complete and submit page one only.</i>	<input type="checkbox"/> I have indicated my choices in the "Choose Your Funds" section of this form. <i>Complete and submit page two if you selected this option.</i>		
4	Sign Here	By signing below, I acknowledge that I have read and understand the information on page 2 and 3 of this Enrollment Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.			
		SIGNATURE		DATE	
		EMPLOYER NAME			
		PERSONAL EMAIL			
		PHONE NUMBER			
		<input type="checkbox"/> MOBILE (RECOMMENDED) <input type="checkbox"/> OTHER			
5	Submit Your Form	By Fax: 1-888-310-5559 Do not include a cover sheet.		By Mail: Plan Choice Administrator P.O. Box 785027 Orlando, FL 32878-5027	
		— OR —			

Questions?

MyFRS Financial Guidance Line
1-866-446-9377, Option 2 (TRS 711)

Get free, unbiased guidance from experienced financial planners about the plans or the election process.

MyFRS.com

Visit anytime for tools and information about the FRS Investment Plan and Pension Plan.



Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

		Fees as of January 1, 2025 shown below as (\$).	Enter % for Each Fund
RETIREMENT DATE FUNDS			
<i>If you are this age ...</i>		<i>You might consider this Retirement Date Fund ...</i>	
Regular Class	Special Risk or Special Risk Admin.		
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20)	%
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20)	%
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20)	%
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20)	%
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30)	%
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40)	%
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60)	%
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90)	%
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20)	%
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20)	%
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10)	%
OTHER FUNDS			
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80)	%
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60)	%
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40)	%
		FRS Diversified Income Fund (\$2.50)	%
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50)	%
		FRS U.S. Stock Market Index Fund (\$0.10)	%
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B)	%
		FRS Foreign Stock Fund (\$4.70) (B)	%
		FRS Global Stock Fund (\$4.30) (B)	%
TOTAL MUST EQUAL 100%			

Review the Following Important Information Carefully

Do not submit this page with your Enrollment Form

- **Hybrid Option Special Eligibility Requirements**—The Hybrid Option is available if you have 8 years of previous Pension Plan service and were initially enrolled in the FRS on or after July 1, 2011 (5 years if initially hired prior to July 1, 2011). This option is designed to freeze your accrued Pension Plan benefit and establish an Investment Plan account for all future employer and employee contributions. For more information, call the MyFRS Financial Guidance Line, Option 2.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form by your deadline in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature**—An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Plan Choice Deadline**—You are responsible for ensuring your election is received by the Plan Choice Administrator on or before 4:00 p.m. ET on the last business day of the 8th month following your month of hire.
- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid.
- **Default Enrollment**—If you do not submit a choice, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class, the Pension Plan will be considered your initial default election.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at MyFRS.com or by calling the MyFRS Financial Guidance Line, Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **2nd Election**—You have a one-time opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. There may be a cost for doing so. You cannot file a 2nd Election using this form. Call the MyFRS Financial Guidance Line, Option 1, or use the online resources on MyFRS.com for further information.
- **If You Elected the Pension Plan**—You understand that the Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this Plan to keep it actuarially funded.
- **If You Elected the Investment Plan**—You understand, acknowledge, and authorize the following:
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement on MyFRS.com before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan's structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the "Investment Funds" section on MyFRS.com, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line, Option 4.
 - Any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate, and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the "Default Investment Fund Notice" located in the "Privacy, Security, & Terms of Use" section on MyFRS.com.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan's investment options by logging in to MyFRS.com or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.
 - You understand a Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
 - Sections 121.4501(8)(b)2 and 121.4501(15), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
 - The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
 - The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
 - Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
 - If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is \$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.
 - You consent to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
- By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number for purposes related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, or by visiting MyFRS.com.



Florida Retirement System

2nd Election Retirement Plan Enrollment Form

Before using your one time 2nd Election, be sure you understand the impact of changing from one plan to another. Call the toll-free MyFRS Financial Guidance Line at 1-866-446-9377, Option 2, use the 2nd Election CHOICE SERVICE on MyFRS.com., and review the requirements of Rule 19.11007, F. A.C.

1

Enter Your Info
PLEASE PRINT

LAST NAME

FIRST NAME

MIDDLE INITIAL

LAST 4 DIGITS OF SOCIAL SECURITY NUMBER

DATE OF BIRTH (MM/DD/YYYY)

2

Select Your Plan

☐

Option 1: Change from the FRS Investment Plan or FRS Hybrid Option to the FRS Pension Plan

I want to transfer from the Investment Plan to the Pension Plan and use my existing Investment Plan account balance and possibly other personal resources to "buy" into the Pension Plan.

☐

Option 2: Change from the FRS Pension Plan to the FRS Investment Plan*

I want to transfer the present value of my Pension Plan (if any) and direct all future contributions from my employer and myself to the Investment Plan.

** This option is not available if you currently participate in the Hybrid Option.*

☐

Option 3: Change from the FRS Pension Plan to the FRS Hybrid Option*

I want to retain my accrued benefit in the Pension Plan (if any), but I want to direct all future contributions from my employer and myself to the Investment Plan.

** To select this option, you must have 8 years of Pension Plan service if you were initially enrolled in the FRS on or after July 1, 2011, or 5 years of Pension Plan service if you were initially enrolled in the FRS prior to July 1, 2011.*

3

Choose Your Funds

If you selected option 2 or 3, you must choose your Investment Plan funds

☐

Choose a Retirement Date Fund for me.
Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. **Do not complete page two if you selected this option. Complete and submit page one only.**

☐

I have indicated my choices in the "Choose Your FRS Funds" section of this form.
Complete and submit page two if you selected this option.

4

Sign Here

By signing below, I acknowledge that I have read and understand the information on pages 2 & 3 of this Enrollment Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.

SIGNATURE

DATE

EMPLOYER NAME

PERSONAL EMAIL

PHONE NUMBER WITH AREA CODE

☐ MOBILE (RECOMMENDED)

☐ OTHER

5

Submit Your Form

By Fax:

1-888-310-5559

Do **not** include a cover sheet.

— OR —

By Mail:

**Plan Choice Administrator
P.O. Box 785027
Orlando, FL 32878-5027**

Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

		Fees as of January 1, 2025 shown below as (\$).	Enter % for Each Fund
RETIREMENT DATE FUNDS			
<i>If you are this age ...</i>		<i>You might consider this Retirement Date Fund ...</i>	
Regular Class	Special Risk or Special Risk Admin.		
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20)	%
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20)	%
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20)	%
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20)	%
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30)	%
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40)	%
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60)	%
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90)	%
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20)	%
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20)	%
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10)	%
OTHER FUNDS			
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80)	%
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60)	%
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40)	%
		FRS Diversified Income Fund (\$2.50)	%
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50)	%
		FRS U.S. Stock Market Index Fund (\$0.10)	%
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B)	%
		FRS Foreign Stock Fund (\$4.70) (B)	%
		FRS Global Stock Fund (\$4.30) (B)	%
TOTAL MUST EQUAL 100%			



Review the Following Important Information Carefully

Do not submit this page with your Enrollment Form

- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid and reversed. If you are on an unpaid leave of absence or you are an employee of an educational institution on summer break, you cannot use your 2nd Election until you return to work.
- **2nd Election Deadline**—This form must be received by the FRS Plan Choice Administrator no later than 4:00 p.m. ET on the last business day you are earning salary and service credit and prior to your date of termination.
- **One-Time Opportunity**—You have only one opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. If you are a renewed member enrolled in the Investment Plan July 1, 2017 or after, you are not allowed to switch to the Pension Plan.
- **Irrevocable**—A 2nd Election is irrevocable. You must remain in the plan you choose until your FRS-covered employment ends and you retire from the FRS.
- **Effective Date**—Your 2nd Election will become final at 4:00 p.m. ET on the day this form is received by the FRS Plan Choice Administrator.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form while eligible in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature**—An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at MyFRS.com or by calling the MyFRS Financial Guidance Line and selecting Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **If You Elected Option 1**—You understand, acknowledge, and authorize the following:
 - The Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this Plan to keep it actuarially funded.
 - There is a buy-in cost to make a 2nd Election. The Investment Plan Administrator will apply any and all funds in your Investment Plan account toward this cost. If the buy-in cost is greater than your current Investment Plan account balance, you will be required to pay the difference which is non-refundable. You can find out the buy-in cost by calling the MyFRS Financial Guidance Line, Option 2.
 - Prior to the liquidation and transfer of your account balance to the Pension Plan, you have the ability to move your Investment Plan account balance into conservative investment options to potentially reduce the volatility of your account balance.
- **If You Elected Option 2**—You understand, acknowledge, and authorize that any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The present value of your Pension Plan benefit is not segregated as employee and employer contributions, but rather is an actuarial determination of your accrued Pension Plan benefit. The initial transfer amount is an estimate and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
- **If You Elected Option 3**—You understand, acknowledge, and authorize that the accrued value of your current Pension Plan benefit will remain in your Pension Plan account and that an Investment Plan account will be established for you to receive all future contributions.
- **If You Elected Option 2 or 3**—You understand, acknowledge, and authorize the following:
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement at MyFRS.com before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan's structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the "Investment Funds" section on MyFRS.com, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line, Option 4.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the "Default Investment Fund Notice" located in the "Privacy, Security, & Terms of Use" section on MyFRS.com.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan's investment options by logging in to MyFRS.com or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.
 - A Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
 - Sections 121.4501(8)(b)4 and 121.4501(15)(b), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the
 - U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
 - The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
 - The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
 - Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
 - If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is \$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.
- You consent to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
- By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number purpose related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, or by visiting MyFRS.com.

**Elected Officers' Class Retirement Plan Enrollment Form**

1	Enter Your Info PLEASE PRINT	LAST NAME	FIRST NAME	MI
		LAST 4 DIGITS OF SOCIAL SECURITY NUMBER	DATE OF BIRTH (MM/DD/YYYY)	
2	Select Your Plan	Your plan enrollment choice is due by 4:00 p.m. ET on the last business day of the 8 th month following your month of assuming office. Keep your original Enrollment Form for your records.		
		<input type="checkbox"/> 1. FRS Pension Plan	<input type="checkbox"/> 4. Withdraw from the FRS entirely*	
		<input type="checkbox"/> 2. FRS Investment Plan		
		<input type="checkbox"/> 3. FRS Hybrid Option	*If you selected the option above, proceed to page 3 which must be completed by your employer.	
		If you select one of the above, proceed to Section 3 to select a Membership Class.		
3	Select Your Membership Class Must be completed by 4:00 p.m. ET on the last business day of the 6 th month after you assume office.	<input type="checkbox"/> Elected Officers' Class (EOC)	<input type="checkbox"/> Senior Management Service Class (SMSC)*	
		*If you selected the option above, proceed to page 3 which must be completed by your employer.		
4	Choose Your Funds	If you selected the FRS Investment Plan or the FRS Hybrid Option, you must choose your Investment Plan funds.		
		<input type="checkbox"/> Choose a Retirement Date Fund for me. Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. <i>Do not complete page two if you selected this option. Complete and submit page one only.</i>	<input type="checkbox"/> I have indicated my choices in the "Choose Your Funds" section of this form. <i>Complete and submit page two if you selected this option.</i>	
5	Sign Here	By signing below, I acknowledge that I have read and understand the information on <u>all pages</u> included in this Enrollment Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.		
		SIGNATURE	DATE	
		EMPLOYER NAME		
		PERSONAL EMAIL		
		PHONE NUMBER WITH AREA CODE		
		<input type="checkbox"/> MOBILE (RECOMMENDED)		
		<input type="checkbox"/> OTHER		
6	Submit Your Form	By Fax: 1-888-310-5559 Do not include a cover sheet.	— OR —	By Mail: Plan Choice Administrator P.O. Box 785027 Orlando, FL 32878-5027



Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

		<i>Fees as of January 1, 2025 shown below as (\$).</i>	Enter % for Each Fund
RETIREMENT DATE FUNDS			
<i>If you are this age ...</i>		<i>You might consider this Retirement Date Fund ...</i>	
Regular Class	Special Risk or Special Risk Admin.		
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20)	%
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20)	%
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20)	%
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20)	%
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30)	%
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40)	%
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60)	%
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90)	%
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20)	%
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20)	%
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10)	%
OTHER FUNDS			
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80)	%
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60)	%
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40)	%
		FRS Diversified Income Fund (\$2.50)	%
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50)	%
		FRS U.S. Stock Market Index Fund (\$0.10)	%
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B)	%
		FRS Foreign Stock Fund (\$4.70) (B)	%
		FRS Global Stock Fund (\$4.30) (B)	%
TOTAL MUST EQUAL 100%			

Elected Officers' Class Retirement Plan Enrollment Form Employment Certification

Complete this section only if completed one of the below listed on Page 1:

- You selected to withdraw from the FRS entirely in Section 2; or
- You selected the selected to participate in the SMSC in Section 3.

If You Elected the FRS Pension Plan, Senior Management Service Class—You understand, acknowledge, and authorize the following:

- Upon election, your FRS service will be governed by the guidelines of the Senior Management Service Class (SMSC) of the Pension Plan.
- Your effective date in this class will be the date you took elected office.

If You Elected "Withdraw from the FRS Entirely"—You understand, acknowledge, and authorize the following:

- Your effective date for this election is the date you assumed office.
- You may rejoin the Elected Officers' Class (EOC) at any time by submitting a written request to the Division of Retirement, provided you are in an EOC position at the time of your request.
- You are not eligible for this option if you have already retired from an FRS-administered retirement plan.

The information below **MUST** be completed by the employer.

Employing Agency	EMPLOYING AGENCY NAME	AGENCY NUMBER
	CLASS CODE	POSITION NUMBER
	DATE EMPLOYEE ASSUMED OFFICE (MM/DD/YYYY)	
Authorized Signature	By signing below, I certify that the above information is correct.	
	AUTHORIZED SIGNATURE	TITLE

Review the Following Important Information Carefully

Do not submit this page with your Enrollment Form

- **Hybrid Option Special Eligibility Requirements**—The Hybrid Option is available if you have 8 years of previous Pension Plan service and were initially enrolled in the FRS on or after July 1, 2011 (5 years if initially hired prior to July 1, 2011). This option is designed to freeze your accrued Pension Plan benefit and establish an Investment Plan account for all future employer and employee contributions. For more information, call the MyFRS Financial Guidance Line, Option 2.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form by your deadline in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature**—An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Plan Choice Deadline**—You are responsible for ensuring your election is received by the Plan Choice Administrator on or before 4:00 p.m. ET on the last business day of the 8th month following your month of hire.
- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid.
- **Default Enrollment**—If you do not submit a choice, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class, the Pension Plan will be considered your initial default election.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at MyFRS.com or by calling the MyFRS Financial Guidance Line, Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **2nd Election**—You have a one-time opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. There may be a cost for doing so. You cannot file a 2nd Election using this form. Call the MyFRS Financial Guidance Line, Option 1, or use the online resources on MyFRS.com for further information.
- **If You Elected the Pension Plan**—You understand that the Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this Plan to keep it actuarially funded.
- **If You Elected the Investment Plan**—You understand, acknowledge, and authorize the following:
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement on MyFRS.com before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan's structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the "Investment Funds" section on MyFRS.com, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line, Option 4.
 - Any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate, and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the "Default Investment Fund Notice" located in the "Privacy, Security, & Terms of Use" section on MyFRS.com.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan's investment options by logging in to MyFRS.com or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.
 - You understand a Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
 - Sections 121.4501(8)(b)2 and 121.4501(15), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
 - The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
 - The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
 - Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
 - If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is \$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.
 - You consent to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
 - By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number for purposes related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, or by visiting MyFRS.com.

Senior Management Service Class Retirement Plan Enrollment Form

Your plan choice is due by 4:00 p.m. ET on the last business day of the 8th month following your month of hire. Keep your original Enrollment Form for your records.

1	Enter Your Info PLEASE PRINT	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">LAST NAME _____</div> <div style="width: 45%;">FIRST NAME _____</div> <div style="width: 10%;">MI _____</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 55%;">LAST 4 DIGITS OF SOCIAL SECURITY NUMBER _____</div> <div style="width: 40%;">DATE OF BIRTH (MM/DD/YYYY) _____</div> </div>
2	Select Your Plan	<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> 1. FRS Pension Plan, Senior Management Service Class </div> <div style="width: 48%;"> <input type="checkbox"/> 3. FRS Hybrid Option, Senior Management Service Class <i>See special eligibility requirements on page 4.</i> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 48%;"> <input type="checkbox"/> 2. FRS Investment Plan, Senior Management Service Class </div> <div style="width: 48%;"> <input type="checkbox"/> 4. Withdraw from the Florida Retirement System If you select option 4, you MUST submit this form along with the Employment Certification form on page 3. </div> </div>
3	Choose Your Funds	<p>If you selected the FRS Investment Plan or the FRS Hybrid Option:</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Choose a Retirement Date Fund for me. Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. <i>Do not complete page two if you selected this option. Complete and submit page one only.</i> </div> <div style="width: 48%;"> <input type="checkbox"/> I have indicated my choices in the "Choose Your FRS Funds" section of this form. <i>Complete and submit page two if you selected this option.</i> </div> </div>
4	Sign Here	<p>By signing below, I acknowledge that I have read and understand the information on pages 4 and 5 of this Enrollment Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.</p> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 70%;">SIGNATURE _____</div> <div style="width: 25%;">DATE _____</div> </div> <div style="margin-top: 10px;">EMPLOYER NAME _____</div> <div style="margin-top: 10px;">PERSONAL EMAIL _____</div> <div style="margin-top: 10px;">PHONE NUMBER WITH AREA CODE _____</div> <div style="margin-top: 10px;"> <input type="checkbox"/> MOBILE (RECOMMENDED) _____ <input type="checkbox"/> OTHER _____ </div>
5	Submit Your Form	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> By Fax: 1-888-310-5559 Do not include a cover sheet. </div> <div style="width: 10%; text-align: center;"> — OR — </div> <div style="width: 45%;"> By Mail: Plan Choice Administrator P.O. Box 785027 Orlando, FL 32878-5027 </div> </div>



Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

RETIREMENT DATE FUNDS		Enter % for Each Fund
<i>If you are this age ...</i>	<i>You might consider this Retirement Date Fund ...</i>	
SMSC	Special Risk or Special Risk Admin.	
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20) _____ %
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20) _____ %
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20) _____ %
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20) _____ %
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30) _____ %
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40) _____ %
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60) _____ %
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90) _____ %
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20) _____ %
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20) _____ %
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10) _____ %
OTHER FUNDS		
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80) _____ %
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60) _____ %
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40) _____ %
		FRS Diversified Income Fund (\$2.50) _____ %
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50) _____ %
		FRS U.S. Stock Market Index Fund (\$0.10) _____ %
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B) _____ %
		FRS Foreign Stock Fund (\$4.70) (B) _____ %
		FRS Global Stock Fund (\$4.30) (B) _____ %
TOTAL MUST EQUAL 100%		

Senior Management Service Class Retirement Plan Enrollment Form Employment Certification

Complete this section only if:

- You selected Option 4 on Page 1.

If You Elected “Withdraw from the Florida Retirement System”— You understand, acknowledge, and authorize the following:

- You either are in a Senior Management Service Class (SMSC)-eligible position or are a compulsory member of the SMSC as provided in Section. 121.055(1)(b), Florida Statutes. In lieu of participation in the SMSC, you may withdraw now, or at a later date, from the Florida Retirement System.
- Your membership in any other state-administered retirement plan will terminate on the effective date of your withdrawal from the Florida Retirement System.
- By withdrawing from the Florida Retirement System, you are not eligible for disability retirement benefits under any FRS-administered retirement plan.

Important Information for the Employer

If a member elects to withdraw from the FRS, the agency must continue to report the member on the monthly retirement report under the corresponding plan code in order to monitor compensation limits.

*The information below **MUST** be completed by the employer.*

Employing Agency	EMPLOYING AGENCY NAME	AGENCY NUMBER
	POSITION TITLE	POSITION NUMBER
	DATE OF EMPLOYMENT (MM/DD/YYYY)	
Authorized Signature	By signing below, I certify that the above information is correct. I understand that this form and certification must be submitted for approval. I also understand that this member must be reported for retirement in accordance to rules and statutes.	
	AUTHORIZED SIGNATURE	TITLE
	DATE (MM/DD/YYYY)	PHONE NUMBER

Questions?

MyFRS Financial Guidance Line
1-866-446-9377, Option 2 (TRS 711)

Get free, unbiased guidance from experienced financial planners about the plans or the election process.

MyFRS.com

Visit anytime for tools and information about the FRS Investment Plan and Pension Plan.

Review the Following Important Information Carefully

Do not submit this page with your Enrollment Form.

- **Hybrid Option Special Eligibility Requirements**—The Hybrid Option is available if you have 8 years of previous Pension Plan service and were initially enrolled in the FRS on or after July 1, 2011 (5 years if initially hired prior to July 1, 2011). This option is designed to freeze your accrued Pension Plan benefit and establish an Investment Plan account for all future employer and employee contributions. For more information, call the MyFRS Financial Guidance Line, Option 2.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form by your deadline in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature** – An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Plan Choice Deadline**—You are responsible for ensuring your election is received by the Plan Choice Administrator according to the deadline indicated for the option you choose.
- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid.
- **Default Enrollment**—If you do not submit a choice, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class, the Pension Plan will be considered your initial default election.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at *MyFRS.com* or by calling the MyFRS Financial Guidance Line and selecting Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **2nd Election**—You have a one-time opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. There may be a cost for doing so. You cannot file a 2nd Election using this form. Call the MyFRS Financial Guidance Line, Option 1, or use the online resources on *MyFRS.com* for further information.
- **If You Elected the Pension Plan**—You understand that the Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this Plan to keep it actuarially funded.
- **If You Elected the Investment Plan**—You understand, acknowledge, and authorize that any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
- **If You Elected the Investment Plan or the Hybrid Option**—You understand, acknowledge, and authorize the following:
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement at *MyFRS.com* before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan's structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the "Investment Funds" section on *MyFRS.com*, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line, Option 4.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the "Default Investment Fund Notice" located in the "Privacy, Security, & Terms of Use" section on *MyFRS.com*.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan's investment options by logging in to *MyFRS.com* or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.
 - You understand a Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
 - Sections 121.4501(8)(b)2 and 121.4501(15), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
 - The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
 - The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
 - Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
 - If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is

\$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.

- You consent to electronic delivery of documents through the *MyFRS.com* website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to *MyFRS.com* to view these documents and to make any updates to your email address. Receipt of documents through *MyFRS.com* will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
- **If You Elected “Withdraw from the Florida Retirement System”**— You understand, acknowledge, and authorize the following:
 - You either are in a Senior Management Service Class (SMSC)-eligible position or are a compulsory member of the SMSC as provided in Section 121.055(1)(b), Florida Statutes.
 - In lieu of participation in the SMSC, you may withdraw now, or at a later date, from the Florida Retirement System.

- Your membership in any other state-administered retirement plan will terminate on the effective date of your withdrawal from the Florida Retirement System.
- By withdrawing from the Florida Retirement System, you are not eligible for disability retirement benefits under any FRS-administered retirement plan.
- Your decision to withdraw from the Florida Retirement System is irrevocable for as long as you are employed in an eligible position.
- By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number purpose related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, **or** by visiting *MyFRS.com*.



Florida Retirement System

State Community College System Optional Retirement Program (SCCSORP) Enrollment Form

1	Enter Your Info PLEASE PRINT	LAST NAME _____ LAST 4 DIGITS OF SOCIAL SECURITY NUMBER _____	FIRST NAME _____ DATE OF BIRTH (MM/DD/YYYY) _____	MI _____		
2	Select Your Plan	<p>The enrollment deadline for options 1, 2, and 3 is 4:00 p.m. ET on the last business day of the 8th month following your month of hire.</p> <p><input type="checkbox"/> 1. FRS Pension Plan</p> <p><input type="checkbox"/> 2. FRS Investment Plan</p> <p><input type="checkbox"/> 3. FRS Hybrid Option <i>See special eligibility requirements on page 4.</i></p> <p>The enrollment deadline for option 4 is 4:00 p.m. ET on the 90th day following your date of hire.</p> <p><input type="checkbox"/> 4. Withdraw from the FRS to participate in the local State Community College System Optional Retirement Program (SCCSORP)</p> <p>If you selected option 4, you MUST also submit the Employment Certification form on page 3.</p>				
3	Choose Your Funds	<p>If you selected the FRS Investment Plan or the FRS Hybrid Option, you must choose your Investment Plan funds.</p> <p><input type="checkbox"/> Choose a Retirement Date Fund for me. Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. <i>Do not complete page two if you selected this option. Complete and submit page one only.</i></p> <p><input type="checkbox"/> I have indicated my choices in the "Choose Your FRS Funds" section of this form. Complete and submit page two if you selected this option.</p>				
4	Sign Here	<p>By signing below, I acknowledge that I have read and understand the information on pages 4 and 5 of this Enrollment Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.</p> <table border="1"><tr><td>SIGNATURE _____ EMPLOYER NAME _____ PERSONAL EMAIL _____ PHONE NUMBER _____ <input type="checkbox"/> MOBILE (RECOMMENDED) <input type="checkbox"/> OTHER</td><td>DATE _____</td></tr></table>			SIGNATURE _____ EMPLOYER NAME _____ PERSONAL EMAIL _____ PHONE NUMBER _____ <input type="checkbox"/> MOBILE (RECOMMENDED) <input type="checkbox"/> OTHER	DATE _____
SIGNATURE _____ EMPLOYER NAME _____ PERSONAL EMAIL _____ PHONE NUMBER _____ <input type="checkbox"/> MOBILE (RECOMMENDED) <input type="checkbox"/> OTHER	DATE _____					
5	Submit Your Form	<p>By Fax: 1-888-310-5559 Do not include a cover sheet.</p> <p>— OR —</p> <p>By Mail: Plan Choice Administrator P.O. Box 785027 Orlando, FL 32878-5027</p>				



Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

		Fees as of January 1, 2025 shown below as (\$).	Enter % for Each Fund
RETIREMENT DATE FUNDS			
<i>If you are this age ...</i>		<i>You might consider this Retirement Date Fund ...</i>	
Regular Class	Special Risk or Special Risk Admin.		
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20)	%
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20)	%
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20)	%
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20)	%
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30)	%
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40)	%
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60)	%
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90)	%
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20)	%
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20)	%
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10)	%
OTHER FUNDS			
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80)	%
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60)	%
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40)	%
		FRS Diversified Income Fund (\$2.50)	%
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50)	%
		FRS U.S. Stock Market Index Fund (\$0.10)	%
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B)	%
		FRS Foreign Stock Fund (\$4.70) (B)	%
		FRS Global Stock Fund (\$4.30) (B)	%
TOTAL MUST EQUAL 100%			

State Community College System Optional Retirement Program (SCCSORP) Enrollment Form Employment Certification

Complete and submit this section only if you selected option 4 on Page 1.

The information below MUST be completed by the employer.

Employing Agency	EMPLOYING AGENCY NAME	AGENCY NUMBER
	POSITION TITLE	POSITION NUMBER
	DATE OF EMPLOYMENT (MM/DD/YYYY)	INITIAL PLAN CODE (SELECT ONE)
		<input type="checkbox"/> HA <input type="checkbox"/> OC
	EFFECTIVE DATE OF SCCSORP-ELIGIBLE EMPLOYMENT (MM/DD/YYYY)	

Authorized Signature	By signing below, I certify that the above information is correct and the member is employed in a SCCSORP-eligible position.	
	AUTHORIZED SIGNATURE	TITLE
	DATE (MM/DD/YYYY)	
	PHONE NUMBER	

Questions?	
MyFRS Financial Guidance Line 1-866-446-9377, Option 2 (TRS 711) Get free, unbiased guidance from experienced financial planners about the plans or the election process.	MyFRS.com Visit anytime for tools and information about the FRS Investment Plan and Pension Plan.

Review the Following Important Information Carefully

Do not submit this page with your form.

- **Hybrid Option Special Eligibility Requirements**—The Hybrid Option is available if you have 8 years of previous Pension Plan service and were initially enrolled in the FRS on or after July 1, 2011 (5 years if initially hired prior to July 1, 2011). This option is designed to freeze your accrued Pension Plan benefit and establish an Investment Plan account for all future employer and employee contributions. For more information, call the MyFRS Financial Guidance Line, Option 2.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form by your deadline in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature**—An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Plan Choice Deadline**—You are responsible for ensuring your election is received by the Plan Choice Administrator according to the deadline indicated for the option you choose.
- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid.
- **Default Enrollment**—If you do not submit a choice, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class the Pension Plan will be considered your initial default election.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at *MyFRS.com* or by calling the MyFRS Financial Guidance Line and selecting Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **2nd Election**—You have a one-time opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. There may be a cost for doing so. You cannot file a 2nd Election using this form. Call the MyFRS Financial Guidance Line, Option 1, or use the online resources on *MyFRS.com* for further information.
- **If You Elected the Pension Plan**—You understand that the Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this Plan to keep it actuarially funded.
- **If You Elected the Investment Plan**—You understand, acknowledge, and authorize the following:
 - Any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate, and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
- **If You Elected the Investment Plan or the Hybrid Option**—You understand, acknowledge, and authorize the following:
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement on *MyFRS.com* before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan's structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the "Investment Funds" section on *MyFRS.com*, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line, Option 4.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the "Default Investment Fund Notice" located in the "Privacy, Security, & Terms of Use" section on *MyFRS.com*.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan's investment options by logging in to *MyFRS.com* or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.
 - You understand a Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
 - Sections 121.4501(8)(b)2 and 121.4501(15), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
 - The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
 - The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
 - Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
 - If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is \$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.
 - You consent to electronic delivery of documents through the *MyFRS.com* website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to *MyFRS.com* to view these documents and to make any updates to your email address. Receipt of documents through *MyFRS.com* will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or

cellphone provider may charge you a fee for the time required to view your documents online or for other services.

- **If You Elected “Withdraw from the FRS to Participate in the Local Community College Optional Retirement Program (SCCSORP)”**—You understand, acknowledge, and authorize the following:
 - You are eligible to participate in the SCCSORP as provided in Section 121.051(2), Florida Statutes.
 - You must execute a contract with a SCCSORP provider during your first 90 days of employment or you will default into the Pension Plan.
 - Your membership in any other state-administered retirement plan will terminate on the effective date of your enrollment in the SCCSORP.
 - As a member of the SCCSORP, you are not eligible for disability retirement benefits under any FRS-administered retirement plan.
 - Your decision to withdraw from the FRS is irrevocable for as long as you are employed in a SCCSORP-eligible position.
 - The State of Florida does not guarantee or insure the benefits paid under the SCCSORP.
 - It is mandatory for you to contribute 3% of your salary to the plan. These mandatory contributions will be deducted from your pay on a pretax basis and will be sent to the provider company as are the employer contributions.

- You have the option to make additional pretax contributions of up to 5.15% of your eligible compensation.
 - By taking a distribution of employer/mandatory employee contributions, you will be considered a retiree.
 - By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number purpose related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, **or** by visiting *MyFRS.com*.



Florida Retirement System

State Community College System Optional Retirement Program (SCCSORP) Retirement Plan Conversion Form

Your retirement plan conversion election becomes effective on the first day of the month after the FRS Plan Choice Administrator receives your completed and signed form.

1	Enter Your Info PLEASE PRINT	LAST NAME	FIRST NAME	MI
		LAST 4 DIGITS OF SOCIAL SECURITY NUMBER	DATE OF BIRTH (MM/DD/YYYY)	
2	Select Your Option	<input type="checkbox"/> Buy into the FRS Pension Plan and close my SCCSORP account	<input type="checkbox"/> Switch to the FRS Investment Plan for future contributions and retain my current SCCSORP account	<input type="checkbox"/> Switch to the FRS Hybrid Option <i>See special eligibility requirements on page 3.</i>
		3 Choose Your Funds If you selected the FRS Investment Plan or the FRS Hybrid Option, you must choose your Investment Plan funds. <input type="checkbox"/> Choose a Retirement Date Fund for me. Your Plan contributions will be invested in an age-appropriate Retirement Date Fund. <i>Do not complete page two if you selected this option. Complete and submit page one only.</i> <input type="checkbox"/> I have indicated my choices in the "Choose Your FRS Funds" section of this form. <i>Complete and submit page two if you selected this option.</i>		
4	Sign Here	By signing below, I acknowledge that I have read and understand the information on pages 2, 3 and 4 of this Conversion Form, and I certify all supplied information to be true and correct. I understand that this form cannot be processed without the last four digits of my Social Security number, date of birth, plan choice, and signature.		
		SIGNATURE		DATE
		EMPLOYER NAME		
		PERSONAL EMAIL		
		PHONE NUMBER WITH AREA CODE		
5	Submit Your Form	By Fax: 1-888-310-5559 Do not include a cover sheet.		By Mail: Plan Choice Administrator P.O. Box 785027 Orlando, FL 32878-5027
		— OR —		

Questions?

MyFRS Financial Guidance Line
1-866-446-9377, Option 2 (TRS 711)

Get free, unbiased guidance from experienced financial planners about the plans or the election process.

MyFRS.com

Visit anytime for tools and information about the FRS Investment Plan and Pension Plan.



Choose Your FRS Funds

Complete this section only if:

- You selected the FRS Investment Plan or the FRS Hybrid Option in Section 2.
- You indicated in Section 2 that you wanted to choose how your contributions are allocated.

Choosing Your Investment Plan Funds

- You can allocate your contributions to any combination of funds below, but your total allocation must add up to 100%.
- You can change your selections at any time after your account is activated by calling the MyFRS Financial Guidance Line, Option 4, or by logging in to *MyFRS.com*. Transfer restrictions may apply.
- For more information about each Investment Plan fund, review the fund profiles, Investment Fund Summary, Default Investment Fund Notice and the Annual Fee Disclosure Statement available on *MyFRS.com*, or call the MyFRS Financial Guidance Line, Option 2, to speak with an experienced, unbiased financial planner.

An Important Note About Fees

Each investment fund charges an annual fee based on a percentage of the balance invested in that fund. Fees vary by fund and are automatically deducted from your account. These are the only fees you will pay as an active member of the Investment Plan.

About Retirement Date Funds

Retirement Date Funds are professionally managed funds that are designed to offer you a single solution for maintaining a diversified portfolio based on the amount of time you have until retirement. As your retirement gets nearer, the fund's investment mix gradually shifts from growth to preservation.

About the Other Funds

The other funds listed below allow you to create your own customized portfolio. "(B)" identifies a fund that will automatically block trades under certain circumstances.

		Fees as of January 1, 2025 shown below as (\$).	Enter % for Each Fund
RETIREMENT DATE FUNDS			
<i>If you are this age ...</i>		<i>You might consider this Retirement Date Fund ...</i>	
Regular Class	Special Risk or Special Risk Admin.		
Age 27 or younger	Age 16 or younger	FRS 2065 Retirement Date Fund (\$1.20)	%
Age 28 to 32	Age 17 to 21	FRS 2060 Retirement Date Fund (\$1.20)	%
Age 33 to 37	Age 22 to 26	FRS 2055 Retirement Date Fund (\$1.20)	%
Age 38 to 42	Age 27 to 31	FRS 2050 Retirement Date Fund (\$1.20)	%
Age 43 to 47	Age 32 to 36	FRS 2045 Retirement Date Fund (\$1.30)	%
Age 48 to 52	Age 37 to 41	FRS 2040 Retirement Date Fund (\$1.40)	%
Age 53 to 57	Age 42 to 46	FRS 2035 Retirement Date Fund (\$1.60)	%
Age 58 to 62	Age 47 to 51	FRS 2030 Retirement Date Fund (\$1.90)	%
Age 63 to 67	Age 52 to 56	FRS 2025 Retirement Date Fund (\$2.20)	%
Age 68 to 72	Age 57 to 61	FRS 2020 Retirement Date Fund (\$2.20)	%
Age 73 or older	Age 62 or older	FRS Retirement Fund (\$2.10)	%
OTHER FUNDS			
STABLE VALUE FUND		FRS Stable Value Fund (\$0.80)	%
INFLATION PROTECTION FUND		FRS Inflation Sensitive Fund (\$3.60)	%
BOND FUNDS		FRS U.S. Bond Enhanced Index Fund (\$0.40)	%
		FRS Diversified Income Fund (\$2.50)	%
U.S. STOCK FUNDS		FRS U.S. Stock Fund (\$3.50)	%
		FRS U.S. Stock Market Index Fund (\$0.10)	%
FOREIGN AND GLOBAL STOCK FUNDS		FRS Foreign Stock Index Fund (\$0.30) (B)	%
		FRS Foreign Stock Fund (\$4.70) (B)	%
		FRS Global Stock Fund (\$4.30) (B)	%
TOTAL MUST EQUAL 100%			

Review the Following Important Information Carefully

Do not submit this page with your Enrollment Form.

- **Hybrid Option Special Eligibility Requirements**—The Hybrid Option is available if you have 8 years of previous Pension Plan service and were initially enrolled in the FRS on or after July 1, 2011 (5 years if initially hired prior to July 1, 2011). This option is designed to freeze your accrued Pension Plan benefit and establish an Investment Plan account for all future employer and employee contributions. For more information, call the MyFRS Financial Guidance Line, Option 2.
- **Incomplete Form**—You will be notified if your form is incomplete and was not processed. You must submit a new completed form by your deadline in order for your choice to be processed. Keep a copy for your records.
- **Electronic Signature**—An electronic signature must include a systematic digital authentication such as a date or time stamp showing verification of your intent to sign the form. By submitting a digital authenticated electronic signature, you acknowledge that it is the same as a handwritten signature.
- **Eligibility**—You must be actively employed and earning salary and service credit when your form is received by the Plan Choice Administrator. If it is determined that you were not eligible, your election will be invalid.
- **Reversing an Election Made in Error**—If you make your choice in error or change your mind, you have until 4:00 p.m. ET on the last business day of the month following your election month to cancel your election. To do so, call the MyFRS Financial Guidance Line, Option 2.
- **Confirmation Statement**—You will receive a confirmation statement once your Enrollment Form has been processed. The confirmation statement will be mailed to your address on file as supplied by your employer or delivered electronically through the MyFRS.com website. Allow 2 to 3 weeks to receive it. Notify your employer of any address changes.
- **Beneficiary Designation**—Designate a beneficiary by submitting a Beneficiary Designation Form (BEN-001 for the Pension Plan or IPBEN-1 for the Investment Plan). Forms are available online at *MyFRS.com* or by calling the MyFRS Financial Guidance Line and selecting Option 1. If you do not designate a beneficiary, in the event of your death, your benefits, if any, will be distributed in accordance with Section 121.091(8) or Section 121.4501(20), Florida Statutes, as applicable.
- **2nd Election**—You may have a one-time opportunity during your FRS career to switch from the FRS plan you initially chose to the other plan. There may be a cost for doing so. You cannot file a 2nd Election using this form. Call the MyFRS Financial Guidance Line, Option 1, or use the online resources on *MyFRS.com* for further information.
- **If You Elected “Buy into the FRS Pension Plan and Close my SCCSORP Account”**—You understand, acknowledge, and authorize the following:
 - Your current SCCSORP account will be closed and your account balance will be transferred to the Pension Plan.
 - Your election to close your SCCSORP account and buy into the FRS Pension Plan is irrevocable and you cannot re-enter the SCCSORP at any time in the future.
 - There may be a buy-in cost to make this plan change. This buy-in cost includes the amount necessary to buy into the Health Insurance Subsidy available to retirees of the FRS.
 - You must transfer funds from your SCCSORP account to the Pension Plan in an amount that is equal to the buy-in cost. These funds can include prior career benefits and rollover money in your account. If you do not have sufficient funds in your SCCSORP account, you understand you must use personal funds to pay the additional amount. You can find out the amount of the buy-in cost by calling the MyFRS Financial Guidance Line and selecting Option 2.
 - You must meet the vesting requirements of the Pension Plan. However, the service credit you purchase under the Pension Plan for your previous SCCSORP service will count toward the vesting requirement.
 - The Pension Plan is a defined benefit plan, which will provide you with benefit payments at retirement if you meet certain criteria. As of the most recent actuarial valuation date, the FRS actuarial liability exceeded the actuarial value of its assets, yielding an unfunded actuarial liability. This liability may increase or decrease in the future. The Florida Legislature may increase or decrease the amount that you and your employer contribute to this plan to keep it actuarially funded.
- To designate a beneficiary for the SCCSORP, I understand that I must contact the provider for that plan.
- **If You Elected “Switch to the FRS Investment Plan for Future Contributions and Retain My Current SCCSORP Account”**—You understand, acknowledge, and authorize the following:
 - Your SCCSORP account and balance will remain in place and all future employer and employee contributions will be directed to your Investment Plan account.
 - There is no buy-in cost to make this plan change.
 - Your combined service under the Investment Plan, Pension Plan, and/or SCCSORP must equal at least 1 year for you to be vested in your employer’s contributions and associated earnings under the Investment Plan.
 - The present value of any previous Pension Plan service will be transferred to the Investment Plan as your opening account balance and this amount will be vested after you meet the vesting requirements of the Pension Plan (including your service under the Pension Plan and Investment Plan, but excluding your SCCSORP service).
- **If You Elected “Switch to the FRS Hybrid Option”**—You understand, acknowledge, and authorize the following:
 - Your SCCSORP account and balance will remain in place and all future employer and employee contributions will be directed to your Investment Plan account.
 - Your previous Pension Plan service will remain in the Pension Plan.
- **If You Elected “Switch to the FRS Investment Plan for Future Contributions and Retain My Current SCCSORP Account” OR “Switch to the FRS Hybrid Option”**—You understand, acknowledge, and authorize the following:
 - You elected to join the Investment Plan and your current SCCSORP account will remain in place, but future contributions will go into your Investment Plan account at the rate authorized under law for that plan.
 - You reviewed the fund profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement at *MyFRS.com* before submitting your Enrollment Form and before selecting any investment funds.
 - The Annual Fee Disclosure Statement for the FRS Investment Plan provides information concerning the Investment Plan’s structure, administrative and individual expenses, and investment funds, including performance, benchmarks, fees, and expenses. This statement is designed to set forth relevant information in simple terms to help you make better investment decisions. The statement is available online in the “Investment Funds” section on *MyFRS.com*, or you can request a printed copy be mailed at no cost to you by calling the MyFRS Financial Guidance Line and selecting Option 4.
 - Any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.
 - If you do not select any investment funds, your Plan contributions will be invested in an age-appropriate Retirement Date Fund as provided under Plan provisions. Be sure to review the “Default Investment Fund Notice” located in the “Privacy, Security, & Terms of Use” section on *MyFRS.com*.
 - At any time after your account is activated, you can change your fund allocations to any of the Plan’s investment options by logging in to *MyFRS.com* or by calling the MyFRS Financial Guidance Line, Option 4.
 - Your Investment Plan account will be accessible at the end of the month following the effective date of this election.

- You understand a Self-Directed Brokerage Account is offered by the Plan and enrollment will be available to you after you meet the required Plan provisions.
- Sections 121.4501(8)(b)2 and 121.4501(15), Florida Statutes, incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under Section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the assets in your Investment Plan account, pursuant to Section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.
- The Investment Plan is a defined contribution plan. The Florida Legislature can increase or decrease the amount that you and your employer contribute to your account.
- The Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds. You may be subject to trading controls on the funds in the event that you trade excessively.
- Investment management fees are deducted from your Investment Plan account. These fees may change in the future, and funds may be added or terminated. If any of the funds you select are terminated in the future, you will be able to move your assets into other investment funds prior to fund termination. If you do not move your assets out of a terminated fund, those assets will automatically be moved into a replacement fund designated at that time.
- If you terminate employment and are vested in your account balance, you may be subject to a mandatory payout of your account if the balance is \$1,000 or less, or an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.
- You consent to electronic delivery of documents through the *MyFRS.com* website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to *MyFRS.com* to view these documents and to make any updates to your email address. Receipt of documents through *MyFRS.com* will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
- By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number purpose related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.
- **Rights and Responsibilities**—A description of your rights and responsibilities under the Pension Plan and the Investment Plan is in the respective Summary Plan Description, the Florida Statutes, and the Administrative Rules and can be obtained by calling the MyFRS Financial Guidance Line, Option 2, or by visiting *MyFRS.com*.



FRS Employment Certification Form

This form is not an offer of employment and completion of this form does not constitute enrollment in a retirement program under the Florida Retirement System (FRS). If you are hired, information about your retirement plan options may be mailed to your address on file.

1

Enter Your Info

PLEASE PRINT

NAME _____

SOCIAL SECURITY NUMBER _____

CURRENT AGENCY NAME _____

PREVIOUS AGENCY NAME _____

2

Confirm Prior Member-ship

Have you ever been a member of a State of Florida-administered retirement plan?

☐

No, I have never been a member of a State of Florida-administered retirement plan.

If No, skip to section 4.

☐

Yes, I have been a member of a State of Florida-administered retirement plan.

If Yes, indicate which plan(s) you are or were a member of, then proceed to section 3.

☐ FRS Pension Plan (including DROP)

☐ FRS Investment Plan

☐ Senior Management Service Optional Annuity Program (SMSOAP)

☐ State Community College System Optional Retirement Program (SCCSORP)

☐ State University System Optional Retirement Program (SUSORP)

☐ Other _____

If you answered YES above but have never made a retirement plan election (including default) between the FRS Pension Plan and the FRS Investment Plan, you will have a choice period established for you with a designated deadline. See page 2 for additional information on making a choice.

3

Confirm Retiree Status

Are you retired from a State of Florida-administered plan? You are considered retired if:

- You have received any benefits (other than a withdrawal of your employee contributions) under the FRS Pension Plan, including DROP.
- You have taken any distribution (including a rollover) from the FRS Investment Plan, or other state-administered retirement programs offered by state universities (SUSORP), state community colleges (SCCSORP), state government for senior managers (SMSOAP), or local governments for senior managers.

☐

No, I am not retired from a State of Florida-administered plan. I understand that if it is later determined I am retired, both my employer and I might be liable for repaying retirement benefits I have received if I am reemployed by or provide services to an FRS-covered employer through any paid or unpaid arrangement as described below. Refer to Page 2 for additional information.

☐

Yes, I am retired from a State of Florida-administered plan, and I understand I must satisfy any termination requirement prior to returning to FRS employment.

If Yes, enter your FRS Pension Plan retirement effective date, DROP termination date, or date you received your first distribution from the FRS Investment Plan, SUSORP, SCCSORP, SMSOAP, or other plan.

DATE _____

4

Sign Here

By signing below, I acknowledge that I have read and understand the information on pages 1 and 2 of this form, and I certify all supplied information to be true and correct.

SIGNATURE _____

DATE _____

Questions? Call the MyFRS Financial Guidance Line at 1-866-446-9377, Option 2 (TRS 711) or visit MyFRS.com.

This completed form, including page 2, should be retained in the employee's personnel file. Do not send this form to the FRS, unless requested.

Review the Following Important Information Carefully

Section 2 – Confirm prior membership

If you answered NO - Not Previously Enrolled in the FRS

A New Hire Kit will be mailed to your address on file with your employer within 30 to 60 days after your hire date.

- You are responsible for ensuring your retirement plan election is received by the Plan Choice Administrator on or before 4:00 p.m. ET on the last business day of the 8th month following your month of hire.
- If you do not submit an election choice, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class, the Pension Plan will be considered your initial default election.

If you answered YES - Previously Enrolled in the FRS

- If you were previously enrolled in the FRS, made an active election or defaulted into the FRS Pension Plan or FRS Investment Plan, and separated employment without retiring you will not receive a new choice window. You will continue to participate in the plan you were enrolled in at the time of separation and continue to accrue service credit under that plan.
- If you were previously enrolled in the FRS and did not make an election between the FRS Pension Plan and FRS Investment Plan during your previous enrollment in the FRS, you will receive a choice window with a designated choice deadline. This would include those who have never had an opportunity to make a retirement plan election, members with Pension Plan service prior to July 1, 2002, and who return to FRS employment today, and new hires on or after July 1, 2002 who had an election period established previously but separated employment before making an election or defaulting.
 - You are responsible for ensuring your election is received by the Plan Choice Administrator on or before 4:00 p.m. ET on the last business day of the 8th month following your month of hire.
 - If you do not submit an election, the Investment Plan will be considered your initial election by default. Exception: If you are enrolled in the Special Risk Class, the Pension Plan will be considered your initial default election.
 - If you elect or default to the Investment Plan, any accrued value you may have in the Pension Plan will be transferred to your Investment Plan account as your opening account balance and is subject to the vesting requirements of the Pension Plan. The initial transfer amount is an estimate, and your account will be reconciled within 60 days of the transfer using your actual FRS membership record pursuant to Florida law. You direct that all future employer and employee contributions be deposited in your Investment Plan account.

Section 3 – Confirm Retiree Status

If you are a Pension Plan retiree, you understand:

- If you are reemployed within six calendar months of retirement in any type of position with an FRS employer, your retirement and DROP status (if applicable) may be voided. If voided, all retirement and DROP benefits you received must be repaid, and you must reapply for retirement to receive future benefits.

If you are an Investment Plan, SUSORP, SCCSORP, or SMSOAP retiree, you understand:

- If you are reemployed within the first six calendar months of retirement in **any type of position** with an FRS employer, any benefits you received must be repaid, or you must terminate employment.
- **Any type of position** includes, **but is not limited to**, regularly established, full-time, part-time, OPS, temporary, seasonal, substitute teachers, adjunct professors, etc. Also, any paid or unpaid positions with an FRS employer, service arrangements with an FRS employer, employment by or through a third-party providing service to an FRS employer, or positions pre-arranged before retirement to provide services after retirement to any FRS employer, are prohibited.
- Florida law requires a return of all overpaid Pension Plan benefit payments or Investment Plan distributions received by a member who has violated the FRS termination or reemployment provisions. Similar provisions apply to overpaid SUSORP, SCCSORP, or other state-administered plan distributions – contact that plan's administrator for details.
- Retirees may provide volunteer services with an FRS employer without violating the termination requirements or reemployment limitations (must comply with Section 121.091(15), Florida Statutes).
- Effective July 1, 2017, retirees of the Investment Plan, SUSORP, SMSOAP, SCCSORP are eligible for renewed membership in the Investment Plan, SUSORP, SMSOAP, SCCSORP. You must be employed in an FRS-covered position on or after July 1, 2017 in order to have renewed membership. Renewed members may not use a second election to change to the Pension Plan.

This completed form, including page 2, should be retained in the employee's personnel file. Do not send this form to the FRS, unless requested.

EMPLOYMENT TERMINATION FORM



To receive an Investment Plan distribution, employers must submit a member's termination date to the Division of Retirement either on the monthly retirement report or via FRS Online. On an exception only basis, this form can be used to verify a member's termination date. Do **not** submit this form any earlier than the 15th of the month prior to a member's distribution eligibility date, and if **any** of the following apply:

- You can submit the termination date timely on the monthly retirement report or via FRS Online;
- Member has not terminated ALL Florida Retirement System (FRS) employment (including temporary, part-time, adjunct, or OPS position regardless of FRS eligibility) with all FRS participating employers; or
- Member is continuing employment with your agency in any capacity (including temporary employment, OPS, etc.).

Under Florida law, a member may not receive benefits under the Investment Plan unless the member has been terminated from **all** employment with all FRS employers for three (3) calendar months. The only exception to this 3 calendar month period is if the member meets the Investment Plan's normal retirement requirements, in which case, the member may be eligible to receive a one-time distribution of up to 10% of their account balance after being terminated from all employment with all FRS employers for 1 complete calendar month and the remaining balance after a total of 3 calendar months.

If you have any questions, please call the Employer Assistance Line, toll-free at 1-866-377-2121, Option 3.

CERTIFICATION OF TERMINATION BY FRS AGENCY

The following information below MUST be completed and signed by the authorized employer signatory. If the person signing this form is not the authorized employer signatory, the termination date will not be processed. Unverified electronic signatures will not be processed.

By completing this form, I hereby certify that the below member has terminated employment with this agency.

Last Four SSN:	Last Name	First Name	MI	Birth Date
Date of Termination	Agency Name		Agency Number	

Please Print: Name of authorized employer signatory

Signature (Authorized Employer Signatory)

Email Address of authorized signatory

(_____)_____
Telephone Number of authorized signatory

Date

Mail to:
FRS Investment Plan Administrator
PO Box 785027
Orlando, FL 32878-5027

OR

FAX to:
1-888-310-5559
Attn: FRS Investment Plan Administrator
DO NOT MAIL HARD COPY IF FAXING

Note: This form will NOT initiate a distribution. Any FRS employer who hires any retired FRS member (Pension Plan or Investment Plan) in violation of the reemployment after retirement provisions will be held jointly and severally liable for reimbursement of any FRS benefits paid.



Florida Retirement System

HOW TO FILE A COMPLAINT UNDER THE FRS INVESTMENT

If you, as a Florida Retirement System (FRS) member, are dissatisfied with the services of an Investment Plan or MyFRS Financial Guidance provider or one of its representatives, you have the right to file a Request for Intervention. This may include unresolved customer service complaints involving services or transactions, allegations of misconduct, or allegations of misrepresentation.

Investment Plan and MyFRS Financial Guidance Program providers include:

- Investment Plan Administrator and Plan Choice Administrator;
- Any vendors that provide Investment Plan education;
- Investment managers providing investment services supporting mutual funds or institutional funds offered in the Investment Plan;
- Marketing companies providing marketing and educational support for their investment products or providing individual counseling; and
- Any other company or state agency providing Investment Plan services (including the State Board of Administration of Florida).

STEP 1

If you have an issue with a provider, you may complete the *Florida Retirement System Investment Plan Request for Intervention*, Form SBA-RFI, and send it to the State Board of Administration of Florida (SBA) for review and resolution. For your convenience, you may type the requested information digitally or print a copy of the form and complete it by hand. Please note, the form must be signed by hand or by an electronic signature which includes a digital authentication indicating the signature was digitally authenticated according to security protocols.

The signed form can be sent by email, fax, or mail:

Email: DefinedContributionPrograms@sbafla.com
Fax: (850) 413-1489
Mail: Investment Plan Complaint Resolution
Office of Defined Contribution Programs
State Board of Administration
1801 Hermitage Blvd. Suite 100
Tallahassee, FL 32308

The form should include:

- Your name, address, home, work and fax telephone numbers, email address, last four of your Social Security number, and the name of your employer;
- Other parties involved in the dispute, including the names of the personnel you have interacted with;
- Facts supporting your complaint;
- Desired outcome you are seeking;
- The steps you have taken so far to reach a resolution; and
- The reason(s) you are requesting our assistance

STEP 2

Upon receipt of the form, an investigation will be conducted. The SBA will research your concerns and send you a final determination, which may include a final agency action letter detailing the SBA's findings, any proposed resolution, and information on the next steps in the dispute resolution process.

Note: There are some complaints that cannot be handled through the administrative process, such as a request for money damages. In these cases, the dispute must be handled in an outside court. In addition, if the dispute has entered into an arbitration agreement with the vendor against whom the complaint is filed, then the arbitration agreement must be adhered to.

STEP 3

If the proposed resolution as set out in the final agency action letter does not resolve the issue(s), you may request a hearing with the SBA within 21 days of receipt of the final agency action letter by completing the attached *Florida Retirement System Investment Plan Petition for Hearing*, Form SBA-PFH, and sending it to the SBA. The petition must be filed (received) in the Office of Defined Contribution Programs within the 21-day period. Failure to file a petition within 21 days will waive your right to a hearing. Each party will be provided with the following "Notice of Rights," which will outline your rights to a hearing:

Notice of Rights:

If you are not satisfied with this decision, you have the right to request a hearing to challenge the decision in accordance with sections 120.569 and 120.57, Florida Statutes. You have the right to be represented by counsel or other qualified representative, to present evidence and argument and to call and cross-examine witnesses. To request a hearing, you must complete the enclosed Form SBA-PFH, Florida Retirement System Investment Plan Petition for Hearing or submit a written petition in substantial compliance with Rules 28-106.201(2) or 28-106.301(2), Florida Administrative Code. The petition you file to request a hearing must be received by the SBA, Office of Defined Contribution Programs within 21-days of your receipt of this decision. Failure to file a petition within 21-days will waive your right to a hearing.

Mediation under section 120.573, Florida Statutes, is not available to resolve this matter.

The petition must contain:

- Your name, last four digits of your Social Security number, home address, an email address, home and work telephone numbers, and the name of your employer;
- An explanation of how your substantial interests will be affected by the SBA's decision;
- A statement of when and how you received the final agency action letter from the SBA;
- A statement of all disputed issues of material fact. If there are none, the petition must indicate this as well;
- A concise statement of the facts, which you believe entitles you to the desired outcome sought as well as the statutes and rules which support your claim for relief;
- A statement of the desired outcome sought, stating the precise action you want the SBA or other party to take; and
- Any other information that you contend is material to your case.

Upon receipt of a petition, the SBA will review the petition for compliance with the SBA's requirements and timeliness. If appropriate, the petition can be denied for lack of compliance and for failure to file within the stated timeline. If the SBA elects to request that an administrative law judge of the Division of Administrative Hearings (DOAH) be assigned to conduct the hearing, the SBA will forward the petition and all materials filed with the SBA to the DOAH within 15 days after receipt of the petition and will notify you of this action. The SBA will issue an order in the proceedings. Once this order becomes final, your rights to appeal will be governed by Section 120.68, Florida Statutes.



Florida Retirement System Investment Plan Request for Intervention

If you have a dispute or grievance regarding your Florida Retirement System (FRS) account, an FRS provider, or one of its representatives, you have the right to file a *Florida Retirement System (FRS) Investment Plan Request for Intervention* form. You may complete this form and send it to the State Board of Administration of Florida (SBA) for intervention and resolution. For your convenience, you may type the requested information digitally or print a copy of the form and complete it by hand.

The signed form can be sent by email, fax, or mail:

Email: DefinedContributionPrograms@sbafla.com
Fax: (850) 413-1489
Mail: Investment Plan Complaint Resolution
 Office of Defined Contribution Programs
 State Board of Administration
 P.O. Box 13300
 Tallahassee, FL 32317-3300

Upon receipt of the Request for Intervention, the SBA will research your concerns and send you a final determination, which may include a final agency action letter detailing the SBA's findings, any proposed resolution, and information on the next steps in the dispute resolution process. If you are not satisfied with the decision, you may request a hearing with the SBA within 21 days of receipt of the SBA's final agency action letter.

Please Type or Print the requested information:

Last Name	First Name	M I	Last 4 SSN:
Work Telephone (if applicable)	Home Telephone	Personal Email:	
Address (1):	Address (2):	City/State:	Zip Code:
Date of Birth: ____/____/____ mm dd yyyy		Current/Previous Employer:	

I understand that by signing this form I have agreed to release to the SBA any personally identifiable information shared with or generated by any provider to the FRS, including the MyFRS Financial Guidance Program. Any information released will be used for the limited purpose of resolving my complaint.

Signature

Date

Please describe in detail the information requested below (use additional pages if necessary):

Describe the nature of your complaint/request including all parties involved in the dispute (First and last name, vendor name or employing agency personnel, etc.).

Describe the facts supporting your complaint.

Describe your desired outcome.

List the steps you have taken so far to reach a resolution.

Explain the reason(s) you are requesting our assistance.



Florida Retirement System Investment Plan Petition for Hearing

If you are not satisfied with the SBA's proposed resolution as set out in the final agency action letter regarding your Request for Intervention, you may file a petition for a hearing with the SBA by completing and submitting this form (petition) to the SBA within 21 days of receipt of the final agency action letter. The petition must be filed (received) in the Office of Defined Contribution Programs within the 21-day period. Failure to file a petition within 21 days will waive your right to a hearing. For your convenience, you may type the requested information digitally or print a copy of the form and complete it by hand.

The signed form can be sent by email, fax, or mail:

Email: DefinedContributionPrograms@sbafla.com

Fax: (850) 413-1489

Mail: Investment Plan Complaint Resolution
Office of Defined Contribution Programs
State Board of Administration
P.O. Box 13300
Tallahassee, FL 32317-3300

Upon receipt of the Petition for Hearing, the SBA will review it for compliance with the SBA's requirements and timeliness. If appropriate, the petition can be denied for lack of compliance and for failure to file within the stated timeline. If the SBA elects to request that an administrative law judge of the Division of Administrative Hearings (DOAH) be assigned to conduct the hearing, the SBA will forward the petition, and all materials filed with the SBA, to the DOAH within 15 days after receipt of the petition and will notify you of this action. The SBA will issue an order in the proceedings. Once this order becomes final, your rights to appeal will be governed by Section 120.68, Florida Statutes.

Please Type or Print the requested information:

Last Name	First Name	M I	Last 4 SSN:
Work Telephone (if applicable)	Home Telephone	Personal Email:	
Address (1):	Address (2):	City/State:	Zip Code:
Date of Birth: <div style="display: flex; justify-content: space-between; width: 100%;"> ____ / ____ / ____ </div> <div style="display: flex; justify-content: space-between; width: 100%; font-size: small;"> mm dd yyyy </div>	Current/Previous Employer:		

I understand that by signing this form I have agreed to release to the SBA any personally identifiable information shared with or generated by any service provider to the FRS, including the MyFRS Financial Guidance Program. Any information released will be used for the limited purpose of resolving my complaint.

Signature

Date

Please describe in detail the information requested below (use additional pages if necessary):

Explain how your substantial interests will be affected by the SBA’s final agency action letter.

When and how did you receive notice of the SBA’s final agency action letter?

List all of your disputed issues. If none, please so indicate.

Provide a concise statement of the facts, which you believe entitles you to the outcome you are seeking, as well as the statutes and rules which support your claim for relief.

Provide a statement of the specific facts you contend warrant reversal or modification of the SBA's final agency action letter.

Provide a statement of the specific statutes or rules which you contend require reversal or modification of the SBA's final agency action letter.

Provide a statement of the outcome you are seeking, stating the precise action you want the SBA or the other party to take.

Provide any other information you contend is material.

Entire Florida Administrative Code is located at: <https://www.flrules.org/gateway/Division.asp?DivID=398>

Entire Administrative Procedures Act (Chapter 120, Florida Statutes) is located at:
http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&URL=0100-0199/0120/0120ContentsIndex.html

120.569 Decisions which affect substantial interests.--

(1) The provisions of this section apply in all proceedings in which the substantial interests of a party are determined by an agency, unless the parties are proceeding under s. 120.573 or s. 120.574. Unless waived by all parties, s. 120.57(1) applies whenever the proceeding involves a disputed issue of material fact. Unless otherwise agreed, s. 120.57(2) applies in all other cases. If a disputed issue of material fact arises during a proceeding under s. 120.57(2), then, unless waived by all parties, the proceeding under s. 120.57(2) shall be terminated and a proceeding under s. 120.57(1) shall be conducted. Parties shall be notified of any order, including a final order. Unless waived, a copy of the order shall be delivered or mailed to each party or the party's attorney of record at the address of record. Each notice shall inform the recipient of any administrative hearing or judicial review that is available under this section, s. 120.57, or s. 120.68; shall indicate the procedure which must be followed to obtain the hearing or judicial review; and shall state the time limits which apply.

(2)(a) Except for any proceeding conducted as prescribed in s. 120.56, a petition or request for a hearing under this section shall be filed with the agency. If the agency requests an administrative law judge from the division, it shall so notify the division within 15 days after receipt of the petition or request. A request for a hearing shall be granted or denied within 15 days after receipt. On the request of any agency, the division shall assign an administrative law judge with due regard to the expertise required for the particular matter. The referring agency shall take no further action with respect to a proceeding under s. 120.57(1), except as a party litigant, as long as the division has jurisdiction over the proceeding under s. 120.57(1). Any party may request the disqualification of the administrative law judge by filing an affidavit with the division prior to the taking of evidence at a hearing, stating the grounds with particularity.

(b) All parties shall be afforded an opportunity for a hearing after reasonable notice of not less than 14 days; however, the 14-day notice requirement may be waived with the consent of all parties. The notice shall include:

1. A statement of the time, place, and nature of the hearing.
2. A statement of the legal authority and jurisdiction under which the hearing is to be held.

(c) Unless otherwise provided by law, a petition or request for hearing shall include those items required by the uniform rules adopted pursuant to s. 120.54(5)(b)4. Upon the receipt of a petition or request for hearing, the agency shall carefully review the petition to determine if it contains all of the required information. A petition shall be dismissed if it is not in substantial compliance with these requirements or it has been untimely filed. Dismissal of a petition shall, at least once, be without prejudice to petitioner's filing a timely amended petition curing the defect, unless it conclusively appears from the face of the petition that the defect cannot be cured. The agency shall promptly give written notice to all parties of the action taken on the petition, shall state with particularity its reasons if the petition is not granted, and shall state the deadline for filing an amended petition if applicable. This paragraph does not eliminate the availability of equitable tolling as a defense to the untimely filing of a petition.

(d) The agency may refer a petition to the division for the assignment of an administrative law judge only if the petition is in substantial compliance with the requirements of paragraph (c).

(e) All pleadings, motions, or other papers filed in the proceeding must be signed by the party, the party's attorney, or the party's qualified representative. The signature constitutes a certificate that the person has read the pleading, motion, or other paper and that, based upon reasonable inquiry, it is not interposed for any improper purposes, such as to harass or to cause unnecessary delay, or for frivolous purpose or needless increase in the cost of litigation. If a pleading, motion, or other paper is signed in violation of these requirements, the presiding officer shall impose upon the person who signed it, the represented party, or both, an appropriate sanction, which may include an order to pay the other party or parties the amount of reasonable expenses incurred because of the filing of the pleading, motion, or other paper, including a reasonable attorney's fee.

(f) The presiding officer has the power to swear witnesses and take their testimony under oath, to issue subpoenas, and to effect discovery on the written request of any party by any means available to the courts and in the manner provided in the Florida Rules of Civil Procedure, including the imposition of sanctions, except contempt. However, no presiding officer has the authority to issue any subpoena or order directing discovery to any member or employee of the Legislature when the subpoena or order commands the production of documents or materials or compels testimony relating to the legislative duties of the member or employee. Any subpoena or order directing discovery directed to a member or an employee of the Legislature shall show on its face that the testimony sought does not relate to legislative duties.

(g) Irrelevant, immaterial, or unduly repetitious evidence shall be excluded, but all other evidence of a type commonly relied upon by reasonably prudent persons in the conduct of their affairs shall be admissible, whether or not such evidence would be admissible in a trial in the courts of Florida. Any part of the evidence may be received in written form, and all testimony of parties and witnesses shall be made under oath.

(h) Documentary evidence may be received in the form of a copy or excerpt. Upon request, parties shall be given an opportunity to compare the copy with the original, if available.

(i) When official recognition is requested, the parties shall be notified and given an opportunity to examine and contest the material.

(j) A party shall be permitted to conduct cross-examination when testimony is taken or documents are made a part of the record.

(k)1. Any person subject to a subpoena may, before compliance and on timely petition, request the presiding officer having jurisdiction of the dispute to invalidate the subpoena on the ground that it was not lawfully issued, is unreasonably broad in scope, or requires the production of irrelevant material.

2. A party may seek enforcement of a subpoena, order directing discovery, or order imposing sanctions issued under the authority of this chapter by filing a petition for enforcement in the circuit court of the judicial circuit in which the person failing to comply with the subpoena or order resides. A failure to comply with an order of the court shall result in a finding of contempt of court. However, no person shall be in contempt while a subpoena is being challenged under subparagraph 1. The court may award to the prevailing party all or part of the costs and attorney's fees incurred in obtaining the court order whenever the court determines that such an award should be granted under the Florida Rules of Civil Procedure.

3. Any public employee subpoenaed to appear at an agency proceeding shall be entitled to per diem and travel expenses at the same rate as that provided for state employees under s. 112.061 if travel away from such public employee's headquarters is required. All other witnesses appearing pursuant to a subpoena shall be paid such fees and mileage for their attendance as is provided in civil actions in circuit courts of this state. In the case of a public employee, such expenses shall be processed and paid in the manner provided for agency employee travel expense reimbursement, and in the case of a witness who is not a public employee, payment of such fees and expenses shall accompany the subpoena.

(l) Unless the time period is waived or extended with the consent of all parties, the final order in a proceeding which affects

substantial interests must be in writing and include findings of fact, if any, and conclusions of law separately stated, and it must be rendered within 90 days:

1. After the hearing is concluded, if conducted by the agency
 2. After a recommended order is submitted to the agency and mailed to all parties, if the hearing is conducted by an administrative law judge; or
 3. After the agency has received the written and oral material it has authorized to be submitted, if there has been no hearing.
- (m) Findings of fact, if set forth in a manner which is no more than mere tracking of the statutory language, must be accompanied by a concise and explicit statement of the underlying facts of record which support the findings.
- (n) If an agency head finds that an immediate danger to the public health, safety, or welfare requires an immediate final order, it shall recite with particularity the facts underlying such finding in the final order, which shall be appealable or enjoyable from the date rendered.
- (o) On the request of any party, the administrative law judge shall enter an initial scheduling order to facilitate the just, speedy, and inexpensive determination of the proceeding. The initial scheduling order shall establish a discovery period, including a deadline by which all discovery shall be completed, and the date by which the parties shall identify expert witnesses and their opinions. The initial scheduling order also may require the parties to meet and file a joint report by a date certain.
- (p) For any proceeding arising under chapter 373, chapter 378, or chapter 403, if a nonapplicant petitions as a third party to challenge an agency's issuance of a license, permit, or conceptual approval, the order of presentation in the proceeding is for the permit applicant to present a prima facie case demonstrating entitlement to the license, permit, or conceptual approval, followed by the agency. This demonstration may be made by entering into evidence the application and relevant material submitted to the agency in support of the application, and the agency's staff report or notice of intent to approve the permit, license, or conceptual approval. Subsequent to the presentation of the applicant's prima facie case and any direct evidence submitted by the agency, the petitioner initiating the action challenging the issuance of the license, permit, or conceptual approval has the burden of ultimate persuasion and has the burden of going forward to prove the case in opposition to the license, permit, or conceptual approval through the presentation of competent and substantial evidence. The permit applicant and agency may on rebuttal present any evidence relevant to demonstrating that the application meets the conditions for issuance. Notwithstanding subsection (1), this paragraph applies to proceedings under s. 120.574.
- History.**—s. 18, ch. 96-159; s. 7, ch. 97-176; s. 4, ch. 98-200; s. 4, ch. 2003-94; s. 6, ch. 2006-82; s. 14, ch. 2008-104; s. 11, ch. 2011-208; s. 10, ch. 2011-225.

120.57 Additional procedures for particular cases.—

(1) ADDITIONAL PROCEDURES APPLICABLE TO HEARINGS INVOLVING DISPUTED ISSUES OF MATERIAL FACT.—

- (a) Except as provided in ss. 120.80 and 120.81, an administrative law judge assigned by the division shall conduct all hearings under this subsection, except for hearings before agency heads or a member thereof. If the administrative law judge assigned to a hearing becomes unavailable, the division shall assign another administrative law judge who shall use any existing record and receive any additional evidence or argument, if any, which the new administrative law judge finds necessary.
- (b) All parties shall have an opportunity to respond, to present evidence and argument on all issues involved, to conduct cross-examination and submit rebuttal evidence, to submit proposed findings of facts and orders, to file exceptions to the presiding officer's recommended order, and to be represented by counsel or other qualified representative. When appropriate, the general public may be given an opportunity to present oral or written communications. If the agency proposes to consider such material, then all parties shall be given an opportunity to cross-examine or challenge or rebut the material.
- (c) Hearsay evidence may be used for the purpose of supplementing or explaining other evidence, but it shall not be sufficient in itself to support a finding unless it would be admissible over objection in civil actions.
- (d) Notwithstanding s. 120.569(2)(g), similar fact evidence of other violations, wrongs, or acts is admissible when relevant to prove a material fact in issue, such as proof of motive, opportunity, intent, preparation, plan, knowledge, identity, or absence of mistake or accident, but it is inadmissible when the evidence is relevant solely to prove bad character or propensity. When the state in an administrative proceeding intends to offer evidence of other acts or offenses under this paragraph, the state shall furnish to the party whose substantial interests are being determined and whose other acts or offenses will be the subject of such evidence, no fewer than 10 days before commencement of the proceeding, a written statement of the acts or offenses it intends to offer, describing them and the evidence the state intends to offer with particularity. Notice is not required for evidence of acts or offenses which is used for impeachment or on rebuttal.
- (e)1. An agency or an administrative law judge may not base agency action that determines the substantial interests of a party on an unadopted rule or a rule that is an invalid exercise of delegated legislative authority. This subparagraph does not preclude application of valid adopted rules and applicable provisions of law to the facts.
2. In a matter initiated as a result of agency action proposing to determine the substantial interests of a party, the party's timely petition for hearing may challenge the proposed agency action based on a rule that is an invalid exercise of delegated legislative authority or based on an alleged unadopted rule. For challenges brought under this subparagraph:
- a. The challenge may be pled as a defense using the procedures set forth in s. 120.56(1)(b).
 - b. Section 120.56(3)(a) applies to a challenge alleging that a rule is an invalid exercise of delegated legislative authority.
 - c. Section 120.56(4)(c) applies to a challenge alleging an unadopted rule.
 - d. This subparagraph does not preclude the consolidation of any proceeding under s. 120.56 with any proceeding under this paragraph.
3. Notwithstanding subparagraph 1., if an agency demonstrates that the statute being implemented directs it to adopt rules, that the agency has not had time to adopt those rules because the requirement was so recently enacted, and that the agency has initiated rulemaking and is proceeding expeditiously and in good faith to adopt the required rules, then the agency's action may be based upon those unadopted rules if the administrative law judge determines that rulemaking is neither feasible nor practicable and the unadopted rules would not constitute an invalid exercise of delegated legislative authority if adopted as rules. An unadopted rule shall not be presumed valid. The agency must demonstrate that the unadopted rule:
- a. Is within the powers, functions, and duties delegated by the Legislature or, if the agency is operating pursuant to authority vested in the agency by the State Constitution, is within that authority;
 - b. Does not enlarge, modify, or contravene the specific provisions of law implemented;
 - c. Is not vague, establishes adequate standards for agency decisions, or does not vest unbridled discretion in the agency;
 - d. Is not arbitrary or capricious. A rule is arbitrary if it is not supported by logic or the necessary facts; a rule is capricious if it is adopted without thought or reason or is irrational;
 - e. Is not being applied to the substantially affected party without due notice; and
 - f. Does not impose excessive regulatory costs on the regulated person, county, or city.
4. The recommended and final orders in any proceeding shall be governed by paragraphs (k) and (l), except that the administrative law judge's determination regarding an unadopted rule under subparagraph 1. or subparagraph 2. shall not be rejected by the agency unless the agency first determines from a review of the complete record, and states with particularity in the order, that such determination is clearly erroneous or does not comply with essential requirements of law. In any proceeding for review under s. 120.68, if the court finds that the agency's rejection

of the determination regarding the unadopted rule does not comport with this subparagraph, the agency action shall be set aside and the court shall award to the prevailing party the reasonable costs and a reasonable attorney fee for the initial proceeding and the proceeding for review.

5. A petitioner may pursue a separate, collateral challenge under s. 120.56 even if an adequate remedy exists through a proceeding under this section. The administrative law judge may consolidate the proceedings.

(f) The record in a case governed by this subsection shall consist only of:

1. All notices, pleadings, motions, and intermediate rulings.
2. Evidence admitted.
3. Those matters officially recognized.
4. Proffers of proof and objections and rulings thereon.
5. Proposed findings and exceptions.
6. Any decision, opinion, order, or report by the presiding officer.
7. All staff memoranda or data submitted to the presiding officer during the hearing or prior to its disposition, after notice of the submission to all parties, except communications by advisory staff as permitted under s. 120.66(1), if such communications are public records.
8. All matters placed on the record after an ex parte communication.
9. The official transcript.

(g) The agency shall accurately and completely preserve all testimony in the proceeding, and, on the request of any party, it shall make a full or partial transcript available at no more than actual cost.

(h) Any party to a proceeding in which an administrative law judge has final order authority may move for a summary final order when there is no genuine issue as to any material fact. A summary final order shall be rendered if the administrative law judge determines from the pleadings, depositions, answers to interrogatories, and admissions on file, together with affidavits, if any, that no genuine issue as to any material fact exists and that the moving party is entitled as a matter of law to the entry of a final order. A summary final order shall consist of findings of fact, if any, conclusions of law, a disposition or penalty, if applicable, and any other information required by law to be contained in the final order.

(i) When, in any proceeding conducted pursuant to this subsection, a dispute of material fact no longer exists, any party may move the administrative law judge to relinquish jurisdiction to the agency. An order relinquishing jurisdiction shall be rendered if the administrative law judge determines from the pleadings, depositions, answers to interrogatories, and admissions on file, together with supporting and opposing affidavits, if any, that no genuine issue as to any material fact exists. If the administrative law judge enters an order relinquishing jurisdiction, the agency may promptly conduct a proceeding pursuant to subsection (2), if appropriate, but the parties may not raise any issues of disputed fact that could have been raised before the administrative law judge. An order entered by an administrative law judge relinquishing jurisdiction to the agency based upon a determination that no genuine dispute of material fact exists, need not contain findings of fact, conclusions of law, or a recommended disposition or penalty.

(j) Findings of fact shall be based upon a preponderance of the evidence, except in penal or licensure disciplinary proceedings or except as otherwise provided by statute, and shall be based exclusively on the evidence of record and on matters officially recognized.

(k) The presiding officer shall complete and submit to the agency and all parties a recommended order consisting of findings of fact, conclusions of law, and recommended disposition or penalty, if applicable, and any other information required by law to be contained in the final order. All proceedings conducted under this subsection shall be de novo. The agency shall allow each party 15 days in which to submit written exceptions to the recommended order. The final order shall include an explicit ruling on each exception, but an agency need not rule on an exception that does not clearly identify the disputed portion of the recommended order by page number or paragraph, that does not identify the legal basis for the exception, or that does not include appropriate and specific citations to the record.

(l) The agency may adopt the recommended order as the final order of the agency. The agency in its final order may reject or modify the conclusions of law over which it has substantive jurisdiction and interpretation of administrative rules over which it has substantive jurisdiction. When rejecting or modifying such conclusion of law or interpretation of administrative rule, the agency must state with particularity its reasons for rejecting or modifying such conclusion of law or interpretation of administrative rule and must make a finding that its substituted conclusion of law or interpretation of administrative rule is as or more reasonable than that which was rejected or modified. Rejection or modification of conclusions of law may not form the basis for rejection or modification of findings of fact. The agency may not reject or modify the findings of fact unless the agency first determines from a review of the entire record, and states with particularity in the order, that the findings of fact were not based upon competent substantial evidence or that the proceedings on which the findings were based did not comply with essential requirements of law. The agency may accept the recommended penalty in a recommended order, but may not reduce or increase it without a review of the complete record and without stating with particularity its reasons therefor in the order, by citing to the record in justifying the action.

(m) If a recommended order is submitted to an agency, the agency shall provide a copy of its final order and any exceptions to the division within 15 days after the order is filed with the agency clerk.

(n) Notwithstanding any law to the contrary, when statutes or rules impose conflicting time requirements for the scheduling of expedited hearings or issuance of recommended or final orders, the director of the division shall have the authority to set the proceedings for the orderly operation of this chapter.

(2) **ADDITIONAL PROCEDURES APPLICABLE TO HEARINGS NOT INVOLVING DISPUTED ISSUES OF MATERIAL FACT.**—In any case to which subsection (1) does not apply:

(a) The agency shall:

1. Give reasonable notice to affected persons of the action of the agency, whether proposed or already taken, or of its decision to refuse action, together with a summary of the factual, legal, and policy grounds therefor.
2. Give parties or their counsel the option, at a convenient time and place, to present to the agency or hearing officer written or oral evidence in opposition to the action of the agency or to its refusal to act, or a written statement challenging the grounds upon which the agency has chosen to justify its action or inaction.
3. If the objections of the parties are overruled, provide a written explanation within 7 days.

(b) An agency may not base agency action that determines the substantial interests of a party on an unadopted rule or a rule that is an invalid exercise of delegated legislative authority.

(c) The record shall only consist of:

1. The notice and summary of grounds.
2. Evidence received.
3. All written statements submitted.
4. Any decision overruling objections.
5. All matters placed on the record after an ex parte communication.
6. The official transcript.
7. Any decision, opinion, order, or report by the presiding officer.

(3) **ADDITIONAL PROCEDURES APPLICABLE TO PROTESTS TO CONTRACT SOLICITATION OR AWARD.**—Agencies subject to this chapter shall use the uniform rules of procedure, which provide procedures for the resolution of protests arising from the contract solicitation or award process. Such rules shall at least provide that:

(a) The agency shall provide notice of a decision or intended decision concerning a solicitation, contract award, or exceptional purchase by electronic posting. This notice shall contain the following statement: "Failure to file a protest within the time prescribed in section 120.57(3),

Florida Statutes, or failure to post the bond or other security required by law within the time allowed for filing a bond shall constitute a waiver of proceedings under chapter 120, Florida Statutes.”

(b) Any person who is adversely affected by the agency decision or intended decision shall file with the agency a notice of protest in writing within 72 hours after the posting of the notice of decision or intended decision. With respect to a protest of the terms, conditions, and specifications contained in a solicitation, including any provisions governing the methods for ranking bids, proposals, or replies, awarding contracts, reserving rights of further negotiation, or modifying or amending any contract, the notice of protest shall be filed in writing within 72 hours after the posting of the solicitation. The formal written protest shall be filed within 10 days after the date the notice of protest is filed. Failure to file a notice of protest or failure to file a formal written protest shall constitute a waiver of proceedings under this chapter. The formal written protest shall state with particularity the facts and law upon which the protest is based. Saturdays, Sundays, and state holidays shall be excluded in the computation of the 72-hour time periods provided by this paragraph.

(c) Upon receipt of the formal written protest that has been timely filed, the agency shall stop the solicitation or contract award process until the subject of the protest is resolved by final agency action, unless the agency head sets forth in writing particular facts and circumstances which require the continuance of the solicitation or contract award process without delay in order to avoid an immediate and serious danger to the public health, safety, or welfare.

(d)1. The agency shall provide an opportunity to resolve the protest by mutual agreement between the parties within 7 days, excluding Saturdays, Sundays, and state holidays, after receipt of a formal written protest.

2. If the subject of a protest is not resolved by mutual agreement within 7 days, excluding Saturdays, Sundays, and state holidays, after receipt of the formal written protest, and if there is no disputed issue of material fact, an informal proceeding shall be conducted pursuant to subsection (2) and applicable agency rules before a person whose qualifications have been prescribed by rules of the agency.

3. If the subject of a protest is not resolved by mutual agreement within 7 days, excluding Saturdays, Sundays, and state holidays, after receipt of the formal written protest, and if there is a disputed issue of material fact, the agency shall refer the protest to the division by electronic means through the division’s website for proceedings under subsection (1).

(e) Upon receipt of a formal written protest referred pursuant to this subsection, the director of the division shall expedite the hearing and assign an administrative law judge who shall commence a hearing within 30 days after the receipt of the formal written protest by the division and enter a recommended order within 30 days after the hearing or within 30 days after receipt of the hearing transcript by the administrative law judge, whichever is later. Each party shall be allowed 10 days in which to submit written exceptions to the recommended order. A final order shall be entered by the agency within 30 days of the entry of a recommended order. The provisions of this paragraph may be waived upon stipulation by all parties.

(f) In a protest to an invitation to bid or request for proposals procurement, no submissions made after the bid or proposal opening which amend or supplement the bid or proposal shall be considered. In a protest to an invitation to negotiate procurement, no submissions made after the agency announces its intent to award a contract, reject all replies, or withdraw the solicitation which amend or supplement the reply shall be considered. Unless otherwise provided by statute, the burden of proof shall rest with the party protesting the proposed agency action. In a competitive-procurement protest, other than a rejection of all bids, proposals, or replies, the administrative law judge shall conduct a de novo proceeding to determine whether the agency’s proposed action is contrary to the agency’s governing statutes, the agency’s rules or policies, or the solicitation specifications. The standard of proof for such proceedings shall be whether the proposed agency action was clearly erroneous, contrary to competition, arbitrary, or capricious. In any bid-protest proceeding contesting an intended agency action to reject all bids, proposals, or replies, the standard of review by an administrative law judge shall be whether the agency’s intended action is illegal, arbitrary, dishonest, or fraudulent.

(g) For purposes of this subsection, the definitions in s. 287.012 apply.

(4) INFORMAL DISPOSITION.—Unless precluded by law, informal disposition may be made of any proceeding by stipulation, agreed settlement, or consent order.

(5) APPLICABILITY.—This section does not apply to agency investigations preliminary to agency action.

History.—s. 1, ch. 74-310; s. 7, ch. 75-191; s. 8, ch. 76-131; s. 1, ch. 77-174; s. 5, ch. 77-453; ss. 6, 11, ch. 78-95; s. 6, ch. 78-425; s. 8, ch. 79-7; s. 7, ch. 80-95; s. 4, ch. 80-289; s. 57, ch. 81-259; s. 2, ch. 83-78; s. 9, ch. 83-216; s. 2, ch. 84-173; s. 4, ch. 84-203; ss. 1, 2, ch. 86-108; s. 44, ch. 87-6; ss. 1, 2, ch. 87-54; s. 5, ch. 87-385; s. 1, ch. 90-283; s. 4, ch. 91-30; s. 1, ch. 91-191; s. 22, ch. 92-315; s. 7, ch. 94-218; s. 1420, ch. 95-147; s. 1, ch. 95-328; s. 19, ch. 96-159; s. 1, ch. 96-423; s. 8, ch. 97-176; s. 5, ch. 98-200; s. 3, ch. 98-279; s. 47, ch. 99-2; s. 6, ch. 99-379; s. 2, ch. 2002-207; s. 5, ch. 2003-94; s. 7, ch. 2006-82; s. 12, ch. 2008-104; s. 12, ch. 2011-208; s. 4, ch. 2016-116.

120.68 Judicial review.--

(1)(a) A party who is adversely affected by final agency action is entitled to judicial review.

(b) A preliminary, procedural, or intermediate order of the agency or of an administrative law judge of the Division of Administrative Hearings is immediately reviewable if review of the final agency decision would not provide an adequate remedy.

(2)(a) Judicial review shall be sought in the appellate district where the agency maintains its headquarters or where a party resides or as otherwise provided by law. All proceedings shall be instituted by filing a notice of appeal or petition for review in accordance with the Florida Rules of Appellate Procedure within 30 days after the rendition of the order being appealed. If the appeal is of an order rendered in a proceeding initiated under s. 120.56, the agency whose rule is being challenged shall transmit a copy of the notice of appeal to the committee.

(b) When proceedings under this chapter are consolidated for final hearing and the parties to the consolidated proceeding seek review of final or interlocutory orders in more than one district court of appeal, the courts of appeal are authorized to transfer and consolidate the review proceedings. The court may transfer such appellate proceedings on its own motion, upon motion of a party to one of the appellate proceedings, or by stipulation of the parties to the appellate proceedings. In determining whether to transfer a proceeding, the court may consider such factors as the interrelationship of the parties and the proceedings, the desirability of avoiding inconsistent results in related matters, judicial economy, and the burden on the parties of reproducing the record for use in multiple appellate courts.

(3) The filing of the petition does not itself stay enforcement of the agency decision, but if the agency decision has the effect of suspending or revoking a license, supersedeas shall be granted as a matter of right upon such conditions as are reasonable, unless the court, upon petition of the agency, determines that a supersedeas would constitute a probable danger to the health, safety, or welfare of the state. The agency also may grant a stay upon appropriate terms, but, whether or not the action has the effect of suspending or revoking a license, a petition to the agency for a stay is not a prerequisite to a petition to the court for supersedeas. In any event the court shall specify the conditions, if any, upon which the stay or supersedeas is granted.

(4) Judicial review of any agency action shall be confined to the record transmitted and any additions made thereto in accordance with paragraph (7)(a).

(5) The record for judicial review shall be compiled in accordance with the Florida Rules of Appellate Procedure.

(6)(a) The reviewing court’s decision may be mandatory, prohibitory, or declaratory in form, and it shall provide whatever relief is appropriate irrespective of the original form of the petition. The court may:

1. Order agency action required by law; order agency exercise of discretion when required by law; set aside agency action; remand the case for further agency proceedings; or decide the rights, privileges, obligations, requirements, or procedures at issue between the parties; and
2. Order such ancillary relief as the court finds necessary to redress the effects of official action wrongfully taken or withheld.

- (b) If the court sets aside agency action or remands the case to the agency for further proceedings, it may make such interlocutory order as the court finds necessary to preserve the interests of any party and the public pending further proceedings or agency action.
- (7) The court shall remand a case to the agency for further proceedings consistent with the court's decision or set aside agency action, as appropriate, when it finds that:
- (a) There has been no hearing prior to agency action and the reviewing court finds that the validity of the action depends upon disputed facts;
 - (b) The agency's action depends on any finding of fact that is not supported by competent, substantial evidence in the record of a hearing conducted pursuant to ss. 120.569 and 120.57; however, the court shall not substitute its judgment for that of the agency as to the weight of the evidence on any disputed finding of fact;
 - (c) The fairness of the proceedings or the correctness of the action may have been impaired by a material error in procedure or a failure to follow prescribed procedure;
 - (d) The agency has erroneously interpreted a provision of law and a correct interpretation compels a particular action; or
 - (e) The agency's exercise of discretion was:
 - 1. Outside the range of discretion delegated to the agency by law;
 - 2. Inconsistent with agency rule;
 - 3. Inconsistent with officially stated agency policy or a prior agency practice, if deviation therefrom is not explained by the agency; or
 - 4. Otherwise in violation of a constitutional or statutory provision;
 but the court shall not substitute its judgment for that of the agency on an issue of discretion.
- (8) Unless the court finds a ground for setting aside, modifying, remanding, or ordering agency action or ancillary relief under a specified provision of this section, it shall affirm the agency's action.
- (9) A petition challenging an agency rule as an invalid exercise of delegated legislative authority shall not be instituted pursuant to this section, except to review an order entered pursuant to a proceeding under s. 120.56 or s. 120.57(1)(e)1. or (2)(b) or an agency's findings of immediate danger, necessity, and procedural fairness prerequisite to the adoption of an emergency rule pursuant to s. 120.54(4), unless the sole issue presented by the petition is the constitutionality of a rule and there are no disputed issues of fact.
- (10) If an administrative law judge's final order depends on any fact found by the administrative law judge, the court shall not substitute its judgment for that of the administrative law judge as to the weight of the evidence on any disputed finding of fact. The court shall, however, set aside the final order of the administrative law judge or remand the case to the administrative law judge, if it finds that the final order depends on any finding of fact that is not supported by competent substantial evidence in the record of the proceeding.
- History.—s. 1, ch. 74-310; s. 13, ch. 76-131; s. 38, ch. 77-104; s. 1, ch. 77-174; s. 11, ch. 78-425; s. 4, ch. 84-173; s. 7, ch. 87-385; s. 36, ch. 90-302; s. 6, ch. 91-30; s. 1, ch. 91-191; s. 10, ch. 92-166; s. 35, ch. 96-159; s. 15, ch. 97-176; s. 8, ch. 2003-94; s. 5, ch. 2016-116.

FRS Investment Plan
DROP ACCUMULATION DIRECT ROLLOVER FORM
FOR CURRENT DROP MEMBERS



IMPORTANT INFORMATION

This form cannot be completed until you have completed and submitted the *FRS DROP Select Payout Method Form (Form DP-PAYT)* that you received from the Division of Retirement. If you have not received or completed Form DP-PAYT, contact the Division of Retirement toll-free at 1-866-446-9377, Option 3.

Complete this form if you want to roll your FRS Deferred Retirement Option Program (DROP) accumulation to the FRS Investment Plan and are planning to terminate employment with the FRS in the near future. By completing this form, you will establish an Investment Plan account which would allow your DROP funds to be deposited into your account. Once all forms have been completed and received, your DROP accumulation balance will be transferred to the Investment Plan. The FRS Investment Plan only accepts rollovers from financial institutions and will not accept personal checks.

If you need assistance in completing this form or need to discuss the process for rolling your accumulation into the FRS Investment Plan, you can call the MyFRS Financial Guidance Line toll-free at **1-866-446-9377, Option 4** (TRS 711), and connect to the Investment Plan Administrator.

Rolling your DROP accumulation into the FRS Investment Plan is a completely separate transaction from receiving your monthly FRS Pension Plan benefits. Terminated DROP participants who roll their DROP accumulation into the FRS Investment Plan have immediate distribution access to their DROP proceeds whether they are retired or have returned to FRS-participating employment.

REQUIRED DOCUMENTATION / INFORMATION

Please complete and return this form to the Investment Plan Administrator by fax or mail to one of the locations provided on page 2 of this form. The information on this form is required to set up your account. If you have any questions, please call the Investment Plan Administrator toll-free at **1-866-446-9377, Option 4** (TRS 711).

Please Print:

Last Name	First Name	MI	Last 4 of SSN	
Date of Birth (mm/dd/yyyy):	Telephone ()	PERSONAL EMAIL:		
Street Address	City	State	Zip Code	

You authorize the deposit of your DROP accumulation into the FRS Investment Plan as indicated in the Investment Options section. You further authorize the Investment Plan Administrator to process this request on your behalf. You have read and understand all information in the instructions and hereby provide the applicable DROP certification. You certify that your DROP accumulation is eligible for rollover into the FRS Investment Plan, you are eligible to direct your DROP accumulation, and you are/were an FRS DROP participant.

Signature

Date

INVESTMENT OPTIONS

By using this form you are initially choosing to have your DROP accumulation invested in one or more of the following two investment options (must total 100%):

_____%	FRS Stable Value Fund - This fund seeks to provide high current income, liquidity and capital preservation. The fund is an index fund and primarily invests in high quality, liquid, short-term instruments. (\$0.80)
_____%	FRS Retirement Fund - This fund seeks to provide current income and some capital appreciation as well as potential protection against future inflation. (\$2.10)
_____%	Total Amount (must total 100%)

Note: The description above shows the first year annual fees (in **bold italics**) that would be paid out of your account balance based on a \$1,000 investment in that fund. The fees on this form may have changed since the form was printed. To see the latest fee and fund information, go online to MyFRS.com. **If you fail to select any investment options on this form, you are affirmatively electing to have your DROP accumulation deposited in the FRS Retirement Fund.** You may change your investment fund selection(s) after your account is funded. There are currently a suite of retirement date funds and nine investment options to choose from. Please use the free MyFRS Financial Guidance Program resources to help you understand your investment fund choices.

BENEFICIARY DESIGNATION

You have the right to designate a beneficiary to receive any benefits due at your death. Until you provide the Investment Plan Administrator with your *Beneficiary Designation Form*, your benefits will be payable in accordance with Florida law, pursuant to Section 121.4501(20), F.S. Any beneficiary change will be effective only upon receipt of your *Beneficiary Designation Form* (IPBEN-1) for the FRS Investment Plan, which can be obtained from the Investment Plan Administrator by calling the MyFRS Financial Guidance Line at 1-866-446-9377, Option 4, or at MyFRS.com under "Forms." **Note:** The beneficiary you designate for your Investment Plan account may be different from the beneficiary you have named to receive your Pension Plan benefits.

AUTHORIZED / CERTIFICATION - IMPORTANT INFORMATION

You understand you can find a description of your rights and responsibilities under the Investment Plan in the Summary Plan Description and Florida Statutes, available through the MyFRS Financial Guidance Line, Option 2, or at MyFRS.com.

You are authorizing your DROP benefit be invested as set out in the Investment Option Section of this form and you understand other investment funds are available to you. You understand you can change the fund allocations at any time after your DROP accumulation has been deposited by accessing MyFRS.com or by calling the toll-free MyFRS Financial Guidance Line, Option 2.

You acknowledge you reviewed the Fund Profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement in the "Investment Funds" section at MyFRS.com before selecting any investment funds or submitting this form. You understand you can request a printed copy of these items be mailed to you at no cost by calling the toll-free MyFRS Financial Guidance Line, Option 4.

You understand information on investment funds will be provided in electronic format, unless you request hard copies. You understand the Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7-calendar days following any non-exempt transfers into such funds and you may be subject to trading controls on other funds in the event you trade excessively.

You understand investment management fees will be deducted from your Investment Plan account. You also understand these fees may change in the future and funds may be added or terminated. You understand if any of the funds you select in the Investment Plan are terminated in the future, you will be able to move your rollover into other investment funds prior to termination, otherwise, your accumulation in the terminated fund(s) will be automatically moved into a replacement fund designated at that time. You understand you are subject to a mandatory payout of your account if your balance is \$1,000 or less, and an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.

You understand that as a terminated DROP participant rolling your DROP accumulation into the Investment Plan you will have immediate distribution access to your DROP proceeds whether you are retired or return to FRS-covered employment.

You understand Sections 121.4501(8)(b)2 and 121.4501(15) of Florida law incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the accumulation in your Investment Plan account, pursuant to section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.

When you provide a check for deposit, you authorize the trust's bank either to use information from your check to make a one-time electronic fund transfer from your account or to process this activity as a check transaction. When information from your check is used to make an electronic fund transfer, funds may be withdrawn from that account as soon as the same day the bank receives your plan deposit, and you will not receive your check back from your financial institution.

You consent to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.

By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number for purposes related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.

Submit all documentation to the ATTN: FRS INVESTMENT PLAN ADMINISTRATOR by one of the following ways:

Regular US Postal Service

**P.O. Box 785027
Orlando, FL 32878-5027**

Fax

1-888-310-5559

Overnight Courier

**2300 Discovery Drive
Orlando, FL 32826**

A confirmation statement will be mailed to your address of record once your completed form and check are received and processed. Please allow 2 to 3 weeks to receive it.

Carefully review your form and be sure you've signed and dated it. Please keep a copy for your records.



Florida Retirement System

FRS INVESTMENT PLAN DROP DIRECT ROLLOVER FORM FOR FORMER DROP MEMBERS



IMPORTANT INFORMATION

Complete this *FRS Investment Plan DROP Direct Rollover Form for Former DROP Members* if you have already terminated employment with the FRS and rolled your FRS Deferred Retirement Option Program (DROP) accumulation to another qualified retirement account, [for example, (1) a qualified Traditional IRA with another custodian, (2) an eligible retirement plan (401(k), 457 or 403(b)), or (3) the Federal Employee's Thrift Savings Plan]; and you now wish to invest your DROP rollover in the FRS Investment Plan. Terminated DROP participants who roll their DROP accumulation into the FRS Investment Plan have immediate distribution access to their DROP proceeds whether they are retired or have returned to FRS-covered employment.

The following types of retirement plans and/or distributions are **not eligible** to be rolled over into the FRS Investment Plan:

1. **Roth IRA:** You can only transfer/rollover assets from a Roth IRA into other Roth IRAs.
2. **Payments Spread Over Long Periods of Time:** You cannot move a payment if it is part of a series of equal (or almost equal) payments made at least once a year and lasting for your lifetime (or your life expectancy), your lifetime and your beneficiary's lifetime (or life expectancies), or a period of 10 years or more.
3. **Required Minimum Payments:** Beginning in the year you turn 72, a certain portion of your payment cannot be rolled over because it is a required minimum payment that must be paid to you. However, once you have received the required minimum payment for a particular year, you may move the remainder of your retirement plan account into the FRS Investment Plan. (You will be required to continue receiving the required minimum payments from your FRS Investment Plan.)
4. **Emergency or Hardship Withdrawals:** Emergency (from a 457 plan) or hardship (from a 401 or 403(b) plan) withdrawals cannot be moved to the FRS Investment Plan.
5. **After-tax Distributions:** After-tax distributions from any qualified retirement plan or IRA are not permitted. After tax monies can only be accepted if transferred directly from the rollover plan to the FRS Investment Plan (i.e. Trustee-to-Trustee Rollover) and is NOT part of an indirect 60-day rollover.

If you have any questions regarding the DROP rollover accumulations into the Investment Plan, please call the MyFRS Financial Guidance Line toll-free at **1-866-446-9377, Option 4** (TRS 711) to speak with the Investment Plan Administrator.

Last Name		First Name		MI	Last 4 of SSN
Date of Birth (mm/dd/yyyy)		Telephone ()		PERSONAL EMAIL:	
Street Address		City		State	Zip Code
I wish to make a DROP rollover deposit into the Investment Plan in the amount of \$_____. This deposit is a rollover from another qualified retirement account to the FRS Investment Plan.					

INVESTMENT OPTIONS

By using this DROP Direct Rollover Form for Former DROP Members, you are initially choosing to have your DROP rollover invested in one or more of the following two investment options (must total 100%):

____%	FRS Stable Value Fund - This fund seeks to provide high current income, liquidity and capital preservation. The fund is an index fund and primarily invests in high quality, liquid, short-term instruments. (\$0.80)
____%	FRS Retirement Fund – This fund seeks to provide current income and some capital appreciation as well as potential protection against future inflation. (\$2.10)
____%	Total Amount (Must total 100%)

Note: The description above shows the first year annual fund management fees (in **bold italics**) that would be paid out of your account balance, based on a \$1,000 investment in that fund. The fees on this form may have changed since the form was printed. To see the latest fee and fund information, go online to MyFRS.com. **If you fail to select any investment options on this form, you are affirmatively electing to have your DROP accumulation deposited in the FRS Retirement Fund.** You may change your investment fund selection(s) after your account is funded. There are currently a suite of 10 retirement date funds and 9 investment options to choose from. Please use the free MyFRS Financial Guidance Program resources to help you understand your investment fund choices. You may change your investment fund selection(s) after your account is funded.

By signing this form, you certify that:

- You are a former DROP participant and your DROP rollover is eligible for rollover into the FRS Investment Plan;
- This DROP Rollover Deposit is not a part of a series of payments over your life expectancy or over a period of 10 years or more
- This DROP Rollover Deposit does not include any required minimum distributions with respect to any previous employer's plan or IRA,
- This DROP Rollover does not include a hardship distribution, corrective distribution, nor any amounts that are deemed to have been distributed from a qualified retirement plan due to a default on a loan.

The amount of after-tax monies as part of the DROP direct rollover is \$ _____. (Zero if left blank). After-tax monies can only be accepted if transferred directly from the rollover plan to the FRS Investment Plan and are NOT part of an indirect 60-day rollover.

You authorize the FRS Investment Plan Administrator to process this request on your behalf. You understand it is your responsibility to assure the prompt forwarding of your check to the FRS Investment Plan. You have read and understand all information in the instructions and hereby provide the applicable DROP certification.

Signature

Date

Along with this completed form, please provide documentation to show that the rollover is from an eligible plan and can be rolled into the Investment Plan. The documentation can be a copy of the distribution statement/payment confirmation or IRS Form 1099-R or letter that you received from your IRA showing your distribution. This documentation should include:

- Plan Name
- Gross distribution (total amount of payment before deductions)
- Taxable amount (portion of the payment that will be taxable to you when you withdraw it from the plan)
- Federal withholding (taxes withheld from the payment)
- Date of distribution (required if you are doing an indirect rollover)
- Contributions you deferred as after-tax and/or Roth, if applicable

Provide only copies -- do not submit any original documentation (except for this form). Documentation submitted for rollover processing cannot be returned to you.

BENEFICIARY DESIGNATION

You have the right to designate a beneficiary to receive any benefits due at your death. Until you provide the Investment Plan Administrator with your Beneficiary Designation Form, your benefits will be payable in accordance with Florida law, pursuant to Section 121.4501(20), F.S. Any beneficiary change will be effective only upon receipt by the Investment Plan Administrator of your Beneficiary Designation Form (IPBEN-1) for the Investment Plan, which can be obtained from the Plan Administrator by calling the MyFRS Financial Guidance Line at 1-866-446-9377, Option 4, or on the MyFRS.com website under "Forms". Note: The beneficiary you designate for your Investment Plan account may be different from the beneficiary you have named to receive your Pension Plan benefits.

AUTHORIZATION / CERTIFICATION – IMPORTANT INFORMATION

You understand you can find a description of your rights and responsibilities under the FRS Investment Plan in the Summary Plan Description and Florida Statutes, available through the MyFRS Financial Guidance Line, Option 2, or at MyFRS.com.

You are authorizing your rollover deposit be invested as set out in the Investment Option Section of this form, and you understand other investment funds are available to you. You understand you can change your fund allocations at any time after your account is funded by accessing MyFRS.com or by calling the toll-free MyFRS Financial Guidance Line, Option 4. You acknowledge you reviewed the Fund Profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement in the "Investment Funds" section at MyFRS.com before selecting any investment funds or submitting this form. You understand you can request a printed copy of these items be mailed to you at no cost by calling the toll-free MyFRS Financial Guidance Line, Option 4. You understand the Investment Plan is not designed to facilitate short-term excessive fund trading. Foreign and global investment funds are subject to a minimum holding period of 7 calendar days following any non-exempt transfers into such funds and you may be subject to trading controls on other funds in the event you trade excessively.

You understand investment management fees will be deducted from your Investment Plan account. You also understand these fees may change in the future and funds may be added or terminated. You understand if any of the funds you select in the FRS Investment Plan are terminated in the future, you will be able to move your rollover into other investment funds prior to termination, otherwise, your accumulation in the terminated fund(s) will be automatically moved into a replacement fund designated at that time. You understand you are subject to a mandatory payout of your account if your balance is \$1,000 or less, and an account maintenance fee of \$6 per quarter if your account balance is more than \$1,000.

You understand that as a terminated DROP participant rolling your DROP accumulation into the Investment Plan you will be have immediate distribution access to your DROP proceeds whether you are retired or return to FRS-covered employment.

You understand Sections 121.4501(8)(b)2 and 121.4501(15) of Florida law incorporate the federal law concept of participant control, established by regulations of the U.S. Department of Labor under section 404(c) of the Employee Retirement Income Security Act of 1974. If you exercise control over the accumulation in your Investment Plan account, pursuant to section 404(c) regulations and all applicable laws governing the operation of the Investment Plan, no program fiduciary shall be liable for any loss to your account which results from your exercise of control.

When you provide a check for deposit, you authorize the trust's bank either to use information from your check to make a one-time electronic fund transfer from your account or to process this activity as a check transaction. When information from your check is used to make an electronic fund transfer, funds may be withdrawn from that account as soon as the same day the bank receives your plan deposit, and you will not receive your check back from your financial institution.

You consent to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the MyFRS Financial Guidance Line, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.

By entering a mobile phone number, you agree and acknowledge that the MyFRS Financial Guidance Program may send text message alerts and other related messages to that number for purposes related to your retirement account. You understand that such messages may be subject to service provider standard text messaging, data, and phone rates and that you, not the MyFRS Financial Guidance Program, will be responsible for such fees. Your service provider can provide information about any such charges. You are not required to agree to receive text messages as a condition of participating in the Investment Plan.

Submit all documentation to the ATTN: FRS INVESTMENT PLAN ADMINISTRATOR by one of the following ways:

By Regular US Postal Service

**P.O. Box 785027
Orlando, FL 32878-5027**

Fax

1-888-310-5559

Overnight Courier

**2300 Discovery Drive
Orlando, FL 32826**

A confirmation statement will be mailed to your address of record once your completed form and check are received and processed. Please allow 2 to 3 weeks to receive it.

Carefully review your form and be sure you've signed and dated it. Please keep a copy for your records.



Florida Retirement System



EMPLOYEE ROLLOVER DEPOSIT FORM
REQUEST TO TRANSFER FUNDS TO THE FRS INVESTMENT PLAN

Complete this form to request to rollover money from an eligible retirement plan into your FRS Investment Plan account. Funds will not be invested until a properly completed form has been received. See Section 6 for a list of eligible type retirement plans (which EXCLUDES a Roth IRA). You are eligible roll your funds to the FRS Investment Plan if you are one of the following: the plan participant, the surviving spouse of a deceased plan participant; or the spouse or former spouse of a plan participant under a Qualified Domestic Relations Order. Be sure to read all of the instructions and information prior to completing this form. The Eligible Rollover Deposit is a one-time plan transaction separate from your current FRS Investment Plan. **This form cannot be processed without your signature which is required on Page 2 in Section 5.**

Refer to the IPRO-1 Checklist for instructions on completing each section of this form. If you need assistance in completing this form, or need to discuss the process for rolling your assets into the FRS Investment Plan, please call the MyFRS Financial Guidance Line at 1-866-446-9377, Option 4, (TRS 711) to speak with the FRS Investment Plan Administrator.

SECTION 1: INFORMATION ABOUT YOU

<hr/>	<hr/>	<hr/>	<hr/>
Last Name	First Name	MI	Last 4 SSN
<hr/>	<hr/>	<hr/>	<hr/>
Date of Birth	Telephone Number	Email Address*	
<hr/>	<hr/>	<hr/>	
Street Address	City	State, Zip	
<hr/>	<hr/>	<hr/>	

*See Section 9 regarding electronic use of your email address and electronic delivery.

SECTION 2: INFORMATION ABOUT YOUR REQUEST

<input type="checkbox"/> Direct Rollover – Your funds are being directly rolled into the FRS Investment Plan from another financial institution instead of being paid directly to you. You have not paid taxes on these funds and you will be taxed when you receive a distribution of your FRS Investment Plan.		
<input type="checkbox"/> Indirect Rollover – You previously received a distribution of these funds and are depositing these funds into your FRS Investment Plan account within 60 days of receiving the distribution. You paid taxes on these funds at the time of distribution. See Section 8 for required documents to be submitted.		
Provide the amount that you are rolling into your FRS Investment Plan account.		
\$	Taxable Amount (Direct Rollover)	This amount is pre-tax contributions that you will pay taxes on if you withdraw these funds from the FRS (taxed in the future).
\$	Non-taxable Amount (Indirect Rollover)	This amount is after-tax contributions and you have already paid taxes prior to this rollover. (Excludes Roth IRA)
\$	Total Amount of Rollover	This is the total amount that will be deposited into your account.

SECTION 3: INFORMATION ABOUT THE QUALIFIED PLAN

<hr/>	<hr/>
Name of Financial Institution of Qualified Plan	Date of Distribution (indirect rollovers only)

SECTION 4: INVESTMENT OPTIONS

By using this *Employee Rollover Deposit Form*, you are initially choosing to have your rollover deposit invested in one of the following two investment options. **If you fail to select one of the investment options, you are affirmatively electing to have your rollover deposited in the FRS Stable Value Fund (choose only one):**

_____ **100% invested in accordance with my current Investment Plan allocations.**

_____ **100% invested in the FRS Stable Value Fund** – Fees as of July 1, 2021 - ***\$0.80***. See Section 6 for further explanation of the FRS Stable Value Fund.

The description above shows the first year annual fees (in ***bold italics***) that would be paid out of your account balance based on a \$1,000 investment in that fund. The fees on this form may have changed since the form was printed.

SECTION 5: CERTIFICATION

Pursuant to Section 121.4501(5)(e), F.S., I wish to make an eligible rollover deposit into the FRS Investment Plan. The Investment Plan accepts rollovers that include both taxable and non-taxable (any amounts that have already been taxed) amounts (excludes Roth IRA). I have provided evidence by the attached documentation that the rollover amount does not exceed the taxable amount. If any of the rollover contribution is subsequently determined to be ineligible for rollover, I understand that the Plan will distribute the ineligible amount and earnings, if applicable. I certify I have read this form and instruction in its entirety and the information I have provided is true and complete to the best of my knowledge.

You certify that your Eligible Rollover Deposit is eligible to be rolled into the FRS Investment Plan and you are rolling over your Eligible Employee Rollover Deposit no later than the 60th day after receiving it, if the funds are coming from an IRA. This IRA is a traditional IRA, Simple IRA or SEP IRA (not a Roth IRA). You also certify that this Eligible Employee Rollover Deposit is not a part of a series of payments over your life expectancy or over a period of 10 years or more, and does not include any required minimum distributions with respect to your previous employer's plan or IRA. This rollover does not include a hardship distribution, corrective distribution, nor any amounts that are deemed to have been distributed from a qualified retirement plan due to a default on a loan.

Signature

Date

SECTION 6: INSTRUCTIONS

Use this form to request a transfer of funds to the FRS Investment Plan. This is known as a direct or indirect rollover of tax-deferred money from an eligible retirement plan. You must complete all sections of this form. If an incomplete form is received the rollover will not be processed. For an indirect rollover, **you must complete the rollover deposit within 60 days of receiving the assets** to avoid paying income taxes and a potential early withdrawal penalty. You can only rollover and invest assets into the FRS Investment Plan from another qualified plan which includes: 1) a qualified Traditional IRA, Simple IRA or SEP IRA at another custodian; (2) an eligible retirement plan (401 defined contribution or 401 defined benefit); (3) 457(b); (4) 403(b) pre-tax; or (5) the Federal Employee's Thrift Savings Plan. See Section 9 for a list of retirement plans/distributions that **are not eligible** to be moved into the FRS Investment Plan.

Section 1: Information About You. Enter your last name, first name and middle initial along with the last 4 digits of your SSN. Enter your address including the City, State and zip code. Enter your telephone number and email address.

Section 2: Information About Your Request. Check the "Direct Rollover" box if the funds are being transferred directly to the FRS Investment Plan from an outside Financial Institution. Check the "Indirect Rollover" box if you are rolling over after tax monies and you have already received a distribution and you are sending a check to be deposited into your existing FRS Investment Plan account. These funds must be accounted for separately. Provide a breakout of the pre-tax or after-tax amount of the rollover. See Section 8 for required documentation.

- The amount of the transfer from your direct rollover that will be taxable when you take a future distribution.
- The amount of the transfer that is not taxable because you have already paid the taxes when you received a distribution of the funds.
- A total of all funds that will be deposited into your FRS Investment Plan account.

Section 3: Information About the Qualified Plan. Provide the name of the financial institution where that funds are currently being held. If this request is an indirect rollover, provide the date of the distribution. Additional documents will be required showing the distribution information.

Section 4: Investment Options. Choose one of the investment options listed where you would like to have your rollover deposit invested. If you select the FRS Stable Value Fund, you understand it focuses on the preservation of capital, retaining the value of your investment regardless of what stock or bond markets are doing. The fund primarily invests in fixed income securities and wrap contracts offered by banks and insurance companies. Stable Value funds are not FDIC insured or guaranteed. If you fail to select one of the investment options, you are affirmatively electing to have your rollover deposited in the FRS Stable Value Fund. If your rollover has both pretax and after-tax money, your selected investment allocations will be used to process your rollover contributions. To see the latest fee and fund information, go to the MyFRS.com website. To change your investment fund selections after your account is activated, contact the Investment Plan Administrator, at 1-866-446-9377 Option 4, or by logging into your account on MyFRS.com. You have a suite of retirement date funds and nine investment options to choose from. Transfer restrictions may apply. Contact the MyFRS Financial Guidance Line at 1-866-446-9377, Option 2 to use the free MyFRS Financial Guidance Program resources to help you understand your investment fund choices. By submitting this form, you acknowledge that you reviewed the Fund Profiles, the Investment Fund Summary, and the Annual Fee Disclosure Statement in the "Investment Funds" section at MyFRS.com. You can request a printed copy of these items be mailed to you at no cost by calling the Investment Plan Administrator.

Section 5: Certification. Read "Section 9: Important Information" section of this form. By submitting this form, you acknowledge you have read all the information and that the information you provided is true and correct. You understand Employee Rollover Deposits are reported to the IRS. You hereby release the Plan Sponsor and Plan Administrator from any claim for damages on account of the failure of this transaction to qualify as a valid rollover. You authorize the transfer of assets to the Investment Plan as detailed above. You further authorize the Investment Plan Administrator to process this request on your behalf. You understand it is your responsibility to assure the prompt transfer of assets by the current custodian. You have read and understand all information in these instructions and hereby provide the applicable eligible rollover certification.

SECTION 7: SUBMISSION OPTIONS

The rollover check must be made payable to the "FRS Investment Plan – FBO (For the Benefit Of) [your name]." Your Social Security Number and IRA/Qualified Plan Account Number must be included on the check. See Section 8 for additional required documentation.

This form along with all documentation should be sent to **ATTN: FRS INVESTMENT PLAN ADMINISTRATOR** by one of the following methods:

Fax

FRS Investment Plan Administrator
1-888-310-5559

Regular US Postal Service

FRS Investment Plan Administrator
P.O. Box 785027
Orlando, FL 32878-5027

Overnight Courier

FRS Investment Plan Administrator
2300 Discovery Drive
Orlando, FL 32826

A confirmation statement will be mailed within 2 – 3 weeks to your address of record once your funds have been deposited into your account. You will be notified if, for any reason, the rollover cannot be processed.

SECTION 8: REQUIRED DOCUMENTATION

In addition to this form, you must provide documentation that shows the rollover contribution is eligible to be rolled into the Plan. If documentation is not provided, it may be necessary for you to submit additional information. Send a copy of the distribution statement/payment confirmation, IRS Form 1099-R, or letter that you received from your prior employer plan or IRA showing your distribution to determine if the rollover is from an eligible plan and can be rolled into the Plan. This documentation should include:

- Plan Name
- Gross distribution (total amount of payment before deductions)
- Taxable amount (portion of the payment that will be taxable to you when you withdraw it from the plan)
- Federal withholding (taxes withheld from the payment)
- Date of distribution (required if you are doing an indirect rollover)
- Contributions you deferred as after-tax and/or Roth, if applicable

Provide only copies -- do not submit any original documentation (except for this form). Documentation submitted for rollover processing cannot be returned to you.

SECTION 9: IMPORTANT INFORMATION

1. Once you roll over eligible retirement monies into the FRS Investment Plan, you cannot receive any distributions of these funds (or your Investment Plan account balance) while you are actively employed. Once you have terminated all FRS employment for 3 calendar months you can request a distribution of your FRS Investment Plan. You may be eligible to withdraw a one-time distribution of up to 10% of your Investment Plan account balance one calendar month following the month of your termination if you meet the normal retirement requirements for the FRS Investment Plan. Once the rollover has been deposited into your account, it cannot be distributed separately from your regular FRS Investment Plan account.
2. A beneficiary must be designated for your Investment Plan account. Until you file a Beneficiary Designation Form with the Investment Plan Administrator, your beneficiary will be per Florida law. You understand you can modify or change your Investment Plan beneficiary by completing a Beneficiary Designation Form available at MyFRS.com.
3. By submitting this form, you are consenting to electronic delivery of documents through the MyFRS.com website, including but not limited to prospectuses, quarterly account statements, account transaction confirmation statements, privacy notices, fee disclosures, and other documents. Anytime one of these documents is available, an email notice will be sent to the email address you provided. You will need to log in to MyFRS.com to view these documents and to make any updates to your email address. Receipt of documents through MyFRS.com will continue until you revoke your consent by calling the Investment Plan Administrator, 1-866-446-9377, Option 4. Your internet service or cellphone provider may charge you a fee for the time required to view your documents online or for other services.
4. When you provide a check for deposit, you authorize the trust's bank either to use information from your check to make a one-time electronic fund transfer from your account or to process this activity as a check transaction. When information from your check is used to make an electronic fund transfer, funds may be withdrawn from that account as soon as the same day the bank receives your plan deposit, and you will not receive your check back from your financial institution.

The following types of retirement plans and/or distributions are **not eligible** to be rolled into the FRS Investment Plan:

1. **Roth IRA:** You can only transfer/rollover assets from a Roth IRA into other Roth IRAs.
2. **Payments Spread Over Long Periods of Time:** You cannot move a payment if it is part of a series of equal (or almost equal) payments made at least once a year and lasting for: your lifetime (or your life expectancy), your lifetime and your beneficiary's lifetime (or life expectancies), or a period of 10 years or more.
3. **Required Minimum Payments:** Beginning in the year you reach age 72, a certain portion of your payment cannot be moved because it is a required minimum payment that must be paid to you. However, once you have received the required minimum payment for a particular year, you may move the remainder of your retirement plan account into the FRS Investment Plan. (You will be required to continue receiving the required minimum payments from your FRS Investment Plan.)
4. **Emergency or Hardship Withdrawals:** Emergency (from a 457 plan) or hardship (from a 401 or 403(b) plan) withdrawals cannot be moved to the FRS Investment Plan.

**19-13.003 Role and Responsibilities of ~~State, School District, and Local Employers~~ Participating
Employers in the Florida Retirement System.**

All ~~state, school district, and local employers (employers)~~ who participate in the Florida Retirement System (FRS) participating employers have the following duties and responsibilities:

Remitting all the employer and employee contributions required by Parts II and III of Chapter 121, F.S. These include the contributions for the benefit of members in the Investment Plan, in accordance with Section 121.4501(5) and with Part III of Chapter 121, F.S., and also include the contributions for administrative and educational expenses, disability benefits, survivor benefits, the health insurance subsidy, and Social Security. Under no circumstances will ~~shall~~ employers be deemed to be agents of the SBA, the FRS, or both.

Rulemaking Authority 121.4501(8) FS. Law Implemented 121.4501(5), (10)(h), 121.71, 121.72, 121.73, 121.74, 121.76, 121.77, 121.78 FS. History—New 10-21-04, Amended 7-12-12, 12-16-12, 1-18-17, _____.

This Page Intentionally Left Blank



STATE BOARD OF ADMINISTRATION
OF FLORIDA

1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406

POST OFFICE BOX 13300
32317-3300

RON DESANTIS
GOVERNOR
CHAIR

JIMMY PATRONIS
CHIEF FINANCIAL OFFICER

JOHN GUARD
ACTING ATTORNEY GENERAL

CHRIS SPENCER
EXECUTIVE DIRECTOR

MEMORANDUM

To: Chris Spencer
From: Michael McCauley
Date: February 12, 2025
Subject: SBA Proxy Voting Guidelines—Proposed Policy on Artificial Intelligence (AI)

Consistent with the requirements of SBA policy #10-015 and policy #10-007, staff annually reviews the corporate governance principles and proxy voting guidelines affecting publicly traded securities within SBA portfolios. As part of the 2024 review, one new voting guideline covering responsible corporate use of Generative AI is proposed for adoption.

Background

The SBA believes that the use of AI requires comprehensive governance and risk management frameworks. To successfully guide organizations through the adoption of AI, corporate boards must have an understanding and an awareness of AI use opportunities and risks as they relate to the organization's strategy. As both the capabilities of the technology and the pace of regulatory initiatives in this area are rapidly evolving, board members will also need to update their knowledge on a regular basis.

In a recent EY survey, almost 70% of directors surveyed ranked AI in the top 5 topics of focus for 2024. As development and adoption of Generative AI has become widespread there has been a convergence of thinking about responsible use of AI among developers, corporations, and governments. The SBA expects companies to adhere to commonly accepted best practices below.

Accountability and risk management. Good corporate governance requires clear lines of accountability regarding the development and use of AI within a risk management framework.

Ethics. Boards and management should consider ethical issues arising from implementing AI, including concerns in gathering underlying data and the potential uses for the outcomes of AI systems.

Transparency. As with existing data and privacy frameworks, ensuring transparency of an organization's use of AI is fundamental in addressing associated risks.

Bias. AI systems have the potential to adversely impact fairness and equity, such as by perpetuating biases, and a board of directors should assess management's plans to mitigate such risks.

Reputation. A board of directors should develop or update clear guidelines and standards for the development and use of AI, review management's proposed measures for monitoring the operation of AI systems and assess management's plans for addressing any reputational risk that may arise from unmanaged deployment.

Confidentiality. A board of directors should consider policies relating to confidentiality in the context of the use of AI, such as prohibiting submitting sensitive, confidential, or proprietary information into externally provided generative AI services.

As development and use of AI technology expands, board members and management should disclose company strategy on each of the pillars of AI governance.

Proposed Proxy Voting Guideline (to be added to page 42 under Marketing, Sales, and Business Policies)

Use of Generative AI: CASE-BY-CASE

The SBA encourages companies to commit to standard, ethical, and transparent use of Artificial Intelligence (AI) and aim to maximize benefits while minimizing risks. Standards should include an assumed duty of care obligation. The development and use of AI could be subject to evolving legal and regulatory restrictions which lag technological advances. Boards should consider the company role in guardianship and influence ahead of legislation to avoid costly legal battles. Shareowners may make proposals asking companies to disclose the application and risks associated with company use of AI technology. The SBA will generally vote in favor of reasonable disclosure-based proposals. Board Election Note - The SBA may vote against board members responsible for oversight when there is evidence of failure to: 1) establish guidelines designed to minimize risk; 2) review management proposals for use and risk management; and 3) establish board level expertise, seek continuing education, and engage experts when needed.

References

In drafting the proposed guideline staff reviewed several papers and articles authored by industry experts and practitioners. A sample of the research reviewed is below for reference and further reading.

<https://www.icgn.org/sites/default/files/2024-03/ICGN%20Investor%20Viewpoint%20-%20Artificial%20Intelligence%20-%20An%20engagement%20guide%20%282%29.pdf>

https://cdn.prod.website-files.com/614b3d99f32e4ddc002ec49b/6553ef35b91b4d1d88c2c4d0_Responsible%20AI%20Commitments.pdf

https://www.ey.com/en_us/board-matters/four-ways-boards-can-support-the-effective-use-of-ai

<https://www.pwc.com/us/en/tech-effect/ai-analytics/how-to-make-ai-ethical.html>

<https://www.dandodiary.com/2024/07/articles/corporate-governance/artificial-intelligence-and-corporate-boards/#:~:text=Compliance%20and%20Governance%3A%20Boards%20should,fairness%2C%20transparency%2C%20and%20accountability.>

<https://www.sidley.com/-/media/publications/h-gregory-practical-law-journal--ai-and-the-role-of-the-board-of-directors-aug-2023.pdf?la=en&rev=c142662441af4aebb7bda5e8074f3190>



Corporate Governance Principles and Proxy Voting Guidelines

Fiscal Year 2023-2024

Table of Contents

INTRODUCTION	1
THE BOARD OF DIRECTORS	7
INVESTOR PROTECTIONS	16
CORPORATE STRUCTURE	23
COMPENSATION	33
BUSINESS CONDUCT	39
MUTUAL FUND VOTING	42

About the SBA

The State Board of Administration (SBA) of Florida is an agency of Florida state government that provides a variety of investment services to governmental entities. The SBA has three Trustees: The Governor, as Chairman, the Chief Financial Officer, as Treasurer, and the Attorney General, as Secretary. All three of the Trustees of the Board are elected statewide to their respective positions as Governor, Chief Financial Officer, and Attorney General. SBA Trustees are dedicated to ensuring that the SBA invests assets and discharges its duties in accordance with Florida law, guided by strict policies and a code of ethics to ensure integrity, prudent risk management and top-tier performance. The Board of Trustees appoints nine members to serve on the Investment Advisory Council (IAC). The IAC provides independent oversight of SBA's funds and major investment responsibilities.

The SBA is an investment fiduciary under law, and subject to the stringent fiduciary duties and standards of care defined by the Employee Retirement Income Security Act of 1974 (ERISA), as incorporated into Florida law.

The SBA strives to meet the highest ethical, fiduciary, and professional standards while performing its mission, with a continued emphasis on keeping operating and investment management costs as low as possible for the benefit of Florida taxpayers.

General Inquiries:

1801 Hermitage Blvd., Suite 100

Tallahassee, FL 32308

Phone: +850-488-4406

Fax: +850-413-1255

Email: governance@sbafla.com

Website: www.sbafla.com

© 2023 All material appearing in this document is copyright unless otherwise stated. The SBA takes care to ensure all information is correct at time of publication, but the publisher accepts no responsibility or liability for the accuracy of any information contained in the report.

INTRODUCTION

The State Board of Administration (SBA) of Florida manages one of the largest U.S. pension funds and other non-pension trust funds with assets spanning domestic and international capital markets. Our primary function is to represent the interests of our beneficiaries so that they will see fair returns on their investment; therefore, we have a clear interest in promoting the success of companies in which we invest. To ensure returns for our beneficiaries, we support the adoption of internationally recognized governance structures for public companies. This includes a basic and unabridged set of shareowner rights, strong independent boards, performance-based executive compensation, accurate accounting and audit practices, and transparent board procedures and policies covering issues such as succession planning and meaningful shareowner participation. All proposals are evaluated through a common lens by considering both how the proposal might impact the company's financial health as well as its impact on shareowner rights.

Corporate Governance Principles

The SBA believes that, as a long-term investor, good corporate governance practices serve to protect and enhance our long-term portfolio values.¹ In furtherance of this, and in accordance with Section 112.662, Florida Statutes, when deciding whether to exercise shareholder rights or when exercising such rights, including the voting of proxies, only pecuniary factors may be considered and the interests of the participants and beneficiaries may not be subordinated to other objectives, including sacrificing investment return or undertaking additional investment risk to promote any nonpecuniary factor. The term "pecuniary factor" means a factor that the plan administrator, named fiduciary, board, or board of trustees prudently determines is expected to have a material effect on the risk or returns of an investment based on appropriate investment horizons consistent with the investment objectives and funding policy of the retirement system or plan. The term does not include the consideration of the furtherance of any social, political, or ideological interests.

Other regulations affecting proxy voting are: 1) the U.S. Securities & Exchange Commission's (SEC) Rule 206(4)-6 under the Investment Advisers Act, promulgated in 2003, and 2) the Department of Labor (DOL) —Employee Benefits Security Administration (EBSA) rule, "Prudence and Loyalty in Selecting Plan Investments and Exercising Shareholder Rights," most recently modified and effective in early 2023. This SEC Rule made it, "fraudulent for an investment adviser to exercise proxy voting authority without having procedures reasonably designed to ensure that the adviser votes in the best interest of its clients. In the rule's adopting release, the SEC confirmed that an adviser owes fiduciary duties of care and loyalty to its clients with respect to all services undertaken on its client's behalf, including proxy voting."² The adopting release states, "The duty of care requires an adviser with proxy voting authority to monitor corporate events and to vote the proxies. To satisfy its duty of loyalty, the adviser must cast the proxy votes in a manner consistent with the best interest of its clients and must not subrogate client interests for its own."³ DOL regulation recognizes that when a plan's assets include shares of stock, the fiduciary duty to manage plan assets includes the management of shareholder rights related to those shares, such as the right to vote proxies. Under this guidance, proxy voting should be treated like any other financial asset, executed in the best interest of beneficiaries in accordance with written guidelines.⁴ However, these sources of legal authority are persuasive, and in the event of any conflict between Florida law and any such persuasive legal authority, Florida law prevails.

Managing stock ownership rights and the proxy vote includes the establishment of written proxy voting guidelines, which must include voting policies on issues likely to be presented, procedures for determining votes that are not covered or which present conflicts of interest for plan sponsor fiduciaries, procedures for ensuring that all shares held on record date are voted, and procedures for documentation of voting records. The following corporate governance principles and proxy voting guidelines are primarily designed to cover publicly traded equity securities. Other investment forms, such as privately held equity, limited liability corporations, privately held REITs, etc., are not specifically covered by individual guidelines, although broad application of the principles and guidelines can be used for these more specialized forms of equity investments.

¹ CFA Centre for Financial Market Integrity, "The Corporate Governance of Listed Companies: A Manual for Investors," 2009.

² The Conference Board, "The Separation of Ownership from Ownership," 2013.

³ "Proxy Voting by Investment Advisers," SEC Final Rule adopted January 31, 2003, effective April 14, 2003; www.sec.gov/rules/final/ia-2106.htm.

⁴ 29 CFR § 2550.404a-1(d) - Investment duties.

The primary role of shareowners within the corporate governance system is in some ways limited, although critical. Shareowners have the duty to communicate with management and encourage them to align their processes with corporate governance best practices. This means shareowners have two primary obligations: 1) to monitor the performance of the company and 2) to protect their right to act when it is necessary.

In the 1930s, Benjamin Graham and David Dodd succinctly described the agenda for corporate governance activity by stating that shareowners should focus their attention on matters where the interest of the officer and the stockholders may be in conflict. This includes questions about preserving the full integrity and value of the characteristics of ownership appurtenant to shares of common stock. For example, the right to vote may be diluted by a classified board or by dual class capitalization, and the right to transfer the stock to a willing buyer at a mutually agreeable price may be abrogated by the adoption of a poison pill.

Since management and board composition change over time, while shareowners continue their investment, shareowners must ensure that the corporate governance structure of companies will allow them to exercise their ownership rights permanently. Good corporate management is not an excuse or rationale upon which institutional investors may relinquish their ownership rights and responsibilities.

The proxy voting system must be an even playing field. Neither management nor shareowners should be able to dominate or influence voting dynamics. A 2006 article analyzed the corporate governance implications of the decoupling of voting power and economic ownership through methods such as vote trading and equity swaps, methods largely hidden from public view and not captured by current regulation or disclosure rules. This method has been used by finance-savvy activist hedge funds, for example, who have borrowed shares just before the record date to better support proposals they favor, reversing the transactions after the record date. The SBA believes that enhanced disclosure rules are critical to reveal hidden control of voting power.⁵

Management needs protection from the market's frequent focus on the short-term to concentrate on long-term returns, productivity, and competitiveness. Shareowners need protection from coercive takeover tactics and directors with personal agendas. Ideal governance provisions should provide both sides with adequate protection. They should be designed to give management the flexibility and continuity it needs to make long-term plans, to permit takeover bids in cases where management performance is depressing long-term value, to ensure that management is accountable to shareowners, and to prevent coercive offers that force shareowners to take limited short-term gains.

A study on shareowner activism and corporate governance in the United States found that shareowner opposition has slowed the spread of takeover defenses, such as staggered boards, that require shareowner approval. However, shareowners have failed in their efforts to get companies to roll back takeover defenses and, perhaps more importantly, managers frequently ignore even a majority shareowner vote in favor of a proposal.⁶

Global Standards of Corporate Governance

The SBA believes strongly that good corporate governance practices are important to encourage investments in countries and companies in a globalized economy where gaining access to capital markets is increasingly viewed as critical. Empirical evidence demonstrates the relationship between corporate valuation and corporate governance structures, finding that foreign institutional investors invested lower amounts in firms with higher insider control, lower transparency, and are domiciled in countries with weak investor protections.⁷ A comparative analysis of corporate governance in US and international firms shows

⁵ Hu, Henry T.C. and Black, Bernard S., "Empty Voting and Hidden (Morphable) Ownership: Taxonomy, Implications, and Reforms". As published in *Business Lawyer*, Vol. 61, pp. 1011-1070, 2006 Available at SSRN: <http://ssrn.com/abstract=887183>. Also, Christoffersen, S.E.K., Geczy, C.C., Musto, D.K., and Reed, A.V. 2006, "Vote Trading and Information Aggregation."

⁶ Black, B., 1998. "Shareowner Activism and Corporate Governance in the United States."

⁷ Christian Leuz, Karl V. Lins, and Francis E. Warnock, "Do Foreigners Invest Less in Poorly Governed Firms?" *The Review of Financial Studies*, 22 (2009).

that the ability of controlling shareowners to extract private benefits is strongly determined by a country's investor protection. Thus, if investor protection is weaker, improvements in firm-level governance will be costlier for the controlling shareowner.⁸

Many countries, international organizations, and prominent institutional investors have developed and implemented international policies on corporate governance and proxy voting issues (e.g., the Organization for Economic Co-operation and Development, and the International Corporate Governance Network).⁹ Many of these promulgated guidelines recognize that each country need not adopt a "one-size-fits-all" code of practice. However, SBA expects all capital markets to exhibit basic and fundamental structures that include the following:

1. Corporate Objective

The overriding objective of the corporation should be to maximize the returns to its shareowners over time. Where other considerations affect this objective, they should be clearly stated and disclosed. To achieve this objective, the corporation should endeavor to ensure the long-term viability of its business.

2. Communications & Reporting

Corporations should disclose accurate, adequate, and timely information, in particular meeting market guidelines where they exist, to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sale of shares. Material developments and foreseeable risk factors, and matters related to corporate governance should be routinely disseminated to shareowners. Shareowners, the board, and management should discuss corporate governance issues. Where appropriate, these parties should converse with government and regulatory representatives, as well as other concerned bodies, to resolve disputes, if possible, through negotiation, mediation, or arbitration. For example, investors should have the right to sponsor resolutions and convene extraordinary meetings. Formal procedures outlining how shareowners can communicate with board members should be implemented at all companies and be clearly disclosed.

3. Voting Rights

Corporations' ordinary shares should feature one vote for each share. Corporations should act to ensure the owners' rights to vote and apply this principle to all shareowners regardless of their size. Shareowners should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or absentia. Votes should be cast by custodians or nominees, in a manner agreed upon with the beneficial owner of the shares. Impediments to cross border voting should be eliminated. Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and should have effective means of redress.¹⁰

4. Corporate Boards

The Board of Directors, or Supervisory Board, as an entity, and each of its members, as individuals, is a fiduciary for all shareowners, and they should be accountable to the shareowner body as a whole. Each member should stand for election on a regular basis, preferably with annual election cycles. Corporations should disclose upon appointment to the board, and thereafter in each annual report or proxy statement, information on the identities, core competencies, professional or other backgrounds, factors affecting independence, other commitments, and overall qualifications of board members and nominees to enable investors to weigh the value that they add to the company. Information on the appointment procedure should also be disclosed annually. Boards should include a sufficient number of independent, non-executive members with appropriate qualifications. Responsibilities should include monitoring and contributing effectively to the strategy and performance of management, staffing key committees of the board, and influencing the conduct of the board. Accordingly, independent non-executives should comprise no fewer than three (3) members and as much as a substantial majority. Audit, Compensation and Nomination committees should be composed entirely of independent non-executives.

⁸ Aggraval, Reena et al, 2007, "Differences in Governance Practices between US and Foreign Firms: Measurement, Causes, and Consequences", Charles A. Dice Center for Research in Financial Economics, Working Paper 2007-14.

⁹ Organization for Economic Co-operation & Development (OECD), "Corporate Governance Factbook," 2023.

¹⁰ Organization for Economic Cooperation & Development (OECD), Role of Institutional Investors in Promoting Good Corporate Governance, January 11, 2012.

5. Executive & Director Compensation

Remuneration of corporate directors or supervisory board members and key executives should be aligned with the interests of shareowners. Corporations should disclose in each annual report or proxy statement the board's policies on remuneration and, preferably, the remuneration of individual board members and top executives; so that shareowners can judge whether corporate pay policies and practices meet this standard. Broad-based employee share ownership plans, or other profit-sharing programs are effective market mechanisms that promote employee participation.

6. Strategic Planning

Major strategic modifications to the core business of a corporation should not be made without prior shareowner approval of the proposed modification. Equally, major corporate changes that, in substance or effect, materially dilute the equity or erode the economic interests or share ownership rights of existing shareowners should not be made without prior shareowner approval of the proposed change. Shareowners should be given sufficient information about any such proposal early enough to allow them to make an informed judgment and exercise their voting rights.

7. Voting Responsibilities

The exercise of ownership rights by all shareowners, including institutional investors should be facilitated. Institutional investors acting in a fiduciary capacity should disclose their overall corporate governance and voting policies with respect to their investments, including the procedures that they have in place for deciding on the use of their voting rights. Institutional investors acting in a fiduciary capacity should disclose how they manage material conflicts of interest that may affect the exercise of key ownership rights regarding their investments. Shareowners, including institutional investors, should be allowed to consult with each other on issues concerning their basic shareowner rights, subject to exceptions to prevent abuse. The corporate governance framework should be complemented by an effective approach that addresses and promotes the provision of analysis or advice by analysts, brokers, rating agencies, and others that is relevant to decisions by investors, free from material conflicts of interest that might compromise the integrity of their analysis or advice.

Pecuniary Factors

In accordance with Section 112.662, Florida Statutes, when deciding whether to exercise shareholder rights or when exercising such rights, including the voting of proxies, only pecuniary factors may be considered and the interests of the participants and beneficiaries may not be subordinated to other objectives, including sacrificing investment return or undertaking additional investment risk to promote any nonpecuniary factor. The term "pecuniary factor" means a factor that the plan administrator, named fiduciary, board, or board of trustees prudently determines is expected to have a material effect on the risk or returns of an investment based on appropriate investment horizons consistent with the investment objectives and funding policy of the retirement system or plan. The term does not include the consideration of the furtherance of any social, political, or ideological interests.

Active Strategies & Company Engagement

The objective of SBA corporate governance engagement is to improve the governance structures at companies in which the SBA owns significant shares to enhance the value of SBA equity holdings.

A study on the evolution of shareowner activism in the United States affirms that activism by investors has increased considerably since the mid-1980s due to the involvement of public pension funds and institutional shareowners. The study identifies the potential to enhance value of investments as the main motive for active participation in the monitoring of corporations. However, as shareowner activism entails concentrated costs and widely disbursed benefits, only investors with large positions are likely to obtain a large enough return on their investment to justify the costs.¹¹

The two primary obligations of shareowners are to monitor the performance of the companies and to protect their right to act when necessary. The SBA has neither the time nor resources to micromanage companies in which it holds publicly traded stock.

¹¹ Gillan, Stuart L. and Laura T. Starks, 2007, "The Evolution of Shareowner Activism in the United States", Journal of Applied Corporate Finance, Volume 19, Number 1, Winter 2007, Published by Morgan Stanley.

Furthermore, the legal duties of care and loyalty rest with the corporate Board of Directors, not with the shareowners. For these reasons, the SBA views its role as one of fostering improved management and accountability within the companies in which we own shares. Other recent SBA corporate governance activities have included dealing with conflicts of interest within organizations with which we do business.

Voting proxies is a fiduciary responsibility, and proxies should be treated like any other financial asset, executed in the best interest of beneficiaries and not for the furtherance of any social, political or ideological interests. Florida Law may prohibit investment in companies or mandate reporting on certain investments due to geopolitical, ethnic, religious, or other factors. Compliance with these laws and any related reporting requirements have similarities to corporate governance issues and are consolidated organizationally.

Consistent with prudent and responsible investment policy, all or some of the following measures may be instituted when a corporation is found by the SBA to be under-performing market indices or in need of corporate governance reform:

- The SBA will discuss the corporate governance deficiencies with a representative and/or the Board of Directors. Deficiencies may occur in the form of policies or actions, and often result from the failure to adopt policies that sufficiently protect shareowner assets or rights. The SBA may request to be informed of the progress in ameliorating such deficiencies.
- Under SEC Rule 14(a) 8, shareowner proposals may be submitted to companies with identified performance deficiencies. Shareowners' proposals will be used to place significant issues on a company's meeting ballot to allow all shareowners to approve or disapprove of significant issues and voice the collective displeasure of company owners.¹²
- Any other strategies to achieve desired corporate governance improvements as necessary.

Investor engagement can be classified into three categories, including "Extensive," "Moderate," and "Basic." Extensive engagement is defined as multiple instances of focused interaction with a company on issues identified with a view to changing the company's behavior. The engagements were systematic and begun with a clear goal in mind. Moderate engagement is defined as more than one interaction with a company on issues identified. The engagement was somewhat systematic, but the specific desired outcome may not have been clear at the outset. Basic engagement is defined as direct contact with companies, but engagement tended to be ad-hoc and reactive. Such engagement may not have pursued the issue beyond the initial contact with the company and includes supporting letters authored by other investors or groups.

In addition to overseeing the corporate governance of companies in which we invest, the SBA must also govern the accessibility of our own records by these companies. As a beneficial owner of over 10,000 publicly traded companies, the SBA has elected to be an objecting beneficial owner, or an "OBO." By being an OBO, the SBA does not give permission to a financial intermediary to release our name and address to public companies that we are invested in. This keeps our holdings or trading strategies confidential and allows us to avoid unwanted solicitations.

Recent developments have led many to believe that the distinction between OBO and non-objecting beneficial owners or "NOBOs" should be eliminated. However, the SEC is likely to be cautious in seeking to change the current framework in significant ways.¹³ Strong opponents to an elimination of OBO and NOBO distinction are brokers and banks, who have a large incentive to ward off this change due to fee income derived from forwarding proxy materials.

While shareowner communication can be very important, steps must be taken to address the distinction between OBO and NOBO companies and to respect the privacy of beneficial owners involved. Proposals that eliminate the possibility of anonymity are not supported. It is necessary for any changes made to the current system to accommodate the strong privacy interests of current OBO firms, such as SBA.

¹² Rule 14a-8 is an SEC rulemaking promulgated under the Securities Exchange Act of 1934 and offers a set of procedural requirements governing how and when shareowners may submit resolutions for inclusion in a corporation's proxy statement.

¹³ Beller, Alan L. and Janet L. Fisher. "The OBO/NOBO Distinction in Beneficial Ownership: Implications for Shareowner Communications and Voting." Council of Institutional Investors. February 2010.

Disclosure of Proxy Voting Decisions

SBA discloses all proxy voting decisions once they have been made, typically a few calendar days prior to the date of the shareowner meeting. Disclosing proxy votes prior to the meeting date improves the transparency of our voting decisions. Historical proxy votes are available electronically on the SBA's website.¹⁴

Proxy Voting and Securities Lending

SBA participates in securities lending to enhance the return on its investment portfolios. In the process of lending securities, the legal rights attached to those shares are transferred to the borrower of the securities during the period that the securities are on loan. As a result, SBA's right to exercise proxy voting on loaned securities is forfeited unless those affected shares have been recalled from the borrower in a timely manner (i.e., on, or prior to, the share's record date). SBA has a fiduciary duty to exercise its right to vote proxies and to recall shares on loan when it is in the best interest of our beneficiaries. The ability to vote in corporate meetings is an asset of the fund which needs to be weighed against the incremental returns of the securities lending program.

Although SBA shall reserve the right to recall the shares on a timely basis prior to the record date for the purpose of exercising voting rights for domestic as well as international securities, the circumstances required to recall loaned securities are expected to be atypical. Circumstances that lead SBA to recall shares include, but are not limited to, occasions when there are significant voting items on the ballot such as mergers or proxy contests or instances when SBA has actively pursued coordinated efforts to reform the company's governance practices, such as submission of shareholder proposals or conducting an extensive engagement. In each case, the direct monetary impact of recalled shares will be considered and weighed against the discernible benefits of recalling shares to exercise voting rights. However, because companies are not required to disclose an upcoming meeting and its agenda items in advance of the record date, it usually is not possible to recall shares on loan.

¹⁴ Reporting is publicly available at www.sbafla.com, including real time voting decisions prior to shareowner meetings.

THE BOARD OF DIRECTORS

Of the voting items that come before shareowners, the matters of the board and its operation are the most pivotal. Shareowners must be able to elect and maintain a board of directors whose main charge is to monitor management on the behalf of shareowners, but who will also sufficiently heed majority shareowner input on matters of substantial importance. These voting items concern the election of the board members, as well as chairmanship and committee service, and the processes that govern the frequency, setting and outcome of elections. The nominees' qualifications, performance, and overall contribution to the board skillset are of great importance to shareowners casting votes on the elections of individuals, particularly in cases of proxy contests.

SBA votes with the intent of electing candidates who are qualified and able to effectively contribute, and we support election processes that allow shareowners in the aggregate to exercise meaningful control over who may serve as board members and under what circumstances. We favor transparent election procedures and structures that sufficiently allow for shareowners to elect and consequently hold directors accountable for their performance.

ELECTION OF DIRECTORS: CASE-BY-CASE

Director elections are of the most important voting decisions that shareowners make. Directors function as the representatives of shareowners and serve a critical role in monitoring management. The SBA generally considers a nominee's qualifications, relevant industry experience, independence, performance, and overall contribution to the board when assessing election votes.¹⁵ At the board level, we consider the applicability of differing backgrounds, experiences, and knowledge, and other appropriate categories. In cases where a proxy contest has resulted in more nominees than available board seats, it's important to assess each candidate's relative expertise and experience, as well as differences in strategic vision if applicable.

The SBA may vote against (i.e., "withhold" support for) director nominees for one or more of the following reasons:

Poor performance or oversight in duties of the board or board committees – including poor performance in board service at other public companies. Board members exhibiting poor performance may have failed to appropriately monitor or discipline management in cases where failed strategies continue to be implemented or when the board refuses to consider views from a large majority of shareowners, analysts, and market participants. In the case of a breakdown of proper board oversight, SBA is likely to vote against all or most members of the board, and in cases where a dissident has launched a proxy contest, SBA may be supportive of the dissident nominees if they present with appropriate qualifications and strategies, as discussed below. Shareowners sometimes target under-performing directors through "vote no" campaigns. An empirical study found that "vote no" campaigns are an effective tool to voice concerns with a particular director and often successfully pressure the company to act.¹⁶ This underscores that performance is an essential component of governance and should be considered when evaluating director elections.

Boards are expected to conduct internal and external evaluations of their own functioning to assess how well they are performing their responsibilities.¹⁷ These evaluations can be particularly helpful for committees as well, such as in assessing audit committee performance. The audit committee is responsible for independent oversight of the company's financial statements and, in the absence of a separate risk committee, is also often responsible for risk oversight.¹⁸ Regular self-assessments are critical to a productive audit committee. The SBA will consider the audit committee's

¹⁵ The SBA generally does not consider age as a rationale for withholding votes. Length of service on a board is sometimes a factor in determining independence for a director but is not used to justify a withhold vote except in rare instances with unusual circumstances. See the guideline for "Limits on board service".

¹⁶ Diane Del Guercio, Laura Seery, and Tracie Woidtke, "Do Boards Pay Attention when Institutional Investor Activists 'Just Vote No,'" available at <http://ssrn.com/abstract=575242>. The study finds a forced CEO turnover rate of 25 percent in firms targeted with "vote no" campaigns.

¹⁷ A paper by the Global Corporate Governance Forum recommends using board evaluations as open communication to focus on inadequacies, identify strategic priorities and become more efficient through the review of policies and procedures [GCGF, Board Performance Evaluation].

¹⁸ SEC Rule 10A-3 under the Exchange Act mandates that stock exchanges adopt listing standards that require that each member of the audit committee of a listed company has (1) not received compensation from the issuer other than for board services and (2) is not an "affiliated person" of the issuer that either controls, is controlled by, or is under common control with the issuer.

performance, especially as it relates to oversight and risk management, when voting on individual committee members. Evidence of poor audit committee performance are financial restatements, including as a result of option backdating, unremediated material weaknesses, and attempts to limit auditor liability through auditor engagement contracts. The severity, breadth, chronological sequence and duration of financial restatements, and the company's efforts at remediation will be examined in determining whether withhold votes are warranted.

Likewise, the function of the nominating and governance committees will be assessed by considering how the committees have approached implementation of governance rules and the impact on shareowners' rights, particularly in cases of bylaw amendments or votes on shareowner and management proposals. When a company goes public with a dual or multi-class share structure without a sunset provision on unequal voting rights such as in the case of an IPO or spinoff, SBA may withhold votes from or vote against directors. Bylaws that create supermajority voting thresholds or limit shareowner rights are generally undesirable but depends on the context of the individual company. This committee also is responsible for board nominations, and SBA judges this function by the qualifications of the nominees. This committee should try to seek candidates that are diversified not only in backgrounds, experience and knowledge, but in all other aspects appropriate for the individual company and should disclose these efforts to shareowners.

Members of the compensation committee are judged in accordance with the aspects of the compensation philosophy, plan, and implementation. Compensation that is out of line with respect to magnitude, peers, or performance is problematic, as are plans that reward compensation without appropriate performance-based conditions or feature undesirable elements such as gross-ups or single-trigger severance packages.

We may withhold support for individual directors if there are indications that directors are failing or failed to understand company risk exposures and/or take reasonable steps to mitigate the effects of the risk, leading to large losses.

Restricting shareowner rights or failing to sufficiently act on shareowner input – such as ignoring a shareowner proposal that received majority support of votes cast or attempting to block or limit the ability of shareowners to file precatory or binding proposals or adopt or amend bylaws.

Serving on too many boards ("over-boarding") – generally a director who serves on more than 3 company boards and who is employed in a full-time position.¹⁹ Directors with significant outside responsibilities such as serving as CEO of a public company should not exceed one external board membership.²⁰ Surveys of directors have indicated that the average board membership requires over 250 hours of active, committed work, making service on multiple boards difficult for executives, particularly CEOs, and leading to many investors embracing similar limits as the SBA. When seeking to improve board composition, boards should choose well-qualified candidates who are not already committed to serving as a director on more than three boards.

Poor attendance at meetings without just cause – less than 75 percent attendance rate.

Lack of independence – most markets should have independent board representation that meets a minimum two thirds threshold. Independence is defined as having no business, financial or personal affiliation with the firm other than being a member of its board of directors. Directors or nominees that are affiliated with outside companies that conduct business with the company, have significant outside links to senior management, were previously employed by the company or are engaged directly or indirectly in related-party transactions are highly likely to be considered non-independent, depending

¹⁹ See Fich, Eliezer M. and Anil Shivdasani, 2006, "Are Busy Boards Effective Monitors?," The Journal of Finance, Vol. 61, No. 2, pp. 689-724 (36), Blackwell Publishing. This study of U.S. industrial firms between 1989 and 1995, found that when a majority of outside directors serve on three or more boards, firms exhibit lower market-to-book ratios, as well as weaker operating profitability. When a majority of outside directors are over boarded, the sensitivity of CEO turnover to performance is significantly lower than when a majority of outside directors are not busy. Investors react positively to the departure of over boarded directors, while firms, whose directors acquire an additional board seat and become over boarded, end up experiencing negative abnormal returns.

²⁰ Neil Roland, "Directors at troubled companies overbooked, research firm claims" Financial Week, February 25, 2009. This article gives examples of over-boarding problems at struggling U.S. financial institutions. State Board of Administration (SBA) of Florida, "Time is Money," study on over-boarded directors and company performance, 2018.

on the materiality of the circumstances. At controlled companies (where an investor controls a majority of a firm's equity capital); support may be withheld from directors at boards with less than a one-third proportion of independent directors.

Boards without adequate independence from management may suffer from conflicts of interest and impaired judgment in their decision-making. In addition to poor transparency, directors with ties to management may be perceived to be less willing and able to effectively evaluate and scrutinize company strategy and performance. SBA scrutinizes management nominees to the board, because of the conflict of interest inherent in serving on the board, which in turn is charged with overseeing the performance of senior management. In most markets, we support the CEO of the company as the only reasonable management team member to serve on the board.

Lack of disclosures – because there are differences in each market as to disclosures and voting procedures for director elections, SBA considers practices in the local market, but does not compromise on fundamental tenets such as the right to elect individual directors (as opposed to a slate as a whole) and the need for proof that director candidates can provide independent oversight of management. Global markets increasingly depend on the homogenization of better governance standards to increase shareowner value and liquidity in emerging markets. The protection of fundamental voting rights may be at odds with local market customs in the short run²¹, but through voting the SBA aims to encourage companies to adopt minimum-level best practices throughout the portfolio of holdings.

In certain markets where the quality and depth of disclosures about the nominees are less than desirable, we work with other investors to advocate for improvements in these markets as a matter of course. In a few markets, the directors may be proposed as a group in a single bundled voting item, preventing a vote on each director, which is considered a very poor practice in developed economies.

When nominees are bundled or insufficient information is disclosed, we typically oppose the item. When appropriate information is disclosed, we make voting decisions based on the qualifications of the nominee, the performance of the nominee on this or other boards, if applicable, and the needs of the board considering the other nominees' overall skillset.

Minimal or no stock ownership – regarding industry or market peers. Companies should adopt a policy covering stock ownership for directors and annually review compliance among members. Certain markets have laws prohibiting ownership or discourage ownership among directors as a potential conflict of interest, so SBA is more nuanced in assessing directors on these markets.

Proxy contests are less typical election events, only occurring in a small fraction of director elections, but require shareowners to judge between competing views of strategic direction for the company. When analyzing proxy contests, the SBA focuses on two central questions: (1) Have the dissidents demonstrated that change is warranted at the company, and if so, (2) will the dissidents be better able to affect such change versus the incumbent board?

When dissidents seek board control with a majority of nominees, they face a high burden of proof and must provide a well-reasoned and detailed business plan, including the dissidents' strategic initiatives, a transition plan that describes how the dissidents will affect change in control, and the identification of a qualified and credible new management team. The SBA compares the detailed dissident plan against the incumbents' plan and compares the dissidents' proposed board and management team against the incumbent team.

Usually dissidents run a "short slate", which seeks to place just a few nominees on the board, not a majority. In these cases, the SBA places a lower burden of proof on the dissidents. In such cases, the SBA's policy does not necessarily require the dissidents to provide a detailed plan of action or proof that its plan is preferable to the incumbent plan. Instead, the dissidents must prove

²¹ For instance, Italy amended its "Consolidated Financial Act" to mandate that Italian issuers reserve a certain number of board seats for candidates presented by minority shareowners. This mandate affects Board of Director elections, Supervisory Board elections, and Board of Statutory Auditor elections. See, "Italian Issuers-Guidelines for the election of the Board of Directors (or Supervisory Board) or Board of Statutory Auditors," Trevisan & Associati February 19, 2009, available at http://www.trevisanlaw.it/en_mask.html?5 (last visited March 2, 2009).

that change is preferable to the status quo and that the dissident slate will add value to board deliberations, including by considering the issues from a viewpoint different from current management, among other factors.

PROXY ACCESS: FOR

Proxy access is an important mechanism for shareowners with substantial holdings to nominate directors directly in the company's proxy materials. Generally, we support proposals that have reasonable share ownership (3% or less) and holding history (three years or less) requirements, allow shareowners to aggregate holdings for joint nominations (permitting groups of at least 20 shareowners), cap the number of shareowner nominees at the greater of two or at least 20% of the board seats, and feature other procedural elements that are not unduly burdensome on shareowners seeking to make nominations. The SBA may vote against proposals which contain burdensome or otherwise restrictive requirements, such as ownership or holding thresholds which are set at impractical levels.

SEPARATE CHAIRMAN & CHIEF EXECUTIVE OFFICER (CEO): CASE-BY-CASE

Because the board's main responsibility is to monitor management on behalf of shareowners, it is generally desirable for the chairman of the board to be an independent director, as opposed to the current CEO or a non-independent director such as a former CEO. Most academic evidence concludes that there is more benefit to shareowners when the chair is an independent director.²² SBA typically supports proposals to provide for an independent board chairman; however, in certain cases where strong performance and governance provisions are evident, SBA may support the status quo of a serving combined CEO and chairman.

When considering whether to support a separate CEO and chairman proposal, SBA considers factors such as if there is a designated, independent lead director with the authority to develop and set the agenda for meetings and to lead sessions outside the presence of the executive chair, as well as short and long-term corporate performance on an absolute and peer-relative basis. To maintain board accountability, the SBA will not endorse the combined role of CEO and chair unless there is a strong, empowered lead director, superior company performance, and exemplary governance practices in other areas such as shareowner rights and executive compensation.

MAJORITY VOTING FOR DIRECTOR ELECTIONS: FOR

Proxy contests are rare; most elections feature uncontested elections where the number of directors nominated equals the number of board seats. When plurality voting is used as the voting standard in uncontested elections, the members are guaranteed election, no matter how few shareowners supported them. The SBA supports a majority voting standard for uncontested elections because it adds the requirement that a majority of shareowners must vote for each member to be considered duly elected. We prefer for the board to make this requirement in the bylaws of the company, not as a board policy. Policies that require the board members failing to achieve majority support to offer a resignation, which in turn may or may not be accepted by the board or committee, are not acceptable alternatives to a true majority vote standard for uncontested elections.

The SBA strongly endorses the majority voting election standard for the meaningful accountability it affords shareowners and because it provides another element to the system of checks and balances of power within the corporate structure. In

²² Grinstein, Yaniv and Valles Arellano, Yearim, "Separating the CEO from the Chairman Position: Determinants and Changes after the New Corporate Governance Regulation." March 2008; Lorsch, Jay and Zelleke, Andy, "Should the CEO Be the Chairman?" MIT Sloan Management Review, 2005; Ryan Krause, Semadeni, Matthew, "Apprentice, Departure, and Demotion: An Examination of the Three Types of CEO-Board Chair Separation," Academy of Management Journal 55(6), 2012; Tonello, Matteo, John C. Wilcox, and June Eichbaum, "The Role of the Board in Turbulent Times: CEO Succession Planning." The Corporate Board, August 2009; Lucier, Chuck, Steven Wheeler, and Rolf Habbel, "The Era of the Inclusive Leader." The Corporate Board, September/October 2007; "Chairing the Board: The Case for Independent Leadership in Corporate North America," Policy Briefing No. 4, Millstein Center for Corporate Governance & Performance, Yale School of Management, 2009.

contested elections, however, plurality voting remains the most effective voting standards, so all bylaws should specify that the majority voting standard applies only to uncontested elections.

ANNUAL ELECTIONS / NON-CLASSIFIED BOARD: FOR

A classified, or staggered, board is one in which directors are divided into three “classes” with each director serving three-year terms. All directors on a non-classified board serve one-year terms and the entire board is re-elected each year. The SBA opposes classified boards and their provisions because we believe that annual accountability will ultimately lead to increased corporate performance. Classified boards decrease corporate accountability by protecting directors from election on an annual basis. Alternatively, the SBA supports changing from a staggered board structure to annual elections for all directors.

Studies performed by economists at the SEC and by academics support the view that classified boards are contrary to shareowner interests, showing negative effects on share value for companies that adopt classified boards.²³ While classified board proponents cite stability, independence, and long-term strategic risk taking as justification for staggered boards, recent research has shown little evidence of such benefits.^{24,25}

REQUIRE MAJORITY OF INDEPENDENT DIRECTORS: FOR

SBA supports a majority independence requirement because shareowners are best served when the board includes a significant number of independent outside directors who will represent their interests without personal conflict. The most important role of the board is to objectively evaluate the performance of senior management, so outside directors with relevant, substantial industry qualifications are most likely to perform well in this role.

SBA considers local market practices but is likely to vote against current members if less than a majority of independent directors exists. In developed markets, we expect a supermajority of independent directors and consider a two-to-one ratio of independent directors to inside and affiliated directors to be a reasonable standard and will withhold support from individual director nominee who are not independent in those circumstances. Furthermore, SBA supports restricting service on compensation, audit, and governance/nominating committees to independent outside directors only.

ESTABLISH OR SET MEMBERSHIP OF BOARD COMMITTEES: CASE-BY-CASE

SBA supports the audit, compensation, and governance/nominating committees being composed solely of independent board members. Independent directors face fewer conflicts of interests and are better prepared to protect shareowner interests.²⁶

Some proposals seek to add committees on specific issues such as risk management, sustainability issues, and even specific issues such as technology and cybersecurity. When voting on proposals suggesting the establishment of new board committees, we assess the rationale for the committee and the process for handling discussions and decisions on such topics currently in place at the company. We support formation of committees that would protect or enhance shareowner rights when the company's current practices are failing to do so adequately.

²³ For example, the SEC studied the impact of 649 anti-takeover proposals submitted between 1979 and 1985. The proposals consisted of fair price provisions, institution of supermajority vote requirements, classified board proposals, and authorization of blank check preferred stock. Stocks within the group showed an average loss in value of 1.31 percent. The study also found that the proposals were most harmful when implemented at firms that have higher insider and lower institutional shareholdings.

²⁴ Faleye, Olubunmi, “Classified Boards, Stability, and Strategic Risk Taking,” *Financial Analysts Journal*, Volume 65, No. 1, 2009. Also see, Lucian A. Bebchuk, “The Myth That Insulating Boards Serves Long-Term Value,” *Columbia Law Review*, Vol. 113, October 2013 and Bebchuk, Lucian, Cohen, Alma, and Wang, Charles C.Y.; “Staggered Boards and the Wealth of Shareholders: Evidence from a Natural Experiment,” *Harvard Law School John M. Olin Center Discussion Paper No.*

²⁵ , June 2010; Gompers, Paul A., Joy L. Ishii, and Andrew Metrick, “Corporate Governance and Equity Prices,” *National Bureau of Economic Research Working Paper No. W8449*, August 2001; Bates, Thomas W., David A. Becher and Michael L. Lemmon, 2007, “Board Classification and Managerial Entrenchment from the Market for Corporate Control”, electronic copy available at: <http://ssrn.com/abstract=923408>; Jiraporn, Pornsit and Yixin Liu, 2008, “Capital Structure, Staggered Boards, and Firm Value,” *Financial Analyst Journal*, Volume 64, Number 1.

²⁶ T Aggraval, Reena et al, 2007, “Differences in Governance Practices between US and Foreign Firms: Measurement, Causes, and Consequences”, Charles A. Dice Center for Research in Financial Economics, Working Paper 2007-14

In most markets, SBA expects board to have key committees such as compensation, nominating/governance, and audit committees. SBA generally encourages companies, especially financial companies, to have a standing enterprise risk management committee of the board with formal risk management oversight responsibilities.²⁷ We may withhold support for individual directors if there are indications that directors failed to understand company risk exposures and/or failed to take reasonable steps to mitigate the effects of the risk, leading to large losses.

Shareowner advisory committees may advise the board on shareowner concerns and create formal means of communication between company stockholders and company management. SBA generally supports advisory committee proposals, particularly those intended to improve poor corporate governance practices.

SBA is typically unsupportive of proposals that specify establishment of a governmental party committee (as seen in certain proposals to add a Communist party committee for Chinese or Hong Kong state-owned entities) without disclosing board decision-making processes or the respective responsibilities of the party organization and the board. Companies should disclose as much relevant information on the interaction between the company and the government party committee as possible to help shareowners understand the company's decision-making process—particularly in those circumstances where the board allows the party committee to make material decisions. SBA generally votes against such proposals as they may erode the ability of shareowner-elected directors to govern the firm and sever the ties of accountability between the board and shareowners.

CUMULATIVE VOTING: CASE-BY-CASE

Cumulative voting generally is useful to minority shareowners at companies where a large or controlling shareowner or block of shareowners that may act in concert (such as a family-owned company) exists. It guarantees that minority shareowners will be able to elect at least one of their preferred candidates to the board of directors, even if the candidate does not win a majority vote. In contrast, only majority shareowners are guaranteed board representation at companies without cumulative voting.

The SBA will examine proposals to adopt cumulative voting considering the company's ownership profile (particularly whether there is a majority or near majority voting block) and the presence of other governance provisions such as proxy access and majority voting election requirements that directly address the voting process. A majority vote election standard ensures board accountability in uncontested elections and in some cases mitigates the need for cumulative voting. Although majority voting is meaningful in uncontested elections, it can convolute voting outcomes in contested elections. Cumulative voting, on the other hand, is meaningful primarily in contested elections, and therefore pairs well with proxy access provisions at controlled companies.

The SBA is likely to support cumulative voting proposals at majority-controlled companies to ensure that a single shareowner or small group of shareowners is unable to control voting outcomes in full. The SBA may vote against proposals to adopt cumulative voting if the company has no large shareowner blocks that aggregate easily to majority control and has adopted a full majority voting in elections bylaw (not a resignation policy), as well as proxy access or a similar structure that proactively encourages shareowners to nominate directors to the company's ballot.

REIMBURSE SHAREOWNERS FOR PROXY EXPENSES: CASE-BY-CASE

SBA generally supports proposals requiring reimbursement of proxy solicitation costs for successful dissident nominees. The expenses associated with promoting incumbent directors in a proxy contest are paid by the company, and for parity, dissidents elected by shareowners should have this benefit as well.

²⁷ In 2004, the Committee of Sponsoring Organizations of the Treadway Commission (COSO) defined Enterprise Risk Management (ERM) as, "a process, effected by an entity's board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives."

In some circumstances at firms with no reimbursement policy, dissidents are reimbursed only for proxy solicitation expenses if they gain control of the company and seek shareowner approval for the use of company funds to reimburse themselves for the costs of solicitation. SBA would typically support reimbursement of reasonable costs in these instances.

CONFIDENTIAL VOTING: FOR

SBA supports greater transparency in election tabulations and the use of independent tabulators and inspectors, and we support to concept of end-to-end vote confirmation so that shareowners can be confident that their vote was correctly cast and counted. However, we are respectful of shareowners who may prefer anonymity. In a confidential voting system, only vote tabulators and inspectors of elections may examine individual proxies and ballots—management and shareholders are given only voting totals. The SBA supports resolutions requesting that corporations adopt a policy of confidential voting combined with the use of independent vote tabulators and inspectors of elections because it is the best way to guarantee confidentiality. However, the SBA generally does not support resolutions calling for confidential voting if they lack an independent inspector requirement.

In the absence of such policies, shareowners can vote confidentially by registering their shares with third parties as objecting beneficial owners (OBOs), allowing anonymity in the voting process. In an open voting system, management can determine who has voted against its director nominees (or proposals) and then re-solicit those shareowners before the final vote count. As a result of the re-solicitation, shareowners may be pressured to change their vote. On the positive side, many companies are increasing their interactions with shareowners before the voting occurs through expanded proxy solicitation conversations and other paths of engagement.

MINIMUM STOCK OWNERSHIP: FOR

The SBA typically supports proposals that require directors to own a reasonable minimum amount of company stock.²⁸ The SBA will consider voting against directors who own no company stock and have served on the board for more than one year. One of the best ways for directors to align their interests with those of the shareowners is to own stock in the corporation, and since director fees are typically paid partially in stock, retention guidelines encourage long-term ownership of these shares. SBA typically expects non-employee directors to maintain ownership of a number of shares having a market value equal to five times their annual retainer.

Boards should establish a policy and annually review and identify the positions covered by directors and executives. The annual review should also provide information to shareowners on whether guidelines are met and describe any action taken for non-compliance. The guidelines should identify what compensation types may be considered as ownership and what holdings are not (such as hedged positions).

NOMINEE QUALIFICATIONS: CASE-BY-CASE

SBA may support proposals concerning nominee qualifications if there is justification for doing so and the criteria include reasonable limits, restrictions, or requirements.

Some boards of directors may unilaterally implement changes to their corporate bylaws or articles aimed at restricting the ability of shareowners to nominate director candidates who receive third-party compensation or payments for serving as a director candidate or for service as a director of the company. Such restrictive director qualification requirements may deter legitimate investor efforts to seek board representation via a proxy contest and could exclude highly qualified individuals from being candidates for board service. When such provisions are adopted without shareowner ratification, the SBA may withhold support from members of the full board of directors or members of the governance committee serving at the time of the bylaw

²⁸ Executive stock ownership is covered in the executive compensation section of these guidelines.

amendment. However, SBA does support disclosure of all compensation and payments made by a third-party to nominees or directors.

LIMITS ON BOARD SERVICE: AGAINST

The SBA generally votes AGAINST proposals to limit the service of outside directors. While refreshing a board with new outside directors often brings in fresh ideas and a healthy mix of director experience that benefit shareowners, we do not believe arbitrary limits such as tenure limits and mandatory retirement ages are appropriate ways to achieve that goal. They preclude a board's more nuanced examination of its members' contributions and could harm shareowners' interests by preventing some experienced and knowledgeable directors from serving on the board. Age limits are a form of discrimination.

Boards of directors should evaluate director tenure as part of the analysis of a director's independence and overall performance. Some studies indicate a correlation between director tenure and firm performance. A study of companies in the U.S. found that the relationship between average director tenure and firm value was negatively correlated, but highly dependent on tenure levels over time.²⁹

SET BOARD SIZE: CASE-BY-CASE

The voting decision for these proposals depends on who is making the proposal and why. On occasion, management proposals seek to limit a shareowner's ability to alter the size of the board, while at the same time, allowing management to increase or decrease the size of the board at its discretion. Corporate management argues that the purpose of such proposals is to prevent a dominant shareowner from taking control of the board by drastically increasing the number of directors and electing its own nominees to fill the newly created vacancies. Other scenarios may include a board's downsizing in response to business changes or acquisitions. The SBA generally supports such proposals when a reasonable rationale is presented for the change. We prefer a shareowner vote for any changes in board size because the directors serving are representatives of the shareowners, and they should collectively determine the size of the board. Often, state law supersedes corporate bylaws by specifying minimum and maximum board size, as well as the process governing changes in board size.

REQUIRE MORE NOMINEES THAN BOARD SEATS: AGAINST

SBA opposes shareowner proposals requiring two candidates per board seat. Proxy access is a preferable mechanism for shareowners to nominate directors when necessary.

DIRECTOR LIABILITY AND/OR INDEMNIFICATION: CASE-BY-CASE (AND ACCORDING TO STATE LAWS)

Indemnification literally means "to make whole." When a corporation indemnifies its directors and officers, the directors are covered by the company or insured by a purchased policy against certain legal expenses, damages and judgments incurred because of lawsuits relating to their corporate actions. SBA may vote in favor if the covered acts provide that a "good faith" standard was satisfied. The SBA votes against such proposals if coverage expands beyond legal expenses and applies to acts that are more serious violations of fiduciary obligation, such as negligence or violating the duty of care.

SUPPORT SHAREOWNER COMMUNICATIONS WITH THE BOARD: FOR

The SBA generally supports shareowners' proposals requesting that the board establish a procedure for shareowners to communicate directly with the board, such as through creating an office of the board of directors, unless the company has done all the following:

- Established a communication structure that goes beyond the exchange requirements to facilitate the exchange of information between shareowners and members of the board;
- Disclosed information with respect to this structure to its shareowners;
- Heeded majority-supported shareowner proposals or a majority withhold vote on a director nominee;

²⁹ Huang, Sterling, "Board Tenure and Firm Performance," INSEAD Business School, May 2013.

- Established an independent chairman or a lead/presiding director. This individual must be made available for periodic consultation and direct communication with major shareowners.

ADOPT TWO-TIERED (SUPERVISORY/MANAGEMENT) BOARD STRUCTURE: CASE-BY-CASE

Companies in some countries have a two-tiered board structure, comprising a supervisory board of non-executive directors and a management board with executive directors. The supervisory board oversees the actions of the management board, while the management board is responsible for the company's daily operations. At companies with two-tiered boards, shareowners elect members to the supervisory board only; the supervisory board appoints management board members. In Austria, Brazil, the Czech Republic, Germany, Peru, Poland, Portugal, and Russia, two-tiered boards are the norm. They are also permitted by Company law in France and Spain.

The merits of the new structure will be weighed against the merits of the old structure in terms of its ability to represent shareowners' interests adequately, provide for optimal governance structure, and to generate higher shareowner value.

RATIFY ACTIONS TAKEN BY BOARD DURING PAST YEAR: CASE-BY-CASE

Many countries require that shareowners discharge the board or management for actions taken in the previous year. In most cases, discharge is a routine item and does not preclude future shareowner action if wrongdoing is discovered.³⁰ Unless there is clear evidence of negligence or action counter to shareowners' interests, the SBA will typically support the proposals. However, in the United States, given the unusual nature of discharge proposals, the SBA will typically vote against proposals that would limit the board or management from any future legal options.

APPROVE PROPOSED/COMPLETED TRANSACTIONS BETWEEN DIRECTORS AND COMPANY: CASE-BY-CASE

Transactions between a parent company and its subsidiary, or a company's dealings with entities that employ the company's directors, are usually classified as related-party transactions and are subject to company law or stock exchange listing requirements that mandate shareowner approval. Shareowner approval of these transactions is critical as they are meant to protect shareowners against abuses of power. Transactions should be completed at arm's length and not benefit directors and/or insiders at company or shareowners' expense. We also support reviews of director transactions by independent committees.

³⁰ In June 2008, Manifest and Morley Fund Management analyzed governance practices in continental Europe and issued a report that emphasized the country specific implications of discharging directors. "Directors' Liability Discharge Proposals: The Implications for Shareowners" stressed that the nature and scope of directors' liabilities vary by jurisdiction. "Each market has its own rules, regulations and best practice guidelines against which informed decisions should be measured and carefully weighed." One similarity noted in the report was that "in all the markets covered by the study, a failure to grant a discharge from liability does not have an immediate effect on the liability of directors, but merely leaves the possibility open for the company to initiate an action for liability."

INVESTOR PROTECTIONS

Investor protections encompass voting items that impact the ability of shareowners to access information needed to make prudent decisions about ownership and to exercise their rights to influence the board, election processes, and governance structure of the company. These items fall into categories relating to audits, disclosures, anti-takeover defenses and vote related mechanisms. SBA is committed to strong investor rights across all these domains and will exercise our votes to protect and strengthen the rights of shareowners in these crucial areas.

While SBA is deferential to the company and board on many issues affecting the operations of the firm whenever prudent, we are not deferential when it comes to the ability to exercise shareowner responsibilities, which includes monitoring the firm and the board of directors and acting to support change when it is warranted. We require and therefore will support strong audit functioning and detailed disclosures in a variety of areas. Strong investor rights, as well as policies that do not allow board entrenchment, are necessary for investors to protect share value.

Auditors

RATIFICATION OF AUDITORS: CASE-BY-CASE

Most major companies around the world use one of the major international auditing firms to conduct their audits. As such, concerns about the quality and objectivity of the audit are typically minimal, and the reappointment of the auditor is usually a routine matter. In the United States, companies are not legally required to allow shareowners to ratify the selection of auditors; however, a growing number are doing so. Typically, proxy statements disclose the name of the company's auditor and state that the board is responsible for selection of the firm.

The auditor's role in safeguarding investor interests is critical. Independent auditors have an important public trust, for it is the auditor's impartial and professional opinion that assures investors that a company's financial statements are accurate.³¹ Therefore, the practice of auditors providing non-audit services to companies must be closely scrutinized. While large auditors may have internal barriers to ensure that there are no conflicts of interest, an auditor's ability to remain objective becomes questionable when fees paid to the auditor for non-audit services such as management consulting, general bookkeeping, and special situation audits exceed the standard annual audit fees. In addition to ensuring that the auditor is free from conflicts of interest with the company, it is also important to ensure the quality of the work that is being performed.³²

One of the major threats to high quality financial reporting and audit quality is the risk of material financial fraud. Several studies have analyzed the nature, extent, and characteristics of fraudulent financial reporting, as well as the negative consequences for investors and management.³³ The studies' authors noted that auditing standards place a responsibility on auditors to plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether caused by error or fraud.

SBA generally supports proposals to ratify auditors unless there is reason to believe that the auditing firm has become complacent in its duties, or its independence has been compromised.³⁴ SBA believes all publicly held corporations should rotate

³¹ Hollis Ashbaugh-Skaife, et al, The Effect of SOX Internal Control Deficiencies on Firm Risk and Cost of Equity June 10, 2008.

³² Joseph Carcello & Chan Li, "Costs and Benefits of Requiring an Engagement Partner Signature: Recent Experience in the United Kingdom," Corporate Governance Center at the University of Tennessee, Working Paper, 2012. This study found that when an audit partner's name is included within the audit report, the quality of the audit increases, along with auditor fees.

³³ Mark S. Beasley, Joseph V. Carcello, Dana R. Hermanson, and Terry L. Neal, "An Analysis of Alleged Auditor Deficiencies in SEC Fraud Investigation: 1998-2010," University of Tennessee Corporate Governance Center, May 2013. Also see, Committee of Sponsoring Organizations of the Treadway Commission (COSO), "Fraudulent Financial Reporting: 1998-2007, An Analysis of U.S. Public Companies," 2010.

³⁴ Jonath Stanley, Auburn University, "Is the Audit Fee Disclosure a Leading Indicator of Clients' Business Risk?," American Association of Accountants Quarterly Journal, 2011. For example, non-audit fees, primarily tax and other consulting fees, can exceed audit fee revenue by a large margin, impairing an audit firm's objectivity. This study examined about 5,000 small sized companies over a seven-year period and concluded that rising audit fees were a leading indicator for future deterioration in financial performance as measured by firms' return on assets, determined by both earnings and cash flows.

their choice of auditors periodically. Shareowners should be given the opportunity to review the performance of the auditors annually and ratify the board's selection of an auditor for the coming year.³⁵

The audit committee should oversee the firm's interaction with the external auditor and disclose any non-audit fees completed by the auditor. Audit committees should disclose all factors considered when selecting or reappointing an audit firm, information related to negotiating auditor fees, the tenure of the current external audit firm, and a description of how the audit committee oversees and evaluates the work of their external auditor. Serial or significant restatements are potential indications of a poorly performing auditor, audit committee, or both.

APPOINT INTERNAL STATUTORY AUDITORS (JAPAN, HONG KONG, SOUTH KOREA): FOR

Most votes for auditors in Japan are to approve internal statutory auditors (also known as corporate auditors) rather than external auditors. Statutory auditors have the right to attend board meetings, although not to vote, and the obligation to cooperate with the external auditor and to approve its audit. They are required by law to keep board members informed of the company's activities, but this has become a largely symbolic function. They do not have the ability to remove directors from office. Internal auditors serve for terms of four years and may be renominated an indefinite number of times. While many investors view statutory auditors in a positive light, they are not substitutes for independent directors.

In Japan, at least half of internal auditors must be independent. While companies have complied with the technical requirements of the law, many have ignored its spirit. It is in shareowners' interests to improve the audit and oversight functions in Japan and to increase the accountability of companies to shareowners. Therefore, the SBA will not support internal auditors specified as independent but with a past affiliation with the company. When a statutory auditor attends fewer than 75 percent of board and auditor meetings, without a reasonable excuse, the SBA will generally vote against the auditor's appointment.

In other capital markets, such as South Korea, proposals seeking shareowner approval for statutory auditors' fees are not controversial. Generally, management should disclose details of all fees paid to statutory auditors well in advance of the meeting date so that shareowners can make informed decisions about statutory auditor remuneration requests. In any market, SBA may vote against the appointment of the auditor if necessary information about the auditors and fees has not been appropriately disclosed.

REMOVE/ACCEPT RESIGNATION OF AUDITORS: CASE-BY-CASE

SBA seeks to ensure auditors have not been pressured to resign in retaliation for their opinions or for providing full disclosure.

AUDITOR INDEMNIFICATION AND LIMITATION OF LIABILITY: CASE-BY-CASE

Auditor indemnification and limitation of liability are evaluated on an individual basis. Factors to be assessed by the SBA include:

- the terms of the auditor agreement and degree to which it impacts shareowners' rights;
- motivation and rationale for establishing the agreements;
- quality of disclosure; and
- historical practices in the audit area.

SBA will consider voting against auditor ratification if the auditor engagement contract includes provisions for alternative dispute resolution, liability caps, and caps on punitive damages (or the exclusion of punitive damages). Such limitations on

³⁵ Under Rule 10A-3(b)(2) of the Securities Exchange Act of 1934, as amended, the audit committee, "must be directly responsible for the appointment, compensation, retention and oversight," of the independent auditor. Section 303A.06 of the New York Stock Exchange Listed Company Manual requires that the audit committees of its listed companies satisfy the requirements of Rule 10A-3. As a result of these requirements, audit committee charters normally include the responsibility for and total discretion to select, evaluate, compensate, and oversee the work of any registered public accounting firm engaged in preparing or issuing audit report(s).

liability and indemnification shift the risk from the auditor to the company, and therefore, the shareowners. The staff of the Securities and Exchange Commission (SEC) has stated that it believes caps on punitive damages in audit contracts are not in the public interest and compromises auditor independence.³⁶ SBA will also consider voting against audit committee members if they have diminished the value or independence of the audit, such as when a company has entered into an agreement with its auditor requiring alternative dispute resolution or punitive liability caps.

APPROVE ACCOUNTING TRANSACTIONS (OTHER THAN DIVIDEND): CASE-BY-CASE

In many international markets, proposals to approve accounting transfers are common and are often required to maintain specified balances in accounts as required by relevant market law. Companies are required to keep specific amounts in each of their reserves. Additionally, companies may, in some instances, be required by law to present shareowners with a special auditors' report confirming the presence or absence of any non-tax-deductible expenses, as well as the transfer of these to the company's taxable income if applicable. In the absence of any contentious matters, the SBA is generally in favor.

AUDIT FIRM ROTATION, TERM RESTRICTIONS, AND SCOPE OF ENGAGEMENT PROPOSALS: CASE-BY-CASE

These shareowner proposals typically ask companies to adopt practices that are thought to help preserve auditor independence, such as prohibiting the auditor from providing non-audit services or capping the level of non-audit services and/or requiring periodic rotation of the audit firm. These practices are expected to help maintain a neutral and independent auditor by making the auditor's relationship with the company less lucrative.³⁷

While term limits may result in higher audit fees, the positive impact would be that a new auditor would periodically provide a fresh look at the company's accounting practices. A practice of term limits also ensures that the audit won't see the company as a never-ending client, and perhaps will be more inclined to flag questionable practices. Despite attracting a lot of attention, mandatory audit rotation has not been required by regulators or by exchange listing standards.³⁸ SBA weighs the aspects of the individual situation and proposal terms when making voting decisions concerning audit rotation, considering the length of tenure for the auditor, the level of audit and non-audit fees, and the history of audit quality. A history of restatements or atypical fees increases the likelihood of SBA supporting these proposals. Most companies seek shareowner ratification of the auditor, and the lack of this provision would also increase the likelihood of SBA supporting a reasonable proposal.

Disclosures

COMPANY REPORTS OR DISCLOSURES: CASE-BY-CASE

Often, shareowner proposals do not request that companies take a specific action, but instead simply request information in the form of reports or disclosures on their policies or actions. Disclosure requests cover a variety of topics. SBA considers supporting disclosure requests when there is a reasonable expectation that the information would help investors make better risk assessments and for topics that cover issues that could have a substantial impact on shareowner value. We evaluate the company's existing disclosures on the topic and weigh the benefit from additional disclosures against the cost to the company, which includes not just the direct cost of compiling information but potential of disclosing sensitive or competitively damaging information. For each proposal, the SBA considers whether such information is already publicly provided by the company, and we do not support redundant proposal requests.

Common disclosure requests and SBA's evaluation process:

- Greenhouse gas emissions—Companies are already required by the Securities and Exchange Commission (SEC) to disclose material expected capital expenditures when operating in locales with greenhouse gas emission standards.

³⁶ U.S. Securities and Exchange Commission, Office of the Chief Accountant: Application of the Commission's Rules on Auditor Independence – Frequently Asked Questions, December 13, 2004.

³⁷ Max H. Bazerman, George Loewenstein, and Don A. Moore, "Why Good Accountants Do Bad Audits." Harvard Business Review, Vol. 80, Issue 11, Nov. 1, 2002.

³⁸ The Conference Board Commission on Public Trust and Private Enterprise, "Corporate Governance: Principles, Recommendations and Specific Best Practice Suggestions." Parts 2 and 3, Jan. 9, 2003. PCAOB Concept Release No. 2011-006. August 16, 2011. http://pcaobus.org/Rules/Rulesmaking/Docket037/Release_2011-006.pdf. Jackson, Modrich, and Roebuck, "Mandatory Audit Firm Rotation and Audit Quality," 2007; Chung, H., "Selective Mandatory Rotation and Audit Quality: An Empirical Investigation of Auditor Designation Policy in Korea," 2004. Also see, Martinez and Reis, "Audit Firm Rotation and Earnings Management in Brazil," 2010.

Companies may also be required to disclose risk factors regarding existing or pending legislation that relates to climate change and assess whether such regulation will likely have any material effect on the company's financial condition or results, the impact of which is not limited to negative consequences but should include new opportunities as well.

- Energy efficiency—SBA considers the current level of disclosure related to energy efficiency policies, initiatives, and performance measures; the company's level of participation in voluntary energy efficiency programs and initiatives; the company's compliance with applicable legislation and/or regulations regarding energy efficiency; and the company's energy efficiency policies and initiatives relative to industry peers.
- Water supply and conservation—Companies should disclose crucial water supply issues, as well as contingency planning to ensure adequate supply for anticipated company demand levels. SBA often supports proposals seeking disclosure of water supply dependency or preparation of a report pertaining to sustainable water supply for company operations.
- Political contributions and expenditure—Companies should disclose the amount and rationales for making donations to political campaigns, political action committees (PACs), and other trade groups or special interest organizations. SBA typically considers the following factors:
 - Recent significant controversy or litigation related to the company's political contributions or governmental affairs;
 - The public availability of a company policy on political contributions and trade association spending, including the types of organizations supported;
 - The business rationale for supporting political organizations;
 - The board oversight and compliance procedures related to such expenditures of corporate assets.
- Operations in protected or sensitive areas—such operations may expose companies to increased oversight and the potential for associated risk and controversy. The SBA generally supports requests for reports outlining potential environmental damage from operations in protected regions unless operations in the specified regions are not permitted by current laws or regulations, the company does not currently have operations or plans to develop operations in protected regions, or the company provides disclosure on its operations and environmental policies in these regions comparable to industry peers.
- Community impact assessments—Controversies, fines, and litigation can have a significant negative impact on a company's financials, public reputation, and even ability to operate. Companies operating in areas where potential impact is a concern often develop internal controls aimed at mitigating exposure to these risks by enforcing, and in many cases, exceeding local regulations and laws. SBA considers proposals to report on company policies in this area by evaluating the company's current disclosures, industry norms, and the potential impact and severity of risks associated with the company's operations.
- Supply chain risks—Often these proposals seek information for better understanding risks to the company through their materials purchasing and labor practices. For example, allegations of sweatshop labor or child labor can harm sales and reputation, so knowledge of the company's policies for preventing these practices are highly relevant to shareowners. SBA considers the terms of the proposal against the current company disclosures and industry standards, as well as the potential severity of risks.

Anti-takeover Defenses

ADVANCE NOTICE REQUIREMENTS FOR SHAREOWNER PROPOSALS/NOMINATIONS: CASE-BY-CASE

SBA generally supports proposals that allow shareowners to submit proposals as close to the meeting date as reasonably possible and within the broadest window possible. Requests to shrink the window and/or move advance notice deadlines to as early as 150 days or 180 days prior to meetings have been presented by a number of company boards in recent years. Such early deadlines hinder shareowners' ability to make proposals and go beyond what is reasonably required for sufficient board notice. In addition, many companies now request shareowner approval of "second generation advance notice bylaws", which

require shareowner nominees to submit company-prepared director questionnaires.³⁹ While the SBA appreciates increased disclosure of the qualifications of nominees (and incumbents), we disapprove of such requirements if they serve to frustrate shareowner-proposed nominees.

AMEND BYLAWS WITHOUT SHAREOWNER CONSENT: AGAINST

The SBA does not support proposals giving the board exclusive authority to amend the bylaws. We also discourage board members from taking such unilateral actions and may withhold votes from board members that do so. Shareowners should be party to any such decisions, a view supported by Delaware courts where a majority of U.S. firms are domiciled.⁴² If unusual circumstances necessitate such action, at a minimum, unilateral adoption should incorporate a sunset provision or a near-term window for eventual shareowner approval.

RESTRICT LEGAL RECOURSE METHODS: AGAINST

The SBA generally opposes restrictions on shareowner ability to pursue options of legal recourse. This includes binding or forced arbitration, fee-shifting, and exclusive forum bylaws.⁴⁰ Standard access to the court system is a fundamental shareowner right. SBA generally votes against proposals to establish exclusive forum and supports proposals requesting that exclusive forum provisions be ratified by shareowners. SBA will critically examine the company's rationale for limiting shareowners' rights to legal remedy, including choice of venue and any material harm that may have been caused by related litigation outside its jurisdiction of incorporation in making a voting decision.

POISON PILLS: AGAINST

Poison pills used to be the most prevalent takeover defense among S&P 500 companies, but their utilization has steadily declined since 2002. The vast majority of pills were instituted after November 1985, when the Delaware Supreme Court upheld a company's right to adopt a poison pill without shareowner approval in *Moran v. Household International, Inc.* Poison pills are financial devices that, when triggered by potential acquirers, do one or more of the following: (1) dilute the acquirer's equity holdings in the target company; (2) dilute the acquirer's voting interests in the target company; or (3) dilute the acquirer's equity holdings in a post-merger company. Generally, poison pills accomplish these tasks by issuing rights or warrants to shareowners that are essentially worthless unless triggered by a hostile acquisition attempt. They are often referred to by the innocuous but misleading name "shareowner rights plans".

The SBA supports proposals asking a company to submit its poison pill for shareowner ratification and generally votes against proposals approving or creating a poison pill. The best defense against hostile takeovers is not necessarily a poison pill, but an effective board making prudent financial and strategic decisions for the company.⁴¹ SBA will consider voting against board members that adopt or renew a poison pill unless the pill is subject to shareowner ratification within a year of adoption or renewal.

LIMIT WRITTEN CONSENT: CASE-BY-CASE

The SBA votes against proposals to unduly restrict or prohibit shareowners' ability to take action by written consent and supports proposals to allow or make easier shareowner action by written consent. Most states allow shareowners to take direct action such as adopting a shareowner resolution or electing directors through a consent solicitation, which does not involve a

³⁹ Weingarten, Marc and Erin Magnor, "Second Generation Advance Notification Bylaws" Harvard Law School Corporate Governance Forum, March 17, 2009.

⁴² Claudia H. Allen, "Delaware Corporations – Can Delaware Forum Selection Clauses in Charters or Bylaws Keep Litigation in the Court of Chancery?," April 18, 2011. Early adopters of the exclusive forum provision chose to enact bylaw provisions without seeking shareowner approval. However, the *Galaviz v. Berg* decision by the U.S. District Court for Northern California if Oracle's exclusive forum provision was unenforceable, in part due to Oracle's failure to bring the provision before shareowners.

⁴⁰ In a March 2010 opinion, the Delaware Court of Chancery provided an opportunity for any Delaware corporation to establish the Court as the exclusive forum for "intra-entity" corporate disputes, such as claims of breach of fiduciary duty. Such claims have been used to overturn directors' business judgments on mergers, and other matters. Subsequently, a number of U.S. companies have decided to bring the exclusive forum provision to a shareowner vote, and others have amended their charter or by-law provisions.

⁴¹ Srinidhi, Bin and Sen, Kaustav, "Effect of Poison Pills on Value Relevance of Earnings."

physical meeting. Alternatively, consent solicitations can be used to call special meetings and vote on substantive items taking place at the meeting itself.

LIMIT SPECIAL MEETINGS: CASE-BY-CASE

The SBA votes against proposals that unduly restrict or prohibit a shareowner's ability to call special meetings. We generally support proposals that make it easier for shareowners to call special meetings. Most states' corporate statutes allow shareowners to call a special meeting when they want to present certain matters before the next annual meeting. The percentage of shareowner votes required to force the corporation to call the meeting often depends on the state's statutes, as does the corporation's ability to limit or deny altogether a shareowner's right to call a special meeting.

SUPERMAJORITY VOTE REQUIREMENTS: AGAINST

The SBA does not support shareowner proposals that require supermajority voting thresholds. Supermajority requirements can be particularly burdensome if combined with a requirement for the vote result to be calculated using the number of shares outstanding (rather than the votes cast). There have been many instances when a company's requirements called for a proposal to be supported by eighty percent of shares outstanding but failed because just under eighty percent of shares outstanding were voted. This can be particularly problematic for resolutions to approve mergers and other significant business combinations. Voting results should simply be determined by a majority vote of the disinterested shares.⁴² SBA supports simple majority voting requirements based on shares voted for the passage of any resolution, ordinary or extraordinary, and regardless of whether proposed by management or shareowners.

ADOPT SUPERVOTING RIGHTS ("TIME-PHASED VOTING"): AGAINST

Time-phased voting involves the granting of super-voting rights to shareowners who have held their stock for some specified period, commonly for a period of 3-5 years.⁴³ The practice is intended to be a reward for long-term shareowners and to make the votes of entities with a short-term focus relatively less effective. However, differential voting rights distort the commensurate relationship between ownership and voting power, and however well-intentioned, the practice ultimately risks harm to companies and their shareowners. By undermining the fundamental connection between voting power and economic interest, it increases risk to investors rather than reducing it. Further, it creates murkiness in the voting process where transparency is already lacking. While we value our right to vote and at times would even have increased rights under such a policy as a long-term owner, we do not wish to subvert the economic process for our own benefit, and we are concerned the practice has potential for significant harm and abuse. We do not endorse any practice that undermines the fundamental link between ownership and determination: one share, one vote.

LIMIT VOTING RIGHTS: AGAINST

The SBA supports maximization of shareowners' voting rights at corporations. Any attempts to restrict or impair shareowner voting rights, such as caps on voting rights, holding period requirements, and restrictions to call special meetings, will be opposed.

ABSTENTION VOTING TABULATION: CASE-BY-CASE

Abstentions should count for quorum purposes but should be excluded from voting statistics reporting percentages for and against. Some companies request to count abstentions in with against votes when reporting tabulations. This practice makes

⁴² Ravid, S. Abraham and Matthew I. Spiegel, "Toehold Strategies, Takeover Laws and Rival Bidders." *Journal of Banking and Finance*, Vol. 23, No. 8, 1999, pp. 1219-1242.

⁴³ Under SEC Rule 19c-4, firms are generally prohibited from utilizing several forms of stock that deviate from a one-share, one-vote standard. Such instances include tracking stocks, different stock classes with asymmetric voting rights (e.g., dual class shares), shares with time-phased voting rights as well as shares of stock with capped voting or even no rights whatsoever. However, under an amendment to the Rule made in 1994, most U.S. companies are exempted from such restrictions under circumstances.

for inaccurate voting statistics and defies the intentions of the shareowners casting their votes. We strongly support abstention tabulation for matters of quorum satisfaction only.

TABULATING VOTES: CASE-BY-CASE

The SBA supports proposals that allow for independent third parties to examine and tabulate ballots. We support practices of end-to-end vote confirmation for accuracy and security in casting votes.

ESTABLISH A DISTINCTION FAVORING REGISTERED HOLDERS/BENEFICIAL HOLDERS: AGAINST

An extremely small and shrinking percentage of shareowners hold shares in registered form, nearing only one percent of shares outstanding. SBA does not believe any preference or distinction in ownership holding mechanism is necessary or useful. We oppose the adoption of any policy using distinctions among shareowners based on how shares are held.

CORPORATE STRUCTURE

These proposals seek to make some change in the corporate structure and are often operational in nature. In every case, SBA decides by considering the impact of the change on the financial value and health of the company, as well as its impact on shareowner rights. These proposals include corporate restructurings, capital structure changes, changes to the articles of incorporation and other various operational items. While many of these proposals are routine, they are not inconsequential. Some have profound impact on shareowner value and rights. Shareowners should have the opportunity to approve any issuance of shares or securities that carry equity-like claims or rights. Furthermore, companies may bundle non-routine items with routine items to obtain a more favorable outcome, so the SBA must examine these proposals on a case-by-case basis. SBA may vote against bundled items in any case if the bundle includes highly negative components.

MERGERS/ACQUISITIONS/SPINOFFS: CASE-BY-CASE

SBA evaluates these proposals based on the economic merits of the proposal and anticipated synergies or advantages. We also consider opinions of financial advisors. Support for the proposal may be mitigated by potential conflicts between management's interests and those of shareowners and negative impacts on corporate governance and shareowner rights. The SBA may oppose the proposal if there is a significant lack of information to make an informed voting decision.

For any proposal, the following items are evaluated:

- Economic merits and anticipated synergies;
- Independence of board, or special committee, recommending the transaction;
- Process for identifying, selecting, and negotiating with partners;
- Independence of financial advisor and financial opinion for the transaction;
- Tax and regulatory impacts;
- Corporate governance changes;
- Aggregate valuation of the proposal.

APPRAISAL RIGHTS: FOR

SBA generally supports proposals to restore or provide shareowners with rights of appraisal. In many states, mergers and other corporate restructuring transactions are subject to appraisal rights. Rights of appraisal provide shareowners who are not satisfied with the terms of certain corporate transactions the right to demand a judicial review to determine a fair value for their shares. If a majority of shareowners approve a given transaction, the exercise of appraisal rights by a minority of shareowners will not necessarily prevent the transaction from taking place. Therefore, if a small minority of shareowners succeed in obtaining what they believe is a fair value, appraisal rights may benefit all shareowners. If enough shareowners dissented and if the courts found a transaction's terms were unfair, such rights could prevent a transaction that other shareowners had already approved.

ASSET PURCHASES/SALES: CASE-BY-CASE

Boards may propose a shareowner vote on the sale or purchase of significant assets; sometimes these proposals are part of a strategy shift driven by changes in the marketplace, problematic corporate performance, or activist-investor campaigns. The SBA evaluates asset purchase proposals on a case-by-case basis, considering the following factors:

- Transaction price;
- Fairness opinion;
- Financial and strategic benefits;
- Impact on the balance sheet and working capital;
- The negotiation history and process;
- Conflicts of interest;
- Other alternatives for the business; and
- Non-completion risk.

APPROVE REORGANIZATION OF DIVISION OR DEPARTMENT/ARRANGEMENT SCHEME, LIQUIDATION: CASE-BY-CASE

Resolutions approving corporate reorganizations or restructurings range from the routine shuffling of subsidiaries within a group to major rescue programs for ailing companies. Such resolutions are usually supported unless there are clear conflicts of interest among the various parties or negative impact on shareowners' rights. In the case of routine reorganizations of assets or subsidiaries within a group, the primary focus with the proposed changes is to ensure that shareowner value is being preserved, including the impact of the reorganization on the control of group assets, final ownership structure, relative voting power of existing shareowners if the share capital is being adjusted, and the expected benefits arising from the changes. Options are far more limited in the case of a distress restructuring of a company or group as shareowners often have few choices and little time. In most of these instances, the company has a negative asset value, and shareowners would have no value remaining after liquidation. SBA seeks to ensure that the degree of dilution proposed is consistent with the claims of outside parties and is commensurate with the relative commitments of other company shareowners.

APPROVE SPECIAL PURPOSE ACQUISITION COMPANY (SPAC) TRANSACTION: CASE-BY-CASE

A SPAC is a pooled investment vehicle designed to invest in private-equity type transactions, particularly leveraged buyouts. SPACs are shell companies that have no operations at the time of their initial public offering but are intended to merge with or acquire other companies. Most SPACs grant shareowners voting rights to approve proposed business combinations. SBA evaluates these proposals based on their financial impact as well as their impact on shareowners' ability to maintain and exercise their rights.

FORMATION OF HOLDING COMPANY: CASE-BY-CASE

The SBA evaluates proposals to create a parent holding company on a case-by-case basis, considering the rationale for the change, any financial, regulatory or tax benefits, and impact on capital and ownership structure. SBA may vote against proposals that result in increases in common or preferred stock in excess of the allowable maximum or adverse changes in shareowner rights.

APPROVE A "GOING DARK" TRANSACTION: CASE-BY-CASE

Deregistrations, or "going-dark" transactions, occur rarely, whereby companies cease SEC reporting but continue to trade publicly. Such transactions are intended to reduce the number of shareowners below three hundred and are typically achieved either by a reverse stock split (at a very high ratio with fractional shares resulting from the reverse split being cashed out), by a reverse/forward stock split (with fractional shares resulting from the reverse split being cashed out), or through a cash buyout of shares from shareowners owning less than a designated number of shares (tender offer or odd-lot stock repurchase). Such transactions allow listed companies to de-list from their stock exchange and to terminate the registration of their common stock under the Securities & Exchange Act of 1934, so that, among other things, they do not have to comply with the requirements of the Sarbanes-Oxley Act of 2002.⁴⁴ Companies seeking this approval tend to be smaller capitalization firms and those with lower quality financial accounting. SBA would consider the impact of the lack of disclosure and oversight and loss of liquidity and shareowner rights in making a decision.

LEVERAGED BUYOUT (LBO): CASE-BY-CASE

A leveraged buyout is a takeover of a company using borrowed funds, normally by management or a group of investors. Most often, the target company's assets serve as security for the loan taken out by the acquiring firm, which repays the loan out of cash flow of the acquired company. SBA may support LBOs when shareowners receive a fair value including an appropriate premium over the current market value of their shares.

⁴⁴ "Why Do Firms Go Dark? Causes and Economic Consequences of Voluntary SEC Deregistrations," Christian Leuz, Alexander Triantis and Tracy Wang, Finance Working Paper Number 155/2007, European Corporate Governance Institute, March 2008.

When the acquirer is a controlling shareowner, legal rulings have imposed a higher standard of review to ensure that this type of transaction, referred to as an entire fairness review, is fair to existing shareowners. Typically, investor protections include review by an independent committee of the board and/or approval by a majority of the remaining shareowners. Whether a buyout is pursued by a controlling shareowner can impact the valuation and premiums, with one study finding that buyouts in which an independent committee reviewed the deal terms produced 14 percent higher average premiums for investors.⁴⁵ However, deals requiring majority-of-the-minority ratification did not significantly impact the level of premium paid to investors. Researchers found that the size of the premium paid changed depending on who initiated the transaction, with significantly lower premiums associated with deals initiated by management. As well, the study's findings mimic other empirical evidence demonstrating that 'go-shop' provisions, whereby additional bidders are solicited, were ineffective and may be used to camouflage under-valued management buyouts.⁴⁶

NET OPERATING LOSS CARRY-FORWARD (NOL) & ACQUISITION RESTRICTIONS: CASE-BY-CASE

Companies may seek approval of amendments to their certificate of incorporation intended to restrict certain acquisitions of its common stock to preserve net operating loss carry-forwards (or "NOLs"). NOLs can represent a significant asset for the company, one that can be effective at reducing future taxable income. Section 382 of the Internal Revenue Code of 1986 imposes limitations on the future use of the company's NOLs if the company undergoes an ownership change; therefore, some companies seek to limit certain transactions by adopting ownership limits. Firms often utilize a shareowner rights plan (poison pill) in conjunction with NOL-oriented acquisition restrictions.

While stock ownership limitations may allow the company to maximize use of its NOLs to offset future income, they may significantly restrict certain shareowners from increasing their ownership stake in the company. Such ownership limitations can be viewed as an anti-takeover device. Though these restrictions on shareowners are undesirable, SBA often supports proposals when firms seek restrictions solely to protect NOLs. We review the company's corporate governance structure and other control protections in conjunction with the proposal and weigh the negative impact of the restrictions against the financial value of the NOLs (relative to the firm's market capitalization) in making a decision.

CHANGE OF CORPORATE FORM (GERMANY, AUSTRALIA, NEW ZEALAND): CASE-BY-CASE

This proposal seeks shareowner approval to convert the company from one corporate form to another. Examples of different corporate forms include the following: Inc., LLP, PLP, LLC, AG, SE. The SBA generally votes FOR such proposals unless there are concerns with the motivation or financial impact of a change to a firm's corporate structure.

Public Benefit Corporations (PBC) are for-profit corporations that have also adopted a public benefit purpose embedded in its certificate of incorporation. This public benefit is intended to have positive effects on a category of person(s), entities, or communities other than the financial interests of shareowners. When deciding to support or oppose resolutions to convert to a PBC, expected (or actual) accruals to shareholder value will be the primary consideration. Additionally, the SBA will consider company-specific characteristics, the stated rationale for such structure, and the impact on shareholders' rights.

Capital Structure

CHANGE AUTHORIZED SHARE CAPITAL: CASE-BY-CASE

The SBA generally supports authorized share capital increases up to 100 percent of the current number of outstanding shares. We will consider additional increases if management demonstrates a reasonable use. It is important that publicly held corporations have authorization for shares needed for ordinary business purposes, including raising new capital, funding reasonable executive compensation programs, business acquisitions, and facilitating stock splits and stock dividends. Increases beyond 100 percent of the current number of outstanding shares will be scrutinized to ensure its use will benefit shareowners.

⁴⁵ Matthew Cain, and Steven Davidoff, "Form Over Substance? The Value of Corporate Process and Management Buyouts," August 2010.

⁴⁶ Adonis Antoniadis, Charles Calomiris, and Donna M Hitscherich, "No Free Shop: Why Target Companies in MBOs and Private Equity Transactions Sometimes Choose Not to Buy 'Go-Shop' Options," November 2013; Guhan Subramanian, "Go-Shops vs. No-Shops in Private Equity Deals: Evidence and Implications," *The Business Lawyer*, Volume 63, May 2008.

We apply a stricter standard if the company has not stated a use for the additional shares or has significant levels of previously authorized shares still available for issue. Proposals that include shares with unequal voting rights will likely be opposed.

In the case of rights offerings, SBA considers the dilution and extent to which issued rights may be subscribed, both by SBA individually and other shareowners collectively, and how that may affect or adversely concentrate the level of control if a large single shareowner exists. Proposals to reduce authorized share capital can result from a variety of corporate actions, ranging from routine accounting measures to reductions pertaining to a significant corporate restructuring in the face of bankruptcy. These proposals can vary significantly from market to market because of local laws and accounting standards. In all instances, the SBA considers whether the reduction in authorized share capital is for legitimate corporate purposes and not to be used as an anti-takeover tactic.

STOCK SPLIT OR REVERSE STOCK SPLIT: FOR

Typically, the SBA supports reasonable proposals for stock splits or reverse stock splits. These proposals often seek to scale back the cost of each share into what is traditionally thought of as a comfortable price and trading zone, which seeks to influence the psychology of the market's perception of price more than anything else. Reverse stock splits may be requested to ensure a company's shares will not be subject to delisting by their exchange's standards, often following a significant negative shock to the share price.

DUAL CLASS STOCK: AGAINST

SBA opposes dual class share structures. The one share, one vote principle is essential to proper functioning of capitalism; dual class shares distort the commensurate relationship between economic interest and voting power and ultimately risk harm to companies and their shareowners.⁴⁷ Several academic studies have documented an array of value-destroying effects stemming directly from dual class share structures.^{48 49} SBA will support proposals asking companies to move away from dual class structures. SBA may withhold votes or cast votes against the election of directors in cases where a company completes an IPO with a dual or multi-class share structure without a reasonable sunset provision on the unequal voting rights. We will generally support proposals that provide for the disclosure of voting results broken down by share class when dual class structures exist.

APPROVE GENERAL SHARE ISSUANCE WITH PRE-EMPTIVE RIGHTS: CASE-BY-CASE

General issuance requests under both authorized and conditional capital systems allow companies to issue shares to raise funds for general financing purposes. Approval of such requests gives companies sufficient flexibility to carry out ordinary business activities without having to bear the expense of calling shareowner meetings for every issuance. Pre-emptive rights guarantee current shareowners the first opportunity to purchase shares of new issuances of stock in the class they own in an amount proportional to the percentage of the class they already own. SBA generally supports issuance requests with preemptive rights when the amount of shares requested is less than the unissued ordinary share capital or one-third of the issued ordinary share

⁴⁷ Bebchuk, Lucian Arye, Kraakman, Reinier H. and Triantis, George G., "Stock Pyramids, Cross-Ownership, and Dual Class Equity: The Creation and Agency Costs of Separating Control from Cash Flow Rights". As published in CONCENTRATED CORPORATE OWNERSHIP, R. Morck, Ed., pp. 445-460, 2000 Available at SSRN: <http://ssrn.com/abstract=147590>. Masulis, Ronald W., Wang, Cong and Xie, Fei, "Agency Problems at Dual-Class Companies" (November 12, 2006). Available at SSRN: <http://ssrn.com/abstract=961158>. Tinaikar, Surjit, "The Voluntary Disclosure Effects of Separating Control Rights from Cash Flow Rights" (November 2006). Available at SSRN: <http://ssrn.com/abstract=951547>.

⁴⁸ Kastiel, Kobi, "Executive Compensation in Controlled Companies," Harvard Law School Working Paper, October 2014. Claessens, Stijn & Fan, Joseph P.H. & Lang, Larry, 2002. "The Benefits and Costs of Group Affiliation: Evidence from East Asia," CEPR Discussion Papers 3364, C.E.P.R. Discussion Papers, revised. Bennedsen, Morten and Nielsen, Kasper Meisner, "The Principle of Proportional Ownership, Investor Protection and Firm Value in Western Europe" (October 2006). ECGI - Finance Working Paper No. 134/2006 Available at SSRN: <http://ssrn.com/abstract=941054>. Gompers, Paul A., Ishii, Joy L. and Metrick, Andrew, "Extreme Governance: An Analysis of Dual-Class Companies in the United States" (May 1, 2008). AFA 2005 Philadelphia Meetings Available at SSRN: <http://ssrn.com/abstract=562511> or DOI: 10.2139/ssrn.562511. Cremers, Martijn and Allen Ferrell, "Thirty Years of Corporate Governance: Firms Valuation & Stock Returns" (September 2009). Yale ICF Working Paper No. 09-09. Available at <http://ssrn.com/abstract=1279650>. Puttonen, Vesa, Ikaheimo, Seppo and Ratilainen, Tuomas, "External Corporate Governance and Performance - Evidence from the Nordic Countries" (January 30, 2007) Available at SSRN: <http://ssrn.com/abstract=960431>. Jiraporn, Pornsit, 2005, "An Empirical Analysis of Corporate Takeover Defenses and Earnings Management: Evidence from the U.S.", Applied financial Economics (University of Warwick, U.K.), Vol. 15, No. 5, pp. 293-303. Li, Kai, Ortiz-Molina, Hernan and Zhao, Shelly, "Do Voting Rights Affect Institutional Investment Decisions? Evidence from Dual-Class Firms" (November 2007). Available at SSRN: <http://ssrn.com/abstract=950295>. Dimitrov, Valentin and Jain, Prem C., "Recapitalization of One Class of Common Stock into Dual-class: Growth and Long-run Stock Returns" (September 1, 2004). Available at SSRN: <http://ssrn.com/abstract=422080> or DOI: 10.2139/ssrn.422080.

capital. Issuance authority should be limited to a five-year timeframe. SBA also considers the issue price and any potential pricing discounts, as well as past issuance practices at the company, in judging the appropriateness of the terms and potential for misuse (such as granting large blocks at a discount to a third party). If insufficient information is disclosed about the issuance and conditions of its implementation, SBA may vote against authorization. Proposals that include shares with unequal voting rights will likely be opposed.

APPROVE GENERAL SHARE ISSUANCE WITHOUT PREEMPTIVE RIGHTS: CASE-BY-CASE

Companies may need the ability to raise funds for routine business contingencies without the expense of carrying out a rights issue. Such contingencies include, but are not limited to, facilitating stock compensation plans, small acquisitions, or payment for services. Recognizing that shareowners suffer dilution because of issuances, authorizations should be limited to a fixed number of shares or a percentage of capital at the time of issuance. The SBA generally supports issuance requests without preemptive rights up to a maximum of 20 percent above current levels of issued capital. Proposals that include shares with unequal voting rights will likely be opposed.

APPROVE ISSUE OF PREFERRED SHARES: CASE-BY-CASE

“Preferred share” typically refers to a class of stock that provides preferred dividend distributions and preferred liquidation rights as compared to common stock; however, preferred shares typically do not carry voting rights. SBA typically votes against preferred share issues that carry voting rights, include conversion rights, or have “blank check” ability. We typically support issuances without conversion or voting rights when the company demonstrates legitimate financial needs. Blank check preferred stock gives the board of directors the power to issue shares of preferred stock at their discretion, with voting, conversion, distribution, and other rights set by the board at the time of issuance. Blank check preferred stock can be used for sound corporate purposes like raising capital, stock acquisition, employee compensation, or stock splits or dividends. However, blank check preferred stock is also suited for use as an entrenchment device. The company could find a “white knight,” sell the knight a large block of shares, and defeat any possible takeover attempt. With such discretion outside the control of common stock shareowners, the SBA typically opposes any proposals to issue blank check preferred stock.

RESTRUCTURE/RECAPITALIZE: CASE-BY-CASE

These proposals deal with the alteration of a corporation’s capital structure, such as an exchange of bonds for stock. The SBA is in favor of recapitalizations when our overall investment position is protected during the restructuring process.

TARGETED SHARE PLACEMENT: CASE-BY-CASE

SBA typically supports shareowner proposals requesting that companies first obtain shareowner authorization before issuing voting stock, warrants, rights, or other securities convertible into voting stock, to any person or group, unless the voting rights at stake in the placement represent less than 5 percent of existing voting rights.

SHARE REPURCHASE: CASE-BY-CASE

When a company has excess cash, SBA’s preferred method for distributing it to shareowners is through adopting a quarterly dividend. Dividends are an effective means for returning cash and serve as an important signal to the market of earnings stability. Because dividend adoptions and subsequent changes are scrutinized, they serve as an important marker of a company’s commitment to return cash to shareowners. Repurchases on the other hand require no commitment to ongoing return of profits to shareowners. Repurchased shares often end up being granted to executives as part of stock compensation packages; this common use of cash is paying compensation and not a form of profit return to owners. Because of this, SBA strongly prefers dividend adoption over share repurchases. We support repurchases only in cases of unusual cash accumulation, such as from a divestiture of assets. Cash flows from operations that have an expected long-term generation pattern should be committed to owners through quarterly dividends. Repurchases are also supported if the rationale is that management believes the stock is undervalued. Companies should not commit to long term repurchases at any market price; evidence shows that many companies tend to repurchase shares at market-highs with these plans and generally buy at

inopportune times. Compensation programs should not depend upon metrics that are impacted by repurchases, or metrics should at least be adjusted to account for the impact of repurchases so that compensation is not affected by these programs.

DECLARE DIVIDENDS: FOR

Declaring a dividend is a preferred use of cash and method of releasing profits to shareowners. SBA generally supports dividend declarations unless the payout is unreasonably low, or the dividends are not sustainable by reserves and cash flow. Payouts less than 30 percent of net income for most markets are considered low.

TRACKING STOCK: CASE-BY-CASE

The SBA closely examines the issuance of tracking stock shares, particularly corporate governance rights attached to those shares. Normally, tracking stock is a separate class of common stock that “tracks” the performance of an individual business of a company. Tracking stock represents an equity claim on the cash flows of the tracked business as opposed to legal ownership of the company’s assets. Tracking stock is generally created through a charter amendment and provides for different classes of common stock, subject to shareowner approval. Due to their unique equity structure, we examine closely all the following issues when determining our support for such proposals: corporate governance features of tracking stock (including voting rights, if any), distribution method (share dividend or initial public offering), conversion terms and structure of stock-option plans tied to tracking stock.

APPROVE ISSUE OF BONDS, DEBENTURES, AND OTHER DEBT INSTRUMENTS: FOR

Generally, SBA supports debt issuance of reasonable amounts for the purpose of financing future growth and corporate needs. Debt issues may also add a beneficial monitoring component, making managers more accountable for corporate performance because if the company does not perform well financially, the company may not be able to meet its financial obligations. Studies have also examined the relationship between firms’ capital structure and the quality of their corporate governance mechanisms, confirming that corporations use debt in place of corporate governance tools.⁵⁰ While the SBA recognizes the need to employ various tools to minimize agency costs and align management interests with shareowner interests, corporations must not abdicate their corporate governance duties by expanding leverage.

When companies seek to issue convertible debt or debt with warrants, SBA considers the impact of the potential conversion on existing shareowners’ rights when making a decision. We may also support limits on conversion rights to prevent significant dilution of SBA’s ownership.

PRIVATE PLACEMENTS: CASE-BY-CASE

Private placement is a method of raising capital through the sale of securities to a relatively small number of investors rather than a public offering. Investors involved in private placement offerings typically include large banks, mutual funds, insurance companies and pension funds. Because the private placement is offered to a limited number of investors, detailed financial information is not always disclosed and the need for a prospectus is waived. Moreover, in the United States, the authority does not have to be registered with the Securities and Exchange Commission. The SBA evaluates private placements on a case-by-case basis, voting against if the private placement contains extraordinary voting rights or if it may be used in some other way as an anti-takeover defense.

⁵⁰ Marquardt, Carol, “Managing EPS Through Accelerated Share Repurchases: Compensation Versus Capital Market Incentives.” Baruch College-CUNY, September 2007.

Operational Items

ADJOURN MEETING: CASE-BY-CASE

SBA generally votes against proposals to provide management with the authority to adjourn an annual or special meeting absent compelling reasons to support the proposal. The SBA may support proposals that relate specifically to soliciting votes for a merger or transaction if we support that merger or transaction.

TRANSACT OTHER BUSINESS: AGAINST

This proposal provides a forum for addressing resolutions that may be brought up at the annual shareowner meeting. In most countries, the item is a formality and does not require a shareowner vote, but companies in certain countries include permission to transact other business as a voting item. This discretion is overly broad, and it is against the best interest of shareowners to give directors unbound permission to make corporate decisions without broad shareowner approval. Because most shareowners vote by proxy and would not know what issues will be raised under this item, SBA does not support this proposal.

AMEND SHAREOWNERS' MEETING QUORUM REQUIREMENTS: CASE-BY-CASE

SBA supports quorums of a simple majority. We do not support super-majority quorum requirements.

AMEND BYLAWS OR ARTICLES OF ASSOCIATION: CASE-BY-CASE

The SBA considers the merits of the proposed amendment and its potential impact on shareowner rights and value. Different amendments should not be presented in a bundled format, which would prevent shareowners from making individual decisions on each provision. We may not support a bundled proposal that contains a mix of desirable and undesirable features.

NAME CHANGE: FOR

Changing a company's name is a major step that has likely gone through extensive management consideration and/or marketing research. SBA generally supports these proposals.

RECEIVE/APPROVE/AMEND REPORTS AND AUDITED ACCOUNTS FOR PREVIOUS FINANCIAL REPORTING PERIODS: CASE-BY-CASE

Generally, SBA supports these proposals unless we are aware of serious concerns about the accounting principles used or doubt the integrity of the company's auditor. Annual audits of a firm's financial statements should be mandatory and carried out by an independent auditor.

CHANGE METHOD OF PREPARING ACCOUNTS/DISTRIBUTING FINANCIAL STATEMENTS TO SHAREOWNERS: CASE-BY-CASE

If the changes have been instituted by a nationwide regulation, they will be approved. Otherwise, they will be scrutinized to ensure they are not damaging to our interests. For instance, managers may seek to reclassify accounts to enhance their perceived performance. If this is the case, then managers may earn more in performance-based compensation without adding actual value to the firm.

ADOPT OR CHANGE STAKE DISCLOSURE REQUIREMENT(S): CASE-BY-CASE

Proposals may be submitted to conform to recent changes in home market disclosure laws or other regulations. However, proposed levels that are below typical market standards are often only a pretext for an anti-takeover defense. Low disclosure levels may require a greater number of shareowners to disclose their ownership, causing a greater burden to shareowners and to the company. Positions of more than five percent are significant, however, and would be supported by SBA.

ACCESS TO PRELIMINARY VOTING TABULATIONS CONCERNING SHAREOWNER PROPOSALS: CASE-BY-CASE

The SBA supports equal access by management and shareowner proponents to preliminary voting results of shareowner proposals. Some proponents are concerned that companies may receive preliminary voting results and use the information to target shareowner engagement at a disadvantage to the proponent. Generally, the SBA will not support restricting access to this voting data to either party. Some proposals seek to restrict access while others may seek to place conditions on using the information.

RESTRICT INTER-SHAREOWNER COMMUNICATIONS: AGAINST

The ability to dialogue assists shareowners in seeing each other's perspective and helps owners exercise their rights in a free, capitalist market. SBA would not typically support restrictions beyond those of market regulators. In U.S. markets, the SEC has established enforceable guidelines that govern communications from shareowners or other parties for the purposes of soliciting proxies or pursuing corporate takeover measures.

CHANGE DATE OF FISCAL YEAR-END: FOR

Companies may seek shareowner approval to change their fiscal year end. Most countries require companies to hold their annual shareowners meeting within a certain period after the close of the fiscal year. While the SBA typically supports this routine proposal, opposition may be considered in cases where the company is seeking the change solely to postpone its annual meeting.

AUTHORIZE DIRECTORS TO MAKE APPLICATION FOR ONE OR MORE EXCHANGE LISTINGS: FOR

SBA generally supports proposals to authorize secondary share listings, absent evidence that important shareowner rights will not be harmed or restricted to an unreasonable extent. Secondary listings may provide additional funding in other capital markets and/or increase share liquidity.

SET OR CHANGE DATE OR PLACE OF ANNUAL MEETING: FOR

Flexibility is necessary in time and location of board meetings. As such, the SBA typically supports proposals that provide reasonable discretion to the board for scheduling a shareowner meeting. SBA would not support changes if their impact would potentially inhibit participation by shareowners.

CHANGE/SET PROCEDURE FOR CALLING BOARD MEETINGS: CASE-BY-CASE

The SBA embraces full disclosure regarding the procedures for calling board meetings. Therefore, we typically vote FOR improvements in these procedures and the disclosure of these procedures.

ALLOW DIRECTORS TO VOTE ON MATTERS IN WHICH THEY ARE INTERESTED: CASE-BY-CASE

Generally, SBA does not support these proposals unless it is shown that the directors' interests are not material, or the proposal conforms to federal regulations or stock exchange requirements.

CHANGE QUORUM REQUIREMENT FOR BOARD MEETINGS: CASE-BY-CASE

SBA may support reasonable changes in quorum requirements for board meetings. We would not support a quorum of less than fifty percent.

REINCORPORATION TO A DIFFERENT STATE: CASE-BY-CASE

Corporations may change the state in which they are incorporated as a way of changing minimum or mandatory governance provisions. A corporation having no business contacts or connections in a state may nonetheless choose that state as its place

of incorporation and that state's laws will determine certain aspects of its internal governance structure. The ability of corporations to choose their legal domicile has led many states to compete for revenue from corporate fees and taxes by enacting management-friendly incorporation codes. This competition has encouraged states to support an array of antitakeover devices and provide wide latitude in restricting the rights of shareowners.

Many companies changed their state of incorporation to Delaware since the 1980s because they viewed it as having a predictable and favorable legal climate for management. In 2007, North Dakota changed its laws of incorporation to create an environment of corporate governance best practices and strong shareowner rights. SBA will support proposals to shift the state of incorporation to states with net improvements in shareowner protections; however, the opportunity to increase shareowner rights will be weighed against the costs and potential disruption of changing the state of incorporation.⁵¹

OFFSHORE REINCORPORATION: CASE-BY-CASE

In some circumstances the costs of a corporation's reincorporation may outweigh the benefits, primarily tax and other financial advantages. Reincorporation can also result in the loss of shareowner rights, financial penalties, future detrimental tax treatment, litigation, or lost business. The SBA evaluates reincorporation proposals by examining the economic costs and benefits and comparing governance and regulatory provisions between the locations.

CONTROL SHARE ACQUISITION PROVISIONS: CASE-BY-CASE

Control share acquisition statutes function by denying shares their voting rights when they contribute to ownership in excess of certain thresholds. Voting rights for those shares exceeding set ownership limits may only be restored by approval of either a majority or supermajority of disinterested shares. Thus, control share acquisition statutes effectively require a hostile bidder to put its offer to a shareowner vote or risk voting disenfranchisement if the bidder continues buying up a large block of shares. SBA supports proposals to opt out of control share acquisition statutes unless doing so would enable the completion of a takeover that would be detrimental to shareowners. SBA opposes proposals to amend the charter to include control share acquisition provisions or limit voting rights.

CONTROL SHARE CASH-OUT PROVISIONS: FOR

Control share cash-out statutes give dissident shareowners the right to "cash-out" of their position in a company at the expense of the shareowner who has taken a control position. When an investor crosses a preset threshold level, the remaining shareowners are given the right to sell their shares to the acquirer, who must buy them at the highest acquiring price. SBA typically supports proposals to opt out of control share cash-out statutes.

OPT-OUT OF DISGORGEMENT PROVISIONS: FOR

Disgorgement provisions require an acquirer or potential acquirer of more than a certain percentage of a company's stock to disgorge (or pay back) to the company any profits realized from the sale of that company's stock purchased 24 months before achieving control status. All sales of company stock by the acquirer occurring within a certain period (between 18 months and 24 months) prior to the investor's gaining control status are subject to these recapture-of-profits provisions. SBA supports proposals to opt out of state disgorgement provisions.

ANTI-GREENMAIL: FOR

Greenmail payments are targeted share repurchases by management of company stock from individuals or groups seeking control of the company. They are one of the most wasteful entrenchment devices available to management. Since only the hostile party receives payment, usually at a substantial premium over the market value of his shares, the practice is discriminatory to all other shareowners of the company. With greenmail, management transfers significant sums of corporate

⁵¹ Subramanian, Guhan, "The Influence of Anti-takeover Statutes on Incorporation Choice: Evidence on the 'Race' Debate and Anti-takeover Overreaching." Harvard NOM Research Paper No. 01-10, December 2001.

cash to one entity for the purpose of fending off a hostile takeover. SBA supports proposals to adopt anti-greenmail charter or bylaw amendments or otherwise restrict a company's ability to make greenmail payments.

FAIR PRICE AND SIMILAR PROVISIONS IN TWO-TIERED TENDER OFFERS: CASE-BY-CASE

SBA supports proposals to adopt a fair price provision if the shareowners' vote requirement embedded in the provisions is no more than a majority of the disinterested shares. The SBA will vote against all other management fair price proposals. SBA also will typically support shareowner proposals to lower the shareowners' vote requirement embedded in existing fair price provisions.

FAIR PRICE PROVISION: CASE-BY-CASE

Fair price provisions are a variation on standard supermajority voting requirements for mergers, whereby shareowners vote before a significant business combination can be affected. Fair price provisions add a third option, allowing a bidder to consummate a merger without board approval or a shareowner vote if the offer satisfies the price requirements stipulated in the provision. Fair price provisions are normally adopted as amendments to a corporation's charter. The provisions normally include a super majority lock-in, a clause requiring a super majority shareowner vote to alter or repeal the provisions itself. We typically support management proposals to adopt a fair price provision, if the shareowner vote requirement imbedded in the provision is no more than a majority of the disinterested shares. We generally support shareowner proposals to lower the shareowner vote requirement imbedded in existing fair price provisions.

OPT OUT OF ANTI-TAKEOVER LAW: FOR

The SBA does not support corporations opting into state anti-takeover laws (e.g., Delaware). Such laws may prohibit an acquirer from making a well-financed bid for a target, which provides a premium to shareowners. We support proposals to opt out of state anti-takeover laws.

APPROVE STAKEHOLDER PROVISIONS: AGAINST

Stakeholder provisions or laws permit directors to weigh the interests of constituencies other than shareowners, including bondholders, employees, creditors, customers, suppliers, the surrounding community, and even society, in the process of corporate decision making. The SBA does not support proposals for the board to consider non-shareowner constituencies or other nonfinancial effects when evaluating making important corporate decisions, such as a merger or business combination.

Evaluating the impact on non-shareowner constituencies provides a board with an explicit basis, approved by the shareowners, which it may invoke to reject a purchase offer that may be attractive in purely financial terms. Some state laws also allow corporate directors to consider non-financial effects, whether the companies have adopted such a charter or bylaw provision. SBA would support proposals to opt-out of such provisions.

COMPENSATION

Compensation is an area that merits oversight from investors, as it exemplifies the delicate principal-agent relationship between shareowners and directors. Directors create compensation plans, often with the assistance of compensation consultants, which aim to motivate performance and retain management. Ultimately, it is the shareowners that bear the cost of these plans, and as average compensation packages have climbed steadily in value in recent years, shareowners have concern over the level of pay, the lack of disclosure, the role of compensation advisers, and the loyalty of board members to shareowners' interests over those of management. Voting against plans with exorbitant pay or poor design is an important shareowner duty, and engagement with companies on their plans and features is a meaningful way for shareowners to protect value and contribute to oversight of their agents.⁵²

ADOPT OR AMEND STOCK AWARD OR OPTION PLAN: CASE-BY-CASE

The SBA supports compensation structures that provide incentives to directors, managers, and other employees by aligning their performance and economic interests with those of the shareowners. Therefore, we evaluate incentive-based compensation plans on reasonableness of the total cost to shareowners and the incentive aspects of the plan, as well as the overall design and transparency of the program.

Stock-based incentive plans should require some financial risk. Proper and full disclosure is essential for shareowners to assess the degree of pay-for-performance inherent in plans. Some companies disclose metrics and thresholds that are inappropriately low and easy to attain; other companies refrain from disclosing metrics and/or thresholds at all. When there is insufficient disclosure on plan metrics and compensation levels appear out of line with peers or problematic pay practices are used, SBA will not support the plan.

For plans to provide proper incentives, executive compensation should be linked directly with the performance of the business. Typically, companies use peer groups when developing compensation packages to make peer-relative assessments of performance. A company's choice of peers can have a significant impact on the ultimate scope and scale of executive compensation, and in many cases, companies set executive compensation at or above the fiftieth percentile of the peer group.⁵³ Problematic issuer-developed peer groups may exhibit the following red flags: 1) too many firms listed (more than 15); 2) bias toward "peers" that are substantially larger and/or more profitable;⁵⁴ 3) peer groups with unusually high CEO pay, particularly if not direct competitors; 4) groups with too many industries and geographic markets included; and 5) unexplained year-to-year peer group changes. When the basis of compensation uses benchmarks and relative comparisons to an inappropriate peer group selection, SBA is unlikely to support the compensation plan.

When making voting decisions, we look for reasonable compensation levels, both on an absolute basis and relative to peers, alignment between pay and performance, disclosure of performance metrics and thresholds, and fair plan administration practices. We may vote against compensation plans for the following reasons:

- High compensation levels on an absolute or peer-relative basis
- Disconnect between pay and performance
- Poor disclosure of performance metrics, thresholds, and targets
- Heavy reliance on time-based instead of performance-based vesting
- Imbalance between long-term and short-term incentive program payments
- Large, guaranteed payments

⁵² CFA Centre for Financial Market Integrity, "The Compensation of Senior Executives at Listed Companies: A Manual for Investors," 2007.

⁵³ Bizjak, M. John, Lemmon, L. Michael, and Naveen, Lalitha. 2000 "Has the Use of Peer Groups Contributed to Higher Pay and Less Efficient Compensation?" ⁵⁶ Faulkender, Michael W. and Yang, Jun, "Inside the Black Box: The Role and Composition of Compensation Peer Groups," (March 15, 2007). AFA 2008 New Orleans Meetings Paper.

⁵⁴ Albuquerque, Ana M., De Franco, Gus and Verdi, Rodrigo S., "Peer Choice in CEO Compensation," (July 21, 2009). Available at SSRN: <http://ssrn.com/abstract=1362047>.

- Failure to modify compensation award metrics for accounting adjustments or the impact of stock repurchases (buybacks)
- “Long-term” plans with overly short performance measurement and payout periods
- Excessive severance or single-trigger change-in-control packages
- Plans that cover non-employee consultants or advisors
- Inappropriate peer group selections resulting in outsized or misaligned pay
- Excessive perquisites
- Lack of stock ownership guidelines for executives
- Tax gross-ups, evergreen issues, or option repricing practices are permitted
- Accelerated or unreasonable vesting provisions
- Dividend payments are made or allowed to accrue on unvested or unearned awards
- Lack of an independent compensation committee or egregious consultant practices
- Poor committee response to investor concerns, proposals or engagements, especially insufficient response to recent low vote outcomes on compensation plan items including say-on-pay votes.

ADVISORY VOTE ON EXECUTIVE COMPENSATION: CASE-BY-CASE

Say-on-pay votes are required in several markets, including the U.S., U.K., Australia, the Netherlands, Sweden, Norway, and Spain. These advisory votes allow investors to provide feedback on the administration of a company’s pay program, typically on an annual basis (though in some markets, investors of some companies have voted for lesser frequencies of two or three years). Say-on-pay advisory votes add value because investors can seek accountability if the administration of an approved plan proves to be poor. The combination of compensation plan votes and annual say-on-pay advisory votes allow investors to approve the plans and still weigh in on the actual administration of those plans on a regular basis. SBA uses similar criteria for evaluating say-on-pay proposals as detailed in the “Adopt or amend stock incentive plan” guideline.

ADOPT BONUS 162(M) PLAN (U.S.): CASE-BY-CASE

SBA reviews proposals to adopt performance-based cash bonus plans for executives on a case-by-case basis. These plans are put to a shareowner vote to preserve the tax deductibility of compensation in excess of \$1 million for the five most highly compensated executives, pursuant to section 162(m) of the Internal Revenue Code. A vote against these plans does not necessarily prevent the bonus from being paid, but only precludes the ability to take a tax deduction.⁵⁵ SBA will vote against these proposals under any of these conditions: misalignment of pay and performance, lack of defined or acceptable performance criteria, or unlimited or excessively high maximum pay-outs.

ADOPT OR AMEND EMPLOYEE STOCK PURCHASE PLAN: CASE-BY-CASE

Employee stock purchase plans (ESPP) are normally broad-based equity plans that allow employees to purchase stock via regular payroll deductions, often at a reduced price. Equity-based compensation can be a useful tool in aligning the interests of management and employees with those of the shareowners. ESPPs provide low-cost financing for corporate stock and can improve employee productivity, both of which should, in theory, lead to increased shareowner value. Numerous studies favorably link ESPPs with improved corporate performance.⁵⁷ SBA considers the plan’s salient features, such as use of evergreen provisions, purchase limits/discounts, pay deductions, matching contributions, holding requirements, tax deductibility, the size and cost of the plan, as well as the company’s overall use of equity compensation, in making voting decisions. The plan is generally accepted if the combined amount of equity used across all programs is deemed reasonable.

LINKING PAY WITH PERFORMANCE: CASE-BY-CASE

These proposals would require the company to closely link pay with performance, using performance measures that are mandated in the proposal language or that must be presented to investors by the company for pre-approval.

⁵⁵ “Section 162(m) Requirements, Implications and Practical Concerns,” Exequity, September 2008; 2006 Employee Stock Purchase Plan Report, Equilar, Inc., 2006.

When the performance measures are mandated by the proposal language, SBA typically supports proposals that reasonably and fairly align pay with specific performance metrics, require detailed disclosures, or mandate adherence to fair compensation practices. We are less likely to support proposals that require metrics that are a degree removed from ultimate performance measures, such as proposals that require pay to be linked to performance on specific social mandates, absent a compelling argument for their usage.

SBA supports meaningful investor oversight of executive compensation practices and generally supports proposals requiring shareowner approval of specific performance metrics in equity compensation plans. SBA supports prior disclosure of performance metrics including quantifiable performance measures, numerical formulas, and other payout schedules covering at least a majority of all performance-based compensation awards to any named executive officers.

OPTION REPRICING: CASE-BY-CASE, TYPICALLY AGAINST

Option repricing is a contravening of the incentive aspect of plans. If the company has a history of repricing underwater options, SBA is unlikely to vote in support. There are very rare instances where repricing is acceptable, but several strict conditions must be met including a dramatic decline in stock value due to serious macroeconomic or industry-wide concerns and the necessity to reprice options to retain and motivate employees.

RECOUP BONUSES OR INCENTIVE COMPENSATION THROUGH CLAWBACK PROVISIONS: CASE-BY-CASE

Most commonly, clawback provisions address situations where the company's restated financial statements show that an executive did not achieve the performance results necessary for the executive to receive a bonus or incentive compensation. SBA recognizes that clawback provisions are an important aspect of performance-based compensation plans. To align executive interests with the interests of shareowners, executives should be compensated for achieving performance benchmarks. Equally, an executive should not be rewarded if he or she does not achieve established performance goals. If restated financial statements reveal that the executive was falsely rewarded, he or she should repay any unjust compensation received.

SBA evaluates these proposals by taking into consideration the impact of the proposal in cases of fraud, misstatement, misconduct, and negligence, whether the company has adopted a formal recoupment policy, and if the company has chronic restatement history or material financial problems.

DISCLOSURE OF WORK BY COMPENSATION CONSULTANTS: FOR

External compensation consultants should be independent to ensure that advice is unbiased and uncompromised. Multiple business dealings or significant revenue from the company may impair the independence of a pay consultant's opinions, advice, or recommendations to the compensation committee. The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 requires that compensation committees analyze the independence of their compensation consultants and advisers and disclose any conflicts of interest concerning such consultants and advisers. Item 407(e)(3)(iv) of Regulation S-K codifies the SEC's proxy disclosure requirement with respect to compensation consultant conflicts of interest, applicable to proxies filed in 2013 and thereafter.⁵⁶ Compensation committees are required to assess whether the consultant's work raises any conflicts of interest and, if so, disclose to investors information about the nature of any such conflict and how the conflict is being addressed.

SBA generally supports proposals seeking disclosure regarding the company, board, or compensation committee's use of compensation consultants, such as company name, business relationships, fees paid, and identification of any potential conflicts of interest. Additionally, compensation consultants should not be eligible as consultants or advisors on any stock incentive plan at the company.

⁵⁶ Securities and Exchange Commission Final Rule, "Listing Standards for Compensation Committees," adopted June 20, 2012, effective July 27, 2012.

RESTRICT EXECUTIVE PAY: CASE-BY-CASE

SBA supports levels of compensation that are consistent with the goal of aligning management's interests with shareowners' interests. Absolute limits may inhibit the compensation committee's ability to fulfill its duties. When the company's executive compensation and performance have been reasonable and in line with that of peers, SBA is unlikely to support proposals seeking an arbitrary cap.

HEDGING AND PLEDGING COMPANY STOCK: CASE-BY-CASE

Companies are increasingly adopting policies that prohibit insiders, such as board directors and senior executives, from hedging the value of their company equity or pledging company shares as collateral to margin accounts. Hedging is a strategy to offset or reduce the risk of price fluctuations for an asset or equity. Stock-based compensation or open-market purchases of company stock should serve to align executives' or directors' interests with shareowners. Hedging of company stock through a covered call, 'cashless' collar, forward sale, equity swap, or other derivative transactions can sever the alignment with shareowners' interests. Some researchers have found negative stock price performance associated with certain hedging activities.⁵⁷ Pledging of company stock as collateral for a loan may have a detrimental impact on shareowners if the officer or director is forced to sell company stock, for example, to meet a margin call. The forced sale of significant amounts of company stock may negatively impact the company's stock price and may also violate a company's insider trading policies and 10b5-1 trading plans. In addition, pledging of shares may be utilized as part of hedging or monetization strategies that could potentially immunize an executive against economic exposure to the company's stock, even while maintaining voting rights. Such strategies may also serve to significantly alter incentives embedded within long-term compensation plans. SBA generally supports proposals designed to prohibit named executive officers from engaging in derivative or speculative transactions involving company stock, including hedging, holding stock in a margin account, or pledging large amounts of stock as collateral for a loan. SBA will evaluate the company's historical practices, level of disclosure, and current policies on the use of company stock.

PROHIBIT TAX GROSS-UPS: FOR

Tax gross-ups are reimbursements to senior executives paid by the company to cover an executive's tax liability. Tax gross-ups are an unjustifiably costly practice to shareowners; it generally takes at least \$2.50 and as much as \$4 to cover each \$1 of excise tax that must be "grossed-up."⁵⁸ SBA generally supports proposals for companies to adopt a policy of not providing tax gross-up payments to executives, except in situations where gross-ups are provided pursuant to a plan, policy, or arrangement applicable to management employees of the company, such as a relocation or expatriate tax equalization policy.

REQUIRE SUPERMAJORITY OF INDEPENDENT BOARD MEMBERS TO APPROVE CEO COMPENSATION: AGAINST

SBA generally votes against proposals to seek approval of an amendment to the bylaws to provide that a company's CEO's compensation must be approved by a supermajority of all independent directors of the board. Proponents of this proposal argue that approval of this proposal would ensure that the company provides a CEO pay package that is widely supported by its independent directors, increasing the likelihood that the company's independent directors are kept informed of and feel shared responsibility for CEO compensation decisions. However, SBA supports the compensation committee members as sufficient to be the knowledgeable arbiters of compensation plan terms, metrics, and pay-outs.

MANDATORY HOLDING PERIODS: CASE-BY-CASE

SBA supports proposals asking companies to adopt substantial mandatory holding periods for their executives, as well as requiring executives to meet stock ownership retention of at least a majority of shares granted or otherwise transferred in executive compensation arrangements. When making voting decisions, SBA considers whether the company has any holding

⁵⁷ J. Carr Bettis, John M. Bizjak, and Swaminathan L. Kalpathy, "Why Do Insiders Hedge Their Ownership and Options? An Empirical Examination," Social Science Research Network, March 2010.

⁵⁸ "New Study on Tax Gross-ups," Risk & Governance Weekly, 12/5/08.

period or officer ownership requirements in place and how actual stock ownership of executive officers compares to the proposal's suggested holding period and the company's present ownership or retention requirements.

EXECUTIVE SEVERANCE AGREEMENTS OR GOLDEN PARACHUTES: CASE-BY-CASE

SBA examines a variety of factors that influence the voting decision in each circumstance, such as:

- The value of the pay-outs in relation to annual salary plus certain benefits for each covered employee as well as the equity value of the overall transaction;
- The scope of covered employees along with their tenures and positions before and after the transaction, as well as other new or existing employment agreements in connection with the transaction;
- The scope of change in control agreement as it relates to the nature of the transaction;
- The use of tax gross-ups;
- Features that allow accelerated vesting of prior equity awards or automatic removal of performance-based conditions for vesting awards;
- For new or outside executives, the lack of sunset provisions; and
- The type of "trigger" necessary for plan pay-outs. Single triggers involve just a change in control; double triggers require a change in control and termination of employment.

Ideally, a golden parachute should not incentivize the executive to sacrifice ongoing opportunities with the surviving firm and should be triggered by a mechanism that is outside of the control of management. Likewise, careful structuring can enhance shareowner value and result in higher takeover bids; exorbitant pay-outs may discourage acquirers from seeking the company as a target and result in a lower shareowner value. Plans that include excessive potential pay-outs, single triggers, overly broad change in control applications, and/or accelerated vesting features are typically not supported by the SBA. Occasionally, more detrimental features such as single triggers or overly broad application of the plan to lower-level employees may warrant withholding votes from compensation committee members in addition to an against vote on the golden parachute plan. Some research indicates that firms adopting golden parachutes experience reductions in enterprise value, as well as negative abnormal stock returns, both during the inter-volume period of adoption and thereafter.⁵⁹

Some executives may receive provision for severance packages, vested shares, salary, bonuses, perquisites, and pension benefits even after death.⁶⁰ Most public companies include death benefits with other types of termination-related pay due their CEOs, with variations for whether the person is fired, becomes disabled or dies in office. Death benefits may be layered on top of pensions, vested stock awards and deferred compensation, which for most CEOs already amount to large sums. Though not all companies provide it, the most common posthumous benefit is acceleration of unvested stock options and grants of restricted stock; these accelerated vesting provisions are not supported by SBA proxy voting guidelines. SBA supports their removal from compensation frameworks.

SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS (SERPS): CASE-BY-CASE

SERPs are non-qualified, executive-only retirement plans under which the company provides an additional retirement benefit to supplement what is offered under the employee-wide plan where contribution levels are capped. SERPs are different from typical qualified pension plans in two ways. First, they do not receive the favorable tax deductions enjoyed by qualified plans. The company pays taxes on the income it must generate to pay the executive in retirement. Therefore, some critics contend that the executive's tax obligation is shifted to the company. Second, SERPs typically guarantee fixed payments to the executive for life. Unlike defined contribution plans, SERPs transfer the risk of investment performance entirely to the firm. Even if the company or its investment performs poorly, the executive is entitled to receive specified stream of payments.⁶¹ SBA may

⁵⁹ Lucian A. Bebchuk, Alma Cohen, and Charles C. Y. Wang, "Golden Parachutes and the Wealth of Shareholders," Harvard Law and Economics Discussion Paper No. 683 (October 2012).

⁶⁰ "Companies Promise CEOs Lavish Posthumous Paydays," Wall Street Journal, June 10, 2008.

⁶¹ Bebchuk, Lucian Arye and Fried, Jesse M., "Pay without Performance: Overview of the Issues", Journal of Corporation Law, Vol. 30, No. 4, pp. 647-673, 2005.

Also see Bebchuk, Lucian A., Cohen, Alma, and Spamann, Holger, "The Wages of Failure" (Working Draft, November 22, 2009).

support proposals to limit their usage if there is evidence of abuse in the SERP program or post-employment benefits that indicate the company is operating the program in excess of peers. SBA also supports the limitation of SERP formulas to base compensation, rather than the extension to variable compensation or other enhancements, and we do not endorse the practice of granting additional years of service that were not worked.

PRE-ARRANGED TRADING PLANS (10b5-1 PLANS): CASE-BY-CASE

The SBA generally supports proposals calling for certain principles regarding the use of prearranged trading plans (10b5-1 plans) for executives. These principles include:

- Adoption, amendment, or termination of a 10b5-1 Plan are disclosed within two business days in a Form 8-K;
- Amendment or early termination of a 10b5-1 Plan is allowed only under extraordinary circumstances, as determined by the board;
- Multiple, overlapping 10b5-1 plans should be prohibited;
- Plans provide that ninety days must elapse between adoption or amendment of a 10b5-1 Plan and initial trading under the plan;
- Reports on Form 4 must identify transactions made pursuant to a 10b5-1 Plan;
- An executive may not trade in company stock outside the 10b5-1 Plan; and
- Trades under a 10b5-1 Plan must be handled by a broker who does not handle other securities transactions for the executive.

Boards of companies that have adopted 10b5-1 plans should adopt policies covering plan practices, periodically monitor plan transactions, and ensure that company policies cover plan use in the context of guidelines or requirements on equity hedging, pledging, holding, and ownership.

DIRECTOR COMPENSATION: CASE-BY-CASE

Non-employee director compensation should be composed of a mix of cash and stock awards, where market practices do not prohibit such a mix. Director compensation plans are evaluated by comparing the cash compensation plus the approximate value of the equity-based compensation per director to a peer group with similar size and enterprise value. The initial compensation that is provided to new directors is also considered. The cash retainer and equity compensation are adequate compensation for board service; therefore, SBA does not support retirement benefits for non-employee directors. We encourage stock ownership by directors and believe directors should own an equity interest in the companies upon which boards they are members. However, we do not support a specific minimum or absolute ownership levels.

BUSINESS CONDUCT

SBA often engages with companies outside of the proxy voting process, speaking directly to corporate and board representatives about business conduct decisions relevant to shareowner value, such as in the guidelines discussed below. Most of the guidelines in this section cover proposals that are submitted by shareowners rather than management, but these issues impact most companies regardless of whether they have had shareowner proposals submitted. Therefore, engagement is an extremely effective and important tool for mitigating the widespread and systematic risks inherent in these issues.

SBA considers the vote on these proposals to be an important part of the communication process with management. We support these proposals when their adoption seems prudent considering the current circumstances and the proposed actions may reasonably be considered to have a cost-effective, protective impact on shareowner value. These topics cover risks such as product safety, environmental impact, and human rights abuses—areas where investors have experienced significant share value losses over time due to missteps in management of these risks. It is our fiduciary duty to engage companies and make prudent voting decisions in the presence of substantial risks, by supporting reasonable proposals and maintaining a dialogue with companies on these topics.

PRODUCT SAFETY: CASE-BY-CASE

Inadequate product safety standards can be catastrophic to brand and market value through lost sales, fines, and legal liability. Failure to implement effective safety standards, and to enforce them throughout the supply chain, creates a risk that is difficult to overstate. Generally, SBA supports reasonable proposals requesting increased disclosure regarding oversight procedures, product safety risks, or the use of potentially dangerous or toxic materials in company products. Proposals asking the company to cease using certain production methods or materials will be evaluated based on the merits of the case supporting the actions called for in the proposal. SBA also considers current regulations, recent significant controversy, litigation and/or fines, and the current level of disclosure by the company.

FACILITY SAFETY (NUCLEAR AND CHEMICAL PLANT SAFETY): CASE-BY-CASE

Resolutions requesting that companies report on risks associated with their operations and/or facilities are examined on a case-by-case basis, by considering the company's compliance with applicable regulations and guidelines; the level of existing disclosure related to security and safety policies, procedures, and compliance monitoring; and the existence of recent, significant violations, fines, or controversy related to the safety and security of the company's operations or facilities.

Some shareowner-sponsored resolutions ask a company to cease production associated with the use of depleted uranium munitions or nuclear weapons components and delivery systems, including disengaging from current and proposed contracts. Such contracts are monitored by government agencies, serve multiple military and non-military uses, and withdrawal from these contracts could have a negative impact on the company's business. SBA evaluates these proposals on a case-by case basis, but generally leaves decisions on the risk of engaging in certain lines of business up to the board, absent compelling a rationale to intervene.

ANIMAL TESTING AND WELFARE POLICIES: CASE-BY-CASE

Some resolutions ask companies to report on animal welfare conditions or to make changes in procedures relating to the treatment of animals. SBA examines each proposal in the context of current regulations, consumer sentiment, company disclosures, available technology and potential alternatives to the company's present procedures, and the feasibility and cost impact of the proposal when making a voting determination.

ENERGY AND ENVIRONMENT: CASE-BY-CASE

The SBA examines each proposal in the context of current regulations, company practices, and company disclosures when making a voting determination. The SBA evaluates such proposals, considering whether the company has clearly disclosed its

current policies and action plans, as well as an analysis of the potential for regulatory and business risks in their operations. Proposals that request a company engage in specific environmental actions are evaluated on the potential to contribute to improved shareowner value.

Marketing, Sales, and Business Policies

RESTRICTIONS ON PRODUCT SALES, PRICING AND MARKETING: CASE-BY-CASE

Absent compelling arguments that product marketing or pricing has potential to cause damage such as through increased liability or reputational concern, SBA generally allows management to determine appropriate business strategies and marketing tactics.

PRIVACY AND CENSORSHIP: CASE-BY-CASE

As technology has changed, consumers have become more dependent on products that generate significant amounts of personal data, raising concerns over susceptibility to both government surveillance and invasive corporate marketing. In some markets, freedom to access information on the internet is impaired by government decree. Shareowners may make proposals asking companies to limit their own use of consumer-generated data or prohibit access to the data by other entities, such as governments. Proposals may also ask companies to cease certain business lines in countries where governments demand access to the data or the blocking of certain information. Such restrictions may not only violate human rights, but they also decrease the quality of service provided by companies and threaten the integrity of the industry. Proposals may also ask companies to provide reports on their practices and policies related to these concerns.

The SBA generally votes in favor of reasonable, disclosure-based resolutions relating to policies on data collection and internet access, unless the company already meets the disclosure provisions requested in the proposal. SBA considers the level of current applicable disclosure on the topic, the history of stakeholder engagement, nature and scope of the company's operations, applicable legislation, and the company's history of controversy and litigation as it pertains to human rights. SBA generally does not support proposals asking companies to modify or restrict their business operations in certain markets, unless under extraordinary circumstances where a considerable threat to the company's operations or reputation exists.

OPERATIONS IN HIGH-RISK MARKETS: CASE-BY-CASE

Shareowners may propose that companies adopt guidelines for doing business with or investing in countries where there is a pattern of ongoing egregious and systematic violations of human rights. Shareowners of companies operating in regions that are politically unstable, including terrorism-sponsoring states, sometimes propose ceasing operations or re-reporting on operations in high-risk markets. Such concerns focus on how these business activities or investment may, in truth or by perception, support potentially dangerous and/or oppressive governments, and further, may lead to potential company reputational, regulatory, or supply chain risks. In accordance with §215.471(2) of Florida Statutes, the SBA votes against all proposals advocating increased United States trade with Cuba, Syria or Venezuela, and SBA will not vote in favor of any proxy resolution advocating the support of the Maduro regime in Venezuela per resolution of the Trustees of the State Board of Administration. SBA is also prohibited by state law from investing in companies doing certain types of business in Iran and Sudan.

SBA votes on a CASE-BY-CASE basis when evaluating requests to review and report on the company's potential financial and reputation risks associated with operations in high-risk markets, such as a terrorism-sponsoring state or otherwise, considering:

- Compliance with Florida state law;
- Compliance with U.S. sanctions and laws;
- Consideration of other international policies, standards, and laws;
- The nature, purpose, and scope of the operations and business involved that could be affected by social or political disruption;
- Current disclosure of applicable risk assessments and risk management procedures; and
- Whether the company has been recently involved in significant controversies or violations in high-risk markets.

CONFLICT MINERALS: CASE-BY-CASE

As a part of the 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC mandates that public companies using 'conflict minerals' annually report on the scope of their due diligence of their suppliers, in addition to making disclosures about any payments made to foreign governments for the acquisition or production of these resources. SBA evaluates the scope of proposals going beyond the reports required by the SEC, as well as the economic rationale, and compares it to the expected compliance costs in making a voting decision.

POLITICAL NEUTRALITY: CASE-BY-CASE

These resolutions call for companies to maintain political neutrality. They may also propose that appearance of coercion in encouraging its employees to make political contributions be avoided. The SBA examines proposals requesting the company to affirm political non-partisanship in the workplace on a case-by-case basis. We generally vote against such resolutions provided that the company complies with laws governing corporate political activities and the company has procedures in place to ensure that employee contributions to company-sponsored political action committees (PACs) are strictly voluntary and not coercive.

Codes of Conduct

CODES OF CONDUCT: CASE-BY-CASE

Workplace codes of conduct are designed to safeguard workers' rights in the international marketplace. Advocates of workplace codes of conduct encourage corporations to adopt global corporate standards that ensure minimum wages and safe working conditions for workers at in developing countries. U.S. companies that outsource portions of their manufacturing operations to foreign companies are expected to ensure that the products received from those contractors do not involve the use of forced labor, child labor, or sweatshop labor. A number of companies have implemented vendor standards, which include independent monitoring programs with respected local human rights and religious organizations to strengthen compliance with international human rights norms. Failure to manage the risks to workers' safety and human rights can result in boycotts, litigation, and stiff penalties.

When compliance is deemed necessary, SBA favors incorporation of operational monitoring, code enforcement, and robust disclosure mechanisms.⁶² SBA prefers to see companies with supply-chain risks proactively engage an independent monitoring organization to provide objective oversight and publicly disclose such evaluation.

NORTHERN IRELAND (MACBRIDE PRINCIPLES): FOR

The MacBride Principles call on companies with operations in Northern Ireland to promote fair employment practices. Signatories of the MacBride Principles agree to make reasonable, good faith efforts to abolish all differential employment criteria whose effect is discrimination based on religion. SBA supports adoption and implementation of the MacBride Principles, along with fair and transparent employment practices by firms operating in Northern Ireland.

⁶² "Incorporating Labor and Human Rights Risk into Investment Decisions." Aaron Bernstein, Harvard Labor and Worklife Program, Occasional Paper Series No. 2, September 2008.

MUTUAL FUND VOTING

Like shareowners of publicly held corporations, shareowners of mutual funds are allowed a voice in fund governance. While some funds proscribe annual meetings in their charter documents, all funds must call special meetings of shareowners to amend substantive governance matters such as board composition, investment advisory agreements, distribution agreements, and changes to fundamental investment restrictions. To this end, mutual fund managers issue and solicit proxies like the way that stock corporations do.

Mutual fund proxies raise issues that differ substantially from those found in the proxies of public companies. Though mutual fund proxy holders are also frequently asked to elect trustees and ratify auditors, most of the other agenda items are related to the special nature of this type of security. As with elections of directors of corporations, it is preferable to see mechanisms that promote independence, accountability, responsiveness, and competence regarding the mutual fund. There is evidence demonstrating a positive link between the quality of a mutual fund's board and its future performance and Sharpe ratio.⁶³ SBA's voting approach on mutual fund resolutions is like that of our approach on publicly traded company resolutions in that votes are cast with an intention of maximizing value and preserving or enhancing investor rights.

Fund Objective and Structure

The principal investment strategy identifies the financial market asset class or sub-sector in which the fund typically invests, e.g., the fund normally invests at least eighty percent of its assets in stocks included in the S&P 500. A fundamental investment restriction identifies prohibited activities, e.g., the fund may not invest more than twenty-five percent of the value of its total assets in the securities of companies primarily engaged in any one industry.

Beyond a fund's investment objectives, fund structure may also affect shareowner value. Most investment funds are open-end investment companies, meaning that they have no set limit on the number of shares that they may issue. A change in fee structure or fundamental investment policy requires the approval of a majority of outstanding voting securities of the fund, which under the Federal Investment Company Act of 1940 is defined as the affirmative vote of the lesser of either sixty-seven percent or more of the shares of the fund represented at the meeting, if at least 50 percent of all outstanding shares are represented at the meeting, or fifty percent or more of the outstanding shares of the fund entitled to vote at the meeting. Failure to reach this "1940 Act majority" subjects the funds to additional solicitation and administrative expenses.

ELECTION OF DIRECTORS: CASE-BY-CASE

Like the election of directors of corporations, it is preferable to see mechanisms that promote independence, accountability, responsiveness, and competence within the mutual fund. Votes on director nominees should be determined on a case-by-case basis, considering the following factors:

- Director independence and qualifications, including relevant skills and experience;
- Past performance relative to its peers;
- Board structure;
- Attendance at board and committee meetings;
- Number of mutual funds' boards and/or corporate boards (directorships) upon which a nominee sits; and
- If a proxy contest, Strategy of the incumbents versus the dissidents.

SBA typically withholds votes from directors if:

- They've attended less than 75 percent of the board and committee meetings without a valid reason for the absences;
- They've ignored a shareowner proposal that was approved by a majority of the shares voting;
- They are non-independent directors and sit on the audit or nominating committees;

⁶³ Carl R. Chen and Ying Huang, "Mutual Fund Governance and Performance: A Quantile Regression Analysis of Morningstar's Stewardship Grade," *Corporate Governance: An International Review*, 2011, 19(4): 311-333.

- They are non-independent directors, and the full board serves as the audit or nominating committee, or the company does not have one of these committees; or
- The audit committee did not provide annual auditor ratification, especially in the case of substantial non-audit fees or other poor governance practices.

CONVERTING CLOSED-END FUND TO OPEN-END FUND: CASE-BY-CASE

The SBA evaluates conversion proposals on a case-by-case basis, considering the following factors:

- Rationale for the change;
- Past performance as a closed-end fund;
- Market in which the fund invests;
- Measures taken by the board to address the discount; and
- Past shareowner activism, board activity, and votes on related proposals.

INVESTMENT ADVISORY AGREEMENTS: CASE-BY-CASE

Votes on investment advisory agreements are determined by considering the following factors:

- Proposed and current fee schedules;
- Fund category/investment objective;
- Performance benchmarks;
- Share price performance as compared with peers;
- Resulting fees relative to peers; and
- Assignments (where the advisor undergoes a change of control).

When considering a new investment advisory agreement or an amendment to an existing agreement, the proposed fee schedule should be compared with those fees paid by funds with similar investment objectives. Any increase in advisory fees of more than 10 percent of the prior year's fees are judged to determine the long-term impact on shareowner value, and management must offer a detailed, specific, and compelling argument justifying such a request.

APPROVE NEW CLASSES OR SERIES OF SHARES: FOR

The SBA generally votes FOR the establishment of new classes or series of shares. Boards often seek authority for a new class or series of shares for the fund to grow the fund's assets. The ability to create classes of shares enables management to offer different levels of services linked to the class or series of shares that investors purchase. Also, fee structures can be varied and linked to the series of shares, which allows investors to choose the purchasing method best suited to their needs. The board can use separate classes and series of shares to attract a greater number of investors and increase the variety of services offered by the fund.

CHANGE FUND'S INVESTMENT OBJECTIVE OR CLASSIFICATION: CASE-BY-CASE

Votes on changes in a fund's objective or classification are determined on a case-by-case basis, considering the following factors:

- Potential competitiveness;
- Current and potential returns;
- Risk of concentration; and
- Consolidation in target industry.

AUTHORIZE THE BOARD TO HIRE OR TERMINATE SUB-ADVISORS WITHOUT SHAREOWNER APPROVAL: AGAINST

SBA generally opposes proposals authorizing the board to hire or terminate sub-advisors without shareowner approval. Typically, the management company will seek authority, through the investment advisor, to hire or terminate a new sub-

advisor, modify the length of a contract, or modify the sub-advisory fees on behalf of the fund. These investment decisions are normally made with majority shareowner approval, as determined by Section 15 of the Investment Company Act of 1940. However, funds may apply to the SEC for exemptions to this rule, and the SEC often grants these exemptions. These exemptions are usually structured so that they do not apply to the investment sub-advisory agreement that is in place at the time but apply to any future sub-advisory agreement into which the fund enters.

MERGERS: CASE-BY-CASE

The SBA generally evaluates mergers and acquisitions on a case-by-case basis, determining whether the transaction enhances shareowner value by considering:

- Resulting fee structure;
- Performance of both funds;
- Continuity of management personnel; and
- Changes in corporate governance and the impact on shareowner rights.

CHANGE DOMICILE: CASE-BY-CASE

The SBA votes on fund re-incorporations on a case-by-case basis by considering the regulations and fundamental policies applicable to management investment companies in both states. Shareowner rights can be particularly limited in certain states, including Delaware, Maryland, and Massachusetts.⁶⁴

AMENDMENTS TO THE CHARTER: CASE-BY-CASE

The SBA votes on changes to the charter document on a case-by-case basis, considering the following factors:

- The potential impact and/or improvements, including changes to competitiveness or risk;
- The standards within the state of incorporation; and
- Other regulatory standards and implications.

The SBA generally opposes of the following changes:

- Removal of shareowner approval requirement to reorganize or terminate the trust or any of its series;
- Removal of shareowner approval requirement for amendments to the new declaration of trust;
- Removal of shareowner approval requirement to amend the fund's management contract, allowing the contract to be modified by the investment manager and the trust management, as permitted by the 1940 Act;
- Allow the trustees to impose other fees in addition to sales charges on investment in a fund, such as deferred sales charges and redemption fees that may be imposed upon redemption of a fund's shares;
- Removal of shareowner approval requirement to engage in and terminate sub-advisory arrangements; and
- Removal of shareowner approval requirement to change the domicile of the fund.

SHAREOWNER PROPOSALS TO ESTABLISH DIRECTOR OWNERSHIP REQUIREMENT: CASE-BY-CASE

The SBA generally favors the establishment of a director ownership requirement and considers a director nominee's investment in the fund as a critical factor in evaluating his or her candidacy. This decision should be made on an individual basis and not according to an inflexible standard. If the director has invested in one fund of the family, he/she is considered to own stock in the fund.

SHAREOWNER PROPOSALS TO TERMINATE INVESTMENT ADVISOR: CASE-BY-CASE

Votes on shareowner proposals to terminate the investment advisor considering the following factors:

- Performance of the fund;
- The fund's history of shareowner relations; and

⁶⁴ Lucian Bebchuk and Alma Cohen, "Firms' Decisions Where to Incorporate." National Bureau of Economic Research Working Paper 9107, August 2002.

- Performance of other funds under the advisor’s management.

ASSIGN TO THE USUFRUCTUARY (BENEFICIARY), INSTEAD OF THE TRUSTEE, THE VOTING RIGHTS APPURTENANT TO SHARES HELD IN TRUST: CASE-BY-CASE

The SBA votes against if the company assigns voting rights to a foundation allied to management.

SHAREOWNER PROPOSALS TO ADOPT A POLICY TO REFRAIN FROM INVESTING IN COMPANIES THAT SUBSTANTIALLY CONTRIBUTE TO GENOCIDE OR CRIMES AGAINST HUMANITY: CASE-BY-CASE

The SBA will evaluate such proposals with an adherence to the requirements and intent of Florida law, including but not limited to the Protecting Florida’s Investments Act, which prohibits investment in companies involved in proscribed activities in Sudan or Iran, and other laws covering companies with policies on or investments in countries such as Cuba, Northern Ireland, and Israel.

Memo

TO: Chris Spencer, SBA Executive Director

THRU: Gina Wilson, Chief Operating Officer, FHCF

FROM: Mary Linzee Branham, Director of Legal & Risk Operations, FHCF

DATE: May 15, 2025

SUBJECT: SBA Trustees Meeting, June 10, 2025

Request approval of, and authority to file, a Notice of Proposed Rule for Florida Hurricane Catastrophe Fund Rule 19-8.028, F.A.C., Reimbursement Premium Formula, and to file this Rule, along with the Incorporated Form, for adoption if no member of the public timely requests a rule hearing or if a hearing is requested and no Notice of Change is needed.

FHCF AGENDA ITEM A. RULE 19-8.028, F.A.C., REIMBURSEMENT PREMIUM FORMULA

BACKGROUND: The Florida Hurricane Catastrophe Fund (FHCF) provides reimbursement to insurers writing residential property insurance in Florida for a portion of their hurricane losses. The FHCF is statutorily required to charge an “actuarially indicated premium” for the coverage provided to the participants pursuant to a premium formula that is developed by an independent consultant and meets specified criteria. The FHCF statute requires that the premium formula be approved by unanimous vote of the Trustees.

In accordance with these statutory requirements, the FHCF has contracted with Paragon Strategic Solutions Inc. to provide the actuarial services necessary to develop the Reimbursement Premium Formula.

EXTERNAL INTEREST: On March 26, 2025, the 2025-2026 Reimbursement Premium Formula was presented to the FHCF Advisory Council. Council members and members of the public were present and participated virtually. The Advisory Council voted to recommend approval of the Reimbursement Premium Formula.

ACTIONS REQUESTED: Request approval of the 2025-2026 Florida Hurricane Catastrophe Fund Reimbursement Premium Formula to be presented to the Cabinet Aides and to the State Board of Administration Trustees.

ATTACHMENTS TO BE INCLUDED:

- Memorandum dated May 13, 2025, from Gina Wilson to Chris Spencer regarding the 2025-2026 FHCF Reimbursement Premium Formula
- Summary of Changes, Rule 19-8.028, F.A.C., Rule 19-8.012, F.A.C. & Rule 19-8.013, F.A.C.
- Notice of Proposed Rule, Rule 19-8.028, F.A.C.
- **Rule 19-8.028, F.A.C., Reimbursement Premium Formula**
- Incorporated Form: **“Florida Hurricane Catastrophe Fund: 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida, March 26, 2025”**

Memo

To: Chris Spencer, SBA Executive Director
From: Gina Wilson, Chief Operating Officer, FHCF
Date: May 13, 2025
Re: SBA Trustees Agenda Item - FHCF's 2025-2026 Reimbursement Premium Formula

There are two Florida Hurricane Catastrophe Fund (FHCF) agenda items for the upcoming SBA Trustees meeting related to the FHCF Reimbursement Premium Formula. These items are as follows:

- Vote to approve the Contract Year 2025-2026 FHCF Reimbursement Premium Formula (unanimous vote of the Trustees required).
- Vote to file a Notice of Proposed Rule (Rule 19-8.028, Florida Administrative Code, Reimbursement Premium Formula) and to file for adoption if no hearing is timely requested or if a hearing is requested but no Notice of Change is needed.

Statutory Requirements

Under subsection (5) of section 215.555, Florida Statutes:

- The premium formula must be developed by an **independent consultant** selected by the SBA;
- The premium formula must be used to determine the **actuarially indicated** premiums to be paid to the FHCF by participating insurers; and
- The premium formula must be approved by a **unanimous vote** of the Trustees.

The Reimbursement Premium Formula Development Process

The reimbursement premium formula is detailed in a document provided by Paragon Strategic Solutions Inc., with Andrew Rapoport, FCAS, MAAA, serving as the FHCF's independent consultant. The reimbursement premium formula development process also includes input from other members of Paragon's actuarial team and the actuary on the FHCF Advisory Council, Kathy Hurta. FHCF staff members also participate in order to provide information and monitor the process.

The basic process for developing the reimbursement premium formula has been in place since 1995. The process involves these steps:

- By September 1 of each year, insurers report their exposure data as of June 30 to the FHCF.
- The exposure data is trended (i.e., adjusted for such factors as exposure growth and changes in construction costs) and given to hurricane modelers to estimate losses.
 - By law, the FHCF must use hurricane models found acceptable by the Florida Commission on Hurricane Loss Projection Methodology (the Commission) to the extent feasible. The five models used have been found acceptable by the Commission based on the 2021 standards set by the Commission.
 - The models are used to determine the average annual hurricane loss. The results from the five models are weighted such that the models with the highest and lowest results count for 5% each, the next-highest and next-lowest count for 20% each, and the model with results in the middle counts for 50%. By limiting the impact of the outliers, this weighting scheme tends to create stability over time.
- To estimate losses in the aggregate layer of coverage, a projected aggregate industry retention is calculated according to statute, which requires the retention be adjusted annually to reflect exposure growth from 2004 to the contract year occurring two years before the particular contract year for which the formula is developed.
- The loss only limit is grossed up using the average coverage level of 84.738% based on selections by participating insurers on March 1, 2025. The loss and loss adjustment expense layer is 84.738% of \$20,061,904,790 excess \$11,270,000,000.
- Adjustments are made to reflect other costs, including FHCF operating costs, pre-event note expenses and loss adjustment expenses (the statute provides for a loss adjustment expense allowance of 10% of reimbursed losses).
- Rates are then allocated by type of business, territory, construction type, and deductible, and then further adjusted to reflect mitigation classifications (year built, structure opening protection, roof shape, and age of roof).
- Finally, the statutory cash buildup factor of 25% is applied.

Contract Year 2025-2026 Recommended Reimbursement Premium Formula

	2025 Contract Year Modeled	2024 Contract Year Actual
FHCF Coverage		
Industry Retention	\$11.270 billion	\$9.377 billion
Limit	\$17 billion	\$17 billion
Average Coverage	84.738%	86.870%
 FHCF Premium Revenue	 \$1.359 billion	 \$1.433 billion
Rate Change	- 7.23%	- 4.58%
Coverage Selection Change	- 2.45%	-0.56%
Exposure Change	4.75%	5.67%
Premium Change	- 5.22%	- 5.11%
Overall Average Rate Change	- 9.51%	- 10.20%
 Projected Exposure Base	 \$3.661 trillion	 \$3.494 trillion

To summarize Contract Year 2025-2026 changes, there is an average 7.23% decrease in FHCF rates. After adjusting for individual company coverage selection changes from 2024 to 2025, the industry overall rate change is projected to decrease 9.51%.

The FHCF coverage is a limit of \$17 billion excess of \$11.270 billion. The \$11.270 billion industry retention is \$4.5 billion adjusted for a 150.4% growth in reported exposure from 2004 to 2023. The FHCF limit remains at \$17 billion until there is enough estimated claims-paying capacity to cover \$17 billion in losses for the current contract year and the next contract year. Since there is not sufficient capacity for both contract years, the Contract Year 2025-2026 limit remains at \$17 billion.

The average industry coverage selection decreased 2.45%, from 86.870% to 84.738%. In March, prior to the start of the contract year, companies are required to select one of three coverage options, 90%, 75% or 45%. For Contract Year 2025-2026, there was an increase in the number of companies selecting the 45% coverage option, which resulted in a decrease in the average coverage selection.

The 7.23% rate decrease and the 2.45% reduction in the average coverage selection contribute to the projected 5.22% decrease in annual premium revenues. Other major factors impacting premium and rate changes include:

- Projected growth in exposure
- Decrease in modeled loss costs

Projected growth in exposure – The FHCF trend projections are used to estimate the amount of exposure and risk counts as of June 30 that will be reported by companies for Contract Year 2025-2026.

- Detailed exposure data as of 6/30/24 as reported through 10/24/24 by 135 participating insurers for Contract Year 2024-2025 was trended for one year.
- The actual exposure growth in Contract Year 2024-2025 of 5.67% was less than the 9.37% originally projected, which indicates exposure continues to grow but at a slower rate. For Contract Year 2025-2026, exposure is projected to continue to increase by 4.75%.

- Projected exposure trends are applied to newer constructions (i.e., year built 2012 and subsequent) and trend levels closer to inflation are applied to older constructions. Using this approach, the overall trended FHCF exposures better reflect the improvement in damageability levels due to newer constructions, which moderates the growth in modeled loss costs and lower loss costs result in lower annual premium revenues.

Decrease in modeled loss costs - Trended exposures and risk counts are given to the modelers to estimate the average annual loss to the FHCF layer for Contract Year 2025-2026. Modeled loss costs decreased 10.7% overall. All five models produced lower loss costs, with the following items contributing to the decrease:

- An increase in the FHCF industry retention from \$9.377 billion for Contract Year 2024-2025 to \$11.270 billion for Contract Year 2025-2026.
- A shift in policyholders' deductibles from 2% to 5% based on exposure data reported by participating insurers.

The change in modeled loss costs affects overall premium and rates. Other factors having a minor impact on premium and rate changes include:

- Pre-event notes expenses are estimated to decrease by \$9.1 million from \$45.1 million in 2024 to \$36.0 million in 2025. There is a reduction in carrying cost for the \$1.25 billion of 2020A notes that will be paid off July 1, 2025. This change generated a 0.8% decrease in rates and affects overall premium.
- The average industry coverage selection decreased 2.45% to 84.738%. This results in a decrease in the average FHCF layer size and changes in FHCF premium and rates.

In general, the impact of a decrease in rates will vary by policyholder and company. Some policyholders may see a change in their FHCF premium charge and others may not. The decrease in FHCF rates by 9.51% is an average decrease for all policy types reported from all insurance companies to the FHCF and cannot be applied to an individual policyholder's total premium. However, a general application of the rate decrease could provide perspective on the impact of a rate change. Premium paid by insurers to the FHCF represent approximately 5.52% or \$149.37 of the average personal residential premium of approximately \$2,708. Therefore, the decrease in rates by 9.51% could potentially translate to an average decrease of \$14.21 for personal residential homeowners' premiums.

It is also important to consider that the impact of a rate decrease can vary by type of business (i.e., type of policy) as shown on the following page:

Coverage, Rate, Exposure and Premium Changes by Type of Business

Type of Business	90% Rate	Coverage %	Avg. Rate	Exposure	Premium
Residential	-6.83%	-2.84%	-9.47%	5.00%	-4.95%
Tenants	-4.65%	-10.72%	-14.87%	3.00%	-12.32%
Condos	-6.45%	-2.19%	-8.49%	3.00%	-5.75%
Mobile Home	-9.92%	-0.96%	-10.78%	3.01%	-8.09%
Commercial	-8.40%	-0.13%	-8.52%	3.00%	-5.77%
Total	-7.23%	-2.45%	-9.51%	4.75%	-5.22%

Rule 19-8.028, F.A.C., Reimbursement Premium Formula 2025-2026 Contract Year,

Rule 19-8.012, F.A.C., Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure, and Incorporated Forms,

Rule 19-8.013, F.A.C., Revenue Bonds Issued Pursuant to Section 215.555(6), Florida Statutes

**Summary of Changes
(As of March 6, 2025)**

Rule

Rule 19-8.028, Reimbursement Premium Formula

(3)(b) Adopts the FHCF Reimbursement Premium Formula for the 2025-2026 Contract Year (“Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025”). Deletes as obsolete material existing language that adopted the FHCF Ratemaking Formula for Contract Year 2024-2025.

Rule

Rule 19-8.012, Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure

Throughout: Technical changes to update references to FHCF and SBA to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

Throughout: Changes to remove specific reference to the FHCF Administrator and address along with changes to reflect that copies of the incorporated forms can be obtained from the FHCF’s website rather than contacting the FHCF Administrator.

(2)(a) is amended to clarify the documentation from the Office of Insurance Regulation can be a letter and not just an Order and it applies to an insurer surrendering its certificate of authority and not just revoking the insurer’s authority to write.

(2)(b)1. is amended to add the statutory cite and remove the list referencing specific lines of business.

(2)(b)3. Adopts Form FHCF-E1, “Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.”

(3)(c)1. is amended to remove the list referencing specific lines of business.

(3)(c)3. adopts Form FHCF-E2, “Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.”

(3)(c)4. adopts Form FHCF-E3, “Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.”

(3)(d)2. is amended to remove outdated language referencing Rule 19-8.028 and new participants and includes a reference to the applicable requirements in the FHCF reimbursement contract.

Incorporated Forms

FORM FHCF-E1, Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.

There is a nonsubstantive change from TYPED to PRINTED.

FORM FHCF-E2, Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.

In the note there is a change to clarify the company is to submit its most recent Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement. The list of specific lines of business is removed.

FORM FHCF-E3, Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.

There is a nonsubstantive change from TYPED to PRINTED.

Rule

Rule 19-8.013, Revenue Bonds Issued Pursuant to Section 215.555(6), F.S.

Throughout: Technical changes to update references to the FHCF, SBA, and OIR to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

(2) is amended to remove the definitions of “Board” and “Florida Department of Financial Services”, and the remaining definition references are updated to reflect those removals. The definition of “OIR” is nonsubstantive and the definition of “SBA” is added.

(4)(e)3. is amended to reflect how interest is calculated to shift to the six months preceding the start of the Contract Year as opposed to the four months during the Contract Year. This is consistent with previously adopted rules.

Incorporated Forms

There are no forms for this rule.

Notice of Proposed Rule

STATE BOARD OF ADMINISTRATION

RULE NO.: RULE TITLE:

19-8.028: Reimbursement Premium Formula

PURPOSE AND EFFECT: This rule is promulgated to implement Section 215.555, Florida Statutes, regarding the Florida Hurricane Catastrophe Fund, for the 2025-2026 contract year.

SUMMARY: In accordance with Section 215.555(5), Florida Statutes, proposed amended Rule 19-8.028, F.A.C., Reimbursement Premium Formula, adopts the 2025-2026 reimbursement premium formula for the Florida Hurricane Catastrophe Fund ("Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025").

SUMMARY OF STATEMENT OF ESTIMATED REGULATORY COSTS AND LEGISLATIVE

RATIFICATION: The Agency has determined that this will not have an adverse impact on small business or likely increase directly or indirectly regulatory costs in excess of \$200,000 in the aggregate within one year after the implementation of the rule. A SERC has not been prepared by the Agency.

The Agency has determined that the proposed rule is not expected to require legislative ratification based on the statement of estimated regulatory costs or if no SERC is required, the information expressly relied upon and described herein: Upon review of the proposed changes to this rule and the incorporated forms, the State Board of Administration of Florida has determined that the rule does not meet the requirements for ratification by the legislature. The changes to the rule do not have an adverse impact on small business and do not directly or indirectly increase regulatory costs in excess of \$200,000 in the aggregate within 1 year of implementation. The changes to the rule also do not directly or indirectly have an adverse impact on economic growth, private sector job creation or employment, or private sector investment, business competitiveness or innovation or increase regulatory costs, including any transactional costs, in excess of \$1 million in the aggregate within 5 years after the implementation of the rule.

Any person who wishes to provide information regarding a statement of estimated regulatory costs, or provide a proposal for a lower cost regulatory alternative must do so in writing within 21 days of this notice.

RULEMAKING AUTHORITY: 215.555(3), F.S.

LAW IMPLEMENTED: 215.555(2), (3), (4), (5), (6), (7), F.S.

IF REQUESTED WITHIN 21 DAYS OF THE DATE OF THIS NOTICE, A HEARING WILL BE HELD AT THE DATE, TIME AND PLACE SHOWN BELOW (IF NOT REQUESTED, THIS HEARING WILL NOT BE HELD):

DATE AND TIME: July 15, 2025, 9:00 a.m. (ET) to conclusion of meeting.

PLACE: Conference Call in Number: 1(872) 242-7651, Participant Code 350-449-176#.

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this workshop/meeting is asked to advise the agency at least 7 days before the workshop/meeting by contacting: Mary Linzee Branham, Florida Hurricane Catastrophe Fund, 1801 Hermitage Blvd., Tallahassee, FL 32308, 850-413-1335, marylinzee.branham@sbafla.com. If you are hearing or speech impaired, please contact the agency using the Florida Relay Service, 1(800)955-8771 (TDD) or 1(800)955-8770 (Voice).

THE PERSON TO BE CONTACTED REGARDING THE PROPOSED RULE IS: Mary Linzee Branham at the number or email listed above.

THE FULL TEXT OF THE PROPOSED RULE IS:

19-8.028 Reimbursement Premium Formula.

(1) Purpose. This rule adopts the Premium Formula to determine the Actuarially Indicated Reimbursement Premium to be paid to the Florida Hurricane Catastrophe Fund, as required by Section 215.555(5)(b), F.S.

(2) Definitions. The definitions in the Reimbursement Contract for the applicable Contract Year also apply to this rule and the forms referenced in this rule. In addition, as used in this rule:

(a) "SBA" means the State Board of Administration of Florida.

(b) "Contract Year" is defined in Section 215.555(2), F.S.

(c) “Independent Consultant” means the independent individual, firm, or organization with which the SBA contracts to prepare the Premium Formula and any other actuarial services for the FHCF, as determined under the contract with the Consultant.

(3) The Premium Formula.

(a) The Formula for determining the Actuarially Indicated Reimbursement Premium to be paid to the ~~FHCF Fund~~, as required by Section 215.555(5)(b), F.S., is the rate times the exposure per \$1,000 of insured value and this equals the Premium to be paid in dollars. The premium rates are determined by taking into account geographic location by zip code; construction type; policy deductible; type of insurance and other such factors deemed by the SBA to be appropriate. The Formula is developed by an Independent Consultant selected by the SBA, as required by Section 215.555(5)(b), F.S.

(b) For the 2025/2026 Contract Year, the Formula developed by the SBA’s Independent Consultant, “Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025, <http://www.flrules.org/Gateway/reference.asp?No=Ref-XXXXX>,” as approved by the SBA, is hereby adopted and incorporated by reference into this rule. The premium rates are developed in accordance with the Premium Formula methodology approved by the SBA.

~~(b) For the 2024/2025 Contract Year, the Formula developed by the SBA’s Independent Consultant, “Florida Hurricane Catastrophe Fund 2024 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 21, 2024, <http://www.flrules.org/Gateway/reference.asp?No=Ref-16826>,” as approved by the SBA, is hereby adopted and incorporated by reference into this rule. The premium rates are developed in accordance with the Premium Formula methodology approved by the SBA.~~

(4) Special Circumstances.

(a) Allocation of Premium. Premiums paid to the FHCF with reference to property covered by Quota Share Primary Insurance Arrangements, as that phrase is defined in Section 627.351(6)(c)2.a.(I), F.S., will be allocated by the FHCF between the Company and Citizens in accordance with the percentages specified in the Quota Share Primary Insurance Arrangement for the purposes of premium billing, calculating retentions and determining reimbursement payments.

(b) Special Rating Circumstances. The Premium Formula for policies that, based upon sound actuarial principles, require individual ratemaking and which are not excluded by rule will be based on the use of computer modeling for each individual Company for which it is applicable, i.e., portfolio modeling. The Independent Consultant will recommend guidelines for individual Company portfolio reporting and modeling to estimate individual Company FHCF expected losses. Individual Company FHCF expected losses for portfolio modeling exposures will be loaded for investments and expenses on the same basis as the FHCF premium rates used for non-portfolio modeling exposures, but will also include a loading for the additional cost of individual Company modeling. The minimum exposure threshold for FHCF portfolio modeling rating will be sufficient to generate estimated FHCF premium greater than the cost of modeling and other considerations and will be calculated by the Independent Consultant for the separate coverage levels of 45%, 75%, and 90% using the premium rates established pursuant to subsection (3). The methodology used by the Independent Consultant will be based on sound actuarial principles to establish greater actuarial equity in the premium structure.

Special recognition is not given to Companies that do not have exposure for Covered Policies for an entire Contract Year, except for New Participants as required by Article X(1) and X(2) of the Reimbursement Contract.

(5) All the forms adopted and incorporated by reference in this rule may be obtained from the FHCF website at <http://fhcf.sbafla.com>.

Rulemaking Authority 215.555(3) FS. Law Implemented 215.555(2), (3), (4), (5), (6), (7) FS. History—New 9-20-99, Amended 7-3-00, 9-17-01, 7-17-02, 7-2-03, 7-29-04, 7-17-05, 7-6-06, 7-17-07, 6-16-08, 8-2-09, 7-8-10, 7-3-11, 6-25-12, 6-18-13, 6-10-14, 6-2-15, 5-18-16, 5-30-17, 8-1-18, 5-21-19, 9-17-19, 7-16-20, 6-23-21, 8-18-22, 7-12-23, 8-5-24, X-XX-25.

NAME OF PERSON ORIGINATING PROPOSED RULE: Gina Wilson, FHCF Chief Operating Officer, State Board of Administration of Florida.

NAME OF AGENCY HEAD WHO APPROVED THE PROPOSED RULE: The Trustees of the State Board of Administration of Florida.

DATE PROPOSED RULE APPROVED BY AGENCY HEAD: June 10, 2025

DATE NOTICE OF PROPOSED RULE DEVELOPMENT PUBLISHED IN FAR: March 12, 2025

19-8.028 Reimbursement Premium Formula.

(1) Purpose. This rule adopts the Premium Formula to determine the Actuarially Indicated Reimbursement Premium to be paid to the Florida Hurricane Catastrophe Fund, as required by Section 215.555(5)(b), F.S.

(2) Definitions. The definitions in the Reimbursement Contract for the applicable Contract Year also apply to this rule and the forms referenced in this rule. In addition, as used in this rule:

(a) “SBA” means the State Board of Administration of Florida.

(b) “Contract Year” is defined in Section 215.555(2), F.S.

(c) “Independent Consultant” means the independent individual, firm, or organization with which the SBA contracts to prepare the Premium Formula and any other actuarial services for the FHCF, as determined under the contract with the Consultant.

(3) The Premium Formula.

(a) The Formula for determining the Actuarially Indicated Reimbursement Premium to be paid to the ~~FHCF~~ Fund, as required by Section 215.555(5)(b), F.S., is the rate times the exposure per \$1,000 of insured value and this equals the Premium to be paid in dollars. The premium rates are determined by taking into account geographic location by zip code; construction type; policy deductible; type of insurance and other such factors deemed by the SBA to be appropriate. The Formula is developed by an Independent Consultant selected by the SBA, as required by Section 215.555(5)(b), F.S.

(b) For the 2025/2026 Contract Year, the Formula developed by the SBA’s Independent Consultant, “Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025, [~~\(b\) For the 2024/2025 Contract Year, the Formula developed by the SBA’s Independent Consultant, “Florida Hurricane Catastrophe Fund 2024 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 21, 2024, \[\\(4\\) Special Circumstances.\]\(http://www.flrules.org/Gateway/reference.asp?No=Ref-16826,” as approved by the SBA, is hereby adopted and incorporated by reference into this rule. The premium rates are developed in accordance with the Premium Formula methodology approved by the SBA.</p></div><div data-bbox=\)~~](http://www.flrules.org/Gateway/reference.asp?No=Ref-XXXXX,” as approved by the SBA, is hereby adopted and incorporated by reference into this rule. The premium rates are developed in accordance with the Premium Formula methodology approved by the SBA.</u></p></div><div data-bbox=)

(a) Allocation of Premium. Premiums paid to the FHCF with reference to property covered by Quota Share Primary Insurance Arrangements, as that phrase is defined in Section 627.351(6)(c)2.a(I), F.S., will be allocated by the FHCF between the Company and Citizens in accordance with the percentages specified in the Quota Share Primary Insurance Arrangement for the purposes of premium billing, calculating retentions and determining reimbursement payments.

(b) Special Rating Circumstances. The Premium Formula for policies that, based upon sound actuarial principles, require individual ratemaking and which are not excluded by rule will be based on the use of computer modeling for each individual Company for which it is applicable, i.e., portfolio modeling. The Independent Consultant will recommend guidelines for individual Company portfolio reporting and modeling to estimate individual Company FHCF expected losses. Individual Company FHCF expected losses for portfolio modeling exposures will be loaded for investments and expenses on the same basis as the FHCF premium rates used for non-portfolio modeling exposures, but will also include a loading for the additional cost of individual Company modeling. The minimum exposure threshold for FHCF portfolio modeling rating will be sufficient to generate estimated FHCF premium greater than the cost of modeling and other considerations and will be calculated by the Independent Consultant for the separate coverage levels of 45%, 75%, and 90% using the premium rates established pursuant to subsection (3). The methodology used by the Independent Consultant will be based on sound actuarial principles to establish greater actuarial equity in the premium structure.

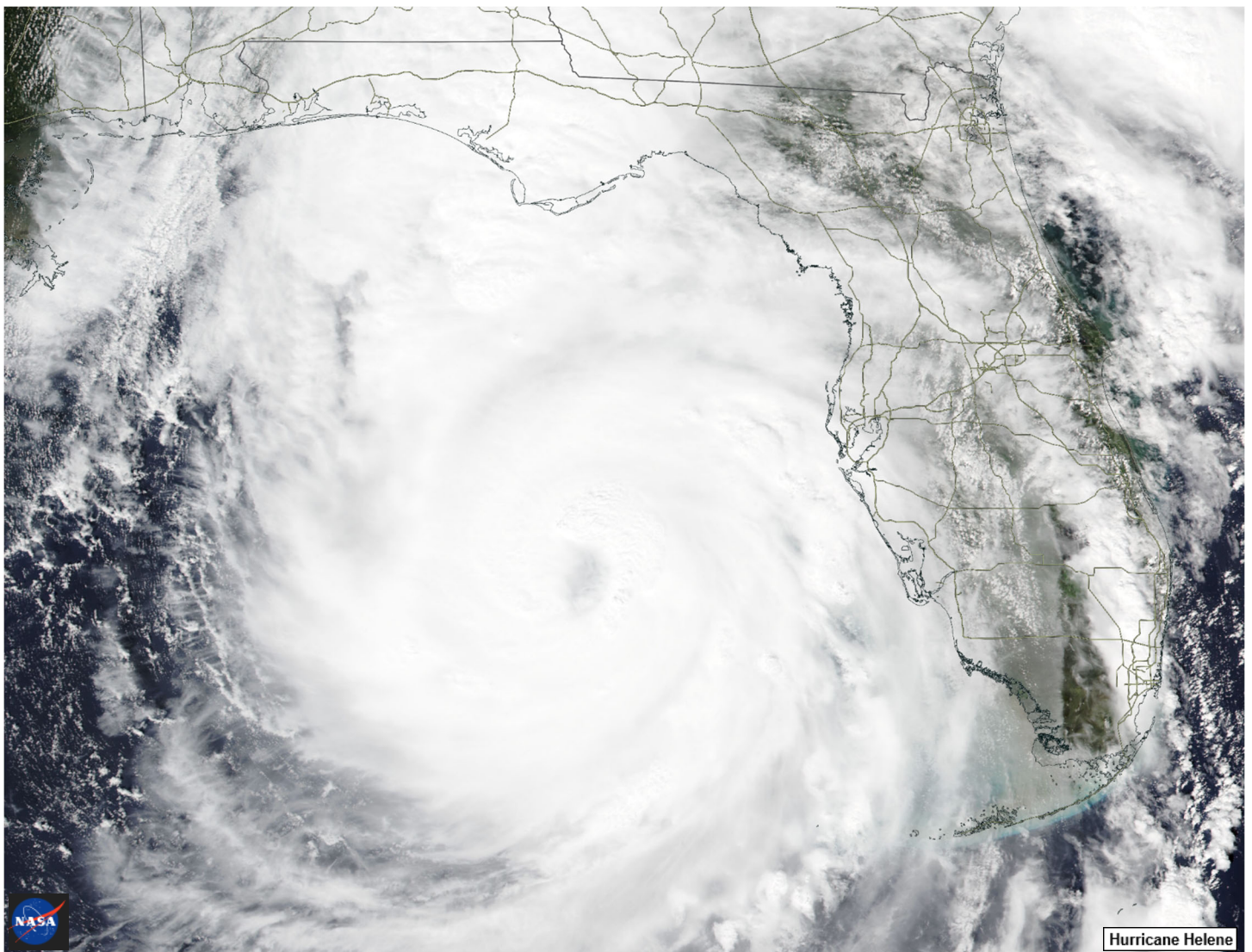
Special recognition is not given to Companies that do not have exposure for Covered Policies for an entire Contract Year, except for New Participants as required by Article X(1) and X(2) of the Reimbursement Contract.

(5) All the forms adopted and incorporated by reference in this rule may be obtained from the FHCF website at <http://fhcf.sbafla.com>.

Rulemaking Authority 215.555(3) FS. Law Implemented 215.555(2), (3), (4), (5), (6), (7) FS. History—New 9-20-99, Amended 7-3-00, 9-17-01, 7-17-02, 7-2-03, 7-29-04, 7-17-05, 7-6-06, 7-17-07, 6-16-08, 8-2-09, 7-8-10, 7-3-11, 6-25-12, 6-18-13, 6-10-14, 6-2-15, 5-18-16, 5-30-17, 8-1-18, 5-21-19, 9-17-19, 7-16-20, 6-23-21, 8-18-22, 7-12-23, 8-5-24, X-XX-25.

Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report

**Presented to the
State Board of Administration of Florida
March 26, 2025**





March 20, 2025

Enclosed is the Florida Hurricane Catastrophe Fund (FHCF) 2025 Ratemaking Formula Report which will be presented to the FHCF Advisory Council on March 26, 2025. The rates developed in this report assume a FHCF per event insurance industry aggregate retention of \$11.270 billion (which applies to a participating insurer's two largest events and drops to 1/3 for all other events) and a FHCF limit level of \$17.000 billion.

Also included in this report are windstorm mitigation construction rating factor relativities, as well as formulas to adjust the presented rates for any changes related to pre-event financing or reinsurance structure should they become applicable subsequent to the presentation of this report.

Distribution and Use

The attached report was prepared for the use of the State Board of Administration of Florida for the sole purpose of developing a formula for determining the actuarially indicated premium to be paid by individual companies to the FHCF for the 2025 contract year as specified by Section 215.555, Florida Statutes. The report has been prepared to meet actuarial standards of practice of the Actuarial Standards Board. The data, assumptions, methodology and results in this report may not be appropriate for other purposes than the intended use. We recommend that any party using this report have its own actuary review this report to ensure that the party understands the assumptions and uncertainties inherent in our estimates.

Discussion of report limitations, including scope, data sources and variability of projections, can be found in Exhibit 1, Part III of the report. Loss simulation data provided by catastrophe modelers are considered confidential by the modeling organizations.

A copy of the report will be available on the FHCF website.

Sincerely,

A handwritten signature in black ink, reading "Andrew J. Rapoport".

Andrew J. Rapoport, FCAS, FSA, MAAA
Managing Director and Actuary
Paragon Strategic Solutions Inc.

TABLE OF CONTENTS

Florida Hurricane Catastrophe Fund

2025 Ratemaking Formula Report

Table of Contents

Exhibit	I	Executive Summary Part I: The Ratemaking Process Part II: Allocation of Premium Part III: Limitations
Exhibit	II	Summary of Rate Calculation, Projections, and Assumptions
Exhibit	III	FHCF Trended and Historical Exposure Data
Exhibit	IV	Calculation of Coverage Multiples and Layer of Coverage
Exhibit	V	Reserved for Future Use
Exhibit	VI	Allocation of Excess Loss to Type of Business
Exhibit	VII	Law and Ordinance and Annual Aggregate Deductible Adjustment Factors
Exhibit	VIII	Modeled Losses and Adjustments for Per Company Limits and Retentions
Exhibit	IX	FHCF Layer Loss Scenarios
Exhibit	X	Pre-Event Notes Expense
Exhibit	XI	Additional Pre-Event Notes Options
Exhibit	XII	FHCF Premium Credits
Exhibit	XIII	FHCF Proposed Territory Groupings
Exhibit	XIV	FHCF Proposed Rates for Base Deductibles & Windstorm Mitigation Construction Relativities
Exhibit	XV	Prior Year Exposures & Risk Count by Current Year Territory Group
Exhibit	XVI	Summary of Rate Changes by ZIP Code
Exhibit	XVII	Risk Transfer Options
Exhibit	XVIII	Summary of Changes in ZIP Codes
Exhibit	XIX	Maps of Territories

EXHIBIT

I

Florida Hurricane Catastrophe Fund

2025 Ratemaking Formula Report

Executive Summary

1. **Rates:** Paragon recommends an average 7.23% decrease in Florida Hurricane Catastrophe Fund (FHCF) rates for the 2025-2026 (2025) Contract Year based on coverage under Section 215.555, Florida Statutes. This is the average rate change for companies that do not change their coverage selections. After adjusting for individual company coverage selection changes from 2024 to 2025, the industry FHCF overall rate change is projected to decrease 9.51%.
2. **Coverage, Layer, and Retention Changes:**
 - a. The average coverage for 2025, based on 2024 market shares and 2025 coverage selections, is projected to be 84.738%, compared to 86.870% for 2024 (2.45% decrease).
 - b. The decrease in the average FHCF coverage selection generates the 2025 FHCF layer of \$20.061 billion, compared to the 2024 layer of \$19.562 billion.
 - c. The projected loss retention for 2025 is \$11.270 billion compared to \$9.377 billion for 2024.
3. **Premium Change:** FHCF premium will decrease from \$1.433 billion to \$1.359 billion due to decreases in rates and coverage selection changes, partially offset by exposure growth.

	2025 Contract Year Modeled	2024 Contract Year Actual as of 10/24/2024 for Ratemaking*	2024 Contract Year Modeled
FHCF Coverage			
Industry Retention	\$11.270 billion	\$9.377 billion	\$9.929 billion
Limit	\$17 billion	\$17 billion	\$17 billion
Average Coverage	84.738%	86.870%	86.874%
FHCF Layer	\$20.061 billion	\$19.562 billion	\$19.569 billion
FHCF Premium	\$1.359 billion	\$1.433 billion	\$1.518 billion
Rate Change	-7.23%	-4.58%	-7.74%
Coverage Selection Change	-2.45%	-0.56%	-0.56%
Exposure Change	4.75%	5.67%	9.37%
Premium Change	-5.22%	-5.11%	0.34%
Overall Average Rate Change	-9.51%	-10.20%	-8.25%
Projected Payout Multiple	12.5122	11.8596	11.1988
90% Retention Multiple	7.8099	6.3136	6.3136
Exposure Base	3.661 trillion	\$3.494 trillion	\$3.615 trillion
Overall FHCF Rate/\$1,000 Exp.	0.3711	0.4102	0.4199

* As of 12/31/2024, FHCF premium was \$1.433 billion and Projected Payout Multiple was 11.8595

Part I: The Ratemaking Process

Overview

The Florida Hurricane Catastrophe Fund (FHCF) premium formula, which forms the basis of the premiums paid to the FHCF by insurers writing covered policies, as defined in Section 215.555, Florida Statutes, is developed according to statutory requirements, including the requirements of Florida's Administrative Procedure Act and the Florida Public Records Law, which provide a high degree of oversight, accountability, and transparency. This Ratemaking Formula Report presents details of the ratemaking process.

The rates in this report are developed for the limits and retentions, as specified by Section 215.555, Florida Statutes, for the FHCF 2025 Contract Year. Paragon recommends an average 7.23% decrease in FHCF rates for the 2025 Contract Year based on a \$17.000 billion coverage limit and a \$11.270 billion per event retention, which drops to \$3.757 billion for the third largest and all smaller events when there are multiple events in a single season (1/3 of \$11.270 billion). After adjusting for changes in company coverage selections, the overall average FHCF rate change is projected to decrease 9.51%.

This premium formula will produce an estimated \$1.359 billion in total FHCF premium, compared to \$1.433 billion premium for the 2024 Contract Year. This premium is based on an overall rate decrease of 9.51%, a decrease in coverage level of 2.45% and projected growth in exposure of 4.75%. There is no change in the statutory mandated cash build-up factor of 25% from 2024 to 2025.

This premium estimate assumes no reinsurance will be purchased in 2025. Should the FHCF decide to procure reinsurance for the 2025 Contract Year, Exhibit XVII provides the methodology for adjusting 2025 rates for alternative reinsurance structures and contracted reinsurance premiums.

For 2025, FHCF coverage is a limit of \$17.000 billion excess of \$11.270 billion. There are two major factors affecting the FHCF layer of coverage for the 2025 Contract Year:

1. Pursuant to Section 215.555, Florida Statutes, the industry retention is equal to \$4.5 billion adjusted for the increase in reported exposure from 2004 through 2023. As exposures have grown 150.4% over this period, the modeled retention for 2025 is \$11.270 billion.
2. Pursuant to Section 215.555, Florida Statutes, the FHCF limit is equal to \$17.000 billion until there is sufficient estimated claims-paying capacity to fund \$17.000 billion of loss in subsequent contract years. As \$17.000 billion of subsequent season capacity is not available, the FHCF limit for 2025 will remain \$17.000 billion.

The above changes will vary by deductible, construction, and territory. To improve stability in ZIP Code rating groups, a ZIP Code will shift to a different rating territory only if the indication is for a shift of two or more rating territories or if the indicated shift of one rating territory is consistent for three years.

Type of Business Allocation

The following table shows the components of the indicated premium changes by type of business.

	A	B	C	D	E
Exh. 2 Sources	Line 48	line 51	Line 55	Line1.1	Line 58
Calculations			$((1+A)(1+B))-1$		$((1+C)/(1+D))-1$
Type of Business	Premium Change	Exposure Change	Overall Ave Rate Change	Company Selected Coverage Change	Avg. Rate Change Unadjusted for Coverage Change
Residential	-4.95%	5.00%	-9.47%	-2.84%	-6.83%
Tenants	-12.32%	3.00%	-14.87%	-10.72%	-4.65%
Condos	-5.75%	3.00%	-8.49%	-2.19%	-6.45%
Mobile Home	-8.09%	3.01%	-10.78%	-0.96%	-9.92%
Commercial	-5.77%	3.00%	-8.52%	-0.13%	-8.40%
Total	-5.22%	4.75%	-9.51%	-2.45%	-7.23%

Territory Changes

The 2025 recommended territories, like the 2024 FHCF territories, are based on analysis of losses in the FHCF coverage as modeled by Verisk, Corelogic and Risk Management Solutions (RMS). The relationship between lowest rate and highest rate is approximately 1:35, similar to 2024. As was done last year, this ratio was adjusted to accurately reflect the indicated loss costs for territory 1. Indicated territory changes were tempered so that ZIP Codes would only shift one territory up or down if the indication was for a shift of two or more territories or if there has been an indicated one territory shift consistently for three years. As a result, in 2025, 105 ZIP Codes shifted down one territory and 111 ZIP Codes shifted up one territory.

Premium Summary

We project premium, exposure, and retention changes as follows:

Exposure Growth (2024 to 2025)	4.75%
Retention	\$11.270 billion
Premium – 2024 (as of 10/24/2024)	\$1.433 billion
Premium – 2025 (Projected) 3/26/2025	\$1.359 billion

Use of Five Models Found Acceptable by the Florida Commission on Hurricane Loss Projection Methodology

For 2025, a weighting of five models found acceptable by the Florida Commission on Hurricane Loss Projection Methodology as of December 1, 2024, is used for aggregate results. In 2025, all five models meet the 2021 standards. The five models are Verisk, Corelogic, RMS, Applied Research Associates (ARA), and the Florida Public Model (FPM).

Model results were compared in detail to construct an industry distribution of losses by size. For the industry aggregate basis, consistent with the weighting methodology used in all years when the FHCF had five models, 5%, 20%, 50%, 20%, and 5% weights were applied to the models ranked from lowest to highest based on annual expected aggregate FHCF losses. All five models produced lower loss cost indications than in 2024 ratemaking.

For analysis of detailed allocation to type of business, territory, construction, and deductible, and for special coverage questions, three models (Verisk, Corelogic, and RMS) were used for all types of business. Model results were compared in detail and 1/3 weight was given to each model for all types of business.

Summary of Changes to the 2025 Ratemaking Formula

In 2025, there are six notable factors that impact premium and rate changes. Two of these factors have a major impact and four have a minor impact.

The major impact factors are:

1. Projected growth in FHCF exposure
2. Modeled loss cost decreases

The minor impact factors are:

3. Pre-event Note Expense
4. Coverage Change
5. Mobile Home: Year of Manufacture Relativities
6. Updated mitigation factors including age of roof

Major Impact Factors

1. The projected exposure trend decreased from 9.37% in 2024 to 4.75% in 2025. The actual exposure growth in 2024 was 5.67%. The current methodology for allocating trend recognizes that much of the increase in exposure will be due to new construction. The change in distribution of exposure by age of home moderates the growth in modeled loss due to the projected increase in exposure. Exposure growth affects overall premium by type of business but not rates.
2. Modeled layer loss costs decreased 10.7%. All five models had lower loss costs than in 2024. There is also a shift toward higher policyholder retentions which have lower loss costs. This change affects overall premium and rates.

Minor Impact Factors

- 3 Pre-event notes expense are estimated to decrease by \$9.1 million from \$45.1 million in 2024 to \$36.0 million in 2025. There is a reduction in carrying cost for the \$1.25 billion of 2020A notes that will be paid off July 1, 2025 partially offset by increased carrying costs for 2024A notes. This change generated a 0.8% decrease in rates and affects overall premium.
4. The industry coverage selection decreased 2.45% from 86.870% to 84.738%. This causes a decrease in the average FHCF layer size and changes in FHCF premium and rates.
5. Mobile Home: There was continued phase in of the additional refinement in year of manufacture modeling for mobile homes that decreased the relativity for post-7/13/1994 mobile homes and increased the relativity for pre-7/13/1994 mobile home. While this change will decrease FHCF rates for newer mobile homes and increase FHCF rates for older mobile homes, it has no impact on total FHCF mobile home premiums.
6. Updated Mitigation factors including age of roof. These factors vary by year built and reduce relativities for newer roofs and increase relativities for older roofs. Age of roof factor differences will be used for the commercial and residential types of business. Relativity changes offset and do not impact total industry FHCF premium.

Details of the overall changes are provided in Exhibit II, which contains the following exhibits:

1. Summary of 2025 Rate Calculation;
2. Adjustment to Exposure Base and Summary of Rate Change;
3. Summary of Results; and
4. Historical Exposures and Premiums.

Details of the Ratemaking Process

The FHCF ratemaking formula is based on Section 215.555, Florida Statutes. We have followed the same basic process used since 1995. Legislation enacted in 2005 (Chapter 2005-111, Laws of Florida, CS/SBN 1486) addressed retention in multiple-event seasons by creating a per event retention that applies to a participating insurer's two largest events and drops to 1/3 for all other events. This drop-down coverage has again been incorporated into the 2025 rates.

A. Trend

The FHCF trend projections are used to estimate the amount of exposure and risk counts that will be reported by companies as of June 30 of for the upcoming Contract Year. The trended exposure and risk counts will be the input for modelers to project expected FHCF losses. The FHCF trend selections apply only to model inputs and do not affect the underlying repair cost assumptions used by modelers.

For 2025 ratemaking, we reviewed construction data indices from Marshall & Swift and the actual exposures by coverage reported to the FHCF from 1995 to 2024. The Marshall Swift construction indices provide a snapshot of recent changes to residential construction costs. The Marshall & Swift construction indices for the Southeast were up 2.6% in 2024 (as of October) compared to a 2.5% decrease in 2023. Countrywide indices were up 1.9% compared to an 1.4% decrease the prior year. These indices are used as an independent check on the magnitude and direction of FHCF historical data. The Marshall Swift indexes do not project new construction.

Our selection of exposure and risk count trends for 2025 was based predominantly on the last three years of historical FHCF data. The table below displays the last five years of annual growth in exposure and risks. In making selections, the FHCF trend data was benchmarked against the indications generated from the Marshall & Swift construction indices. We have selected 5.0% trend for Residential, 3.0% for Tenants, Condos, Mobile Homes and Commercial. The overall trend of 4.75% is lower than last year's actual trend of 5.67%. We are projecting that inflation will continue to moderate in 2025.

The 37.6% and 10.5% increases in 2023 and 2024 commercial exposure may have been due to availability and affordability issues in the surplus lines markets. We project a positive trend of 3% for the commercial book of business in 2025, assuming there will not be significant additional transfers from the surplus lines markets.

Mobile home business has historically had decreasing unit counts. We do not select negative trends, so we set the mobile home count trend at 0%. Despite the decrease in unit counts, mobile home total exposure has increased in recent years, and we have set the exposure trend at 3%.

Historical FHCF exposure and risk counts can be found in Exhibit III. Note that the trended exposure data in Exhibit III is based on exposure reported to the FHCF as of 10/24/2024. This data was used in the catastrophe modeling process.

Beginning in 2019, the exposure trending process has been refined to focus on new construction. For residential, tenants, and condominium unit owners, trends in unit counts were mainly applied to newer construction (year built 2012 and subsequent) and older year-built counts were assumed to have minimal to negative trends. Exposure trends were also mainly allocated to newer construction (year built 2012 and subsequent), with trend levels closer to inflation changes for older construction. Using this approach, the overall trended FHCF exposures better reflect the improvement in damageability levels due to new construction.

**Annual Growth in Exposure and Risk Counts Reported
by FHCF Participating Insurers as of 10/24/2024**

	Residential		Tenants		Condominiums		Mobile Homes		Commercial	
	Exposure	Risk Count	Exposure	Risk Count	Exposure	Risk Count	Exposure	Risk Count	Exposure	Risk Count
2019-2020	5.6%	1.8%	6.2%	8.6%	5.7%	2.3%	3.5%	-0.2%	4.1%	-15.7%
2020-2021	7.7%	2.9%	8.4%	11.2%	8.1%	3.7%	3.6%	-0.3%	-11.2%	-10.4%
2021-2022	10.1%	0.9%	9.7%	4.8%	8.9%	1.4%	7.2%	-1.3%	2.1%	-3.4%
2022-2023	12.6%	2.3%	3.8%	1.5%	6.1%	2.0%	9.0%	-1.0%	37.6%	22.7%
2023-2024	5.5%	0.6%	1.0%	-0.2%	2.8%	0.3%	3.5%	-4.4%	10.5%	9.0%
Prior Year Selected	10.0%	2.0%	7.0%	4.0%	7.0%	2.2%	7.0%	0.0%	3.0%	0.0%
Selected	5.0%	2.0%	3.0%	1.0%	3.0%	1.6%	3.0%	0.0%	3.0%	0.0%

B. Insurance Industry Aggregate Retention for Ratemaking Purposes (Exhibit IV)

For development of this premium formula, it is necessary to assume a projected aggregate insurance industry retention to estimate losses in the aggregate layer of coverage.

Section 215.555, Florida Statutes, specifies the calculation of the retention multiple for each participating insurer. The numerator of the retention multiple is \$4.5 billion adjusted by the percentage growth in FHCF covered exposure from 2004 to the Contract Year two years prior to the current year. The historical exposure for 2023 was \$3,037.3 billion (as of 10/24/2024) as compared to \$1,320.6 billion in 2004. The percent adjustment is 150.4%, so the numerator of the retention multiple is \$11.270 billion (rounded to the nearest million).

The denominator of the retention multiple is the projected total FHCF reimbursement premium assuming all participating insurers have selected the specified coverage option. Retention multiples by coverage % are:

Coverage %	90%	75%	45%
Retention Multiple	7.8099	9.3719	15.6198

Each participating insurer's provisional retention is the retention multiple (adjusted for coverage selection) times its provisional premium. An insurer's actual retention is the retention multiple times its actual premium. Based on this calculation, the retention multiple numerator of \$11.270 billion is used as the insurance industry aggregate retention for simulating losses in the aggregate layer of coverage. This value is equivalent to the sum of retentions for all insurers.

Since 2003, 100% of all FHCF premiums are calculated based on the premium formula rates applied to individual company exposures. This is called Section I premium. Section II premium refers to a premium calculated from exposure under covered policies that would require individual ratemaking, with each policy risk modeled and rated individually by company. There is currently no Section II exposure and therefore no Section II premium. The Section I insurance industry aggregate retention is \$11.270 billion (based on 100% of projected premium) and the Section II aggregate retention is \$0 (based on 0% of projected premium).

C. Industry Excess Layer (Exhibit IV)

Under Section 215.555(4)(c)1, Florida Statutes, "The contract shall also provide that the obligation of the board with respect to all contracts covering a particular contract year shall not exceed the actual claims-paying capacity of the fund up to a limit of \$17 billion for that contract year, unless the board determines that there is sufficient estimated claims-paying capacity to provide \$17 billion of capacity for the current contract year and an additional \$17 billion of capacity for subsequent contract years."

As \$17 billion of subsequent season capacity is not available, the FHCF limit for 2025 will remain \$17 billion. This \$17 billion represents the total capacity at selected coverage levels for loss and loss adjustment expense allowance. Loss adjustment expense allowance is statutorily set at 10% of losses recoverable from the FHCF. Participating insurers report only losses and do not report actual loss adjustment expenses.

The limit of \$17 billion is first divided by 1.10 to produce a loss only limit of \$15,454,545,455. This limit is then split between Sections I and II based on trended actual premium at current selected

coverage levels. We view this as the best indicator of expected losses in the layer. Based on this split, 100% of the \$15,454,545,455 limit is in Section I. This value is the Section I loss only limit.

The next step is to gross up the loss only limit for coverage level. The 2024 average coverage level was 86.870%. Final 2025 company coverage selections as of March 1, 2025, produced an average coverage level of 84.738% based on 2024 company market shares and rating group definitions. Grossing up the loss only layer of \$15,454,545,455 for coverage selections produces a 100% loss layer of \$18,238,095,263. The top end of the loss only layer is then an estimated projected aggregate retention of \$11,270,000,000 for ratemaking purposes plus this limit, which equals \$29,508,095,263. The loss and loss adjustment expense combined layer are \$20,061,904,790.

In summary, for Section I and II loss only modeling purposes we use the following layer:

84.738% of \$18,238,095,263 xs \$11,270,000,000

For publication purposes, the Sections I and II loss and loss adjustment expense layer is:

84.738% of \$20,061,904,790 xs \$11,270,000,000

The simulations produced by the modelers are for producing manual rates per \$1,000 of exposure under covered policies. The rates resulting from such simulations are referred to as Section I rates.

D. Industry Detail Exposure Data

Actual 2024 industry FHCF exposures for buildings, contents, and appurtenant structures were summarized by:

1. Type of Business (residential, tenants, condominium unit owners, mobile home, commercial habitation);
2. ZIP Code;
3. Construction/Tie-Down Type; and
4. Deductible.

For modeling, we used data as of 6/30/2024 as reported through 10/24/2024 by 135 of 135 companies reporting FHCF Section I exposure for the 2024 year. This data was trended one year as described in Section A. Exhibit III contains trended control totals of the FHCF exposures used in the modeling process.

E. Modeling Assumption and Data Changes: Combining Five Models - Verisk, Corelogic, RMS, ARA & FPM

Table of Models Used to Calculate Overall Industry Losses

Model	2006-2007	2008-2025
Verisk	X	X
ARA	X	X
Corelogic	X	X
RMS	X	X
FPM		X

The table above lists the models that were used to calculate the overall FHCF losses by year. Models used in ratemaking were found acceptable by the Florida Commission on Hurricane Loss Projection Methodology as of December 1 of the prior year and have met the 2021 standards. Note that individual results provided to the FHCF by the modelers are considered confidential by the modeling organizations.

All five models produced lower loss cost indications than in 2024 ratemaking. The weighted average of the five models produces lower loss costs for 2025.

All five of the modelers produce a distribution of industry-wide losses based on trended reported exposures by type of business, deductible, construction, and ZIP Code. The Verisk model produces a listing of losses for 50,000 simulated years while the FPM model losses are based on 61,000 simulated years. The ARA model produced a listing of losses and counts from a simulation of 500,000

years. The other models produce a listing of losses by size with assigned annual frequencies. Since 2008, demand surge has been modeled directly by each of the accepted modelers. Adjustments to these loss distributions are described in the next section.

Exposure data for invalid ZIP Codes was provided to the modelers who then modeled such exposure at the county level. Less than 0.001% of total reported exposure comes from invalid ZIP Codes, which are either ZIP Codes that are located outside of the state of Florida or are ZIP Codes that the U.S. Postal Service does not recognize or has decommissioned. In the latter case, the FHCF continues to produce rates for such codes for several years in order to give companies time to update their data.

Paragon used the results from each modeler to produce industry-wide gross (that is, net of policy deductibles and after application of policy limits) annual expected losses by type of business and to produce industry-wide FHCF excess losses for all coverages combined. Data from the modelers was combined by giving weights of 5%, 20%, 50%, 20%, and 5% to the model results from lowest to highest. A weighted loss distribution is included in Exhibit VIII.

The FHCF weighted loss curve in Exhibit VIII is developed solely for estimating excess hurricane losses within the FHCF layer. Estimates of losses above the FHCF layer were not taken into consideration in developing the curve. Shifts in modeler weights within the FHCF loss layer may have an amplified impact on loss estimates above the FHCF layer.

Although not used for ratemaking purposes, we have included an additional loss distribution based on uniform modeler weights (20% / 20% / 20% / 20% / 20%) in Exhibit VIII. Over time this curve may show greater stability for losses above the FHCF layer. As stated in the disclaimer in Part III herein, we recommend that any party using this report have its own actuary review this report to ensure that the party understands the assumptions and uncertainties inherent in our estimates.

Table of Models Used for Classifications

Model	2006-2008	2009-2012	2013-2025
Verisk	X	X	X
Corelogic	X	X	X
RMS	X	X	X
FPM		X	

Three of the modelers ran our 2024 Contract Year trended exposures through their models and provided more detailed outputs (i.e., losses by ZIP Code, construction, and deductible codes for each type of business) that were used to update the class plan relativities. We used a straight average of the indicated loss costs for each rating cell as a basis in order to populate our class plan with rates. Details of the allocation of rates to type of business, deductible, construction, and territory are described in Part III. Exhibit VIII contains tables and graphs of modeled loss severity distributions:

1. Gross Loss per Event;
2. Excess Retention Aggregate;
3. Single Event FHCF Liabilities; and
4. FHCF Layer Aggregate.

F. Losses in the Layer at Coverage Percent

The limit for the 2025 Contract Year is \$17 billion. Because the size of the excess layer is dependent on the average coverage selections of all the FHCF participating insurers, losses must be modeled after coverage selection. Coverage percentage varies by type of business, so modeled losses need to also reflect this variation. As a result, we start with the allocation to type of business and apply the coverage percentages to the layered loss (a method used consistently since 2001). We calculate the overall rates and premiums at the different coverage percentages at the end of the calculations.

Excess losses are allocated to type of business based on their adjusted gross losses. The allocations are adjusted so that no type of business has an overall rate change exceeding 15% in any one year,

prior to legislated rate changes. This allocation appears in line 9 of the summary in Exhibit II. See Exhibit VI for additional details.

G. Adjustments to Modeled Losses

- **Law and Ordinance Coverage**
- **Aggregate Wind Deductible Adjustment**

The adjustment for Aggregate Wind Deductible is similar to the adjustment made in the 2024 ratemaking formula. The projected industry retention was applied to the adjusted modeled losses to estimate the FHCF excess losses. Details on the Aggregate Wind Deductible adjustment discussed here are presented in Exhibit VII. The overall increase in modeled gross losses due to the aggregate wind adjustment is 0.469%, compared to the aggregate wind adjustment increase of 0.506% in 2024.

Law and Ordinance Coverage Adjustment Eliminated

Law and ordinance coverage provides extra limit for Coverage A (building) in the case where additional rebuilding costs are incurred in order to comply with local laws and ordinances.

In 2024, the law and ordinance adjustment was eliminated for all modelers. Based on communication with each modeler, it was determined that law and ordinance coverage is implicitly included in modeled losses by Verisk, Corelogic, and FPM. RMS has explicitly included law and ordinance in its modeled loss for the past three years. ARA provided an adjustment for its industry losses for the prior three years and in 2025 included law and ordinance coverage in its modeled losses.

Aggregate Wind Deductible Adjustment

Under Section 627.701, Florida Statutes, residential property insurance policies issued on or after May 1, 2005, must have hurricane deductibles that apply on an annual, rather than a per-event, basis. Insurers may apply the "other perils" deductible or any amount remaining from the hurricane deductible, whichever is greater, to each subsequent hurricane that year.

The loss events were adjusted to account for this change in loss exposure. Adjustment factors by type of business were developed. Exhibit VII details the derivation of these factors. The take-up ratio only impacts the commercial type of business as only these policyholders have the option of having an annual hurricane deductible. The adjusted load was then weighted with the adjusted load from 2024 giving 33% weight and 67% weight to 2025. The selected adjustment factor is the rounded value of the weighted load after the "take-up" modification.

In 2025, the aggregate wind adjustment is based on results from the average of the Verisk and Corelogic models. Prior to 2021, the aggregate wind adjustment was based on a single model.

H. Adjustments for Per Company Limits and Retentions

In this year's ratemaking report Paragon has updated the adjustment to expected losses for individual company limits, retentions and coverage based on information from an analysis based on detailed loss projections run by Paragon from the RMS and Verisk model runs used for 2025 ratemaking. The average of the results from the two separate analyses is -0.7356%. Weighting this result against the prior adjustment factor of -1.3601% (2/3 current indication, 1/3 prior selection), we recommend a factor of -0.9438%. To summarize the approach, using the same exposure inputs and assumptions used by Verisk and RMS, Paragon generated files of simulated Florida statewide gross hurricane losses. Average gross losses were first adjusted by type of business for Verisk and RMS to match the average gross loss generated by the five models used in FHCF ratemaking. Each simulated gross loss was then allocated to ZIP Code and type of business. Next, FHCF market shares were applied by ZIP Code and company (based on 2024 FHCF premium) to allocate each simulated gross loss to all the FHCF companies. Simulated gross losses for each individual company were then summed and the program applied each company's projected retention, limit, and coverage percentage (based on 2024 FHCF premium market shares and 2025 selected coverages) to generate each company's FHCF losses. These were summed by simulated event to get FHCF total loss by event. Paragon summed losses by simulated year applying aggregate limits and impact of retention drop downs.

Separately for the Verisk and RMS runs, the average annual FHCF loss based on individual company losses was compared to the average annual FHCF loss based on industry total losses, retention, limit, and coverage percentage. The average of the resulting adjustment factors is -0.7356% indicating, on an expected loss basis, the per company approach and the industry approach generate almost identical results.

Using this more detailed approach, we also observe that there is significant variability between industry gross losses and FHCF layer losses. This variability cannot be determined when using industry gross losses, limits, and retentions to calculate FHCF layered losses. One observation is that the return time for the FHCF to exhaust its total capacity is longer than the value based on industry gross losses. Another observation is that due to increased market share of a single FHCF participating insurer in specific parts of the state, losses in areas where that insurer has very limited market share cannot generate full capacity FHCF layer losses. On the other hand, in parts of the state where one member company has significant market share, that company's retention becomes the effective retention for the industry on storm tracks in that area.

The current and prior special analyses indications can be found in Exhibit VIII.

The return time distributions of the industry and per company portfolio exceedance curves presented in Exhibit VIII are different, but the overall expected values of the FHCF loss layers are very similar. The per company portfolio curve is the more appropriate curve to use for analysis of interval FHCF losses within the FHCF layer because it more realistically recognizes the impact of company exposure distributions, retentions, and limits. Therefore, the company portfolio curve is used for analysis of expected FHCF losses offset by potential risk transfer options in section P below.

Exhibit IX is included to present expected FHCF layer loss and return times for various loss scenarios including exhaustion of fund balance.

I. Other Post-Model Adjustments: (5%)

There are a few coverages that may appear on some FHCF covered policies that are not explicitly modeled in the FHCF's requested simulation. These coverages include guaranteed replacement cost, inflation guard, and reimbursable amounts paid as fees on behalf of or inuring to the benefit of a policyholder. We do not believe there is sufficient FHCF exposure from these coverages to justify additional administrative reporting and modeling at this time, but we do believe it is appropriate to load for these coverages in the post model adjustment.

Consistent with prior years, we recommend judgmentally increasing the modeled excess loss costs by 5% for all types of business to account for these coverages and other factors that are not directly included in the modeled loss results.

J. Investment Income Credit

Since 2012, the FHCF has not used investment income in the rates. There are three reasons that the use of an investment income credit in FHCF ratemaking is not appropriate and was discontinued.

First, the FHCF investment credit is based on anticipated future long term retained investment income. The amount of anticipated future investment income assumes the FHCF would maintain a stable structure in perpetuity. Since the FHCF's inception, Florida statutes have been revised and FHCF coverage layers have changed resulting in lower return times and less investment income than originally projected in prior Contract Year ratemaking.

Second, during periods of sharp interest rate drops such as after 2000 and 2008 the FHCF will need rate increases due to reductions in the investment credit. These rate increases reduce FHCF long term rate stability.

Third, when investment income is used for providing a credit to current year rates, the same investment income cannot be used for mitigation funds appropriated by the legislature. During the years when an investment income credit was used, the premium formula required a matrix to adjust final rates to cover the potential for FHCF mitigation appropriations which were usually not finalized

until the end of the legislative session after the premium formula had been approved. This approach could cause potential instability in FHCF rates. During years when no investment credit is included in the premium formula, the investment income can be used for mitigation appropriation without impacting FHCF rates.

For the three reasons above, investment income is not used in the FHCF ratemaking formula.

K. Operating Expenses and Mitigation Funding

Operating expenses of \$12,378,917 are based on an estimate of 2025 fiscal year operating expenses provided by the State Board of Administration of Florida (SBA). This is an increase of \$258,696 from the 2024 Contract Year projected expense of \$12,120,221. This increase is primarily due to increased administrative costs.

Pursuant to Section 215.555, Florida Statutes, the minimum mitigation appropriation is \$10 million, and the maximum appropriation is 35% of the prior fiscal year's investment income. For 2024, the Legislature appropriated \$10 million for mitigation. In the prior fiscal year, the FHCF generated sufficient investment income to cover the minimum mitigation level. Therefore, in 2025, the minimum mitigation appropriation of \$10 million will be covered by FHCF investment income and does not need to be included in 2025 premiums.

L. Pre-Event Notes Expense

This year's estimate of \$35.98 million is the projected cost estimate for 2020A and 2024A pre-event notes. This is a decrease of \$9.1 million from the 2024 cost of \$45.12 million. This estimate includes the net carrying cost and a judgmental loading for potential asset loss during the Contract Year. The 2025 carrying cost estimates are provided by the FHCF's Financial Advisor, Raymond James & Associates. Raymond James' cost estimate is the projected difference between the interest payments to note holders and the investment income on the note proceeds during the 2025 Contract Year (see Exhibit X). There is a reduction in carrying cost for the \$1.25 billion of 2020A notes that will be paid off July 1, 2025, partially offset by increased carrying costs for 2024A notes.

In 2025, the loading for asset risk is 0.03% based on an estimate provided by Raymond James. This loading is added to the carrying cost for potential asset loss during the Contract Year. The value of the 2020A notes will be \$3.5 billion for the one month and \$2.25 billion for the remaining 11 months of the 2025 Contract Year. The loading for the 2020A notes is \$0.675 million (0.03% of \$2.5 billion). The value of the 2024A notes will be \$1 billion for the Contract Year. The loading for the 2024A notes is \$0.3 Billion. The total risk load for the 2020A and 2024A notes will be \$0.975 billion.

The total 2025 costs for the 2020A pre-event notes and the 2024A pre-event notes is \$35.98 billion. Should the SBA expenditures for pre-event notes change materially during the 2025 Contract Year vary from this estimate, the rates, retention multiples, and payout multiple should be modified using the factors provided in Exhibit XI.

M. Premium Credits (Windstorm Mitigation Construction Credits)

We have updated the Windstorm Mitigation Construction Credits for Contract Year 2025 based on a 2022 special study simulation data provided by Verisk AIR and RMS. We are using the same approach to windstorm mitigation construction factors as we used in the 2024 Ratemaking Formula Report and now including the incorporation of revised factors for Year Built, Structure Opening Protection, Roof Shape and Age of Roof.

<i>Type of Business</i>	<i>Year Built</i>	<i>Structure Opening Protection</i>	<i>Roof Shape</i>	<i>Age of Roof</i>
<i>Commercial Residential</i>	X	X	X	X
<i>Residential</i>	X	X	X	X
<i>Mobile Home</i>				
<i>Tenants</i>	X	X	X	
<i>Condominium Owners</i>	X	X	X	

The factors for Year Built and Age of Roof are combined into a single factor for administrative purposes. Year built factors have an additional subdivision for years 2018 and subsequent.

After reviewing the study results and 06/30/2024 exposure data reported by FHCF insurers, we have determined that age of roof adjustments are not yet appropriate for the Tenants and Commercial Residential types of business.

Although our 2023 study included analysis of the impact of roof materials on FHCF loss costs, our review indicates the results are not yet conclusive and we will be continuing study of this factor before future implementation.

The proposed rate factors associated with each variable are shown in Exhibit XIV. We propose that these be applied to calculate the final rate for any covered policy subject to the following:

- Combined Year Built-Age of roof, structure opening protection, and roof shape factors be applied multiplicatively;
- The combined factor for any risk will not be capped;
- Every risk will be evaluated for its rating factor; and
- A final factor will be applied by type of business so that the indicated premium levels for each type of business are achieved.

Exhibit XII includes:

1. Calculation of actual 2024 premium credits/surcharges;
2. 2024 distribution of credits/surcharges; and
3. 2024 distribution of exposure and counts by rating region and type of business.

N. Section II (Excess) Adjustment

We included \$0 of Section II premium, based on the fact that there was no Section II exposure reported in 2024. Section II premium covers policies that require individual rating procedures. These exposures would be modeled and rated individually by company.

O. Adjustment for Updated Exposures

In the past, we have included an adjustment for change in premiums and exposures between November of the prior year and February of the current year. This change does not affect rate changes but should improve the accuracy of projected premium. For this year, there was no material change to FHCF exposure, so an adjustment was not included.

P. Risk Transfer Options

This premium estimate assumes no reinsurance or other risk transfer options will be purchased in 2025. Should the FHCF decide to procure reinsurance later for the 2025 Contract Year, Exhibit XVII provides the methodology for adjusting 2025 rates for alternative reinsurance structures and contracted reinsurance premiums.

The estimates for FHCF loss credits are based on the average of 2025 Verisk and RMS data distributions in Exhibit VIII. Exhibit XVII is based on the same loss severity distribution and displays probability of exceedance for specific FHCF layers with the adjustments to the FHCF loss layer level prior to fixed expenses. These values are used to illustrate a range of potential risk transfer structures and costs in Exhibit XVII. The details of the formula calculation, along with potential revised factors, are provided in Exhibit XVII.

The Net Risk Transfer Cost Premium in Exhibit XVII and the Estimated Additional Annual Cost of Pre-Event Notes in Exhibit XI are additive in their impact on FHCF premium and rates. Retention and Projected Payout Multiples can be adjusted with interpolation based on the sum of the combined impact on FHCF premiums.

Part II: Allocation of Premium

Within a type of business, premium is allocated to territory, construction, and deductible based on a set of relativities. This is the same process that has been used since the creation of the 2001 rates. In all cases, the relativities recommended for 2025 have been adjusted so that none of them has changed by more than 15% with a special construction exception for mobile homes of 20% as discussed below. While there is a significant change in the relativities within mobile home constructions, there were no other significant changes in the allocation process for 2025. Following is an overview of the FHCF rating classifications and the entire allocation process.

Overview of the Rating Classifications

1. Type of Business

The actuarially indicated FHCF premium is allocated first among the five types of business: commercial, residential, mobile home, tenants, and condominium unit owners. This allocation is based on the hurricane catastrophe modeling. For each modeled event, the proportion of FHCF layer losses allocated to each type of business is identical to the allocation of gross losses from that event. This process incorporates the varying weighted average coverage selection of each type of business. This approach produces indicated allocations, which are then adjusted so that no type of business has an indicated rate change of more than 15%. Actual allocations can be found in Exhibit VI.

2. Territorial Definitions

Since 2001, the FHCF revises rating territories using information from three hurricane models: Verisk, Corelogic, and RMS. Territory definitions are based on excess layer loss costs, as they are indicative of what insurers might recover from the FHCF. Actual changes to territories are tempered each year to minimize the magnitude of rate changes. For 2025, indicated territories have been recalculated for each ZIP Code using the latest data from these models.

In order to increase rating stability, the FHCF territory tempering method was changed in 2017. Review of past FHCF rating history showed that there were many years when large numbers of ZIP Codes shifted one territory in a year and then shifted back one territory the following year (see Exhibit XVIII). Starting in 2017, a ZIP Code is shifted by one territory to a new territory only if the indication is for a shift of two or more territories or a shift of one territory has been consistent for three years. For 2025, 105 ZIP Codes shifted down one territory and 111 ZIP Codes shifted up one territory most due to three-year indications of one territory shift.

3. Construction

FHCF data is collected for seven construction types for residential, tenants, condominiums, and commercial types of business, and two construction types for mobile homes. The mobile home codes relate to the extent of their tie downs, and starting with 2025 ratemaking, the year of manufacture is used as a proxy for additional construction differences.

Starting in 2021, the FHCF began receiving detail on the year of manufacture for mobile homes. In 2024, the FHCF reviewed the year manufactured modeling assumptions used by the three modelers (Verisk, Corelogic and RMS) that provide detailed modeling by deductibles. These assumptions were refined and resulted in greater relativity differences between pre-7/13/1994 and post 7/13/1994 mobile homes. The 2025 analysis indicates this difference should be significantly greater than current rates and we will phase in this change over multiple years. For 2025, we are using a relativity for older homes of 229% of newer mobile homes, an overall increase of 20%. This change will not impact the overall mobile home rate decrease of 10.78% but it will generate smaller rate decreases for older mobile homes and greater rate decreases for newer mobile homes. This relativity cap is larger than our usual 15% but actual overall rate changes will vary by ZIP Code and deductible and because of the overall rate decrease most rate changes for older mobile homes will be less than the full change in relativity.

In 2024, we expanded the tied down mobile home rating into four groupings: Pre-1976, 1976 to 1994, 1995 to 2008 and post 2008. Due to the 20% cap on relativity changes, the pre-1976 and 1976 to 1994 groups have the same rates for 2024. In 2025 pre-1976 mobile homes will have slightly higher

rates than the 1976 to 1994 group. Over time the pre-1976 mobile homes will have increasingly higher rates than the 1976 to 1994 group.

4. Deductibles

The rates proposed are for the same sets of deductibles as for 2024. Relativities for each deductible vary by type of business. As with construction relativities, changes in deductible relativities were limited to changing no more than 15%.

General Overview of the Rate Allocation Process

Construction Classes

Relativities between the most common construction within a type of business and the other construction types were calculated using Verisk, Corelogic, and RMS generated ZIP Code level loss costs. The indicated relativities were selected, except that they were limited to changing from the 2024 relativities by no more than 15%, with the exception of mobile homes which had a special limitation of 20% as discussed previously.

Rates for unknown construction are calculated using the same method as other construction types, not to exceed the highest rate for all known constructions in the same type of business.

Rating Region (Territory) Definition

To begin the process this year, we identified the 1,446 ZIP Codes for which rates would be produced. These are the currently valid U.S. Postal Service ZIP Codes in Florida, plus some recently deactivated ZIP Codes for which we continue to produce rates. We identified 930 of the ZIP Codes that had at least \$30 million of total exposure. The remaining 516 ZIP Codes were mapped to these 930 ZIP Codes by location. Most of these 516 ZIP Codes were exclusively post-office boxes. They inherited their territory from the territory of the ZIP Code to which they were mapped. The purpose of this step was to avoid trying to assign ZIP Codes to territories if they had very little exposure. When a ZIP Code has no frame exposure, for example, the models produce a 0.00 loss cost. To avoid these problems and to increase the reliability of the modeled losses, this mapping technique was employed.

In order to define territories, residential base deductible ZIP Code level loss costs to the FHCF layer were used. The excess loss costs from three models (Verisk, Corelogic, and RMS) were averaged and then weighted by the amount of construction in the three classes: frame, masonry, and masonry veneer. Together, these constructions account for over 99% of residential exposure. The result was a weighted average loss cost for each ZIP Code.

The ZIP Codes were ranked by weighted average loss cost and partitioned into 25 territories, or rating regions. We set the relativities between rating regions ahead of time, and then fit the ZIP Codes to these values. This enabled a more consistent spread of values between the highest and lowest rates. In keeping with past rates, the ratio of the rates in the highest and lowest regions was set at 35:1. Subject to these guidelines, statistical methods were used to maximize the differences between regions and minimize the variation within a region. This same procedure was performed for this year's rates. Subsequently, we judgmentally adjusted the territory 1 loss cost down to better reflect actual indications for territory 1 if needed. This adjustment had the effect of keeping the ratio at approximately 35:1.

We tempered the change in territory from 2024 to 2025 by limiting the territory movement to no more than one from its 2024 territory assignment and only if there is an indication of a movement of two or more territories or a three-year indication of at least one territory. This approach has increased the stability of territory definitions.

The proposed (tempered) territories, or rating groups, are presented in Exhibit XIII. Exhibit XV shows exposure and counts by territory. Exhibit XIX displays the proposed territories as maps.

Production of Rates

The total FHCF losses have been allocated to five types of business (Exhibit VI). Within each, construction and deductible relativities have been calculated. In this process, ZIP Code level modeled loss costs were combined using a straight average. Relativities between territories were determined in the territorial definition process.

An overall premium adjustment factor was calculated for each type of business, so that the modeled exposure, when rated using 90% coverage rates, produced the desired total premium for each type of business. In this last step, the premium required was adjusted to the 90% coverage level.

Rates for 75% and 45% coverage level were calculated as 75/90ths and 45/90ths, respectively, of the 90% coverage rates.

The proposed rates produced for the base set of deductibles are found in Exhibit XIV.

Exhibit XV shows exposure and counts by territory.

Exhibit XVI compares rate changes for Residential Masonry (2% Deductible) by rating region across the state before application of windstorm mitigation credits.

The rates that are published in these exhibits are base rates. To calculate the final rate for an insured risk, one must take into consideration the relativities applicable for the three construction characteristics:

Preliminary factor = (year-built factor) x (roof shape factor) x (opening protection factor).

Actual factor = Preliminary Factor.

A small on balance factor is applied so that the final rates will produce the indicated FHCF reimbursement premium levels by type of business.

Final rate = (Base rate) x (actual factor) x (on balance factor).

All rate factors for the windstorm mitigation construction rating classifications and the on-balance factor are shown in Exhibit XIV.

Part III: Limitations

Scope

This report was prepared for the use of the SBA for the sole purpose of developing a formula for determining the actuarially indicated premium to be paid by individual companies for the FHCF for the 2025 Contract Year as specified by Section 215.555, Florida Statutes. The formula must be approved by unanimous vote of the SBA Trustees, and they may, at any time, revise the formula pursuant to the procedure provided in Section 215.555(5)(b), Florida Statutes.

The rates in this report are developed for the limits and retentions specified by Section 215.555, Florida Statutes, for the 2025 Contract Year. No adjustments have been made to reflect availability of FHCF financial capacity during and subsequent to the 2025 Contract Year. Actual coverage provided by the FHCF for the 2025 Contract Year is subject to modification due to legislative, judicial, or regulatory actions. Except where explicitly noted, such modifications are not considered in this report.

Data Sources

In developing the 2025 FHCF ratemaking formula, we have relied on the following data:

1. FHCF 2024 Contract Year exposure data as of 10/24/2024 as reported by 135 FHCF companies and compiled by Paragon. This data has not been fully audited yet and could be subject to variability in terms of amounts and classifications of exposure data.
2. Historical FHCF exposure data from prior years, subject to audit by the FHCF, and compiled by Paragon.
3. Projections of 2025 season hurricane losses prepared by Verisk, ARA, Corelogic, FPM, and RMS for use in determining overall expected industry losses. All loss projections are based on catastrophe models that have been accepted by the Florida Commission on Hurricane Loss Projection Methodology as of December 1, 2024.
4. Allocations of projected 2025 season hurricane losses prepared by Verisk, Corelogic, and RMS for use in developing various rating classifications.
5. Special analyses of mitigation rating factors prepared by Verisk, ARA, Corelogic and RMS.
6. Special analyses of projected hurricane losses by county by ARA, Corelogic and RMS.
7. Special analyses of projected hurricane losses by ZIP Code by Paragon using Verisk and RMS models.
8. Industry residential construction cost trends for Florida and the United States as developed by Marshall & Swift.
9. Estimates of projected FHCF operating expenses by FHCF staff.
10. Estimates of projected net expenses for 2020A and 2024A Pre-Event Notes by Raymond James and Associates.

We have not audited or verified the sources of the data and information. If the underlying data or information is inaccurate or incomplete, the results of our formula report may be impacted.

Variability of Results

Ratemaking is the projection of future losses and expenses and their relationship to future exposures. The projected rates contained in the attached report represent our best professional judgment. In property catastrophe reinsurance, actual losses are likely to vary from expected losses. The degree of variation could be substantial and could be in either direction from estimates. There is also significant potential for future variability in projections of expenses and exposures.

Distribution and Use

This report was prepared for the use of the SBA for the sole purpose of developing a formula for determining the actuarially indicated premium to be paid by individual companies to the FHCF for the 2025 Contract Year as specified by Section 215.555, Florida Statutes. The data, assumptions, methodology, and results in this report may not be appropriate for other than the intended use. We recommend that any party using this report have its own actuary review this report to ensure that the party understands the assumptions and uncertainties inherent in our estimates. A copy of this report will be available on the FHCF's website.

EXHIBIT

II

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Summary of Rate Calculation

Section I : Retention, Attachment and Coverage		Residential	Tenants	Condos	Mobile Home	Commercial	Total		
Coverage Avg. % as of 06/30/2024		86.423%	83.434%	85.808%	89.984%	89.949%	86.870%	(0.9)	
Coverage Avg. % as of 03/01/2025		83.969%	74.487%	83.930%	89.122%	89.833%	84.738%	(1)	
Coverage Change		-2.839%	-10.723%	-2.189%	-0.958%	-0.129%	-2.455%	(1.1)	
Retention	11,270,000,000							(2)	
Loss Only Limit	18,238,095,263							(3)	
Retention + Limit	29,508,095,263							(4)	(2)+(3)
Loss and LAE at Coverage Limit	17,000,000,000							(5)	(3)*total(1)*1.10
Section I		Residential	Tenants	Condos	Mobile Home	Commercial	Total		
Gross Losses at 100% Unadjusted		3,643,835,067	14,711,635	298,017,493	126,070,037	519,486,136	4,602,120,368	(6)	
Gross Losses at 100% Adjusted*		3,662,783,010	14,744,001	298,553,924	126,385,212	521,252,389	4,623,718,536	(7)	
% Adjustment		0.520%	0.220%	0.180%	0.250%	0.340%	0.469%	(8)	(7)/(6) - 1
* Adjustment includes factor for annual aggregate deductibles.									
Allocation of Excess Loss to Type of Business at Coverage Level		78.766%	0.349%	6.379%	2.832%	11.674%	100.000%	(9)	[Alloc of Excess Losses] (7)
Excess Losses and LAE at Coverage		786,515,308	3,487,922	63,695,457	28,276,221	116,574,295	998,549,202	(10)	(9)*total(10)
Per Company Analysis Factors									
Retention Adjustment								(11)	
Limit Adjustment								(14)	(14 Factor)*(10)
Combined Retention and Limit Adjustment	-0.9438%	-7,423,095	-32,919	-601,155	-266,870	-1,100,223	-9,424,262	(15)	(15 Factor)*(10)
Total Loss After Per Company Analysis Factors		779,092,212	3,455,003	63,094,302	28,009,351	115,474,072	989,124,940	(16)	(10)+(15)
Post Model Adjustment Factors		5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	(17)	
		38,954,611	172,750	3,154,715	1,400,468	5,773,704	49,456,247	(18)	(17)*(16)
Total Gross Excess Loss and LAE		818,046,823	3,627,753	66,249,017	29,409,818	121,247,776	1,038,581,187	(19)	(18)+(16)
Special Adjustments									
Investment Income	0.000%	0	0	0	0	0	0	(20)	(20 Factor)*(19)
Ceded Loss & LAE	0.000%	0	0	0	0	0	0	(21)	No Risk Transfer in Contract Year 2025
Total Special Adjustment	0.000%	0	0	0	0	0	0	(22)	(20)+(21)
Net Loss & LAE Prior to Expense Loadings and Credits (Base Prem)		818,046,823	3,627,753	66,249,017	29,409,818	121,247,776	1,038,581,187	(23)	(19)+(22)
Fixed Expense Loadings									
Operating Expense	1.192%	9,750,354	43,239	789,626	350,538	1,445,160	12,378,917	(24a)	SBA Operating Expenses
2020A Note Expense	1.220%	9,983,566	44,274	808,513	358,922	1,479,726	12,675,000	(24b)	Debt Service Payment & Held Asset Risk Charge
2024A Note Expense	2.243%	18,352,432	81,387	1,486,260	659,793	2,720,127	23,300,000	(24c)	Debt Service Payment & Held Asset Risk Charge (Estimated)
Mitigation Funding	0.000%	0	0	0	0	0	0	(25)	Paid from Investment Income (not from premium)
Offset for Premium Credits and Adjustments		0	0	0	0	0	0	(26)	-((1+(33))*(1+(37))-1)*((24a+24b+24c+24d)+(25))/((1+(33))*(1+(37)))
Total Fixed Expense Loadings	4.656%	38,086,352	168,900	3,084,400	1,369,253	5,645,014	48,353,917	(27)	(24a)+(24b)+(24c)+(25)+(26)
Base Premium Prior to Credits (i.e., for FHCF Rates)		856,133,174	3,796,653	69,333,416	30,779,071	126,892,789	1,086,935,104	(28)	(23)+(27)
Premium Credits									
BCEG (%)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(31)	Given larger of BCEG or Windstorm Mitigation Credit in rates
BCEG (\$)		0	0	0	0	0	0	(32)	(28)*(31)
Total Premium Credits		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(33)	(31)
2025 Section I Base Premium at Coverage Level prior to Cash Build Up		856,133,174	3,796,653	69,333,416	30,779,071	126,892,789	1,086,935,104	(34)	

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Section I: Adjustment to 10/24/2024 Exposure Base And Summary of Rate Change

			Residential	Tenants	Condos	Mobile Home	Commercial	Total			
Adjustment for Change in Reportings 10/24/2024 to 10/24/2024											
2024 Section I Base Premium (Net of Credits)	as of 10/24/2024		1,125,877,472	5,412,558	91,953,876	41,861,465	168,336,539	1,433,441,910	(35)		
	as of 10/24/2024		1,125,877,472	5,412,558	91,953,876	41,861,465	168,336,539	1,433,441,910	(36)		
	Change		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(37)	(36)/(35) - 1	
2024 Section I Exposure (All ZIP Codes)	as of 10/24/2024		3,050,837,816,059	29,030,767,990	144,833,310,656	36,279,485,577	233,931,548,892	3,494,912,929,174	(38)		
	as of 10/24/2024		3,050,837,816,059	29,030,767,990	144,833,310,656	36,279,485,577	233,931,548,892	3,494,912,929,174	(39)		
	Change		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(40)	(39)/(38) - 1	
Exposure Trend (2024 to 2025)			5.00%	3.00%	3.00%	3.01%	3.00%	4.75%	(41)		
2025 Section I Exposure			3,203,379,664,409	29,901,718,182	149,178,259,215	37,371,838,050	240,949,495,163	3,660,780,975,019	(42)	(1+(41))*(39)	
2025 Section I Actuarially Indicated Base Premium at Coverage Level			856,133,174	3,796,653	69,333,416	30,779,071	126,892,789	1,086,935,104	(43)	(34)	
2025 Section I Actuarially Indicated Base Premium at Cov. Level Adj. For Reporting Change			856,133,174	3,796,653	69,333,416	30,779,071	126,892,789	1,086,935,104	(43.01)	(1+(37))*(43)	
Cash Build-up Factor											
2025 Adjusted Sect. I Base Premium at Coverage at 2025 Cash Build-up Level			25%	1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(45)	(43.01)*1.25
Variable Expense Loading											
Reinsurance	Factor		0.000%	0	0	0	0	0	(45a)	No Risk Transfer in Contract Year 2024	
2025 Section I Base Premium at Coverage with Cash Build-up & Variable Expenses			0.0000%	1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(45b)	(45)+(45a)
Summary of Section I , Premium, Exposure and Rate Change											
			Residential	Tenants	Condos	Mobile Home	Commercial	Total			
Base Premium (25% CB)	2024	as of 10/24/2024	1,125,877,472	5,412,558	91,953,876	41,861,465	168,336,539	1,433,441,910	(46)	(36)	
	2025		1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(47)	(45b)	
	Change		-4.95%	-12.32%	-5.75%	-8.09%	-5.77%	-5.22%	(48)	((47)/(46))-1	
Exposure	2024	as of 10/24/2024	3,050,837,816,059	29,030,767,990	144,833,310,656	36,279,485,577	233,931,548,892	3,494,912,929,174	(49)	(39)	
	2025		3,203,379,664,409	29,901,718,182	149,178,259,215	37,371,838,050	240,949,495,163	3,660,780,975,019	(50)	(42)	
	Change		5.00%	3.00%	3.00%	3.01%	3.00%	4.75%	(51)	((50)/(49))-1	
Rate (at 25% CB)	2024	as of 10/24/2024	0.3690	0.1864	0.6349	1.1539	0.7196	0.4102	(52)	1000*(46)/(49)	
	2025		0.3341	0.1587	0.5810	1.0295	0.6583	0.3711	(53)	1000*(47)/(50)	
	Change		-9.47%	-14.87%	-8.49%	-10.78%	-8.52%	-9.51%	(54)	((53)/(52))-1	
Rate at 25% CB			2025	0.3341	0.1587	0.5810	1.0295	0.6583	0.3711	(54.01)	
Overall Rate Change			-9.47%	-14.87%	-8.49%	-10.78%	-8.52%	-9.51%	(55)	((1000*(45b)/(50))/(52))-1	
Rates at 90% (Unadjusted for Coverage Level)											
	2024		0.3843	0.2011	0.6659	1.1541	0.7200	0.4249	(56)	((52)*(.9/(0.9))	
	2025		0.3581	0.1918	0.6230	1.0396	0.6595	0.3942	(57)	((53)*(.9/(1))	
Rate Change Unadjusted for Coverage Level			-6.83%	-4.65%	-6.45%	-9.92%	-8.40%	-7.23%	(58)	((57)/(56))-1	

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Summary of Results

	Retention	Limit	Residential	Tenants	Condos	Mobile Home	Commercial	Total		
Premium										
Section I: Basic Cov.			1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(69)	(45b)
Section I: Extended Cov.			-	-	-	-	-	-	(70)	There is no Extended Coverage Charge for Citizens
Section I: Subtotal	11,270,000,000	17,000,000,000	1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(71)	(70)+(69)
Section II	0	0	0	0	0	0	0	0	(72)	There is no Section II exposure
Total	11,270,000,000	17,000,000,000	1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(73)	(71)+(72)
Coverage %			83.969%	74.487%	83.930%	89.122%	89.833%	84.738%	(74)	(1)
Projected Payout Multiple		12.5122							(74.01)	(73Limit)/(73total prem)
Retention Multiples	100%	7.0289	1,274,476,735	6,371,338	103,261,273	43,169,828	176,567,331	1,603,381,513	(75)	(73ret)/(73 tot prem)*(74tot)/100%
	90%	7.8099	1,147,029,061	5,734,204	92,935,146	38,852,845	158,910,598	1,443,043,361	(76)	(73ret)/(73 tot prem)*(74tot)/90%
	75%	9.3719	955,857,551	4,778,503	77,445,955	32,377,371	132,425,499	1,202,536,135	(77)	(73ret)/(73 tot prem)*(74tot)/75%
	45%	15.6198	573,514,531	2,867,102	46,467,573	19,426,422	79,455,299	721,521,681	(78)	(73ret)/(73 tot prem)*(74tot)/45%
Sect. I Projected Exposure		2025	3,203,379,664,409	29,901,718,182	149,178,259,215	37,371,838,050	240,949,495,163	3,660,780,975,019	(79)	(49)
Sect. I Avg. Basic Rates	100%		0.3979	0.2131	0.6922	1.1551	0.7328	0.4380	(80)	1000*(69)/(79)*((100%)/(74))
	90%		0.3581	0.1918	0.6230	1.0396	0.6595	0.3942	(81)	1000*(69)/(79)*((90%)/(74))
	75%		0.2984	0.1598	0.5192	0.8664	0.5496	0.3285	(82)	1000*(69)/(79)*((75%)/(74))
	45%		0.1790	0.0959	0.3115	0.5198	0.3298	0.1971	(83)	1000*(69)/(79)*((45%)/(74))
Average Coverage			0.3341	0.1587	0.5810	1.0295	0.6583	0.3711	(84)	1000*(69)/(79) or (52)
Overall Section I Rate Change										
Total Premium		2024	1,125,877,472	5,412,558	91,953,876	41,861,465	168,336,539	1,433,441,910	(85)	(45)
		2025	1,070,166,468	4,745,816	86,666,771	38,473,839	158,615,987	1,358,668,880	(86)	(73)
Total Exposure		2024	3,050,837,816,059	29,030,767,990	144,833,310,656	36,279,485,577	233,931,548,892	3,494,912,929,174	(87)	(48)
		2025	3,203,379,664,409	29,901,718,182	149,178,259,215	37,371,838,050	240,949,495,163	3,660,780,975,019	(88)	(49)
Average Rate (000s)		2024	0.3690	0.1864	0.6349	1.1539	0.7196	0.4102	(89)	1000*(85)/(87)
		2025	0.3341	0.1587	0.5810	1.0295	0.6583	0.3711	(90)	1000*(86)/(88)
Overall Rate Change			-9.47%	-14.87%	-8.49%	-10.78%	-8.52%	-9.51%	(91)	(90)/(89) - 1
Rates at 90% (Unadjusted for Coverage Level)		2024	0.3843	0.2011	0.6659	1.1541	0.7200	0.4249	(92)	(56)
		2025	0.3581	0.1918	0.6230	1.0396	0.6595	0.3942	(93)	(57)
Rate Change Unadjusted for Coverage Level			-6.83%	-4.65%	-6.45%	-9.92%	-8.40%	-7.23%	(94)	(57)/(56)-1

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Section I: Historical Exposures and Premiums

	Residential	Tenants*	Condo-Owners	Res + Ten + Condos*	Mobile Home	Commercial	Total
Section I Exposures (as of 10/24/2025)							
2014	\$1,719,567,803,513	\$22,229,245,146	\$86,702,102,354	\$1,828,499,151,013	\$27,474,291,575	\$188,824,739,041	\$2,044,798,181,629
2015	\$1,754,969,315,990	\$22,508,843,627	\$88,453,721,949	\$1,865,931,881,566	\$25,877,523,024	\$170,243,010,515	\$2,062,052,415,105
2016	\$1,822,895,641,425	\$25,213,767,240	\$92,927,887,318	\$1,941,037,295,983	\$26,037,614,203	\$159,080,068,043	\$2,126,154,978,229
2017	\$1,874,475,550,556	\$27,524,693,929	\$96,602,096,966	\$1,998,602,341,451	\$26,353,385,960	\$152,405,421,800	\$2,177,361,149,211
2018	\$1,957,115,844,385	\$27,582,791,531	\$101,960,350,577	\$2,086,658,986,493	\$27,088,783,563	\$156,489,178,066	\$2,270,236,948,122
2019	\$2,049,049,434,406	\$21,941,616,066	\$106,760,992,426	\$2,177,752,042,898	\$27,976,005,851	\$163,057,586,759	\$2,368,785,635,508
2020	\$2,163,848,506,212	\$23,304,294,435	\$112,878,372,506	\$2,300,031,173,153	\$28,964,052,637	\$169,730,425,127	\$2,498,725,650,917
2021	\$2,331,365,801,715	\$25,255,335,145	\$121,985,871,058	\$2,478,607,007,918	\$29,996,378,812	\$150,746,872,831	\$2,659,350,259,561
2022	\$2,567,932,559,276	\$27,693,893,259	\$132,876,983,822	\$2,728,503,436,357	\$32,148,161,875	\$153,859,410,978	\$2,914,511,009,210
2023	\$2,890,870,095,541	\$28,733,835,831	\$140,952,333,912	\$3,060,556,265,284	\$35,045,267,273	\$211,733,007,811	\$3,307,334,540,368
2024	\$3,050,837,816,059	\$29,030,767,990	\$144,833,310,656	\$3,224,701,894,705	\$36,279,485,577	\$233,931,548,892	\$3,494,912,929,174
2025 (Proj.)	\$3,203,379,664,409	\$29,901,718,182	\$149,178,259,215	\$3,382,459,641,806	\$37,371,838,050	\$240,949,495,163	\$3,660,780,975,019
2026							

Section I Premiums (as of 10/24/2025)							
2014	\$981,990,781	\$10,188,137	\$66,375,860	\$1,058,554,778	\$35,208,908	\$173,880,302	\$1,267,643,888
2015	\$975,194,503	\$9,276,293	\$67,838,597	\$1,052,309,394	\$34,674,641	\$128,846,280	\$1,215,830,315
2016	\$909,067,322	\$8,944,937	\$68,539,686	\$986,551,945	\$39,405,140	\$110,550,511	\$1,136,507,596
2017	\$911,917,792	\$9,224,815	\$70,507,479	\$991,650,087	\$43,442,087	\$94,028,996	\$1,129,121,169
2018	\$885,243,706	\$8,245,008	\$72,223,086	\$965,711,801	\$44,669,682	\$92,422,774	\$1,102,804,256
2019	\$962,096,967	\$5,639,828	\$75,383,653	\$1,043,120,448	\$42,342,022	\$105,229,504	\$1,190,691,974
2020	\$967,639,607	\$5,766,197	\$76,260,388	\$1,049,666,193	\$41,296,919	\$114,298,688	\$1,205,261,800
2021	\$987,403,358	\$5,451,435	\$79,606,505	\$1,072,461,298	\$39,817,973	\$104,420,984	\$1,216,700,255
2022	\$1,137,329,966	\$6,245,606	\$91,985,667	\$1,235,561,239	\$45,670,776	\$109,721,766	\$1,390,953,781
2023	\$1,215,605,486	\$6,028,891	\$92,826,563	\$1,314,460,940	\$47,862,211	\$148,234,905	\$1,510,558,056
2024	\$1,125,877,472	\$5,412,558	\$91,953,876	\$1,223,243,906	\$41,861,465	\$168,336,539	\$1,433,441,910
2025 (Proj.)	\$1,070,166,468	\$4,745,816	\$86,666,771	\$1,161,579,055	\$38,473,839	\$158,615,987	\$1,358,668,880
2026							

Section I Average Rates (per \$1000)							
2014	0.5711	0.4583	0.7656	0.5789	1.2815	0.9209	0.6199
2015	0.5557	0.4121	0.7669	0.5640	1.3400	0.7568	0.5896
2016	0.4987	0.3548	0.7376	0.5083	1.5134	0.6949	0.5345
2017	0.4865	0.3351	0.7299	0.4962	1.6484	0.6170	0.5186
2018	0.4523	0.2989	0.7083	0.4628	1.6490	0.5906	0.4858
2019	0.4695	0.2570	0.7061	0.4790	1.5135	0.6454	0.5027
2020	0.4472	0.2474	0.6758	0.4564	1.4258	0.6734	0.4824
2021	0.4235	0.2159	0.6526	0.4327	1.3274	0.6927	0.4575
2022	0.4429	0.2255	0.6923	0.4528	1.4206	0.7131	0.4773
2023	0.4205	0.2098	0.6586	0.4295	1.3657	0.7001	0.4567
2024	0.3690	0.1864	0.6349	0.3793	1.1539	0.7196	0.4102
2025 (Proj.)	0.3341	0.1587	0.5810	0.3434	1.0295	0.6583	0.3711

Percent Change in Rates							
2014-15	-2.70%	-10.08%	0.18%	-2.58%	4.56%	-17.81%	-4.89%
2015-16	-10.25%	-13.92%	-3.83%	-9.88%	12.94%	-8.18%	-9.34%
2016-17	-2.45%	-5.53%	-1.04%	-2.38%	8.92%	-11.22%	-2.99%
2017-18	-7.02%	-10.81%	-2.95%	-6.73%	0.03%	-4.27%	-6.33%
2018-19	3.81%	-14.01%	-0.32%	3.50%	-8.22%	9.27%	3.48%
2019-20	-4.76%	-3.74%	-4.32%	-4.72%	-5.80%	4.35%	-4.04%
2020-21	-5.29%	-12.76%	-3.41%	-5.19%	-6.90%	2.86%	-5.15%
2021-22	4.57%	4.48%	6.08%	4.66%	7.02%	2.95%	4.31%
2022-23	-5.06%	-6.96%	-4.87%	-5.16%	-3.87%	-1.83%	-4.30%
2023-24	-12.24%	-11.14%	-3.59%	-11.68%	-15.51%	2.78%	-10.20%
2024-25	-9.47%	-14.87%	-8.49%	-9.47%	-10.78%	-8.52%	-9.51%

Historical Rates as Percent of 2025 Rates							
2013	173%	278%	131%	170%	127%	135%	168%
2014	171%	289%	132%	169%	124%	140%	167%
2015	166%	260%	132%	164%	130%	115%	159%
2016	149%	224%	127%	148%	147%	106%	144%
2017	146%	211%	126%	144%	160%	94%	140%
2018	135%	188%	122%	135%	160%	90%	131%
2019	141%	162%	122%	139%	147%	98%	135%
2020	134%	156%	116%	133%	138%	102%	130%
2021	127%	136%	112%	126%	129%	105%	123%
2022	133%	142%	119%	132%	138%	108%	129%
2023	126%	132%	113%	125%	133%	106%	123%
2024	110%	117%	109%	110%	112%	109%	111%
2025	100%	100%	100%	100%	100%	100%	100%

Historical Rate on Line (Mandatory Coverage only)							
	Limit(\$B)						
2014	17,000						7.5%
2015	17,000						7.2%
2016	17,000						6.7%
2017	17,000						6.6%
2018	17,000						6.5%
2019	17,000						7.0%
2020	17,000						7.1%
2021	17,000						7.2%
2022	17,000						8.2%
2023	17,000						8.9%
2024	17,000						8.4%
2025	17,000						8.0%

*Includes Inland Marine/Stand Alone & Other Contents Type Policies

EXHIBIT

III

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Control Totals By Type

Type	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Commercial	160,623	2.1%	\$240,949,495,163	\$1,500,093	6.6%
Residential	4,997,980	66.5%	\$3,203,379,664,409	\$640,935	87.5%
Mobile Home	305,613	4.1%	\$37,371,838,050	\$122,285	1.0%
Tenants	1,084,501	14.4%	\$29,901,718,182	\$27,572	0.8%
Condominium Unit Owners	966,694	12.9%	\$149,178,259,215	\$154,318	4.1%
Total	7,515,411	100.0%	\$3,660,780,975,019	\$487,103	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Commercial Control Totals By Construction

Construction	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Frame	31,068	19.3%	\$29,009,605,373	\$933,746	12.0%
Masonry	112,993	70.3%	\$105,958,161,246	\$937,741	44.0%
Masonry with Reinforced Concrete Roof	8,629	5.4%	\$31,673,957,830	\$3,670,641	13.1%
Superior	256	0.2%	\$2,637,075,018	\$10,301,074	1.1%
Superior with Reinforced Concrete Roof	3,243	2.0%	\$70,609,727,995	\$21,772,966	29.3%
Masonry Veneer	0	0.0%	\$0	\$0	0.0%
Unknown/Non Mobile Home Default	4,434	2.8%	\$1,060,967,701	\$239,280	0.4%
Total	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Residential Control Totals By Construction

Construction	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Frame	1,121,621	22.4%	\$695,443,026,278	\$620,034	21.7%
Masonry	3,484,519	69.7%	\$2,238,599,570,295	\$642,441	69.9%
Masonry with Reinforced Concrete Roof	7,942	0.2%	\$8,601,193,670	\$1,083,001	0.3%
Superior	630	0.0%	\$507,155,373	\$805,009	0.0%
Superior with Reinforced Concrete Roof	92	0.0%	\$282,646,346	\$3,072,243	0.0%
Masonry Veneer	335,791	6.7%	\$245,948,935,217	\$732,446	7.7%
Unknown/Non Mobile Home Default	47,385	0.9%	\$13,997,137,230	\$295,392	0.4%
Total	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Mobile Home Control Totals By Construction

Construction	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Mobile Home - Fully Tied Down, Mfg Before 1976	20,983	6.9%	\$1,412,688,217	\$67,325	3.8%
Mobile Home - Fully Tied Down, Mfg 1976-1994	117,908	38.6%	\$11,043,353,047	\$93,661	29.5%
Mobile Home - Fully Tied Down, Mfg 1995-2008	108,182	35.4%	\$14,618,194,021	\$135,126	39.1%
Mobile Home - Fully Tied Down, Mfg Post 2008	51,492	16.8%	\$9,669,973,696	\$187,796	25.9%
Mobile Home - Other Than Fully Tied Down or Unknown	7,048	2.3%	\$627,629,069	\$89,051	1.7%
Total	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Tenants Control Totals By Construction

Construction	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Frame	264,194	24.4%	\$6,437,052,859	\$24,365	21.5%
Masonry	230,099	21.2%	\$6,699,153,676	\$29,114	22.4%
Masonry with Reinforced Concrete Roof	687	0.1%	\$49,881,679	\$72,608	0.2%
Superior	22,483	2.1%	\$655,593,917	\$29,160	2.2%
Superior with Reinforced Concrete Roof	577	0.1%	\$106,900,983	\$185,270	0.4%
Masonry Veneer	11,857	1.1%	\$392,481,696	\$33,101	1.3%
Unknown/Non Mobile Home Default	554,604	51.1%	\$15,560,653,372	\$28,057	52.0%
Total	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Condominium Unit Owners Control Totals By Construction

Construction	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
Frame	98,513	10.2%	\$13,176,429,905	\$133,753	8.8%
Masonry	493,881	51.1%	\$61,999,752,777	\$125,536	41.6%
Masonry with Reinforced Concrete Roof	77,335	8.0%	\$11,702,355,166	\$151,320	7.8%
Superior	62,200	6.4%	\$12,896,391,806	\$207,337	8.6%
Superior with Reinforced Concrete Roof	140,020	14.5%	\$37,645,235,680	\$268,856	25.2%
Masonry Veneer	15,108	1.6%	\$2,110,810,601	\$139,715	1.4%
Unknown/Non Mobile Home Default	79,637	8.2%	\$9,647,283,280	\$121,141	6.5%
Total	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Commercial Control Totals By Deductible Code

Deductible Code	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
CA (\$0 to \$2,500)	76	0.0%	\$14,031,843	\$184,630	0.0%
CB (\$2,501 to \$7,500)	36	0.0%	\$18,088,431	\$502,456	0.0%
CC (\$7,501 to \$15,000)	19	0.0%	\$4,103,663	\$215,982	0.0%
CD (\$15,001 to \$50,000)	1	0.0%	\$175,495	\$175,495	0.0%
C1 (1%)	36	0.0%	\$188,490,983	\$5,235,861	0.1%
C2 (2%)	1,432	0.9%	\$2,312,333,531	\$1,614,758	1.0%
C3 (3%)	25,691	16.0%	\$55,693,602,701	\$2,167,825	23.1%
C4 (4%)	0	0.0%	\$0	\$0	0.0%
C5 (5%)	126,903	79.0%	\$172,304,401,977	\$1,357,765	71.5%
C6 (6%)	7	0.0%	\$59,738,381	\$8,534,054	0.0%
C7 (7%)	1	0.0%	\$217,716	\$217,716	0.0%
C8 (8%)	2,860	1.8%	\$2,809,731,029	\$982,423	1.2%
C9 (9%)	1	0.0%	\$13,288,815	\$13,288,815	0.0%
C0 (10%)	3,560	2.2%	\$7,531,290,598	\$2,115,531	3.1%
Total	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Residential Control Totals By Deductible Code

Deductible Code	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
RM (\$0)	11,903	0.2%	\$872,358,290	\$73,289	0.0%
RA (\$1 to \$500)	67,167	1.3%	\$34,899,469,667	\$519,593	1.1%
RB (\$501 to \$1,500)	100,448	2.0%	\$72,483,360,162	\$721,601	2.3%
RC (\$1,501 to \$2,500)	21,135	0.4%	\$17,887,372,736	\$846,339	0.6%
RD (Greater Than \$2,500)	12,926	0.3%	\$15,157,463,540	\$1,172,634	0.5%
R1 (1%)	112,851	2.3%	\$95,707,207,662	\$848,085	3.0%
R2 (2%)	3,991,438	79.9%	\$2,544,427,520,751	\$637,471	79.4%
R3 (3%)	30,243	0.6%	\$20,823,551,587	\$688,541	0.7%
R4 (4%)	3,640	0.1%	\$3,197,079,115	\$878,318	0.1%
R5 (5%)	596,867	11.9%	\$347,580,542,641	\$582,342	10.9%
R6 (6%)	0	0.0%	\$0	\$0	0.0%
R7 (7%)	1	0.0%	\$4,601,745	\$4,601,745	0.0%
R8 (8%)	0	0.0%	\$0	\$0	0.0%
R9 (9%)	0	0.0%	\$0	\$0	0.0%
R0 (10% to 14%)	47,734	1.0%	\$43,615,239,859	\$913,714	1.4%
RZ (15% or Greater)	1,627	0.0%	\$6,723,896,654	\$4,132,696	0.2%
Total	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Mobile Home Control Totals By Deductible Code

Deductible Code	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
MM (\$0)	153	0.1%	\$5,053,277	\$33,028	0.0%
MA (\$1 to \$250)	891	0.3%	\$9,892,640	\$11,103	0.0%
MB (\$251 to \$500)	73,783	24.1%	\$7,329,700,481	\$99,341	19.6%
MC (Greater Than \$500)	12,054	3.9%	\$1,730,273,766	\$143,544	4.6%
M1 (1%)	1,221	0.4%	\$198,253,779	\$162,370	0.5%
M2 (2%)	140,719	46.0%	\$20,745,979,721	\$147,428	55.5%
M3 (3%)	127	0.0%	\$18,769,406	\$147,791	0.1%
M4 (4%)	8	0.0%	\$703,411	\$87,926	0.0%
M5 (5%)	67,587	22.1%	\$6,569,277,915	\$97,197	17.6%
M6 (6%)	79	0.0%	\$6,813,278	\$86,244	0.0%
M7 (7%)	0	0.0%	\$0	\$0	0.0%
M8 (8%)	0	0.0%	\$0	\$0	0.0%
M9 (9%)	0	0.0%	\$0	\$0	0.0%
M0 (10% or Greater)	8,991	2.9%	\$757,120,376	\$84,209	2.0%
Total	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Tenants Control Totals By Deductible Code

Deductible Code	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
RM (\$0)	1,408	0.1%	\$25,043,152	\$17,786	0.1%
RA (\$1 to \$500)	553,360	51.0%	\$16,082,092,948	\$29,063	53.8%
RB (\$501 to \$1,500)	448,757	41.4%	\$10,726,750,186	\$23,903	35.9%
RC (\$1,501 to \$2,500)	2,395	0.2%	\$111,151,567	\$46,410	0.4%
RD (Greater Than \$2,500)	2,912	0.3%	\$120,595,685	\$41,413	0.4%
R1 (1%)	9	0.0%	\$2,391,841	\$265,760	0.0%
R2 (2%)	63,636	5.9%	\$2,385,972,962	\$37,494	8.0%
R3 (3%)	3	0.0%	\$813,306	\$271,102	0.0%
R4 (4%)	0	0.0%	\$0	\$0	0.0%
R5 (5%)	7,366	0.7%	\$310,863,148	\$42,202	1.0%
R6 (6%)	0	0.0%	\$0	\$0	0.0%
R7 (7%)	0	0.0%	\$0	\$0	0.0%
R8 (8%)	0	0.0%	\$0	\$0	0.0%
R9 (9%)	0	0.0%	\$0	\$0	0.0%
R0 (10% to 14%)	4,556	0.4%	\$116,964,670	\$25,673	0.4%
RZ (15% or Greater)	99	0.0%	\$19,078,717	\$192,714	0.1%
Total	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Condominium Unit Owners Control Totals By Deductible Code

Deductible Code	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
RM (\$0)	1,794	0.2%	\$61,434,884	\$34,245	0.0%
RA (\$1 to \$500)	274,915	28.4%	\$24,259,661,809	\$88,244	16.3%
RB (\$501 to \$1,500)	143,671	14.9%	\$19,864,094,795	\$138,261	13.3%
RC (\$1,501 to \$2,500)	39,671	4.1%	\$6,157,260,633	\$155,208	4.1%
RD (Greater Than \$2,500)	8,966	0.9%	\$2,143,790,684	\$239,102	1.4%
R1 (1%)	3,181	0.3%	\$716,538,876	\$225,256	0.5%
R2 (2%)	366,431	37.9%	\$69,575,221,693	\$189,873	46.6%
R3 (3%)	745	0.1%	\$206,805,556	\$277,591	0.1%
R4 (4%)	259	0.0%	\$59,364,902	\$229,208	0.0%
R5 (5%)	99,194	10.3%	\$20,522,305,075	\$206,891	13.8%
R6 (6%)	1	0.0%	\$2,369,409	\$2,369,409	0.0%
R7 (7%)	0	0.0%	\$0	\$0	0.0%
R8 (8%)	0	0.0%	\$0	\$0	0.0%
R9 (9%)	0	0.0%	\$0	\$0	0.0%
R0 (10% to 14%)	27,073	2.8%	\$4,677,832,650	\$172,786	3.1%
RZ (15% or Greater)	793	0.1%	\$931,578,249	\$1,174,752	0.6%
Total	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Trended Exposures and Risks from Invalid ZIP Codes

Type	Invalid ZIP Code Data			Valid Zip Code Data		
	Units	Exposure	Average	Units	Exposure	Average
Commercial	1	\$66,485	\$0	160,622	240,949,428,678	\$1,500,102
Residential	18	\$10,297,808	\$572,100	4,997,962	3,203,369,366,601	\$640,935
Mobile Home	22	\$834,869	\$37,949	305,591	37,371,003,181	\$122,291
Tenants	21	\$402,291	\$19,157	1,084,480	29,901,315,891	\$27,572
Condo Owners	1	\$80,615	\$80,615	966,693	149,178,178,600	\$154,318
Total	63	\$11,682,068	\$185,430	7,515,348	\$3,660,769,292,951	\$487,106

Type	All Data			% from Invalid ZIP Codes	
	Units	Exposure	Average	Units	Exposure
Commercial	160,623	\$240,949,495,163	\$1,500,093	0.00%	0.00%
Residential	4,997,980	\$3,203,379,664,409	\$640,935	0.00%	0.00%
Mobile Home	305,613	\$37,371,838,050	\$122,285	0.01%	0.00%
Tenants/Other	1,084,501	\$29,901,718,182	\$27,572	0.00%	0.00%
Condo Owners	966,694	\$149,178,259,215	\$154,318	0.00%	0.00%
Total	7,515,411	\$3,660,780,975,019	\$487,103	0.00%	0.00%

Florida Hurricane Catastrophe Fund
2024 Ratemaking Formula Report
Exposures, Unit Counts and Averages
As of 10/24/24

Exposures (\$)					Annual Change (%)**				
	Commercial	Residential*	Mobile Home	Total		Commercial	Residential*	Mobile Home	Total
2015	170,243,010,515	1,865,931,881,566	25,877,523,024	2,062,052,415,105	2015-2016	(6.6)	4.0	0.6	3.1
2016	159,080,068,043	1,941,037,295,983	26,037,614,203	2,126,154,978,229	2016-2017	(4.2)	3.0	1.2	2.4
2017	152,405,421,800	1,998,602,341,451	26,353,385,960	2,177,361,149,211	2017-2018	2.7	4.4	2.8	4.3
2018	156,489,178,066	2,086,658,986,493	27,088,783,563	2,270,236,948,122	2018-2019	4.2	4.4	3.3	4.3
2019	163,057,586,759	2,177,752,042,898	27,976,005,851	2,368,785,635,508	2019-2020	4.1	5.6	3.5	5.5
2020	169,730,425,127	2,300,031,173,153	28,964,052,637	2,498,725,650,917	2020-2021	(11.2)	7.8	3.6	6.4
2021	150,746,872,831	2,478,607,007,918	29,996,378,812	2,659,350,259,561	2021-2022	2.1	10.1	7.2	9.6
2022	153,859,410,978	2,728,503,436,357	32,148,161,875	2,914,511,009,210	2022-2023	37.6	12.2	9.0	13.5
2023	211,733,007,811	3,060,556,265,284	35,045,267,273	3,307,334,540,368	2023-2024	10.5	5.4	3.5	5.7
2024	233,931,548,892	3,224,701,894,705	36,279,485,577	3,494,912,929,174	Avg. 95-24	4.8	5.8	1.1	5.6

Unit Counts					Unit Counts				
	Commercial	Residential*	Mobile Home	Total		Commercial	Residential*	Mobile Home	Total
2015	165,116	5,998,865	344,350	6,508,331	2015-2016	(6.5)	2.9	(1.8)	2.4
2016	154,410	6,170,343	338,035	6,662,788	2016-2017	36.4	2.5	(1.5)	3.1
2017	210,586	6,323,865	333,058	6,867,509	2017-2018	(30.4)	0.6	(0.4)	(0.4)
2018	146,463	6,361,864	331,578	6,839,905	2018-2019	12.4	(2.0)	(0.8)	(1.6)
2019	164,649	6,236,609	328,801	6,730,059	2019-2020	(15.7)	2.9	(0.2)	2.3
2020	138,751	6,417,591	328,219	6,884,561	2020-2021	(10.4)	4.3	(0.3)	3.7
2021	124,295	6,691,209	327,215	7,142,719	2021-2022	(3.4)	1.7	(1.3)	1.4
2022	120,054	6,802,388	322,840	7,245,282	2022-2023	22.7	1.8	(1.0)	2.0
2023	147,295	6,924,921	319,665	7,391,881	2023-2024	9.0	0.3	(4.4)	0.3
2024	160,623	6,946,358	305,613	7,412,594	Avg. 95-23	0.2	1.4	(2.4)	1.0

Averages (\$)					Averages				
	Commercial	Residential*	Mobile Home	Total		Commercial	Residential*	Mobile Home	Total
2015	1,031,051	311,047	75,149	316,833	2015-2016	(0.1)	1.1	2.5	0.7
2016	1,030,245	314,575	77,026	319,109	2016-2017	(29.8)	0.5	2.7	(0.6)
2017	723,721	316,041	79,126	317,053	2017-2018	47.6	3.8	3.2	4.7
2018	1,068,455	327,995	81,697	331,911	2018-2019	(7.3)	6.5	4.1	6.0
2019	990,335	349,188	85,085	351,971	2019-2020	23.5	2.6	3.7	3.1
2020	1,223,274	358,395	88,246	362,946	2020-2021	(0.9)	3.4	3.9	2.6
2021	1,212,815	370,427	91,672	372,316	2021-2022	5.7	8.3	8.6	8.0
2022	1,281,585	401,110	99,579	402,263	2022-2023	12.2	10.2	10.1	11.2
2023	1,437,476	441,963	109,631	447,428	2023-2024	1.3	5.0	8.3	5.4
2024	1,456,401	464,229	118,711	471,483	Avg. 95-23	6.3	4.4	3.6	4.5

* Includes Residential, Tenants, and Condominium Unit Owner policies.

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Commercial Totals By Mitigation Features

Mitigation Feature	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
YEAR BUILT					
Unknown	37	0.0%	\$136,388,028	\$3,686,163	0.1%
1994 or Earlier	111,783	69.6%	\$142,421,613,611	\$1,274,090	59.1%
1995-2001	15,481	9.6%	\$24,915,889,181	\$1,609,450	10.3%
2002-2011	22,758	14.2%	\$47,847,344,517	\$2,102,441	19.9%
2012-2017	4,650	2.9%	\$10,844,035,508	\$2,332,051	4.5%
2018 or Later	5,914	3.7%	\$14,784,224,318	\$2,499,869	6.1%
TOTAL	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%
STRUCTURE OPENING PROTECTION					
No Credit is Given to Policyholder	130,515	81.3%	\$163,223,888,196	\$1,250,614	67.7%
Credit is Given to Policyholder	30,108	18.7%	\$77,725,606,967	\$2,581,560	32.3%
TOTAL	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%
ROOF SHAPE					
Hip, Mansard, or Pyramid	52,741	32.8%	\$55,405,894,133	\$1,050,528	23.0%
Gable, Other, or Unknown	107,882	67.2%	\$185,543,601,030	\$1,719,875	77.0%
TOTAL	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%
AGE OF ROOF					
Unknown	2,092	1.3%	\$5,787,377,361	\$2,766,433	2.4%
21 or Greater Years	66,932	41.7%	\$103,626,629,777	\$1,548,237	43.0%
11-20 Years	40,269	25.1%	\$59,350,841,742	\$1,473,859	24.6%
6-10 Years	24,821	15.5%	\$36,249,072,371	\$1,460,419	15.0%
0-5 Years	26,509	16.5%	\$35,935,573,912	\$1,355,599	14.9%
TOTAL	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%
ROOF COVERING					
Shingle/Asphalt	30,026	18.7%	\$25,549,806,377	\$850,923	10.6%
Tile	18,954	11.8%	\$20,092,072,101	\$1,060,044	8.3%
Metal	1,365	0.8%	\$1,253,070,923	\$918,001	0.5%
Other or Unknown	110,278	68.7%	\$194,054,545,762	\$1,759,685	80.5%
Mobile Home	0	0.0%	\$0	\$0	0.0%
TOTAL	160,623	100.0%	\$240,949,495,163	\$1,500,093	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Residential Totals By Mitigation Features

Mitigation Feature	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
YEAR BUILT					
Unknown	29,208	0.6%	\$10,413,447,289	\$356,527	0.3%
1994 or Earlier	2,411,199	48.2%	\$1,235,222,281,188	\$512,285	38.6%
1995-2001	587,674	11.8%	\$410,642,304,806	\$698,759	12.8%
2002-2011	899,281	18.0%	\$667,823,777,186	\$742,620	20.8%
2012-2017	345,410	6.9%	\$314,268,239,059	\$909,841	9.8%
2018 or Later	725,208	14.5%	\$565,009,614,881	\$779,100	17.6%
TOTAL	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%
STRUCTURE OPENING PROTECTION					
No Credit is Given to Policyholder	3,685,896	73.7%	\$2,174,811,449,547	\$590,036	67.9%
Credit is Given to Policyholder	1,312,084	26.3%	\$1,028,568,214,862	\$783,919	32.1%
TOTAL	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%
ROOF SHAPE					
Hip, Mansard, or Pyramid	1,656,330	33.1%	\$1,260,158,313,845	\$760,814	39.3%
Gable, Other, or Unknown	3,341,650	66.9%	\$1,943,221,350,564	\$581,516	60.7%
TOTAL	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%
AGE OF ROOF					
Unknown	384,969	7.7%	\$284,219,922,509	\$738,293	8.9%
21 or Greater Years	642,303	12.9%	\$395,942,163,845	\$616,441	12.4%
11-20 Years	1,260,551	25.2%	\$784,573,193,788	\$622,405	24.5%
6-10 Years	1,208,369	24.2%	\$783,372,870,060	\$648,289	24.5%
0-5 Years	1,501,788	30.0%	\$955,271,514,207	\$636,089	29.8%
TOTAL	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%
ROOF COVERING					
Shingle/Asphalt	3,532,200	70.7%	\$2,021,098,528,520	\$572,193	63.1%
Tile	830,886	16.6%	\$747,752,416,814	\$899,946	23.3%
Metal	308,846	6.2%	\$218,798,773,270	\$708,440	6.8%
Other or Unknown	326,048	6.5%	\$215,729,945,805	\$661,651	6.7%
Mobile Home	0	0.0%	\$0	\$0	0.0%
TOTAL	4,997,980	100.0%	\$3,203,379,664,409	\$640,935	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Mobile Home Totals By Mitigation Features

Mitigation Feature	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
YEAR BUILT					
Unknown	788	0.3%	\$63,394,317	\$80,450	0.2%
1994 or Earlier	140,630	46.0%	\$12,559,788,737	\$89,311	33.6%
1995-2001	59,253	19.4%	\$7,193,765,497	\$121,408	19.2%
2002-2011	57,374	18.8%	\$8,519,650,376	\$148,493	22.8%
2012-2017	16,636	5.4%	\$2,684,222,241	\$161,350	7.2%
2018 or Later	30,932	10.1%	\$6,351,016,882	\$205,322	17.0%
TOTAL	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
STRUCTURE OPENING PROTECTION					
No Credit is Given to Policyholder	305,609	100.0%	\$37,371,229,941	\$122,284	100.0%
Credit is Given to Policyholder	4	0.0%	\$608,109	\$152,027	0.0%
TOTAL	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
ROOF SHAPE					
Hip, Mansard, or Pyramid	111	0.0%	\$1,155,173	\$10,407	0.0%
Gable, Other, or Unknown	305,502	100.0%	\$37,370,682,877	\$122,325	100.0%
TOTAL	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
AGE OF ROOF					
Unknown	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
21 or Greater Years	0	0.0%	\$0	\$0	0.0%
11-20 Years	0	0.0%	\$0	\$0	0.0%
6-10 Years	0	0.0%	\$0	\$0	0.0%
0-5 Years	0	0.0%	\$0	\$0	0.0%
TOTAL	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
ROOF COVERING					
Shingle/Asphalt	0	0.0%	\$0	\$0	0.0%
Tile	0	0.0%	\$0	\$0	0.0%
Metal	0	0.0%	\$0	\$0	0.0%
Other or Unknown	0	0.0%	\$0	\$0	0.0%
Mobile Home	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%
TOTAL	305,613	100.0%	\$37,371,838,050	\$122,285	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Tenant Totals By Mitigation Features

Mitigation Feature	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
YEAR BUILT					
Unknown	256,578	23.7%	\$5,151,772,728	\$20,079	17.2%
1994 or Earlier	289,666	26.7%	\$8,194,055,827	\$28,288	27.4%
1995-2001	112,842	10.4%	\$3,267,729,467	\$28,958	10.9%
2002-2011	138,662	12.8%	\$4,538,436,579	\$32,730	15.2%
2012-2017	99,431	9.2%	\$3,024,860,818	\$30,422	10.1%
2018 or Later	187,322	17.3%	\$5,724,862,763	\$30,562	19.1%
TOTAL	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%
STRUCTURE OPENING PROTECTION					
No Credit is Given to Policyholder	1,032,430	95.2%	\$28,261,976,714	\$27,374	94.5%
Credit is Given to Policyholder	52,071	4.8%	\$1,639,741,468	\$31,490	5.5%
TOTAL	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%
ROOF SHAPE					
Hip, Mansard, or Pyramid	71,231	6.6%	\$1,980,806,658	\$27,808	6.6%
Gable, Other, or Unknown	1,013,270	93.4%	\$27,920,911,524	\$27,555	93.4%
TOTAL	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%
AGE OF ROOF					
Unknown	1,022,204	94.3%	\$27,380,162,740	\$26,785	91.6%
21 or Greater Years	30,925	2.9%	\$1,038,712,857	\$33,588	3.5%
11-20 Years	12,321	1.1%	\$554,784,481	\$45,028	1.9%
6-10 Years	9,200	0.8%	\$475,809,447	\$51,718	1.6%
0-5 Years	9,851	0.9%	\$452,248,657	\$45,909	1.5%
TOTAL	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%
ROOF COVERING					
Shingle/Asphalt	86,157	7.9%	\$2,285,172,827	\$26,523	7.6%
Tile	12,257	1.1%	\$504,050,945	\$41,124	1.7%
Metal	4,346	0.4%	\$140,227,592	\$32,266	0.5%
Other or Unknown	981,741	90.5%	\$26,972,266,818	\$27,474	90.2%
Mobile Home	0	0.0%	\$0	\$0	0.0%
TOTAL	1,084,501	100.0%	\$29,901,718,182	\$27,572	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 Reported Exposures as of 10/24/24 (Trended to 6/30/25)

Condominium Unit Owners Totals By Mitigation Features

Mitigation Feature	Units	Percent of Units	Primary Exposure	Average Exposure	Percent of Exposure
YEAR BUILT					
Unknown	3,441	0.4%	\$359,374,775	\$104,439	0.2%
1994 or Earlier	598,434	61.9%	\$68,603,380,960	\$114,638	46.0%
1995-2001	96,308	10.0%	\$17,530,106,233	\$182,021	11.8%
2002-2011	195,295	20.2%	\$38,836,077,507	\$198,859	26.0%
2012-2017	30,593	3.2%	\$9,640,347,185	\$315,116	6.5%
2018 or Later	42,623	4.4%	\$14,208,972,555	\$333,364	9.5%
TOTAL	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%
STRUCTURE OPENING PROTECTION					
No Credit is Given to Policyholder	756,308	78.2%	\$94,024,840,707	\$124,321	63.0%
Credit is Given to Policyholder	210,386	21.8%	\$55,153,418,508	\$262,153	37.0%
TOTAL	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%
ROOF SHAPE					
Hip, Mansard, or Pyramid	130,851	13.5%	\$22,993,879,593	\$175,726	15.4%
Gable, Other, or Unknown	835,843	86.5%	\$126,184,379,622	\$150,967	84.6%
TOTAL	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%
AGE OF ROOF					
Unknown	240,192	24.8%	\$36,975,516,651	\$153,941	24.8%
21 or Greater Years	366,485	37.9%	\$45,352,392,004	\$123,750	30.4%
11-20 Years	192,584	19.9%	\$32,742,859,647	\$170,019	21.9%
6-10 Years	92,085	9.5%	\$19,153,047,127	\$207,993	12.8%
0-5 Years	75,348	7.8%	\$14,954,443,786	\$198,472	10.0%
TOTAL	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%
ROOF COVERING					
Shingle/Asphalt	210,816	21.8%	\$28,391,631,256	\$134,675	19.0%
Tile	123,427	12.8%	\$21,730,434,840	\$176,059	14.6%
Metal	19,201	2.0%	\$3,655,571,109	\$190,384	2.5%
Other or Unknown	613,250	63.4%	\$95,400,622,010	\$155,566	64.0%
Mobile Home	0	0.0%	\$0	\$0	0.0%
TOTAL	966,694	100.0%	\$149,178,259,215	\$154,318	100.0%

EXHIBIT

IV

Florida Hurricane Catastrophe Fund
2025 Calculation of Layer of Coverage
Using 2024 FHCF Premium and Exposure Data as of 10/24/2024

Type of Business	Coverage Option	Total Insured Risks	Total Exposure	Gross FHCF Premium	Net FHCF Premium	Net FHCF Premium at 100%
Section I						
1	45%	32	380,018,069	108,361	95,555	212,345
1	75%	0	0	0	0	0
1	90%	160,591	233,551,530,823	166,570,798	168,240,984	186,934,427
2	45%	407,528	370,780,846,866	55,729,792	46,747,959	103,884,354
2	75%	0	0	0	0	0
2	90%	4,508,622	2,680,056,969,193	1,068,593,727	1,079,129,512	1,199,032,792
3	45%	149	18,552,564	7,335	7,335	16,301
3	75%	0	0	0	0	0
3	90%	305,464	36,260,933,013	41,854,130	41,854,130	46,504,589
4	45%	161,220	6,012,415,586	460,280	425,980	946,622
4	75%	0	0	0	0	0
4	90%	913,002	23,018,352,404	4,946,023	4,986,578	5,540,643
6	45%	82,659	14,333,775,283	4,860,213	4,492,422	9,983,161
6	75%	0	0	0	0	0
6	90%	873,327	130,499,535,373	87,204,386	87,461,453	97,179,393
Section II						
1	45%		0	0	0	0
1	75%		0	0	0	0
1	90%		0	0	0	0
Section I Totals						
1	xx	160,623	233,931,548,892	166,679,159	168,336,539	187,146,772
2	xx	4,916,150	3,050,837,816,059	1,124,323,520	1,125,877,472	1,302,917,146
3	xx	305,613	36,279,485,577	41,861,465	41,861,465	46,520,889
4	xx	1,074,222	29,030,767,990	5,406,302	5,412,558	6,487,265
6	xx	955,986	144,833,310,656	92,064,599	91,953,876	107,162,553
xx	45%	651,588	391,525,608,368	61,165,981	51,769,252	115,042,783
xx	75%	0	0	0	0	0
xx	90%	6,761,006	3,103,387,320,806	1,369,169,063	1,381,672,658	1,535,191,842
Section I Total		7,412,594	3,494,912,929,174	1,430,335,045	1,433,441,910	1,650,234,625
Section II Total*		0	0	0	0	0
Grand Total		7,412,594	3,494,912,929,174	1,430,335,045	1,433,441,910	1,650,234,625
* We last had a very small amount of Section II exposure in 2002.						
Weighted Average Coverage Multiples - Section I Only					For Exh II Ratemaking	
		Risks	Exposure		Premium	
1	Commercial	0.89991	0.89927		0.89949	
2	Residential	0.86270	0.84531		0.86412	
3	Mobile Home	0.89978	0.89977		0.89984	
4	Tenants	0.83246	0.80680		0.83434	
6	Condos	0.86109	0.85546		0.85808	
Total		0.86044	0.84959		0.86863	
Weighted Average Coverage Multiple - Sections I and II						
Total		0.86044	0.84959		0.86863	

Florida Hurricane Catastrophe Fund
2025 Calculation of Layer of Coverage
Using 2024 FHCF Premium and Exposure Data as of 10/24/2024

1. Calculate Section I and II Retention

Historical Exposure

		Data as of 10/24/2024	Estimate of Missing Data	Total
2004	Total	1,320,642,494,807	-	1,320,642,494,807
2023	Total	3,307,334,540,368	-	3,307,334,540,368

Growth in exposure, 2004 to 2023	150.434%	[1a]
Base FHCF Retention	4,500,000,000	[1b]
2024 Retention (Actual, based on premiums paid)	9,376,978,935	
2025 Target Retention	11,269,518,806	Change 2024 to 2025
2025 Selected Retention	11,270,000,000	20.19%

[1c]=(1+[1a])x[1b]
[1d]=[1c], rnd'd to \$M

2. Allocate Retention to Sections I and II

2024 Net Full Coverage FHCF Premium (ie at 100%)			
Section I	1,650,234,625	100.000%	[2a]
Section II	-	0.000%	[2b]
Total	1,650,234,625	100.000%	[2c]=[2a]+[2b]

*Note: Allocate Retention based on **full coverage** premium, which is the best indicator of expected ground-up losses*

2025 Selected Retention (using full coverage FHCF premium for weighting)			
Section I	11,270,000,000	100.000%	[2d]
Section II	-	0.000%	[2e]
Total	11,270,000,000	100.000%	[2f]=[2d]+[2e]

3. Calculate FHCF Limit

Estimated Claims Paying Capacity Average (Pre Hurricanes Helene,Milton)	\$17,000,000,000	[3a]
Source: FHCF 12/31/2023 Unaudited Financial Statements		

Dollar growth in cash balance over prior calendar year

Cash Balance @12/31/2023	\$ 4,513,327,779	[3b]
Est Cash Balance @ 12/31/2024	\$ 7,122,974,977	[3c]

Change in Cash Balance	\$ 2,609,647,198	[3d]=[3c]-[3b]
------------------------	------------------	----------------

2024 Statutory Maximum Coverage Limit	17,000,000,000	[3e]=[3g prior year]
2025 Statutory Coverage Limit Prior to Change in Cash Balance Limit	17,000,000,000	[3f]=17Billion + .5*(max(3a-\$34 billion
2025 Statutory Coverage Limit	\$ 17,000,000,000	[3g]=[3e]+min([3f]-[3e],max([3d],0))

0.00%

Florida Hurricane Catastrophe Fund
2025 Calculation of Layer of Coverage
Using 2024 FHCF Premium and Exposure Data as of 10/24/2024

4. Allocate Limit to Sections I and II

Total FHCF Capacity	17,000,000,000	[4a]
Pure Loss	15,454,545,455	[4b] = [4a]/1.10
Loss Adjustment Expenses	1,545,454,545	[4c] = [4a] - [4b]
Actual Coverage FHCF Premium		
Section I	1,433,441,910	100.000% [4d]
Section II	-	0.000% [4e]
Total	1,433,441,910	100.000% [4f]=[4d]+[4e]

Note: Allocate Limit based on **actual** premium, which is the best indicator of expected FHCF losses.

Sections I and II Limit Allocations

	Pure loss	LAE	Total
Section I	15,454,545,455	1,545,454,545	17,000,000,000
Section II	-	-	-
Total	15,454,545,455	1,545,454,545	17,000,000,000

5. FHCF Layer Structure for Sections I and II

Section I	Based on 2024 Selections	Based on 2025 Selections	
Retention	11,270,000,000	11,270,000,000	[5a] = [2d]
Pure Loss Limit Available	15,454,545,455	15,454,545,455	[5b] from Part 3
Total Limit Available	17,000,000,000	17,000,000,000	[5c] from Part 3
Wtd Average Coverage	86.863%	84.738%	[5d]
Top of Loss Layer	29,061,879,699	29,508,095,263	[5e]=[5a]+[5b]/[5d]

Layer used for modeled losses: 84.738% of \$18,238,095,263 xs \$11,270,000,000
(Modeled losses are Section I losses only, no LAE)

Sections I and II

	2024 Selections	2025 Selections	
Retention	11,270,000,000	11,270,000,000	[5f] = [2f]
Pure Loss Limit Available	15,454,545,455	15,454,545,455	[5g] from Part 3
Total Limit Available	17,000,000,000	17,000,000,000	[5h] from Part 3
Wtd Average Coverage	86.863%	84.738%	[5i]
Top of Loss Layer	29,061,879,699	29,508,095,263	[5j]=[5f]+[5g]/[5i]

Layer used for FHCF publications:
Loss only: 84.738% of \$18,238,095,263 xs \$11,270,000,000
Loss + LAE: 84.738% of \$20,061,904,790 xs \$11,270,000,000

EXHIBIT

V

RESERVED
FOR
FUTURE USE

EXHIBIT

VI

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Allocation of Excess Losses to Type of Business at Coverage Level

	Evaluated	Residential	Tenants	Condos	Mobile Home	Commercial	Total
(1) Coverage Selection by Type of Business	10/24/2024	86.423%	83.434%	85.808%	89.984%	89.949%	86.870%
(2) Coverage Selection by Type of Business	03/01/2025	83.969%	74.487%	83.930%	89.122%	89.833%	84.738%
(3) Allocation of XS Loss Using 100% Adjusted Gross Losses		79.22%	0.32%	6.46%	2.73%	11.27%	100.00%
(4) Allocation of XS Loss at Coverage Level (2) x (3)		66.52%	0.24%	5.42%	2.44%	10.13%	84.74%
(5) Allocation of XS Loss at Cov. Level to Type of Business (4)/Total(4)		78.50%	0.28%	6.40%	2.87%	11.95%	100.00%
(6) Balance Adjustment to Allocation (5)/Total (5)		78.50%	0.28%	6.40%	2.87%	11.95%	100.00%
(7) Selected Allocation of XS Loss at Coverage Level for Ratemaking		78.77%	0.35%	6.38%	2.83%	11.67%	100.00%
(8) Rate Change by Type of Business		-9.47%	-14.87%	-8.49%	-10.78%	-8.52%	-9.51%

EXHIBIT

VII

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Wind Deductible Adjustment Factor

Calculation of Loading Factors to Adjust Modeled Losses for the Impact of Aggregate Wind Deductibles

	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Type of Business	Per Event Deductibles	Annual Wind Deductible + AOP Deductible	Ratio	Implied Load	Take-up Rate	2025 Adjusted Load	2024 Adjusted Load	2024/2025 Weighted Load	2025 Selected Load
Commercial Residential	399,469,860	402,176,665	1.00678	0.678%	50%	0.339%	0.336%	0.338%	0.340%
Residential	3,405,629,489	3,423,594,442	1.00528	0.528%	100%	0.528%	0.511%	0.522%	0.520%
Mobile Home	135,256,339	135,603,227	1.00256	0.256%	100%	0.256%	0.234%	0.249%	0.250%
Tenants	17,085,376	17,124,818	1.00231	0.231%	100%	0.231%	0.205%	0.222%	0.220%
Condo	261,062,766	261,546,375	1.00185	0.185%	100%	0.185%	0.184%	0.185%	0.180%
Total	4,218,503,831	4,240,045,527	1.00511						

Notes:

Verisk,Corelogic Deliverable 2 is per event; Verisk,Corelogic Deliverable 5 is aggregate

(1) Based on average of Verisk and Corelogic studies (Deliverable 2) completed in 2025

(2) Based on average of Verisk and Corelogic studies (Deliverable 5) completed in 2025

(3) = (2) / (1)

(4) = (3) - 1

(5) Judgmentally Selected

(6) = (4) * (5)

(7) Indication in 2024

(8) = (6)*2/3+(7)*1/3

(9) Selection

EXHIBIT

VIII

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Verisk and RMS 2025 Retention Limit Analyses: Adjustment to Expected FHCF Layer Losses
Coverage Selections as of 03/01/2025

		RMS Adjusted Aggregate Run	Verisk Adjusted Aggregate Run	Average RMS Verisk Adjusted Aggregate Runs	RMS/WTD	VERISK /WTD	AVE/WTD	
	2025 (WTD)							
1 Wtd Ave. Expected Gross Loss Adjusted	4,623,718,536	4,626,430,897	4,623,692,597	4,625,061,747	100.059%	99.999%	100.029%	2025 Ex. 2 (7)
2 Expected FHCF Wtd Ave.Aggregate Layer Loss and LAE at Coverage Level	998,549,202	969,664,633	992,073,900	980,869,266	97.107%	99.352%	98.229%	2025 Ex. 2 (10)
2a Expected FHCF RMS Aggregate Layer Loss and LAE at Coverage Level Using Company Limits, Retentions		971,880,882	975,426,529	973,653,706				
3 Model Adjustment Factor		1.002285584	0.983219626	0.992643708				(2a)/(2)
4 Indicated Adjustment Factor		0.229%	-1.678%	-0.7356%	(3)-1.00			Weights 67%
5 Prior Selected Factor (2024)				-1.3601%				33%
6 Current Year Selected Factor Weighted (2/3 Indicated, 1/3 Prior)				-0.9438%				2025 Ex. 2 (15)

**Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Retention and Limit Adjustment Factor Calculation History**

Year	Indicated	Selected	Modeler Data	
2013	-1.9000%	-0.7347%	ARA	
2014	0.3103%	-0.0371%	RMS	
2015	0.3103%	-0.0371%	RMS (prior year , no update)	
2016	0.0298%	0.0075%	AIR,RMS run by Paragon	
2017	0.8549%	0.5724%	AIR,RMS run by Paragon	0.5724%
2018	0.1618%	0.2987%	AIR,RMS run by Paragon	0.2987%
2019	-0.3910%	-0.1611%	AIR,RMS run by Paragon	-0.1611%
2020	-0.4315%	-0.3566%	AIR,RMS run by Paragon	-0.3566%
2021	-0.4846%	-0.4419%	AIR,RMS run by Paragon	-0.4419%
2022	-0.7192%	-0.6268%	AIR,RMS run by Paragon	-0.6268%
2023	-1.2667%	-1.0534%	AIR,RMS run by Paragon	-1.0534%
2024	-1.5135%	-1.3601%	Verisk,RMS run by Paragon	-1.3601%
2025	-0.7356%	-0.9438%	Verisk,RMS run by Paragon	-0.9438%

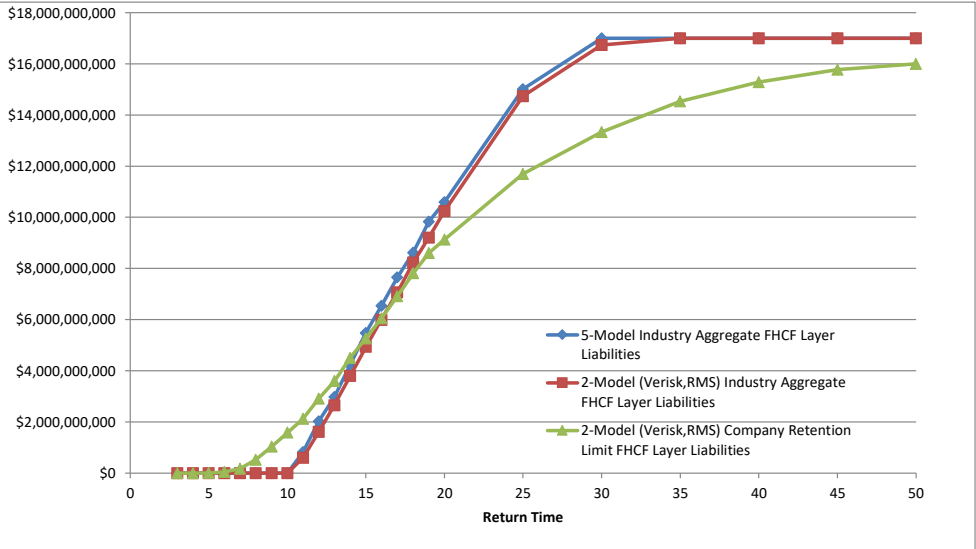
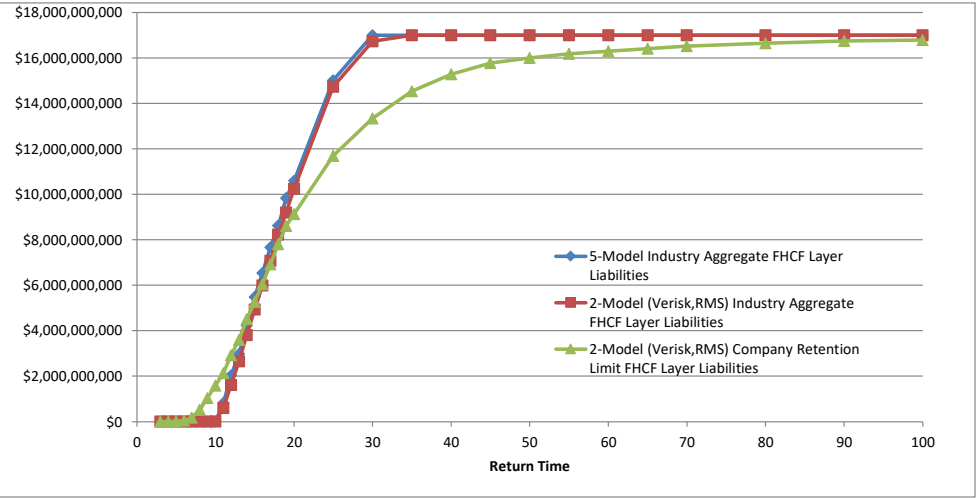
Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report
Average (Verisk,RMS) Modeled Adjusted Loss Severity Distributions
Coverage Selections Data as of 03/01/2025

Return Time	Probability of Exceedance	5-Model Uniform Weighted Section I Gross Per Event (100% Coverage, no LAE)	5-Model Weighted Section I Gross Per Event (100% Coverage, no LAE)	5-Model Section I Excess Retention Aggregate (100% Coverage, no LAE)	Traditional FHCF Only Layer		2-Model (Verisk,RMS) Section I Gross Annual (100% Coverage, no LAE)	2-Model (Verisk,RMS) Industry Aggregate FHCF Layer Liabilities	2-Model (Verisk,RMS) Company Retention Limit FHCF Layer Liabilities
					5-Model Single Event FHCF Layer Liabilities	5-Model Industry Aggregate FHCF Layer Liabilities			
1000	0.0010	\$173,279,037,895	\$180,799,863,831	\$172,271,514,266	\$17,000,000,000	\$17,000,000,000	\$186,808,219,760	\$17,000,000,000	\$16,957,227,057
900	0.0011	\$168,528,207,105	\$173,279,037,895	\$165,214,434,746	\$17,000,000,000	\$17,000,000,000	\$174,171,477,102	\$17,000,000,000	\$16,957,189,505
800	0.0013	\$162,340,534,797	\$166,755,372,144	\$158,118,119,075	\$17,000,000,000	\$17,000,000,000	\$167,678,806,227	\$17,000,000,000	\$16,957,150,260
700	0.0014	\$154,637,120,778	\$158,249,942,241	\$150,065,166,251	\$17,000,000,000	\$17,000,000,000	\$160,112,135,257	\$17,000,000,000	\$16,957,070,179
600	0.0017	\$146,870,187,675	\$148,614,997,290	\$139,975,811,457	\$17,000,000,000	\$17,000,000,000	\$152,678,173,372	\$17,000,000,000	\$16,956,860,272
500	0.0020	\$136,246,297,114	\$137,502,941,407	\$129,280,903,260	\$17,000,000,000	\$17,000,000,000	\$143,059,892,242	\$17,000,000,000	\$16,956,621,324
400	0.0025	\$124,962,975,651	\$124,848,072,367	\$115,972,223,443	\$17,000,000,000	\$17,000,000,000	\$128,961,580,921	\$17,000,000,000	\$16,955,834,061
300	0.0033	\$111,878,991,027	\$109,311,781,707	\$100,573,077,886	\$17,000,000,000	\$17,000,000,000	\$114,475,466,977	\$17,000,000,000	\$16,950,425,200
250	0.0040	\$103,279,682,754	\$99,747,915,392	\$90,625,761,236	\$17,000,000,000	\$17,000,000,000	\$106,287,646,100	\$17,000,000,000	\$16,944,101,938
200	0.0050	\$94,982,003,339	\$91,255,891,900	\$82,053,845,043	\$17,000,000,000	\$17,000,000,000	\$97,363,668,130	\$17,000,000,000	\$16,926,383,547
150	0.0067	\$83,934,110,052	\$81,271,524,681	\$71,561,163,141	\$17,000,000,000	\$17,000,000,000	\$85,183,418,182	\$17,000,000,000	\$16,883,401,311
100	0.0100	\$68,280,652,702	\$66,818,173,549	\$56,770,019,926	\$17,000,000,000	\$17,000,000,000	\$70,733,560,687	\$17,000,000,000	\$16,783,347,267
90	0.0111	\$64,408,837,018	\$62,709,427,382	\$53,268,568,279	\$17,000,000,000	\$17,000,000,000	\$67,542,826,281	\$17,000,000,000	\$16,738,122,723
80	0.0125	\$60,059,953,063	\$59,095,407,416	\$48,823,720,683	\$17,000,000,000	\$17,000,000,000	\$62,881,906,753	\$17,000,000,000	\$16,650,442,598
70	0.0143	\$55,424,990,775	\$54,253,318,774	\$44,203,162,018	\$17,000,000,000	\$17,000,000,000	\$58,534,161,673	\$17,000,000,000	\$16,525,591,845
65	0.0154	\$52,793,998,305	\$51,773,971,476	\$41,665,182,463	\$17,000,000,000	\$17,000,000,000	\$56,064,638,904	\$17,000,000,000	\$16,408,292,312
60	0.0167	\$50,277,357,677	\$49,550,384,233	\$39,164,603,131	\$17,000,000,000	\$17,000,000,000	\$53,399,433,678	\$17,000,000,000	\$16,290,925,020
55	0.0182	\$47,484,709,703	\$47,253,296,476	\$36,576,491,603	\$17,000,000,000	\$17,000,000,000	\$51,000,998,808	\$17,000,000,000	\$16,177,665,416
50	0.0200	\$44,309,813,974	\$44,046,967,871	\$33,751,686,979	\$17,000,000,000	\$17,000,000,000	\$48,076,484,720	\$17,000,000,000	\$15,999,790,014
45	0.0222	\$41,494,777,473	\$41,165,044,706	\$30,670,434,265	\$17,000,000,000	\$17,000,000,000	\$45,028,118,207	\$17,000,000,000	\$15,770,504,090
40	0.0250	\$37,966,023,998	\$38,077,662,417	\$27,401,753,905	\$17,000,000,000	\$17,000,000,000	\$41,367,364,101	\$17,000,000,000	\$15,277,850,752
35	0.0286	\$34,221,986,178	\$34,228,172,574	\$23,794,128,763	\$17,000,000,000	\$17,000,000,000	\$37,545,313,757	\$17,000,000,000	\$14,533,752,989
30	0.0333	\$30,166,188,441	\$30,247,343,239	\$19,414,333,427	\$17,000,000,000	\$17,000,000,000	\$33,312,048,576	\$16,734,729,037	\$13,335,882,552
25	0.0400	\$26,302,817,195	\$26,695,593,760	\$15,711,180,378	\$14,739,032,545	\$15,011,908,294	\$28,731,500,964	\$14,734,074,517	\$11,697,208,790
20	0.0500	\$21,654,545,182	\$22,245,170,091	\$11,092,443,207	\$10,486,688,012	\$10,598,741,545	\$24,136,976,830	\$10,237,776,940	\$9,131,432,337
19	0.0526	\$20,630,769,619	\$21,242,387,182	\$10,283,408,027	\$9,528,536,892	\$9,825,714,845	\$23,061,245,211	\$9,199,298,277	\$8,608,530,788
18	0.0556	\$19,710,387,998	\$20,237,966,516	\$9,019,297,523	\$8,568,820,909	\$8,617,867,279	\$21,918,166,627	\$8,223,224,208	\$7,809,794,831
17	0.0588	\$18,630,276,523	\$19,158,387,449	\$8,014,402,102	\$7,537,291,669	\$7,657,697,671	\$20,671,924,017	\$7,069,927,248	\$6,919,937,253
16	0.0625	\$17,605,663,737	\$18,033,747,242	\$6,849,132,749	\$6,462,706,867	\$6,544,292,043	\$19,391,972,641	\$5,993,642,561	\$6,050,052,218
15	0.0667	\$16,451,628,734	\$16,931,344,417	\$5,737,215,762	\$5,409,369,708	\$5,481,864,176	\$18,182,765,479	\$4,932,806,217	\$5,265,901,486
14	0.0714	\$15,255,578,930	\$15,648,947,059	\$4,419,507,382	\$4,184,049,199	\$4,222,804,266	\$16,947,365,296	\$3,803,572,101	\$4,504,751,212
13	0.0769	\$14,117,076,074	\$14,349,758,435	\$3,110,628,136	\$2,942,684,769	\$2,972,180,523	\$15,718,000,746	\$2,654,433,864	\$3,593,994,140
12	0.0833	\$12,936,861,853	\$13,387,282,450	\$2,124,305,685	\$2,023,046,595	\$2,029,757,241	\$14,409,559,267	\$1,609,799,358	\$2,912,738,687
11	0.0909	\$11,606,559,040	\$12,089,594,598	\$864,339,458	\$783,116,141	\$825,869,499	\$12,981,501,030	\$603,124,846	\$2,129,159,738
10	0.1000	\$10,350,980,888	\$10,855,730,219	\$0	\$0	\$0	\$11,713,475,481	\$0	\$1,580,750,127
9	0.1111	\$9,102,734,667	\$9,605,233,287	\$0	\$0	\$0	\$10,227,839,985	\$0	\$1,038,243,743
8	0.1250	\$7,694,505,741	\$8,229,669,603	\$0	\$0	\$0	\$8,910,232,027	\$0	\$519,151,337
7	0.1429	\$6,222,492,899	\$6,750,525,179	\$0	\$0	\$0	\$7,333,631,034	\$0	\$172,276,338
6	0.1667	\$4,681,735,274	\$4,991,626,443	\$0	\$0	\$0	\$5,682,555,325	\$0	\$43,224,515
5	0.2000	\$3,166,201,652	\$3,388,971,063	\$0	\$0	\$0	\$3,842,586,848	\$0	\$4,260,758
4	0.2500	\$1,811,726,312	\$1,998,052,260	\$0	\$0	\$0	\$2,293,062,589	\$0	\$42,088
3	0.3333	\$643,464,333	\$729,121,210	\$0	\$0	\$0	\$811,684,913	\$0	\$0

Aggregate FHCF Liabilities include Sections I, II and LAE, and are at weighted average coverage.
2025 Severity distributions based on ARA, AIR, CoreLogic, FPM and RMS models.

FHCF: Adjusted Curve for Company Retentions and Limits

Based on Average (Verisk, RMS) 2025 Ratemaking Analysis



EXHIBIT

IX

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
FHCF Layer Loss Scenarios

FHCF Layer Loss Scenario		FHCF Layer Loss (\$ in B)	Ground Up Losses for Average Verisk, RMS Portfolio Analysis (\$ in B)	Return Times (Yrs) for Aggregate Verisk, RMS Portfolio Analysis
1	\$1.0 Billion FHCF Layer	1.000	10.131	8.9
2	\$5.0 Billion FHCF Layer	5.000	17.751	14.6
3	Projected Fund Balance Exhausted	5.647	18.770	15.5
4	Pre-Event 2020A and 2024A Bonds Exhausted	8.897	23.654	19.5
5	\$9.0 Billion FHCF Layer (Ian Level)	9.000	23.867	19.7
6	\$10.0 Billion FHCF Layer	10.000	25.692	21.5
7	50 Year Event	16.000	48.076	50.0
8	100 Year Event	16.783	70.734	100.0
9	Maximum Statutory Limit	17.000	106.288	250.0

EXHIBIT

X

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Pre-Event Note Expense Loading
Contract Term: 6/01/2025 to 5/31/2026

	2020A Projected Debt Service	2024A Projected Debt Service	Total Debt Service Net Cost
1 Reimbursement Deposit Premium	12,000,000	23,000,000	35,000,000
2 Average Market Value	2,250,000,000	1,000,000,000	3,250,000,000
3 Exp. Default Loading %	0.03%	0.03%	
4 Exp. Default Cost (2)*(3)	675,000	300,000	975,000
5 Total Projected Liquidity Facility Cost (1)+(4)	12,675,000	23,300,000	35,975,000

Notes

- This method uses values projected by the FHCF's Financial Advisor, Raymond James (01/07/2025 for 2020A); (01/08/25 for 2024A) plus a judgmental loading for potential asset loss.

EXHIBIT

XI

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Additional Pre-Event Note Options

1 Est. FHCF Premium (with cash build up)	1,358,668,880	Exhibit 2, Line 73	
2 Cash Build-up Factor	25%		
3 Limit	\$17,000,000,000	Projected Payout Multiple	12.5122
4 Retention	\$11,270,000,000	Retention Multiple 100%	7.0289
5 Coverage %	84.738%	Retention Multiple 90%	7.8099
		Retention Multiple 75%	9.3719
		Retention Multiple 45%	15.6198

	Est. Annual Cost Change	Change in Cost + Cash Build-up	Impact on Rate	Projected Payout Multiple	Retention Multiple 90%	Retention Multiple 75%	Retention Multiple 45%
-3	-15,300,000	-19,125,000	-1.41%	12.6909	7.9214	9.5057	15.8428
-2	-10,000,000	-12,500,000	-0.92%	12.6284	7.8824	9.4589	15.7648
-1	-5,000,000	-6,250,000	-0.46%	12.5701	7.8460	9.4152	15.6920
1	At Current Level Costs	0	0.00%	12.5122	7.8099	9.3719	15.6198
2	5,000,000	6,250,000	0.46%	12.4550	7.7741	9.3289	15.5482
3	10,000,000	12,500,000	0.92%	12.3982	7.7387	9.2864	15.4774
4	15,000,000	18,750,000	1.38%	12.3419	7.7036	9.2443	15.4071
5	20,000,000	25,000,000	1.84%	12.2862	7.6688	9.2025	15.3375
6	25,000,000	31,250,000	2.30%	12.2309	7.6343	9.1611	15.2686
7	30,000,000	37,500,000	2.76%	12.1762	7.6001	9.1201	15.2002
8	35,000,000	43,750,000	3.22%	12.1219	7.5662	9.0795	15.1325
9	40,000,000	50,000,000	3.68%	12.0681	7.5327	9.0392	15.0654
10	45,000,000	56,250,000	4.14%	12.0148	7.4994	8.9993	14.9988
11	50,000,000	62,500,000	4.60%	11.9620	7.4664	8.9597	14.9328
12	55,000,000	68,750,000	5.06%	11.9096	7.4337	8.9205	14.8675
13	60,000,000	75,000,000	5.52%	11.8577	7.4013	8.8816	14.8026

EXHIBIT

XII

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	2024 FHCF Premium (Base Premium)					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Gross FHCF Premium	\$166,679,159	\$1,124,323,520	\$41,861,465	\$5,406,302	\$92,064,599	\$1,430,335,045
FHCF Premium Credits/Debits	\$1,657,381	\$1,553,952	\$0	\$6,256	-\$110,723	\$3,106,866
Net FHCF Premium	\$168,336,539	\$1,125,877,472	\$41,861,465	\$5,412,558	\$91,953,876	\$1,433,441,910

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	Percent of Gross Premium					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Gross FHCF Premium	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
FHCF Premium Credits/Debits	0.99%	0.14%	0.00%	0.12%	-0.12%	0.22%
Net FHCF Premium	100.99%	100.14%	100.00%	100.12%	99.88%	100.22%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	2024 FHCF Exposure					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Exposure	\$233,931,548,892	\$3,050,837,816,059	\$36,279,485,577	\$29,030,767,990	\$144,833,310,656	\$3,494,912,929,174
Debit = 30% or greater	\$97,829,729,503	\$1,139,606,164,539	\$0	\$7,374,087,257	\$51,431,040,899	\$1,296,241,022,198
20%<Debit<30%	\$0	\$0	\$0	\$6,112,575,542	\$15,396,324,756	\$21,508,900,298
15%<Debit<20%	\$17,007,197,051	\$0	\$0	\$0	\$0	\$17,007,197,051
10%<Debit<15%	\$23,062,364,585	\$78,486,923,109	\$0	\$0	\$0	\$101,549,287,694
5%<Debit <10%	\$0	\$250,400	\$0	\$0	\$0	\$250,400
0%<Debit<=5%	\$0	\$1,333,826	\$0	\$0	\$0	\$1,333,826
No Credit/Debit	\$0	\$2	\$36,279,485,577	\$0	\$0	\$36,279,485,579
0%<Credit<=5%	\$0	\$147,529,286,767	\$0	\$3,575,600	\$3,502,226	\$147,536,364,593
5%<Credit<10%	\$2,225,512,722	\$0	\$0	\$26,146,390	\$10,630,826,749	\$12,882,485,861
10%<Credit<15%	\$0	\$0	\$0	\$2,907,095,069	\$0	\$2,907,095,069
15%<Credit<20%	\$0	\$0	\$0	\$0	\$0	\$0
20%<Credit<30%	\$9,863,067,872	\$175,268,123,312	\$0	\$0	\$2,839,324,962	\$187,970,516,146
Credit =30% or greater	\$83,943,677,159	\$1,509,945,734,104	\$0	\$12,607,288,132	\$64,532,291,064	\$1,671,028,990,459

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	Percent of Total Exposure					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Exposure	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Debit = 30% or greater	41.82%	37.35%	0.00%	25.40%	35.51%	37.09%
20%<Debit<30%	0.00%	0.00%	0.00%	21.06%	10.63%	0.62%
15%<Debit<20%	7.27%	0.00%	0.00%	0.00%	0.00%	0.49%
10%<Debit<15%	9.86%	2.57%	0.00%	0.00%	0.00%	2.91%
5%<Debit <10%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
0%<Debit<=5%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
No Credit/Debit	0.00%	0.00%	100.00%	0.00%	0.00%	1.04%
0%<Credit<=5%	0.00%	4.84%	0.00%	0.01%	0.00%	4.22%
5%<Credit<10%	0.95%	0.00%	0.00%	0.09%	7.34%	0.37%
10%<Credit<15%	0.00%	0.00%	0.00%	10.01%	0.00%	0.08%
15%<Credit<20%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
20%<Credit<30%	4.22%	5.74%	0.00%	0.00%	1.96%	5.38%
Credit =30% or greater	35.88%	49.49%	0.00%	43.43%	44.56%	47.81%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	2024 FHCF Risk Counts					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Risk Counts	160,623	4,916,150	305,613	1,074,222	955,986	7,412,594
Debit = 30% or greater	76,500	2,339,518	0	252,193	499,632	3,167,843
20%<Debit<30%	0	0	0	308,556	91,939	400,495
15%<Debit<20%	20,637	0	0	0	0	20,637
10%<Debit<15%	10,149	101,070	0	0	0	111,219
5%<Debit <10%	0	1	0	0	0	1
0%<Debit<=5%	0	4	0	0	0	4
No Credit/Debit	0	1	305,613	0	0	305,614
0%<Credit<=5%	0	239,594	0	144	36	239,774
5%<Credit<10%	4,534	0	0	154	70,970	75,658
10%<Credit<15%	0	0	0	99,750	0	99,750
15%<Credit<20%	0	0	0	0	0	0
20%<Credit<30%	6,633	259,594	0	0	17,530	283,757
Credit =30% or greater	42,170	1,976,368	0	413,425	275,879	2,707,842

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Reimbursement Premium Credits as of 10/24/24

	Percent of All Risks					
	Commercial	Residential	Mobile Home	Tenants	Condo-Owners	Total
Total Risk Counts	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Debit = 30% or greater	47.63%	47.59%	0.00%	23.48%	52.26%	42.74%
20%<Debit<30%	0.00%	0.00%	0.00%	28.72%	9.62%	5.40%
15%<Debit<20%	12.85%	0.00%	0.00%	0.00%	0.00%	0.28%
10%<Debit<15%	6.32%	2.06%	0.00%	0.00%	0.00%	1.50%
5%<Debit <10%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
0%<Debit<=5%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
No Credit/Debit	0.00%	0.00%	100.00%	0.00%	0.00%	4.12%
0%<Credit<=5%	0.00%	4.87%	0.00%	0.01%	0.00%	3.23%
5%<Credit<10%	2.82%	0.00%	0.00%	0.01%	7.42%	1.02%
10%<Credit<15%	0.00%	0.00%	0.00%	9.29%	0.00%	1.35%
15%<Credit<20%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
20%<Credit<30%	4.13%	5.28%	0.00%	0.00%	1.83%	3.83%
Credit =30% or greater	26.25%	40.20%	0.00%	38.49%	28.86%	36.53%

EXHIBIT

XIII

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
County Rating Regions

County Number	County Name	2025 Region	County Number	County Name	2025 Region
1	ALACHUA	1	71	LEE	8
3	BAKER	1	73	LEON	1
5	BAY	7	75	LEVY	2
7	BRADFORD	1	77	LIBERTY	1
9	BREVARD	7	79	MADISON	1
11	BROWARD	12	81	MANATEE	6
13	CALHOUN	1	83	MARION	2
15	CHARLOTTE	8	85	MARTIN	13
17	CITRUS	3	86	MIAMI-DADE	14
19	CLAY	1	87	MONROE	22
21	COLLIER	11	89	NASSAU	2
23	COLUMBIA	1	91	OKALOOSA	8
27	DE SOTO	5	93	OKEECHOBEE	9
29	DIXIE	2	95	ORANGE	3
31	DUVAL	1	97	OSCEOLA	4
33	ESCAMBIA	7	99	PALM BEACH	12
35	FLAGLER	3	101	PASCO	4
37	FRANKLIN	8	103	PINELLAS	8
39	GADSDEN	1	105	POLK	4
41	GILCHRIST	2	107	PUTNAM	1
43	GLADES	7	109	SAINT JOHNS	2
45	GULF	8	111	SAINT LUCIE	9
47	HAMILTON	1	113	SANTA ROSA	8
49	HARDEE	5	115	SARASOTA	8
51	HENDRY	8	117	SEMINOLE	3
53	HERNANDO	3	119	SUMTER	2
55	HIGHLANDS	5	121	SUWANNEE	1
57	HILLSBOROUGH	5	123	TAYLOR	1
59	HOLMES	2	125	UNION	1
61	INDIAN RIVER	11	127	VOLUSIA	3
63	JACKSON	1	129	WAKULLA	1
65	JEFFERSON	1	131	WALTON	10
67	LAFAYETTE	1	133	WASHINGTON	2
69	LAKE	3			

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
32003	1	32105	2	32182	1	32259	1
32004	3	32110	1	32183	2	32260	1
32006	1	32111	2	32185	1	32266	3
32007	1	32112	2	32187	1	32277	1
32008	1	32113	2	32189	1	32301	1
32009	1	32114	4	32190	2	32302	1
32011	1	32115	7	32192	2	32303	1
32013	1	32116	7	32193	1	32304	1
32024	1	32117	4	32195	3	32305	1
32025	1	32118	7	32198	7	32306	1
32030	1	32119	4	32201	1	32307	1
32033	1	32120	7	32202	1	32308	1
32034	2	32121	7	32203	2	32309	1
32035	2	32122	4	32204	2	32310	1
32038	1	32123	4	32205	1	32311	1
32040	1	32124	1	32206	2	32312	1
32041	1	32125	7	32207	1	32313	1
32042	1	32126	7	32208	1	32314	1
32043	1	32127	4	32209	1	32315	1
32044	1	32128	2	32210	1	32316	1
32046	1	32129	3	32211	1	32317	1
32050	1	32130	2	32212	1	32318	1
32052	1	32131	2	32214	1	32320	9
32053	1	32132	5	32216	1	32321	1
32054	1	32133	3	32217	1	32322	6
32055	1	32134	1	32218	1	32323	6
32056	1	32135	4	32219	1	32324	1
32058	1	32136	5	32220	1	32326	1
32059	1	32137	3	32221	1	32327	1
32060	1	32138	1	32222	1	32328	8
32061	1	32139	2	32223	1	32329	9
32062	1	32140	1	32224	1	32330	1
32063	1	32141	4	32225	1	32331	1
32064	1	32142	2	32226	1	32332	1
32065	1	32143	2	32227	3	32333	1
32066	1	32145	1	32228	3	32334	1
32067	1	32147	1	32229	1	32336	1
32068	1	32148	1	32231	3	32337	1
32071	1	32157	2	32232	3	32340	1
32073	1	32158	3	32233	3	32341	1
32079	1	32159	3	32234	1	32343	1
32080	4	32160	1	32235	1	32344	1
32081	1	32162	2	32236	1	32345	1
32082	3	32163	3	32238	1	32346	5
32083	1	32164	2	32239	1	32347	1
32084	3	32168	3	32240	1	32348	1
32085	3	32169	7	32241	1	32350	1
32086	3	32170	7	32244	1	32351	1
32087	1	32173	7	32245	1	32352	1
32091	1	32174	3	32246	1	32353	1
32092	1	32175	7	32247	1	32355	2
32094	1	32176	7	32250	3	32356	1
32095	2	32177	1	32254	1	32357	1
32096	1	32178	1	32255	1	32358	1
32097	1	32179	2	32256	1	32359	1
32099	3	32180	2	32257	1	32360	1
32102	2	32181	2	32258	1	32361	1

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
32362	1	32504	8	32604	1	32707	3
32399	1	32505	8	32605	1	32708	3
32401	9	32506	7	32606	1	32709	3
32402	9	32507	10	32607	1	32710	3
32403	6	32508	10	32608	1	32712	3
32404	5	32509	5	32609	1	32713	3
32405	6	32511	7	32610	1	32714	3
32406	6	32512	7	32611	1	32715	3
32407	10	32513	10	32612	1	32716	3
32408	11	32514	7	32614	1	32718	3
32409	4	32516	7	32615	1	32719	3
32410	9	32520	12	32616	1	32720	2
32411	11	32521	10	32617	2	32721	2
32412	9	32522	10	32618	1	32722	2
32413	11	32523	10	32619	1	32723	2
32417	9	32524	8	32621	2	32724	2
32420	1	32526	5	32622	1	32725	3
32421	1	32530	5	32625	6	32726	4
32422	2	32531	2	32626	2	32727	4
32423	1	32533	4	32627	1	32728	3
32424	1	32534	5	32628	1	32730	3
32425	1	32535	2	32631	1	32732	3
32426	1	32536	3	32633	1	32733	3
32427	2	32537	3	32634	2	32735	4
32428	2	32538	2	32635	1	32736	2
32430	1	32539	3	32639	2	32738	3
32431	1	32540	13	32640	1	32739	3
32432	1	32541	13	32641	1	32744	2
32433	3	32542	8	32643	1	32746	3
32434	3	32544	12	32644	2	32747	3
32435	3	32547	8	32648	3	32750	3
32437	11	32548	12	32653	1	32751	3
32438	2	32549	12	32654	1	32752	3
32439	5	32550	13	32655	1	32753	3
32440	1	32559	8	32656	1	32754	4
32442	1	32560	4	32658	1	32756	3
32443	1	32561	14	32662	1	32757	3
32444	5	32562	14	32663	2	32759	4
32445	1	32563	13	32664	2	32762	3
32446	1	32564	3	32666	1	32763	2
32447	1	32565	3	32667	1	32764	2
32448	1	32566	10	32668	2	32765	3
32449	2	32567	2	32669	1	32766	3
32455	2	32568	2	32680	1	32767	2
32456	9	32569	12	32681	2	32768	3
32457	9	32570	3	32683	2	32771	3
32459	11	32571	4	32686	2	32772	3
32460	1	32572	3	32692	5	32773	3
32461	12	32577	3	32693	2	32774	2
32462	3	32578	7	32694	1	32775	4
32463	2	32579	9	32696	2	32776	2
32464	1	32580	7	32697	1	32777	4
32465	2	32583	5	32701	3	32778	4
32466	3	32588	7	32702	2	32779	3
32501	10	32591	11	32703	3	32780	5
32502	12	32601	1	32704	3	32781	5
32503	10	32603	1	32706	2	32783	5

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
32784	3	32868	3	32967	9	33065	10
32789	3	32869	3	32968	8	33066	11
32790	3	32872	3	32969	12	33067	10
32791	3	32877	3	32970	9	33068	10
32792	3	32878	3	32971	10	33069	12
32793	3	32885	3	32976	11	33070	25
32794	3	32886	3	32978	11	33071	10
32795	3	32891	3	33001	23	33073	8
32796	4	32896	3	33002	12	33074	15
32798	4	32899	5	33004	18	33075	10
32799	3	32901	9	33008	19	33076	8
32801	3	32902	9	33009	19	33077	10
32802	3	32903	12	33010	12	33081	12
32803	4	32904	6	33011	12	33082	12
32804	4	32905	9	33012	11	33083	10
32805	4	32906	9	33013	12	33084	11
32806	4	32907	5	33014	12	33090	14
32807	3	32908	6	33015	11	33092	13
32808	3	32909	6	33016	10	33093	10
32809	4	32910	9	33017	11	33097	9
32810	3	32911	8	33018	10	33101	18
32811	3	32912	9	33019	21	33102	9
32812	3	32919	9	33020	18	33106	14
32814	3	32920	11	33021	12	33109	25
32815	5	32922	6	33022	18	33112	11
32816	3	32923	6	33023	12	33114	15
32817	3	32924	6	33024	11	33116	14
32818	3	32925	12	33025	11	33119	24
32819	4	32926	4	33026	11	33122	9
32820	3	32927	5	33027	9	33124	15
32821	3	32931	12	33028	8	33125	16
32822	3	32932	12	33029	9	33126	13
32824	3	32934	6	33030	14	33127	17
32825	3	32935	8	33031	14	33128	18
32826	3	32936	8	33032	13	33129	21
32827	3	32937	11	33033	13	33130	18
32828	3	32940	6	33034	12	33131	18
32829	3	32941	9	33035	12	33132	18
32830	4	32948	6	33036	24	33133	19
32831	3	32949	10	33037	23	33134	15
32832	3	32950	9	33039	13	33135	17
32833	3	32951	13	33040	20	33136	17
32835	3	32952	8	33041	20	33137	16
32836	3	32953	6	33042	19	33138	18
32837	3	32954	6	33043	19	33139	24
32839	3	32955	6	33045	20	33140	24
32853	4	32956	6	33050	22	33141	23
32854	4	32957	11	33051	21	33142	14
32855	3	32958	11	33052	21	33143	16
32856	4	32959	5	33054	12	33144	13
32857	3	32960	12	33055	11	33145	18
32858	3	32961	12	33056	11	33146	17
32859	4	32962	11	33060	16	33147	13
32860	3	32963	14	33061	16	33149	25
32861	3	32964	14	33062	20	33150	15
32862	3	32965	14	33063	10	33152	9
32867	3	32966	8	33064	16	33153	18

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
33154	23	33257	16	33404	17	33470	10
33155	14	33261	19	33405	19	33471	7
33156	17	33265	12	33406	13	33472	10
33157	16	33266	12	33407	15	33473	8
33158	19	33269	12	33408	19	33474	15
33160	21	33280	20	33409	12	33475	16
33161	16	33283	12	33410	14	33476	14
33162	16	33296	14	33411	10	33477	18
33163	20	33299	15	33412	10	33478	9
33164	16	33301	16	33413	10	33480	20
33165	13	33302	17	33414	10	33481	19
33166	12	33303	16	33415	10	33482	15
33167	13	33304	19	33416	13	33483	20
33168	14	33305	18	33417	11	33484	11
33169	12	33306	21	33418	11	33486	15
33170	14	33307	16	33419	17	33487	18
33172	11	33308	19	33420	14	33488	14
33173	13	33309	12	33421	10	33493	10
33174	12	33310	13	33422	11	33496	11
33175	11	33311	13	33424	19	33497	11
33176	14	33312	13	33425	17	33498	11
33177	13	33313	10	33426	15	33499	17
33178	10	33314	11	33427	19	33503	4
33179	15	33315	16	33428	11	33508	4
33180	20	33316	20	33429	19	33509	4
33181	19	33317	11	33430	10	33510	4
33182	13	33318	10	33431	17	33511	4
33183	12	33319	10	33432	19	33513	3
33184	11	33320	10	33433	11	33514	3
33185	11	33321	10	33434	11	33521	3
33186	13	33322	10	33435	19	33523	3
33187	14	33323	11	33436	13	33524	4
33188	10	33324	10	33437	10	33525	4
33189	17	33325	11	33438	14	33526	4
33190	15	33326	12	33440	9	33527	4
33191	17	33327	9	33441	17	33530	4
33192	13	33328	10	33442	11	33534	6
33193	12	33329	13	33443	17	33537	3
33194	12	33330	11	33444	18	33538	3
33195	19	33331	11	33445	14	33539	4
33196	14	33332	10	33446	11	33540	4
33197	16	33334	16	33448	11	33541	4
33198	12	33335	16	33449	8	33542	4
33199	12	33338	13	33454	11	33543	4
33206	15	33339	21	33455	16	33544	3
33222	15	33340	13	33458	13	33545	4
33231	17	33345	10	33459	10	33547	4
33233	18	33346	17	33460	20	33548	4
33234	18	33348	21	33461	13	33549	4
33238	17	33351	10	33462	17	33550	4
33239	24	33355	11	33463	11	33556	4
33242	14	33359	10	33464	17	33558	4
33243	16	33388	10	33465	17	33559	4
33245	15	33394	16	33466	13	33563	4
33247	12	33401	17	33467	10	33564	4
33255	15	33402	17	33468	14	33565	4
33256	18	33403	16	33469	18	33566	4

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
33567	4	33646	5	33763	6	33850	5
33568	4	33647	3	33764	6	33851	4
33569	4	33650	6	33765	6	33852	6
33570	6	33655	5	33766	7	33853	5
33571	6	33672	5	33767	10	33854	5
33572	6	33673	5	33769	6	33855	5
33573	5	33674	4	33770	8	33856	5
33574	4	33675	6	33771	6	33857	6
33575	5	33677	6	33772	9	33858	4
33576	4	33679	7	33773	6	33859	4
33578	5	33680	5	33774	9	33860	4
33579	4	33681	8	33775	9	33862	6
33583	4	33682	4	33776	10	33863	4
33584	4	33684	5	33777	6	33865	5
33585	3	33685	6	33778	8	33867	5
33586	6	33687	4	33779	6	33868	4
33587	4	33688	4	33780	6	33870	6
33592	4	33689	4	33781	6	33871	6
33593	3	33694	4	33782	5	33872	5
33594	4	33701	10	33784	7	33873	5
33595	4	33702	7	33785	11	33875	5
33596	4	33703	9	33786	11	33876	6
33597	3	33704	9	33801	4	33877	5
33598	4	33705	11	33802	4	33880	5
33601	5	33706	12	33803	4	33881	5
33602	5	33707	10	33804	4	33882	5
33603	5	33708	11	33805	4	33883	5
33604	4	33709	7	33806	4	33884	5
33605	6	33710	8	33807	4	33885	5
33606	7	33711	10	33809	4	33888	5
33607	6	33712	11	33810	4	33890	5
33608	7	33713	7	33811	4	33896	3
33609	7	33714	7	33812	4	33897	3
33610	5	33715	12	33813	4	33898	4
33611	8	33716	7	33815	4	33901	8
33612	4	33729	7	33820	5	33902	8
33613	4	33730	7	33823	4	33903	7
33614	5	33731	10	33825	5	33904	9
33615	6	33732	7	33826	5	33905	7
33616	9	33733	7	33827	5	33906	7
33617	4	33734	9	33830	4	33907	8
33618	4	33736	12	33831	4	33908	9
33619	5	33738	11	33834	5	33909	7
33620	4	33740	11	33835	4	33910	8
33621	9	33741	12	33836	4	33912	7
33622	6	33742	7	33837	4	33913	6
33623	6	33743	8	33838	5	33914	9
33624	4	33744	9	33839	5	33915	9
33625	4	33747	8	33840	4	33916	7
33626	4	33755	8	33841	5	33917	7
33629	8	33756	8	33843	5	33918	7
33630	6	33757	8	33844	4	33919	8
33631	6	33758	8	33845	4	33920	6
33633	6	33759	6	33846	4	33921	15
33634	6	33760	7	33847	4	33922	12
33635	5	33761	6	33848	3	33924	17
33637	4	33762	7	33849	3	33927	7

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group	ZIP Code	2025 Group
33928	7	34120	7	34265	5	34476	2
33929	10	34133	9	34266	5	34477	2
33930	8	34134	12	34267	5	34478	2
33931	14	34135	9	34268	5	34479	2
33932	14	34136	9	34269	5	34480	2
33935	7	34137	11	34270	6	34481	2
33936	8	34138	11	34272	9	34482	2
33938	7	34139	11	34274	9	34483	2
33944	7	34140	16	34275	9	34484	2
33945	12	34141	11	34276	10	34487	3
33946	12	34142	8	34277	9	34488	1
33947	9	34143	8	34280	10	34489	2
33948	7	34145	18	34281	8	34491	2
33949	7	34146	18	34282	8	34492	2
33950	8	34201	5	34284	10	34498	4
33951	8	34202	4	34285	10	34601	3
33952	7	34203	6	34286	5	34602	3
33953	7	34204	6	34287	6	34603	3
33954	6	34205	8	34288	5	34604	3
33955	7	34206	8	34289	4	34605	3
33956	13	34207	8	34290	4	34606	4
33957	14	34208	6	34291	5	34607	5
33960	6	34209	10	34292	7	34608	4
33965	7	34210	10	34293	9	34609	3
33966	7	34211	4	34295	11	34610	3
33967	8	34212	5	34420	2	34611	4
33970	8	34215	13	34421	2	34613	3
33971	6	34216	14	34423	3	34614	3
33972	8	34217	14	34428	3	34636	3
33973	6	34218	14	34429	3	34637	4
33974	7	34219	4	34430	3	34638	4
33975	7	34220	8	34431	2	34639	4
33976	6	34221	7	34432	2	34652	6
33980	7	34222	6	34433	2	34653	5
33981	8	34223	11	34434	3	34654	4
33982	6	34224	10	34436	3	34655	4
33983	7	34228	13	34441	3	34656	6
33990	8	34229	10	34442	3	34660	8
33991	8	34230	10	34445	3	34661	3
33993	7	34231	10	34446	3	34667	6
33994	7	34232	6	34447	3	34668	6
34101	12	34233	6	34448	3	34669	4
34102	16	34234	8	34449	2	34673	6
34103	15	34235	6	34450	3	34674	6
34104	10	34236	10	34451	3	34677	5
34105	11	34237	8	34452	3	34679	6
34106	16	34238	8	34453	3	34680	6
34107	10	34239	9	34460	3	34681	8
34108	14	34240	5	34461	3	34682	7
34109	10	34241	6	34464	3	34683	7
34110	10	34242	11	34465	3	34684	5
34112	11	34243	6	34470	2	34685	4
34113	11	34249	7	34471	2	34688	4
34114	9	34250	9	34472	2	34689	7
34116	9	34251	5	34473	2	34690	6
34117	8	34260	6	34474	2	34691	7
34119	8	34264	6	34475	2	34692	6

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2025 Rating Group Definitions by ZIP Code

ZIP Code	2025 Group	ZIP Code	2025 Group
34695	6	34957	16
34697	7	34958	16
34698	7	34972	8
34705	4	34973	8
34711	4	34974	11
34712	4	34979	13
34713	4	34981	10
34714	3	34982	12
34715	4	34983	9
34729	5	34984	9
34731	3	34985	9
34734	4	34986	7
34736	3	34987	7
34737	4	34988	8
34739	5	34990	10
34740	4	34991	10
34741	4	34992	13
34742	4	34994	13
34743	4	34995	13
34744	4	34996	16
34745	4	34997	12
34746	4		
34747	3		
34748	4		
34749	4		
34753	4		
34755	4		
34756	5		
34758	4		
34759	3		
34760	5		
34761	4		
34762	4		
34769	5		
34770	5		
34771	4		
34772	4		
34773	4		
34777	4		
34778	4		
34785	2		
34786	3		
34787	4		
34788	4		
34789	4		
34797	4		
34945	8		
34946	12		
34947	11		
34948	10		
34949	16		
34950	13		
34951	10		
34952	12		
34953	9		
34954	13		
34956	9		

EXHIBIT

XIV

PROPOSED FHCF 2025 Commercial Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 90%

Deductible: 5%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	
1	0.0864	0.0823	0.0697	0.0475	0.0440	0.0355	0.0669
2	0.1401	0.1333	0.1130	0.0770	0.0713	0.0575	0.1084
3	0.1940	0.1846	0.1564	0.1066	0.0988	0.0796	0.1500
4	0.2542	0.2419	0.2050	0.1396	0.1294	0.1043	0.1966
5	0.3209	0.3054	0.2587	0.1763	0.1634	0.1316	0.2482
6	0.3942	0.3751	0.3179	0.2166	0.2007	0.1617	0.3049
7	0.4743	0.4514	0.3825	0.2606	0.2415	0.1946	0.3669
8	0.5614	0.5342	0.4527	0.3084	0.2858	0.2303	0.4342
9	0.6555	0.6238	0.5286	0.3601	0.3338	0.2689	0.5070
10	0.7569	0.7203	0.6103	0.4158	0.3854	0.3105	0.5854
11	0.8658	0.8239	0.6981	0.4756	0.4408	0.3552	0.6696
12	0.9822	0.9347	0.7920	0.5396	0.5001	0.4029	0.7597
13	1.1065	1.0529	0.8922	0.6079	0.5634	0.4539	0.8558
14	1.2388	1.1788	0.9989	0.6805	0.6307	0.5082	0.9581
15	1.3792	1.3124	1.1121	0.7577	0.7022	0.5658	1.0667
16	1.5279	1.4540	1.2320	0.8394	0.7780	0.6268	1.1818
17	1.6851	1.6035	1.3588	0.9257	0.8580	0.6913	1.3033
18	1.8508	1.7612	1.4924	1.0168	0.9423	0.7592	1.4315
19	2.0250	1.9270	1.6329	1.1125	1.0311	0.8307	1.5662
20	2.2078	2.1009	1.7802	1.2129	1.1241	0.9057	1.7076
21	2.3989	2.2827	1.9343	1.3179	1.2214	0.9841	1.8554
22	2.5981	2.4723	2.0949	1.4273	1.3228	1.0658	2.0095
23	2.8049	2.6691	2.2617	1.5409	1.4282	1.1507	2.1695
24	3.0188	2.8726	2.4342	1.6584	1.5370	1.2384	2.3349
25	3.2387	3.0819	2.6115	1.7792	1.6490	1.3286	2.5049

PROPOSED FHCF 2025 Commercial Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 75%

Deductible: 5%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	
1	0.0720	0.0686	0.0581	0.0396	0.0367	0.0296	0.0557
2	0.1168	0.1111	0.0942	0.0641	0.0595	0.0479	0.0903
3	0.1616	0.1538	0.1303	0.0888	0.0823	0.0663	0.1250
4	0.2118	0.2016	0.1708	0.1164	0.1078	0.0869	0.1638
5	0.2674	0.2545	0.2156	0.1469	0.1362	0.1097	0.2068
6	0.3285	0.3126	0.2649	0.1805	0.1673	0.1348	0.2541
7	0.3953	0.3761	0.3187	0.2172	0.2013	0.1622	0.3057
8	0.4678	0.4452	0.3772	0.2570	0.2382	0.1919	0.3618
9	0.5463	0.5198	0.4405	0.3001	0.2781	0.2241	0.4225
10	0.6308	0.6002	0.5086	0.3465	0.3212	0.2588	0.4879
11	0.7215	0.6865	0.5818	0.3964	0.3673	0.2960	0.5580
12	0.8185	0.7789	0.6600	0.4497	0.4168	0.3358	0.6331
13	0.9221	0.8775	0.7435	0.5066	0.4695	0.3783	0.7132
14	1.0323	0.9823	0.8324	0.5671	0.5256	0.4235	0.7984
15	1.1493	1.0937	0.9268	0.6314	0.5852	0.4715	0.8890
16	1.2733	1.2116	1.0267	0.6995	0.6483	0.5223	0.9848
17	1.4043	1.3363	1.1323	0.7714	0.7150	0.5761	1.0861
18	1.5423	1.4677	1.2436	0.8473	0.7853	0.6327	1.1929
19	1.6875	1.6058	1.3607	0.9271	0.8592	0.6923	1.3052
20	1.8398	1.7507	1.4835	1.0107	0.9368	0.7547	1.4230
21	1.9991	1.9023	1.6119	1.0982	1.0178	0.8201	1.5462
22	2.1651	2.0602	1.7458	1.1894	1.1024	0.8882	1.6746
23	2.3374	2.2243	1.8848	1.2841	1.1901	0.9589	1.8079
24	2.5156	2.3938	2.0285	1.3820	1.2809	1.0320	1.9457
25	2.6989	2.5682	2.1762	1.4827	1.3742	1.1072	2.0875

PROPOSED FHCF 2025 Commercial Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 45%

Deductible: 5%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	
1	0.0432	0.0411	0.0349	0.0237	0.0220	0.0177	0.0334
2	0.0701	0.0667	0.0565	0.0385	0.0357	0.0287	0.0542
3	0.0970	0.0923	0.0782	0.0533	0.0494	0.0398	0.0750
4	0.1271	0.1209	0.1025	0.0698	0.0647	0.0521	0.0983
5	0.1604	0.1527	0.1294	0.0881	0.0817	0.0658	0.1241
6	0.1971	0.1876	0.1589	0.1083	0.1004	0.0809	0.1525
7	0.2372	0.2257	0.1912	0.1303	0.1208	0.0973	0.1834
8	0.2807	0.2671	0.2263	0.1542	0.1429	0.1151	0.2171
9	0.3278	0.3119	0.2643	0.1801	0.1669	0.1345	0.2535
10	0.3785	0.3601	0.3052	0.2079	0.1927	0.1553	0.2927
11	0.4329	0.4119	0.3491	0.2378	0.2204	0.1776	0.3348
12	0.4911	0.4673	0.3960	0.2698	0.2501	0.2015	0.3799
13	0.5533	0.5265	0.4461	0.3039	0.2817	0.2270	0.4279
14	0.6194	0.5894	0.4994	0.3403	0.3154	0.2541	0.4791
15	0.6896	0.6562	0.5561	0.3788	0.3511	0.2829	0.5334
16	0.7640	0.7270	0.6160	0.4197	0.3890	0.3134	0.5909
17	0.8426	0.8018	0.6794	0.4629	0.4290	0.3456	0.6517
18	0.9254	0.8806	0.7462	0.5084	0.4712	0.3796	0.7157
19	1.0125	0.9635	0.8164	0.5562	0.5155	0.4154	0.7831
20	1.1039	1.0504	0.8901	0.6064	0.5621	0.4528	0.8538
21	1.1994	1.1414	0.9672	0.6589	0.6107	0.4920	0.9277
22	1.2990	1.2361	1.0475	0.7136	0.6614	0.5329	1.0047
23	1.4025	1.3346	1.1309	0.7705	0.7141	0.5753	1.0847
24	1.5094	1.4363	1.2171	0.8292	0.7685	0.6192	1.1674
25	1.6193	1.5409	1.3057	0.8896	0.8245	0.6643	1.2525

PROPOSED FHCF 2025 Residential Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 90%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	
1	0.0786	0.0731	0.0620	0.0414	0.0479	0.0258	0.0827
2	0.1275	0.1184	0.1004	0.0671	0.0776	0.0418	0.1340
3	0.1764	0.1639	0.1390	0.0928	0.1075	0.0578	0.1855
4	0.2312	0.2148	0.1822	0.1216	0.1409	0.0758	0.2430
5	0.2919	0.2712	0.2300	0.1536	0.1778	0.0957	0.3068
6	0.3586	0.3331	0.2826	0.1887	0.2185	0.1175	0.3769
7	0.4315	0.4008	0.3400	0.2270	0.2629	0.1414	0.4535
8	0.5107	0.4744	0.4024	0.2687	0.3111	0.1673	0.5368
9	0.5963	0.5539	0.4699	0.3137	0.3633	0.1954	0.6268
10	0.6886	0.6396	0.5426	0.3623	0.4195	0.2256	0.7237
11	0.7876	0.7316	0.6206	0.4144	0.4798	0.2581	0.8278
12	0.8935	0.8300	0.7041	0.4701	0.5443	0.2928	0.9391
13	1.0066	0.9350	0.7932	0.5296	0.6132	0.3298	1.0580
14	1.1269	1.0468	0.8880	0.5929	0.6865	0.3693	1.1844
15	1.2547	1.1655	0.9887	0.6601	0.7643	0.4111	1.3187
16	1.3900	1.2912	1.0953	0.7313	0.8467	0.4555	1.4609
17	1.5329	1.4240	1.2080	0.8065	0.9338	0.5023	1.6112
18	1.6836	1.5640	1.3267	0.8858	1.0256	0.5517	1.7696
19	1.8421	1.7112	1.4516	0.9692	1.1222	0.6036	1.9362
20	2.0084	1.8656	1.5826	1.0566	1.2234	0.6581	2.1109
21	2.1822	2.0271	1.7196	1.1481	1.3293	0.7151	2.2936
22	2.3634	2.1954	1.8624	1.2434	1.4397	0.7745	2.4841
23	2.5516	2.3702	2.0107	1.3424	1.5544	0.8361	2.6818
24	2.7461	2.5509	2.1640	1.4448	1.6729	0.8999	2.8863
25	2.9462	2.7368	2.3216	1.5500	1.7947	0.9654	3.0966

PROPOSED FHCF 2025 Residential Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 75%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	and Unknown
1	0.0655	0.0609	0.0516	0.0345	0.0399	0.0215	0.0689
2	0.1062	0.0987	0.0837	0.0559	0.0647	0.0348	0.1116
3	0.1470	0.1366	0.1159	0.0774	0.0896	0.0482	0.1545
4	0.1927	0.1790	0.1518	0.1014	0.1174	0.0631	0.2025
5	0.2433	0.2260	0.1917	0.1280	0.1482	0.0797	0.2557
6	0.2989	0.2776	0.2355	0.1572	0.1821	0.0979	0.3141
7	0.3596	0.3340	0.2834	0.1892	0.2190	0.1178	0.3779
8	0.4256	0.3953	0.3354	0.2239	0.2592	0.1395	0.4473
9	0.4969	0.4616	0.3916	0.2614	0.3027	0.1628	0.5223
10	0.5738	0.5330	0.4522	0.3019	0.3495	0.1880	0.6031
11	0.6563	0.6097	0.5172	0.3453	0.3998	0.2151	0.6898
12	0.7446	0.6917	0.5868	0.3917	0.4536	0.2440	0.7826
13	0.8388	0.7792	0.6610	0.4413	0.5110	0.2749	0.8816
14	0.9391	0.8723	0.7400	0.4941	0.5721	0.3077	0.9870
15	1.0455	0.9712	0.8239	0.5501	0.6369	0.3426	1.0989
16	1.1583	1.0760	0.9127	0.6094	0.7056	0.3796	1.2174
17	1.2774	1.1866	1.0066	0.6721	0.7782	0.4186	1.3426
18	1.4030	1.3033	1.1056	0.7381	0.8547	0.4598	1.4746
19	1.5351	1.4260	1.2097	0.8076	0.9351	0.5030	1.6135
20	1.6737	1.5547	1.3189	0.8805	1.0195	0.5484	1.7591
21	1.8185	1.6893	1.4330	0.9567	1.1078	0.5959	1.9113
22	1.9695	1.8295	1.5520	1.0362	1.1998	0.6454	2.0701
23	2.1263	1.9752	1.6756	1.1187	1.2953	0.6968	2.2349
24	2.2885	2.1258	1.8033	1.2040	1.3940	0.7499	2.4052
25	2.4552	2.2806	1.9347	1.2917	1.4956	0.8045	2.5805

PROPOSED FHCF 2025 Residential Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 45%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	
<u>Group</u>	<u>Frame</u>	<u>Masonry Veneer</u>	<u>Masonry</u>	<u>Roof Deck</u>	<u>Superior</u>	<u>Roof Deck</u>	<u>Non-MH Default and Unknown</u>
1	0.0393	0.0365	0.0310	0.0207	0.0240	0.0129	0.0413
2	0.0637	0.0592	0.0502	0.0335	0.0388	0.0209	0.0670
3	0.0882	0.0820	0.0695	0.0464	0.0537	0.0289	0.0927
4	0.1156	0.1074	0.0911	0.0608	0.0704	0.0379	0.1215
5	0.1460	0.1356	0.1150	0.0768	0.0889	0.0478	0.1534
6	0.1793	0.1666	0.1413	0.0943	0.1092	0.0588	0.1885
7	0.2158	0.2004	0.1700	0.1135	0.1314	0.0707	0.2268
8	0.2553	0.2372	0.2012	0.1343	0.1555	0.0837	0.2684
9	0.2982	0.2770	0.2350	0.1569	0.1816	0.0977	0.3134
10	0.3443	0.3198	0.2713	0.1811	0.2097	0.1128	0.3619
11	0.3938	0.3658	0.3103	0.2072	0.2399	0.1290	0.4139
12	0.4468	0.4150	0.3521	0.2350	0.2722	0.1464	0.4696
13	0.5033	0.4675	0.3966	0.2648	0.3066	0.1649	0.5290
14	0.5635	0.5234	0.4440	0.2964	0.3432	0.1846	0.5922
15	0.6273	0.5827	0.4943	0.3300	0.3821	0.2056	0.6593
16	0.6950	0.6456	0.5476	0.3656	0.4234	0.2277	0.7304
17	0.7665	0.7120	0.6040	0.4032	0.4669	0.2512	0.8056
18	0.8418	0.7820	0.6634	0.4429	0.5128	0.2759	0.8848
19	0.9211	0.8556	0.7258	0.4846	0.5611	0.3018	0.9681
20	1.0042	0.9328	0.7913	0.5283	0.6117	0.3291	1.0554
21	1.0911	1.0136	0.8598	0.5740	0.6647	0.3575	1.1468
22	1.1817	1.0977	0.9312	0.6217	0.7199	0.3872	1.2420
23	1.2758	1.1851	1.0053	0.6712	0.7772	0.4181	1.3409
24	1.3731	1.2755	1.0820	0.7224	0.8364	0.4499	1.4431
25	1.4731	1.3684	1.1608	0.7750	0.8974	0.4827	1.5483

PROPOSED FHCF 2025 Mobile Home Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 90%

Deductible: 2%

ZIP Code	Mobile Home - Fully Tied Down				Other Than Fully Tied Down or Unknown 25
	<u>Year Built</u> <u>Pre-1976</u>	<u>Year Built</u> <u>1976-1994</u>	<u>Year Built</u> <u>1995-2008</u>	<u>Year Built</u> <u>Post 2008</u>	
<u>Group</u>					<u>All Years</u>
1	0.4658	0.4657	0.2034	0.1861	0.5693
2	0.7550	0.7548	0.3297	0.3017	0.9228
3	1.0451	1.0448	0.4564	0.4176	1.2774
4	1.3695	1.3692	0.5980	0.5472	1.6739
5	1.7290	1.7285	0.7550	0.6909	2.1132
6	2.1241	2.1236	0.9276	0.8488	2.5962
7	2.5558	2.5551	1.1160	1.0213	3.1238
8	3.0248	3.0240	1.3208	1.2087	3.6970
9	3.5320	3.5311	1.5423	1.4113	4.3170
10	4.0784	4.0773	1.7809	1.6297	4.9847
11	4.6648	4.6636	2.0370	1.8640	5.7015
12	5.2924	5.2910	2.3111	2.1148	6.4686
13	5.9620	5.9604	2.6035	2.3823	7.2870
14	6.6746	6.6729	2.9147	2.6671	8.1580
15	7.4312	7.4293	3.2450	2.9694	9.0828
16	8.2326	8.2304	3.5950	3.2896	10.0622
17	9.0794	9.0770	3.9648	3.6280	11.0972
18	9.9721	9.9695	4.3546	3.9847	12.1883
19	10.9109	10.9080	4.7645	4.3598	13.3358
20	11.8955	11.8924	5.1945	4.7533	14.5392
21	12.9252	12.9218	5.6441	5.1647	15.7978
22	13.9985	13.9948	6.1128	5.5936	17.1096
23	15.1130	15.1091	6.5995	6.0390	18.4718
24	16.2652	16.2610	7.1027	6.4994	19.8801
25	17.4501	17.4455	7.6201	6.9728	21.3283

PROPOSED FHCF 2025 Mobile Home Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 75%

Deductible: 2%

ZIP Code	Mobile Home - Fully Tied Down				Other Than Fully Tied Down or Unknown 25
	<u>Year Built</u> <u>Pre-1976</u>	<u>Year Built</u> <u>1976-1994</u>	<u>Year Built</u> <u>1995-2008</u>	<u>Year Built</u> <u>Post 2008</u>	
<u>Group</u>					<u>All Years</u>
1	0.3882	0.3881	0.1695	0.1551	0.4744
2	0.6292	0.6290	0.2747	0.2514	0.7690
3	0.8709	0.8707	0.3803	0.3480	1.0645
4	1.1413	1.1410	0.4984	0.4560	1.3949
5	1.4408	1.4404	0.6292	0.5757	1.7610
6	1.7701	1.7696	0.7730	0.7073	2.1635
7	2.1298	2.1292	0.9300	0.8510	2.6031
8	2.5206	2.5200	1.1007	1.0072	3.0808
9	2.9433	2.9425	1.2853	1.1761	3.5975
10	3.3986	3.3977	1.4841	1.3580	4.1539
11	3.8873	3.8863	1.6975	1.5533	4.7513
12	4.4103	4.4091	1.9259	1.7623	5.3905
13	4.9683	4.9670	2.1695	1.9853	6.0725
14	5.5622	5.5607	2.4289	2.2226	6.7984
15	6.1927	6.1911	2.7042	2.4745	7.5690
16	6.8605	6.8587	2.9958	2.7414	8.3852
17	7.5662	7.5642	3.3040	3.0233	9.2477
18	8.3101	8.3079	3.6288	3.3206	10.1569
19	9.0924	9.0900	3.9704	3.6332	11.1131
20	9.9129	9.9103	4.3287	3.9611	12.1160
21	10.7710	10.7682	4.7035	4.3040	13.1648
22	11.6654	11.6624	5.0940	4.6614	14.2580
23	12.5942	12.5909	5.4996	5.0325	15.3932
24	13.5544	13.5508	5.9189	5.4161	16.5667
25	14.5418	14.5379	6.3501	5.8107	17.7736

PROPOSED FHCF 2025 Mobile Home Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 45%

Deductible: 2%

ZIP Code	Mobile Home - Fully Tied Down				Other Than Fully Tied Down or Unknown 25
	<u>Year Built</u> <u>Pre-1976</u>	<u>Year Built</u> <u>1976-1994</u>	<u>Year Built</u> <u>1995-2008</u>	<u>Year Built</u> <u>Post 2008</u>	
<u>Group</u>					<u>All Years</u>
1	0.2329	0.2328	0.1017	0.0931	0.2847
2	0.3775	0.3774	0.1648	0.1508	0.4614
3	0.5225	0.5224	0.2282	0.2088	0.6387
4	0.6848	0.6846	0.2990	0.2736	0.8369
5	0.8645	0.8643	0.3775	0.3454	1.0566
6	1.0621	1.0618	0.4638	0.4244	1.2981
7	1.2779	1.2775	0.5580	0.5106	1.5619
8	1.5124	1.5120	0.6604	0.6043	1.8485
9	1.7660	1.7655	0.7712	0.7057	2.1585
10	2.0392	2.0386	0.8905	0.8148	2.4924
11	2.3324	2.3318	1.0185	0.9320	2.8508
12	2.6462	2.6455	1.1555	1.0574	3.2343
13	2.9810	2.9802	1.3017	1.1912	3.6435
14	3.3373	3.3364	1.4573	1.3335	4.0790
15	3.7156	3.7146	1.6225	1.4847	4.5414
16	4.1163	4.1152	1.7975	1.6448	5.0311
17	4.5397	4.5385	1.9824	1.8140	5.5486
18	4.9860	4.9847	2.1773	1.9924	6.0942
19	5.4554	5.4540	2.3823	2.1799	6.6679
20	5.9478	5.9462	2.5972	2.3766	7.2696
21	6.4626	6.4609	2.8221	2.5824	7.8989
22	6.9993	6.9974	3.0564	2.7968	8.5548
23	7.5565	7.5545	3.2998	3.0195	9.2359
24	8.1326	8.1305	3.5513	3.2497	9.9400
25	8.7251	8.7228	3.8100	3.4864	10.6642

PROPOSED FHCF 2025 Tenants Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 90%

Deductible: \$1 - \$500

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	
1	0.0439	0.0429	0.0337	0.0253	0.0238	0.0216	0.0316
2	0.0712	0.0696	0.0546	0.0410	0.0387	0.0351	0.0512
3	0.0986	0.0963	0.0756	0.0567	0.0535	0.0485	0.0708
4	0.1292	0.1262	0.0991	0.0743	0.0701	0.0636	0.0928
5	0.1631	0.1593	0.1251	0.0938	0.0885	0.0803	0.1172
6	0.2004	0.1957	0.1536	0.1153	0.1088	0.0986	0.1440
7	0.2411	0.2355	0.1849	0.1387	0.1309	0.1187	0.1732
8	0.2854	0.2787	0.2188	0.1642	0.1549	0.1404	0.2050
9	0.3332	0.3255	0.2555	0.1917	0.1808	0.1640	0.2394
10	0.3848	0.3758	0.2950	0.2213	0.2088	0.1894	0.2764
11	0.4401	0.4299	0.3374	0.2532	0.2388	0.2166	0.3161
12	0.4993	0.4877	0.3828	0.2872	0.2710	0.2457	0.3587
13	0.5625	0.5494	0.4312	0.3236	0.3053	0.2768	0.4040
14	0.6297	0.6151	0.4828	0.3622	0.3418	0.3099	0.4523
15	0.7011	0.6848	0.5375	0.4033	0.3805	0.3450	0.5036
16	0.7767	0.7587	0.5955	0.4468	0.4215	0.3822	0.5579
17	0.8566	0.8367	0.6567	0.4927	0.4649	0.4216	0.6153
18	0.9408	0.9190	0.7213	0.5412	0.5106	0.4630	0.6758
19	1.0293	1.0055	0.7892	0.5921	0.5587	0.5066	0.7394
20	1.1222	1.0962	0.8604	0.6456	0.6091	0.5523	0.8062
21	1.2194	1.1911	0.9349	0.7015	0.6618	0.6001	0.8759
22	1.3206	1.2900	1.0125	0.7597	0.7167	0.6500	0.9487
23	1.4258	1.3927	1.0931	0.8202	0.7738	0.7017	1.0242
24	1.5345	1.4989	1.1765	0.8827	0.8328	0.7552	1.1023
25	1.6463	1.6081	1.2622	0.9470	0.8935	0.8102	1.1826

PROPOSED FHCF 2025 Tenants Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 75%

Deductible: \$1 - \$500

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default and Unknown
<u>Group</u>	<u>Frame</u>	<u>Masonry Veneer</u>	<u>Masonry</u>	<u>Roof Deck</u>	<u>Superior</u>	<u>Roof Deck</u>	
1	0.0366	0.0358	0.0281	0.0211	0.0199	0.0180	0.0263
2	0.0594	0.0580	0.0455	0.0341	0.0322	0.0292	0.0426
3	0.0822	0.0803	0.0630	0.0473	0.0446	0.0404	0.0590
4	0.1077	0.1052	0.0825	0.0619	0.0584	0.0530	0.0773
5	0.1359	0.1328	0.1042	0.0782	0.0738	0.0669	0.0976
6	0.1670	0.1631	0.1280	0.0961	0.0906	0.0822	0.1200
7	0.2009	0.1963	0.1541	0.1156	0.1090	0.0989	0.1443
8	0.2378	0.2323	0.1823	0.1368	0.1291	0.1170	0.1708
9	0.2777	0.2712	0.2129	0.1597	0.1507	0.1367	0.1995
10	0.3206	0.3132	0.2458	0.1844	0.1740	0.1578	0.2303
11	0.3667	0.3582	0.2812	0.2110	0.1990	0.1805	0.2634
12	0.4161	0.4064	0.3190	0.2393	0.2258	0.2048	0.2989
13	0.4687	0.4579	0.3594	0.2696	0.2544	0.2307	0.3367
14	0.5247	0.5126	0.4023	0.3019	0.2848	0.2583	0.3769
15	0.5842	0.5707	0.4479	0.3361	0.3171	0.2875	0.4197
16	0.6472	0.6322	0.4962	0.3723	0.3513	0.3185	0.4649
17	0.7138	0.6973	0.5473	0.4106	0.3874	0.3513	0.5128
18	0.7840	0.7658	0.6011	0.4510	0.4255	0.3858	0.5632
19	0.8578	0.8379	0.6577	0.4935	0.4655	0.4222	0.6162
20	0.9352	0.9135	0.7170	0.5380	0.5076	0.4603	0.6718
21	1.0161	0.9926	0.7791	0.5845	0.5515	0.5001	0.7300
22	1.1005	1.0750	0.8438	0.6331	0.5973	0.5416	0.7906
23	1.1881	1.1606	0.9110	0.6835	0.6448	0.5847	0.8535
24	1.2787	1.2491	0.9804	0.7356	0.6940	0.6293	0.9186
25	1.3719	1.3401	1.0518	0.7892	0.7446	0.6752	0.9855

PROPOSED FHCF 2025 Tenants Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 45%

Deductible: \$1 - \$500

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	Non-MH Default and Unknown
1	0.0220	0.0215	0.0168	0.0126	0.0119	0.0108	0.0158
2	0.0356	0.0348	0.0273	0.0205	0.0193	0.0175	0.0256
3	0.0493	0.0482	0.0378	0.0284	0.0268	0.0243	0.0354
4	0.0646	0.0631	0.0495	0.0372	0.0351	0.0318	0.0464
5	0.0816	0.0797	0.0625	0.0469	0.0443	0.0401	0.0586
6	0.1002	0.0979	0.0768	0.0576	0.0544	0.0493	0.0720
7	0.1206	0.1178	0.0924	0.0694	0.0654	0.0593	0.0866
8	0.1427	0.1394	0.1094	0.0821	0.0774	0.0702	0.1025
9	0.1666	0.1627	0.1277	0.0958	0.0904	0.0820	0.1197
10	0.1924	0.1879	0.1475	0.1107	0.1044	0.0947	0.1382
11	0.2200	0.2149	0.1687	0.1266	0.1194	0.1083	0.1581
12	0.2496	0.2439	0.1914	0.1436	0.1355	0.1229	0.1793
13	0.2812	0.2747	0.2156	0.1618	0.1526	0.1384	0.2020
14	0.3148	0.3076	0.2414	0.1811	0.1709	0.1550	0.2262
15	0.3505	0.3424	0.2688	0.2016	0.1902	0.1725	0.2518
16	0.3883	0.3793	0.2977	0.2234	0.2108	0.1911	0.2790
17	0.4283	0.4184	0.3284	0.2464	0.2324	0.2108	0.3077
18	0.4704	0.4595	0.3606	0.2706	0.2553	0.2315	0.3379
19	0.5147	0.5027	0.3946	0.2961	0.2793	0.2533	0.3697
20	0.5611	0.5481	0.4302	0.3228	0.3045	0.2762	0.4031
21	0.6097	0.5956	0.4674	0.3507	0.3309	0.3001	0.4380
22	0.6603	0.6450	0.5063	0.3799	0.3584	0.3250	0.4743
23	0.7129	0.6964	0.5466	0.4101	0.3869	0.3508	0.5121
24	0.7672	0.7495	0.5882	0.4414	0.4164	0.3776	0.5511
25	0.8231	0.8041	0.6311	0.4735	0.4467	0.4051	0.5913

PROPOSED FHCF 2025 Condominium Unit Owners Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 90%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	and Unknown
1	0.0939	0.0853	0.0739	0.0508	0.0455	0.0336	0.0720
2	0.1522	0.1382	0.1197	0.0823	0.0737	0.0544	0.1167
3	0.2107	0.1913	0.1658	0.1139	0.1021	0.0753	0.1615
4	0.2761	0.2507	0.2172	0.1492	0.1338	0.0987	0.2116
5	0.3485	0.3165	0.2742	0.1884	0.1689	0.1246	0.2672
6	0.4282	0.3888	0.3369	0.2314	0.2075	0.1531	0.3282
7	0.5152	0.4678	0.4053	0.2785	0.2496	0.1843	0.3949
8	0.6097	0.5537	0.4797	0.3296	0.2954	0.2181	0.4674
9	0.7119	0.6465	0.5602	0.3848	0.3450	0.2546	0.5458
10	0.8221	0.7465	0.6468	0.4444	0.3984	0.2940	0.6302
11	0.9403	0.8539	0.7398	0.5083	0.4556	0.3363	0.7208
12	1.0668	0.9687	0.8394	0.5766	0.5169	0.3816	0.8178
13	1.2018	1.0913	0.9456	0.6496	0.5823	0.4298	0.9213
14	1.3454	1.2217	1.0586	0.7273	0.6519	0.4812	1.0314
15	1.4979	1.3602	1.1786	0.8097	0.7258	0.5358	1.1483
16	1.6595	1.5069	1.3057	0.8970	0.8041	0.5935	1.2722
17	1.8301	1.6619	1.4400	0.9893	0.8868	0.6546	1.4030
18	2.0101	1.8253	1.5816	1.0865	0.9740	0.7189	1.5410
19	2.1993	1.9972	1.7305	1.1888	1.0657	0.7866	1.6860
20	2.3978	2.1774	1.8866	1.2961	1.1619	0.8576	1.8382
21	2.6054	2.3659	2.0499	1.4083	1.2625	0.9318	1.9973
22	2.8217	2.5623	2.2201	1.5252	1.3673	1.0092	2.1632
23	3.0464	2.7663	2.3969	1.6467	1.4762	1.0896	2.3354
24	3.2786	2.9772	2.5796	1.7722	1.5887	1.1726	2.5134
25	3.5174	3.1941	2.7676	1.9013	1.7045	1.2581	2.6965

PROPOSED FHCF 2025 Condominium Unit Owners Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 75%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default
<u>Group</u>	<u>Frame</u>	<u>Masonry Veneer</u>	<u>Masonry</u>	<u>Roof Deck</u>	<u>Superior</u>	<u>Roof Deck</u>	<u>and Unknown</u>
1	0.0782	0.0710	0.0616	0.0423	0.0379	0.0280	0.0600
2	0.1268	0.1152	0.0998	0.0686	0.0615	0.0454	0.0972
3	0.1756	0.1594	0.1381	0.0949	0.0851	0.0628	0.1346
4	0.2300	0.2089	0.1810	0.1244	0.1115	0.0823	0.1764
5	0.2904	0.2637	0.2285	0.1570	0.1407	0.1039	0.2226
6	0.3568	0.3240	0.2807	0.1929	0.1729	0.1276	0.2735
7	0.4293	0.3898	0.3378	0.2321	0.2080	0.1535	0.3291
8	0.5081	0.4614	0.3998	0.2746	0.2462	0.1817	0.3895
9	0.5933	0.5388	0.4668	0.3207	0.2875	0.2122	0.4548
10	0.6851	0.6221	0.5390	0.3703	0.3320	0.2450	0.5252
11	0.7836	0.7116	0.6165	0.4236	0.3797	0.2803	0.6007
12	0.8890	0.8073	0.6995	0.4805	0.4308	0.3180	0.6815
13	1.0015	0.9094	0.7880	0.5413	0.4853	0.3582	0.7677
14	1.1212	1.0181	0.8822	0.6060	0.5433	0.4010	0.8595
15	1.2483	1.1335	0.9822	0.6747	0.6049	0.4465	0.9569
16	1.3829	1.2558	1.0881	0.7475	0.6701	0.4946	1.0601
17	1.5251	1.3849	1.2000	0.8244	0.7390	0.5455	1.1692
18	1.6751	1.5211	1.3180	0.9054	0.8117	0.5991	1.2841
19	1.8328	1.6643	1.4420	0.9907	0.8881	0.6555	1.4050
20	1.9982	1.8145	1.5722	1.0801	0.9683	0.7147	1.5318
21	2.1711	1.9716	1.7083	1.1736	1.0521	0.7765	1.6644
22	2.3514	2.1353	1.8501	1.2710	1.1394	0.8410	1.8026
23	2.5386	2.3053	1.9974	1.3722	1.2301	0.9080	1.9462
24	2.7322	2.4810	2.1497	1.4769	1.3239	0.9772	2.0945
25	2.9312	2.6618	2.3063	1.5844	1.4204	1.0484	2.2471

PROPOSED FHCF 2025 Condominium Unit Owners Rates (Not Yet Approved by FHCF Trustees for Use)

Rates are Dollars per \$1000 of Exposure

Coverage Level: 45%

Deductible: 2%

ZIP Code				Masonry with Reinforced Concrete		Superior with Reinforced Concrete	Non-MH Default
Group	Frame	Masonry Veneer	Masonry	Roof Deck	Superior	Roof Deck	and Unknown
1	0.0469	0.0426	0.0369	0.0254	0.0227	0.0168	0.0360
2	0.0761	0.0691	0.0599	0.0411	0.0369	0.0272	0.0583
3	0.1053	0.0956	0.0829	0.0569	0.0510	0.0377	0.0807
4	0.1380	0.1253	0.1086	0.0746	0.0669	0.0494	0.1058
5	0.1743	0.1582	0.1371	0.0942	0.0844	0.0623	0.1336
6	0.2141	0.1944	0.1684	0.1157	0.1037	0.0766	0.1641
7	0.2576	0.2339	0.2027	0.1392	0.1248	0.0921	0.1975
8	0.3049	0.2768	0.2399	0.1648	0.1477	0.1090	0.2337
9	0.3560	0.3233	0.2801	0.1924	0.1725	0.1273	0.2729
10	0.4110	0.3733	0.3234	0.2222	0.1992	0.1470	0.3151
11	0.4701	0.4269	0.3699	0.2541	0.2278	0.1682	0.3604
12	0.5334	0.4844	0.4197	0.2883	0.2585	0.1908	0.4089
13	0.6009	0.5456	0.4728	0.3248	0.2912	0.2149	0.4606
14	0.6727	0.6109	0.5293	0.3636	0.3260	0.2406	0.5157
15	0.7490	0.6801	0.5893	0.4048	0.3629	0.2679	0.5742
16	0.8297	0.7535	0.6528	0.4485	0.4021	0.2968	0.6361
17	0.9151	0.8310	0.7200	0.4946	0.4434	0.3273	0.7015
18	1.0050	0.9127	0.7908	0.5433	0.4870	0.3595	0.7705
19	1.0997	0.9986	0.8652	0.5944	0.5329	0.3933	0.8430
20	1.1989	1.0887	0.9433	0.6481	0.5810	0.4288	0.9191
21	1.3027	1.1829	1.0250	0.7042	0.6312	0.4659	0.9987
22	1.4109	1.2812	1.1101	0.7626	0.6837	0.5046	1.0816
23	1.5232	1.3832	1.1985	0.8233	0.7381	0.5448	1.1677
24	1.6393	1.4886	1.2898	0.8861	0.7944	0.5863	1.2567
25	1.7587	1.5971	1.3838	0.9507	0.8522	0.6290	1.3483

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Windstorm Mitigation Construction Rating Classification Factors

To Calculate the Final FHCF Rate for a risk:

Preliminary factor = (combined year built-age of roof factor) x (roof shape factor) x (opening protection factor)

Capped factor* = Preliminary Factor

Final rate = (Base rate) x (Capped factor) x (On balance factor)

*Capped factor = 100% of Preliminary Factor (i.e. no cap in current factors)

Rating Factor	Description	Type of Business				
		Commercial	Residential	Mobile Home	Tenants	Condos
Year Built and Roof Age	2018 or later and Roof Age 0-5 years	0.2388	0.3036	1.0000	0.3034	0.3101
	2018 or later and Roof Age 6-10 years	0.2461	0.3170	1.0000	0.3034	0.3101
	2018 or later and Roof Age 11-20 years	0.2652	0.3473	1.0000	0.3034	0.3101
	2018 or later and Roof Age 21 or greater years	0.2891	0.3812	1.0000	0.3034	0.3101
	2018 or later and Roof Age Unknown	0.2891	0.3812	1.0000	0.3034	0.3101
	2012-2017 and Roof Age 0-5 years	0.2433	0.3106	1.0000	0.3098	0.3160
	2012-2017 and Roof Age 6-10 years	0.2509	0.3245	1.0000	0.3098	0.3160
	2012-2017 and Roof Age 11-20 years	0.2701	0.3548	1.0000	0.3098	0.3160
	2012-2017 and Roof Age 21 or greater years	0.2942	0.3892	1.0000	0.3098	0.3160
	2012-2017 and Roof Age Unknown	0.2942	0.3892	1.0000	0.3098	0.3160
	2002-2011 and Roof Age 0-5 years	0.3516	0.4516	1.0000	0.4464	0.4703
	2002-2011 and Roof Age 6-10 years	0.3639	0.4723	1.0000	0.4464	0.4703
	2002-2011 and Roof Age 11-20 years	0.3908	0.5136	1.0000	0.4464	0.4703
	2002-2011 and Roof Age 21 or greater years	0.4243	0.5610	1.0000	0.4464	0.4703
	2002-2011 and Roof Age Unknown	0.4243	0.5610	1.0000	0.4464	0.4703
	1995-2001 and Roof Age 0-5 years	0.5180	0.6649	1.0000	0.7479	0.7691
	1995-2001 and Roof Age 6-10 years	0.5794	0.7533	1.0000	0.7479	0.7691
	1995-2001 and Roof Age 11-20 years	0.6192	0.8212	1.0000	0.7479	0.7691
	1995-2001 and Roof Age 21 or greater years	0.6743	0.8984	1.0000	0.7479	0.7691
	1995-2001 and Roof Age Unknown	0.6743	0.8984	1.0000	0.7479	0.7691
	1994 or earlier and Roof Age 0-5 years	1.0276	1.3115	1.0000	1.5667	1.5174
	1994 or earlier and Roof Age 6-10 years	1.1602	1.5051	1.0000	1.5667	1.5174
	1994 or earlier and Roof Age 11-20 years	1.2713	1.7103	1.0000	1.5667	1.5174
	1994 or earlier and Roof Age 21 or greater years	1.4049	1.9104	1.0000	1.5667	1.5174
	1994 or earlier and Roof Age Unknown	1.4049	1.9104	1.0000	1.5667	1.5174
	Year Built Unknown and Roof Age 0-5 years	1.0276	1.3115	1.0000	1.5667	1.5174
	Year Built Unknown and Roof Age 6-10 years	1.1602	1.5051	1.0000	1.5667	1.5174
	Year Built Unknown and Roof Age 11-20 years	1.2713	1.7103	1.0000	1.5667	1.5174
	Year Built Unknown and Roof Age 21 or greater years	1.4049	1.9104	1.0000	1.5667	1.5174
	Year Built Unknown and Roof Age Unknown	1.4049	1.9104	1.0000	1.5667	1.5174
Roof Shape	Hip, Mansard, or Pyramid	0.7834	0.8269	1.0000	0.8284	0.7840
	Gable, Other or Unknown	1.0559	1.1395	1.0000	1.0145	1.0419
Opening Protection	Structure Opening Protection	0.8494	0.8961	1.0000	0.8683	0.8716
	No Structure Opening Protection	1.0921	1.1127	1.0000	1.0148	1.1066
On Balance Factor		0.9671	0.9876	1.0000	0.9922	0.9752

EXHIBIT

XV

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Exposure and Risks as of 10/24/24 (Trended to 6/30/25)

2025 FHCF Rating Region	Total Exposure (\$)					
	Commercial	Residential	Mobile Home	Tenants	Condominium- Owners	Total
1	4,735,097,362	360,634,188,929	7,563,668,191	4,025,809,655	4,082,258,285	381,041,022,422
2	1,582,322,355	165,083,470,426	3,459,172,319	880,334,796	2,348,609,993	173,353,909,889
3	12,823,668,301	497,082,259,280	5,474,591,012	5,425,168,025	9,744,990,914	530,550,677,532
4	9,201,806,176	508,479,998,786	7,771,966,733	4,135,141,423	6,891,085,384	536,479,998,502
5	4,860,816,326	158,843,876,328	3,275,405,221	1,643,421,406	3,723,674,504	172,347,193,785
6	9,211,332,107	181,123,168,652	2,656,070,547	1,710,747,016	6,107,182,570	200,808,500,892
7	12,537,338,232	175,908,252,812	2,156,482,442	1,539,734,042	8,860,828,088	201,002,635,616
8	11,064,269,163	163,972,553,442	1,117,227,337	1,362,095,966	6,818,012,656	184,334,158,564
9	11,651,509,758	164,999,931,371	814,246,234	1,043,315,748	6,725,043,367	185,234,046,478
10	32,608,644,111	209,889,889,801	586,583,947	1,982,211,489	17,654,773,211	262,722,102,559
11	29,022,493,838	195,680,492,029	1,470,819,066	1,667,082,117	14,797,648,805	242,638,535,855
12	14,697,227,214	79,930,428,405	447,239,902	676,925,794	7,467,393,217	103,219,214,532
13	10,310,848,515	84,026,842,252	265,237,184	606,385,992	5,337,765,226	100,547,079,169
14	7,883,404,668	59,815,280,543	100,203,589	302,179,873	5,908,886,500	74,009,955,173
15	4,650,016,388	20,062,542,989	1,209,393	262,889,485	2,998,865,679	27,975,523,934
16	8,123,631,168	54,651,052,011	95,406,066	654,873,958	4,638,981,218	68,163,944,421
17	5,260,881,220	25,843,257,696	34,846,295	396,933,323	3,249,030,576	34,784,949,110
18	12,732,249,763	27,557,946,143	3,644,700	508,161,045	7,006,979,719	47,808,981,370
19	10,287,412,864	27,172,240,644	44,434,312	484,247,050	6,751,222,989	44,739,557,859
20	9,605,638,231	23,623,506,027	8,082,606	265,887,714	5,609,931,210	39,113,045,788
21	7,467,741,897	4,146,991,463	-	130,476,951	4,345,491,844	16,090,702,155
22	245,194,454	1,600,608,868	2,332,119	6,084,279	36,214,369	1,890,434,089
23	3,032,858,474	5,807,662,906	18,292,653	71,618,226	3,204,875,990	12,135,308,249
24	4,347,718,860	5,048,944,971	116,471	94,686,404	3,284,229,685	12,775,696,391
25	3,005,373,718	2,394,277,635	4,559,711	25,306,405	1,584,283,216	7,013,800,685
Total	\$240,949,495,163	\$3,203,379,664,409	\$37,371,838,050	\$29,901,718,182	\$149,178,259,215	\$3,660,780,975,019
1-5	\$33,203,710,520	\$1,690,123,793,749	\$27,544,803,476	\$16,109,875,305	\$26,790,619,080	\$1,793,772,802,130
6-10	\$77,073,093,371	\$895,893,796,078	\$7,330,610,507	\$7,638,104,261	\$46,165,839,892	\$1,034,101,444,109
11-15	\$66,563,990,623	\$439,515,586,218	\$2,284,709,134	\$3,515,463,261	\$36,510,559,427	\$548,390,308,663
16-20	\$46,009,813,246	\$158,848,002,521	\$186,413,979	\$2,310,103,090	\$27,256,145,712	\$234,610,478,548
21-25	\$18,098,887,403	\$18,998,485,843	\$25,300,954	\$328,172,265	\$12,455,095,104	\$49,905,941,569
% of Total within Type of Business						
1-5	13.8%	52.8%	73.7%	53.9%	18.0%	49.0%
6-10	32.0%	28.0%	19.6%	25.5%	30.9%	28.2%
11-15	27.6%	13.7%	6.1%	11.8%	24.5%	15.0%
16-20	19.1%	5.0%	0.5%	7.7%	18.3%	6.4%
21-25	7.5%	0.6%	0.1%	1.1%	8.3%	1.4%
% of Total within Territory						
Total	6.6%	87.5%	1.0%	0.8%	4.1%	100.0%
1-5	1.9%	94.2%	1.5%	0.9%	1.5%	100.0%
6-10	7.5%	86.6%	0.7%	0.7%	4.5%	100.0%
11-15	12.1%	80.1%	0.4%	0.6%	6.7%	100.0%
16-20	19.6%	67.7%	0.1%	1.0%	11.6%	100.0%
21-25	36.3%	38.1%	0.1%	0.7%	25.0%	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Exposure and Risks as of 10/24/24 (Trended to 6/30/25)

2025 FHCF Rating Region	Total Risks					
	Commercial	Residential	Mobile Home	Tenants	Condominium- Owners	Total
1	3,387	568,080	56,783	146,257	29,170	803,677
2	1,118	269,029	26,626	25,516	11,855	334,144
3	10,013	754,084	43,368	198,928	67,907	1,074,300
4	8,491	802,448	65,184	148,445	47,964	1,072,532
5	6,006	284,847	27,463	60,415	26,884	405,615
6	10,756	312,466	24,303	62,898	46,545	456,968
7	9,174	288,530	18,695	55,978	63,446	435,823
8	10,046	246,134	9,420	47,709	45,452	358,761
9	10,653	254,397	7,186	32,774	46,239	351,249
10	24,108	319,603	5,441	74,329	131,437	554,918
11	21,877	280,925	11,332	59,979	127,620	501,733
12	9,066	145,607	3,778	27,710	56,810	242,971
13	7,707	160,866	2,638	24,597	36,633	232,441
14	5,754	80,346	941	11,822	27,672	126,535
15	2,190	31,008	16	10,471	13,740	57,425
16	4,171	70,727	1,009	25,408	30,593	131,908
17	2,475	32,740	318	15,568	17,164	68,265
18	3,985	33,234	46	19,946	41,808	99,019
19	3,431	29,542	464	17,801	32,986	84,224
20	3,122	16,067	145	8,374	25,130	52,838
21	796	4,588	-	4,106	17,407	26,897
22	139	2,623	42	234	291	3,329
23	879	5,266	336	2,233	7,507	16,221
24	885	2,698	2	2,560	11,574	17,719
25	394	2,125	77	443	2,860	5,899
Total	160,623	4,997,980	305,613	1,084,501	966,694	7,515,411
1-5	29,015	2,678,488	219,424	579,561	183,780	3,690,268
6-10	64,737	1,421,130	65,045	273,688	333,119	2,157,719
11-15	46,594	698,752	18,705	134,579	262,475	1,161,105
16-20	17,184	182,310	1,982	87,097	147,681	436,254
21-25	3,093	17,300	457	9,576	39,639	70,065
% of Total within Type of Business						
1-5	18.1%	53.6%	71.8%	53.4%	19.0%	49.1%
6-10	40.3%	28.4%	21.3%	25.2%	34.5%	28.7%
11-15	29.0%	14.0%	6.1%	12.4%	27.2%	15.4%
16-20	10.7%	3.6%	0.6%	8.0%	15.3%	5.8%
21-25	1.9%	0.3%	0.1%	0.9%	4.1%	0.9%
% of Total within Territory						
Total	2.1%	66.5%	4.1%	14.4%	12.9%	100.0%
1-5	0.8%	72.6%	5.9%	15.7%	5.0%	100.0%
6-10	3.0%	65.9%	3.0%	12.7%	15.4%	100.0%
11-15	4.0%	60.2%	1.6%	11.6%	22.6%	100.0%
16-20	3.9%	41.8%	0.5%	20.0%	33.9%	100.0%
21-25	4.4%	24.7%	0.7%	13.7%	56.6%	100.0%

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
2024 FHCF Exposure and Risks as of 10/24/24 (Trended to 6/30/25)

2025 FHCF Rating Region	Averages				
	Commercial	Residential	Mobile Home	Tenants	Condominium- Owners
1	1,398,021	634,830	133,203	27,526	139,947
2	1,415,315	613,627	129,917	34,501	198,111
3	1,280,702	659,187	126,236	27,272	143,505
4	1,083,713	633,661	119,231	27,856	143,672
5	809,327	557,646	119,266	27,202	138,509
6	856,390	579,657	109,290	27,199	131,210
7	1,366,616	609,671	115,351	27,506	139,659
8	1,101,361	666,192	118,602	28,550	150,005
9	1,093,730	648,592	113,310	31,834	145,441
10	1,352,607	656,721	107,808	26,668	134,321
11	1,326,621	696,558	129,793	27,794	115,951
12	1,621,137	548,946	118,380	24,429	131,445
13	1,337,855	522,341	100,545	24,653	145,709
14	1,370,074	744,471	106,486	25,561	213,533
15	2,123,295	647,012	75,587	25,106	218,258
16	1,947,646	772,704	94,555	25,774	151,635
17	2,125,609	789,348	109,580	25,497	189,293
18	3,195,044	829,209	79,233	25,477	167,599
19	2,998,372	919,783	95,764	27,203	204,669
20	3,076,758	1,470,312	55,742	31,752	223,236
21	9,381,585	903,878	-	31,777	249,640
22	1,763,989	610,221	55,527	26,001	124,448
23	3,450,351	1,102,860	54,442	32,073	426,918
24	4,912,677	1,871,366	58,236	36,987	283,759
25	7,627,852	1,126,719	59,217	57,125	553,945
Total	\$1,500,093	\$640,935	\$122,285	\$27,572	\$154,318
1-5	\$1,144,364	\$630,999	\$125,532	\$27,797	\$145,775
6-10	\$1,190,557	\$630,409	\$112,701	\$27,908	\$138,587
11-15	\$1,428,596	\$629,001	\$122,144	\$26,122	\$139,101
16-20	\$2,677,480	\$871,307	\$94,053	\$26,523	\$184,561
21-25	\$5,851,564	\$1,098,178	\$55,363	\$34,270	\$314,213

EXHIBIT

XVI

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report Valid Zip Codes With Residential Exposure
2025 Residential Masonry Base Premium (2% Deductible) Comparison
Prior to Application of Premium Credits/Surcharges

% Change in Rates

Maximum Decrease -44.54%
Maximum Increase 49.91%

Threshold From To		Count of ZIP Codes	Percentage of Zip Codes in Group	Residential Exposure (in 000's)	Percentage of Res Exposure in Group	Residential Exposure Risk Counts (Houses)	Percentage of Risk Counts in Group
Less Than	-30%	0	0.00%	-	0.00%	-	0.00%
-30%	-20%	18	1.94%	91,405,410	3.59%	121,776	3.05%
-20%	-15%	9	0.97%	25,681,136	1.01%	38,757	0.97%
-15%	-10%	402	43.37%	1,209,758,081	47.55%	1,962,155	49.16%
-10%	-5%	315	33.98%	833,210,531	32.75%	1,303,005	32.65%
-5%	0%	123	13.27%	166,037,308	6.53%	261,983	6.56%
0%	10%	53	5.72%	204,535,709	8.04%	279,717	7.01%
Greater Than	10%	7	0.76%	13,791,615	0.54%	24,033	0.60%
New ZIP Codes in 2025		927	100.00%	2,544,419,789	100.00%	3,991,426	100.00%
		0	0.00%	-	0.00%	-	0.00%
		927	100.00%	2,544,419,789	100.00%	3,991,426	100.00%

\$ Change in Rates

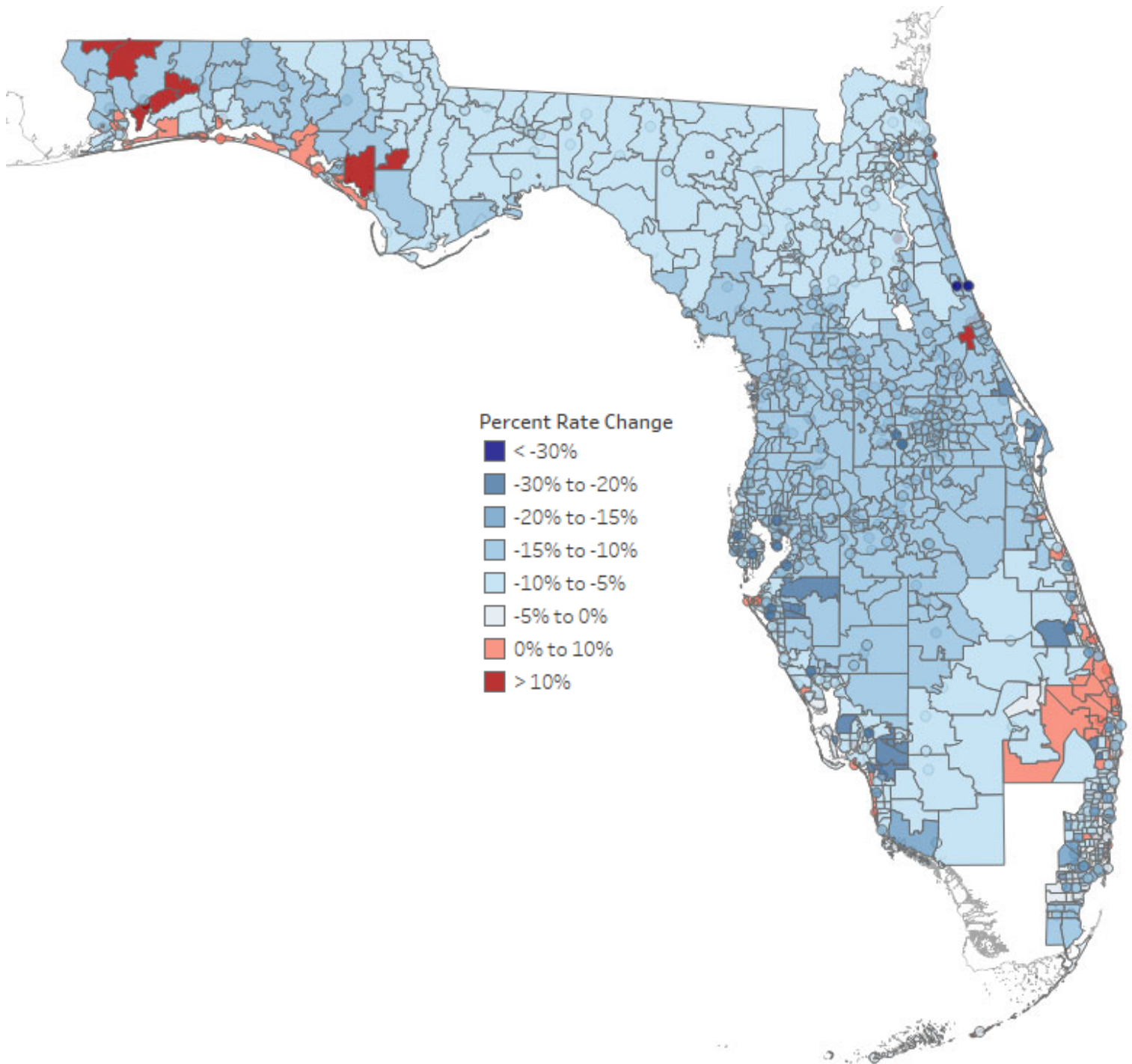
Maximum Decrease (\$119.14)
Maximum Increase \$68.52

Premium Threshold* From To		Count of ZIP Codes	Percentage of Zip Codes in Group	Residential Exposure (in 000's)	Percentage of Res Exposure in Group	Residential Exposure Risk Counts (Houses)	Percentage of Risk Counts in Group
-\$150	-\$100	2	0.22%	2,746,053	0.11%	1,365	0.03%
-\$100	-\$30	56	6.04%	143,546,805	5.64%	203,170	5.09%
-\$30	-\$20	285	30.74%	773,095,839	30.38%	1,243,257	31.15%
-\$20	-\$10	323	34.84%	987,856,065	38.82%	1,567,469	39.27%
-\$10	\$0	202	21.79%	421,487,473	16.57%	676,504	16.95%
\$0	\$25	25	2.70%	83,843,525	3.30%	133,456	3.34%
\$25	\$50	28	3.02%	121,623,266	4.78%	153,648	3.85%
\$50	\$75	6	0.65%	10,220,762	0.40%	12,557	0.31%
New ZIP Codes in 2025		927	100.00%	2,544,419,789	100.00%	3,991,426	100.00%
		0	0.00%	-	0.00%	-	0.00%
		927	100.00%	2,544,419,789	100.00%	3,991,426	100.00%

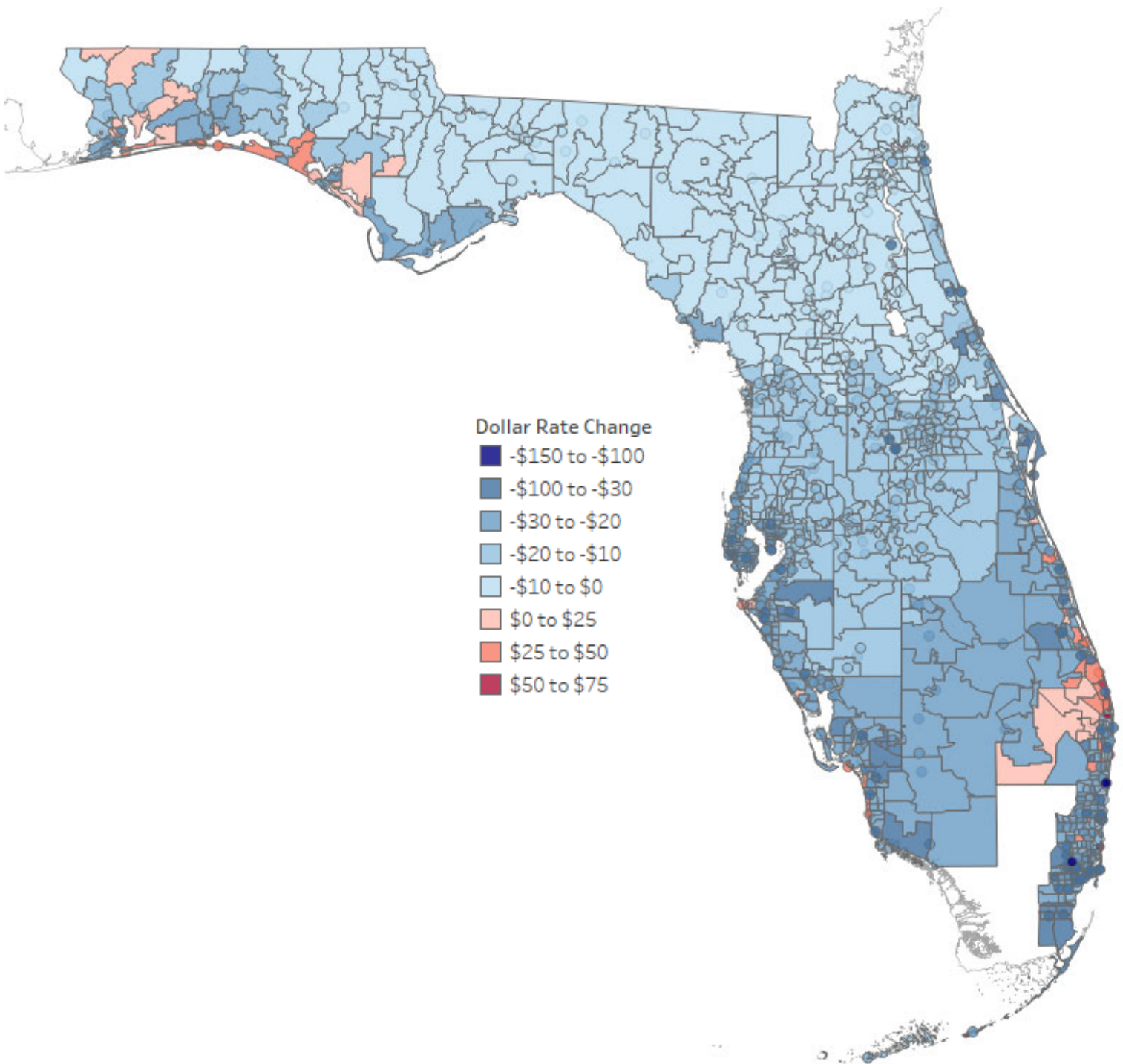
***Exposure Assumptions**

Coverages: \$ 375 Building Value
(in thousands) \$ 37 Appurtenant Structures
 \$ 187 Contents
 \$ 37 Additional Living Expense
 \$ 637 FHCF Exposure

Florida Hurricane Catastrophe Fund
Proposed 2025 Percentage Rate Change by 5-Digit ZIP Code
Entire State



Florida Hurricane Catastrophe Fund
Proposed 2025 Dollar Rate Change by 5-Digit ZIP Code
Entire State



EXHIBIT

XVII

Florida Hurricane Catastrophe Fund
2025 Ratemaking Premium Formula Report
Exhibit XVII - Risk Transfer Options Formula

The rates presented in this report do not include a loading for the cost of risk transfer. Should the FHCF enter into a different risk transfer arrangement, the impact of the cost shall be determined, and the 2025-2026 FHCF premium rates and factors would be accordingly adjusted, by using the formula specified in this Exhibit.

The estimates for FHCF loss credits are based on the average of the Verisk and RMS data distributions in Exhibit VIII. Exhibit XVII is based on the same loss severity distribution and displays probability of exceedance for specific FHCF layers with the adjustments to the FHCF loss layer level prior to fixed expenses. These values are used to illustrate a range of potential risk transfer structures, costs and factors in the tables of this exhibit.

To adjust the FHCF premium/rates to account for the impact of a future risk transfer arrangement, if any, the rates presented in this 2025 Ratemaking Formula Report would be adjusted by a Risk Transfer Adjustment Factor (RTAF):

$$\text{Amended FHCF Rate} = \text{Original FHCF Rate} \times \text{RTAF}$$

The details of the formula calculation are provided below.

Definitions

1. Amended FHCF Rate: Original FHCF Rate x RTAF
2. Amended FHCF Rate Change: FHCF Current Rate Change x RTAF
3. Amended FHCF Projected Payout Multiple: FHCF Current Projected Payout Multiple/RTAF
4. Amended FHCF Retention Multiple: FHCF Current Retention Multiple/RTAF
5. AP = Amended FHCF Premium: OP x RTAF
6. CBF: Cash Build-up Factor [25% for the 2025 Contract Year]
7. ELC: Expected Loss Credit
8. NRCP: Net Risk Transfer Cost Premium = $(\text{RTC} - (\text{ELC} \times (1 + \text{CBF})))$
9. OP = Original FHCF Premium: \$1,358,668,880 for the 2025 Contract Year [Exh. II, line 73]
10. ONRCP: = Original Net Risk Transfer Cost Premium = Reinsurance [Exh. II, line 45a] – (ceded loss and lae [Exh. II, line 21] x $(1 + \text{CBF})$) = $\$0 - (\$0 \times 1.25) = \$0$
11. RTAF = $(\text{OP} - \text{ONRCP} + \text{NRCP}) / \text{OP}$
12. RTC: Risk Transfer Costs

Calculation of the Expected Loss Credit (ELC)

The ELC is calculated, based on the Modeled Adjusted Loss Severity Distributions in Exhibit XVII, as $ELC = ((P(LA) + P(LE)/2)) \times (LE - LA) \times TUP$, whereas:

1. LA: Layer Attachment
2. LE: Layer Exhaustion
3. P(LA): probability of exceedance for Layer Attachment
4. P(LE): probability of exceedance for Layer Exhaustion
5. TUP: True Up Factor = FHCF Losses Prior to special adjustments and expenses (Exh. II, Line 19) / Exh. XVII total expected losses (no LAE, Adj.) = $\$1,038,581,187 / \$977,058,125 = 1.062967658$

Example of RTAF Calculation

Risk Transfer of \$500 million excess of \$10.5 billion purchased for 12% Rate on Line (\$60 million)

- $RTC = 60,000,000$
- Layer Attachment: \$10,500,000,000, $P(LA) = 4.45500\%$
- Layer Exhaustion: \$11,000,000,000, $P(LE) = 4.28300\%$
- $ELC = ((0.0445500 + 0.0428300)/2) \times (\$11,000,000,000 - \$10,500,000,000) \times 1.062967658 = 23,220,528$
- $NRCP = \$60,000,000 - (\$23,220,528 \times 1.25) = \$30,974,339$

$$RTAF = (\$1,358,668,880 - \$0 + \$30,974,339) / \$1,358,668,880 = 1.02279756$$

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Expected Loss and Premium by Layer

Based on Avg. (Verisk, RMS) 2025 Trended Zip Code Loss Data and 2025 Per Company Estimated Limits and Retentions

Aggregate FHCF Loss Level	Return Time	Prob(Exceed)	Expected Loss Company Ret, Lim	Adjust to Total Gross Loss and LAE (Expected Loss Credits)
0	3.7	27.13400%	2,269,750	2,412,671
10,000,000	5.5	18.26100%	15,039,900	15,986,927
100,000,000	6.6	15.16100%	21,579,750	22,938,576
250,000,000	7.3	13.61200%	32,571,250	34,622,185
500,000,000	8.0	12.44500%	59,227,500	62,956,917
1,000,000,000	8.9	11.24600%	103,165,000	109,661,058
2,000,000,000	10.7	9.38700%	88,240,000	93,796,266
3,000,000,000	12.1	8.26100%	78,480,000	83,421,702
4,000,000,000	13.4	7.43500%	71,510,000	76,012,817
5,000,000,000	14.6	6.86700%	65,825,000	69,969,846
6,000,000,000	15.9	6.29800%	60,945,000	64,782,564
7,000,000,000	17.0	5.89100%	56,950,000	60,536,008
8,000,000,000	18.2	5.49900%	52,840,000	56,167,211
9,000,000,000	19.7	5.06900%	48,515,000	51,569,876
10,000,000,000	21.6	4.63400%	22,722,500	24,153,283
10,500,000,000	22.4	4.45500%	21,845,000	23,220,528
11,000,000,000	23.3	4.28300%	20,777,500	22,085,811
11,500,000,000	24.8	4.02800%	19,700,000	20,940,463
12,000,000,000	26.0	3.85200%	18,835,000	20,020,996
12,500,000,000	27.2	3.68200%	17,915,000	19,043,066
13,000,000,000	28.7	3.48400%	17,007,500	18,078,422
13,500,000,000	30.1	3.31900%	16,030,000	17,039,372
14,000,000,000	32.3	3.09300%	14,957,500	15,899,339
14,500,000,000	34.6	2.89000%	13,940,000	14,817,769
15,000,000,000	37.2	2.68600%	12,777,500	13,582,069
15,500,000,000	41.2	2.42500%	5,886,250	6,256,893
15,750,000,000	43.8	2.28400%	5,413,750	5,754,641
16,000,000,000	48.9	2.04700%	4,755,000	5,054,411
16,250,000,000	56.9	1.75700%	7,336,455	7,798,414
16,999,000,000	495.0	0.20200%	1,020	1,084
17,000,000,000	50,000.0	0.00200%		
Total			977,058,125	1,038,581,187
True Up Factor				1.0629676581
Average AIR,RMS detail modeled expected losses			976,094,479	

Paragon Strategic Solutions Inc.

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Risk Transfer Estimated Cost and Rate Impact
Based on Avg. (Verisk, RMS) 2025 Trended Zip Code Loss Data and 2025 Per Company Estimated Limits and Retentions

Aggregate

Reinsurance Attachment	\$10,500,000,000	Limit	\$17,000,000,000	Projected Payout Multiple	12.5122					
FHCF Premium with Cash Build Up	\$1,358,668,880	Retention	\$11,270,000,000	Retention Multiple 100%	7.0289					
Cash Build Up Factor	25%	Coverage %	84.738%	Retention Multiple 90%	7.8099					
				Retention Multiple 75%	9.3719					
Rate Change	-9.51%	2025 Model Net Rein	\$0	Retention Multiple 45%	15.6198					
Risk Transfer Premiums Gross		Risk Transfer Rate on Line								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	\$75,000,000	\$77,500,000	\$80,000,000	\$82,500,000	\$85,000,000	\$87,500,000	\$90,000,000	\$92,500,000	\$95,000,000
\$1,000,000,000	\$45,306,339	\$150,000,000	\$155,000,000	\$160,000,000	\$165,000,000	\$170,000,000	\$175,000,000	\$180,000,000	\$185,000,000	\$190,000,000
\$1,500,000,000	\$66,246,802	\$225,000,000	\$232,500,000	\$240,000,000	\$247,500,000	\$255,000,000	\$262,500,000	\$270,000,000	\$277,500,000	\$285,000,000
\$2,000,000,000	\$86,267,798	\$300,000,000	\$310,000,000	\$320,000,000	\$330,000,000	\$340,000,000	\$350,000,000	\$360,000,000	\$370,000,000	\$380,000,000
Risk Transfer Dollar Impact on Premiums		Net Risk Transfer Cost Premium								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	\$45,974,339	\$48,474,339	\$50,974,339	\$53,474,339	\$55,974,339	\$58,474,339	\$60,974,339	\$63,474,339	\$65,974,339
\$1,000,000,000	\$45,306,339	\$93,367,076	\$98,367,076	\$103,367,076	\$108,367,076	\$113,367,076	\$118,367,076	\$123,367,076	\$128,367,076	\$133,367,076
\$1,500,000,000	\$66,246,802	\$142,191,498	\$149,691,498	\$157,191,498	\$164,691,498	\$172,191,498	\$179,691,498	\$187,191,498	\$194,691,498	\$202,191,498
\$2,000,000,000	\$86,267,798	\$192,165,253	\$202,165,253	\$212,165,253	\$222,165,253	\$232,165,253	\$242,165,253	\$252,165,253	\$262,165,253	\$272,165,253
Risk Transfer % Impact on Rates		FHCF Rate Impact								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	3.4%	3.6%	3.8%	3.9%	4.1%	4.3%	4.5%	4.7%	4.9%
\$1,000,000,000	\$45,306,339	6.9%	7.2%	7.6%	8.0%	8.3%	8.7%	9.1%	9.4%	9.8%
\$1,500,000,000	\$66,246,802	10.5%	11.0%	11.6%	12.1%	12.7%	13.2%	13.8%	14.3%	14.9%
\$2,000,000,000	\$86,267,798	14.1%	14.9%	15.6%	16.4%	17.1%	17.8%	18.6%	19.3%	20.0%
Risk Transfer: Revised Rate Change		FHCF Revised Rate Change								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	-6.45%	-6.28%	-6.12%	-5.95%	-5.78%	-5.62%	-5.45%	-5.28%	-5.12%
\$1,000,000,000	\$45,306,339	-3.29%	-2.96%	-2.63%	-2.29%	-1.96%	-1.63%	-1.29%	-0.96%	-0.63%
\$1,500,000,000	\$66,246,802	-0.04%	0.46%	0.96%	1.46%	1.96%	2.46%	2.96%	3.46%	3.96%
\$2,000,000,000	\$86,267,798	3.29%	3.95%	4.62%	5.29%	5.95%	6.62%	7.28%	7.95%	8.62%
Projected Payout Multiple		Revised Payout Multiples								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	12.1027	12.0812	12.0598	12.0384	12.0172	11.9960	11.9748	11.9538	11.9328
\$1,000,000,000	\$45,306,339	11.7077	11.6675	11.6276	11.5880	11.5486	11.5095	11.4707	11.4321	11.3938
\$1,500,000,000	\$66,246,802	11.3268	11.2705	11.2148	11.1595	11.1049	11.0507	10.9971	10.9440	10.8914
\$2,000,000,000	\$86,267,798	10.9618	10.8916	10.8223	10.7538	10.6862	10.6195	10.5535	10.4884	10.4241
Retention Multiple 90%		Revised Retention Multiple 90%								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	7.5543	7.5408	7.5275	7.5141	7.5009	7.4876	7.4744	7.4613	7.4482
\$1,000,000,000	\$45,306,339	7.3077	7.2826	7.2577	7.2330	7.2084	7.1840	7.1598	7.1357	7.1118
\$1,500,000,000	\$66,246,802	7.0700	7.0348	7.0000	6.9656	6.9314	6.8976	6.8642	6.8310	6.7982
\$2,000,000,000	\$86,267,798	6.8422	6.7983	6.7550	6.7123	6.6701	6.6284	6.5873	6.5467	6.5065
Retention Multiple 75%		Revised Retention Multiple 75%								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	9.0651	9.0490	9.0330	9.0170	9.0010	8.9852	8.9693	8.9536	8.9379
\$1,000,000,000	\$45,306,339	8.7692	8.7391	8.7093	8.6796	8.6501	8.6208	8.5917	8.5628	8.5341
\$1,500,000,000	\$66,246,802	8.4840	8.4418	8.4000	8.3587	8.3177	8.2772	8.2370	8.1972	8.1578
\$2,000,000,000	\$86,267,798	8.2106	8.1580	8.1060	8.0548	8.0041	7.9541	7.9048	7.8560	7.8078
Retention Multiple 45%		Revised Retention Multiple 45%								
Limit	Expected Loss Credit	15.00%	15.50%	16.00%	16.50%	17.00%	17.50%	18.00%	18.50%	19.00%
\$500,000,000	\$23,220,528	15.1085	15.0817	15.0549	15.0283	15.0017	14.9753	14.9489	14.9226	14.8964
\$1,000,000,000	\$45,306,339	14.6154	14.5652	14.5154	14.4660	14.4168	14.3680	14.3196	14.2714	14.2236
\$1,500,000,000	\$66,246,802	14.1399	14.0696	14.0000	13.9311	13.8629	13.7953	13.7283	13.6621	13.5964
\$2,000,000,000	\$86,267,798	13.6843	13.5966	13.5101	13.4246	13.3402	13.2569	13.1746	13.0933	13.0130

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Risk Transfer Estimated Cost and Rate Impact
Based on Avg. (Verisk, RMS) 2025 Trended Zip Code Loss Data and 2025 Per Company Estimated Limits and Retentions

Aggregate

Reinsurance Attachment	\$11,000,000,000	Limit	\$17,000,000,000	Projected Payout Multiple	12.5122
FHCF Premium with Cash Build Up	\$1,358,668,880	Retention	\$11,270,000,000	Retention Multiple 100%	7.0289
Cash Build Up Factor	25%	Coverage %	84.738%	Retention Multiple 90%	7.8099
				Retention Multiple 75%	9.3719
Rate Change	-9.51%	2025 Model Net Rein	0	Retention Multiple 45%	15.6198
Risk Transfer Premiums Gross					
Limit	Expected Loss Credit	Risk Transfer Rate on Line			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$22,085,811	\$75,000,000	\$77,500,000	\$80,000,000	\$82,500,000
\$1,000,000,000	\$43,026,273	\$150,000,000	\$155,000,000	\$160,000,000	\$165,000,000
\$1,500,000,000	\$63,047,269	\$225,000,000	\$232,500,000	\$240,000,000	\$247,500,000
\$2,000,000,000	\$82,090,335	\$300,000,000	\$310,000,000	\$320,000,000	\$330,000,000
Risk Transfer Dollar Impact on Premiums					
Limit	Expected Loss Credit	Net Risk Transfer Cost Premium			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$22,085,811	\$47,392,737	\$49,892,737	\$52,392,737	\$54,892,737
\$1,000,000,000	\$43,026,273	\$96,217,158	\$101,217,158	\$106,217,158	\$111,217,158
\$1,500,000,000	\$63,047,269	\$146,190,913	\$153,690,913	\$161,190,913	\$168,690,913
\$2,000,000,000	\$82,090,335	\$197,387,081	\$207,387,081	\$217,387,081	\$227,387,081
Risk Transfer % Impact on Rates					
Limit	Expected Loss Credit	FHCF Rate Impact			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$22,085,811	3.5%	3.7%	3.9%	4.0%
\$1,000,000,000	\$43,026,273	7.1%	7.4%	7.8%	8.2%
\$1,500,000,000	\$63,047,269	10.8%	11.3%	11.9%	12.4%
\$2,000,000,000	\$82,090,335	14.5%	15.3%	16.0%	16.7%
Risk Transfer: Revised Rate Change					
Limit	Expected Loss Credit	FHCF Revised Rate Change			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$22,085,811	-6.35%	-6.19%	-6.02%	-5.85%
\$1,000,000,000	\$43,026,273	-3.10%	-2.77%	-2.44%	-2.10%
\$1,500,000,000	\$63,047,269	0.23%	0.73%	1.22%	1.72%
\$2,000,000,000	\$82,090,335	3.64%	4.30%	4.97%	5.63%
Projected Payout Multiple					
Limit		Revised Payout Multiples			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000		12.0905	12.0690	12.0477	12.0264
\$1,000,000,000		11.6848	11.6447	11.6050	11.5655
\$1,500,000,000		11.2967	11.2407	11.1852	11.1303
\$2,000,000,000		10.9251	10.8553	10.7864	10.7184
Retention Multiple 90%					
Limit		Revised Retention Multiple 90%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000		7.5466	7.5332	7.5199	7.5066
\$1,000,000,000		7.2934	7.2684	7.2436	7.2190
\$1,500,000,000		7.0512	7.0162	6.9816	6.9473
\$2,000,000,000		6.8192	6.7756	6.7327	6.6902
Retention Multiple 75%					
Limit		Revised Retention Multiple 75%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000		9.0560	9.0399	9.0239	9.0079
\$1,000,000,000		8.7521	8.7221	8.6923	8.6627
\$1,500,000,000		8.4614	8.4195	8.3779	8.3368
\$2,000,000,000		8.1830	8.1308	8.0792	8.0283
Retention Multiple 45%					
Limit		Revised Retention Multiple 45%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000		15.0933	15.0665	15.0398	15.0132
\$1,000,000,000		14.5868	14.5368	14.4872	14.4379
\$1,500,000,000		14.1024	14.0324	13.9632	13.8946
\$2,000,000,000		13.6384	13.5513	13.4653	13.3804

Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Risk Transfer Estimated Cost and Rate Impact
Based on Avg. (Verisk, RMS) 2025 Trended Zip Code Loss Data and 2025 Per Company Estimated Limits and Retentions

Aggregate

Reinsurance Attachment	\$11,500,000,000	Limit	\$17,000,000,000	Projected Payout Multiple	12.5122
FHCF Premium with Cash Build Up	\$1,358,668,880	Retention	\$11,270,000,000	Retention Multiple 100%	7.0289
Cash Build Up Factor	25%	Coverage %	84.738%	Retention Multiple 90%	7.8099
				Retention Multiple 75%	9.3719
Rate Change	-9.51%	2025 Model Net Rein	0	Retention Multiple 45%	15.6198
Risk Transfer Premiums Gross Limit	Expected Loss Credit	Risk Transfer Rate on Line			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	\$75,000,000	\$77,500,000	\$80,000,000	\$82,500,000
\$1,000,000,000	\$40,961,459	\$150,000,000	\$155,000,000	\$160,000,000	\$165,000,000
\$1,500,000,000	\$60,004,524	\$225,000,000	\$232,500,000	\$240,000,000	\$247,500,000
\$2,000,000,000	\$78,082,947	\$300,000,000	\$310,000,000	\$320,000,000	\$330,000,000
Risk Transfer Dollar Impact on Premiums Limit	Expected Loss Credit	Net Risk Transfer Cost Premium			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	\$48,824,421	\$51,324,421	\$53,824,421	\$56,324,421
\$1,000,000,000	\$40,961,459	\$98,798,177	\$103,798,177	\$108,798,177	\$113,798,177
\$1,500,000,000	\$60,004,524	\$149,994,345	\$157,494,345	\$164,994,345	\$172,494,345
\$2,000,000,000	\$78,082,947	\$202,396,317	\$212,396,317	\$222,396,317	\$232,396,317
Risk Transfer % Impact on Rates Limit	Expected Loss Credit	FHCF Rate Impact			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	3.6%	3.8%	4.0%	4.1%
\$1,000,000,000	\$40,961,459	7.3%	7.6%	8.0%	8.4%
\$1,500,000,000	\$60,004,524	11.0%	11.6%	12.1%	12.7%
\$2,000,000,000	\$78,082,947	14.9%	15.6%	16.4%	17.1%
Risk Transfer: Revised Rate Change Limit	Expected Loss Credit	FHCF Revised Rate Change			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	-6.26%	-6.09%	-5.93%	-5.76%
\$1,000,000,000	\$40,961,459	-2.93%	-2.60%	-2.26%	-1.93%
\$1,500,000,000	\$60,004,524	0.48%	0.96%	1.48%	1.98%
\$2,000,000,000	\$78,082,947	3.97%	4.63%	5.30%	5.97%
Projected Payout Multiple Limit	Expected Loss Credit	Revised Payout Multiples			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	12.0782	12.0568	12.0355	12.0142
\$1,000,000,000	\$40,961,459	11.6641	11.6242	11.5846	11.5452
\$1,500,000,000	\$60,004,524	11.2683	11.2125	11.1573	11.1027
\$2,000,000,000	\$78,082,947	10.8900	10.8207	10.7522	10.6847
Retention Multiple 90% Limit	Expected Loss Credit	Revised Retention Multiple 90%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	7.5390	7.5256	7.5123	7.4990
\$1,000,000,000	\$40,961,459	7.2805	7.2556	7.2309	7.2063
\$1,500,000,000	\$60,004,524	7.0334	6.9986	6.9642	6.9301
\$2,000,000,000	\$78,082,947	6.7973	6.7540	6.7113	6.6691
Retention Multiple 75% Limit	Expected Loss Credit	Revised Retention Multiple 75%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	9.0468	9.0307	9.0147	8.9988
\$1,000,000,000	\$40,961,459	8.7366	8.7067	8.6770	8.6476
\$1,500,000,000	\$60,004,524	8.4401	8.3983	8.3570	8.3161
\$2,000,000,000	\$78,082,947	8.1568	8.1049	8.0536	8.0030
Retention Multiple 45% Limit	Expected Loss Credit	Revised Retention Multiple 45%			
		15.00%	15.50%	16.00%	16.50%
\$500,000,000	\$20,940,463	15.0779	15.0512	15.0246	14.9980
\$1,000,000,000	\$40,961,459	14.5609	14.5112	14.4617	14.4126
\$1,500,000,000	\$60,004,524	14.0668	13.9972	13.9283	13.8601
\$2,000,000,000	\$78,082,947	13.5946	13.5081	13.4227	13.3383

EXHIBIT

XVIII

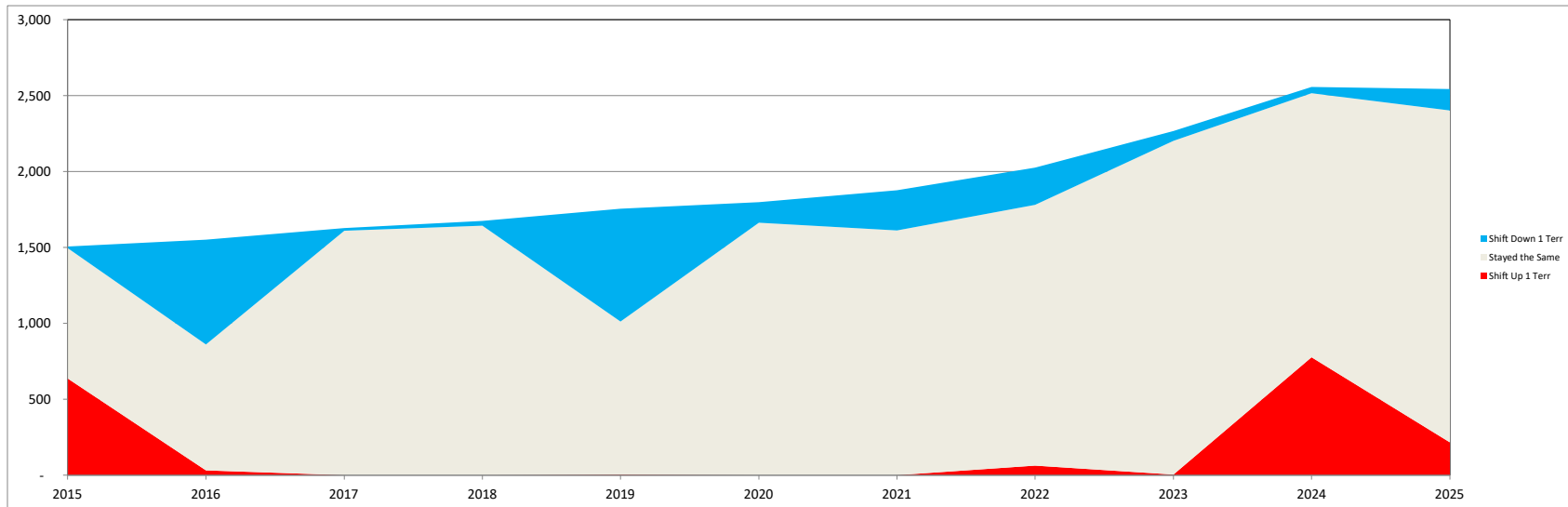
Florida Hurricane Catastrophe Fund
2025 Ratemaking Formula Report
Summary of Changes in ZIP Codes 2015 to 2025

The table below outlines how the ZIP Codes, after tempering, have moved relative to the prior year's territory allocations.

- Columns in yellow highlight years when large numbers of ZIP Code changes were reversed in the following year.
- 2017 and 2018 indicated shifts were not implemented, except if the indication was for a change of two or more territories.
- 2019-2025 indicated shifts were implemented if the one year indication was for a change of two or more territories or the 3 year average indication was one or more territories.

The table and chart below outline how the Modeled Residential exposure in billions of dollars, after tempering, has moved relative to the prior year's territory allocations.

	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure	Residential Exposure
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Shift Up 1 Terr	638	30	0	-	4	-	-	63	4	776	216
Stayed the Same	858	830	1,609	1,643	1,007	1,664	1,612	1,718	2,199	1,740	2,188
Shift Down 1 Terr	9	692	18	31	745	135	264	246	64	40	141
Grand Total	1,505	1,552	1,628	1,674	1,756	1,799	1,876	2,026	2,266	2,556	2,544



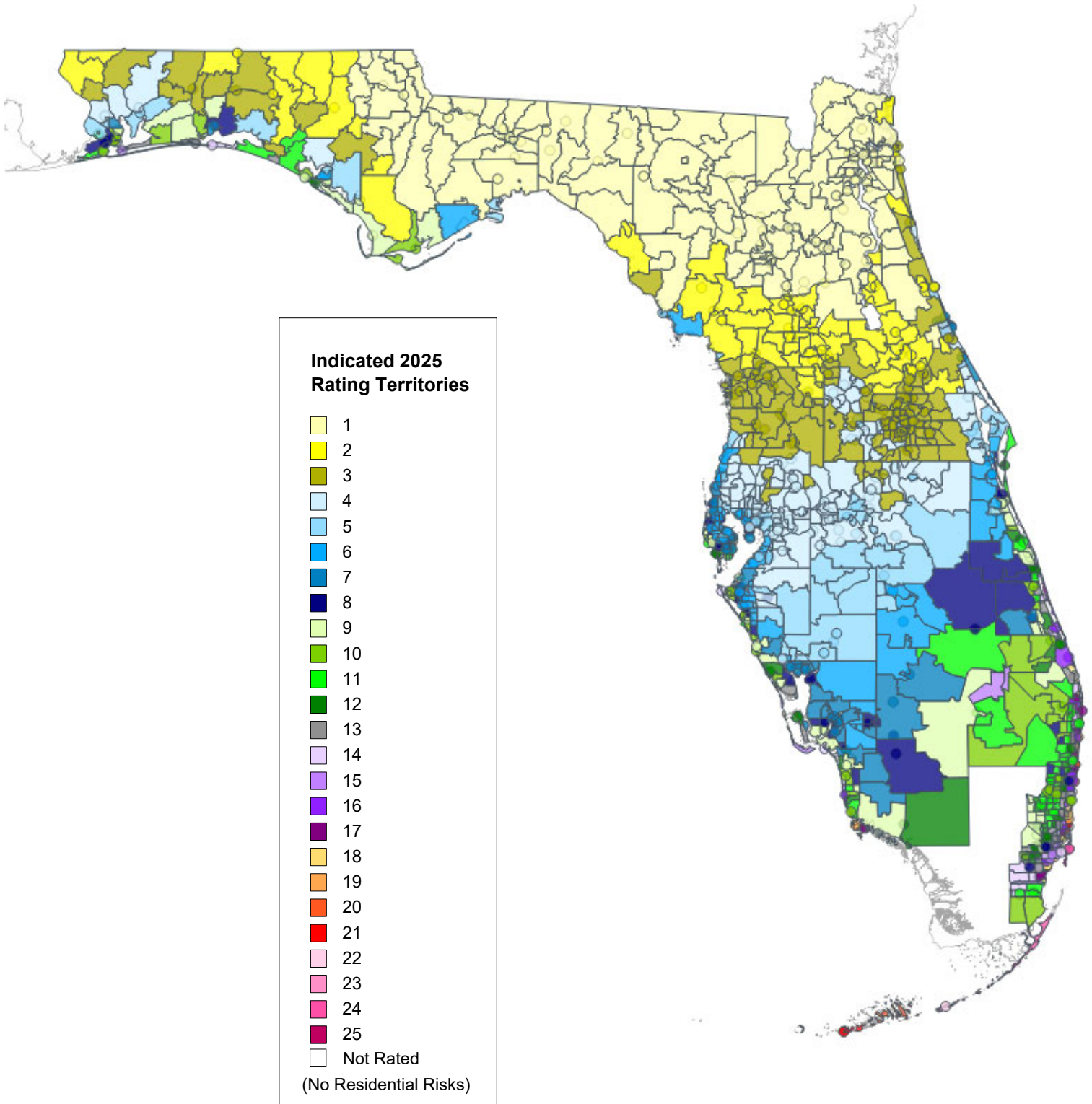
EXHIBIT

XIX

Florida Hurricane Catastrophe Fund

Indicated 2025 Rating Territories by 5-Digit ZIP Code

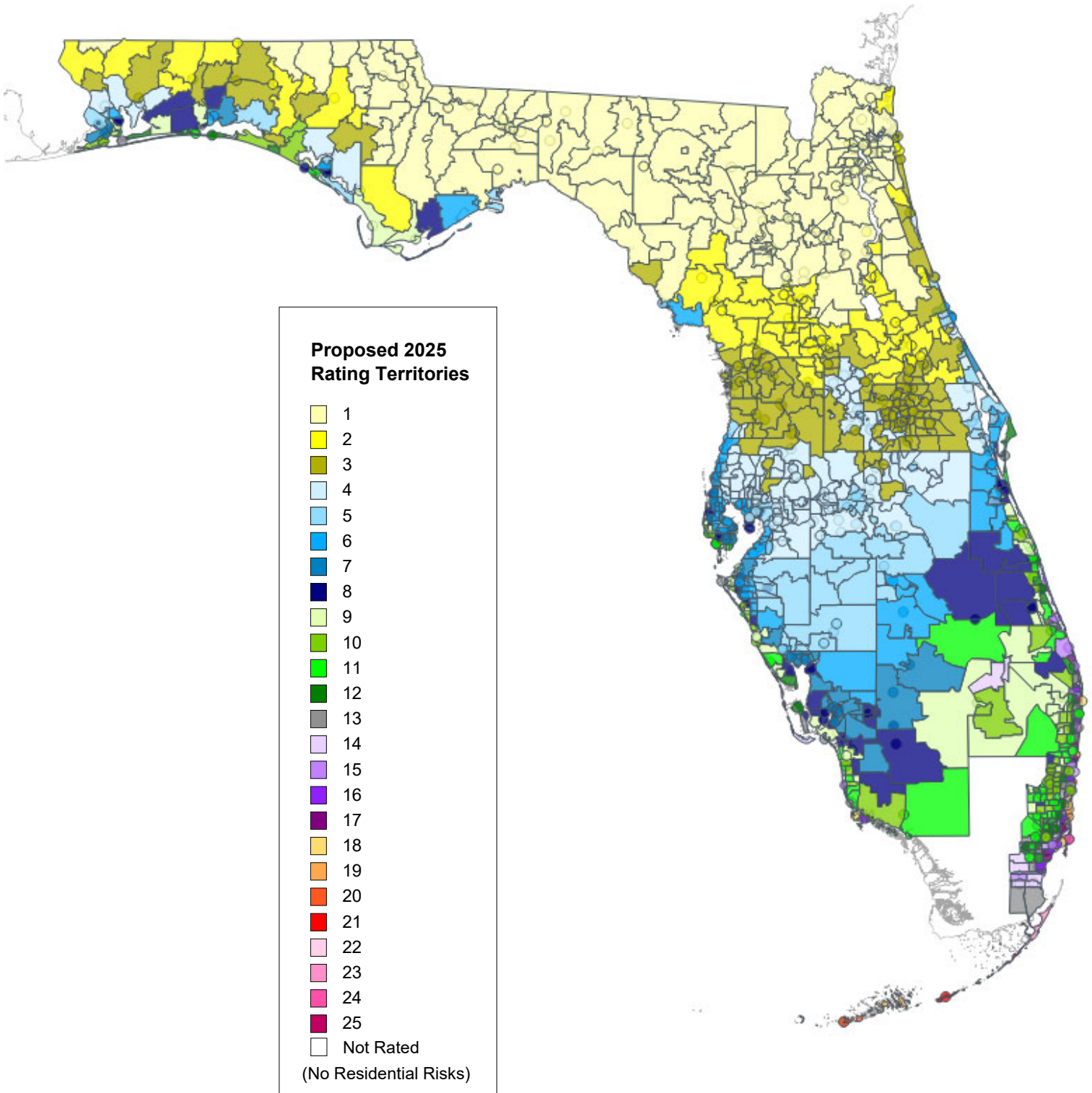
Entire State



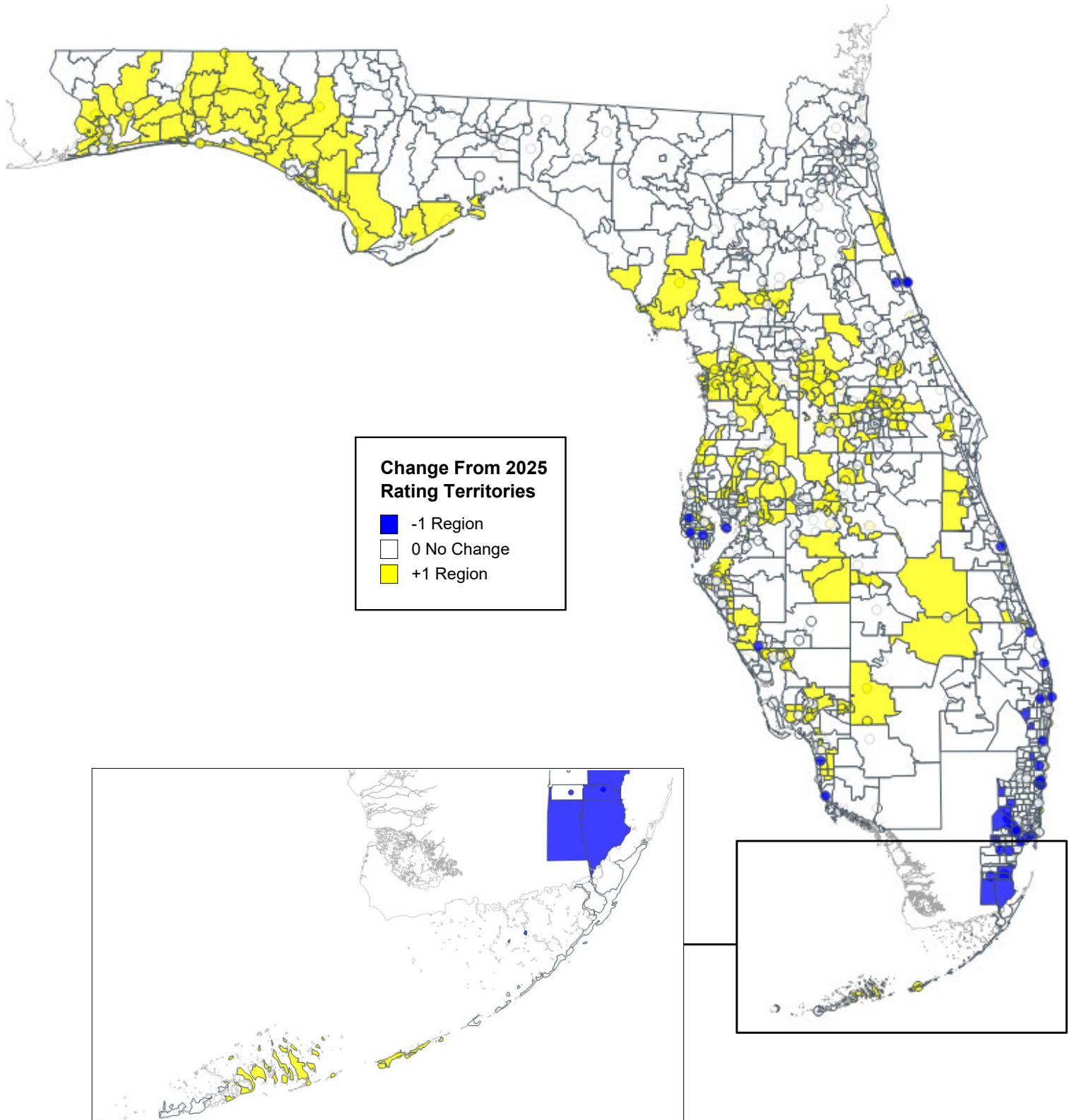
Florida Hurricane Catastrophe Fund

Proposed 2025 Rating Territories by 5-Digit ZIP Code

Entire State



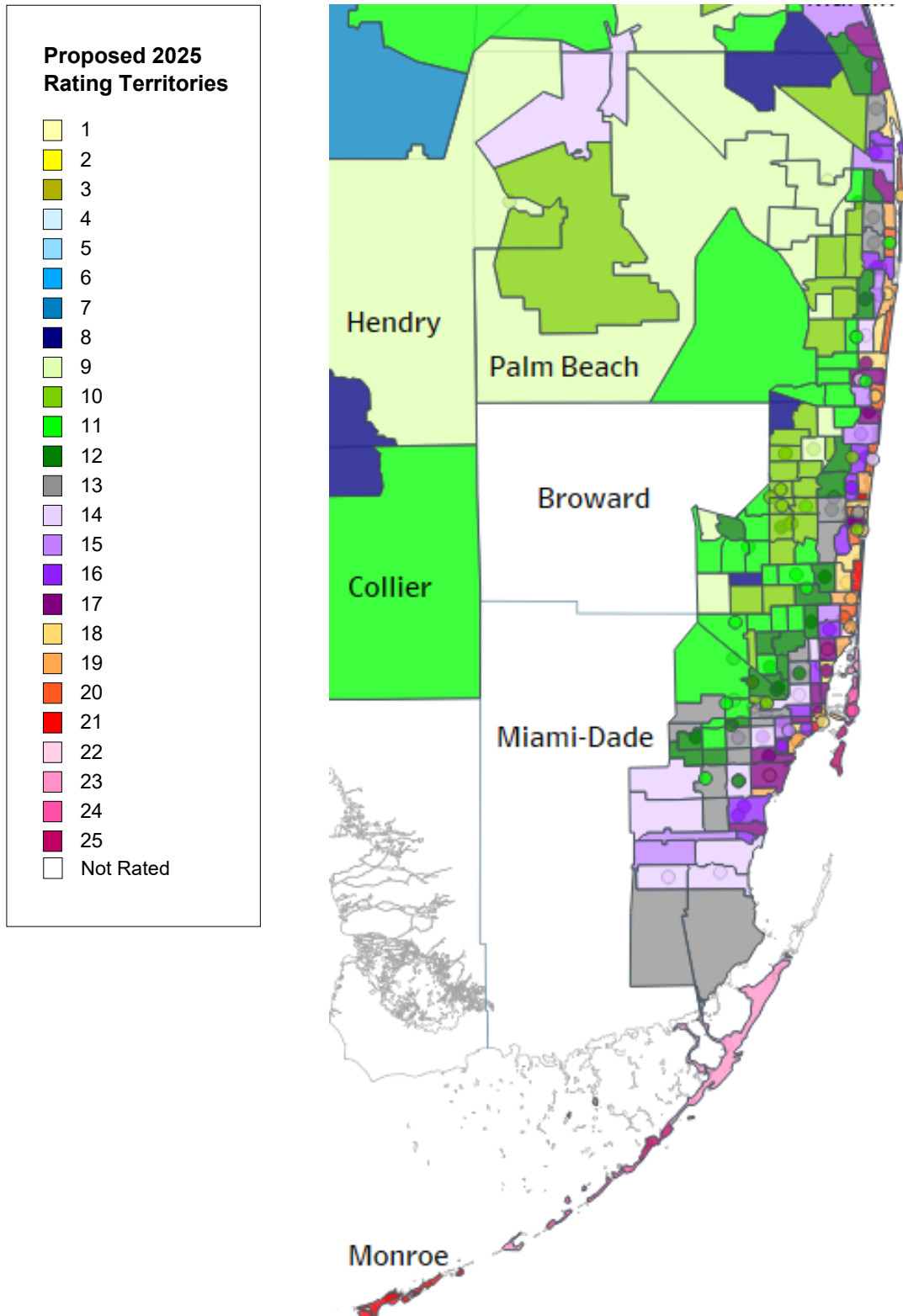
Florida Hurricane Catastrophe Fund
Proposed 2025 Rating Territories by 5-Digit ZIP Code
Entire State - Change From 2024 Territories



Florida Hurricane Catastrophe Fund

Proposed 2025 Rating Territories by 5-Digit ZIP Code

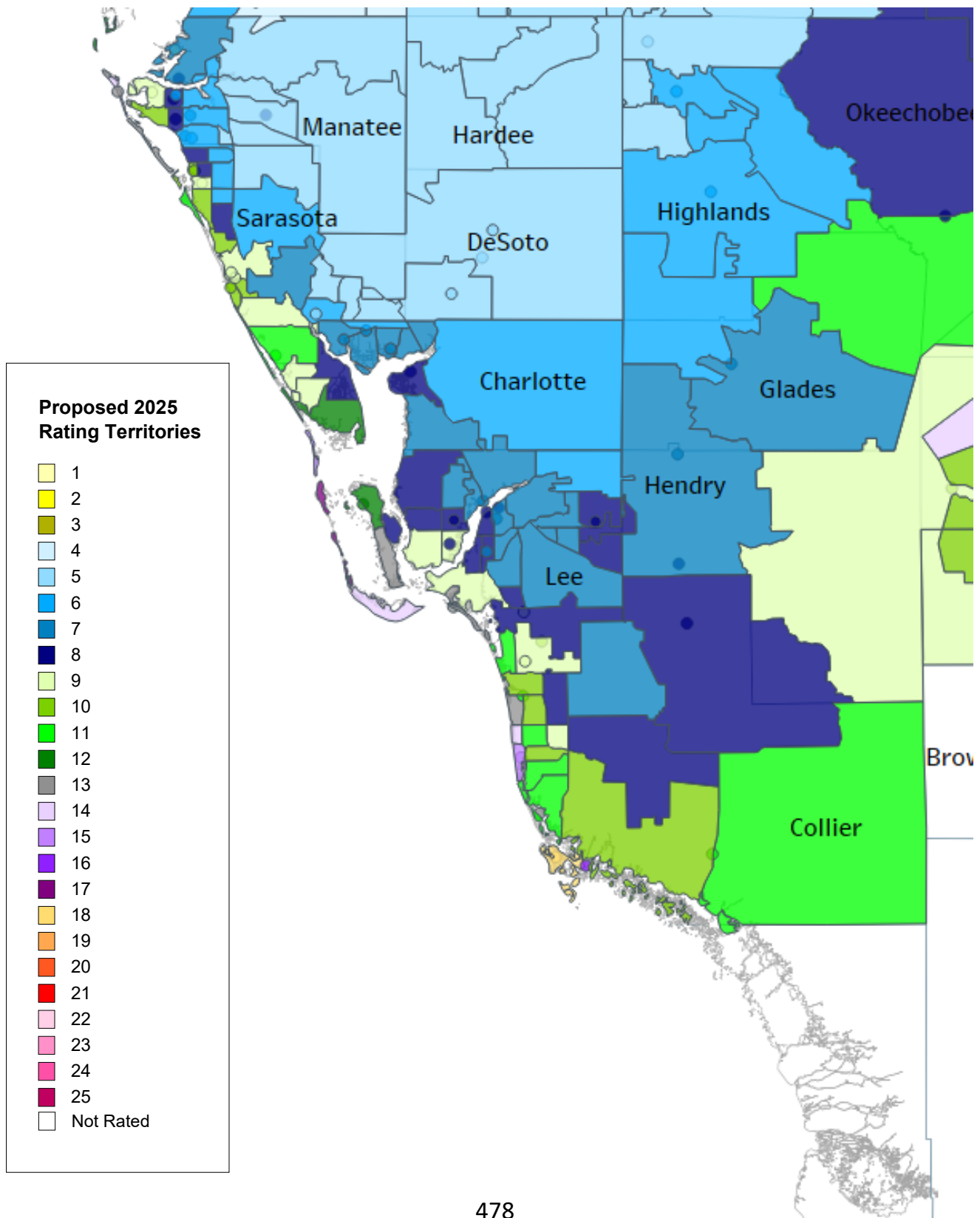
Miami and Surrounding Areas



Florida Hurricane Catastrophe Fund

Proposed 2025 Rating Territories by 5-Digit ZIP Code

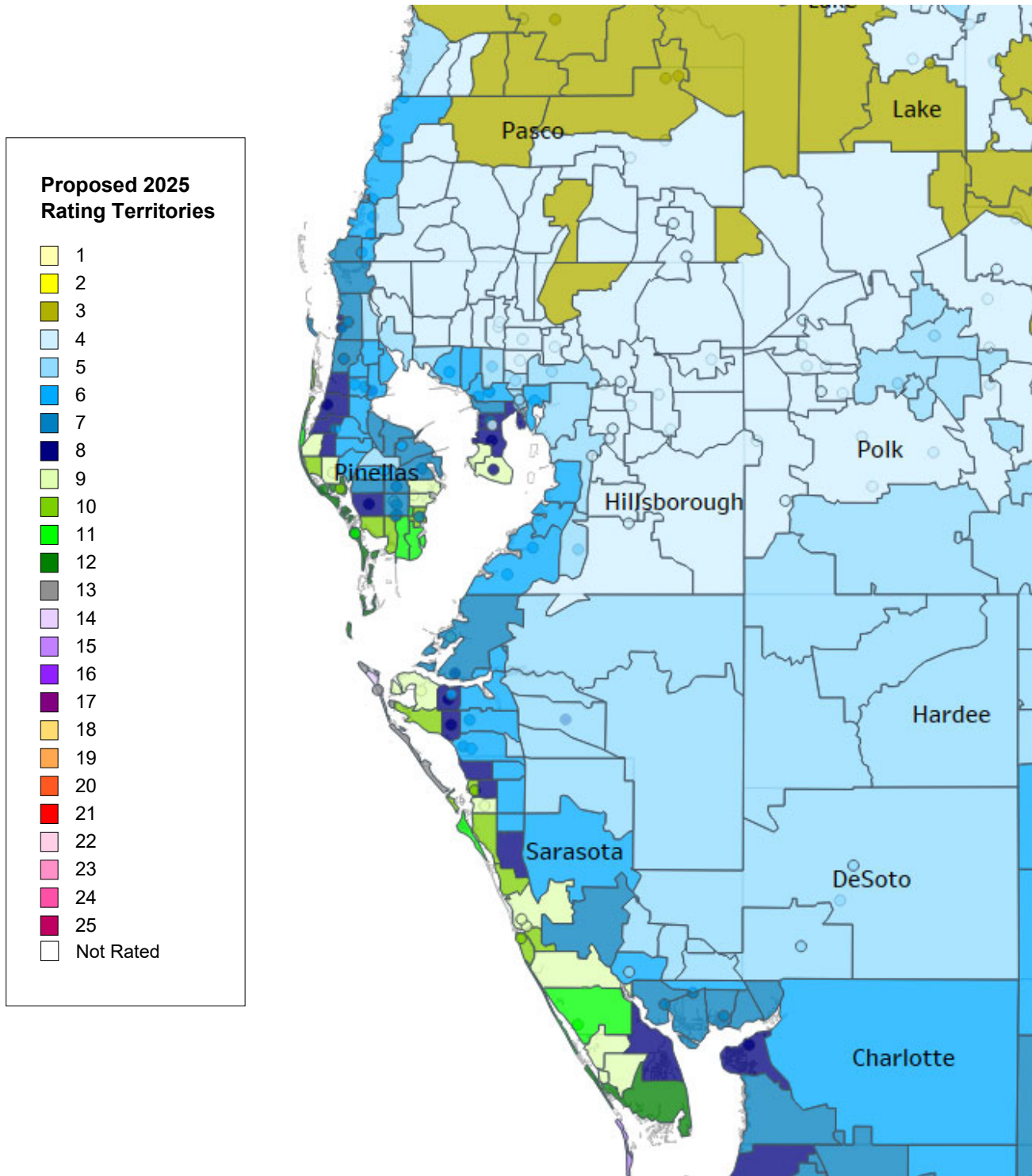
Fort Myers and Surrounding Areas



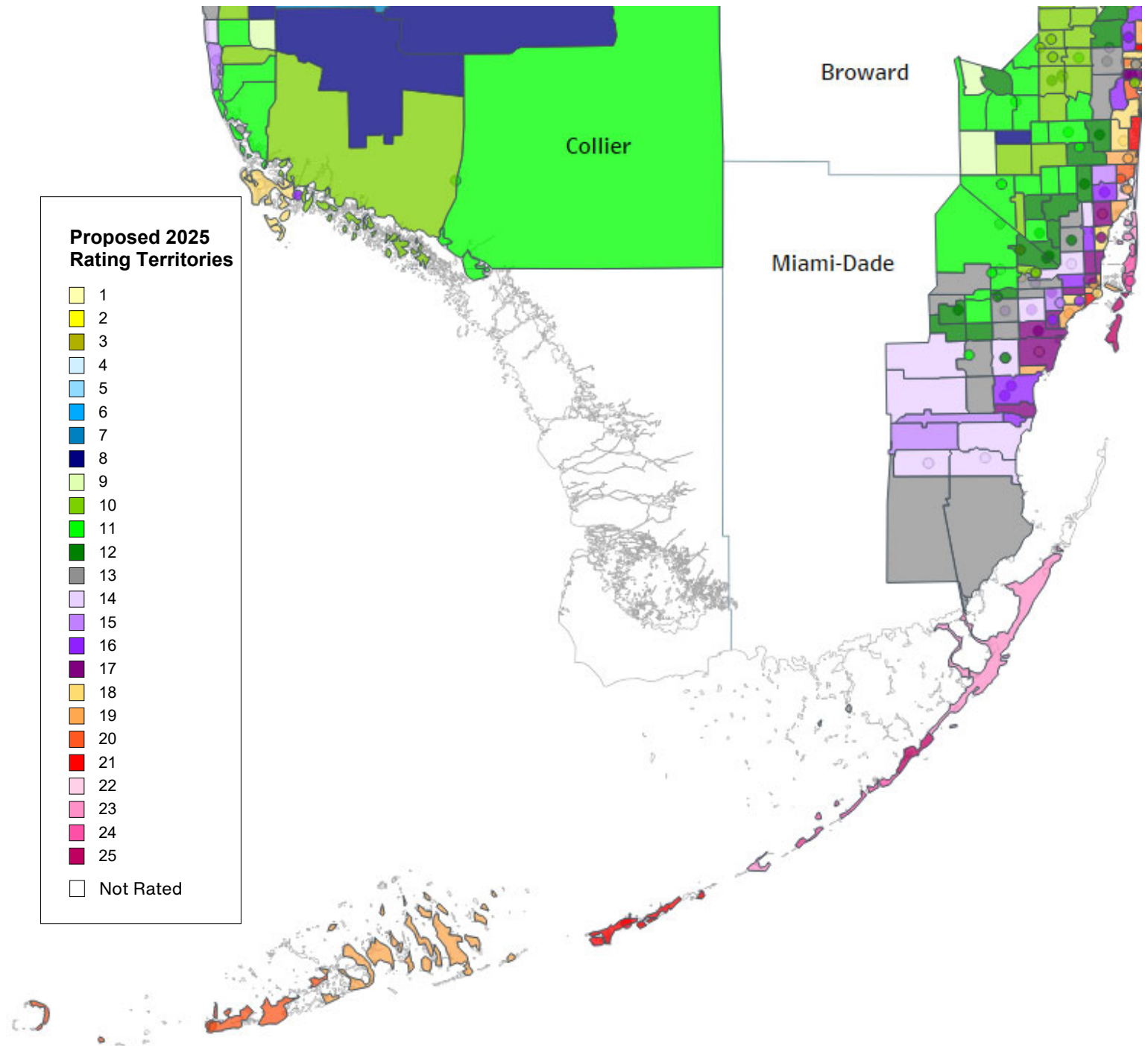
Florida Hurricane Catastrophe Fund

Proposed 2025 Rating Territories by 5-Digit ZIP Code

Tampa/Saint Petersburg and Surrounding Areas



Florida Hurricane Catastrophe Fund
Proposed 2025 Rating Territories by 5-Digit ZIP Code
Florida Keys



Memo

TO: Chris Spencer, Executive Director

THRU: Gina Wilson, Chief Operating Officer, FHCF

FROM: Mary Linzee Branham, Director of Legal and Risk Operations, FHCF

DATE: May 15, 2025

SUBJECT: Trustees Meeting, June 10, 2025

Request approval of, and authority to file, a Notice of Proposed Rule for Rule 19-8.012, F.A.C., Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from the Florida Hurricane Catastrophe Fund due to Limited Exposure, and to file the Rule, along with the Incorporated Forms, for adoption if no member of the public timely requests a rule hearing or if a hearing is requested and no Notice of Change is needed.

FHCF AGENDA ITEM B. RULE 19-8.012, F.A.C., PROCEDURES TO DETERMINE INELIGIBILITY FOR PARTICIPATION IN THE FLORIDA HURRICANE CATASTROPHE FUND AND TO DETERMINE EXEMPTION FROM THE FLORIDA HURRICANE CATASTROPHE FUND DUE TO LIMITED EXPOSURE

BACKGROUND AND SUMMARY OF RULE AND INCORPORATED FORM CHANGES:

Rule 19-8.012, F.A.C., establishes the SBA's procedures to determine ineligibility for participation in the Florida Hurricane Catastrophe Fund and to establish procedures to determine whether an insurer may be exempted from subsections (4) and (5) of Section 215.555, Florida Statutes, because it has less than \$10 million in aggregate exposure for covered policies.

The proposed rule is amended to reflect a nonsubstantive technical changes throughout and amended to clarify required documentation from the Office of Insurance Regulation can be a letter and not just an Order relating to an insurer's surrender of its certificate of authority, and removes outdated language referencing Rule 19-8.028, F.A.C. and new participants.

A complete copy of the Summary of Changes is attached.

EXTERNAL INTEREST: The Notice of Rule Development was published in the *Florida Administrative Register* on March 12, 2025, Vol. 51, No. 49. The Rule Development Workshop was held on March 26, 2026. Representatives of the FHCF and Paragon presented the rule. The rule was presented, discussed, and favorably recommended by the FHCF Advisory Council at a public meeting on March 26, 2025.

ACTION REQUESTED: It is requested that the proposed amendments to this rule be presented to the Cabinet Aides on June 6, 2025, and to the State Board of Administration Trustees on June 10, 2025, with a request to approve the filing of this rule for Notice of Proposed Rule and to approve filing for adoption with the Department of State if no member of the public timely requests a rule hearing or if a rule hearing is requested but no Notice of Change is necessary.

ATTACHMENTS TO BE INCLUDED WITH AGENDA ITEM B:

- Summary of Changes, Rule 19-8.028, F.A.C., Rule 19-8.012, F.A.C. & Rule 19-8.013, F.A.C.
- Notice of Proposed Rule, Rule 19-8.012, F.A.C.
- **Rule 19-8.012, F.A.C., Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in Florida Hurricane Catastrophe Fund due to Limited Exposure.**
- 2025 Incorporated Forms: **FORM FHCF-E1**, Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.; **FORM FHCF-E2**, Information regarding De Minimis FHCF Covered Policies In-force at June 30, ____; **FORM FHCF-E3**, Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of _____.

The rule shows the proposed amendments with new language underscored and deleted language ~~stricken through~~.

Rule 19-8.028, F.A.C., Reimbursement Premium Formula 2025-2026 Contract Year,

Rule 19-8.012, F.A.C., Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure, and Incorporated Forms,

Rule 19-8.013, F.A.C., Revenue Bonds Issued Pursuant to Section 215.555(6), Florida Statutes

**Summary of Changes
(As of March 6, 2025)**

Rule

Rule 19-8.028, Reimbursement Premium Formula

(3)(b) Adopts the FHCF Reimbursement Premium Formula for the 2025-2026 Contract Year (“Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025”). Deletes as obsolete material existing language that adopted the FHCF Ratemaking Formula for Contract Year 2024-2025.

Rule

Rule 19-8.012, Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure

Throughout: Technical changes to update references to FHCF and SBA to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

Throughout: Changes to remove specific reference to the FHCF Administrator and address along with changes to reflect that copies of the incorporated forms can be obtained from the FHCF’s website rather than contacting the FHCF Administrator.

(2)(a) is amended to clarify the documentation from the Office of Insurance Regulation can be a letter and not just an Order and it applies to an insurer surrendering its certificate of authority and not just revoking the insurer’s authority to write.

(2)(b)1. is amended to add the statutory cite and remove the list referencing specific lines of business.

(2)(b)3. Adopts Form FHCF-E1, “Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.”

(3)(c)1. is amended to remove the list referencing specific lines of business.

(3)(c)3. adopts Form FHCF-E2, “Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.”

(3)(c)4. adopts Form FHCF-E3, “Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.”

(3)(d)2. is amended to remove outdated language referencing Rule 19-8.028 and new participants and includes a reference to the applicable requirements in the FHCF reimbursement contract.

Incorporated Forms

FORM FHCF-E1, Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.

There is a nonsubstantive change from TYPED to PRINTED.

FORM FHCF-E2, Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.

In the note there is a change to clarify the company is to submit its most recent Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement. The list of specific lines of business is removed.

FORM FHCF-E3, Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.

There is a nonsubstantive change from TYPED to PRINTED.

Rule

Rule 19-8.013, Revenue Bonds Issued Pursuant to Section 215.555(6), F.S.

Throughout: Technical changes to update references to the FHCF, SBA, and OIR to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

(2) is amended to remove the definitions of “Board” and “Florida Department of Financial Services”, and the remaining definition references are updated to reflect those removals. The definition of “OIR” is nonsubstantive and the definition of “SBA” is added.

(4)(e)3. is amended to reflect how interest is calculated to shift to the six months preceding the start of the Contract Year as opposed to the four months during the Contract Year. This is consistent with previously adopted rules.

Incorporated Forms

There are no forms for this rule.

Notice of Proposed Rule

STATE BOARD OF ADMINISTRATION

RULE NO.: RULE TITLE:

19-8.012: Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure

PURPOSE AND EFFECT: The State Board of Administration of Florida, Florida Hurricane Catastrophe Fund, seeks to amend the rule listed above to implement Section 215.555, F.S.

SUMMARY: Rule 19-8.012, F.A.C., is being amended to make technical changes throughout, remove unnecessary statutory cites, remove outdated language, and clarify documentation needed from Office of Insurance Regulation can be a letter and not just an Order.

SUMMARY OF STATEMENT OF ESTIMATED REGULATORY COSTS AND LEGISLATIVE

RATIFICATION: The Agency has determined that this will not have an adverse impact on small business or likely increase directly or indirectly regulatory costs in excess of \$200,000 in the aggregate within one year after the implementation of the rule. A SERC has not been prepared by the Agency.

The Agency has determined that the proposed rule is not expected to require legislative ratification based on the statement of estimated regulatory costs or if no SERC is required, the information expressly relied upon and described herein: Upon review of the proposed changes to this rule and the incorporated forms, the State Board of Administration of Florida has determined that the rule does not meet the requirements for ratification by the legislature. The changes to the rule do not have an adverse impact on small business and do not directly or indirectly increase regulatory costs in excess of \$200,000 in the aggregate within 1 year of implementation. The changes to the rule also do not directly or indirectly have an adverse impact on economic growth, private sector job creation or employment, or private sector investment, business competitiveness or innovation or increase regulatory costs, including any transactional costs, in excess of \$1 million in the aggregate within 5 years after the implementation of the rule.

Any person who wishes to provide information regarding a statement of estimated regulatory costs, or provide a proposal for a lower cost regulatory alternative must do so in writing within 21 days of this notice.

RULEMAKING AUTHORITY: 215.555(3), F.S.

LAW IMPLEMENTED: 215.555(2), (3), (4), (5), (6), (7), F.S.

IF REQUESTED WITHIN 21 DAYS OF THE DATE OF THIS NOTICE, A HEARING WILL BE HELD AT THE DATE, TIME AND PLACE SHOWN BELOW (IF NOT REQUESTED, THIS HEARING WILL NOT BE HELD):

DATE AND TIME: July 15, 2025, 9:00 a.m. (ET) to conclusion of meeting.

PLACE: Conference Call in Number: 1(872) 242-7651, Participant Code 350-449-176#.

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this workshop/meeting is asked to advise the agency at least 7 days before the workshop/meeting by contacting: Mary Linzee Branham, Florida Hurricane Catastrophe Fund, 1801 Hermitage Blvd., Tallahassee, FL 32308, 850-413-1335, marylinzee.branham@sbafla.com. If you are hearing or speech impaired, please contact the agency using the Florida Relay Service, 1(800)955-8771 (TDD) or 1(800)955-8770 (Voice).

THE PERSON TO BE CONTACTED REGARDING THE PROPOSED RULE IS: Mary Linzee Branham at the number or email listed above.

THE FULL TEXT OF THE PROPOSED RULE IS:

19-8.012 Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure.

(1) Purpose. The purpose of this rule is to establish procedures to determine ineligibility for participation in the Florida Hurricane Catastrophe Fund (~~FHCF~~^{the Fund}) and to establish procedures to determine whether an insurer may be exempted from subsections (4) and (5) of Section 215.555, F.S., because it has less than \$10 million in aggregate exposure for covered policies.

(2) Procedures to Determine Ineligibility for Participation in the FHCF Fund.

(a) An insurer must apply for ineligibility from participation in the FHCF Fund if it has surrendered its certificate of authority to write insurance in Florida. To apply, the insurer shall submit a written request for ineligibility stating that it will have no covered policies, as that term is defined in Section 215.555(2)(c), F.S., after May 31 of the year for which the ineligibility is sought and provide a copy of the Office of Insurance Regulation Order or letter, if any, surrendering or revoking the insurer's authority to write insurance in Florida. The request shall be sent to the FHCF Fund's Administrator, Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437.

(b) An insurer which is not surrendering its certificate of authority to write insurance in Florida must apply for ineligibility from participation in the FHCF Fund if it no longer has any covered policies in force, as that term is defined in Section 215.555(2)(c), F.S. To apply, the insurer shall submit a written request for a determination regarding its ineligibility for participation. The request shall be sent, no later than September 1 of the current contract year, to the FHCF Fund's Administrator, Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437, and shall contain the following information:

1. A detailed explanation of any premium appearing on the insurer's Florida Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement for lines of business which may contain covered policies as defined by Section 215.555(2)(c), F.S. These lines are: Fire, Allied Lines, Homeowners Multiple Peril, Commercial Multiple Peril (non-liability portion), Inland Marine, Farmowners Multiple Peril.

2. A copy of the insurer's Exhibit of Premiums and Losses of the annual statement, required by Section 624.424, F.S., and any rules adopted thereunder, for the State of Florida for the applicable year.

3. Form FHCF-E1, "Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.," rev. XX05/2508, signed by two executive officers attesting to the fact that the insurer writes no covered policies. Form FHCF-E1 is hereby adopted and incorporated by reference into this rule. The form may be obtained from the FHCF website at https://fhcf.sbafla.com ~~Fund's Administrator at the address stated in this paragraph.~~

(c) The State Board of Administration of Florida ("SBABoard") shall review the information received pursuant to paragraph (a) or (b), above.

1. If the SBABoard determines that the insurer writes covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and must therefore participate in the FHCF Fund as required by Section 215.555(4)(a), F.S., the SBABoard will notify the insurer that its request has been denied. All insurers determined to be participants in the FHCF Fund will be required to enter into a reimbursement contract with the SBABoard and will be subject to all premium payments and interest thereon, as well as fees for inadequate exposure data.

2. If the SBABoard determines that the insurer does not write covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., the SBABoard will notify the insurer that its request has been approved. This ineligibility continues until the insurer once again begins writing covered policies. The insurer must immediately notify the SBABoard if it begins writing covered policies.

(d) Any Company granted ineligibility status which fails to execute and return the reimbursement contract to the FHCF Fund within thirty days of writing its first covered policy following the grant of ineligibility status shall not be eligible for reimbursement for any covered losses from a covered event occurring prior to the receipt by the FHCF Fund of the executed reimbursement contract.

(3) Procedures to Determine Exemption from the FHCF Fund Due to Limited Exposure.

(a) A current participant requesting exemption from participation in the FHCF Fund because its exposure for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., is less than \$10 million in the aggregate shall submit a written request for a determination regarding such an exemption no later than September 1 of the current contract year.

(b) If requested within thirty days of writing its first covered policy, a new participant, as defined in Article V of the reimbursement contract, may request exemption if its exposure is less than \$10 million in the aggregate and is expected to remain less than \$10 million in the aggregate for the remainder of the contract year.

(c) The request shall be emailed sent to the FHCF Fund's Administrator, Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437. The insurer shall submit the following information no later than September 1 of the current contract year:

1. A detailed explanation of any premium appearing on the insurer's Florida Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement for lines of business which may contain covered policies. ~~These lines are: Fire, Allied Lines, Homeowners Multiple Peril, Commercial Multiple Peril (non-liability portion), Inland Marine, Farmowners Multiple Peril.~~

2. A copy of the insurer's Exhibit of Premiums and Losses of the annual statement, required by Section 624.424, F.S., and any rules adopted thereunder, for the State of Florida for the applicable year.

3. Form FHCF-E2, "Information regarding De Minimis FHCF Covered Policies In-force at June 30, _____," rev. ~~XX05/2509~~. Form FHCF-E2 is hereby adopted and incorporated by reference into this rule. The form may be obtained from the FHCF website at <https://fhcf.sbafla.com> ~~Fund's Administrator at the address stated in this paragraph.~~

4. Form FHCF-E3, "Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of _____," rev. 05/08, signed by two executive officers attesting to the fact that the insurer writes no covered policies with an aggregate exposure of \$10 million or more. Form FHCF-E3 rev. ~~XX05/2508~~, is hereby adopted and incorporated by reference into this rule. The form may be obtained from the FHCF website at <https://fhcf.sbafla.com> ~~Fund's Administrator at the address stated in this paragraph.~~

(d) The SBA Board shall review the information received pursuant to paragraph (c), above.

1. If the SBA Board determines that the insurer has an aggregate exposure of \$10 million or more for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and must therefore participate in the FHCF Fund as required by Section 215.555(4)(a), F.S., because it does not qualify for the exemption permitted by Section 215.555(3), F.S., the SBA Board will notify the insurer that its request has been denied. All insurers determined to be participants in the FHCF Fund will be required to enter into a reimbursement contract with the SBA Board and will be subject to all premium payments and interest thereon, as well as fees for inadequate exposure data.

2. If the SBA Board determines that the insurer has an aggregate exposure of less than \$10 million for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and that granting the exemption will not adversely affect the actuarial soundness of the FHCF Fund, the SBA Board will notify the insurer that its request has been approved and note that the insurer must immediately notify the SBA Board if its exposure becomes \$10 million or more in the aggregate. If this occurs, the insurer will be treated as a "new participant" and ~~will be subject to the requirements of Article X(1) and X(2) of the FHCF Reimbursement Contract provisions of subparagraph 19-8.028(4)(c)3., F.A.C., if its exposure becomes \$10 million or more during the period from June 1 through November 30 or will be subject to the provisions of subparagraph 19-8.028(4)(c)4., F.A.C., if its exposure becomes \$10 million or more during the period from December 1 through May 31 for the contract year.~~

(e) The exemption for minimal exposure permitted by Section 215.555(3), F.S., is optional for the insurer but, once the exemption is requested, cannot be withdrawn by the insurer. An insurer with less than \$10 million in aggregate exposure for covered policies is not required to ask for an exemption from the FHCF Fund. Such an insurer may continue to participate in the FHCF Fund if it so desires. An insurer which has been granted an exemption from the FHCF Fund may request to be reinstated in the FHCF Fund as a participating member. However, such a request must be made prior to June 1 of a contract year. No insurer which has been granted an exemption under this subsection shall be reinstated during the Atlantic Hurricane Season, which begins June 1 and ends November 30 of each year, so long as its aggregate exposure remains below \$10 million.

(f) The exemptions for minimal exposure permitted by Section 215.555(3), F.S., shall not be granted by the SBA Board if the aggregate number of anticipated exemptions adversely affects the actuarial soundness of the FHCF Fund.

(g) Any Company granted de minimis exempt status which fails to execute and return the reimbursement contract to the FHCF Fund within thirty days of writing a covered policy that results in the insurers aggregate covered exposure

exceeding \$10 million ~~dollars~~ shall not be eligible for reimbursement for any covered losses occurring from a covered event prior to the receipt by the FHCF Fund of the executed reimbursement contract.

Rulemaking Authority 215.555(3) FS. Law Implemented 215.555(2)(c), (3), (4), (5) FS. History—New 2-17-97, Amended 6-2-02, 5-13-03, 5-19-04, 5-29-05, 5-10-06, 6-8-08, 3-30-09, 3-29-10, 8-8-10, X-XX-2025.

NAME OF PERSON ORIGINATING PROPOSED RULE: Gina Wilson, FHCF Chief Operating Officer, State Board of Administration of Florida.

NAME OF AGENCY HEAD WHO APPROVED THE PROPOSED RULE: The Trustees of the State Board of Administration of Florida.

DATE PROPOSED RULE APPROVED BY AGENCY HEAD: June 10, 2025

DATE NOTICE OF PROPOSED RULE DEVELOPMENT PUBLISHED IN FAR: March 12, 2025

19-8.012 Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure.

(1) Purpose. The purpose of this rule is to establish procedures to determine ineligibility for participation in the Florida Hurricane Catastrophe Fund (~~FHCF~~“the Fund”) and to establish procedures to determine whether an insurer may be exempted from subsections (4) and (5) of Section 215.555, F.S., because it has less than \$10 million in aggregate exposure for covered policies.

(2) Procedures to Determine Ineligibility for Participation in the ~~FHCF~~Fund.

(a) An insurer must apply for ineligibility from participation in the ~~FHCF~~Fund if it has surrendered its certificate of authority to write insurance in Florida. To apply, the insurer shall submit a written request for ineligibility stating that it will have no covered policies, as that term is defined in Section 215.555(2)(c), F.S., after May 31 of the year for which the ineligibility is sought and provide a copy of the Office of Insurance Regulation Order or letter, if any, surrendering or revoking the insurer’s authority to write insurance in Florida. The request shall be sent to the ~~FHCF~~Fund’s Administrator, ~~Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437.~~

(b) An insurer which is not surrendering its certificate of authority to write insurance in Florida must apply for ineligibility from participation in the ~~FHCF~~Fund if it no longer has any covered policies in force, as that term is defined in Section 215.555(2)(c), F.S. To apply, the insurer shall submit a written request for a determination regarding its ineligibility for participation. The request shall be sent, no later than September 1 of the current contract year, to the ~~FHCF~~Fund’s Administrator, ~~Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437,~~ and shall contain the following information:

1. A detailed explanation of any premium appearing on the insurer’s Florida Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement for lines of business which may contain covered policies as defined by Section 215.555(2)(c), F.S. ~~These lines are: Fire, Allied Lines, Homeowners Multiple Peril, Commercial Multiple Peril (non liability portion), Inland Marine, Farmowners Multiple Peril.~~

2. A copy of the insurer’s Exhibit of Premiums and Losses of the annual statement, required by Section 624.424, F.S., and any rules adopted thereunder, for the State of Florida for the applicable year.

3. Form FHCF-E1, “Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.,” rev. ~~XX05/2508~~, signed by two executive officers attesting to the fact that the insurer writes no covered policies. Form FHCF-E1 is hereby adopted and incorporated by reference into this rule. The form may be obtained from the FHCF website at <https://fhcf.sbafla.com> ~~Fund’s Administrator at the address stated in this paragraph.~~

(c) The State Board of Administration of Florida (“~~SBA~~Board”) shall review the information received pursuant to paragraph (a) or (b), above.

1. If the ~~SBA~~Board determines that the insurer writes covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and must therefore participate in the ~~FHCF~~Fund as required by Section 215.555(4)(a), F.S., the ~~SBA~~Board will notify the insurer that its request has been denied. All insurers determined to be participants in the ~~FHCF~~Fund will be required to enter into a reimbursement contract with the ~~SBA~~Board and will be subject to all premium payments and interest thereon, as well as fees for inadequate exposure data.

2. If the ~~SBA~~Board determines that the insurer does not write covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., the ~~SBA~~Board will notify the insurer that its request has been approved. This ineligibility continues until the insurer once again begins writing covered policies. The insurer must immediately notify the ~~SBA~~Board if it begins writing covered policies.

(d) Any Company granted ineligibility status which fails to execute and return the reimbursement contract to the ~~FHCF~~Fund within thirty days of writing its first covered policy following the grant of ineligibility status shall not be eligible for reimbursement for any covered losses from a covered event occurring prior to the receipt by the ~~FHCF~~Fund of the executed reimbursement contract.

(3) Procedures to Determine Exemption from the ~~FHCF~~Fund Due to Limited Exposure.

(a) A current participant requesting exemption from participation in the ~~FHCF~~Fund because its exposure for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., is less than \$10 million in the aggregate shall submit a written request for a determination regarding such an exemption no later than September 1 of the current contract year.

(b) If requested within thirty days of writing its first covered policy, a new participant, as defined in Article V of the reimbursement contract, may request exemption if its exposure is less than \$10 million in the aggregate and is expected to remain less than \$10 million in the aggregate for the remainder of the contract year.

(c) The request shall be ~~emailed~~ sent to the ~~FHCF Fund's~~ Administrator, ~~Paragon Strategic Solutions Inc., at 8200 Tower, 5600 West 83rd Street, Suite 1100, Minneapolis, MN 55437.~~ The insurer shall submit the following information no later than September 1 of the current contract year:

1. A detailed explanation of any premium appearing on the insurer's Florida Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement for lines of business which may contain covered policies. ~~These lines are: Fire, Allied Lines, Homeowners Multiple Peril, Commercial Multiple Peril (non-liability portion), Inland Marine, Farmowners Multiple Peril.~~

2. A copy of the insurer's Exhibit of Premiums and Losses of the annual statement, required by Section 624.424, F.S., and any rules adopted thereunder, for the State of Florida for the applicable year.

3. Form FHCF-E2, "Information regarding De Minimis FHCF Covered Policies In-force at June 30, _____," rev. ~~XX05/2509~~. Form FHCF-E2 is hereby adopted and incorporated by reference into this rule. The form may be obtained from the ~~FHCF website at https://fhcf.sbafla.com~~ ~~Fund's Administrator at the address stated in this paragraph.~~

4. Form FHCF-E3, "Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of _____," rev. 05/08, signed by two executive officers attesting to the fact that the insurer writes no covered policies with an aggregate exposure of \$10 million or more. Form FHCF-E3 rev. ~~XX05/2508~~, is hereby adopted and incorporated by reference into this rule. The form may be obtained from the ~~FHCF website at https://fhcf.sbafla.com~~ ~~Fund's Administrator at the address stated in this paragraph.~~

(d) The ~~SBA Board~~ shall review the information received pursuant to paragraph (c), above.

1. If the ~~SBA Board~~ determines that the insurer has an aggregate exposure of \$10 million or more for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and must therefore participate in the ~~FHCF Fund~~ as required by Section 215.555(4)(a), F.S., because it does not qualify for the exemption permitted by Section 215.555(3), F.S., the ~~SBA Board~~ will notify the insurer that its request has been denied. All insurers determined to be participants in the ~~FHCF Fund~~ will be required to enter into a reimbursement contract with the ~~SBA Board~~ and will be subject to all premium payments and interest thereon, as well as fees for inadequate exposure data.

2. If the ~~SBA Board~~ determines that the insurer has an aggregate exposure of less than \$10 million for covered policies, as defined in Section 215.555(2)(c), F.S., and in Article V of the reimbursement contract, as adopted and incorporated by reference in Rule 19-8.010, F.A.C., and that granting the exemption will not adversely affect the actuarial soundness of the ~~FHCF Fund~~, the ~~SBA Board~~ will notify the insurer that its request has been approved and note that the insurer must immediately notify the ~~SBA Board~~ if its exposure becomes \$10 million or more in the aggregate. If this occurs, the insurer will be treated as a "new participant" and ~~will be subject to the requirements of Article X(1) and X(2) of the FHCF Reimbursement Contract provisions of subparagraph 19-8.028(4)(c)3., F.A.C., if its exposure becomes \$10 million or more during the period from June 1 through November 30 or will be subject to the provisions of subparagraph 19-8.028(4)(c)4., F.A.C., if its exposure becomes \$10 million or more during the period from December 1 through May 31 for the contract year.~~

(e) The exemption for minimal exposure permitted by Section 215.555(3), F.S., is optional for the insurer but, once the exemption is requested, cannot be withdrawn by the insurer. An insurer with less than \$10 million in aggregate exposure for covered policies is not required to ask for an exemption from the ~~FHCF Fund~~. Such an insurer may continue to participate in the ~~FHCF Fund~~ if it so desires. An insurer which has been granted an exemption from the ~~FHCF Fund~~ may request to be reinstated in the ~~FHCF Fund~~ as a participating member. However, such a request must be made prior to June 1 of a contract year. No insurer which has been granted an exemption under this subsection shall be reinstated during the Atlantic Hurricane Season, which begins June 1 and ends November 30 of each year, so long as its aggregate exposure remains below \$10 million.

(f) The exemptions for minimal exposure permitted by Section 215.555(3), F.S., shall not be granted by the ~~SBA Board~~ if the aggregate number of anticipated exemptions adversely affects the actuarial soundness of the ~~FHCF Fund~~.

(g) Any Company granted de minimis exempt status which fails to execute and return the reimbursement contract to the ~~FHCF Fund~~ within thirty days of writing a covered policy that results in the insurers aggregate covered exposure exceeding \$10 million ~~dollars~~ shall not be eligible for reimbursement for any covered losses occurring from a covered event prior to the receipt by the ~~FHCF Fund~~ of the executed reimbursement contract.

Florida Hurricane Catastrophe Fund

Statement

related to Covered Policies as defined per
Florida Statute 215.555(2)(c)

on behalf of

(Company Name)

FHCF Contract Year to which this Statement Applies: _____

We, the undersigned, do state that, to the best of our knowledge, said insurer writes no covered policies, as that term is defined in Section 215.555(2)(c), Florida Statutes, and in the Reimbursement Contract applicable to the Contract Year to which this Statement applies.

We have conducted, or have had conducted, a thorough review of said insurer's records to determine the truth of this statement. Further, we state, on behalf of said insurer, that should it commence to write insurance policies subject to the Florida Hurricane Catastrophe Fund at any time in the future, the State Board of Administration of Florida (or its agent or successor) shall immediately be notified thereof.

We are each, respectively, executive officers of said insurer, acting within our authority and within the scope of our customary and usual corporate responsibilities in making this declaration, and we understand that we are subject to examination with respect to this Statement.

BY: _____

BY: _____

PRINTED~~TYPED~~ NAME: _____

PRINTED~~TYPED~~ NAME: _____

TITLE: _____

TITLE: _____

DATE: _____

DATE: _____

Florida Hurricane Catastrophe Fund (FHCF)

Information regarding De Minimis FHCF covered policies in force at June 30, 20XX

POLICY NUMBER	**LINE OF BUSINESS	EXPIRATION DATE	WRITTEN PREMIUM IN FORCE AT 6/30/20XX	EXPOSURE (TOTAL INSURED VALUE) IN FORCE AT 6/30/20XX
TOTAL				

Note: If total exposure is equal to or greater than \$10 million, your company’s request for ineligibility will not be considered, and your company is subject to all requirements of the FHCF.

****An explanation must be provided in your cover letter for all direct written premium reported on your company’s most recent 20XX Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement for the State of Florida for the applicable year for all lines of business under which covered policies are typically written. ~~These lines of business may include, but are not limited to, Fire, Allied Lines, Farmowners, Homeowners Multiple Peril, Commercial Multiple Peril (non liability portion), and Inland Marine.~~**

Prepared By: _____

Company: _____

Date: _____

Florida Hurricane Catastrophe Fund

Statement

related to De Minimis Aggregate Exposure for Covered Policies
as defined in Section 215.555(2)(c), Florida Statutes

on behalf of _____
(Company Name)

FHCF Contract Year Applicable to this Statement: _____

We, the undersigned, recognize that said insurer writes Covered Policies as that term is defined in Section 215.555(2)(c), Florida Statutes and in the Reimbursement Contract applicable to the Contract Year to which this Statement applies.

Further, we have conducted, or have had conducted, a thorough review of said insurer's records to determine that aggregate exposure for Covered Policies issued by said insurer is less than \$10 million. Should said insurer's aggregate exposure for Covered Policies increase to or exceed \$10 million at any time in the future, we will ensure that the State Board of Administration of Florida (or its agent or successor) is immediately notified thereof.

We are each, respectively, executive officers of said insurer, acting within our authority and within the scope of our customary and usual corporate responsibilities in making this declaration, and we understand that we are subject to examination with respect to this Statement.

BY: _____ BY: _____

PRINTED~~TYPED~~ NAME: _____ **PRINTED**~~TYPED~~ NAME: _____

TITLE: _____ TITLE: _____

DATE: _____ DATE: _____

This Page Intentionally Left Blank

Memo

TO: Chris Spencer, Executive Director

THRU: Gina Wilson, Chief Operating Officer, FHCF

FROM: Mary Linzee Branham, Director of Legal and Risk Operations, FHCF

DATE: May 15, 2025

SUBJECT: Trustees Meeting, June 10, 2025

Request approval of, and authority to file, a Notice of Proposed Rule for Rule 19-8.013, F.A.C., Revenue Bonds Issued Pursuant to Section 215.555(6), Florida Statutes, and to file the Rule for adoption if no member of the public timely requests a rule hearing or if a hearing is requested and no Notice of Change is needed.

**FHCF AGENDA ITEM C. RULE 19-8.013, F.A.C., REVENUE BONDS ISSUED
PURSUANT TO SECTION 215.555(6), FLORIDA STATUTES**

**BACKGROUND AND SUMMARY OF RULE AND INCORPORATED FORM
CHANGES:**

Rule 19-8.013, F.A.C., establishes the SBA's policy regarding the issuance of revenue bonds for the FHCF. The rule provides definitions; interprets certain terms in Section 215.555, F.S.; establishes factors for determining when to issue revenue bonds, the amount of any such revenue bonds, and the source for repayment of any such revenue bonds; and establishes procedures for levying emergency assessments pursuant to Section 215.555(6)(b), F.S.

The proposed rule is amended to reflect a nonsubstantive grammatical changes throughout and amended to reflect how interest is calculated to shift to the six months preceding the start of the Contract Year as opposed to the four months during the Contract Year which is consistent with previously adopted rules.

A complete copy of the Summary of Changes is attached.

EXTERNAL INTEREST: The Notice of Rule Development was published in the *Florida Administrative Register* on March 12, 2025, Vol. 51, No. 49. The Rule Development Workshop was held on March 26, 2026. Representatives of the FHCF and Paragon presented the rule. The

rule was presented, discussed, and favorably recommended by the FHCF Advisory Council at a public meeting on March 26, 2025.

ACTION REQUESTED: It is requested that the proposed amendments to this rule be presented to the Cabinet Aides on June 6, 2025, and to the State Board of Administration Trustees on June 10, 2025, with a request to approve the filing of this rule for Notice of Proposed Rule and to approve filing for adoption with the Department of State if no member of the public timely requests a rule hearing or if a rule hearing is requested but no Notice of Change is necessary.

ATTACHMENTS TO BE INCLUDED WITH AGENDA ITEM B:

- Summary of Changes, Rule 19-8.028, F.A.C., Rule 19-8.012, F.A.C. & Rule 19-8.013, F.A.C.
- Notice of Proposed Rule, Rule 19-8.013, F.A.C.
- **Rule 19-8.013, F.A.C., Revenue Bonds Issued Pursuant to Section 215.555(6), Florida Statutes**

The rule shows the proposed amendments with new language underscored and deleted language ~~stricken through~~.

Rule 19-8.028, F.A.C., Reimbursement Premium Formula 2025-2026 Contract Year,

Rule 19-8.012, F.A.C., Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure, and Incorporated Forms,

Rule 19-8.013, F.A.C., Revenue Bonds Issued Pursuant to Section 215.555(6), Florida Statutes

**Summary of Changes
(As of March 6, 2025)**

Rule

Rule 19-8.028, Reimbursement Premium Formula

(3)(b) Adopts the FHCF Reimbursement Premium Formula for the 2025-2026 Contract Year (“Florida Hurricane Catastrophe Fund 2025 Ratemaking Formula Report Presented to the State Board of Administration of Florida March 26, 2025”). Deletes as obsolete material existing language that adopted the FHCF Ratemaking Formula for Contract Year 2024-2025.

Rule

Rule 19-8.012, Procedures to Determine Ineligibility for Participation in the Florida Hurricane Catastrophe Fund and to Determine Exemption from Participation in the Florida Hurricane Catastrophe Fund due to Limited Exposure

Throughout: Technical changes to update references to FHCF and SBA to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

Throughout: Changes to remove specific reference to the FHCF Administrator and address along with changes to reflect that copies of the incorporated forms can be obtained from the FHCF’s website rather than contacting the FHCF Administrator.

(2)(a) is amended to clarify the documentation from the Office of Insurance Regulation can be a letter and not just an Order and it applies to an insurer surrendering its certificate of authority and not just revoking the insurer’s authority to write.

(2)(b)1. is amended to add the statutory cite and remove the list referencing specific lines of business.

(2)(b)3. Adopts Form FHCF-E1, “Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.”

(3)(c)1. is amended to remove the list referencing specific lines of business.

(3)(c)3. adopts Form FHCF-E2, “Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.”

(3)(c)4. adopts Form FHCF-E3, “Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.”

(3)(d)2. is amended to remove outdated language referencing Rule 19-8.028 and new participants and includes a reference to the applicable requirements in the FHCF reimbursement contract.

Incorporated Forms

FORM FHCF-E1, Statement related to Covered Policies as defined in Section 215.555(2)(c), F.S.

There is a nonsubstantive change from TYPED to PRINTED.

FORM FHCF-E2, Information regarding De Minimis FHCF Covered Policies In-force at June 30,____.

In the note there is a change to clarify the company is to submit its most recent Exhibit of Premiums and Losses of the National Association of Insurance Commissioners annual statement. The list of specific lines of business is removed.

FORM FHCF-E3, Statement related to De Minimis Aggregate Exposure for Covered Policies as defined in Section 215.555(2)(c), F.S., on behalf of ____.

There is a nonsubstantive change from TYPED to PRINTED.

Rule

Rule 19-8.013, Revenue Bonds Issued Pursuant to Section 215.555(6), F.S.

Throughout: Technical changes to update references to the FHCF, SBA, and OIR to be consistent with other previously adopted rules and nonsubstantive editorial or grammatical changes are made throughout the Rule.

(2) is amended to remove the definitions of “Board” and “Florida Department of Financial Services”, and the remaining definition references are updated to reflect those removals. The definition of “OIR” is nonsubstantive and the definition of “SBA” is added.

(4)(e)3. is amended to reflect how interest is calculated to shift to the six months preceding the start of the Contract Year as opposed to the four months during the Contract Year. This is consistent with previously adopted rules.

Incorporated Forms

There are no forms for this rule.

Notice of Proposed Rule

STATE BOARD OF ADMINISTRATION

RULE NO.: RULE TITLE:

19-8.013: Revenue Bonds Issued Pursuant to Section 215.555(6), F.S

PURPOSE AND EFFECT: The State Board of Administration of Florida, Florida Hurricane Catastrophe Fund, seeks to amend the rule listed above to implement Section 215.555, F.S.

SUMMARY: Rule 19-8.013, F.A.C., is being amended to make technical change throughout and to reflect how interested is calculated to shift to the six months preceding the start of the Contract Year.

SUMMARY OF STATEMENT OF ESTIMATED REGULATORY COSTS AND LEGISLATIVE

RATIFICATION: The Agency has determined that this will not have an adverse impact on small business or likely increase directly or indirectly regulatory costs in excess of \$200,000 in the aggregate within one year after the implementation of the rule. A SERC has not been prepared by the Agency.

The Agency has determined that the proposed rule is not expected to require legislative ratification based on the statement of estimated regulatory costs or if no SERC is required, the information expressly relied upon and described herein: Upon review of the proposed changes to this rule and the incorporated forms, the State Board of Administration of Florida has determined that the rule does not meet the requirements for ratification by the legislature. The changes to the rule do not have an adverse impact on small business and do not directly or indirectly increase regulatory costs in excess of \$200,000 in the aggregate within 1 year of implementation. The changes to the rule also do not directly or indirectly have an adverse impact on economic growth, private sector job creation or employment, or private sector investment, business competitiveness or innovation or increase regulatory costs, including any transactional costs, in excess of \$1 million in the aggregate within 5 years after the implementation of the rule.

Any person who wishes to provide information regarding a statement of estimated regulatory costs, or provide a proposal for a lower cost regulatory alternative must do so in writing within 21 days of this notice.

RULEMAKING AUTHORITY: 215.555(3), F.S.

LAW IMPLEMENTED: 215.555(2), (3), (4), (5), (6), (7), F.S.

IF REQUESTED WITHIN 21 DAYS OF THE DATE OF THIS NOTICE, A HEARING WILL BE HELD AT THE DATE, TIME AND PLACE SHOWN BELOW (IF NOT REQUESTED, THIS HEARING WILL NOT BE HELD):

DATE AND TIME: July 15, 2025, 9:00 a.m. (ET) to conclusion of meeting.

PLACE: Conference Call in Number: 1(872) 242-7651, Participant Code 350-449-176#.

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this workshop/meeting is asked to advise the agency at least 7 days before the workshop/meeting by contacting: Mary Linzee Branham, Florida Hurricane Catastrophe Fund, 1801 Hermitage Blvd., Tallahassee, FL 32308, 850-413-1335, marylinzee.branham@sbafla.com. If you are hearing or speech impaired, please contact the agency using the Florida Relay Service, 1(800)955-8771 (TDD) or 1(800)955-8770 (Voice).

THE PERSON TO BE CONTACTED REGARDING THE PROPOSED RULE IS: Mary Linzee Branham at the number or email listed above.

THE FULL TEXT OF THE PROPOSED RULE IS:

19-8.013 Revenue Bonds Issued Pursuant to Section 215.555(6), F.S.

(1) Purpose. This rule establishes the ~~SBA Board's~~ policy regarding the issuance of revenue bonds pursuant to Section 215.555(6),

F.S. The rule provides definitions; interprets certain terms in Section 215.555, F.S.; establishes factors for determining when to issue revenue bonds, the amount of any such revenue bonds, and the source for repayment of any such revenue bonds; and establishes procedures for levying Emergency Assessments pursuant to Section 215.555(6)(b), F.S.

(2) Definitions. The terms defined below will be capitalized in this rule.

(a) Assessable Insurer means Authorized Insurers writing property and casualty business in this state and any entity created pursuant to Section 627.351, F.S. Surplus lines insurers are not Assessable Insurers. Reinsurers are not Assessable Insurers.

(b) Assessable Insured means each insured procuring property and casualty coverage from surplus lines insurers regulated under Part VIII of Chapter 626, F.S.

(c) Assessable Lines means those lines of property and casualty business subject to assessment under Section 215.555(6)(b)1., F.S., and as more fully described in subsection (5), below.

(d) Authorized Insurer means an insurer as defined in Section 624.09(1), F.S. For purposes of this rule, Authorized Insurer includes Citizens Property Insurance Corporation and any joint underwriting association or similar entity created pursuant to Section 627.351, F.S.

(e) Balance of the Fund and Fund Balance ~~has~~ have the same meaning given to Balance of the ~~FHCF~~ Fund as of December 31 in Article V of the Reimbursement Contract adopted and incorporated by reference into Rule 19-8.010, F.A.C.

~~(f) Board means the State Board of Administration of Florida.~~

~~(g)~~(f) Contract Year means the time period which begins at 12:00:01 (Eastern Time) on June 1 of each calendar year and ends at 12:00 p.m. midnight on May 31 of the following calendar year.

~~(h)~~(g) Corporation means the State Board of Administration Finance Corporation created by Section 215.555(6)(d), F.S.

~~(i)~~(h) Covered Event means a hurricane as defined in Section 215.555(2)(b), F.S., and in Article V of the Reimbursement Contract adopted and incorporated by reference in Rule 19-8.010, F.A.C.

~~(j)~~(i) Covered Policies means an insurance policy covering residential property, as defined in Section 215.555(2)(c), F.S., and in Article V of the Reimbursement Contract adopted and incorporated by reference in Rule 19-8.010, F.A.C.

~~(k) Department means the Florida Department of Financial Services, which was created pursuant to Section 20.121, F.S., and which is charged with regulating the Florida insurance market and administering the Florida Insurance Code.~~

~~(l)~~(j) Emergency Assessment means the assessment levied by the ~~OIR~~ Office of Insurance Regulation at the direction of the ~~SBA~~ Board on direct written premiums for all Assessable Lines pursuant to and subject to the exceptions in Section 215.555(6)(b), F.S., and as more fully described in subsection (5) of this rule.

~~(m)~~(k) FHCF ~~or Fund~~ means the Florida Hurricane Catastrophe Fund.

~~(n)~~(l) OIR means the Office of Insurance Regulation ~~means that office within the Department which was created in Section 20.121(3), F.S.~~

~~(o)~~(m) Participating Insurer means an insurer which writes Covered Policies in this state and which has entered into a Reimbursement Contract with the ~~SBA~~ Board, pursuant to Section 215.555(4)(a), F.S.

~~(p)~~(n) Reimbursement Contract means the annual contract required pursuant to Section 215.555(4)(a), F.S., which provides coverage to Participating Insurers for losses to covered property during a Covered Event.

~~(q)~~(o) Reimbursement Premium means the premium determined by multiplying each \$1,000 of insured value reported by the Participating Insurer in accordance with Section 215.555(5), F.S., by the rate as derived from the premium formula as described in Rule 19-8.028, F.A.C.

(p) SBA means the State Board of Administration of Florida.

(3) Limitations on the ~~FHCF~~ Fund's Liability. The ~~FHCF~~ Fund's liability under the Reimbursement Contracts for Covered Events in a Contract Year is determined pursuant to Section 215.555(4)(c)1., F.S.

(4) Determinations Regarding Bond Issuance.

(a) General Factors for Use in Determining Whether to Issue Bonds. Based on the requirements of Section 215.555, F.S., on all rules adopted pursuant thereto, and on the foregoing interpretations, the ~~SBA~~ Board determines that the Legislature intended the ~~FHCF~~ Fund to be a sustainable, permanent, and continuing trust fund established within the meaning of Article III, section 19 of the Florida Constitution which is available to pay reimbursable losses for Covered Events in more than one year. The ~~SBA~~ Board further determines that the Legislature deliberately and purposefully limited the ~~FHCF~~ Fund's liability as to Covered Events in any one Contract Year

in order to provide for an on-going ~~FHCFFund~~. The ~~SBABoard~~ determines that in its fiduciary capacity regarding the ~~FHCFFund~~, it is prudent to adopt the interpretations set out in this rule and to conform all its other policies, rules, and methods of operation to those fiduciary responsibilities and interpretations.

(b) Quality of Bonds to be Issued. The ~~SBABoard~~ finds that in order to fulfill its fiduciary responsibilities to maintain and enhance the on-going viability and credibility of the ~~FHCFFund~~ and to operate in the most cost-efficient manner, all revenue bonds issued to pay reimbursable losses shall be investment grade bonds, except to the extent that revenue bonds other than investment grade are needed to pay a small amount of legitimate but unexpected reimbursable losses. Upon the occurrence of such an exception, any revenue bonds issued will be issued only after a determination by the ~~SBABoard~~ that the issuance of such bonds is fiscally responsible, in light of the ~~SBABoard~~'s fiduciary responsibilities.

(c) Emergency Assessments.

1. If the ~~SBABoard~~ determines that the amount of revenue produced under Section 215.555(5), F.S., is insufficient to fund the obligations, costs, and expenses of the ~~FHCFFund~~ and the Corporation, including repayment of revenue bonds and that portion of debt service coverage not met by Reimbursement Premiums, the ~~SBABoard~~ shall direct the ~~OIROffice of Insurance Regulation~~ to levy an Emergency Assessment on direct written premiums for all Assessable Lines. In making this determination, the ~~SBABoard~~ may consider the projected Balance of the Fund; anticipated additional ~~FHCFFund~~ revenues; the meteorological severity and geographical area impacted by each Covered Event; estimates of losses from the insurance industry, from individual insurers, from federal, state, and local emergency response entities, from loss reports submitted to the ~~SBABoard~~ by Participating Insurers, from reviews of loss reports by the ~~FHCFFund~~'s Administrator, from information provided by modeling companies, from claims development patterns derived from known historical events, from an analysis of market shares of Participating Insurers in the impacted area, and any other credible sources of loss information; and any other information determined by the ~~SBABoard~~ to be relevant.

2. Except as required by Section 215.555(7)(c), F.S., or as described in the following sentence, Reimbursement Premiums, together with earnings thereon, received in a given Contract Year will be used only to pay for losses attributable to Covered Events occurring in that Contract Year or for losses attributable to Covered Events in subsequent Contract Years and will not be used to pay for past losses or for debt service on tax-exempt post-event revenue bonds. Pursuant to Section 215.555(6)(a)1., F.S., Reimbursement Premiums, and earnings thereon may be used for payments relating to tax-exempt post-event revenue bonds in the event Emergency Assessments are insufficient. If Reimbursement Premiums are used for debt service on tax-exempt post-event revenue bonds, then the amount of the Reimbursement Premiums, or earnings thereon so used shall be returned, without interest, to the ~~FHCFFund~~ when Emergency Assessments or other legally available funds remain available after making payments relating to such revenue bonds and any other purposes for which Emergency Assessments were levied.

(d) Specific Procedures Regarding Issuance of Bonds, Notes, Debentures or Other Evidences of Financial Indebtedness on a Pre-Event Basis. In making a determination to authorize the issuance of revenue bonds on a Pre-event basis ("in the absence of a hurricane"), pursuant to Section 215.555(6)(a), F.S., the ~~SBABoard~~ shall consider the following factors: the projected Fund Balance; reserves for mitigation appropriations; estimated amounts needed for administration of the ~~FHCFFund~~; projected amounts of future Reimbursement Premiums; projected amounts of earnings on collected Reimbursement Premiums; the projected frequency and magnitude of future Covered Events; current and projected interest rates on revenue bonds; current and projected market conditions for the sale of revenue bonds; projected credit ratings for the ~~FHCFFund~~ and for revenue bonds issued on behalf of the ~~FHCFFund~~; current and projected availability of bond insurance or other credit enhancement for revenue bonds; the costs of issuance of revenue bonds; the debt service requirements of the revenue bonds; the estimated value, both monetary and non-monetary, of the issuance of Pre-event bonds on the costs of Post-event bonds in terms of benchmark pricing, secondary market trading, investor education, confidence of insurers and reinsurers in the ~~FHCFFund~~'s ability to issue revenue bonds Post-event, market education, and document preparation; and any other factors relevant to the determination at the time such determination is made.

(e) Specific Procedures for Issuance of Revenue Bonds on a Post-Covered Event Basis. Upon the occurrence of a Covered Event for which the ~~SBA Board~~ determines that moneys in the ~~FHCF Fund~~ are or will be insufficient to pay reimbursement at the levels promised in the Reimbursement Contracts:

1. The ~~SBA Board~~ will determine the projected reimbursable losses of Participating Insurers, whether or not the ~~FHCF Fund~~ has or will have sufficient funds to reimburse Participating Insurers for their reimbursable losses, and the estimated shortfall which shall be covered by the issuance of revenue bonds or through incurrence of other indebtedness.

2. Based on the amount of the shortfall determined in accordance with subparagraph 1., above, the ~~SBA Board~~ will determine the needed percentage of direct premium written for Assessable Lines. The Emergency Assessment percentage will be determined as follows:

a. The ~~SBA Board~~ will review available information, from the ~~OIR Office of Insurance Regulation~~, the Florida Surplus Lines Service Office and the National Association of Insurance Commissioners, regarding direct premiums written for Assessable Lines in Florida, reportable pursuant to Section 624.424, F.S., or pursuant to Part VIII of Chapter 626, F.S.

b. The ~~SBA Board~~ will review and assess existing market conditions regarding the issuance and sale of bonds or the incurrence of other indebtedness to determine the amount of revenues which will be required to pay debt service on any bonds issued or other indebtedness incurred.

c. Based on the specific information described above and on any other information determined by the ~~SBA Board~~ to be relevant, the ~~SBA Board~~ will determine the Emergency Assessment percentage necessary to fund the obligations, costs, and expenses of the ~~FHCF Fund~~ and the Corporation including repayment of revenue bonds and that portion of the debt service coverage not met by Reimbursement Premiums, and shall adopt a resolution directing the ~~OIR Office of Insurance Regulation~~ to levy the Emergency Assessment on all Assessable Lines.

3. The Emergency Assessment is subject to interest on delinquent remittances at the average rate earned by the ~~SBA Board~~ for the six months preceding the start of the ~~FHCF~~ for the first four months of the Contract Year for which such information is available plus 5% percent. The Emergency Assessment is also subject to annual adjustments by the ~~SBA Board~~ in order to meet debt obligations.

(5) Procedures regarding Levying Emergency Assessments Pursuant to Section 215.555(6)(b), F.S.

(a) If the ~~SBA Board~~ directs the ~~OIR Office of Insurance Regulation~~ to levy Emergency Assessments, then the ~~OIR Office of Insurance Regulation~~ shall issue Orders to the Florida Surplus Lines Service Office and to each Assessable Insurer levying an Emergency Assessment for the Assessable Lines set out in paragraph (d), below.

(b) Pursuant to the Order issued by the ~~OIR Office of Insurance Regulation~~ levying the Emergency Assessment, each Assessable Insurer shall remit to the entity identified in the Order, an amount equal to the required percentage of its direct written premium for the preceding calendar quarter from all Assessable Lines, except those lines specifically exempted in Section 215.555, F.S. The required percentage will be determined in accordance with Section 215.555(6)(b), F.S., and the procedures set out in subsection (4) of this rule.

(c) Pursuant to the Order issued by the ~~OIR Office of Insurance Regulation~~ levying the Emergency Assessment, each Assessable Insured shall remit and each surplus lines agent shall collect an amount equal to the required percentage of its direct written premium from all Assessable Lines. Surplus lines agents shall collect the Emergency Assessment at the same time as the surplus lines agent collects the surplus lines tax required by Section 626.932, F.S., and remit to the Florida Surplus Lines Service Office at the same time as the agent remits the surplus lines tax to that Office. The Emergency Assessment on each insured procuring coverage and filing under Section 626.938, F.S., shall be an amount equal to the required percentage of its direct written premium from all Assessable Lines and shall be remitted by the insured to the Florida Surplus Lines Service Office at the time the insured pays the surplus lines tax to that Office. The Florida Surplus Lines Service Office shall remit the Emergency Assessments received as directed by the ~~OIR Office of Insurance Regulation~~.

(d) The following lines of business are subject to the Emergency Assessment under Section 215.555(6)(b)1., F.S. For ease of reference, the lines of business are identified on the Exhibit of Premiums and Losses in the property and casualty annual statement of the National Association of Insurance Commissioners required to be filed by

authorized insurers pursuant to Section 624.424, F.S., whether or not the insurer is required to file such exhibit. However, note that the numbers preceding the names of the lines of business do not correspond to the line numbers of the property and casualty annual statement.

1. Fire.
2. Allied Lines.
3. Multiple Peril Crop.
4. Farmowners Multiple Peril.
5. Homeowners Multiple Peril.
6. Commercial Multiple Peril (non-liability).
7. Commercial Multiple Peril (liability).
8. Mortgage Guaranty.
9. Ocean Marine.
10. Inland Marine.
11. Financial Guaranty.
12. Earthquake.
13. Other Liability.
14. Products Liability.
15. Private Passenger Auto No-Fault.
16. Other Private Passenger Auto Liability.
17. Commercial Auto No-Fault.
18. Other Commercial Auto Liability.
19. Private Passenger Auto Physical Damage.
20. Commercial Auto Physical Damage.
21. Aircraft (all perils).
22. Fidelity.
23. Surety.
24. Burglary and Theft.
25. Boiler and Machinery.
26. Credit.
27. Warranty.
28. Aggregate Write Ins for Other Lines of Business.

Rulemaking Authority 215.555(3) FS. Law Implemented 215.555(2), (3), (4), (5), (6), (7) FS. History—New 9-18-97, Amended 12-3-98, 9-12-00, 6-1-03, 5-19-04, 5-29-05, 5-10-06, 9-5-06, 6-8-08, 3-30-09, 3-29-10, 8-8-10, 4-24-14, 11-10-21, X-XX-25.

NAME OF PERSON ORIGINATING PROPOSED RULE: Gina Wilson, FHCF Chief Operating Officer, State Board of Administration of Florida.

NAME OF AGENCY HEAD WHO APPROVED THE PROPOSED RULE: The Trustees of the State Board of Administration of Florida.

DATE PROPOSED RULE APPROVED BY AGENCY HEAD: June 10, 2025

DATE NOTICE OF PROPOSED RULE DEVELOPMENT PUBLISHED IN FAR: March 12, 2025

19-8.013 Revenue Bonds Issued Pursuant to Section 215.555(6), F.S.

(1) Purpose. This rule establishes the ~~SBA Board~~'s policy regarding the issuance of revenue bonds pursuant to Section 215.555(6), F.S. The rule provides definitions; interprets certain terms in Section 215.555, F.S.; establishes factors for determining when to issue revenue bonds, the amount of any such revenue bonds, and the source for repayment of any such revenue bonds; and establishes procedures for levying Emergency Assessments pursuant to Section 215.555(6)(b), F.S.

(2) Definitions. The terms defined below will be capitalized in this rule.

(a) Assessable Insurer means Authorized Insurers writing property and casualty business in this state and any entity created pursuant to Section 627.351, F.S. Surplus lines insurers are not Assessable Insurers. Reinsurers are not Assessable Insurers.

(b) Assessable Insured means each insured procuring property and casualty coverage from surplus lines insurers regulated under Part VIII of Chapter 626, F.S.

(c) Assessable Lines means those lines of property and casualty business subject to assessment under Section 215.555(6)(b)1., F.S., and as more fully described in subsection (5), below.

(d) Authorized Insurer means an insurer as defined in Section 624.09(1), F.S. For purposes of this rule, Authorized Insurer includes Citizens Property Insurance Corporation and any joint underwriting association or similar entity created pursuant to Section 627.351, F.S.

(e) Balance of the Fund and Fund Balance ~~has~~ have the same meaning given to Balance of the ~~FHCF Fund~~ as of December 31 in Article V of the Reimbursement Contract adopted and incorporated by reference into Rule 19-8.010, F.A.C.

~~(f) Board means the State Board of Administration of Florida.~~

~~(g)~~(f) Contract Year means the time period which begins at 12:00:01 (Eastern Time) on June 1 of each calendar year and ends at 12:00 p.m. midnight on May 31 of the following calendar year.

~~(h)~~(g) Corporation means the State Board of Administration Finance Corporation created by Section 215.555(6)(d), F.S.

~~(i)~~(h) Covered Event means a hurricane as defined in Section 215.555(2)(b), F.S., and in Article V of the Reimbursement Contract adopted and incorporated by reference in Rule 19-8.010, F.A.C.

~~(j)~~(i) Covered Policies means an insurance policy covering residential property, as defined in Section 215.555(2)(c), F.S., and in Article V of the Reimbursement Contract adopted and incorporated by reference in Rule 19-8.010, F.A.C.

~~(k) Department means the Florida Department of Financial Services, which was created pursuant to Section 20.121, F.S., and which is charged with regulating the Florida insurance market and administering the Florida Insurance Code.~~

~~(l)~~(j) Emergency Assessment means the assessment levied by the ~~OIR Office of Insurance Regulation~~ at the direction of the ~~SBA Board~~ on direct written premiums for all Assessable Lines pursuant to and subject to the exceptions in Section 215.555(6)(b), F.S., and as more fully described in subsection (5) of this rule.

~~(m)~~(k) FHCF ~~or Fund~~ means the Florida Hurricane Catastrophe Fund.

~~(n)~~(l) ~~OIR means the~~ Office of Insurance Regulation ~~means that office within the Department which was created in Section 20.121(3), F.S.~~

~~(o)~~(m) Participating Insurer means an insurer which writes Covered Policies in this state and which has entered into a Reimbursement Contract with the ~~SBA Board~~, pursuant to Section 215.555(4)(a), F.S.

~~(p)~~(n) Reimbursement Contract means the annual contract required pursuant to Section 215.555(4)(a), F.S., which provides coverage to Participating Insurers for losses to covered property during a Covered Event.

~~(q)~~(o) Reimbursement Premium means the premium determined by multiplying each \$1,000 of insured value reported by the Participating Insurer in accordance with Section 215.555(5), F.S., by the rate as derived from the premium formula as described in Rule 19-8.028, F.A.C.

~~(p) SBA means the State Board of Administration of Florida.~~

(3) Limitations on the ~~FHCF Fund~~'s Liability. The ~~FHCF Fund~~'s liability under the Reimbursement Contracts for Covered Events in a Contract Year is determined pursuant to Section 215.555(4)(c)1., F.S.

(4) Determinations Regarding Bond Issuance.

(a) General Factors for Use in Determining Whether to Issue Bonds. Based on the requirements of Section 215.555, F.S., on all rules adopted pursuant thereto, and on the foregoing interpretations, the ~~SBA Board~~ determines that the Legislature intended the ~~FHCF Fund~~ to be a sustainable, permanent, and continuing trust fund established within the meaning of Article III, section 19 of the Florida Constitution which is available to pay reimbursable losses for Covered Events in more than one year. The ~~SBA Board~~ further determines that the Legislature deliberately and purposefully limited the ~~FHCF Fund~~'s liability as to Covered Events in any one Contract Year in order to provide for an on-going ~~FHCF Fund~~. The ~~SBA Board~~ determines that in its fiduciary capacity regarding the ~~FHCF Fund~~, it is prudent to adopt the interpretations set out in this rule and to conform all its other policies, rules, and methods of operation to those fiduciary responsibilities and interpretations.

(b) Quality of Bonds to be Issued. The SBA Board finds that in order to fulfill its fiduciary responsibilities to maintain and enhance the on-going viability and credibility of the FHCF Fund and to operate in the most cost-efficient manner, all revenue bonds issued to pay reimbursable losses shall be investment grade bonds, except to the extent that revenue bonds other than investment grade are needed to pay a small amount of legitimate but unexpected reimbursable losses. Upon the occurrence of such an exception, any revenue bonds issued will be issued only after a determination by the SBA Board that the issuance of such bonds is fiscally responsible, in light of the SBA Board's fiduciary responsibilities.

(c) Emergency Assessments.

1. If the SBA Board determines that the amount of revenue produced under Section 215.555(5), F.S., is insufficient to fund the obligations, costs, and expenses of the FHCF Fund and the Corporation, including repayment of revenue bonds and that portion of debt service coverage not met by Reimbursement Premiums, the SBA Board shall direct the OIR Office of Insurance Regulation to levy an Emergency Assessment on direct written premiums for all Assessable Lines. In making this determination, the SBA Board may consider the projected Balance of the Fund; anticipated additional FHCF Fund revenues; the meteorological severity and geographical area impacted by each Covered Event; estimates of losses from the insurance industry, from individual insurers, from federal, state, and local emergency response entities, from loss reports submitted to the SBA Board by Participating Insurers, from reviews of loss reports by the FHCF Fund's Administrator, from information provided by modeling companies, from claims development patterns derived from known historical events, from an analysis of market shares of Participating Insurers in the impacted area, and any other credible sources of loss information; and any other information determined by the SBA Board to be relevant.

2. Except as required by Section 215.555(7)(c), F.S., or as described in the following sentence, Reimbursement Premiums, together with earnings thereon, received in a given Contract Year will be used only to pay for losses attributable to Covered Events occurring in that Contract Year or for losses attributable to Covered Events in subsequent Contract Years and will not be used to pay for past losses or for debt service on tax-exempt post-event revenue bonds. Pursuant to Section 215.555(6)(a)1., F.S., Reimbursement Premiums, and earnings thereon may be used for payments relating to tax-exempt post-event revenue bonds in the event Emergency Assessments are insufficient. If Reimbursement Premiums are used for debt service on tax-exempt post-event revenue bonds, then the amount of the Reimbursement Premiums, or earnings thereon so used shall be returned, without interest, to the FHCF Fund when Emergency Assessments or other legally available funds remain available after making payments relating to such revenue bonds and any other purposes for which Emergency Assessments were levied.

(d) Specific Procedures Regarding Issuance of Bonds, Notes, Debentures or Other Evidences of Financial Indebtedness on a Pre-Event Basis. In making a determination to authorize the issuance of revenue bonds on a Pre-event basis ("in the absence of a hurricane"), pursuant to Section 215.555(6)(a), F.S., the SBA Board shall consider the following factors: the projected Fund Balance; reserves for mitigation appropriations; estimated amounts needed for administration of the FHCF Fund; projected amounts of future Reimbursement Premiums; projected amounts of earnings on collected Reimbursement Premiums; the projected frequency and magnitude of future Covered Events; current and projected interest rates on revenue bonds; current and projected market conditions for the sale of revenue bonds; projected credit ratings for the FHCF Fund and for revenue bonds issued on behalf of the FHCF Fund; current and projected availability of bond insurance or other credit enhancement for revenue bonds; the costs of issuance of revenue bonds; the debt service requirements of the revenue bonds; the estimated value, both monetary and non-monetary, of the issuance of Pre-event bonds on the costs of Post-event bonds in terms of benchmark pricing, secondary market trading, investor education, confidence of insurers and reinsurers in the FHCF Fund's ability to issue revenue bonds Post-event, market education, and document preparation; and any other factors relevant to the determination at the time such determination is made.

(e) Specific Procedures for Issuance of Revenue Bonds on a Post-Covered Event Basis. Upon the occurrence of a Covered Event for which the SBA Board determines that moneys in the FHCF Fund are or will be insufficient to pay reimbursement at the levels promised in the Reimbursement Contracts:

1. The SBA Board will determine the projected reimbursable losses of Participating Insurers, whether or not the FHCF Fund has or will have sufficient funds to reimburse Participating Insurers for their reimbursable losses, and the estimated shortfall which shall be covered by the issuance of revenue bonds or through incurrence of other indebtedness.

2. Based on the amount of the shortfall determined in accordance with subparagraph 1., above, the SBA Board will determine the needed percentage of direct premium written for Assessable Lines. The Emergency Assessment percentage will be determined as follows:

a. The ~~SBA Board~~ will review available information, from the ~~OIR Office of Insurance Regulation~~, the Florida Surplus Lines Service Office and the National Association of Insurance Commissioners, regarding direct premiums written for Assessable Lines in Florida, reportable pursuant to Section 624.424, F.S., or pursuant to Part VIII of Chapter 626, F.S.

b. The ~~SBA Board~~ will review and assess existing market conditions regarding the issuance and sale of bonds or the incurrence of other indebtedness to determine the amount of revenues which will be required to pay debt service on any bonds issued or other indebtedness incurred.

c. Based on the specific information described above and on any other information determined by the ~~SBA Board~~ to be relevant, the ~~SBA Board~~ will determine the Emergency Assessment percentage necessary to fund the obligations, costs, and expenses of the ~~FHCF Fund~~ and the Corporation including repayment of revenue bonds and that portion of the debt service coverage not met by Reimbursement Premiums, and shall adopt a resolution directing the ~~OIR Office of Insurance Regulation~~ to levy the Emergency Assessment on all Assessable Lines.

3. The Emergency Assessment is subject to interest on delinquent remittances at the average rate earned by the ~~SBA Board~~ for the ~~six months preceding the start of the FHCF for the first four months of the~~ Contract Year ~~for which such information is available~~ plus 5% ~~percent~~. The Emergency Assessment is also subject to annual adjustments by the ~~SBA Board~~ in order to meet debt obligations.

(5) Procedures regarding Levying Emergency Assessments Pursuant to Section 215.555(6)(b), F.S.

(a) If the ~~SBA Board~~ directs the ~~OIR Office of Insurance Regulation~~ to levy Emergency Assessments, then the ~~OIR Office of Insurance Regulation~~ shall issue Orders to the Florida Surplus Lines Service Office and to each Assessable Insurer levying an Emergency Assessment for the Assessable Lines set out in paragraph (d), below.

(b) Pursuant to the Order issued by the ~~OIR Office of Insurance Regulation~~ levying the Emergency Assessment, each Assessable Insurer shall remit to the entity identified in the Order, an amount equal to the required percentage of its direct written premium for the preceding calendar quarter from all Assessable Lines, except those lines specifically exempted in Section 215.555, F.S. The required percentage will be determined in accordance with Section 215.555(6)(b), F.S., and the procedures set out in subsection (4) of this rule.

(c) Pursuant to the Order issued by the ~~OIR Office of Insurance Regulation~~ levying the Emergency Assessment, each Assessable Insured shall remit and each surplus lines agent shall collect an amount equal to the required percentage of its direct written premium from all Assessable Lines. Surplus lines agents shall collect the Emergency Assessment at the same time as the surplus lines agent collects the surplus lines tax required by Section 626.932, F.S., and remit to the Florida Surplus Lines Service Office at the same time as the agent remits the surplus lines tax to that Office. The Emergency Assessment on each insured procuring coverage and filing under Section 626.938, F.S., shall be an amount equal to the required percentage of its direct written premium from all Assessable Lines and shall be remitted by the insured to the Florida Surplus Lines Service Office at the time the insured pays the surplus lines tax to that Office. The Florida Surplus Lines Service Office shall remit the Emergency Assessments received as directed by the ~~OIR Office of Insurance Regulation~~.

(d) The following lines of business are subject to the Emergency Assessment under Section 215.555(6)(b)1., F.S. For ease of reference, the lines of business are identified on the Exhibit of Premiums and Losses in the property and casualty annual statement of the National Association of Insurance Commissioners required to be filed by authorized insurers pursuant to Section 624.424, F.S., whether or not the insurer is required to file such exhibit. However, note that the numbers preceding the names of the lines of business do not correspond to the line numbers of the property and casualty annual statement.

1. Fire.
2. Allied Lines.
3. Multiple Peril Crop.
4. Farmowners Multiple Peril.
5. Homeowners Multiple Peril.
6. Commercial Multiple Peril (non-liability).
7. Commercial Multiple Peril (liability).
8. Mortgage Guaranty.
9. Ocean Marine.
10. Inland Marine.
11. Financial Guaranty.
12. Earthquake.

13. Other Liability.
14. Products Liability.
15. Private Passenger Auto No-Fault.
16. Other Private Passenger Auto Liability.
17. Commercial Auto No-Fault.
18. Other Commercial Auto Liability.
19. Private Passenger Auto Physical Damage.
20. Commercial Auto Physical Damage.
21. Aircraft (all perils).
22. Fidelity.
23. Surety.
24. Burglary and Theft.
25. Boiler and Machinery.
26. Credit.
27. Warranty.
28. Aggregate Write Ins for Other Lines of Business.

Rulemaking Authority 215.555(3) FS. Law Implemented 215.555(2), (3), (4), (5), (6), (7) FS. History—New 9-18-97, Amended 12-3-98, 9-12-00, 6-1-03, 5-19-04, 5-29-05, 5-10-06, 9-5-06, 6-8-08, 3-30-09, 3-29-10, 8-8-10, 4-24-14, 11-10-21, X-XX-25.

BACKUP TO FOLLOW

This Page Intentionally Left Blank



State Board of Administration

Proposed Budget

FY 2025-26

June 10, 2025

State Board of Administration Proposed Budget FY2025-26

**SBA Operations
FRS Investment Plan
Florida Hurricane Catastrophe Fund**

**Division of Bond Finance
Florida Prepaid College Board**

June 10, 2025

State Board of Administration

Proposed Budget FY2025-26

SBA – Introduction

- Constitutionally-created entity that provides investment management and trust services
 - Over \$268 billion total assets under management
 - Largest mandate is the \$200 billion Florida Retirement System Trust Fund
 - Administers the FRS Investment Plan and the Florida Hurricane Catastrophe Fund (FHCF)
- Division of Bond Finance and Florida Prepaid College Board are administratively housed, but report to separate boards
- Operating Budget
 - Must be annually approved by the Trustees
 - SBA, FRS Investment Plan, Florida Hurricane Catastrophe Fund, Division of Bond Finance and Florida Prepaid College Board are presented separately herein

State Board of Administration

Proposed Budget FY2025-26

Summary of SBA-Administered Budgets

Budget Entity	Proposed Budget
SBA Operating	\$80,619,943
FRS Investment Plan	\$34,221,174
FHCF	\$17,058,684
Division of Bond Finance	\$6,948,111
Florida Prepaid College Board	\$65,871,428

SBA Operating
FY2025-26 Proposed Budget
June 10, 2025

SBA Operating Proposed Budget Detail by Line Item

Description	New FTE'S: 10		% Change
	Fiscal Year 2024-2025	Fiscal Year 2025-2026	
FTE	235.75	245.75	
Salary & Benefits	\$49,812,902	\$55,460,824	11.3%
Salary Subtotal	\$36,221,298	\$40,129,286	10.8%
Salaries	29,137,598	32,246,298	
New Positions/Salary Adj.	1,126,700	993,210	
Recruitment & Retention Rate	1,982,000	1,934,778	
Leave Liability Payments & Incentive Reserve	3,850,000	4,825,000	
Moving Expense Stipend	125,000	130,000	
Benefit Subtotal	\$13,591,604	\$15,331,538	12.8%
Social Security	2,593,246	2,854,506	
Retirement	5,732,004	6,424,235	
Health Insurance	4,880,367	5,647,386	
Life Insurance	11,461	11,945	
Disability Insurance	12,899	14,070	
Dental Insurance	361,627	379,396	
Other Personal/Contractual Svcs	\$19,927,536	\$18,273,372	(8.3)%
Temporary Employment	130,560	130,560	
Other Contractual Services	19,796,976	18,142,812	
Expense & Other Capital Outlay	\$5,892,427	\$6,885,747	16.9%
Repairs & Maintenance	546,825	797,882	
Rental of Building/Equipment	1,908,276	2,059,580	
Travel	1,279,821	1,335,400	
Training	276,493	316,654	
SBA Group Training/Employee Reimburse	309,290	309,009	
Communications	249,448	326,348	
Freight & Postage	60,000	60,000	
Insurance & Surety Bonds	160,000	160,000	
Ofc Materials/Supplies/Equipment	222,033	205,991	
Other Charges & Obligations	502,300	534,763	
Printing	18,800	20,120	
Unemployment Compensation	10,000	10,000	
Other Capital Outlay	349,141	750,000	
TOTALS	\$75,632,865	\$80,619,943	6.6%

NOTES:

- Total budget increase of 6.6% comprised of a 11.3% increase in Salaries & Benefits, including ten (10) new FTEs, with an offset of a \$661 thousand (2.6%) net decrease in other operating costs.
- Salaries – \$3.9 million (10.8%) increase; Salary budget includes \$1.9 million (5%) in Recruitment & Retention Rate and (1%) Other Salary Adjustments to mitigate human capital risk.
- Benefits – \$1.7 million (12.8%) increase primarily due to the increases in retirement contribution rates (pursuant to Chapter 2025-92, Laws of Florida), health insurance, and incentive reserve.
- Other Contractual Services – \$1.7 million (8.3)% decrease due to IT contract services/licensing costs savings and implementation of strategic initiatives for operational efficiency.
- Expense – \$592 thousand (10.7%) increase includes rental rate increases, along with cost adjustments for travel/training and communication equipment upgrades.
- Other Capital Outlay – \$401 thousand (114.8%) increase due primarily to Fiscal Year 2025-26 office space expansion/renovations.

* The Incentive Compensation Plan (ICP) for Tier 1 is updated effective July 1, 2025, as outlined in the appendix to this budget in accordance with the SBA's adjustment to the ICP for all participating employees.

* A Litigation Reserve Fund has been established by the SBA pursuant to a Resolution of the Trustees for up to \$20 million of the unencumbered funds within the Administrative Expense Trust Fund. This Litigation Reserve Fund will be used to fund litigation that promotes corporate governance reforms in public corporations in which the SBA is a shareholder.

FRS Investment Plan
Proposed FY2025-26 Budget
June 10, 2025

FRS Investment Plan

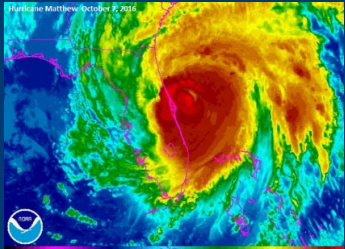
Proposed Budget Detail by Line Item

Description	Fiscal Year 2024-2025	Fiscal Year 2025-2026	% Change
FTE	8	8	
Salary & Benefits	\$1,877,371	\$2,045,200	8.9%
Salary Subtotal	\$1,367,973	\$1,503,973	9.9%
Salaries	1,151,973	1,217,973	
New Positions/Salary Adj.	—	—	
Recruitment & Retention Rate	66,000	61,000	
Leave Liability Payments & Incentive Reserve	150,000	225,000	
Benefit Subtotal	\$509,398	\$541,227	6.2%
Social Security	103,004	112,838	
Retirement	224,101	228,896	
Health Insurance	169,000	186,176	
Life Insurance	387	387	
Disability Insurance	547	572	
Dental Insurance	12,359	12,359	
Other Personal/Contractual Svcs	\$26,033,630	\$26,759,018	2.8%
Temporary Employment	20,000	20,000	
Other Contractual Services	25,447,130	26,200,081	
SBA Administrative Fee	566,500	538,937	
Expense & Other Capital Outlay	\$131,182	\$134,581	2.6%
Repairs & Maintenance	2,000	2,000	
Rental of Building/Equipment	45,932	49,281	
Travel	35,200	35,200	
Agency Directed Training	4,500	4,500	
Insurance & Surety Bonds	1,250	1,250	
Ofc Materials/Supplies/Equipment	6,500	6,500	
Other Charges & Obligations	6,300	6,350	
Printing	21,000	21,000	
Other Capital Outlay	8,500	8,500	
Total Approved Operating Budget	\$28,042,183	\$28,938,799	3.2%
Projected Spending from Forfeiture Account*	5,408,644	5,282,375	-2.3%
TOTALS	\$33,450,827	\$34,221,174	2.3%

NOTES:

- Total FRS Investment Plan expenses estimated at \$34.2 million for FY2025-26, an increase of approximately \$770,000 (2.3%) over FY2024-25.
- Expenditures from the Administrative Trust Fund (operating budget) estimated at \$28.9 million (3.2%) increase over FY2024-25, plus projected expenditures of \$5.3 million (-2.3%) decrease from FY2024-25 Forfeiture Account.
- Salary budget includes \$61,000 (5.0%) Recruitment & Retention salary rate to mitigate human capital risk, and resources to fully fund potential incentive reserve and leave expenses for retiring/terminating staff.
- Benefits include increases in retirement contribution rates (pursuant to Chapter 2025-92, Laws of Florida), health insurance, and incentive reserve.

* The SBA is requesting authority to spend up to the amount in forfeiture funds realized, which may be more or less than the \$5,282,375 estimated for FY2025-26. To the extent actual forfeiture funds realized differs from the amount estimated, the difference will be spent from or retained in the operating budget as the case may be.



Florida Hurricane Catastrophe Fund

Proposed FY2025-26 Budget

June 10, 2025

Florida Hurricane Catastrophe Fund

Proposed Budget Detail by Line Item

Description	Fiscal Year 2024-2025	Fiscal Year 2025-2026	% Change
FTE	15	15	
Salary & Benefits	\$3,019,008	\$3,215,779	6.5%
Salary Subtotal	\$2,176,902	\$2,294,902	5.4%
Salaries	1,807,402	2,059,902	
New Positions/Salary Adj.	148,500	—	
Recruitment & Retention Rate	104,000	103,000	
Leave Liability Payments & Incentive Reserve	117,000	132,000	
Benefit Subtotal	\$842,107	\$920,877	9.4%
Social Security	159,009	164,014	
Retirement	329,618	355,153	
Health Insurance	327,855	375,014	
Life Insurance	725	725	
Disability Insurance	824	865	
Dental Insurance	24,076	25,107	
Other Personal/Contractual Svcs	\$8,811,971	\$13,198,589	49.8%
Other Contractual Services	8,811,971	13,198,589	
Expense & Other Capital Outlay	\$547,937	\$644,316	17.6%
Rental of Building/Equipment	88,330	94,709	
Travel (excl Methodology Commission)	96,200	96,200	
Agency Directed Training	18,750	18,750	
Methodology Commission Travel	300,738	300,738	
Insurance & Surety Bonds	3,519	3,519	
Ofc Materials/Supplies/Equipment	11,500	11,500	
Other Charges & Obligations	6,300	6,300	
Printing	11,600	12,600	
Other Capital Outlay	11,000	100,000	
TOTAL BUDGET	\$12,378,917	\$17,058,684	37.8%

NOTES:

- Total Proposed Operating Budget of \$17.1 million is an increase of \$4.7 million over FY2024-25 and includes an investment in technology and associated infrastructure for a data repository.
- Total Budget is 1.1% of projected annual insurers' premiums, which fund operating expenses.
- Salary budget increase includes a Recruitment & Retention rate of \$103,000 (5.0% of salaries).
- Benefits include increases in retirement contribution rates (pursuant to Chapter 2025-92, Laws of Florida), health insurance, and incentive reserve.
- \$4.4 million (49.8%) increase in Other Personal/Contractual Services is primarily attributed to third party contract increases, upgrades in technology and implementation of a data repository.
- No increase in costs for the Methodology Commission to conduct on-site reviews of hurricane and flood models.

Division of Bond Finance
Proposed FY2025-26 Budget
June 10, 2025

Division of Bond Finance

Proposed Budget Detail by Line Item

Description	Fiscal Year 2024-2025	Fiscal Year 2025-2026	% Change
FTE	17	17	
Salary & Benefits	\$3,783,526	\$4,045,676	6.9%
Salary Subtotal	\$2,833,259	\$2,985,941	5.4%
Salaries	2,327,571	2,467,225	
Recruitment & Retention Rate	139,654	(67,103)	
Leave Liability Payments & Incentive Reserve	366,034	585,819	
Benefit Subtotal	\$950,267	\$1,059,735	11.5%
Social Security	194,805	198,533	
Retirement	407,309	406,981	
Health Insurance	323,046	425,016	
Life Insurance	822	822	
Disability Insurance	987	960	
Dental Insurance	23,298	27,423	
Contractual Svcs	\$2,081,088	\$2,433,850	17.0%
Temporary Employment	61,200	45,600	
Other Contractual Services	1,869,508	2,233,359	
SBA Administration Fee	150,380	154,891	
Expense & Other Capital Outlay	\$457,671	\$468,585	2.4%
Repairs & Maintenance	8,500	8,500	
Rental of Building/Equipment	169,429	181,323	
Travel	67,000	67,000	
Training & Development	7,500	7,500	
Communications	57,810	57,810	
Freight & Postage	9,500	9,500	
Insurance & Surety Bonds	3,177	3,177	
Ofc Materials/Supplies/Equipment	36,625	36,225	
Other Charges & Obligations	21,080	18,780	
Printing	11,550	13,270	
Other Capital Outlay	65,500	65,500	
TOTALS	\$6,322,285	\$6,948,111	9.9%

NOTES:

- Proposed Budget of \$6.9M represents an increase of \$625,826 (9.9%) from the FY2024-25 Budget.
- An increase in contractual services expenses of \$352,762 (or 17.0%) is directly related to increased pass-through expenses on higher number and par amount of potential bond transactions.
- Budget is based on 23 potential transactions, 3 (or 15%) more than projected in the FY2024-25 Budget. Par amount of potential transactions has also increased by \$479.9M (or 18%) from prior year.
- Negative recruitment and retention reflects reclassification to increase incentive compensation which is contingent on realizing debt service savings.
- A \$109,468 increase (or 11.5%) in employee benefits expenses is primarily resulting from an increase in health insurance costs.
- No new positions requested.

* The Incentive Compensation for the Director of the Division of Bond Finance is updated effective July 1, 2025, as outlined in the appendix to this budget in accordance with the adjustments to the incentive compensation for all participating employees of the Division of Bond Finance.

Florida Prepaid College Board
Proposed FY2025-26 Budget
June 10, 2025

Florida Prepaid College Board

Proposed Budget Detail by Line Item

Description	Fiscal Year 2024-2025	Fiscal Year 2025-2026	% Change
FTE	20	20	
Salaries & Benefits	\$4,164,001	\$4,383,584	5.3%
Salary Subtotal	\$2,916,751	\$3,045,910	4.4%
Salaries	2,637,425	2,870,192	
Recruitment & Retention Rate	232,767	129,159	
Leave Liability Payments	46,559	46,559	
Benefit Subtotal	\$1,247,250	\$1,337,674	7.2%
Social Security	204,546	212,470	
Retirement	553,240	589,543	
Health Insurance	453,872	500,018	
Life Insurance	967	967	
Disability Insurance	1,148	1,200	
Dental Insurance	33,476	33,476	
Other Personal/Contractual Svcs	\$47,752,714	\$57,078,446	19.5%
Temporary Employment	105,233	108,390	
Other Contractual Services	47,647,481	56,970,056	
Expense & Other Capital Outlay	\$8,496,524	\$4,409,398	-48.1%
Repairs & Maintenance	5,000	5,000	
Rental of Building/Equipment	160,250	160,250	
Travel	39,057	40,229	
Communications	73,500	85,000	
Freight & Postage	4,705	4,705	
Agency Directed Training	6,746	6,948	
Insurance & Surety Bonds	15,000	15,000	
Ofc Materials/Supplies/Equipment	10,666	10,666	
Other Charges & Obligations	30,500	30,500	
Printing	10,000	10,000	
Other Capital Outlay	8,141,100	4,041,100	
TOTALS	\$60,413,239	\$65,871,428	9.0%

NOTES:

Fiscal Year 2025-26 Total Budget - increased by \$5.5 M (9.0%):

- \$2.2M increase for recurring items.
- \$3.3M increase for non-recurring items.

Salaries & Benefits: Increased by \$219,583 (5.3%):

- \$232,767 to incorporate last year's Recruitment and Retention Rate into the Salaries budget.
- -\$103,608 for reduction in Recruitment & Retention Rate.
- \$90,424 in Benefits to reflect costs for insurance, social security, and retirement contributions projected for FY2025-26.

Other Personal/Contractual Services: Increased by \$9.3M (19.5%):

- \$10,240 for Temporary Employment and Legal Services due to inflation related costs.
- \$8,183 for Audit and Actuarial Services due to contractual rate increases.
- \$40,000 for Consulting due to investment consultant restructure and cybersecurity consultant replacement.
- \$10.7M for Marketing: \$672,309 recurring due to inflation related costs and \$10M non-recurring to boost participation.*
- -\$1.4M for Records Administration: \$1.25M recurring and - \$2.65M non-recurring due to CRM-related contract amendments.

Expense: Increased by \$12,874 (3.6%):

- \$1,374 for Travel and Training due to inflation related costs.
- \$11,500 for Communications due to expanded Amazon Web Services functionality for contact center.

Other Capital Outlay: Decreased by \$4.1M (50.4%):

- -\$4.1M non-recurring for Intangible Capital Assets/Software due to CRM completion.

*The \$10 million non-recurring marketing allocation supports growth-driving initiatives across both Prepaid and Savings Programs in conjunction with the launch of the Board's new CRM system.

State Board of Administration

Authority & Governance

The original State Board of Administration (SBA) was created by statute in 1929 as the fiscal agent for counties and special road and bridge districts for the purpose of paying debt service on their bonds. The SBA was later established as a constitutional body corporate in 1942 by Article IX, Section 16 of the 1885 Constitution of the State of Florida, for the purpose of administering the Second Gas Tax for the benefit of Florida counties and county road bonds. As a result of a constitutional amendment, effective January 2003, the Governor as chair, the Chief Financial Officer, and the Attorney General serve as the three-member body corporate, collectively known as the Board of Trustees.

The Trustees have statutory authority to invest assets and discharge their duties in accordance with the limitations on investments as outlined in Section 215.47, Florida Statutes, and in compliance with certain federal fiduciary standards of loyalty, care and prudence that are incorporated into Sections 121.4501(15), 215.44(2)(a), and 215.47(10), Florida Statutes. The Trustees appoint the Executive Director, review his/her performance and compensation on an annual basis, establish broad policy guidelines (e.g., Investment Policy Statements) and delegate the daily administrative and investment authority to the SBA Executive Director, who is held to the same fiduciary standards as the Trustees. On February 9, 2012, the role of the SBA Chief Risk & Compliance Officer was codified through Investment Policy Statements approved by the Trustees. The SBA Executive Director appoints the Chief Risk & Compliance Officer, whose selection, compensation, and termination requires affirmation by the Board. An Investment Advisory Council (IAC), appointed by the Trustees, provides advice on investment policy and strategy.

Section 215.44(2), Florida Statutes provides for an Audit Committee appointed by the Trustees to assist them in fulfilling oversight responsibilities, serving as an independent and objective party to monitor processes for financial reporting, internal controls, risk assessment, audit processes, and compliance with laws, rules, and regulations, plus directing the efforts of the Board's independent external auditors and the Board's internal audit staff. The Chief Audit Executive & Inspector General reports functionally to the Audit Committee and administratively to the SBA Executive Director. The SBA Executive Director authorizes salary changes for the Chief Audit Executive & Inspector General in consultation with the Audit Committee. In addition to the oversight of the Trustees and various advisory groups, the SBA is subject to review by the Auditor General of Florida, Office of Program Policy Analysis & Government Accountability, Office of Internal Audit, General Counsel, Chief Risk & Compliance Office, and the Florida Legislature. The Florida Legislature provides for the operational flexibility required to meet the SBA's specialized responsibilities and fiduciary duties, relative to other public entities. The SBA has a

measurable bottom line and benchmarks against which success and accountability can be assessed.

Primary Purpose

The SBA fulfills a critical role for the State of Florida as a multi-asset class investment management organization investing and safe-guarding assets on behalf of trust funds and a variety of state and local government entities. The SBA manages multiple investment funds housing the assets of over 25 mandates and trusts. A mandate is an investment responsibility established as a direct requirement of Florida law. Trusts are investment responsibilities allowed under law and established pursuant to a trust agreement with a client. The SBA invests in all major public and private market asset classes, including U.S. and international stocks and bonds, inflation-protected securities, direct-owned real estate, private equity limited partnerships, and other opportunistic and strategic investments.

Major asset management responsibilities include:

- The FRS Pension Plan trust fund, one of the world's largest and financially healthiest public pension funds.
- The FRS Investment Plan, a defined contribution 401(k)-like alternative to the FRS Pension Plan (originally created under the 2000 Public Employee Optional Retirement Program [PEORP] legislation).
- Florida PRIME (formerly the Local Government Investment Pool), a money market pool with primary investment objectives, in priority order, of safety, liquidity, and competitive returns with minimization of risks. All units of local government in Florida may invest their surplus operating funds in Florida PRIME.
- Investment of the operating funds and other financial resources of the Florida Hurricane Catastrophe Fund and related entities.

Additional responsibilities that do not directly involve asset management include:

- Providing retirement planning support to approximately 660,000 active members of the Florida Retirement System through the MyFRS Financial Guidance Program.
- Administering the Florida Hurricane Catastrophe Fund (FHCF) and its associated programs, including the SBA Finance Corporation and the Insurance Capital Build-up Incentive Program.
- Serving as an investment consultant to retirement programs administered by other state agencies including the State of Florida Deferred Compensation Program and State University System Optional Retirement Program.

- Administering all debt service funds for bonds issued pursuant to the State Bond Act, as well as serving as trustee and escrow agent for bonds issued by the Division of Bond Finance.
- Providing administrative support for the Division of Bond Finance and the Florida Prepaid College Board Programs.
- Providing administrative support to the Audit Committee and the Investment Advisory Council

Operational Structure

The Executive Director and staff (258 total FTE) manage the day-to-day operations of the SBA. The SBA Executive Director approves compensation for all employees (unless otherwise stipulated herein) pursuant to authority granted in Florida Administrative Code Rule 19-3.016. The SBA staff consists primarily of executive, investment, financial/accounting, operational, and administrative professionals focused on safeguarding and prudently growing the assets of the FRS Pension Plan and the other assets entrusted to it over the long-term. The SBA is committed to providing superior investment and trust services while adhering to the highest ethical, fiduciary, and professional standards of care.

Budget Entities

The SBA Operating Budget includes resources to perform functional responsibilities for all but the following programs, which have their own budgets and underlying funding sources:

- FRS Investment Plan
- Florida Hurricane Catastrophe Fund
- Division of Bond Finance (Reports to other Boards)
- Florida Prepaid College Board (Reports to other Boards)

Florida Retirement System (FRS) Investment Plan

Authority & Governance

The 2000 Florida Legislature created the FRS Investment Plan within the Florida Retirement System (FRS). The Investment Plan (operationally referred to as the Office of Defined Contribution Programs) is administered by the State Board of Administration (SBA) and is governed by the Trustees pursuant to Section 121.4501(8), F.S. The Legislature established the Investment Plan Trust Fund in Section 121.4502, F.S.

Primary Purpose

The Office of Defined Contribution Programs serves two primary purposes for the state:

- 1) The FRS Investment Plan. This is the 401(a) defined contribution plan that employees may choose in lieu of the FRS Pension Plan (the traditional defined benefit plan) or the default plan enrollment for employees that do not make an active choice by their enrollment deadline. Investment Plan benefits accrue in individual member accounts that are participant-directed, portable, and funded by employee and employer contributions and earnings. The Office of Defined Contribution Programs is also responsible for the FRS retirement plan choice enrollments.
- 2) The MyFRS Financial Guidance Program. These are the educational resources that support employees' choice between retirement plans and provide approximately 650,000 employees with the information necessary to make informed decisions about choices within their Plan and in preparation for retirement.

Operational Structure

The Office of Defined Contribution Programs, which includes FRS Investment Plan administrative costs and the Financial Guidance Program costs, are budgeted and accounted for separately from the SBA operating budget. Beginning its 24th full year of operations (including the initial choice period in FY 2002-2003), the SBA has been responsible for the day-to-day management of the Investment Plan and the MyFRS Financial Guidance Program within the Office of Defined Contribution Programs. The Office of Defined Contribution Programs is operationally supported by employer contribution rates adopted each fiscal year by the Florida Legislature and “forfeited account balances” accumulated in the Forfeiture Account. FRS Investment Plan expenses for recordkeeping, asset custody and educational services can be paid out of the Forfeiture Account, consistent with SBA policy and IRS requirements.

Under subsections 121.4501(6), Florida Statutes, balances are forfeited by members who take a distribution of their vested balance (which in turn forfeits the unvested balance) or terminate employment with an unvested balance and do not return to FRS employment within five years. The enacting legislation [HB 2393, found at Ch. 2000-169, Laws of Florida] required the SBA to

obtain a “favorable determination letter and a favorable private letter ruling from the Internal Revenue Service.” The May 4, 2001, private letter ruling requires that the use of forfeited amounts be limited to two purposes: a) Payment of plan administrative expenses; and b) Reduction of future employer contributions to the plan. The Forfeiture Account Policy (#20-1255) states the SBA will “endeavor to annually expend the proceeds of the Forfeiture Account to pay authorized plan administrative expenses and reduce future employer contributions to the FRS Investment Plan, consistent with applicable federal and state regulation, rule and law.”

The SBA has partnered with external service providers for the majority of Investment Plan and Financial Guidance Program functions. Daily oversight and monitoring of external relationships to ensure compliance with contractual obligations, general contract administration, management of programs subject to goals and objectives established by the Trustees, and program compliance with applicable state and federal laws is performed by 8 FTE, including the Chief of Defined Contribution Programs.

Florida Hurricane Catastrophe Fund

Authority and Governance

The Florida Hurricane Catastrophe Fund (FHCF) is a tax-exempt trust fund created in November 1993 during a Special Session of the Legislature in the aftermath of Hurricane Andrew. The FHCF was created in Section 215.555, Florida Statutes with the purpose of improving the availability and affordability of property insurance in Florida by providing reimbursements to insurers for a portion of their catastrophic hurricane losses. Also included in provisions of Section 215.555, Florida Statutes, is the creation of a not-for-profit public benefits corporation, known as the State Board of Administration Finance Corporation, governed by the Board of Directors. The FHCF is under the direction and control of the State Board of Administration (SBA), guided by the same trustee leadership of the Governor, Chief Financial Officer, and Attorney General. A nine-member Advisory Council (consisting of an actuary, a meteorologist, an engineer, a representative of insurers, a representative of insurance agents, a representative of reinsurers, and three consumers who are representative of other affected professions and industries) was established to provide the SBA with information and advice.

Funding for the administration of the FHCF is provided for in Section 215.555, Florida Statutes. Financing for the FHCF is obtained from a combination of three sources: 1) reimbursement premiums charged to participating insurers, 2) investment earnings, and 3) emergency assessments levied against all property and casualty lines of business in the state, including surplus lines, but excluding workers' compensation, federal flood, federal crop, accident and health insurance, and medical malpractice premiums. Monies in the FHCF may not be expended, loaned, or appropriated except to pay obligations of the FHCF from reimbursement contracts entered into under subsection (4), payment of debt service on revenue bonds issued under subsection (6), costs of the mitigation program under subsection (7), costs of procuring reinsurance, and costs of administration of the FHCF. The SBA invests the monies of the FHCF pursuant to Sections 215.44-215.52, Florida Statutes. Earnings from all investments are retained in the FHCF except for monies appropriated for mitigation which is limited to 35% of investment earnings and a minimum of \$10 million annually.

Primary Purpose

The purpose of the FHCF is to protect and advance the State's interest in maintaining insurance capacity in Florida. The FHCF program fulfills a unique and critical role for the state of Florida by serving as a state-administered reinsurance type of program and is mandatory for authorized residential property insurers writing covered policies in the state of Florida. The FHCF functions in a public-private partnership type of role with insurers, which preserves the private sector's role as the primary risk bearer. Insurers who write residential property insurance in Florida are required to enter into a reimbursement contract with the SBA, to report their exposures, to pay

premiums, and to report losses by calendar year-end or at other times as required by the SBA. The FHCF provides very economical coverage for insurers writing residential insurance in the state. The cost of FHCF coverage is typically less than the cost of private reinsurance due to the FHCF's tax-exempt status, low administrative costs, and lack of a profit or risk-load. In the event of insufficient funds to meet obligations under the reimbursement agreements, the State Board of Administration Finance Corporation has the ability to issue tax-exempt post-event revenue bonds. The FHCF is obligated to pay losses to participating insurers up to a limit that reflects the insurer's share of the FHCF's actual claims-paying capacity not to exceed the insurer's share of the statutory maximum obligation (currently \$17 billion).

Operational Structure

The Chief Operating Officer of the Florida Hurricane Catastrophe Fund manages the day-to-day operations of the FHCF, assisted by staff (14 total FTE). The FHCF staff manages substantial program responsibilities with additional support from external service providers. Responsibilities include, but are not limited to, proposing legislation; responding to legislative requests; implementing legislation; rulemaking; providing information to participating insurers; conducting insurer training workshops; managing and executing the Exposure and Claims Examination Programs; processing and approving loss reimbursement payment requests; finalizing all claims and losses through a commutation process; determining bonding capacity; issuing tax-exempt revenue bonds; collecting emergency assessments pledged to debt service; raising capital in the financial markets to increase claims paying ability; evaluating risk transfer options; executing risk transfer agreements; staffing the activities of the State Board of Administration Finance Corporation including complying with the covenants of all outstanding Bonds and Notes; preparing financial statements and revenue projections; coordinating the activities of a number of external service providers; meeting and discussing policy issues with the FHCF Advisory Council; providing travel, expenses and staff support to the Florida Commission on Hurricane Loss Projection Methodology, which determines and develops the standards and the review process that is the basis for evaluating hurricane and flood models used in residential ratemaking in Florida; and administering the SBA Insurance Capital Build-up Incentive Program, the Reinsurance to Assist Policyholders (RAP) Program and the Florida Optional Reinsurance Assistance (FORA) Program.

Division of Bond Finance

Authority and Governance

Legal authority for the Division of Bond Finance is provided for in the state Constitution (primarily Articles VII and XII), the State Bond Act (s.215.57-215.83, Florida Statutes), and various implementing sections of the Florida Statutes. The Division of Bond Finance (the “Division”) was created in 1969 and was transferred to the State Board of Administration from the Department of General Services in 1992. The Division is organized into three sections that report to a Division Director, who in turn reports to the Governor and Cabinet. The three sections are Bond Programs and Arbitrage Compliance, Legal, and Administrative.

Primary Purpose

The Division of Bond Finance provides the financial, legal, and marketing services necessary for the issuance, sale, and maintenance of bonds. In addition to performing financial analyses, structuring bond issues, and conducting bond sales, the Division also collects, maintains, and disseminates information on bonds issued by units of local government; administers the Private Activity Bond Allocation Program as required by federal law; and is responsible for ensuring that all tax-exempt bonds issued by the State and its agencies comply with federal arbitrage laws.

The proceeds of bonds issued by the Division are used to finance schools, roads, bridges, rights-of-way, prisons, state office buildings, land acquisition, pollution control facilities, water management projects, and university parking garages, dormitories, and student activity facilities. The state entities for which the Division issues bonds include the Departments of Education, Transportation, Management Services, Corrections, Environmental Protection, and the Board of Governors of the State University System.

Operational Structure

The Division has 17 FTE. Fifteen FTE are allocated to the Bond Programs, Legal, and Administrative functions within the Division and are operationally supported by the Bond Fee Trust Fund. Bond program staff performs the financial and analytical services for bond issues, legal staff performs legal services associated with the issuance of bonds and ongoing federal disclosure requirements, and administrative staff provide planning, support, and coordination for the Division. Two positions are allocated to Arbitrage Compliance, operationally supported by the Arbitrage Compliance Trust Fund. Arbitrage staff monitor bonds issued by the Division for compliance with federal arbitrage regulations in accordance with the 1986 Tax Reform Act.

Revenue for Division programs is derived from fees collected at the closings of bond issues or transactions, fees related to debt management and debt reduction transactions, fees associated with private activity bond allocation, and fees for arbitrage compliance monitoring. Fees are charged in accordance with schedules adopted by the Division as required by Sections 215.65, 159.811 and 215.655, Florida Statutes.

Florida Prepaid College Board

Authority and Governance

Sections 1009.97-1009.984, Florida Statutes, establish the Florida Prepaid College Board ("Board") as a corporate body with all the powers to administer the Stanley G. Tate Prepaid College Program ("Prepaid Program") and the Florida College Savings Program ("Savings Plan"). For purposes of Article IV of the State Constitution, the Board is assigned to and administratively housed within the State Board of Administration (SBA), but independently exercises the powers and duties specified in the statutes.

The seven-member Board is composed of the Attorney General, the Chief Financial Officer, the Chancellor of the Board of Governors, the Chancellor of the Division of Florida Colleges, or their designees, and three members appointed by the Governor. Each member appointed by the Governor serves 3-year terms and is subject to confirmation by the Senate.

Primary Purpose

The Florida Prepaid College Board is committed to helping Floridians save for higher education expenses. The Board offers plans under both the Prepaid Program and the Savings Plan to help families save for the various costs of attending college.

The Prepaid Program became operational in 1988 and allows Florida families to prepay the cost for college tuition, required fees and dormitory housing for their children and grandchildren. When the families' children or grandchildren attend college, the Board will pay the Florida public college or university the actual fees assessed by the institution at the time of admission. Should the student elect to attend a private college, an out-of-state college or an eligible technical school, the Board will pay the value of the student's plan at the time of admission.

The Savings Plan was implemented in 2002, following federal enactment of Section 529 of the Internal Revenue Service Code. The Savings Plan allows Florida families to defer income taxes on investment earnings, and if the earnings are used for qualified education expenses, the earnings are tax-free. Families may choose to invest in an enrollment year option (asset allocation becomes more conservative as the student gets closer to attending college), professionally designed portfolios (maintain static asset allocations), and/or individual funds options (allow for the development of a portfolio that provides diversity while meeting the family's risk level). Families also decide how much and how often they want to save for college. The funds accumulated in each family's account can be used for any qualified college expense including tuition, fees, housing, books, food and even graduate or professional school, in Florida or out-of-state.

Organization Overview

The Board establishes policy and actively oversees the investment and financial performance of the programs. The Board has authorized 20 FTE, including the Executive Director, to oversee

the day-to-day operations of the Board and its programs.

To perform its responsibilities in the most effective and efficient manner, the Board contracts with various private companies to provide professional support services for both of its programs, including actuarial services, investment management services, records administration services, financial services and legal services. The Board's operational costs are funded by investment earnings and fees; it does not receive State general revenue to fund its general and administrative expenses.

FLORIDA PREPAID COLLEGE BOARD
BUDGET GUIDELINES
EFFECTIVE DATE: MARCH 26, 2025

The Florida Prepaid College Board (Board) has established the following Budget Guidelines to support implementation of budgetary policy and strategy for the expense categories listed below.

- A. SALARIES** – This expense category includes salaries, recruitment and retention, and nonrecurring compensation (e.g., leave liability payouts).

To ensure sufficient budget authority is available to recruit and retain a high-performing and highly-skilled staff, unless good cause is shown otherwise, at a minimum, at least once every three years the Florida Prepaid College Board ("Board") shall have a recruitment and retention report prepared by an independent third-party with recognized expertise for preparing such a report. The report shall include a compensation framework with minimum, mid-point and maximum salary ranges for all Board staff positions. On an annual basis, the Board may apply an inflation adjustment to the compensation framework. The Executive Director shall utilize the compensation framework as a guideline for assigning Board staff positions to approved pay grades (see TABLE A) but shall have the flexibility to make adjustments when deemed to be in the best interests of the Board.

With regard to the Executive Director's salary, Board members, Florida Prepaid College Foundation board members, and Florida ABLE, Inc. Board members shall, at least annually, be given the opportunity to evaluate the performance of the Executive Director and submit the results to an independent third-party. The independent third-party is responsible for compliance with Sunshine Law retention requirements. The independent third-party shall compile the individual evaluation results and send them anonymously to the Board Chairman with a copy to all other Board members. The Board Chairman shall review the compiled evaluation results and discuss them with the Executive Director. Based on the compiled evaluation results, the Board Chairman may increase the salary of the Executive Director by up to 4.0%. In no event shall the salary of the Executive Director exceed the maximum of the pay range established for the position. The Executive Director shall inform each Board member of any increase to his or her salary in advance of the next quarterly Board meeting following the increase.

This budget line item may be reasonably adjusted by the Executive Director, after consultation with the Chairman, to reflect any salaries changes resulting from the legislative session or from discussions with the State Board of Administration (SBA) Trustees and/or their staff prior to submission to the SBA Trustees for approval.

- B. BENEFITS** – This expense category includes all benefit costs, including social security, retirement, health insurance, life insurance, disability insurance, and dental insurance for the Board's authorized FTEs.

This budget line item may be adjusted by the Executive Director to reflect any benefits changes resulting from the legislative session or from the SBA Trustees.

- C. OTHER PERSONAL SERVICES** – This expense category includes the annual cost of each contract for services that the Board has previously approved and executed. Each contract includes a negotiated fixed price; however, budget increases and decreases may be necessary for those contracts that are activity driven. For example, as the total number of Prepaid plan contracts increase, the total cost for records administration services will also increase. Contracts that are not activity driven (i.e., legal services, investment consultant services, actuarial services, financial audit services) only increase or decrease with proposed changes in the scope of services or by cost-of-living adjustments as provided for in the contract.

Below is a description for each budget line item included in this category:

- 1. TEMPORARY EMPLOYMENT** – Provides funding for employing part-time assistants, including interns. These assistants provide clerical support services, fiscal assistance and conduct research on customer accounts, as necessary.
- 2. FINANCIAL AUDITS** – Provides funding for the annual financial statement audit of the Prepaid College Trust Fund and the Florida Prepaid College Foundation.
- 3. ACTUARIAL** – Provides funding for actuarial services (pricing, adequacy reserve review, etc.) for the Florida Prepaid College Plan.
- 4. INVESTMENT CONSULTANT** – Provides funding for investment consulting services (investment performance review, manager searches, etc.) for the Prepaid College Plan and for the 529 Savings Plan.

5. **CYBERSECURITY CONSULTANT** – Provides funding for technology strategy and cybersecurity consulting services for the Prepaid College Board and its direct support organizations, as applicable.
 6. **LEGAL SERVICES** – Provides funding for legal services, including court reporting, for both the Prepaid College Plan and the 529 Savings Plan.
 7. **MARKETING** – Provides funding for all marketing related activities such as advertising, creative, digital and social media services in addition to public relations, partnerships, and events services. An Annual Marketing Plan to allocate this budget line item is developed and presented on or before the September Board meeting.
 8. **OTHER CONTRACTUAL SERVICES** – Provides funding for other contractual services that is not included in a specific budget line item but may become necessary.
 9. **RECORDS ADMINISTRATION** – Provides funding for records administration services for the Prepaid College Plan, the 529 Savings Plan, and the Florida Prepaid College Foundation.
 10. **TRUSTEE SERVICES** – Provides funding for custody services and securities lending services for both the Prepaid College Plan and the 529 Savings Plan.
 11. **ADMINISTRATIVE OVERHEAD COSTS** – Provides funding for administrative overhead costs for both direct and indirect charges for services provided to the Board by the SBA. These services include general administration and personnel services including payroll, staff training, local and out-bound long distance telephone services, postage, reproduction services, computer services, office supplies, short-term investment services, and office support services.
- D. EXPENSES** – This budget category provides for the day-to-day operational expenses of the Board office.

Below is a description for each budget line item included in this category:

1. **REPAIRS & MAINTENANCE** – Provides funding for maintenance and service agreements on computers and equipment (copiers, fax machine, etc.).
2. **RENTAL OF BUILDING** – Provides funding for the Board office's rent. The SBA currently leases space to house the Board staff.

3. **RENTAL OF EQUIPMENT** – Provides funding for the costs for rental of equipment.
 4. **TRAVEL** – Provides funding for in-state and out-of-state travel for Board members and for the staff.
 5. **TRAINING & DEVELOPMENT** – Provides funding for staff registration fees for training, regardless of training venue or medium (live, in-person, classroom, webinars, conferences, workshops, software).
 6. **COMMUNICATIONS / TOLL-FREE TELEPHONES** – Provides funding for the prompter for the Board's toll-free lines and Amazon Web Services. The telephone prompter currently provides for a single toll-free telephone number, which prompts callers to select from a menu. Callers have the option to press 1, to speak with customer service about opening a new account; press 2, to speak with customer service about the Florida Prepaid College Plan; and press 3, to speak to customer service about the Florida 529 Savings Plan.
 7. **FREIGHT / POSTAGE** – Provides funding for freight and postage charges not provided by the SBA.
 8. **GENERAL LIABILITY CLAIMS** – Provides funding to the Division of Risk Management for casualty insurance premiums.
 9. **OFFICE MATERIALS & SUPPLIES** – Provides funding for the costs for office consumables and non-capitalizable materials, supplies, and equipment not included in the SBA overhead fee.
 10. **OTHER CHARGES & OBLIGATIONS** – Provides funding for any additional expenses not covered under the other categories. Includes items like membership/subscription fees and domain renewals.
 11. **PRINTING** – Provides funding for the costs for routine printing charges and posting of public meetings on the Florida Administrative Register (FAR).
- E. **OTHER CAPITAL OUTLAY** – This budget category provides for the fixed asset purchases of the Board.

Below is a description for each budget line item included in this category:

1. **Office Furniture & Equipment >=\$1,000** – Provides funding for the costs of furniture and equipment for the Board office.

- 2. Software/Implementation (Nonrecurring)** – Provides funding for the research, analysis, development, testing, and/or purchase of critical information systems that are required to operate the Board's programs, including expenditures for third-party consultants.

F. NON-BUDGETED – As the normal course of business, the Board may incur costs outside of those budgeted above. Non-budgeted expenditures are costs that are variable, based on a driver(s) that is difficult to predict each year for planning purposes.

The following are the authorized for payment as non-budgeted expenditure types:

- 1. MANAGEMENT FEES** – Payment for investment manager services.
- 2. BANKING/LOCKBOX FEES** – Payments for banking / lockbox services, such as deposits, receipts, and ACH processing.
- 3. PLANS/CONTRIBUTIONS** – Payment for the promotional purchase of Prepaid Plans or Savings Program contributions approved by the Board.

TABLE A

The following pay grades for Board staff positions are established pursuant to the March 2024 Recruitment and Retention Report prepared by Mercer. As recommended by Mercer, the Executive Director position shall be classified as a Pay Grade 16.

Grade	Min	Mid	Max
1	\$36,300	\$45,400	\$54,500
2	\$41,800	\$52,200	\$62,600
3	\$48,000	\$60,000	\$72,000
4	\$55,200	\$69,000	\$82,800
5	\$63,400	\$79,300	\$95,200
6	\$73,000	\$91,200	\$109,400
7	\$83,900	\$104,900	\$125,900
8	\$97,400	\$121,700	\$146,000
9	\$113,000	\$141,200	\$169,400
10	\$131,000	\$163,800	\$196,600
11	\$160,800	\$201,000	\$241,200
12	\$184,000	\$230,000	\$276,000
13	\$207,200	\$277,500	\$310,800
14	\$260,000	\$325,000	\$390,000
15	\$294,500	\$387,000	\$441,700
16	\$366,000	\$457,000	\$548,000

**AMENDED AND RESTATED
STATE BOARD OF ADMINISTRATION
OF FLORIDA**

**INCENTIVE COMPENSATION PLAN
FOR THE EXECUTIVE DIRECTOR**

(AMENDED AND RESTATED EFFECTIVE AS OF JULY 1, 2025)

**STATE BOARD OF ADMINISTRATION
OF FLORIDA
INCENTIVE COMPENSATION PLAN
FOR THE EXECUTIVE DIRECTOR**

TABLE OF CONTENTS

	<u>Page</u>
Article 1. Establishment, Objectives, and Effective Date.....	1
Article 2. Definitions.....	2
Article 3. Administration	4
Article 4. Eligibility and Participation	4
Article 5. Incentive Opportunity	5
Article 6. Determination and Payment of Incentive Awards	6
Article 7. Termination of Employment.....	8
Article 8. Rights of Employees	9
Article 9. Amendment, Modification, and Termination	9
Article 10. Legal Status.....	9
Article 11. Funding	10
Article 12. Withholding	10
Article 13. Successors	10
Article 14. Legal Construction.....	10

WHEREAS, the State Board of Administration of Florida Incentive Compensation Plan for the Executive Director (the “Plan”) was established on June 23, 2015 and was effective as of July 1, 2015;

WHEREAS, the objectives of the Plan are to promote the financial success of the Florida Retirement System Trust Fund (the “Trust Fund”) by implementing a performance-based incentive plan that will align participant rewards with stakeholder goals and interests, motivate and reward the Participant for the achievement of the Trust Fund’s financial objectives and other State Board of Administration (the “SBA”) objectives and assist in attracting and retaining the participant by increasing the SBA’s competitive position to be more comparable to the outside market;

WHEREAS, there is a desire to amend the Plan, effective as of July 1, 2025, to raise certain basis point levels to determine outperformance, increase payout at the various levels, and remove award deferral requirements beginning at retirement eligibility; and

WHEREAS, it is intended that after these Plan amendments, all incentive awards will continue to be paid in the calendar year in which such awards are no longer subject to a “substantial risk of forfeiture” and, accordingly, such incentive awards will remain exempt from Internal Revenue Code sections 409A and 457(f) under the short-term deferral exemption;

NOW THEREFORE, the Plan is hereby amended to read as follows:

Article 1. Establishment, Objectives, and Effective Date

1.1 Establishment of Plan. The State Board of Administration of Florida (“SBA”) established this incentive compensation plan then known as the “State Board of Administration of Florida Incentive Compensation Plan for the Executive Director & CIO” (the “Plan”) on June 23, 2015.

1.2 Objectives of the Plan. The objectives of the Plan are to promote the financial success of the Florida Retirement System Trust Fund (the “Trust Fund”) by implementing a performance-based incentive plan that will align Participant rewards with stakeholder goals and interests, motivate and reward the Participant for the achievement of the Trust Fund’s financial objectives and other SBA objectives and assist in attracting and retaining the Participant by increasing the SBA’s competitive position to be more comparable to the outside market.

1.3 Effective Date. The Plan was hereby effective as of July 1, 2015, was amended and restated as of July 1, 2021 and July 1, 2024, is amended and restated as of July 1, 2025, and shall remain in effect, subject to amendment or termination as provided herein.

Article 2. Definitions

Whenever used in the Plan, the following capitalized terms shall have the meanings set forth below:

2.1 “Active Risk Compliance Exception” shall mean incurring active risk equal to or in excess of the Total Fund Trust Fund escalation standard as set forth in the Trust Fund IPS, SBA Policy 10-060, as amended from time to time, measured over the Performance Period.

2.2 “Board” shall mean the Board of Trustees of SBA.

2.3 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

2.4 “Deferred Award” shall mean the portion of an Incentive Award that is deferred and remains subject to a substantial risk of forfeiture until paid in accordance with Section 6.3.

2.5 “Disabling Conduct” shall mean:

(a) The Participant is convicted of a felony or has engaged in a dishonest act, misappropriation of funds, embezzlement, criminal conduct or common law fraud; or

(b) The Participant has engaged in any willful act or violation of SBA Policy that materially damages or materially prejudices the SBA or the Trust Fund or has engaged in conduct or activities materially damaging to the property, business or reputation of the SBA.

2.6 “Disability” shall mean a Participant (a) is unable to fulfill the duties of the position of Executive Director by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (b) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participant's employer. The date of Disability shall be determined by the Board upon receipt of proof or evidence of Disability.

2.7 “Effective Date” shall mean July 1, 2015.

2.8 “Eligible Position” shall mean the Executive Director of the SBA.

2.9 “Executive Director” shall mean an Executive Director, Interim Executive Director, Executive Director & CIO, an Interim Executive Director & CIO, or any other person who functionally serves as the Executive Director as described in Section 215.441, Fla. Stat., notwithstanding his or her formal title.

2.10 “Incentive Award” shall mean all or a portion of the Incentive Opportunity earned by and granted to the Participant based on the achievement of Organizational Financial Performance and, Individual Performance (including any Individual Performance Value-Add Rider), as determined in accordance with Article 6.

2.11 “Incentive Opportunity” shall mean an incentive award opportunity granted to the Participant and contingent upon the achievement of designated Organizational Financial Performance and, potentially, Individual Performance and the Participant’s continued services to the SBA.

2.12 “Individual Performance” shall mean performance that is measured by qualitative factors and/or individual financial or individual quantitative factors.

2.13 “Organizational Financial Performance” shall mean performance that is measured by financial and quantitative performance and attributable to the SBA as an organization and which must include performance at or in excess of the Trust Fund Value Added Threshold (as defined herein) consistent with the conditions precedent set forth in Section 5.1 of this Plan.

2.14 “Participant” shall mean an employee in the Eligible Position.

2.15 “Payment Determination Date” shall mean the date on which the SBA’s independent external auditor or independent external consultant verifies the SBA’s calculation of the portion of the Incentive Award attributable to Organizational Financial Performance and/or the portion of the Incentive Award attributable to Individual Performance. The SBA’s calculation of Organizational Financial Performance shall be (A) based on the asset valuations presented in the Trust Fund’s financial statements presented in accordance with U.S. GAAP and audited by an independent and nationally recognized auditing firm in good standing and (B) supported by an annual letter from the officer of the Master Custodian who is responsible for the Master Custodian’s performance analytics affiliate or unit (or successor performance analytics provider) that reports the relevant performance metrics for the Performance Period. For the avoidance of doubt, in any Plan Year, there could be different Payment Determination Dates for the portion of the Incentive Award attributable to Organizational Financial Performance and for the portion of the Incentive Award attributable to Individual Performance.

2.16 “Performance Period” shall mean, for each Plan Year, (i) for determining Organizational Financial Performance, the most recent rolling three-year period for Trust Fund investment performance that begins on July 1 and ends on June 30; provided, however, for Plan Years ending 2016 and 2017, a shorter Performance Period will be the most recent one-year period and the most recent rolling two-year period, respectively, and (ii) for the Individual Performance, performance that begins on July 1 and ends on June 30 of every Plan Year, each subject to the provisions of Section 4.2 hereof; provided, however, in the event the Participant is newly hired from outside the SBA or promoted or transferred from within the SBA into the Eligible Position during a Plan Year, then the Performance Period for that Participant shall begin on the later of (A) the first day of the quarter following the date the Participant began employment in the Eligible Position and (B) the

applicable dates in (i) and (ii) above.

2.17 “Plan” shall mean this State Board of Administration of Florida Incentive Compensation Plan for the Executive Director, as it may be amended from time to time.

2.18 “Plan Year” shall mean the SBA’s fiscal year (i.e. July 1 – June 30).

2.19 “Retirement Eligible” shall mean the Participant’s attainment of age 65.

2.20 “Salary” shall mean the actual gross base salary of the Participant as of the later of the beginning date of the Plan Year or the beginning date of the Participant’s employment in the Eligible Position. For the avoidance of doubt, Salary excludes all incentive, bonus, health insurance premiums, retirement contributions or other compensation and other payments and reimbursements made to or on behalf of the Participant by the SBA.

2.21 “SBAA Trust Fund” shall mean the State Board of Administration Administrative Expense Trust Fund.

2.22 “Trust Fund IPS” shall mean the Florida Retirement System Defined Benefit Investment Policy Statement approved by the Trustees from time to time, pursuant to section 215.475, Fla. Stat.

2.23 “Trust Fund Value Added Threshold” shall mean the investment performance of the Trust Fund, determined and calculated pursuant to SBA Policies 10-062 and 20-511 and using final numbers and asset values derived from the Trust Fund’s annual financial statements that are audited by the SBA’s independent external auditors, that exceeds the return on the Trust Fund’s total fund benchmark, determined and calculated with reference to the Target Portfolio as defined and described in the Trust Fund IPS by 5 basis points.

Article 3. Administration

3.1 Administrative Authority. Except as limited by law or by governing statutes, investment policy statements or other policies applicable to the SBA and/or the Trust Fund, and subject to the provisions herein, the Board shall have full power to interpret and administer the Plan, including to: (a) approve the size of Incentive Opportunity, Organizational Financial Performance (and categories and weightings thereof and thereunder), Individual Performance (and categories and weightings thereof and thereunder), each as may be modified in the Appendix from time to time; and the specific Incentive Award attributable only to Individual Performance ; (b) determine the terms and conditions of Incentive Awards in a manner consistent with the Plan; (c) construe and interpret the Plan and any Incentive Award or any agreement or instrument entered into under the Plan; (d) establish, amend, or waive rules and regulations for the Plan’s administration and processes in a manner consistent with the Plan; and (e) amend the terms and conditions of any outstanding Incentive Award attributable solely to Individual Performance.

3.2 Decisions Binding. All determinations and decisions made by the Board pursuant to the provisions of the Plan and all related instructions and resolutions of the Board shall be final, conclusive, and binding on the Participant and his or her estate and beneficiaries.

Article 4. Eligibility and Participation

4.1 Eligibility. Except as provided in Section 4.2 below, the Participant shall be eligible to participate in the Plan if the Participant is employed in the Eligible Position on any day during the Plan Year.

4.2 Mid-Cycle Hires and Promotions. A Participant who begins employment in the Eligible Position during a Plan Year will be entitled to receive a portion of the Incentive Award pro-rated as follows: (i) if the Executive Director begins employment in the Eligible Position on or after July 1 but no later than October 1, then the Executive Director will become a Participant on October 1, and the Participant's award opportunity will be prorated to 75% of the Incentive Opportunity for such Plan Year; (ii) if the Executive Director begins employment in the Eligible Position on or after October 1 but no later than January 1, then the Executive Director will become a Participant on January 1, and the Participant's award opportunity will be prorated to 50% of the Incentive Opportunity for such Plan Year; (iii) if the Executive Director begins employment in the Eligible Position on or after January 1 but no later than April 1, the Executive Director will become a Participant on April 1, and the Participant's award opportunity will be prorated to 25% of the Incentive Opportunity for such Plan Year; (iv) if the Executive Director begins employment in the Eligible Position after April 1 of a Plan Year, he/she will not become a Participant until the beginning of the next Plan Year (assuming he or she is employed in the Eligible Position on July 1 of such next Plan Year); and (v) if the Participant leaves the Eligible Position during a Plan Year and begins employment with the SBA in a position not covered by this Plan, the Participant's Incentive Opportunity for the partial Plan Year will be prorated based on the number of completed calendar quarters worked in the Eligible Position during that Plan Year. For the avoidance of doubt, if the Participant was promoted from an SBA position that participates in any SBA incentive plan other than this Plan (the "Other Position") into the Eligible Position, the Participant shall be entitled to participate in and receive any incentive award that may be granted to the Participant during the time he or she was employed by the SBA in the Other Position, in accordance with the terms of such other award.

Article 5. Incentive Opportunity

5.1 Initial Trigger of Incentive Opportunity. Notwithstanding any other provision of this Plan or any other component of Organizational Financial Performance or Individual Performance, the Participant will not be entitled to any Incentive Award for a Plan Year unless the SBA during the Performance Period applicable to Organizational Financial Performance (i) meets or exceeds the Trust Fund Value Added Threshold and (ii) did not have an Active Risk Compliance Exception.

5.2 Assignment of Incentive Opportunity. The Eligible Position will be

assigned an Incentive Opportunity expressed as a percentage of the Participant's Salary for achieving Organizational Financial Performance and Individual Performance for the Performance Period. Incentive Awards are capped at the maximum Incentive Opportunity. A range will be established for both Organizational Financial Performance and Individual Performance from a threshold to target level and from target to a maximum level for outstanding performance, and performance levels for Organizational Financial Performance that fall between ranges will be interpolated, mathematically, with no discretion by the Board. For the avoidance of doubt, as long as the conditions precedent in Section 5.1 are satisfied, the Incentive Award for Organizational Financial Performance will be calculated mathematically and will not be subject to the discretion or approval of the Board. Performance (whether Organizational Financial Performance or Individual Performance) below the threshold will earn no incentive. Performance (whether Organizational Financial Performance or Individual Performance) exceeding maximum level for each category thereunder will not earn additional Incentive Awards.

5.3 Organizational Financial Performance and Individual Performance. Prior to the start of the applicable Plan Year, the Board shall establish and set forth in an Appendix to the Plan for the upcoming Plan Year, as may be revised from time to time, which Appendix shall be attached hereto and incorporated by reference herein, the Organizational Financial Performance, the Individual Performance and certain established categories thereof, and the weightings of each of the Organizational Financial Performance, Individual Performance and any established categories thereunder (excluding any Individual Performance Value-Add Rider). In the event the Board does not establish or revise the Appendix prior to the start of the Plan Year, the then effective Appendix shall be deemed to be re-established and re-adopted for the upcoming Plan Year.

5.4 No Adjustments. Once established, Organizational Financial Performance, Individual Performance, the established categories thereunder and their respective weightings shall remain in effect for the applicable Plan Year, except as provided in Section 4.2. For the avoidance of doubt, if any measure under Organizational Financial Performance, Individual Performance or any established category thereunder is established as a benchmark for a Plan Year, then the measure shall be based on the asset benchmarks set forth in the Trust Fund IPS for each such relevant time period.

Article 6. Determination and Payment of Incentive Awards

6.1 Value of Incentive Awards. Subject to the terms and conditions of the Plan, the value of the Participant's Incentive Award is based upon (i) the achievement of the Organizational Financial Performance as calculated in Section 5.2 hereof, and (ii) the Board's determination of the Individual Performance and the Individual Performance Value-Add Rider based upon the criteria in the Appendix. Actual payment of any Incentive Award is contingent upon the Participant's continued employment with the SBA through the date such Incentive Award is paid, except as provided in Article 7. Except as provided in Article 7, a Participant whose employment terminates before such payment date will not be entitled to an Incentive Award.

6.2 Entitlement; Approval and Payment. The Participant shall be entitled to

receive that portion of the Incentive Award that is attributable to Organizational Financial Performance as set forth in Section 5.2 hereof. The Board shall determine and approve the portion of the Incentive Award attributable to Individual Performance for the Participant. Incentive Awards (consisting of Organizational Financial Performance and the Individual Performance determined and approved by the Board) shall be paid as follows, except as otherwise set forth below: 50% of the Incentive Award will be paid to the Participant in a lump sum as soon as practicable following the Payment Determination Date, but in no event later than December 31 of that calendar year (the “Lump Sum”), and 50% of the Incentive Award will be treated as a “Deferred Award” subject to the terms of Section 6.3. For the avoidance of doubt, if the Board does not make a determination and approve the portion of the Incentive Award attributable to Individual Performance, such inaction shall not have any effect on the Payment Determination Date for the portion of the Incentive Award attributable to Organizational Financial Performance, subject to Section 7.3; provided, however, no Lump Sum payment attributable to Individual Performance shall be made after December 31 of such calendar year.

6.3 Deferred Awards and Other Provisions.

(a) Deferred Awards will be credited to a hypothetical account (“Deferred Award Account”) on the SBAA Trust Fund’s books in the Participant’s name as of the date that the corresponding Lump Sum is paid to the Participant. A separate Deferred Award Account (or sub-account thereof) will be established with respect to each Performance Period for which an Incentive Award is calculated. No amounts will be set aside in trust or otherwise removed from the reach of the SBA and the SBAA Trust Fund’s creditors. Participants will be unsecured creditors of the SBA with respect to such amounts (and any earnings on those amounts) until actually paid.

(b) The Deferred Award Accounts will be credited monthly as of the last day of each month with an amount equal to total return otherwise earned by the SBAA Trust Fund for such Performance Period. The Deferred Award Account balance will earn the same return as the other funds in the SBAA Trust Fund and consistent with the investment guidelines for the SBAA Trust Fund. The Board may in its discretion determine an alternate return measure for Deferred Award Account balances effective for future Plan Years.

(c) The Deferred Award credited to the Participant, plus any unpaid earnings thereon, will be paid in a lump sum to the Participant in December of the calendar year immediately following the calendar year containing the Payment Determination Date, and in no event later than December 31 of that calendar year; provided, however, that the Participant must be employed by the SBA at the time such award is paid.

(d) Participants forfeit all Deferred Award Accounts upon termination of employment with SBA for any reason, other than for death or Disability. In the case of termination upon death or Disability the balance of the Participant’s Deferred Awards shall be paid to the Participant (or in the event of death, his or her estate) as soon as practicable following the date of such termination event (i.e. the date of death or Disability), but in no event later than December 31 of the calendar year containing that date.

6.4 Vesting and Payment Upon Becoming Retirement Eligible. Notwithstanding anything to the contrary and subject to Section 7.3, upon the date the Participant becomes Retirement Eligible (the “Retirement Eligible Date”) while employed in the Eligible Position and regardless of whether the Participant actually retires, the balance of the Participant’s Deferred Awards shall be paid to the Participant in no event later than December 31 of the calendar year containing that date. For each Incentive Award with a Payment Determination Date following the calendar year containing the Participant’s Retirement Eligible Date (if any) (each, a “Vested Award”), no portion of such Vested Award will be deferred pursuant to Section 6.3. For the avoidance of doubt, 100% of each Vested Award will, contingent on the continued employment condition in Section 6.1, be paid to the Participant in a lump sum as soon as practicable following the applicable Payment Determination Date, but in no event later than December 31 of that calendar year. Solely for the Participant’s first Plan Year of participation in the Plan, the accelerated vesting and payment provided under this Section 6.4 will not apply if the Participant is or becomes Retirement Eligible prior to, or during, such first Plan Year of participation in the Plan.

Article 7. Termination of Employment

7.1 Termination of Employment Due to Death or Disability. In the event that a Participant terminates employment due to death or Disability, the Participant (or, in the event of death, the Participant’s estate) shall be entitled to the payout of the Incentive Award for the Plan Year in which termination occurred based on the SBA’s achievement of Organizational Financial Performance for such Plan Year. Any earned Incentive Award shall be calculated prorata based upon the Participant’s Salary paid for time worked during the Plan Year on a daily basis through the date of such termination event. The Participant (or, in the event of death, the Participant’s estate) shall be entitled to payment of the entire pro-rata portion of any earned Incentive Award (i.e. the Deferred Award portion) as soon as practicable following the applicable Payment Determination Date for such Plan Year, but in no event later than December 31 of the calendar year in which such termination event occurs.

7.2 Termination of Employment for Other Reasons and Other Conditions. The payment of an Incentive Award (whether Lump Sum or, Deferred Award is conditioned on the Participant being in continuous employment with SBA from the grant date of the Incentive Opportunity through the date of payment for that Incentive Award. In the event that a Participant incurs a termination of employment from SBA for any reason other than death or Disability the Participant’s participation shall immediately end and no unpaid Incentive Award for any Plan Year shall be payable to the Participant.

7.3 Forfeiture upon Disabling Conduct. Notwithstanding anything to the contrary, if the Participant is terminated for Disabling Conduct from the SBA prior to payment of any and all Incentive Awards, including Lump Sums and, Deferred Awards, the Participant will immediately and automatically, without any action on the part of the Participant or the SBA, forfeit his or her right to the payment of such awards.

Article 8. Rights of Employees

8.1 Employment. Nothing in the Plan shall interfere with or limit in any way the right of the Board to terminate the Participant's employment at any time, nor confer upon the Participant any right to continue in the employ of SBA.

8.2 Participation. The Participant shall not have the right to be selected to participate, or, having been so selected, to receive a future Incentive Award. Neither the Participant nor his or her beneficiaries shall have any right to receive a distribution under the Plan except in accordance with the terms of the Plan.

8.3 Nontransferability. No interest of any person in an Incentive Award, or right to receive a distribution under the Plan, shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind; nor may such interest or right to receive a distribution be taken, either voluntarily or involuntarily for the satisfaction of the debts of, or other obligations or claims against, such person.

Article 9. Amendment, Modification, and Termination

The Board may at any time terminate, amend, modify, or suspend this Plan. However, following the end of a Plan Year in which there was an Incentive Award, no such termination, amendment, modification, or suspension of the Plan shall adversely affect in any material way the payment of the Incentive Award or any portion thereof without the consent of the Participant entitled to payment of the Incentive Award.

Article 10. Legal Status

10.1 Compliance with Code Section 409A. It is intended that this Plan and the Incentive Awards paid under this Plan shall be exempt from Code section 409A pursuant to the "short-term deferral" exemption under Treasury Regulation Section 1.409A-1(b)(4) (the "Short-Term Deferral Exemption"). All Incentive Awards are paid in the calendar year in which such awards are vested and, accordingly, the Incentive Awards do not constitute deferred compensation and fall outside the scope of Code section 409A. Further, in the case of a Deferred Award, such amount remains continuously subject to a "substantial risk of forfeiture" at all times from the beginning of the applicable Performance Period through the last day of the additional deferral period, as described in Section 6.2 or 6.3, as applicable. As a result, each amount also is paid shortly following the date in which such award vests and falls outside the scope of Code section 409A in accordance with the Short-Term Deferral Exemption.

10.2 Compliance with Code Section 457(f). In the case of a Deferred Award, until the lapse of the additional deferral periods and payment of the Deferred Award Account in accordance with Section 6.3, such Deferred Award Account remains continuously subject to a “substantial risk of forfeiture” at all times from the beginning of the Plan Year through the applicable payment date and is not subject to income inclusion under Code section 457(f).

10.3 Compliance with ERISA. The Plan constitutes a governmental plan within the meaning of Section 3(32) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) as well as a “bonus program” in accordance with Department of Labor Regulation Section 2510.3-2(c) that does not constitute an “employee pension benefit plan” and, therefore, the Plan is not subject to the ERISA.

10.4 Administrative Compliance. Notwithstanding any other provision of this Plan, this Plan shall be interpreted, operated and administered in a manner consistent with the intentions set forth above in Sections 10.1, 10.2, and 10.3.

Article 11. Funding

The amounts under this Plan shall be paid from the general assets of the SBA and the SBAA Trust Fund, and the Participant shall have no right, title, or interest in or to investments, if any, which SBA or the SBAA Trust Fund may make to assist it in meeting its obligations under this Plan. Nothing contained in this Plan, and no action taken pursuant to its provisions, shall create or be construed to create a fiduciary relationship between SBA, the SBAA Trust Fund and the Participant or any other person. To the extent that any person acquires a right to receive a payment from SBA or the SBAA Trust Fund under this Plan, such right shall be no greater than the right of an unsecured creditor.

Article 12. Withholding

SBA shall have the power and the right to deduct, withhold, or require a Participant to remit to SBA an amount sufficient to satisfy federal, state, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of this Plan.

Article 13. Successors

All obligations of SBA under the Plan with respect to Incentive Awards granted hereunder shall be binding on any successor to SBA, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the operations and/or assets of SBA.

Article 14. Legal Construction

14.1 Gender and Number. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

14.2 Severability. In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

14.3 Requirements of Law. The payments of Incentive Awards and Deferred Award Accounts under the Plan shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

14.4 Governing Law. The Plan and all agreements hereunder shall be construed in accordance with and governed by the laws of the State of Florida.

IN WITNESS WHEREOF, State Board of Administration of Florida has approved and adopted this Amended and Restated State Board of Administration of Florida Incentive Compensation Plan for the Executive Director , effective as of July 1, 2025, at a public meeting of the Board on this _____ day of _____, 2025.

STATE BOARD OF ADMINISTRATION OF FLORIDA

Dated: _____ By: _____
Ron DeSantis
Governor as Chairman

Dated: _____ By: _____
Chief Financial Officer

Dated: _____ By: _____
James Uthmeier
Attorney General

APPENDIX TO
STATE BOARD OF ADMINISTRATION
OF FLORIDA
INCENTIVE COMPENSATION PLAN
FOR THE EXECUTIVE DIRECTOR

As used in this Appendix:

(i) “Individual Performance Value-Add Rider” shall mean the percentage of salary included in the Incentive Opportunity relating to Individual Performance which is in excess of the fifteen percent Individual Performance maximum.

(ii) “Maximum” shall mean 70 basis points of Value Added (as defined below).

(iii) “Target” shall mean 35 basis points of Value Added.

(iv) “Threshold” shall mean 5 basis points of Value Added.

(v) “Value Added” shall mean the extent, in basis points, that investment performance of the Trust Fund, determined and calculated pursuant to SBA Policies 10-062 and 20-511 and using final numbers and asset values derived from the Trust Fund’s annual financial statements that are audited by the SBA’s independent external auditors, exceeds the return on the Trust Fund’s total fund benchmark, determined and calculated with reference to the Target Portfolio described in Trust Fund IPS.

As set forth in Articles 5 and 6 of the Plan, the Incentive Opportunity shall be as follows:

Incentive as a % of Salary				
	Mix	Threshold	Target	Maximum
If Individual Performance Value Add-Rider is 0				
Organizational Financial Performance	85.000%	18.275%	36.550%	54.825%
Individual Performance	15.000%	up to 3.225%	up to 6.45%	up to 9.675%
Total Incentive Opportunity if Individual Performance Value-Add Rider is 0	100.000%	21.500%	43.000%	64.500%
Organizational Financial Performance	N/A	18.275%	36.550%	54.825%
Individual Performance	N/A	up to 3.225%	up to 6.45%	up to 9.675%
Individual Performance Value-Add Rider	N/A	up to 5.5%	up to 5.5%	up to 5.5%
Total Incentive Opportunity if Individual Performance Value-Add Rider > 0	100.000%	up to 27%	up to 48.5%	up to 70%

As set forth in Articles 5 and 6 of the Plan, the Incentive Opportunity shall be adjusted for instances where Value Added exceeds the Threshold but otherwise falls between the ranges set forth above. In those instances, the Incentive Opportunity as a percentage of Salary shall be interpolated mathematically in accordance with the attached table (excluding any additional Individual Performance Value-Add Rider). For the avoidance of doubt, in no instance shall the Incentive Opportunity as a percentage of Salary exceed the Maximum.

Organizational Financial Performance

The Organizational Financial Performance for the Executive Director will be measured by the Value Added. There is no Incentive Opportunity for Organizational Financial Performance unless Value Added exceeds Threshold (as described in Section 5.1 of the Plan). The targeted level of Incentive Opportunity for Organizational Financial Performance for the Executive Director is Target. The Incentive Opportunity for Organizational Financial Performance is capped at Maximum, and there is no Incentive Opportunity for Value Added that exceeds Maximum.

As indicated in the above chart, Organizational Financial Performance shall constitute 85% of the Incentive Opportunity, except if an Individual Performance Value-Add Rider is awarded, and in such case Organizational Financial Performance shall be as provided in the chart above, as adjusted for instances where Value Added exceeds Threshold but otherwise fall within the ranges set forth above.

Individual Performance and Individual Performance Value-Add Rider

Individual Performance shall be determined based on the following categories to be equally weighted, and the Board, in its discretion, may consider recommendations from the IAC that bear on the Participant's performance in these categories:

- Overall mission
- People
- Efficiencies/Infrastructure/Operations
- Interactions with the IAC, Participant Local Government Advisory Council and Audit Committee

The Individual Performance Value-Add Rider is an amount attributable to the Participant's involvement with asset class outperformance over the performance period. This amount shall be determined by the Board in its discretion. The Board may consider recommendations from the IAC relating to this criteria.

In determining that portion of the Incentive Award attributable to Individual Performance, the maximum amount that may be awarded and approved is that percentage that corresponds to the Threshold, Target or Maximum amounts used to calculate Organizational Financial Performance (e.g. see chart above) but also including in such capped amount any interpolation therein in the event Organizational Financial Performance falls between ranges as contemplated by Section 5.2 of the Plan. [For example, if the 15 bps of value was added to the total fund benchmark for the Trust Fund (i.e. between the Threshold and the Target), the maximum of the portion of the Incentive Award attributable to Individual Performance would be 4.005% of Salary, excluding any awarded Individual Performance Value-Add Rider].

	Interpolation Table for Tier 1			
Level	Organizational Financial Performance		Defined	Interpolated
	Total Fund			
	Value Added		% of Salary	% of Salary
	(bps)			
Threshold	5	21.5%	21.5%	
	6		22.2%	
	7		22.9%	
	8		23.7%	
	9		24.4%	
	10		25.1%	
	11		25.8%	
	12		26.5%	
	13		27.3%	
	14		28.0%	
	15		28.7%	
	16		29.4%	
	17		30.1%	
	18		30.9%	
	19		31.6%	
	20		32.3%	
	21		33.0%	
	22		33.7%	
	23		34.5%	
	24		35.2%	
	25		35.9%	
	26		36.6%	
	27		37.3%	
	28		38.1%	
	29		38.8%	
	30		39.5%	
	31		40.2%	
	32		40.9%	
	33		41.7%	
	34		42.4%	
Target	35	43.0%	43.0%	
	36		43.6%	
	37		44.2%	
	38		44.9%	
	39		45.5%	
	40		46.1%	
	41		46.7%	

	42		47.3%
	43		48.0%
	44		48.6%
	45		49.2%
	46		49.8%
	47		50.4%
	48		51.1%
	49		51.7%
	50		52.3%
	51		52.9%
	52		53.5%
	53		54.2%
	54		54.8%
	55		55.4%
	56		56.0%
	57		56.6%
	58		57.3%
	59		57.9%
	60		58.5%
	61		59.1%
	62		59.7%
	63		60.4%
	64		61.0%
	65		61.6%
	66		62.2%
	67		62.8%
	68		63.5%
	69		64.1%
Max	70	64.5%	64.5%
Above	70	64.5%	64.5%

VALUE-ADD RIDER IN ADDITION TO THE INCENTIVE COMPENSATION PLAN

The Value-Add Rider (rider) is established as an additional percentage-of-salary annual payment component of the Incentive Compensation Plan (plan). The rider is measured based on the performance of the asset classes each fiscal year to provide a mechanism for competition between the asset classes. Because non-asset class employees contribute extensively to the success of each asset class, non-asset class employees who are participants in the plan are also eligible to receive payment under the rider. For purposes of the rider, a performance year is defined as the fiscal year.

For Tier 1, the additional annual payment is up to 5.5%

For Tier 2, the additional annual payment is up to 12.5%

For Tier 3, the additional annual payment is up to 9.5%

For Tier 4, the additional annual payment is up to 7.5%

The rider will reward asset classes based on each asset class's relative positive contribution to Total Fund outperformance above 5 basis points. The rider will reward non-asset class incentive eligible individuals other than the Executive Director by considering their performance to be equal weighted to each asset class's relative contribution (positive or negative) to Total Fund outperformance above 5 basis points.

The rider payment for the Executive Director is outlined in the plan document of the Executive Director and approved by the Trustees.

**AMENDED AND RESTATED
STATE BOARD OF ADMINISTRATION
OF FLORIDA**

**INCENTIVE COMPENSATION PLAN
FOR THE EXECUTIVE DIRECTOR**

(AMENDED AND RESTATED EFFECTIVE AS OF JULY 1, ~~2021~~2025)

**STATE BOARD OF ADMINISTRATION
OF FLORIDA
INCENTIVE COMPENSATION PLAN
FOR THE EXECUTIVE DIRECTOR**

TABLE OF CONTENTS

	<u>Page</u>
Article 1. Establishment, Objectives, and Effective Date.....	1
Article 2. Definitions.....	21
Article 3. Administration	4
Article 4. Eligibility and Participation	4
Article 5. Incentive Opportunity	5
Article 6. Determination and Payment of Incentive Awards	6
Article 7. Termination of Employment.....	8
Article 8. Rights of Employees	9
Article 9. Amendment, Modification, and Termination	9
Article 10. Legal Status.....	9
Article 11. Funding	10
Article 12. Withholding	10
Article 13. Successors	10
Article 14. Legal Construction.....	10

WHEREAS, the State Board of Administration of Florida Incentive Compensation Plan for the Executive Director & CIO (the “Plan”) was established on June 23, 2015 and was effective as of July 1, 2015;

WHEREAS, the objectives of the Plan are to promote the financial success of the Florida Retirement System Trust Fund (the “Trust Fund”) by implementing a performance-based incentive plan that will align participant rewards with stakeholder goals and interests, motivate and reward the Participant for the achievement of the Trust Fund’s financial objectives and other State Board of Administration (the “SBA”) objectives and assist in attracting and retaining the participant by increasing the SBA’s competitive position to be more comparable to the outside market;

WHEREAS, there is a desire to amend the Plan, effective as of July 1, 2025~~1~~, to ~~modify Section 2.9 expanding the definition of “Executive Director” thereby allowing any such person covered by this term to be a participant in and receive performance-based incentives under the Plan and to remove the Plan provisions requiring the delayed payment of lump sum payments and deferred payments if the Trust Fund has a negative return on an absolute basis for certain fiscal years raise certain basis point levels to determine outperformance, increase payout at the various levels, and remove award deferral requirements beginning at retirement eligibility;~~ and

WHEREAS, it is intended that after these Plan amendments, all incentive awards will continue to be paid in the calendar year in which such awards are no longer subject to a “substantial risk of forfeiture” and, accordingly, such incentive awards will remain exempt from Internal Revenue Code sections 409A and 457(f) under the short-term deferral exemption;

NOW THEREFORE, the Plan is hereby amended to read as follows:

Article 1. Establishment, Objectives, and Effective Date

1.1 Establishment of Plan. The State Board of Administration of Florida (“SBA”) established~~s~~ this incentive compensation plan ~~to be then~~ known as the “State Board of Administration of Florida Incentive Compensation Plan for the Executive Director & CIO” (the “Plan”) on June 23, 2015.

1.2 Objectives of the Plan. The objectives of the Plan are to promote the financial success of the Florida Retirement System Trust Fund (the “Trust Fund”) by implementing a performance-based incentive plan that will align Participant rewards with stakeholder goals and interests, motivate and reward the Participant for the achievement of the Trust Fund’s financial objectives and other SBA objectives and assist in attracting and retaining the Participant by increasing the SBA’s competitive position to be more comparable to the outside market.

1.3 Effective Date. The Plan ~~was~~ hereby effective as of July 1, 2015, ~~is~~ was amended and restated as of July 1, 2021 and July 1, 2024, is amended and restated as of July 1, 2025, and shall remain in effect, subject to amendment or termination as provided herein.

Article 2. Definitions

Whenever used in the Plan, the following capitalized terms shall have the meanings set forth below:

2.1 “Active Risk Compliance Exception” shall mean incurring active risk equal to or in excess of the Total Fund Trust Fund escalation standard as set forth in the Trust Fund IPS, SBA Policy 10-060,⁵ as amended from time to time, measured over the Performance Period.

2.2 “Board” shall mean the Board of Trustees of SBA.

2.3 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

2.4 “Deferred Award” shall mean the portion of an Incentive Award that is deferred and remains subject to a substantial risk of forfeiture until paid in accordance with Section 6.3.

2.5 “Disabling Conduct” shall mean:

(a) The Participant is convicted of a felony or has engaged in a dishonest act, misappropriation of funds, embezzlement, criminal conduct or common law fraud; or

(b) The Participant has engaged in any willful act or violation of SBA Policy that materially damages or materially prejudices the SBA or the Trust Fund or has engaged in conduct or activities materially damaging to the property, business or reputation of the SBA.

2.6 “Disability” shall mean a Participant (a) is unable to fulfill the duties of the position of Executive Director by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (b) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participant's employer. The date of Disability shall be determined by the Board upon receipt of proof or evidence of Disability.

2.7 “Effective Date” shall mean July 1, 2015.

2.8 “Eligible Position” shall mean the Executive Director of the SBA.

2.9 “Executive Director” shall mean an Executive Director, Interim Executive Director, Executive Director & CIO, an Interim Executive Director & CIO, or any other person who functionally serves as the Executive Director as described in Section 215.441, Fla. Stat., notwithstanding his or her formal title.

2.10 “Incentive Award” shall mean all or a portion of the Incentive Opportunity earned by and granted to the Participant based on the achievement of Organizational Financial Performance and, Individual Performance (including any Individual Performance Value-Add Rider), as determined in accordance with Article 6.

2.11 “Incentive Opportunity” shall mean an incentive award opportunity granted to the Participant and contingent upon the achievement of designated Organizational Financial Performance and, potentially, Individual Performance and the Participant’s continued services to the SBA.

2.12 “Individual Performance” shall mean performance that is measured by qualitative factors and/or individual financial or individual quantitative factors.

2.13 “Organizational Financial Performance” shall mean performance that is measured by financial and quantitative performance and attributable to the SBA as an organization and which must include performance at or in excess of the Trust Fund Value Added Threshold (as defined herein) consistent with the conditions precedent set forth in Section 5.1 of this Plan.

2.14 “Participant” shall mean an employee in the Eligible Position.

2.15 “Payment Determination Date” shall mean the date on which the SBA’s independent external auditor or independent external consultant verifies the SBA’s calculation of the portion of the Incentive Award attributable to Organizational Financial Performance and/or the portion of the Incentive Award attributable to Individual Performance. The SBA’s calculation of Organizational Financial Performance shall be (A) based on the asset valuations presented in the Trust Fund’s financial statements presented in accordance with U.S. GAAP and audited by an independent and nationally recognized auditing firm in good standing and (B) supported by an annual letter from the officer of the Master Custodian who is responsible for the Master Custodian’s performance analytics affiliate or unit (or successor performance analytics provider) that reports the relevant performance metrics for the Performance Period. For the avoidance of doubt, in any Plan Year, there could be different Payment Determination Dates for the portion of the Incentive Award attributable to Organizational Financial Performance and for the portion of the Incentive Award attributable to Individual Performance.

2.16 “Performance Period” shall mean, for each Plan Year, (i) for determining Organizational Financial Performance, the most recent rolling three-year period for Trust Fund investment performance that begins on July 1 and ends on June 30; provided, however, for Plan Years ending 2016 and 2017, a shorter Performance Period will be the most recent one-year period and the most recent rolling two-year period, respectively, and (ii) for the Individual Performance, performance that begins on July 1 and ends on June 30

of every Plan Year, each subject to the provisions of Section 4.2 hereof; provided, however, in the event the Participant is newly hired from outside the SBA or promoted or transferred from within the SBA into the Eligible Position during a Plan Year, then the Performance Period for that Participant shall begin on the later of (A) the first day of the quarter following the date the Participant began employment in the Eligible Position and (B) the applicable dates in (i) and (ii) above.

2.17 “Plan” shall mean this State Board of Administration of Florida Incentive Compensation Plan for the Executive Director, as it may be amended from time to time.

2.18 “Plan Year” shall mean the SBA’s fiscal year (i.e. July 1 – June 30).

2.19 “Retirement Eligible” shall mean the Participant’s attainment of age 65.

2.20 “Salary” shall mean the actual gross base salary of the Participant as of the later of the beginning date of the Plan Year or the beginning date of the Participant’s employment in the Eligible Position. For the avoidance of doubt, Salary excludes all incentive, bonus, health insurance premiums, retirement contributions or other compensation and other payments and reimbursements made to or on behalf of the Participant by the SBA.

2.21 “SBAA Trust Fund” shall mean the State Board of Administration Administrative Expense Trust Fund.

2.22 “Trust Fund IPS” shall mean the Florida Retirement System Defined Benefit Investment Policy Statement approved by the Trustees from time to time, pursuant to section 215.475, Fla. Stat.

2.23 “Trust Fund Value Added Threshold” shall mean the investment performance of the Trust Fund, determined and calculated pursuant to SBA Policies 10-062 and 20-511 and using final numbers and asset values derived from the Trust Fund’s annual financial statements that are audited by the SBA’s independent external auditors, that exceeds the return on the Trust Fund’s total fund benchmark, determined and calculated with reference to the Target Portfolio as defined and described in the Trust Fund IPS by 5 basis points.

Article 3. Administration

3.1 Administrative Authority. Except as limited by law or by governing statutes, investment policy statements or other policies applicable to the SBA and/or the Trust Fund, and subject to the provisions herein, the Board shall have full power to interpret and administer the Plan, including to: (a) approve the size of Incentive Opportunity, Organizational Financial Performance (and categories and weightings thereof and thereunder), Individual Performance (and categories and weightings thereof and thereunder), each as may be modified in the Appendix from time to time; and the specific Incentive Award attributable only to Individual Performance ; (b) determine the terms and conditions of Incentive Awards in a manner consistent with the Plan; (c) construe and interpret the Plan and any Incentive Award or any agreement or instrument entered into

under the Plan; (d) establish, amend, or waive rules and regulations for the Plan's administration and processes in a manner consistent with the Plan; and (e) amend the terms and conditions of any outstanding Incentive Award attributable solely to Individual Performance.

3.2 Decisions Binding. All determinations and decisions made by the Board pursuant to the provisions of the Plan and all related instructions and resolutions of the Board shall be final, conclusive, and binding on the Participant and his or her estate and beneficiaries.

Article 4. Eligibility and Participation

4.1 Eligibility. Except as provided in Section 4.2 below, the Participant shall be eligible to participate in the Plan if the Participant is employed in the Eligible Position on any day during the Plan Year.

4.2 Mid-Cycle Hires and Promotions. A Participant who begins employment in the Eligible Position during a Plan Year will be entitled to receive a portion of the Incentive Award pro-rated as follows: (i) if the Executive Director begins employment in the Eligible Position on or after July 1 but no later than October 1, then the Executive Director will become a Participant on October 1, and the Participant's award opportunity will be prorated to 75% of the Incentive Opportunity for such Plan Year; (ii) if the Executive Director begins employment in the Eligible Position on or after October 1 but no later than January 1, then the Executive Director will become a Participant on January 1, and the Participant's award opportunity will be prorated to 50% of the Incentive Opportunity for such Plan Year; (iii) if the Executive Director begins employment in the Eligible Position on or after January 1 but no later than April 1, the Executive Director will become a Participant on April 1, and the Participant's award opportunity will be prorated to 25% of the Incentive Opportunity for such Plan Year; (iv) if the Executive Director begins employment in the Eligible Position after April 1 of a Plan Year, he/she will not become a Participant until the beginning of the next Plan Year (assuming he or she is employed in the Eligible Position on July 1 of such next Plan Year); and (v) if the Participant leaves the Eligible Position during a Plan Year and begins employment with the SBA in a position not covered by this Plan, the Participant's Incentive Opportunity for the partial Plan Year will be prorated based on the number of completed calendar quarters worked in the Eligible Position during that Plan Year. For the avoidance of doubt, if the Participant was promoted from an SBA position that participates in any SBA incentive plan other than this Plan (the "Other Position") into the Eligible Position, the Participant shall be entitled to participate in and receive any incentive award that may be granted to the Participant during the time he or she was employed by the SBA in the Other Position, in accordance with the terms of such other award.

Article 5. Incentive Opportunity

5.1 Initial Trigger of Incentive Opportunity. Notwithstanding any other provision of this Plan or any other component of Organizational Financial Performance or Individual Performance, the Participant will not be entitled to any Incentive Award for a Plan Year unless the SBA during the Performance Period applicable to Organizational Financial Performance (i) meets or exceeds the Trust Fund Value Added Threshold and (ii) did not have an Active Risk Compliance Exception.

5.2 Assignment of Incentive Opportunity. The Eligible Position will be assigned an Incentive Opportunity expressed as a percentage of the Participant's Salary for achieving Organizational Financial Performance and Individual Performance for the Performance Period. Incentive Awards are capped at the maximum Incentive Opportunity. A range will be established for both Organizational Financial Performance and Individual Performance from a threshold to target level and from target to a maximum level for outstanding performance, and performance levels for Organizational Financial Performance that fall between ranges will be interpolated, mathematically, with no discretion by the Board. For the avoidance of doubt, as long as the conditions precedent in Section 5.1 are satisfied, the Incentive Award for Organizational Financial Performance will be calculated mathematically and will not be subject to the discretion or approval of the Board. Performance (whether Organizational Financial Performance or Individual Performance) below the threshold will earn no incentive. Performance (whether Organizational Financial Performance or Individual Performance) exceeding maximum level for each category thereunder will not earn additional Incentive Awards.

5.3 Organizational Financial Performance and Individual Performance. Prior to the start of the applicable Plan Year, the Board shall establish and set forth in an Appendix to the Plan for the upcoming Plan Year, as may be revised from time to time, which Appendix shall be attached hereto and incorporated by reference herein, the Organizational Financial Performance, the Individual Performance and certain established categories thereof, and the weightings of each of the Organizational Financial Performance, Individual Performance and any established categories thereunder (excluding any Individual Performance Value-Add Rider). In the event the Board does not establish or revise the Appendix prior to the start of the Plan Year, the then effective Appendix shall be deemed to be re-established and re-adopted for the upcoming Plan Year.

5.4 No Adjustments. Once established, Organizational Financial Performance, Individual Performance, the established categories thereunder and their respective weightings shall remain in effect for the applicable Plan Year, except as provided in Section 4.2. For the avoidance of doubt, if any measure under Organizational Financial Performance, Individual Performance or any established category thereunder is established as a benchmark for a Plan Year, then the measure shall be based on the asset benchmarks set forth in the Trust Fund IPS for each such relevant time period.

Article 6. Determination and Payment of Incentive Awards

6.1 Value of Incentive Awards. Subject to the terms and conditions of the Plan,

the value of the Participant's Incentive Award is based upon (i) the achievement of the Organizational Financial Performance as calculated in Section 5.2 hereof, and (ii) the Board's determination of the Individual Performance and the Individual Performance Value-Add Rider based upon the criteria in the Appendix. Actual payment of any Incentive Award is contingent upon the Participant's continued employment with the SBA through the date such Incentive Award is paid, except as provided in Article 7. Except as provided in Article 7, a Participant whose employment terminates before such payment date will not be entitled to an Incentive Award.

6.2 Entitlement; Approval and Payment. The Participant shall be entitled to receive that portion of the Incentive Award that is attributable to Organizational Financial Performance as set forth in Section 5.2 hereof. The Board shall determine and approve the portion of the Incentive Award attributable to Individual Performance for the Participant. Incentive Awards (consisting of Organizational Financial Performance and the Individual Performance determined and approved by the Board) shall be paid as follows, except as otherwise set forth below: 50% of the Incentive Award will be paid to the Participant in a lump sum as soon as practicable following the Payment Determination Date, but in no event later than December 31 of that calendar year (the "Lump Sum"), and 50% of the Incentive Award will be treated as a "Deferred Award" subject to the terms of Section 6.3. For the avoidance of doubt, if the Board does not make a determination and approve the portion of the Incentive Award attributable to Individual Performance, such inaction shall not have any effect on the Payment Determination Date for the portion of the Incentive Award attributable to Organizational Financial Performance, subject to Section 7.3; provided, however, no Lump Sum payment attributable to Individual Performance shall be made after December 31 of such calendar year.

6.3 Deferred Awards and Other Provisions.

(a) Deferred Awards will be credited to a hypothetical account ("Deferred Award Account") on the SBAA Trust Fund's books in the Participant's name as of the date that the corresponding Lump Sum is paid to the Participant. A separate Deferred Award Account (or sub-account thereof) will be established with respect to each Performance Period for which an Incentive Award is calculated. No amounts will be set aside in trust or otherwise removed from the reach of the SBA and the SBAA Trust Fund's creditors. Participants will be unsecured creditors of the SBA with respect to such amounts (and any earnings on those amounts) until actually paid.

(b) The Deferred Award Accounts will be credited monthly as of the last day of each month with an amount equal to total return otherwise earned by the SBAA Trust Fund for such Performance Period. The Deferred Award Account balance will earn the same return as the other funds in the SBAA Trust Fund and consistent with the investment guidelines for the SBAA Trust Fund. The Board may in its discretion determine an alternate return measure for Deferred Award Account balances effective for future Plan Years.

(c) The Deferred Award credited to the Participant ~~as of the first anniversary of the Payment Determination Date on which the Deferred Award was earned~~, plus any

unpaid earnings thereon, will be paid in a lump sum to the Participant ~~as soon as practicable following such first anniversary date~~ in December of the calendar year immediately following the calendar year containing the Payment Determination Date, ~~but and~~ in no event later than December 31 of that calendar year; provided, however, that the Participant must be employed by the SBA at the time such award is paid.

(d) Participants forfeit all Deferred Award Accounts upon termination of employment with SBA for any reason, other than for death or Disability. In the case of termination upon death or Disability the balance of the Participant's Deferred Awards shall be paid to the Participant (or in the event of death, his or her estate) as soon as practicable following the date of such termination event (i.e. the date of death or Disability), but in no event later than December 31 of the calendar year containing that date.

6.4 ~~One-Time~~ Vesting and Payment Upon Becoming Retirement Eligible. Notwithstanding anything to the contrary and subject to Section 7.3, upon the date the Participant becomes Retirement Eligible (the "Retirement Eligible Date") while employed in the Eligible Position and regardless of whether the Participant actually retires, the balance of the Participant's Deferred Awards shall be paid to the Participant ~~as soon as practicable following the Retirement Eligible Date, but~~ in no event later than December 31 of the calendar year containing that date. For each Incentive Award with a Payment Determination Date following the calendar year containing the Participant's Retirement Eligible Date (if any) (each, a "Vested Award"), no portion of such Vested Award will be deferred pursuant to Section 6.3. For the avoidance of doubt, 100% of each Vested Award will, contingent on the continued employment condition in Section 6.1, be paid to the Participant in a lump sum as soon as practicable following the applicable Payment Determination Date, but in no event later than December 31 of that calendar year. Solely for the Participant's first Plan Year of participation in the Plan, the accelerated vesting and payment provided under this Section 6.4 ~~shall only apply, if at all, to the Participant one time and does will~~ not apply if the Participant is or becomes Retirement Eligible prior to, or during, ~~such his or her~~ first Plan Year of participation in the Plan.

Article 7. Termination of Employment

7.1 Termination of Employment Due to Death or Disability. In the event that a Participant terminates employment due to death or Disability, the Participant (or, in the event of death, the Participant's estate) shall be entitled to the payout of the Incentive Award for the Plan Year in which termination occurred based on the SBA's achievement of Organizational Financial Performance for such Plan Year. Any earned Incentive Award shall be calculated prorata based upon the Participant's Salary paid for time worked during the Plan Year on a daily basis through the date of such termination event. The Participant (or, in the event of death, the Participant's estate) shall be entitled to payment of the entire pro-rata portion of any earned Incentive Award (i.e. the Deferred Award portion) as soon as practicable following the applicable Payment Determination Date for such Plan Year, but in no event later than December 31 of the calendar year in which such termination event occurs.

7.2 Termination of Employment for Other Reasons and Other Conditions. The

payment of an Incentive Award (whether Lump Sum or, Deferred Award is conditioned on the Participant being in continuous employment with SBA from the grant date of the Incentive Opportunity through the date of payment for that Incentive Award. In the event that a Participant incurs a termination of employment from SBA for any reason other than death or Disability the Participant's participation shall immediately end and no unpaid Incentive Award for any Plan Year shall be payable to the Participant.

7.3 Forfeiture upon Disabling Conduct. Notwithstanding anything to the contrary, if the Participant is terminated for Disabling Conduct from the SBA prior to payment of any and all Incentive Awards, including Lump Sums and, Deferred Awards, the Participant will immediately and automatically, without any action on the part of the Participant or the SBA, forfeit his or her right to the payment of such awards.

Article 8. Rights of Employees

8.1 Employment. Nothing in the Plan shall interfere with or limit in any way the right of the Board to terminate the Participant's employment at any time, nor confer upon the Participant any right to continue in the employ of SBA.

8.2 Participation. The Participant shall not have the right to be selected to participate, or, having been so selected, to receive a future Incentive Award. Neither the Participant nor his or her beneficiaries shall have any right to receive a distribution under the Plan except in accordance with the terms of the Plan.

8.3 Nontransferability. No interest of any person in an Incentive Award, or right to receive a distribution under the Plan, shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind; nor may such interest or right to receive a distribution be taken, either voluntarily or involuntarily for the satisfaction of the debts of, or other obligations or claims against, such person.

Article 9. Amendment, Modification, and Termination

The Board may at any time terminate, amend, modify, or suspend this Plan. However, following the end of a Plan Year in which there was an Incentive Award, no such termination, amendment, modification, or suspension of the Plan shall adversely affect in any material way the payment of the Incentive Award or any portion thereof without the consent of the Participant entitled to payment of the Incentive Award.

Article 10. Legal Status

10.1 Compliance with Code Section 409A. It is intended that this Plan and the Incentive Awards paid under this Plan shall be exempt from Code section 409A pursuant to the "short-term deferral" exemption under Treasury Regulation Section 1.409A-1(b)(4) (the "Short-Term Deferral Exemption"). All Incentive Awards are paid in the calendar year in which such awards are vested and, accordingly, the Incentive Awards do not constitute deferred compensation and fall outside the scope of Code section 409A. Further, in the case of a Deferred Award, such amount remains continuously subject to a

“substantial risk of forfeiture” at all times from the beginning of the applicable Performance Period through the last day of the additional deferral period, as described in Section 6.2 or 6.3, as applicable. As a result, each amount also is paid shortly following the date in which such award vests and falls outside the scope of Code section 409A in accordance with the Short-Term Deferral Exemption.

10.2 Compliance with Code Section 457(f). In the case of a Deferred Award, until the lapse of the additional deferral periods and payment of the Deferred Award Account in accordance with Section 6.3, such Deferred Award Account remains continuously subject to a “substantial risk of forfeiture” at all times from the beginning of the Plan Year through the applicable payment date and is not subject to income inclusion under Code section 457(f).

10.3 Compliance with ERISA. The Plan constitutes a governmental plan within the meaning of Section 3(32) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) as well as a “bonus program” in accordance with Department of Labor Regulation Section 2510.3-2(c) that does not constitute an “employee pension benefit plan” and, therefore, the Plan is not subject to the ERISA.

10.4 Administrative Compliance. Notwithstanding any other provision of this Plan, this Plan shall be interpreted, operated and administered in a manner consistent with the intentions set forth above in Sections 10.1, 10.2, and 10.3.

Article 11. Funding

The amounts under this Plan shall be paid from the general assets of the SBA and the SBAA Trust Fund, and the Participant shall have no right, title, or interest in or to investments, if any, which SBA or the SBAA Trust Fund may make to assist it in meeting its obligations under this Plan. Nothing contained in this Plan, and no action taken pursuant to its provisions, shall create or be construed to create a fiduciary relationship between SBA, the SBAA Trust Fund and the Participant or any other person. To the extent that any person acquires a right to receive a payment from SBA or the SBAA Trust Fund under this Plan, such right shall be no greater than the right of an unsecured creditor.

Article 12. Withholding

SBA shall have the power and the right to deduct, withhold, or require a Participant to remit to SBA an amount sufficient to satisfy federal, state, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of this Plan.

Article 13. Successors

All obligations of SBA under the Plan with respect to Incentive Awards granted hereunder shall be binding on any successor to SBA, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the operations and/or assets of SBA.

Article 14. Legal Construction

14.1 Gender and Number. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

14.2 Severability. In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

14.3 Requirements of Law. The payments of Incentive Awards and Deferred Award Accounts under the Plan shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

14.4 Governing Law. The Plan and all agreements hereunder shall be construed in accordance with and governed by the laws of the State of Florida.

IN WITNESS WHEREOF, State Board of Administration of Florida has approved and adopted this Amended and Restated State Board of Administration of Florida Incentive Compensation Plan for the Executive Director , effective as of July 1, 202~~5~~⁴, at a public meeting of the Board on this ~~24th~~ _____ day of ~~October~~ _____, 202~~5~~³.

STATE BOARD OF ADMINISTRATION OF FLORIDA

By: _____
Ron DeSantis
Governor as Chairman

Dated: _____

By: _____
~~Chief Financial Officer~~ ~~Jimmy Patronis~~

Dated: _____

By: _____
~~Ashley Moody~~ ~~James Uthmeier~~
Attorney General

Dated: _____

APPENDIX TO

STATE BOARD OF ADMINISTRATION
OF FLORIDA

INCENTIVE COMPENSATION PLAN

FOR THE EXECUTIVE DIRECTOR ~~& CIO~~

As used in this Appendix:

(i) “Individual Performance Value-Add Rider” shall mean the percentage of salary included in the Incentive Opportunity relating to Individual Performance which is in excess of the fifteen percent Individual Performance maximum.

(ii) “Maximum” shall mean ~~50-70~~ basis points of Value Added (as defined below).

(iii) “Target” shall mean ~~25-35~~ basis points of Value Added.

(iv) “Threshold” shall mean 5 basis points of Value Added.

(v) “Value Added” shall mean the extent, in basis points, that investment performance of the Trust Fund, determined and calculated pursuant to SBA Policies 10-062 and 20-511 and using final numbers and asset values derived from the Trust Fund’s annual financial statements that are audited by the SBA’s independent external auditors, exceeds the return on the Trust Fund’s total fund benchmark, determined and calculated with reference to the Target Portfolio described in Trust Fund IPS.

As set forth in Articles 5 and 6 of the Plan, the Incentive Opportunity shall be as follows:

	Incentive as a % of Salary			
	Mix	Threshold	Target	Maximum
Total Incentive Opportunity	100%	17.500%	35.000%	52.500%
Organization Financial Performance	85%	14.875%	29.750%	44.625%
Individual Performance	15%	Up to 2.625%	Up to 5.250%	Up to 7.875%

	Incentive as a % of Salary			
	Mix	Threshold	Target	Maximum
If Individual Performance Value Add-Rider is 0				
Organizational Financial Performance	85.000%	18.275%	36.550%	54.825%
Individual Performance	15.000%	up to 3.225%	up to 6.45%	up to 9.675%
Total Incentive Opportunity if Individual Performance Value-Add Rider is 0	100.000%	21.500%	43.000%	64.500%
Organizational Financial Performance	N/A	18.275%	36.550%	54.825%
Individual Performance	N/A	up to 3.225%	up to 6.45%	up to 9.675%
Individual Performance Value-Add Rider	N/A	up to 5.5%	up to 5.5%	up to 5.5%
Total Incentive Opportunity if Individual Performance Value-Add Rider > 0	100.000%	up to 27%	up to 48.5%	up to 70%

As set forth in Articles 5 and 6 of the Plan, the Incentive Opportunity shall be adjusted for instances where Value Added exceeds the Threshold but otherwise falls between the ranges set forth above. In those instances, the Incentive Opportunity as a percentage of Salary shall be interpolated

mathematically in accordance with the attached table (excluding any additional Individual Performance Value-Add Rider). For the avoidance of doubt, in no instance shall the Incentive Opportunity as a percentage of Salary exceed the Maximum.

Organizational Financial Performance

The Organizational Financial Performance for the Executive Director ~~& CIO~~ will be measured by the Value Added. There is no Incentive Opportunity for Organizational Financial Performance unless Value Added exceeds Threshold (as described in Section 5.1 of the Plan). The targeted level of Incentive Opportunity for Organizational Financial Performance for the Executive Director ~~& CIO~~ is Target. The Incentive Opportunity for Organizational Financial Performance is capped at Maximum, and there is no Incentive Opportunity for Value Added that exceeds Maximum.

As indicated in the above chart, Organizational Financial Performance shall constitute 85% of the Incentive Opportunity, except if an Individual Performance Value-Add Rider is awarded, and in such case Organizational Financial Performance shall be as provided in the chart above, as adjusted for instances where Value Added exceeds Threshold but otherwise fall within the ranges set forth above.

Individual Performance and Individual Performance Value-Add Rider

Individual Performance shall be determined based on the following categories to be equally weighted, and the Board, in its discretion, may consider recommendations from the IAC that bear on the Participant's performance in these categories:

- Overall mission
- People
- Efficiencies/Infrastructure/Operations
- Interactions with the IAC, Participant Local Government Advisory Council and Audit Committee

The Individual Performance Value-Add Rider is an amount attributable to the Participant's involvement with asset class outperformance over the performance period. This amount shall be determined by the Board in its discretion. The Board may consider recommendations from the IAC relating to this criteria.

In determining that portion of the Incentive Award attributable to Individual Performance, the maximum amount that may be awarded and approved is that percentage ~~(up to 15% of the Incentive Opportunity — i.e. 7.875% of Salary)~~ that corresponds to the Threshold, Target or Maximum amounts used to calculate Organizational Financial Performance (e.g. see chart above) but also including in such capped amount any interpolation therein in the event Organizational Financial Performance falls between ranges as contemplated by Section 5.2 of the Plan. [For example, if the 15 bps of value was added to the total fund benchmark for the Trust Fund (i.e. between the Threshold and the Target), the maximum of the portion of the Incentive Award attributable to Individual Performance would be 3.93754.005% of Salary, excluding any awarded Individual Performance Value-Add Rider].

Interpolation Table:

	Value Added	Defined	Interpolated
	(bps)	% of Salary	% of Salary
Threshold	5	17.50%	17.5%
	6		18.4%
	7		19.3%
	8		20.1%
	9		21.0%
	10		21.9%
	11		22.8%
	12		23.6%
	13		24.5%
	14		25.4%
	15		26.3%
	16		27.1%
	17		28.0%
	18		28.9%
	19		29.8%
	20		30.6%
	21		31.5%
	22		32.4%
	23		33.3%
	24		34.1%
Target	25	35.00%	35.0%
	26		35.7%
	27		36.4%
	28		37.1%
	29		37.8%
	30		38.5%
	31		39.2%
	32		39.9%
	33		40.6%
	34		41.3%
	35		42.0%
	36		42.7%
	37		43.4%
	38		44.1%
	39		44.8%
	40		45.5%
	41		46.2%
	42		46.9%
	43		47.6%
	44		48.3%
	45		49.0%
	46		49.7%
	47		50.4%
	48		51.1%
	49		51.8%
Max	50	52.50%	52.5%
Above	50		52.5%

**Division of Bond Finance
Incentive Compensation Plan**

<u>Position</u>	<u>% of Salary</u>
Director	50%
Deputy Director	30%
Chief of Staff	30%
General Counsel	30%
Senior Associates	30%
Associates	30%
Analysts	30%
Senior Attorneys	30%
Attorneys	30%
Discretionary Amount	\$50,000

MINUTES
INVESTMENT ADVISORY COUNCIL
March 3, 2025

A hybrid meeting of the Investment Advisory Council (IAC) was held on Monday, March 3, 2025, via Microsoft Teams. The attached transcript of the March 3, 2025, meeting is hereby incorporated into these minutes by this reference.

Members Present:

<u>Attended In Person:</u>	<u>Attended Virtually:</u>	<u>Not In Attendance</u>
Ken Jones	Peter Jones	Vinny Olmstead
John Goetz	Gary Wendt	
Peter Collins	Jeff Jackson	
Tere Canida		
Freddie Figgers		
SBA Employees:	Chris Spencer	Lamar Taylor
	Paul Groom	Jim Treanor
	Marco Perzichilli	Lynne Gray
	Michael Fogliano	Chris Marino
	Tom Proctor	Mike McCauley
	John Bradley	Tim Taylor
	Todd Ludgate	Trent Webster
	John Mogg	Dan Beard
Consultants:	Richard Brown, Townsend	Katie Comstock, Aon
	Seth Marcus, Townsend	

WELCOME/CALL TO ORDER/APPROVAL OF MINUTES

Ken Jones, Chair, called the meeting to order at 11:00am. Ken called for a vote to approve the prior meeting minutes. With no objections, the December 9, 2024, IAC meeting minutes were unanimously approved.

OPENING REMARKS/REPORTS

Chris Spencer, Executive Director, discussed the upcoming Trustees meeting, noting that the SBA has a new trustee, Attorney General James Uthmeier, and another new trustee is expected upon CFO Jim Patronis' resignation at the end of March. On the Trustees meeting agenda will be the revised FRS Pension Plan Investment Policy Statement; a corporate governance resolution to update the SBA's litigation pool, amend the SBA's internal securities litigation policy, and establish a litigation finance fund; ratification of litigation initiated by the SBA against Target; and a proposed rule to amend the delegation of authority in the Florida Administrative Code for initiating litigation. Chris then briefly discussed the digital assets memo included in the materials, which was requested by CFO Patronis; explained that Peter Collins would

provide the IAC Compensation Subcommittee update later in the meeting; and commented on the closing of a large secondary sale in Active Credit. Chris also provided a legislative update and discussed the CAT Fund's preparation for the upcoming hurricane season. Chris answered a question from John Goetz.

Lamar Taylor, Chief Investment Officer, provided an update on performance as of December 31, 2024. Florida PRIME and CAT Fund outperformed their benchmarks over the quarter by 1 bp and 21 bps, respectively. The FRS Investment Plan underperformed its benchmark by 6 bps over the quarter due to foreign markets, active management, and stable value; though, Lamar stated it was an improvement over the previous quarter. Regarding the FRS Pension Plan, the total fund was down 94 bps over the quarter but outperformed the benchmark by 15 bps. Global Equity and Fixed Income were also both down over the quarter but outperformed their benchmarks by 42 bps and 13 bps, respectively. Real Estate returns continue to drag, but the asset class has continued to outperform. Private Equity outperformed over the quarter and Lamar noted that they expect longer term performance to begin to improve. Lamar explained that Strategic Investments' and Active Credit's performance is reflective of the transitions they are undergoing as Active Credit continues to be built out and Strategic Investments is restructured.

REAL ESTATE ASSET CLASS REVIEW

Lynne Gray, Senior Investment Officer – Real Estate, provided a brief overview of the Real Estate team and policy. She discussed the market, noting that ODCE saw its second quarter of positive performance after seven consecutive quarters of negative performance. Lynne explained how the Real Estate portfolio is constructed and the investment vehicles utilized. Regarding performance, Lynne echoed Lamar Taylor's comment that Real Estate has continued to outperform its benchmark despite negative returns, driven by the outperformance of the core portfolio. Lynne also reviewed property type and geographic diversification and total portfolio leverage.

Chris Marino, Acquisitions Manager – Principal Investments, reviewed the principal investments portfolio, which has a net asset value of \$13.6 billion. Regarding performance, the 1-year period had a net return of -6.6% due to a -10% appreciation; the 3-year period had a net return of 60 bps, outperforming the benchmark by 160 bps; and the 5 and 10-year periods both had positive returns. Chris stated that negative returns are driven by the office and apartment sectors. Chris, Lynne, and Lamar Taylor answered questions from IAC members regarding geographical impact on returns. Chris discussed leverage and explained that most of the portfolio's debt is fixed rate to help manage costs and risks. Chris then reviewed investment activity in 2024, noting that the team closed on over \$1 billion in transactions.

Tom Proctor, Portfolio Manager – Principal Investments, discussed Real Estate's credit facility program, known as REPIMAC, which primarily provides construction loans for joint venture investments. After rates increased significantly in 2022, the SBA secured a \$750 million line of credit at better terms, allowing REPIMAC to provide downstream loans to joint venture investments at a significantly lower price than the market. Through January, this has resulted in a cost savings of \$3.9 million and is projected to increase to \$35 million for the current loan commitments. Tom discussed projected total loan funding and loan activity allocation and answered questions from IAC members.

Michael Fogliano, Senior Portfolio Manager – Externally Managed, reviewed the externally managed portfolio which has a net asset value of \$5.2 billion and 71 fund investments. Michael discussed the portfolio's outperformance over all periods, property type and geographic diversification, and the investment process. During 2024, the externally managed team closed on 9 investments totaling \$930 million and completed a full divestment of the \$2 billion REIT portfolio. Michael noted that if successfully

closed, deals currently in the pipeline will bring total commitments near \$1.2 billion for the fiscal year. He then answered questions from IAC members.

Seth Marcus, Townsend, discussed the market and investment themes. He then provided an overview of the real estate portfolio and answered questions from IAC members. Regarding performance, Real Estate has outperformed the benchmark over the 5, 10, and 15-year periods. Seth noted that while there has been underperformance over the short term, the portfolio has generated positive income returns consistently over the 25-year period with 20 bps of outperformance over ODCE's income returns.

GLOBAL EQUITY BENCHMARK RECOMMENDATION

Katie Comstock, Aon, discussed Aon's recommendation to change Global Equity's benchmark from the MSCI All Country World Index Investable Market Index (ACWI IMI) to the MSCI All Country World Index (ACWI) ex-China ex-Hong Kong Investable Market Index (IMI). The recommendation follows the IAC's decision at the December 9, 2024, IAC meeting to remove exposure to China and Hong Kong within the FRS policy. Katie noted that this change would also be reflected in Private Equity's base benchmark.

REVIEW CHANGES TO THE FRS PENSION PLAN INVESTMENT POLICY STATEMENT

Chris Spencer, Executive Director, stated that the revised FRS Pension Plan Investment Policy Statement reflects the Global Equity benchmark change presented by Katie Comstock. Ken Jones, Chair, called for a vote to approve the revised investment policy statement. With no objections, the FRS Pension Plan Investment Policy Statement was unanimously approved.

CORPORATE GOVERNANCE REVIEW/PROXY VOTING GUIDELINES

Mike McCauley, Senior Officer – Investment Programs & Governance, provided a brief overview of Investment Programs and Governance's responsibilities and team. Regarding corporate governance, Mike emphasized the team's focus on enhancing value. He reviewed voting statistics for 2024, explaining that the SBA voted 12,384 meetings on over 100,000 ballot items. Mike also discussed the role of the SBA's proxy committee, vendors like Glass Lewis and ISS, and governance and data partners. Mike outlined two of the major ballot items that the SBA votes on, director elections and executive compensation, and highlighted the SBA's transparency on voting decisions, referencing the SBA Proxy Voting Dashboard.

Mike discussed the Proxy Voting Guidelines and introduced a proposed amendment to add a proxy voting guideline related to artificial intelligence (AI). He explained that the number of AI-related proposals has increased over the past two years and this amendment would provide broad guidance on how to evaluate these proposals. Mike answered questions from IAC members. Ken Jones, Chair, called for a vote to adopt the proposed AI-related voting guideline language. With one vote against, the proposed language was approved by majority vote.

ASSET CLASS SIO UPDATES

John Bradley, Senior Investment Officer – Private Equity, noted that the portfolio was up 2.4% in the 3rd quarter of 2024, making it the best quarter in over a year. Private Equity continues to underperform

over the short term but has outperformed over the longer term, with venture capital and growth equity strategies driving both. John discussed commitment activity and answered a question from Ken Jones.

Tim Taylor, Senior Investment Officer – Global Equity, explained that though the market fell 1% over the 4th quarter, it was up over 16% for 2024 with U.S. markets leading. Global Equity outperformed the benchmark over all periods except the 3-year period due to a difficult 1st quarter of 2022, and all active aggregates outperformed except for US small cap. Tim then provided an update on initiatives.

Todd Ludgate, Senior Investment Officer – Fixed Income, stated that Fixed Income outperformed over all periods. He then discussed portfolio positioning, the decrease in Fed cut expectations for 2025, and recruitment activity within the asset class. Todd answered questions from IAC members.

Trent Webster, Senior Investment Officer – Strategic Investments, discussed Strategic Investments' slight underperformance over the 1-year period, attributing it to insurance and opportunistic funds. He then reviewed recent activity and provided an overview of the portfolio, which consists of hedge funds, infrastructure, insurance, and opportunistic funds. Trent answered questions from IAC members.

John Mogg, Senior Investment Officer – Active Credit, provided an update on the credit markets. He discussed the multi-asset credit implementation, stating that they expect to close on 6 mandates by the end of April and a search has begun for high yield and emerging market debt. John then explained that a credit secondary sale was completed in the 4th quarter to aid in repositioning the private credit portfolio. John presented the legacy private credit portfolio's performance against the new benchmark.

Dan Beard, Chief of Defined Contribution Programs, stated that members and retirees have increased by 6,000 and 4,000, respectively, since September 30, 2024. He then discussed plan choice statistics, membership growth, assets under management, and the MyFRS Financial Guidance Program.

MAJOR MANDATE PERFORMANCE REVIEW

Katie Comstock, Aon, provided an overview of the performance of the FRS Pension Plan, FRS Investment Plan, Florida Hurricane Catastrophe Fund, and Florida PRIME.

IAC COMPENSATION SUBCOMMITTEE UPDATE

Peter Collins provided the IAC Compensation Subcommittee update in Vinny Olmstead's absence. At the subcommittee meeting, Mercer presented their findings on the SBA's incentive compensation in relation to peers. Peter explained that after considering several options, the subcommittee voted to recommend four changes to the incentive compensation plan (ICP). The first change would increase the outperformance levels needed to trigger ICP payments and create an additional "superior" level, making the new outperformance levels a threshold of 10 bps, a target of 35 bps, a superior level of 70 bps, and a maximum of 100 bps. The second change would increase each tier's incentive compensation paid as a percentage of base pay when outperformance levels are met. The new award amounts for Tier 1 would be 65% for target, 97.5% for superior, and 130% for maximum; for Tier 2 it would be 45%, 67.5%, and 90%, respectively; for Tier 3 it would be 25%, 37.5%, and 50%, respectively; and for Tier 4 it would be 15%, 22.5%, and 30%, respectively. The third change would amend the plan to allow individual asset classes to trigger the asset class portion of the ICP payment regardless of the total fund meeting the threshold. The final change would amend the qualitative component of the ICP to allow for five levels of performance.

There was discussion between IAC members regarding the recommended changes. Peter Collins explained that if approved by the IAC, a letter will be composed to the Trustees recommending these

changes. Ken Jones, Chair, called for a vote to approve the recommended changes. With no objections, the changes to the SBA's incentive compensation plan were unanimously approved.

AUDIENCE COMMENTS/ELECTION OF OFFICERS/CLOSING REMARKS/ADJOURN

Ken Jones nominated Peter Jones as Chair. Peter Collins seconded the nomination. All in favor. Peter Jones was elected Chair. Ken Jones then nominated Freddie Figgers as Vice Chair. Peter Collins seconded the nomination. All in favor. Freddie Figgers was elected Vice Chair.

There being no further questions or items for discussion, the meeting was adjourned at 2:13pm.

Peter Jones

Peter Jones, Chair

May 19, 2025

Date

STATE OF FLORIDA
STATE BOARD OF ADMINISTRATION

INVESTMENT ADVISORY COUNCIL

PUBLIC MEETING

PAGES 1 - 158

Monday, March 3, 2025
11:00 a.m. - 2:13 p.m.

LOCATION:
1801 Hermitage Blvd.
Tallahassee, FL

Stenographically Reported By:
TRACY BROWN

APPEARANCES:

John Goetz
Ken Jones, Chair
Gary Wendt (appearing remotely)
Lamar Taylor
Chris Spencer
Peter Jones (appearing remotely)
Paul Groom
Jeff Jackson (appearing remotely)
Tere Canida
Freddie Figgers
Peter Collins
Marco Perzichilli
Jim Treanor
Trent Webster
Lynne Gray
Michael Fogliano
Chris Marino
Tom Proctor
Katie Comstock
Todd Ludgate
Seth Marcus
Richard Brown
Teddy Grendzynski
John Bradley
Dan Beard
John Mogg
Mike McCauley
Tim Taylor
Amy Walker
Audrey Milnes
Marissa Hicks

CERTIFICATE OF REPORTER

158

1 Thereupon,

2 The following proceedings began at
3 11:00 a.m.

4 **MR. CHAIR:** Good morning, everybody.

5 We'll go ahead and get started, thirty seconds
6 early today. Actually, it's 11 o'clock now, so
7 we're right on time. Well, first of all, we'll
8 acknowledge if anybody's on the phone for our
9 court reporter here. I think Peter Jones might
10 be on.

11 Peter, can you hear us?

12 Working on the tech this morning. Make
13 sure everyone can hear us. Jeff Jackson's on
14 as well? Okay.

15 Jeff, can you hear us as well?

16 If somebody could look into that. I think
17 barring that, I think we still do have a quorum
18 to start. So we'll go ahead and call the
19 meeting to order. Peter and Jeff, when they
20 get on, if you can just say that you're here.

21 There we go.

22 **MR. SPENCER:** Now we're unmuted. Can you
23 ask him now if they can hear?

24 **MR. CHAIR:** Peter, can you hear us now?

25 **MR. JONES:** I can hear you, yes. Thank

1 you.

2 **MR. CHAIR:** Jeff?

3 One out of two works, I think, so --

4 **MR. JACKSON:** Yes, I can hear you.

5 **MR. CHAIR:** Okay, Jeff. Thank you.

6 Okay. We'll call the meeting to order.

7 First order of business is the approval of
8 the minutes from the last meeting. Any
9 amendments or changes to the minutes?

10 Okay. Seeing none, all's opposed (sic)
11 adopting the minutes, please signify by saying
12 aye.

13 (Members reply aye.)

14 **MR. CHAIR:** All opposed, like sign.

15 (No response.)

16 **MR. CHAIR:** Okay. Minutes are adopted
17 from the last meeting. Next we're going to
18 turn it over to Chris Spencer for opening
19 remarks.

20 Chris.

21 **MR. SPENCER:** Thank you, Mr. Chair. We
22 have a busy week this week, so sorry for having
23 the meeting on Monday. We have the first day
24 of legislative session starting on Wednesday.
25 So this will be a very eventful week here in

1 Tallahassee.

2 We do have a meeting of the trustees, as I
3 mentioned, on Wednesday. A couple of
4 big-ticket issues to go through and what's
5 going to happen on Wednesday. First and
6 foremost, we have a new trustee. Attorney
7 General James Uthmeier was sworn in two weeks
8 ago. So he will be joining as a trustee for
9 the State Board of Administration at the first
10 meeting of the trustees with him there on
11 Wednesday.

12 And then we anticipate there will be a new
13 trustee when CFO Jimmy Patronis, his
14 resignation for his election for congress will
15 go into effect at the end of this month. And
16 so we expect that there will be a new trustee
17 as the CFO at the June meeting of the trustees,
18 or any other meeting that's scheduled by the
19 trustees prior to June.

20 A couple of big items I want to go through
21 just a high level that's going to be discussed
22 at the trustees meeting this week. First,
23 there's going to be the investment policy
24 statement that is on the agenda today for the
25 IAC to finalize. This is with regards to

1 taking a zero policy weight in global equity
2 regarding to China. This was discussed at the
3 last IAC meeting. So now, as that process
4 works, we have the revision to the IPS is on
5 the agenda for today. That will be voted on.
6 And then that will be final -- the final vote
7 will come to the trustees on Wednesday.

8 We also have a resolution related to
9 corporate governance on the trustees meeting on
10 Wednesday. This resolution does a couple of
11 things: First, it directs the SBA to refresh
12 our litigation pool. For those that are not
13 familiar, we do have a pool of law firms that
14 we retain for the purposes of securities
15 litigation. It was last updated over -- about
16 a decade or so ago. We're going to go back and
17 request proposals from law firms to refresh
18 those fee schedules, determine any additional
19 law firms that should be joined, or any of the
20 existing law firms that will come out of the
21 pool. So that's part of what is in the
22 resolution.

23 Additionally, we are going to be amending
24 our internal securities litigation policy with
25 adding a focus in there specifically around

1 suits that may advance the corporate governance
 2 principles that add long-term shareholder
 3 value. And then we will also be looking at
 4 establishing a litigation finance fund around
 5 this. And that -- the purpose of that is for
 6 a -- kind of a reimbursement revolving fund to
 7 help pay for some of these corporate
 8 governance-focused suits where there may not be
 9 a direct damage recovery against which
 10 contingency fees would normally be charged by
 11 external counsel.

12 We also have the ratification of
 13 litigation that was initiated by the SBA on
 14 February 20th in the suit of SBA versus Target.
 15 That is coming before the trustees for
 16 ratification pursuant to the existing rule that
 17 delegates authority to the staff here at the
 18 SBA.

19 In addition to that, there is a notice of
 20 a proposed rule making on the trustees' agenda
 21 that will amend that delegation in existing
 22 Florida Administrative Code to provide instead
 23 of having an affirmative vote -- the way the
 24 rule currently works is you have to have an
 25 affirmative vote by the trustees before

1 initiating litigation, or there's the authority
 2 for the executive director to go ahead and
 3 initiate litigation and then get a ratification
 4 vote after the fact from the trustees. We're
 5 instead changing that now to have a five-day
 6 notice before we initiate litigation that goes
 7 to the trustees. And so that'll update that
 8 administrative code. And that's on the agenda
 9 as well for Wednesday.

10 A couple -- there's two items that are on
 11 the agenda today that I just wanted to bring to
 12 your attention that -- one of them is not going
 13 to have any discussion unless there's any
 14 questions from the members of the IAC. I just
 15 want to make sure that you're aware, we have
 16 the digital assets memo that's in your
 17 materials. That is from a request back in
 18 October from CFO Patronis for the SBA to
 19 conduct a review on feasibility risks, returns
 20 associated with engaging in digital assets.
 21 That material is in your binder. And Marco is
 22 here in case we have any questions specifically
 23 around that memo.

24 And then also on the agenda item today,
 25 there will be the results of the compensation

1 subcommittee conversation around the incentive
 2 compensation plan. Vinny is not available at
 3 the meeting today. So Peter Collins has
 4 graciously agreed to represent the feedback or,
 5 I guess, the outcome of that meeting here to
 6 the IAC as a whole, although I know many of you
 7 joined that meeting as well. So this will be a
 8 refresher for most people that were in that
 9 meeting.

10 At a high level, I want to just -- for
 11 awareness, I want to talk really quickly, and I
 12 know there's a slide in the material that -- in
 13 the active credit portion of our materials that
 14 talk a little bit more further to this. We
 15 closed on a substantial secondary sale in the
 16 active credit asset class at the end of
 17 December, roughly one-third of the portfolio.
 18 This is implementing a lot of the changes
 19 around that asset class as we launch that asset
 20 class split out from the strategic investments
 21 asset class.

22 Can't go into a lot of the details because
 23 of confidentiality agreements on the nature of
 24 the sale, but at a high level, roughly a third
 25 of the portfolio was sold at very attractive

1 pricing to NAV and a good return net IRR from
 2 inception from these funds. Really enables us
 3 to move out of a lot of equity exposure and
 4 get -- you know, fund what our strategy is and
 5 with the new development of the asset class,
 6 with our direct lending launch that we're doing
 7 this year.

8 As far as legislative update, the -- we'll
 9 call it the agency package, the legislation
 10 that the SBA is seeking this year, has been
 11 filed by Senator Tom Leek and by Representative
 12 Adam Anderson. And so now we are working with
 13 the legislature to get those bills moving on an
 14 agenda through committee process. And we will
 15 keep you guys updated if any changes to those
 16 bills happen and as that moves forward.
 17 Obviously our next IAC meeting will be after
 18 session, so hopefully we have some good news to
 19 report at that point. But if anything comes up
 20 in between now and then, feel free to give me a
 21 call. I can give you an update on how things
 22 are going legislatively.

23 We also continue to monitor any bill that
 24 may impact the SBA. There's several bills that
 25 are out there right now, particularly around

1 cryptocurrency, so we're monitoring that. And
 2 we're also monitoring any legislation that
 3 might impact the CAT fund since that's --
 4 obviously every year there's conversations
 5 around whether we change retention, whether we
 6 change rapid cash buildup factor, or other
 7 aspects around the CAT fund. We always monitor
 8 that to make sure that we have the CAT fund
 9 best positioned to be able to manage the
 10 exposure that the statute requires us to
 11 manage.

12 And to that point, I'll give you a final
 13 update here just on the CAT fund as a whole.
 14 We've completed our financial conditions
 15 analysis for the upcoming hurricane season. We
 16 have determined that we're not going to seek
 17 risk transfer consistent with our policies now
 18 for a number of years. We're not going to go
 19 buy reinsurance. We are looking at if, when,
 20 and how much to issue for any pre-event
 21 bonding. We do still have, I believe,
 22 \$2.8 billion worth of authorization from the
 23 trustees of pre-event bonding that we can
 24 issue. So we're, right now, looking at what
 25 the bonding capacity is.

1 As of October, our bonding capacity was
 2 7.9 billion in the market. That's more of a
 3 market analysis of what the bonding capacity
 4 is. So we're starting out right now roughly
 5 where we started out last year, a little under
 6 \$10 billion of total liquid resources available
 7 to pay out for the hurricane season, which is a
 8 really healthy position for us to be in.

9 As a reminder, we have pre-event and
 10 post-event bonding authority. So should -- you
 11 know, should a significant event happen, we do
 12 have adequate resources to be able to make sure
 13 that we accommodate that. But we will be
 14 making a determination soon about, again, if,
 15 when, and how much on pre-event bonding that we
 16 intend to pursue for the CAT fund as we
 17 approach June for the start of the hurricane
 18 season.

19 That is my update. Any questions from the
 20 members of the IAC?

21 **MR. GOETZ:** One question. Chris, just
 22 more out of curiosity. Is the pre-event
 23 bonding pricing moving around a bit?

24 **MR. SPENCER:** A little bit. It's hard to
 25 say right now because there's still a lot of

1 uncertainty about what's going to happen
 2 legislatively here in Florida. Florida's
 3 obviously one of the largest cohorts of the
 4 market. We'd have to -- I can get back to you
 5 with some more detail on how the actual pricing
 6 is looking right now. It's very attractive for
 7 us, given our credit profile and given the
 8 unique nature of the SBA or of the CAT fund
 9 being able to convert some of these pre-event
 10 bonds to post-event bonds, so that they may be
 11 able to pay that back. We have obviously the
 12 structure in place that makes it very
 13 attractive.

14 **MR. GOETZ:** I guess the reinsurance has
 15 probably gone up --

16 **MR. SPENCER:** Reinsurance, depending on --
 17 obviously California wildfires have had a
 18 significant impact on some reinsurance funds.
 19 And so right now reinsurance globally has seen
 20 a little bit of a decline in pricing this year
 21 versus last year for a lot of the January
 22 placements. Most Florida insurers place
 23 midyear, so they'll be placing by June. So
 24 it's a little -- it's early right now to tell
 25 how much of an impact from California. Now

1 there's fires in South Carolina, North Carolina
 2 too, how much of those impacts are going to
 3 translate into pricing for June -- or for our
 4 Florida impact specifically.

5 But for the most part, looking back going
 6 into the 2025 calendar year, there was some
 7 downward pressure on reinsurance, but, again,
 8 it's going to depend on which reinsurance fund
 9 was hit harder versus others based on their
 10 exposure in California.

11 **MR. CHAIR:** Any other questions or
 12 comments?

13 Thanks, Chris.

14 Lamar.

15 **MR. L. TAYLOR:** Good morning. Making sure
 16 everyone can hear me.

17 So I've got a set of slides in the
 18 materials if I can get this to work.

19 Maybe, Marco, if I could get you to --
 20 so -- well, I can't toggle back and forth. If
 21 you'll recall from the last meeting, so
 22 we've -- I've got four slides in the materials.
 23 So the first one is this, which lists a set of
 24 what we call managed returns. These are our
 25 actual returns over these various time periods,

1 one-month, three-month, one-year, three, five,
2 ten-year, et cetera.

3 You flip to the next slide, this is a
4 slide of active returns. That is returns
5 compared to benchmark for those periods of
6 time, one, three-month, one-year, three-year,
7 five-year, et cetera.

8 If we can flip to the next slide, this is
9 strictly a slide relating to FRS pension fund
10 returns. And it shows much of the same
11 information you saw on the previous slide, with
12 one exception being there is a blue line there
13 that shows the attribution, that is the extent
14 to which that asset class contributed to that
15 period's outperformance or underperformance in
16 terms of against benchmark returns.

17 That's been important because, as we've
18 seen over the last several quarters, one asset
19 class in particular has been a big contributor
20 to the underperformance of the fund. And
21 that's just, again, we know the reasons why, it
22 relates to lags, it relates to imperfect comps
23 in the public market space. We'll talk a
24 little bit more about it.

25 I'm very happy to say that we're starting

1 to see some of that trend reversed, and we're
2 starting to see some improvements there as --
3 with respect to private equity, particularly,
4 as we're seeing improvements in IPO offerings
5 and MNA activity. So that's very encouraging
6 to see. I'll come back to that point in a
7 minute.

8 And the final slide is -- this is sort of
9 everything all together. It's all of our
10 mandates. It relates to Florida PRIME, CAT
11 Fund, the investment plan, the pension plan,
12 and all the sub-asset classes. And one of the
13 things that we show here is -- so you can kind
14 of get an at-a-glance performance picture of
15 everything in terms of the major mandates, and
16 one of the things you'll see here is where
17 we're underperforming, we show that in red and
18 highlighted cells. And if you could see last
19 quarter's slide compared to this quarter, you
20 would happily note there is a lot less red and
21 highlighted cells there. So we're starting to
22 see an uptick in relative performance,
23 performance against benchmark. And that's a
24 very good thing to see.

25 So if we could go back to the first slide,

1 and I'll just kind of start remarks there.

2 If we sort of look at what happened over
3 the quarter, quarter ending December 31st,
4 2024, in terms of a macro environment, the
5 federal reserve cut the short term -- the funds
6 rate for, I think, the third time in roughly
7 three months, bringing that total reduction
8 down a hundred basis points starting since
9 September. So the short end of the curve
10 dropped pretty precipitously. However, at that
11 point in time there was a lot less certainty
12 around future cuts going forward. So the
13 entire yield curve shifted up. So you saw sort
14 of a normalization of the curve as of the end
15 of December. And that played out into some of
16 our returns in fixed income.

17 Also during the quarter in terms of equity
18 markets, a little bit of a difference sort of
19 geographically. So the US markets were up,
20 foreign markets were not. Foreign markets were
21 down in part because of the strengthening
22 dollar. A lot of concerns around the impact of
23 potential tariffs. And so there was a big
24 drawdown internationally. And how that played
25 out in terms of the total fund, if you look at

1 our short duration, fixed income mandates, like
2 Florida PRIME and CAT Fund, they have performed
3 well on both an absolute and relative
4 performance. So for the quarter, they were up
5 a little over a hundred basis points.

6 And in terms of relative performance
7 against benchmark, Florida PRIME was up about a
8 basis point, and the CAT fund was up about 21
9 basis points. Very strong performance over the
10 one-year period of time, over 5 percent for
11 both. Again, very reflective of current rate
12 environments.

13 If you look at -- moving to our pension
14 mandates of the investment plan down in
15 absolute return space for the quarter
16 three-month ended December 31st, still in part
17 due to the exposure to foreign markets, active
18 management and exposure to stable value funds
19 there. Stable value is a product that is going
20 to not do well in rising rate environments, but
21 that performance is going to come back as rates
22 come in. And you're starting to see that, some
23 better -- some improved performance in the
24 stable value space. So even though we're down
25 both in absolute and relative space, so against

1 benchmark, the investment plan was down about
2 six basis points. That's a significant
3 improvement over last quarter. And, again, I
4 think it is part of the improvements you're
5 seeing in that short-term rate environment.

6 If we move to the pension plan. And so,
7 Marco, maybe if we can go forward a couple of
8 slides. And this is a little bit of an eye
9 chart for most people, but it's in your
10 materials. And so we'll kind of speak to this
11 chart, sort of asset class by asset class.

12 Look at the pension plan overall. So the
13 plan was up -- I'm sorry -- was down for the
14 quarter -- my right chart's here. Plan was
15 down for the quarter 94 basis points in total
16 but up in relative space, so a positive against
17 benchmark by 15 basis points. So where you saw
18 that performance play out was global equity
19 markets were down in the aggregate. So global
20 equity was down about 78 basis points over the
21 quarter, but generated positive, 42 basis
22 points in performance. And that's a function
23 of, again, in the macro sense, our
24 international exposure's weighed on the overall
25 absolute performance. So US markets were up,

1 but ex-US markets were down pretty
2 significantly. But active management in those
3 ex-US markets contributed significantly to the
4 42 basis points outperformance relative
5 benchmark.

6 Similar story in fixed income. So fixed
7 income down in absolute space for the quarter,
8 in large part as a result of a rising yield
9 curve. So the yield curve itself, moving up
10 about 60 to 80 basis points. But active
11 management in that space, particularly in
12 credit, as we saw spreads come in a bit,
13 contributed to a positive, I believe, 13 basis
14 points of performance for the quarter.

15 So as we switch to the private market
16 asset classes, we're starting to see some
17 improvement there as well. And I kind of look
18 to the one-year performance numbers there as
19 those assets tend to be much more longer term
20 and are -- certainly our value proposition
21 there is much more longer term. So if we look
22 at real estate, for example, definitely
23 starting to see some -- we have been performing
24 well on a relative basis in real estate for
25 quite a while. In an absolute sense, it

1 continues to drag on returns, but we're
 2 starting to see some improvement there, at
 3 least in terms of valuations. Those declines
 4 not being as precipitous as they have, sort of
 5 leveling off in that space. We're starting to
 6 see some still healthy occupancy rates across
 7 all of the property types other than office,
 8 although office seems to be improving some.

9 So one of the things that we see from a
 10 positive perspective is sort of future supply
 11 seems to be not as robust, particularly in the
 12 apartment space. So some good news, I think,
 13 turning the corner in terms of real estate, and
 14 we would hope to see that continue to develop
 15 over time. And certainly Lynne's going to get
 16 into more of that -- Lynne and Mike will get
 17 into more of that later today.

18 Private equity is another area of
 19 optimism. From my perspective, if you look
 20 over the quarter, we actually see positive
 21 alpha in private equity. Again, I would
 22 caution -- quarter to quarter is not the way to
 23 look at it. Really, even year to year is not
 24 really the way to look at that asset class.
 25 It's a long-term exposure. And over the long

1 term, we believe we're going to earn premium
 2 relative to public market exposures there.

3 One of the things that is encouraging to
 4 us is we are starting to see improvements in
 5 IPO mergers, and to some degree, some optimism
 6 with respect to distributions and exits.
 7 John's asset class has still been a net
 8 positive cash distributor over the period and
 9 continues to remain that way. But we do expect
 10 this performance will turn the corner and we
 11 will get back to what is a more normal cadence
 12 with respect to this asset class in public
 13 markets. We expect to earn a premium over time
 14 and I believe we will get back there as the MNA
 15 activity improves.

16 Active credit and strategic are undergoing
 17 a transition. And you're starting -- you're
 18 seeing that in the performance as well. So as
 19 Chris mentioned, we're repositioning the
 20 portfolio in active credit. John continues to
 21 build that asset class out. Done a lot of work
 22 with respect to the public side. They've done
 23 work with respect to managers in the
 24 multi-asset credit space. In the bank loan
 25 space, we'll have more to say about that later.

1 Strategic also undergoing a bit of a
 2 restructuring as we focus more on
 3 diversification objectives. Hedge funds have
 4 done well over the last quarter, and Trent has
 5 got a very good process in place to kind of
 6 continue to extend that performance going
 7 forward.

8 So I think, all in, good news. The
 9 pension plan continues to deliver strong
 10 absolute performance and we're starting to see
 11 improvement in the relative performance as
 12 well. So I'm happy to answer any questions.

13 **MR. CHAIR:** Any questions?

14 Okay. We're going to move now to overview
 15 of each asset class. And I believe first up is
 16 Lynne Gray on Real Estate.

17 **MS. GRAY:** Good morning. And thank you.

18 I'm Lynne Gray, senior investment officer
 19 in real estate. And today I'm joined by Mike
 20 Fogliano, Chris Marino, and Tom Proctor of our
 21 real estate team. And Seth Marcus and Dick
 22 Brown of Townsend. Together we're going to
 23 bring you real estate's annual update.

24 Our agenda's going to start with a total
 25 portfolio overview followed by updates of our

1 sub-portfolios, and close with comments from
 2 Townsend on the market and possibly the
 3 portfolio. And, of course, we'll be happy to
 4 answer any questions that you have along the
 5 way of our presentation.

6 So let's get started.

7 I'd like for you to meet our team. Most
 8 of us are here in the audience today or at --
 9 with me at the table, but I think it's
 10 important to know that we have a seasoned team
 11 of professionals with expertise in appraisal,
 12 transactions, development, construction
 13 management, accounting and finance. Now, we're
 14 not going to prepare your tax returns, but we
 15 are going to manage real estate's \$18.9 billion
 16 portfolio.

17 A little bit about our investment policy
 18 objectives. We focus on long-term performance,
 19 and I think that's important to remember.
 20 Portfolio diversification and real estate's
 21 role in enhancing the overall plan and
 22 risk-adjusted returns.

23 Real estate's allocation increased from
 24 10 percent to 12 percent at the beginning of
 25 last year. Currently our allocation is

1 9.4 percent as of the close of business Friday.

2 Now, in the lower portion of this slide,
3 you'll see that our allocation actually
4 decreased over last year. That's primarily
5 attributable to two things: One, the growth of
6 total plan assets. And two: We sold a
7 \$2 billion REIT portfolio in the first quarter
8 of last year. Now we aim to reach that target
9 allocation of 12 percent, but we take a
10 disciplined approach to investing using
11 Townsend's pacing model as a guide and not
12 rushing to deploy capital in any given year.

13 Real estate's primary benchmark is NCREIF
14 ODCE. ODCE is a widely used benchmark for core
15 real estate investments in the United States.
16 ODCE comprises 25 funds that hold roughly 3400
17 investments and has an asset management asset
18 value of 227 billion.

19 Now, a little bit on the real estate
20 landscape. As we've entered 2025, value
21 declines, as Lamar mentioned, for real estate
22 seem to have moderated and are nearing a
23 trough. But this will vary by asset class and
24 by region. ODCE, for example, had positive
25 returns in the third and fourth quarter of last

1 year. That's following seven consecutive
2 declines of quarterly negative returns.

3 Now, this positive shift sets a stage for
4 our 2025 outlook, real estate trends and sector
5 fundamentals. First, for industrial apartment
6 and retail sectors, we expect those to remain
7 pretty healthy, supported by solid fundamentals
8 and demand. Now industrial and apartments are
9 still absorbing that overhang of supply, but we
10 have seen construction slow. Office still
11 faces distress. Vacancy rates on a national
12 level are around 19 percent. But for two
13 consecutive quarters, those have been level.
14 So maybe they're reaching a peak. Time will
15 tell on that, though. But the recovery in
16 office, we do believe, is going to be slow and
17 uneven.

18 There are markets that are showing green
19 shoots. New York, for example, I think is
20 relatively healthy. And even, believe it or
21 not, in San Francisco we're seeing some green
22 shoots with return to work and demand for
23 technical skills with AI.

24 Now, I think that it's important to know
25 that while we have a positive outlook for 2025,

1 we still monitor potential risks that could
 2 impact real estate's recovery. And just to
 3 name a few things: Economic uncertainty,
 4 interest rates, policy and political factors,
 5 and geopolitical tensions or global events.

6 So with this slide we're giving you a view
 7 of our approach to portfolio construction.
 8 You'll see that we highlight property types,
 9 those demand drivers, and our outlook within
 10 those sectors. Favorable sectors are backed by
 11 strong demographics, supply/demand imbalances,
 12 and steady cash flows. Office and life
 13 sciences, of course, are facing challenges due
 14 to shifting workplace demand, high vacancy
 15 rates, and evolving tenant demand, making these
 16 sectors the least favorable in today's
 17 environment. But with all that said, I'll note
 18 that asset selection is key. For example, a
 19 favorable sector may have property types that
 20 are not attractive investments. So for that,
 21 prudent evaluation in looking at location,
 22 supply, demand and property-specific factors is
 23 essential in making well-informed investment
 24 decisions.

25 Now real estate invests through

1 direct-owned vehicles and funds. The
 2 direct-owned vehicles hold 100 percent owned or
 3 joint venture investments. The pooled funds
 4 provide a global platform for investing and
 5 also provide access for those investments
 6 saving that may be difficult to reach.

7 On the right, you'll see risk profile of
 8 the total portfolio. The core investments are
 9 lower risk and provide steady cash flows. The
 10 non-core exposure is through value-add or
 11 opportunistic fund investments. Those
 12 value-add investments focus on properties that
 13 may have steady income, but also have the
 14 potential for value enhancement through
 15 improvements or repositionings.

16 Opportunistic investments take on higher
 17 risk and thus we expect to have higher returns.
 18 These investments focus on distressed or
 19 undervalued assets. Major developments or
 20 redevelopments, they typically carry higher
 21 leverage, have little to no cash flow and have
 22 returns generated from appreciation.

23 And now onto portfolio performance. Our
 24 short-term real estate performance has been
 25 underwhelming, as Lamar had mentioned or

1 alluded to earlier. The industry has faced
 2 significant disruptions, including the
 3 pandemic, the rise of remote work, high
 4 inflation, soaring interest rates, supply chain
 5 disruptions, and a surge in construction
 6 completions. But despite this muted
 7 performance, we still have outperformed our
 8 benchmark.

9 The core portfolio, particularly
 10 externally-managed investments, has been a key
 11 driver to performance. And industrial is
 12 leading the way in returns.

13 Commercial office and apartment portfolios
 14 in principal investments have contributed
 15 negatively to returns. I would like to point
 16 out, though, on the right of the slide, you'll
 17 see that our cash return or income return for
 18 the portfolio has been steady over all time
 19 periods.

20 We actively manage risks by maintaining a
 21 well-diversified portfolio across property type
 22 and geographic regions operating within
 23 15 percent of our benchmark. Our focus remains
 24 on increasing residential, maintaining
 25 industrial exposure, and strategically reducing

1 our commercial office exposure. Given our
 2 concentration in the south, we are mindful of
 3 that exposure and take that into consideration
 4 when we're making new property investments and
 5 fund investments.

6 Our property type allocation trend slide
 7 shows how real estate's portfolio exposure has
 8 shifted over time. Now these changes are
 9 primarily driven by valuation fluctuations,
 10 though some may be attributable to transaction
 11 activity. This evolution reflects broader
 12 market trends and our strategic approach to
 13 portfolio management.

14 And, finally, a slide on portfolio
 15 leverage at the total portfolio level. I'll
 16 direct you to the upper left of the screen
 17 where it shows our investment portfolio
 18 guidelines. The portfolio total is limited to
 19 40 percent LTV, principal investments 35. The
 20 diagram shows the portfolio's loan to value and
 21 the sub-portfolio's loan to value.

22 I'm going to pause there for questions,
 23 and note that we have a slide that covers
 24 principal investments leverage later in the
 25 portfolio.

1 Okay. If there are none, then I'm going
2 to end my presentation and pass it over to Mike
3 Fogliano. Thank you.

4 **MR. FOGLIANO:** That wasn't the original
5 order, right?

6 **MS. GRAY:** Sorry. Chris Marino. You guys
7 got me out of order.

8 **MR. MARINO:** Good afternoon, everyone. My
9 name is Chris Marino.

10 I have been with the SBA since 2011 and
11 have been in the role of acquisitions manager
12 since that time. I'm pleased to walk you
13 through the next section of the real estate
14 presentation which highlights the principal
15 investments portfolio, a vital part of our
16 strategy here at the SBA.

17 Let's begin.

18 As of September 30, 2024, the net asset
19 value of our principal investments portfolio
20 stands at 13.6 billion. At the core of this
21 portfolio are 87 investments spanning 351
22 properties across the US. And by focusing
23 within the US, we're playing to our strengths,
24 capitalizing on our deep knowledge of the
25 domestic market.

1 What sets this portfolio apart is how we
2 manage it. These investments are handled
3 internally with real estate staff, retaining
4 discretion over every step of the process,
5 whether it's buying, managing, financing or
6 selling. It's a level of autonomy that gives
7 us the flexibility to stay nimble and
8 strategic.

9 Our portfolio also reflects a balance of
10 directly-owned assets and joint ventures, each
11 playing a critical role in our strategy.
12 Directly-owned investments represent the
13 majority of our portfolio at 16.5 --
14 65.9 percent. Joint ventures provide
15 flexibility that enable us to stretch our
16 resources to pursue growth in targeted ways.
17 These joint venture relationships enable the
18 SBA to access strategic areas like medical
19 office, student housing and self-storage in
20 strategic development areas like industrial and
21 multifamily, and our build-to-rent core
22 strategy -- build-to-core stratify. Our joint
23 ventures demonstrate the real value in having a
24 partner.

25 Here, we'll review the performance of the

1 principal investments portfolio over the one-,
 2 three-, five-, and 10-year timeframes. I'll be
 3 upfront, as previously discussed, the numbers
 4 here aren't all glowing, but they tell a story
 5 of resilience and strength in a tough market.

6 Starting with the one-year performance,
 7 our portfolio delivered a solid income return
 8 of 4.4 percent. That's the cash flow from
 9 rents and other sources showing the underlying
 10 strength of our assets. But when we look at
 11 the net return, our total performance, after
 12 all factors, it's negative 6.6 percent.

13 Again, the main driver there is a negative
 14 10 percent appreciation, reflecting a drop in
 15 property values compared to our benchmark,
 16 which posted a negative 8 percent total return.

17 Now, if we zoom out to the three-year
 18 horizon, the picture brightens a bit. Our net
 19 return is 60 basis points. That's driven by a
 20 steady income return of 3.9 percent, even
 21 though appreciation came in at negative
 22 2.9 percent, still beating the ODCE benchmark
 23 by 160 basis. Five- and 10-year returns
 24 continue to show positive results.

25 What's behind these challenging returns?

1 It comes down to two key sectors: Office and
 2 apartments. The office market has been tough.
 3 Remote work trend and a shifting demand have
 4 put pressures on value. Apartments, meanwhile,
 5 are a strong long-term play, but they've been
 6 hit by rising interest rates and increased
 7 supply in some markets. These dynamics have
 8 weighed on our overall performance. That said,
 9 real estate is a marathon, not a sprint, and
 10 we're built to ride out these cycles and seize
 11 opportunities when they come.

12 Despite these headwinds, we're still
 13 outperforming in there.

14 **MR. COLLINS:** Mr. Chairman, could I ask a
 15 couple questions?

16 **MR. CHAIR:** Please.

17 **MR. COLLINS:** In the one-year return,
 18 what's the lion's share of the negative in the
 19 portfolio? Is it -- is it a specific product
 20 type? Is it across --

21 **MR. MARINO:** Apartments and office.

22 **MR. COLLINS:** Apartment and office. And
 23 is there -- and I'm assuming there's some
 24 geographical reasons for that as well.

25 **MR. MARINO:** I think it's pretty much

1 across the board.

2 **MR. COLLINS:** No matter the market?

3 And the negative, those aren't -- how much
4 of that is realized versus valuation, portfolio
5 valuation?

6 **MR. MARINO:** Well, we'll get to that at
7 the end, but we did have two transactions.

8 **MR. COLLINS:** That were realized
9 negatives?

10 **MR. MARINO:** Well, I don't know if they
11 were negatives. One of them was negative, one
12 of them was positive.

13 **MS. GRAY:** Those actually aren't in these
14 third quarter numbers. But I would say at this
15 point, everything's unrealized with the
16 exception of two properties that we've closed
17 on that would show up in the December numbers.

18 **MR. COLLINS:** Yeah. I think we talked at
19 one of the last two meetings about, you know,
20 there's a lot of people that sold coming out of
21 seven and eight and nine, and they locked in
22 losses that, you know, would've been very good
23 investments four years later. But some people
24 didn't sell and they got -- and those assets
25 got worse. So I know you guys continue to look

1 at the portfolio. You know, money trapped in a
2 negative asset that in the next few years
3 doesn't look like it's going to turn around,
4 I'm a big believer in taking pain on that and
5 moving on, so -- and I know we've talked about
6 that before. And I would still just encourage
7 you to do that.

8 You know, one of my mentors said, if
9 you're in a bad trade, get out of it. And
10 there's some bad trades out there that I think,
11 you know, are going to be bad for a while. So
12 I would just encourage you guys to continue to
13 look at the portfolio and not be afraid to take
14 a loss if it -- certainly if that loss could
15 get bigger or if that loss is just not going to
16 change over the next four or five years.

17 Thank you.

18 **MR. CHAIR:** Thanks.

19 Any other questions, comments?

20 I want to follow up on that. I have one
21 question. You said that geography really
22 didn't matter. Have you really dug into that?
23 Because as we've looked at it -- and so we do
24 some of this in the private side of the market.
25 And we are seeing geography does matter. It

1 matters a lot, in fact. So we're not building
 2 in California or Illinois, Detroit, Boston. I
 3 mean, it's -- southeast generally has done
 4 better, southwest maybe as well. But have you
 5 taken a deeper dive into that to see really, is
 6 it just a blanket? It's gotten crushed across
 7 the board regardless of geography.

8 **MR. MARINO:** I think as it relates to
 9 valuations, it's pretty much across the board.

10 **MR. CHAIR:** Yeah.

11 **MR. GOETZ:** Mr. Chairman, that actually
 12 raises the point. You know, in public markets
 13 attribution reports really easy put out, right?
 14 You get statistical analysis. You both asked
 15 the same question, which I had as well, is
 16 there a way to, when we have performance, know
 17 what we're riding and what the attribution of
 18 performance is? Is there a way to -- because I
 19 think that would be helpful to the members of
 20 the committee, because then we kind of know
 21 what's working as well and we can debate.

22 I mean, a mentor of mine once said, you
 23 know, don't panic. So we can debate, but at
 24 least seeing what we're riding and what's
 25 hurting both geography and asset class, I

1 think, would help us before the meeting to come
 2 in and say, you know, how's it going? I mean,
 3 it's easy when Tim does his presentation for me
 4 to know what's working and isn't because I'm in
 5 that business. Same with you guys. But I
 6 think attribution as a part of this packet is a
 7 good idea, especially when you do the deep
 8 dive.

9 **MS. GRAY:** Yeah. We appreciate those
 10 comments. And we do have contribution for
 11 assets and we roll that up by property type.
 12 We haven't sliced it by geography, but we
 13 certainly can do that. Townsend provides us
 14 that information on a quarterly basis. And we
 15 can provide that going forward.

16 **MR. CHAIR:** Yeah, I think that'd be very,
 17 very helpful.

18 Okay. Any other comments, question?

19 **MR. L. TAYLOR:** Well, actually if I could.

20 **MR. CHAIR:** Lamar, sure.

21 **MR. L. TAYLOR:** And I think our team may
 22 not be doing -- let me help them sort of pat
 23 themselves on the back a little bit.

24 So one of the things that to -- to your
 25 points, I think when -- I think we've got a

1 chart on this. When we look at sort of our
2 relative overweights and underweights.

3 **MS. GRAY:** Yes.

4 **MR. L. TAYLOR:** So I do think, from a
5 geographic perspective relative to the ODCE,
6 we're actually slightly overweight south,
7 southeast.

8 **MS. GRAY:** Correct.

9 **MR. L. TAYLOR:** And I think that's, you
10 know, in large part attuned to some of the
11 things you're seeing in terms of, we look at
12 demographics, sort of where are you seeing
13 those demographic trends. It -- kind of
14 playing into some of that. So there's some --
15 I mean, they're attuned to these issues as
16 well. And --

17 **MR. CHAIR:** So the question being if we
18 weren't overweight to the south, southeast
19 relative to the benchmark, would we have done a
20 lot of worse?

21 **MR. L. TAYLOR:** Well, I think we would
22 have been ahead of benchmark, and so the
23 benchmark -- so from a relative, I think that's
24 kind of what you may be seeing some from a
25 relative perspective in terms of as compared to

1 benchmark. It's a great question on, we should
2 really put some gray matter to that and sort of
3 suss out the attribution just to sort of
4 validate that point. It's a good question.

5 But I think -- so there's some aspect of
6 the portfolio construction that the team looks
7 at generally relative to the ODCE benchmark,
8 and part of that's geography, part of it's also
9 property type. And so we have a relatively
10 large specialty property type as compared to
11 the benchmark, things like student housing and
12 some of the other areas where, from a specialty
13 type, have actually contributed positive to
14 performance. So we've done pretty well. And
15 student housing's one of the things that's kind
16 of kept our performance pretty well.

17 So -- and then a similar story in the
18 externally managed in terms of sector
19 selection. So there is some internal thought
20 around sector geography and property type that
21 does sort of build into the portfolio that
22 does, in my opinion, has actually been one of
23 the reasons why the team has added value over
24 this period of time. So -- but, all in, at the
25 end of the day, they're just trying to generate

1 sort of a targeted rate of return that we have
 2 from an asset allocation perspective given to
 3 them, which is -- sort of this ODCE benchmark
 4 is sort of the overall expectation, this core
 5 focus of real estate and income generation and
 6 a diversification.

7 And so I think, by and large, I think the
 8 team has done a good job doing that and we can
 9 do a little bit better job making sure we're
 10 giving you the information, sort of suss out
 11 that attribution.

12 **MR. CHAIR:** I do have one more question.
 13 I know, Lynne, you mentioned earlier, you're
 14 seeing green shoots in places that I didn't
 15 expect to see green shoots for a long, long
 16 time.

17 What are you seeing there, I mean,
 18 specifically?

19 **MS. GRAY:** So based on information from
 20 Green Street, just New York's office market is
 21 healthier. People are going back to work.
 22 You've heard in the news and seen mandates for
 23 back to work in the office. Now, again, you
 24 can't paint every market and every property
 25 with a broad brush and say things are good or

1 things are bad. You really have to get down to
 2 the building and where it's located and what's
 3 the vintage of the building and how well it's
 4 maintained.

5 And then within San Francisco, just the
 6 back-to-work aspect and the AI component within
 7 technology is creating more of a buzz with
 8 return to work and office.

9 Would I buy an office in San Francisco
 10 today?

11 **MR. CHAIR:** That was my next question.

12 **MS. GRAY:** Absolutely not. I'm not buying
 13 office. We're looking to sell strategically
 14 where it makes sense. And we do those
 15 evaluations for our office portfolio. And when
 16 you look at the attribution of our office
 17 portfolio and you compare that to the ODCE, we
 18 actually, from an asset selection, rate higher
 19 than the ODCE with the quality of the buildings
 20 that we have in our portfolio.

21 Now, we do have assets that we continue to
 22 monitor. And are they reaching that bottom
 23 where we say it's time to let go? Yeah, we
 24 have serious discussions on those. And they're
 25 going to be painful, but we have those

1 discussions and we're not in love with any
2 asset in the portfolio, and we will make that
3 decision.

4 **MR. COLLINS:** You know, I liken it to
5 firing an employee, right? If you get to the
6 point where you think maybe I should fire this
7 employee, every day you don't, you're going to
8 regret, right?

9 **MS. GRAY:** Right.

10 **MR. COLLINS:** And the minute you did it,
11 you said, I wish I would've done it six months
12 ago or I wish I would've done it a year ago.

13 **MS. GRAY:** Yeah.

14 **MR. COLLINS:** If you get to that point.

15 Now, you know, firing that employee is not
16 going to cost you tens of millions of dollars,
17 like maybe one of these transactions is. But
18 it's the same thing. And the only thing I
19 would say on the San Francisco and AI, there's
20 cyclical -- there's special events that happen
21 that seem to stabilize it. But if the
22 underlying structure of the economy in that
23 market is not getting better, then it's a blip,
24 right, on the road to a longer decline. And
25 that is -- you know, it becomes less about a

1 particular asset type than the overall market
2 itself.

3 **MS. GRAY:** Sure.

4 **MR. COLLINS:** So when you say we wouldn't
5 buy office in San Francisco, I'm not sure what
6 I would buy in San Francisco, right? I'm not
7 sure what I would buy in Chicago. And I'm
8 not -- I don't mean to pick on those two
9 markets. I'm just saying it's not good for
10 long-term real estate holders in those markets.

11 **MS. GRAY:** I agree with you, especially on
12 Chicago. And with San Francisco with the
13 change in administration for local government,
14 I think that there's some positive things that
15 are happening. And we certainly have a
16 presence in San Francisco with other property
17 types, and we're watching those as well.
18 Multifamily, in particular, has been hard hit
19 in San Francisco. West Coast in general for
20 multifamily. So we're mindful of that. We're
21 watching it. And we're not sitting back and
22 just looking at a performance number to say,
23 what happened. We're absolutely managing the
24 portfolio.

25 **MR. CHAIR:** I would say, particularly in

1 Chicago, and some of this data's public, some
 2 of it's not, but there were four note sales in
 3 the last 60 days. Two are leasehold interest,
 4 two are fee, that went for less than 10 cents
 5 on the dollar. Marquee properties, Michigan
 6 Avenue, you know, just outside the loop. And
 7 they're selling for literally pennies on the
 8 dollar. And I don't see that trend. I don't
 9 care if work from home goes away or comes back
 10 or what happens, but Chicago is a market I
 11 think is going to be structurally damaged for
 12 at least a decade. So it's something that -- I
 13 wouldn't look at it if I were in your shoes.
 14 It sounds like you're not, but --

15 **MS. GRAY:** We're thankful we don't have
 16 commercial properties in Chicago. However, I
 17 think it's a great city. We do have industrial
 18 exposure there, though.

19 **MR. CHAIR:** Yeah. And that's a different
 20 answer.

21 One other question I had on one of the
 22 slides back here, we've got international
 23 listed at 5 percent, which is almost a billion
 24 dollars. Just 30 seconds, what do we own in
 25 the portfolio that's outside the US?

1 **MS. GRAY:** Sure. So that's through fund
 2 exposure. And would you like country or
 3 property type?

4 **MR. CHAIR:** Just high level.

5 **MS. GRAY:** High level country, UK, Japan,
 6 Germany --

7 **MR. CHAIR:** Okay.

8 **MS. GRAY:** -- are the top countries. And
 9 Mike can give you maybe some property type
 10 exposure. I don't have that off the top.

11 **MR. CHAIR:** I imagine that's not
 12 residential.

13 **MS. GRAY:** It's a mix. It's a diverse
 14 portfolio of investments outside of the US.
 15 And that varies by country with what we invest
 16 in. But, yeah, it could be industrial,
 17 residential, office.

18 **MR. CHAIR:** Okay. Great. No, you don't
 19 need to take a deeper dive.

20 **MS. GRAY:** Okay.

21 **MR. CHAIR:** Any other questions?
 22 Okay.

23 **MR. MARINO:** I think we kind of covered
 24 this slide just in that discussion. So I'm
 25 going to skip over that time.

1 I'm going to get to the Peter Collins
2 slide. And it's a beautiful slide.

3 **MR. COLLINS:** It's a beautiful slide.
4 It's very beautiful.

5 **MR. MARINO:** Leverage is a critical
6 component of our investment strategy. Leverage
7 allows us to enhance returns, but it must be
8 managed thoughtfully to maintain stability and
9 mitigate risk. As of the end of the third
10 quarter of '24, our principal investments
11 portfolio sits at 22 percent loan to value.
12 Over the last five years, our debt levels have
13 remained consistent, sitting in the 25 to
14 22 percent loan to value range.

15 New leverage has been harder to come by.
16 And by policy, it needs to be accretive.

17 Turning to the bottom left chart, you'll
18 see almost three quarters of our debt is fixed
19 rate.

20 Finally, the top right chart highlights
21 our forward-looking debt maturities. Most of
22 our debt is fixed for the longer term, giving
23 us a stable foundation as we plan ahead.
24 However, we do have two years of maturities in
25 front of us that will need to be addressed

1 through pay downs or refinance.

2 In summary, we leaned heavily on fixed
3 rate financing to manage costs and risks. This
4 disciplined approach defines how we manage the
5 principal investments portfolio, ensuring it's
6 resilient today and positioned for growth
7 tomorrow.

8 **MR. COLLINS:** Can I make one comment on
9 the Peter Collins slide? You know, we've had
10 this debate for several years, and I would
11 agree with you today, doesn't work, right? If
12 your mortgage constant's more than your cash on
13 cash, you got problems, right? But I would
14 tell you that as bad as things seem today,
15 we're not losing buildings because we're
16 27 percent levered. We're not defaulting on
17 loans. It's still cash flowing, right? We may
18 not be making as much money as we thought we
19 did, but it's not because of the leverage.

20 But to your point today, I would tell you,
21 I agree with you, rates -- it doesn't work,
22 right? That leverage is not accretive. And --
23 but doesn't mean that for five years it was
24 accretive and we just didn't really take
25 advantage of it. That's all I'm saying.

1 **MR. MARINO:** Again, in the interest of
 2 time, this is our investment process. I'm
 3 happy to walk you through it, but I'm going to
 4 skip this slide so that other teammates can
 5 talk.

6 This is the last slide in my presentation.
 7 So we'll close out with the '24 activity, a
 8 year that's certainly kept us on our toes and
 9 showcased our team dedication. We closed just
 10 over 1 billion in real estate transactions
 11 across 23 investments. It's certainly a
 12 reflection of a busy, purposeful year where
 13 we've pushed forward with focus and strategy.
 14 That's an average of two closings per month, a
 15 total of 40 properties. And we've spread our
 16 efforts across a mix of property types.

17 We acquired 19 self-storage properties,
 18 four medical office buildings, picked off four
 19 build-to-rent or BTR communities, picked up
 20 three industrial assets, two student housing
 21 investments, two essential service retail
 22 centers. We also launched two apartment
 23 developments, two industrial developments, and
 24 one cold storage development. 60 percent of
 25 this activity was in stabilized assets, cash

1 flowing properties like self-storage or
 2 industrial and student housing. Development
 3 takes a long-term view, but it's where we're
 4 planting seeds for future growth.

5 Geographically, we've also cast a wide
 6 net. And we didn't just buy, we also sold two
 7 dispositions, brought in \$98 million of move
 8 that shows we're ready to trim and refine when
 9 the timing's right. 2024 was a year of action.
 10 We closed on over a billion in transactions,
 11 diversified across property types and regions,
 12 and struck a balance between stable assets and
 13 development. It's been a team effort and I'm
 14 proud of what we've achieved.

15 I'm going to turn it over to Tom Proctor.
 16 He's going to talk about our debt program.
 17 Thank you.

18 **MR. PROCTOR:** Thanks, Chris. Good
 19 morning.

20 I'm Tom Proctor and I'm a portfolio
 21 manager in real estate principal investments.
 22 Along with oversight of my property portfolio,
 23 I help run the credit facility program known as
 24 REPIMAC. Lynne knows that I'll talk about
 25 REPIMAC for long stretches, so she allotted me

1 two slides today, so I'll keep it to a brief
2 overview of the program.

3 This program came out of an initiative to
4 better utilize the size and scale of the real
5 estate debt and the principal investment
6 portfolio. The REPIMAC program focuses on our
7 floating rate debt, predominantly construction
8 loans for our development joint ventures, but
9 it could also be used for major capital
10 projects or bridge loans. Historically, our
11 development projects use individual loans
12 sourced by our JV partners from traditional
13 construction lenders. These loans are
14 typically a floating rate made up of a fixed
15 spread over SOFR, formerly LIBOR.

16 And these worked well up until 2022 when
17 SOFR was well below 1 percent and our all-in
18 interest rate was in the 3 to 4 percent range.
19 Beginning in 2022, SOFR rose from .5 percent --
20 I have to read that twice -- in March, up to
21 4.3 percent by the year-end where it continued
22 to climb. And this dramatic rise in rates was
23 exacerbated in 2023 as many lenders tightened
24 activity or even exited the market, making most
25 construction lending very difficult.

1 Through REPIMAC, the SBA was able to take
2 advantage of our size and scale. We obtained a
3 fund level, \$750 million line of credit,
4 secured only by a capital commitment from the
5 SBA. This credit line has terms and pricing
6 much better than the rates associated with the
7 construction lending.

8 Using this facility, REPIMAC can then
9 issue what we call downstream loans to our
10 various joint venture entities at substantial
11 savings. These downstream loans are priced
12 with the servicing, administrative, and startup
13 costs factored in. And so right now we're
14 charging 125 basis points over SOFR. And that
15 compares with about three to 400 over SOFR that
16 we're seeing on most construction loans
17 recently.

18 These savings are passed through to the
19 investment where the SBA realizes this pro rata
20 share of the cost savings. Through January,
21 this program has generated about \$3.9 million
22 in cost and fee savings. And we project that
23 figure to total over 35 million for this
24 current batch of loan commitments.

25 Then we've issued 14 loans totaling

1 811 million in total commitments. This chart
 2 reflects our projected total balance based on
 3 the flows of projected construction draws, and
 4 then the downstream loan maturities. We've
 5 temporarily -- I temporarily paused new
 6 activity based on our credit facility capacity,
 7 but we're in the process of evaluating new
 8 commitments that would begin funding after
 9 November of this year as some of the existing
 10 loans mature and make payoffs.

11 Since we only lend to SBA real estate
 12 ventures that have been approved on the
 13 investment side, you'll see this loan activity
 14 allocation is going to look a lot like the
 15 principal investments activity that Chris just
 16 showed us, primarily industrial projects
 17 including cold storage and some multifamily.

18 To wrap up, the REPIMAC program represents
 19 an innovative approach that has saved SBA
 20 significant dollars and allowed us to operate
 21 in conditions where other real estate players
 22 were sidelined due to a lack of construction
 23 financing in the capital markets. It also
 24 helps make SBA real estate a preferred partner
 25 in the marketplace that can bring both capital

1 and debt funding to deals.

2 Although REPIMAC originated with the SBA
 3 real estate team, it took a lot of input and
 4 work from the various business components of
 5 the SBA, particularly the buy-in and support of
 6 our senior leadership and the SBA legal team.

7 Thank you.

8 Unless there's any questions, I'll pass
 9 the mouse to Mike to cover our externally
 10 managed portfolio.

11 **MR. CHAIR:** Thanks, Tim.

12 I think John might have a question.

13 **MR. GOETZ:** Thank you.

14 **MR. PROCTOR:** Yes.

15 **MR. GOETZ:** Some of these are owned in
 16 partnership.

17 **MR. PROCTOR:** That's correct. In fact, a
 18 hundred percent are --

19 **MR. GOETZ:** Okay. So we all agreed, by
 20 the way, that this efficiency was there and
 21 it's now bigger than we thought. So it's a
 22 great program, so I understand why you talk a
 23 lot about it.

24 Question: Now that the spread is so
 25 stinking big, is there leakage to partners that

1 we're actually giving a spread away to partners
 2 that we could maybe, you know, pull back on
 3 that a little bit, still have success going to
 4 the entity and keep some of the interest at the
 5 parent entity?

6 **MR. PROCTOR:** That's a great question.
 7 It's something that we've -- you know, we've
 8 talked about various approaches to this
 9 program. I think the main thing we -- the
 10 reason we pass it through to the joint ventures
 11 is, this is -- we're not lending to third
 12 parties, we're not trying to make REPIMAC a
 13 profit center. We're trying to make it
 14 reference costs and pass the benefit onto our
 15 investment side. And -- but we also wanted to
 16 make it compelling for the partners.

17 In most cases, I would tell you -- there
 18 are some variations. But in most cases, the
 19 partner represents maybe 5 to 10 percent of the
 20 deal. That cost savings is being split before
 21 there's any promoted interest to the partners.
 22 So it's coming out before the waterfall. So
 23 we're making sure that that enhancement is not
 24 benefiting, you know, their promoted interest.
 25 But they are recognizing their pro rata share

1 of the cost savings.

2 **MR. GOETZ:** I don't think any of us
 3 thought that that spread would be 300 basis
 4 points.

5 **MR. PROCTOR:** Right.

6 **MR. GOETZ:** Is that fair?

7 **MR. PROCTOR:** That's -- yeah, you're
 8 right. I mean, we knew there would be a spread
 9 there, but we -- and we have seen spreads
 10 recently coming down a little bit, but you're
 11 right, it is more significant than we had
 12 originally expected.

13 **MR. CHAIR:** Any other questions?

14 **MS. CANIDA:** Yes, I have a question,
 15 Chairman.

16 Is there any thought about increasing
 17 this? Are we where we want to be?

18 **MR. PROCTOR:** Absolutely, I would say,
 19 from my standpoint. I think that -- but wisely
 20 so, we -- I think the direction we received
 21 from senior management is, hey, let's see a
 22 couple of these payoffs. Let's kind of get
 23 through a cycle, make sure that it's working
 24 the way we think it's working. And we
 25 absolutely want to start -- you know, as you

1 can see, where the balance starts projected to
 2 come down and we have more capacity, we
 3 absolutely want to put that to work and
 4 continue to -- when Chris is out trying to find
 5 a deal, it's nice for him to be able to offer
 6 that, hey, we can handle the debt side as well.
 7 So it's a big draw and we absolutely would like
 8 to see it continue and perhaps grow.

9 **MS. CANIDA:** Thank you.

10 **MR. COLLINS:** One question. So to expand
 11 on John's question. So when we provide this
 12 facility that is, call it below market, right?
 13 SOFR today's 435, 436, you're 125 over, so
 14 that's 56 -- 565, somewhere in that
 15 neighborhood market -- depending on the asset.
 16 You know, if there's not a market for some
 17 assets, but depending on the asset, you know,
 18 you could be at six and a half, six and a
 19 quarter. So you are saving 75 to a hundred
 20 basis points for the partnership.

21 Do you factor that in on the front end
 22 when you set the waterfall?

23 **MR. PROCTOR:** So it's interesting. If we
 24 were starting from scratch, we probably would
 25 prefer to have an unlevered promote so that

1 it's not affected. Unfortunately, when this
 2 came about, most of those joint venture
 3 agreements were already in place. So we did
 4 come up with an amendment process that
 5 basically -- we calculate basically what that
 6 savings is and SitusAMC, who is our -- you
 7 might know of them as our appraisal
 8 administrator -- they help service the loans.
 9 They're running a parallel calculation with an
 10 agreed upon, you know, market rate so that we
 11 can calculate exactly what that savings is.

12 And the first distribution that comes out
 13 of that deal, once there's enough capital, is
 14 that cost savings gets taken out prior to
 15 any -- to the waterfall.

16 **MR. CHAIR:** Yeah. Look, I think, on a
 17 go-forward basis, you absolutely need to do
 18 that. I mean, I know there are legacy JVs in
 19 place where you can't go back and unscramble
 20 the egg, but I think going forward, absolutely.
 21 I mean, look, you said this is an incentive to
 22 get people to do it. I frankly think just
 23 getting financing at all. Because you think
 24 about it, I mean, this is a dream. Look, if
 25 I'm the GP in this deal, I'm going to love you

1 guys. Absolutely. Because I can't go get
2 money for less than 800 basis points all in
3 right now to go build apartments anywhere.

4 So I would think -- just look at it. I'm
5 not saying you got to go squeeze the hell out
6 of these guys, but there's some squeezing to be
7 done for sure. I mean, this is not a
8 complicated formula to figure out. So, yeah,
9 definitely take a look at it.

10 **MR. PROCTOR:** Understood.

11 **MR. CHAIR:** Any other questions?

12 No.

13 Who is up next?

14 **MR. FOGLIANO:** Good afternoon. I'm
15 Michael Fogliano. I oversee the externally
16 managed program.

17 The program consists of open-ended funds,
18 closed-ended funds and co-investments. And the
19 NAV is 5.2 billion. It's a global program with
20 72 -- 71 investments right now spread over 26
21 managers. We receive advisory board seats on
22 almost every investment we make, and we are
23 considered very active members of the board.
24 This is for governance and oversight reasons.

25 We work closely with our consultant and we

1 make them aware of opportunities that we see in
2 the market, and we put it on their radar. And
3 they do the same for us. So we work well with
4 our consultant. We have a very active pipeline
5 of high conviction investments in store for
6 2025.

7 Externally managed portfolio has beaten
8 the benchmark over all time periods. If you
9 look a little closer -- you don't have it on
10 the screen there, but we have core value-add
11 and opportunistic return. Core has
12 outperformed the benchmark by a wide margin
13 over all time periods. And this is largely due
14 to property sector selection.

15 And then for value-add, short-term
16 performance is beginning to improve and is
17 outperforming the benchmark over the 5- and
18 10-year periods.

19 Lastly, opportunistic. The short-term
20 performance has improved and is now beating the
21 benchmark. Midterm performance is slightly
22 underperforming. And the 10-year performance
23 is beating the benchmark again by a wide
24 margin.

25 Co-investments within the program sit

1 within the opportunistic bucket and they have
2 performed extremely well.

3 We really like our property type exposure.
4 We've worked really hard on that.

5 Residential is underweight to its
6 benchmark. Can see benchmark is at 29 percent,
7 we're at 19.5 percent. We avoided adding
8 substantial exposure during peak pricing
9 between 2019 and 2022. Now that prices have
10 reset, we are working hard at adding apartment
11 exposure.

12 On the industrial side, we are overweight
13 to industrial 42 percent versus benchmark at
14 34 percent, and this definitely is contributing
15 to outperformance. We will look to add
16 tactically here when the right opportunities
17 present themselves. Right now, we are
18 evaluating a handful of opportunities there.

19 On office, we have been limiting our
20 office exposure since 2018, and remain nearly
21 600 basis points underweight for a benchmark
22 today. And that was no accident.

23 Other sectors include manufactured
24 housing, healthcare data centers, land,
25 self-storage, and senior living. And we are

1 moderately overweight there as well, which is
2 also contributing to performance.

3 On the geographic side, we like that
4 generally. 17 percent of the externally
5 managed program is international, and this
6 represents 5 percent of the total portfolio.
7 International investments are seen as very
8 tactical. And today, more and more of this
9 exposure is coming from our global funds with
10 diverse strategies. And we also have some
11 global niche sector strategies, such as global
12 data centers and global highly-automated cold
13 storage are examples of this.

14 By the way, I did look it up earlier, our
15 international exposure, a lot of that -- you
16 know, countries are very bifurcated. So we've
17 got student housing -- fair amount of student
18 housing overall. We have industrial. We have
19 some legacy office exposure, but that's
20 dwindling down now at this point. And then a
21 lot of our new bets have been in industrial in
22 Asia and Europe in general.

23 The investment process is comprehensive
24 with staff dedicating significant time to
25 evaluating investment opportunities, performing

1 deep market research, engaging with potential
 2 partners, and making critical decisions on
 3 portfolio construction. This involves
 4 thoroughly vetting numerous managers for new
 5 opportunities and assessing whether the
 6 strategy and team can effectively execute their
 7 plan considering potential economic capital
 8 markets and real estate market challenges at
 9 times. While some close-end funds lack
 10 specified assets, we prefer those that have
 11 about 10 to 30 percent pre-specified assets
 12 that can be thoroughly reviewed and understood,
 13 and many times even underwritten.

14 In addition to sourcing and evaluating
 15 deals and conducting due diligence, staff also
 16 reviews quarterly financial reports,
 17 participates in advisory board calls or
 18 in-person meetings, and performs other
 19 investment management functions.

20 Townsend provides real estate with total
 21 real estate performance reporting and a
 22 detailed annual review of the portfolio for all
 23 of our investments. Additionally, Townsend
 24 provides its view of the real estate market and
 25 assists the externally managed team with due

1 diligence alongside our team.

2 After significant concerns about the
 3 direction of the market in early 2022, we
 4 evaluated numerous opportunities and we never
 5 stopped. We just kept going. But we really
 6 didn't make much in the way of investments. We
 7 felt long and hard. We were entering a new
 8 cycle, and we paused. We became more active in
 9 the spring of 2023. And since then, we have
 10 closed or expected to close approximately 20
 11 investments totaling 2 billion through the
 12 first half of 2025.

13 Externally managed team closed nine
 14 investments and 930 million in commitments
 15 during the 2024 calendar year. Many of these
 16 investments are high conviction, and we believe
 17 the portfolio will benefit from them over the
 18 next several years as capital is deployed. Of
 19 the 930 million, some capital has been
 20 committed to diversified funds, while other
 21 capital has been allocated to single-focused
 22 strategies. We expect this capital to be
 23 roughly deployed about 15 percent into
 24 industrial, 33 percent into residential,
 25 23 percent into data centers, 25 percent

1 demographically focused investments and
2 alternative sectors, and a few percent into
3 retail and --

4 As previously mentioned, we have an active
5 and promising pipeline. If these deals are
6 successfully closed, we will be nearing
7 1.2 billion for the fiscal year. This is above
8 our \$800 million targeted work plan amount.
9 And it's only -- we only went over because we
10 were highly convicted. I want to acknowledge
11 my team's hard work, dedication and teamwork
12 throughout the process. It's been, you know, a
13 challenging time to evaluate assets and I think
14 we've done a great job.

15 Lastly, we are redeeming interest in two
16 funds. One is an open-ended core fund, one is
17 a value-add open-ended fund representing
18 209 million. We also sold a \$2 billion REIT
19 portfolio in early 2024 due to the new asset
20 allocation that was determined that we had too
21 much overlap with the global equities.

22 That concludes real estate's presentation.
23 If there's no questions, I'd like to hand it
24 over to our consultant, Townsend.

25 **MR. CHAIR:** Yeah, I do have a question.

1 What's the -- on the -- you mentioned specific
2 assets are identified and that kind of gives
3 you some comfort because you know kind of what
4 you're going into. Is that, you're going into
5 a second close after they've already raised
6 money in a first close and they've already gone
7 down the path? Or they're just saying, hey,
8 we're going to go raise a billion-dollar fund
9 and we think we're going to go build -- you
10 know, build to rent or five-story apartments in
11 the southeast? Like, what is that
12 conversation?

13 **MR. FOGLIANO:** Yeah, I'll give you a
14 little sense of that. So we -- when we go into
15 a closed-end fund, there are plenty of
16 investors who are willing to go into a
17 closed-end fund with no specified assets. They
18 like the team, they like the strategy, their
19 consultant told them they're a good group to
20 invest with, that's great. Depending on where
21 we are in the cycle, you know, if we're in an
22 area of the cycle where you have some concern
23 and you want to see evidence that they're able
24 to execute those strategies, we prefer, wait
25 sometimes until the last close where they've

1 already pre-specified -- because today, the
 2 closings used to be 12 months from beginning to
 3 end during the fundraise period. Now they're
 4 18 months, maybe even 24 months, plus it's a
 5 little bit more challenging to raise the
 6 capital.

7 So during that time period, the investors
 8 that went in early, they used that capital to
 9 buy assets. And they may accumulate 10, 20,
 10 30 percent of the assets in the fund. And
 11 we'll dive into underwriting. We're not shy.
 12 We'll ask for their investment memos on those
 13 deals that were approved in their committees.
 14 We'll review that. We'll ask for Excel
 15 workbooks, we'll go through that. And we dive
 16 in deep. So we do spend a lot more time on my
 17 side underwriting funds than probably other
 18 asset classes that cannot get that kind of
 19 transparency and underwrite the assets.

20 **MR. CHAIR:** Coming in on the last close,
 21 are the economics getting worse for you?
 22 You're not getting a fee discount for being the
 23 first guy in the door?

24 **MR. FOGLIANO:** We may not get the fee
 25 discount, but discounts aren't on everything.

1 I'd rather go into a fund that makes sense --

2 **MR. CHAIR:** Yeah, I agree, discounts
 3 aren't everything. I was just curious as to
 4 kind of, are economics degrading a little bit
 5 as you get --

6 **MR. FOGLIANO:** So if the preferred rate of
 7 return is 8 percent, that's the equalization
 8 rate. So when we come in, if we come in
 9 12 months late, we pay 8 percent to get in.
 10 But usually --

11 **MR. CHAIR:** You're paying penalty interest
 12 if you're coming in at the last close, right?

13 **MR. FOGLIANO:** Yeah. We pay that
 14 8 percent. Or, you know, if it's only, like,
 15 six months late, then --

16 **MR. CHAIR:** Catch-up interest, whatever
 17 you want to call that.

18 **MR. FOGLIANO:** So we keep that in mind.
 19 And oftentimes when we are making that
 20 decision, we've either determined, you know
 21 what, we don't like the fund. We've evaluated
 22 their assets, we're walking away from it. Or
 23 if we do like it, we'll continue with it. And
 24 a lot of times there's embedded value and we
 25 get a pickup.

1 There's been a couple of funds in 2024
2 that we did that with, and we've gotten a good
3 pickup.

4 **MR. CHAIR:** Okay. And then what's the
5 average check size on the nine funds we're in?

6 **MR. FOGLIANO:** So in a regular fund today,
7 our go-to is about 150.

8 **MR. CHAIR:** And average fund size is?

9 **MR. FOGLIANO:** About a billion, could be
10 2 billion, could be five or 10 billion.

11 **MR. CHAIR:** Average?

12 **MR. FOGLIANO:** Average fund size?

13 **MR. CHAIR:** Yeah.

14 **MR. FOGLIANO:** Two billion.

15 **MR. CHAIR:** Okay. And is there a
16 concentration limit? Like, we're not allowed
17 to be, you don't want to be more than
18 50 percent --

19 **MR. FOGLIANO:** No more than 25 percent.

20 **MR. CHAIR:** More than 25 percent.

21 **MR. FOGLIANO:** Right.

22 **MR. CHAIR:** Yeah, please, John.

23 **MR. GOETZ:** You mentioned kind of what
24 I'll call the growing segments, including the
25 data center. Is the valuation of the fund --

1 you know, how do you take that into account? I
2 mean, I just know that data center's getting
3 bid up, so I'm curious about how you take into
4 account valuation?

5 **MR. FOGLIANO:** So all of the data center
6 strategies that we've gone into have involved
7 mostly development. So we're going in in one
8 case in a fund that we underwrote, it was a
9 hundred percent pre-specified fund. Not all of
10 the data centers were built. Maybe about
11 20 percent of the capital went toward existing
12 assets that were contributed via a recap. And
13 then we spent a lot of time underwriting the
14 sites. And in data centers, as you probably
15 know, the key thing is power. So you've got to
16 secure the power, you've got to have power
17 agreements in place. And these data center
18 groups that we've been investing with are
19 really good quality groups that have a lot of
20 attention from the hyper scalers. And they
21 develop in availability zones, which is --
22 those are areas that the hyper scalers call,
23 like, their key areas, and that's where they're
24 targeting.

25 But, yeah, our developers do not put --

1 our partners do not put a shovel in the ground
 2 until power agreements, leases are signed. And
 3 generally it's development, but we are
 4 investing with best-in-class groups.

5 **MR. CHAIR:** Peter? All good?

6 Okay. Okay. Townsend.

7 Seth, good to see you.

8 **MR. MARCUS:** Good to see you, too. Thanks
 9 for having us back. We're going to jump to our
 10 presentation. And we'll do our absolute best
 11 not to repeat what was just described by the
 12 talented team up here. They covered a lot of
 13 what we say here.

14 So just as a quick -- our commercial
 15 slide. You know, Townsend is your real
 16 assets -- is a real assets platform exclusively
 17 located in -- headquartered in Cleveland with
 18 offices across the globe. We did go through a
 19 management transition or an ownership
 20 transition since we last saw you. And we were
 21 previously owned by your general consultant,
 22 Aon, as a wholly-owned subsidiary. And on
 23 August 1st of last year, we closed on that
 24 transaction where Townsend became once again
 25 privately owned as we had been for our 40-year

1 history prior to that.

2 So jumping to the real estate markets.
 3 When we think about our market views and how we
 4 think about portfolio construction, these are
 5 very long-term in nature, right. So real
 6 estate -- besides being an illiquid and
 7 slow-moving asset class, we think about it from
 8 the pension beneficiary standpoint of a 20- to
 9 30-year investment horizon, which helps shape
 10 our views, but not necessarily concentrating on
 11 the headline markets today. So the backdrop of
 12 this 20- to 30-year investment horizon really
 13 produces our broader economic kind of thesis.

14 The broader market environment really
 15 remains uncertain -- sorry -- despite the
 16 inflation retreating last year quite a bit
 17 towards central grade targets, albeit remaining
 18 sticky into this year. Interest rates cuts
 19 last year also benefited -- or real estate
 20 benefited from those movements, and a less
 21 restrictive monetary policy. However, the
 22 policymakers may be forced to keep rates
 23 longer -- or higher for longer, and how that
 24 impacts real estate. Think about what we look
 25 at from how real estate may benefit or does

1 benefit from interest rate adjustments.

2 Fed is looking to really -- their goal is
3 to achieve neutral interest rate -- a neutral
4 interest rate. And what this means is neither
5 it boosts the economy nor it slows the economy.
6 There's a lot of opinions on what that should
7 be. It's very wide ranging today, anywhere
8 from two and three-eighths to three and
9 three-quarters, so about 140-basis-point range.
10 This is the widest range of expectations since
11 the fed started tracking that data about
12 10 years ago. So different takes on whether
13 the fed is going to continue cutting, how many
14 cuts we'll have. Again, that's a short-term
15 impact to our asset class. It's something that
16 we pay a lot of attention to and are mindful
17 of.

18 The takeaway from this is that we pay very
19 close attention on the underlying economic
20 fundamentals. These are necessary for
21 portfolio positioning, regional imbalances.
22 Growth prospects vary really significantly
23 across the different regions in the US, but
24 obviously across countries as well.

25 The open-ended core property funds have

1 seen significant repricing over the last 18 to
2 24 months. While fund redemption levels have
3 generally started to stabilize or level off and
4 decrease in some cases, these core funds
5 continue to suffer from a heightened level of
6 redemption activity as investors look to
7 rebalance their portfolios and take capital out
8 of their core funds and rebalance into more
9 attractive risk-adjusted returns at the
10 higher -- either core plus or higher-returning
11 strategies.

12 Sector dislocation remains prevalent. So
13 with investors still favoring sectors that
14 benefit from low supply, such as logistics and
15 residential and other demographic drivers and
16 consumer tailwinds, we expect investors to
17 start investing back into core real estate here
18 into 2025. We're starting to see the
19 transaction activity increase, as you see on
20 that top right chart on the slide in front of
21 you.

22 Nontraditional sectors that your team
23 spoke a lot about will continue to become more
24 prevalent as managers look to increase their
25 way to alternatives. And this is given strong

1 growth prospects of income profiles driven by
2 several tailwinds, including demographic and
3 technological advances. We just talked about
4 data centers.

5 But jumping to the next slide is really
6 our property themes, capital market themes,
7 that we like within the real estate
8 environment. And, again, these have not
9 changed considerably year to year, looking at a
10 long-term horizon.

11 So top left, residential. We talked a lot
12 about it. It's purposely not named multifamily
13 here. It is residential. This is housing. We
14 know this is an undersupplied, underdeveloped
15 portion of our economy, and we're seeing more
16 attractive opportunities. Residential
17 previously was traditional multifamily. Today,
18 it's build-to-rent housing, it's student
19 housing, senior housing. Affordable is our
20 preferred housing category, which is also very
21 scarce today in a sector that really needs
22 investment.

23 So the millennial population, this is the
24 most fastest growing population and aging into
25 homeownership and home acquisition portion of

1 their lives is moving beyond apartments into
2 townhomes, into row houses, single-family homes
3 where home price affordability is still at an
4 all-time high, creating the need to rent. We
5 think that's obviously an attractive
6 opportunity today.

7 Putting that aside for just a minute,
8 like, thinking about the short term, the tariff
9 impact will also impact this property type
10 probably more than others, given the
11 construction costs that come along with the
12 imports that we do gain from Canada and Mexico
13 and Asia.

14 Moving across to alternative sectors, we
15 talked a lot about these. IOS is an
16 abbreviation here. It's industrial outdoor
17 storage. This is more or less land that is a
18 place to store building materials, plumbing
19 materials, equipment. We made a specific
20 investment into that strategy within the fund
21 portfolio. Cold storage is something we've
22 been investing in, both across funds and direct
23 properties.

24 Digital infrastructure is obviously data
25 centers and what we call data center adjacent.

1 So there's a lot of properties and benefits
2 across the digital infrastructure. And then
3 global supply chain really drives into the
4 industrial sector, which we continue to think
5 is attractive.

6 On the right-hand side, we talk about
7 capital market themes. And this is unique
8 maybe to this -- we did not present this last
9 year. And where we are today is that a
10 significant amount of capital is being invested
11 with just 20 managers. So if there's 600 funds
12 raising capital at any given moment in a cycle
13 or in a year, about 20 percent of those firms
14 are raising 50 percent of institutional
15 dollars. That's leaving 90, 95 percent of
16 strong institutional managers undercapitalized.
17 So someone like the SBA and something like
18 making a secondary investment or participating
19 in a GP capital solution is another way to
20 access those opportunities that previously
21 didn't exist in a normal operating environment
22 when all funds are doing quite well. I think
23 those are just different ways to access the
24 market versus just going into, you know, a
25 primary fund opportunity.

1 Jumping into the real estate portfolio,
2 and here's where I'll do my best not to be
3 repetitive. We do have 83 total active
4 mandates today across 30 different managers.
5 We do have \$2 billion of unfunded commitments.
6 And that number has increased a bit year over
7 year. The reason there being that transaction
8 market, again, has been limited. We've
9 continued to make new investments with new
10 managers. We're quite comfortable with that
11 number today. It's about 1 percent of our
12 allocation in unfunded commitments.

13 Now, as Mr. Jones mentioned, the fees on
14 those and fees across the portfolio are
15 important. We are paying committed capital
16 fees on a significant amount of those dollars.
17 Not all of them, but the majority. However,
18 those dollars are also actively in the market,
19 seeking opportunities. We're comfortable with
20 the managers being patient. We're comfortable
21 with the managers taking their time. They're
22 aligned to do the best deal, not to put capital
23 out and put it to work. And we think very --
24 we analyze very, very closely what that number
25 is year over year and how much of that unfunded

1 capital is really standing out there and not
2 being active.

3 **MR. CHAIR:** Sorry to interrupt. Are you
4 seeing more funds charging on deployed versus
5 committed? Or is everybody still saying you're
6 going to pay us our fees as soon as you commit
7 the capital?

8 **MR. MARCUS:** It's still mostly uncommitted
9 capital and during the investment period. Then
10 it flips to invested capital thereafter.

11 **MR. CHAIR:** I've seen that.

12 **MR. MARCUS:** To Michael's point, where
13 we're taking a deeper look is when funds become
14 pre-specified. So we can go into a fund
15 knowing that they're going to be investing some
16 of that capital day one or two years into their
17 fundraising period when they're still raising
18 capital. We think that getting capital out the
19 door in that manner is more efficient and in a
20 way to see where your capital's going, but also
21 to manage the fee load.

22 **MR. CHAIR:** Peter?

23 **MR. COLLINS:** What's your thought on the
24 effect on the J curve and the move -- I don't
25 know what our average J curve is in real

1 estate. You know, if it was one and a half
2 years or how -- do you think it's 50 percent
3 higher? Do you think it's, you know, a hundred
4 percent higher? We all know who's doing real
5 estate today. It's difficult to put capital to
6 work, for a lot of the reasons we said, either
7 debt or the markets or seller -- unreasonable
8 seller expectations still. I may not -- you
9 know, we track it. I think about 25 percent of
10 what we offer on never trade, right? It's just
11 not trading because sellers aren't getting a
12 price that they otherwise wanted.

13 So I'm just curious about the effect on
14 that, that J curve.

15 **MR. MARCUS:** It's definitely got to become
16 elongated. I think where we're at right now,
17 it's probably an extra, you know, six to eight
18 months longer than what we had seen in a normal
19 operating environment. And at the same time,
20 right, we want to make sure that we're not
21 overpaying, right? So it's a balancing act on
22 the -- from the GP perspective to make sure
23 that we're being consistent with our
24 underwriting mechanics and making sure that
25 they're not putting capital to work. But it's

1 definitely become elongated and it's definitely
2 impacting our short-term returns.

3 **MR. COLLINS:** And most of ours -- I mean,
4 we get our capital back first, right?

5 **MR. MARCUS:** Uh-huh.

6 **MR. COLLINS:** And we get a preferred
7 return on that capital. So, I mean, there's
8 not a lot of leakage to the J curve, but we are
9 going to have a lot of committed capital that
10 could be committed otherwise and earning
11 something, even if we put it in T-bills, right?
12 So, you know, that number can't get too big.

13 **MR. MARCUS:** That's fair, yeah.

14 **MR. FOGLIANO:** Seth, I would just mention
15 that last year roughly \$500 million were highly
16 specified, if not 100 percent fully specified
17 asset (inaudible) so we paid on actually
18 deployed capital (inaudible) about 50 percent
19 of the (inaudible) capital.

20 **MR. CHAIR:** Is there a catch-up on these
21 funds as well? Back to the GP? Or is it just
22 8 percent and then just split after that on the
23 waterfall?

24 **MR. MARCUS:** Most of the opportunistic
25 funds, there's a catch-up.

1 **MR. CHAIR:** A hundred percent?

2 **MR. MARCUS:** -- value-add, there's
3 typically not. But on the opportunistic funds,
4 yes, there's a catch-up.

5 **MR. CHAIR:** At a hundred percent catch-up?

6 **MR. MARCUS:** No. It's anywhere from 50/50
7 to 80/20. It doesn't usually go up to a
8 hundred, but in that range.

9 **MR. CHAIR:** Okay.

10 **MR. MARCUS:** I'm jumping ahead a little
11 bit. So I'm on slide 211, those following
12 along.

13 And here we show the performance on the
14 left-hand side, which you've seen from your
15 direct team. We're looking at a little bit of
16 a longer timeframe here. So we talked about
17 the near term underperformance -- and actually
18 there's a slide after this that I will discuss
19 on that one. Here we show the five-year, the
20 10-year, the 15-year return, again,
21 consistently outperforming the benchmark.

22 On the right-hand side, we looked at the
23 non-core commitments only. We just talked
24 about all the activity that's occurred in the
25 last couple years and show the number of

1 commitments made each calendar year. And, as
 2 Michael described earlier, fiscal year -- this
 3 is fiscal year, not calendar year, but fiscal
 4 year 2023 was a lower output of capital for us.
 5 But 2024 and projected, you know, fiscal year
 6 '25, which ends in June, is anticipated to be
 7 right around that \$800 million mark across
 8 different positions.

9 You'll see, as we talked earlier, our
 10 bogey is right around 150 for fund commitments.
 11 There's some very small numbers in here. Those
 12 are co-investments. Those are direct
 13 co-investments alongside our partners, but we
 14 do show them in here, so just to draw your
 15 attention to that.

16 The last slide I wanted to hit on is 212.
 17 Again, it's another way of looking at
 18 performance. So we've talked about annual
 19 performance and the impact over the last two to
 20 three years of performance. Shown here is
 21 calendar year returns broken up by income and
 22 appreciation for both our portfolio and then
 23 the ODCE index. And you'll see consistently
 24 across all vintages, this is going back to
 25 2000, we have positive income returns, right?

1 We invest in real estate. We allocate capital
 2 to real estate for that income component and
 3 drive outperformance through the appreciation.

4 Obviously during the financial crisis in
 5 '08, '09, COVID environment in 2020, and the
 6 last couple years here during the interest rate
 7 and inflationary environment, we've seen
 8 negative appreciation returns. However, if you
 9 look back to 2021, we had north of 20 percent
 10 total return out of the portfolio. So as we
 11 don't expect consistent negative returns, we
 12 also don't expect consistent 20 percent
 13 returns, which is why, again, we look at that
 14 2025-year investment horizon.

15 On the right-hand side, what we compared
 16 was our income component and our appreciation
 17 relative to ODCE. Our portfolio is about
 18 80 percent core today, 82 percent core, leaving
 19 the balance into non-core. The ODCE index is
 20 about 90, 95 percent core. So we should
 21 outperform that. We understand that. But from
 22 an income component, we're taking on a little
 23 bit additional risk within our portfolio and
 24 having about 20 basis point of outperformance
 25 of income over that 25-year period. And really

1 where we're driving outside value is in the
2 non-core, and that build-to-core development
3 component of the principal investments that's
4 driving that appreciation number above ODCE.

5 So, again, we've showed a lot of different
6 cuts of data, but we thought that that calendar
7 year returns is something that is unique to the
8 market cycle, as is any other performance and
9 value creation. As shown here, our income's
10 been stabilized throughout the history and our
11 appreciation has significantly outperformed
12 based on the investments that the team has
13 made.

14 I'll stop here. There's a handful of
15 other slides, but I think a lot of it is
16 repetitive to what was already covered.

17 So, happy to address any questions.

18 **MR. CHAIR:** Anybody have any questions?

19 All good, Seth. Thanks.

20 **MR. MARCUS:** Thank you.

21 **MR. CHAIR:** Anybody else from Townsend
22 presenting right now?

23 **MR. MARCUS:** No. We were going to --

24 **MR. CHAIR:** Okay. I think we -- we'll
25 probably take -- we'll do Katie real quick and

1 then take a lunch break, I think.

2 So, Katie.

3 **MS. COMSTOCK:** All right. Well, good
4 afternoon, everyone. Katie Comstock with Aon
5 Investments. This should be relatively quick.
6 As executive director Spencer outlined at the
7 outset of this meeting, this recommendation is
8 really a follow-on to the discussion that was
9 had at the last IAC meeting. And the
10 recommendation is to really memorialize the
11 decision to exclude China and Hong Kong from
12 FRS policy through implementation and the
13 investment policy statement.

14 And effectively what that means is
15 recommending a change to the global equity
16 benchmark from what it is currently, which is
17 the MSCI all-country world investable market
18 index, which essentially represents the broad
19 global equity opportunity set. And to move
20 that to the MSCI all-country world investable
21 market index, ex-China, ex-Hong Kong. So
22 essentially to reflect the decision to exclude
23 China and Hong Kong from the opportunity set.

24 That's the recommendation. We also
25 highlighted it in the memo that this will flow

1 through to the private equity benchmark because
 2 the private equity benchmark is the opportunity
 3 cost of investing in private equity, which is
 4 public equity. So that base benchmark will
 5 also be reflected for private equity. And then
 6 those two benchmarks will roll into the total
 7 fund. And so I believe there is a redline of
 8 the IPS, which is essentially to change that
 9 benchmark to the ex-China, ex-Hong Kong index.

10 I'll pause and see if there's any
 11 questions on that recommendation.

12 **MR. CHAIR:** Any questions?

13 You're right. That was relatively quick.

14 Yeah, we still have a quorum, right? We
 15 still have -- Peter and Jeff are still on the
 16 line? We do have an action item to adopt this,
 17 so we'll need a quorum. I think we've got it
 18 even without Peter here.

19 Jeff and Peter, can you guys hear us
 20 still?

21 **MR. JONES:** Yep, I'm on. Thank you.

22 **MR. CHAIR:** Okay. Just to be clear,
 23 Lamar, Chris, the action item is to adopt a
 24 recommendation?

25 **MR. SPENCER:** That's correct. So the

1 recommendation -- it's in the materials here,
 2 there's a redline, which, just as Katie
 3 outlined, it just changes it from currently
 4 MSCI all-country world investable market index,
 5 which is the ACWI IMI, to the MSCI all-country
 6 world index, ex-China, ex-Hong Kong investable
 7 market index.

8 **MR. CHAIR:** Okay. Is there any
 9 discussion?

10 Okay. All those in favor, please signify
 11 by saying aye.

12 (Members reply aye.)

13 **MR. CHAIR:** All opposed, like sign.

14 (No response.)

15 **MR. CHAIR:** Motion carries.

16 **MS. COMSTOCK:** Thank you.

17 **MR. CHAIR:** Thank you, Katie. Appreciate
 18 it.

19 Okay. We're going to take a quick, short
 20 break for lunch, very short, hopefully 15
 21 minutes at the most, and then we'll be back
 22 here at -- puts us back here around 12:50.

23 (Recess from 12:42 a.m. to 12:58 p.m.)

24 * * *

25 **MR. CHAIR:** I think we still got a few

1 people out of the room, but I think there's a
2 quorum. We can go ahead and start back up.

3 Okay. So we're on item six on the agenda.
4 Is Mike here?

5 **MR. McCAULEY:** Right here. I just need
6 the clicker.

7 **MR. CHAIR:** We'll try and get back on
8 track with the time a little bit. It's my
9 fault. So I take full blame for that one.

10 **MR. McCAULEY:** I will definitely be brief.

11 Let's jump -- okay. So most of these
12 slides should look pretty familiar to you by
13 now. We try to tend to hit the -- I feel like
14 I've been doing this presentation for way too
15 long. Try to refresh it. But basically,
16 investment programs and governance. The table
17 on the left there just breaks out the primary
18 responsibilities squarely focused on corporate
19 governance, proxy voting, corporate engagement
20 related to all those activities. We also
21 oversee Florida PRIME, kind of liaison with the
22 external manager, Federated Hermes, work
23 closely with the good folks from SBA financial
24 operations, which do quite a bit of the heavy
25 lifting on Florida PRIME. I always like to

1 point that out.

2 And then kind of the least amount of
3 day-to-day activity relates to some of the
4 client service and special corporation
5 activity, which is essentially inactive at this
6 point.

7 The org chart on the right, we've got
8 three members. We're in the process of hiring
9 a fourth full-time investment analyst to help
10 with the voting and the volume. So we hope to
11 have that new person on board here in the next
12 month or two as we head into the proxy season.

13 Some of these slides I'll just -- I'll go
14 through pretty quickly. But basically the main
15 theme is whenever we make voting decisions,
16 whenever we engage companies, whatever we're
17 doing with respect to corporate governance,
18 it's really aimed at improving value. So it's
19 kind of -- you've heard me say linked to value,
20 the performance value, economic value of the
21 company, whether it's at -- kind of on a
22 risk-adjusted basis, whether it's on a relative
23 return basis, whatever the case may be. We
24 look at governance practices and try to
25 advocate and promote those that we believe will

1 add value and promote value enhancement over
2 time.

3 We vote about -- this is calendar year '24
4 numbers. We voted about 12,300 meetings. You
5 may notice that that's a little bit below what
6 we did in calendar year '23, which we had
7 completed at that point, about two full years
8 of the pass-through voting. That -- it
9 continues. We're voting a hundred percent of
10 the voteable assets. But essentially the
11 voting footprint is a direct reflection of what
12 we're owning in the portfolio. So as that
13 number changes, particularly at the lower end
14 kind of micro cap, frontier market space
15 globally, the numbers will decline. That's
16 basically what's happened. But we do vote in
17 68 countries -- or at least last year we did.
18 Sometimes that's above 70.

19 And when you roll up all of the ballot
20 items, it's quite a large number. It's over a
21 hundred thousand individual, you know, distinct
22 voting decisions. Again, all trying to drive
23 valuation.

24 And then we've got just some excerpts
25 here, some more detail in terms of statistics.

1 And then not only the full calendar year, but
2 also the last quarter through '24. And then
3 the two charts on the right are just
4 screenshots from the dashboard that we have.
5 The one on the bottom just kind of shows you
6 the volume, the axis there on the left, it's a
7 little hard to see, but those are in the
8 thousands. So every month we're voting
9 hundreds of meetings. It very significantly
10 ramps up pretty much right now -- right now in
11 March. And then April, May, and June, we'll
12 see the largest cohort of individual meetings,
13 which are predominantly US, then followed by
14 Japan in June.

15 Kind of the similar story. This just
16 breaks out the type of ballot votes, ballot
17 items that we're voting. So the largest
18 proportion is tied to board matters, director,
19 individual director, elections, anything
20 board-related. You know, voting procedure,
21 majority voting, charter bylaw, amendments,
22 that sort of thing that have a context with
23 board matters.

24 And that's kind of followed by audit and
25 financial. Some of these are financial

1 statement and disclosure related voting items
 2 that are fairly routine, especially in some of
 3 the non-US markets. But those are -- that
 4 category is the second largest.

5 And then it kind of goes down. We have,
 6 you know, mergers, we have proxy contests. And
 7 then shareholder proposals make up about
 8 1 percent of the vote. And you can kind of see
 9 the breakdown in terms of support levels for
 10 those broad categories.

11 We utilize a proxy committee, not unlike,
 12 you know, a traditional asset manager in the
 13 private sector. It's one of the SBA's
 14 investment oversight groups. That's been in
 15 place since about 2010, if I remember
 16 correctly. And essentially they review votes,
 17 policy matters, you know, high profile,
 18 election related proxy contests, if it's -- the
 19 board election is contested. You know, for
 20 example, we're going to touch on the single
 21 proposed voting guideline in a few minutes, but
 22 that was run through the proxy committee.
 23 Divestment related matters, et cetera, just
 24 kind of general research matters, we'll go
 25 through that. And they meet at least

1 quarterly.

2 Just to touch on some of the vendors that
 3 we use, Glass Lewis is probably the most
 4 important, because not only do they provide us
 5 with proxy research, they're also our -- what's
 6 called our voting agent, where we -- when we
 7 are actually making proxy voting decisions,
 8 we're using that system, that platform to
 9 execute the vote that then rolls up to another
 10 firm called Broadridge, which essentially is
 11 like the DTC kind of backbone of the voting
 12 system.

13 So we've had Glass Lewis in place since
 14 2016, along with ISS. Those two -- which is
 15 essentially an oligopoly in the proxy research
 16 space there. There's a couple of other smaller
 17 players, but we've used Glass Lewis and ISS for
 18 quite some time. ISS goes back to the late
 19 '80s. Glass Lewis was created, I think, in '02
 20 or '03. We've been a client. So very
 21 longstanding relationship we've had with both
 22 of those. They basically provide market-wide
 23 global coverage for every annual or special
 24 meeting. If it's a meeting, they're going to
 25 cover it. So we rely pretty heavily on their

1 research.

2 We don't -- I'm sure you've heard me say
3 this. I just want to underscore it. We don't
4 follow their recommendations. We make all of
5 our proxy voting decisions independent. But we
6 do rely on their analysis. They have different
7 models and different analyses that they
8 provide. Synthesis of information helps a lot,
9 as you can imagine, with, you know, the volume
10 of proxies that we're voting each year.

11 This slide just kind of covers some of the
12 major partners. Just maybe highlight Council
13 of Institutional Investors there on the top
14 left. That's kind of the preeminent
15 organization for investors and shareholder
16 rights in the US and one of the leading ones
17 globally.

18 And we provide -- we utilize data from a
19 number of those entities on the right there,
20 even involving divestment related. So we're
21 pretty reliant on, let's say an MSCI or an ISS,
22 EIRIS for some of the PFIA, Protecting
23 Florida's Investments Act, related divestment
24 research. This time -- we don't normally go
25 into this much level of detail for the deep

1 dive, but -- and I won't spend a ton of time on
2 it. But the next several slides kind of touch
3 on those most significant ballot items that we
4 focus on. So, you know, board elections.
5 Director evaluation is a very significant
6 portion of our time where we try to provide
7 some bandwidth to that. And then we've just
8 got some related, you know, kind of empirical
9 evidence. And I think -- all these numbers, I
10 think, are for the Russell 3000 for -- through
11 the end of the calendar year.

12 Similar to director elections, another big
13 one, a big topic is executive compensation. So
14 we try to understand what incentives are
15 embedded in the executive pay design at
16 publicly-traded companies, both the annual
17 incentive plans, but more importantly actually
18 the longer-term incentive plans is where the
19 kind of the larger portions of the expenses are
20 and the incentives that are kind of embedded
21 within a company's pay design. Very
22 complicated topic. There's a lot of moving
23 parts. And we rely on both ISS and Glass Lewis
24 to help us with that analysis.

25 And then we also use a company called

1 Equilar which is just solely focused on
 2 executive compensation. We have a number of
 3 inputs that go into that. We just pulled out
 4 some excerpts from some of our voting
 5 guidelines, and just kind of key points that we
 6 look at that we ultimately utilize to make
 7 those voting decisions.

8 Similar to this -- this is just -- the
 9 chart on the left, or the set of charts on the
 10 left-hand side of the slide, are from a Glass
 11 Lewis proxy research. So this kind of gives
 12 you an idea of some of the moving parts that
 13 they analyze. They do a lot of quantitative
 14 analysis related to pay for performance and
 15 just trying to evaluate that. You know, how
 16 well is the company paying? I always use the
 17 analogy of like a Money Ball scenario. You
 18 know, you'd want to get as much performance out
 19 of each dollar that you're paying for
 20 management. So Glass Lewis has a letter grade
 21 construct there.

22 So I think both of these were for Powell
 23 Industries. So they have an A rating on Powell
 24 there for the most recent period. The one on
 25 the right is from ISS, and it's a little bit

1 different cast of data, but they look at
 2 granted pay or they -- you know, kind of the
 3 Black Shoals modeling from an option
 4 perspective. Realizable pay, which looks at
 5 more subsequent performance. And there's a lot
 6 of iterations that go into this, but they can
 7 ultimately take the data and slice and dice it
 8 in different ways and look at it.

9 Next slide has more -- just more empirical
 10 data on voting and some of the kind of key
 11 points and averages from the market experience.

12 I'll try to go through this pretty
 13 quickly.

14 You know, hopefully by now you know that
 15 we're very transparent in our reporting on the
 16 voting decisions. So we basically have two
 17 things on our website. The screenshot here is
 18 from the voting dashboard, which is a very
 19 granular, longer-term interactive chart
 20 board -- dashboard that has charting embedded
 21 in it. And that data goes back to 2016.

22 But basically when we make a decision --
 23 so if we're making a voting decision today,
 24 like earlier today, it will be on our platform
 25 tomorrow. If not, maybe by the end of the day,

1 depending on when the voting decision is made.
 2 So it's very transparent. As soon as that vote
 3 is made, it's kind of publicly available.
 4 We're still in the minority on that. Not many
 5 public funds actually do that. We're still
 6 kind of in the smaller group for that. Asset
 7 managers do have to report it on some SEC
 8 filings, but it's very stale by the time that
 9 filing requirement is made. So from a
 10 real-time perspective, very, very few asset
 11 owners report their proxy voting activity.

12 You may recall we had a draft version of
 13 our annual report on last year's agenda. We've
 14 kind of polished that up a little bit. And
 15 that was posted in the early part of January.
 16 So we go into a little more detail on a lot of
 17 the topics that I've touched on, but that's on
 18 our website.

19 And then that just brings us to the voting
 20 guidelines, which we do have one proposed
 21 addition. But basically the guidelines are
 22 approved by the IAC -- reviewed by the IAC,
 23 approved by the trustees. We look at them at
 24 least annually, but we look at them really on a
 25 needs basis. So if we see something that we're

1 voting on year over year, it's increasing, it's
 2 becoming more significant and more relevant,
 3 we'll examine the framework to see if we have
 4 adequate coverage for that. If we don't, we
 5 might make an amendment or an additional
 6 distinct voting guideline. But it's structured
 7 from a principal perspective. And then within
 8 a more granular guideline, which is specific
 9 ballot item related. But it's grouped
 10 according to that structure that I have
 11 outlined there. You know, obviously at the
 12 top, board of directors, that's perhaps the
 13 most significant item. It goes all the way
 14 down to mutual fund voting.

15 Just a reminder, we're voting all of our
 16 shares on the pension plan side, the defined
 17 benefit side. We also vote whenever we can,
 18 all of the voteable assets, within the
 19 investment plan, so on the defined contribution
 20 side. Very infrequent, but occasionally some
 21 of the funds that are utilized within the
 22 investment plan, we'll have board of trustees
 23 meetings. So that's where that mutual fund
 24 voting category kicks in. It's very
 25 infrequent, but it does occur. But we're

1 voting on an omnibus basis. So all of the
2 portfolios internally managed, externally
3 managed, active, passive, whatever they are,
4 the holdings are aggregated. And we're voting
5 everything at one time.

6 So with that is the proposed -- the single
7 proposal to add a proxy voting guideline
8 related to artificial intelligence, AI, for the
9 2025 season. We've essentially kind of
10 aggregated that narrative, the language in the
11 proposed guideline from a number of different
12 sources. We've looked at, you know, kind of
13 some benchmarking data, asset owners, asset
14 managers. We've looked at some of the proxy
15 adviser language. And this is essentially kind
16 of a plain vanilla generic version of all that
17 information.

18 What we'd like to do is really have this
19 as an additional guideline that gives us enough
20 flexibility where we can apply it in a number
21 of different scenarios. So we don't have to
22 really necessarily update or make it -- you
23 know, if it becomes stale, et cetera, and make
24 it apply on a global basis, at least as best we
25 can. And then towards the end you'll see

1 where -- the last couple sentences, generally
2 we'll vote in favor of reasonable
3 disclosure-based proposals. And then we've got
4 some caveats with respect to, you know, board
5 elections where we kind of go into a little bit
6 more detail on what could drive that vote. So
7 we're trying to signal or be as transparent as
8 we can. Like, these are the things we're
9 looking at. These are things that at least
10 potentially could drive that vote.

11 Now, historically, in '23, I think there
12 were seven AI proposals. In '24, I think it
13 doubled, there were 16 or 17. None of them
14 have passed to date, but we would have the
15 expectation that we're going to see more of
16 these. AI is not going away. Obviously the
17 nature and the characteristics of those
18 proposals could change, but we would really
19 think that this guideline would be generic
20 enough to apply in a number of situations going
21 forward. And if we had to change it, you know,
22 sometime in the future, we can, of course, do
23 that.

24 So I'll stop there. The last few slides
25 are just the standing reports on -- with

1 respect to some of our shareholder proposal
2 voting. Won't go into any detail there.

3 Happy to answer any questions.

4 **MR. CHAIR:** Thanks, Mike.

5 Any questions from any board members?

6 **MR. JONES:** Yeah, Mr. Chairman, this is
7 Peter Jones. A quick question for Mike --

8 **MR. CHAIR:** Yeah, Peter. Go ahead.

9 **MR. JONES:** -- if I may.

10 Yeah, thank you.

11 Mike, remind me, when we are voting for
12 director nominees, do we have a -- does
13 diversity play a role in the decision?

14 **MR. McCAULEY:** We do not, no.

15 **MR. JONES:** Okay. And when you decline --
16 when you vote against a nominee, what would be
17 the typical reasons?

18 **MR. McCAULEY:** Well, the largest driver of
19 our director election is the number of boards
20 that they're on. So multiple directorships or
21 simultaneous directorships, what's called
22 overboarding. So we have a fairly stringent
23 threshold relative, at least to the market, and
24 some of the proxy advisers, where if --
25 according to our policies, if you're serving on

1 more than three boards at the same time,
2 regardless of the industry size of those
3 relationships, not a hundred percent, but very
4 close to a hundred percent, it's a very -- it's
5 almost hardcoded into our voting decision
6 making.

7 We have had situations where we'll make
8 exceptions, where we'll engage the company.
9 We'll hear from a director saying that, you
10 know, that person is going to scale back.
11 They're in the plans of rolling off one board
12 or one of their directorships that they have in
13 place, but that's the biggest driver.

14 We also look at company performance. You
15 know, if there's any kind of material
16 restatements, for example, in the audit space
17 that might warrant a withhold or a vote against
18 the audit committee chair or the full audit
19 committee, something like that.

20 **MR. JONES:** Okay.

21 **MR. McCAULEY:** There's a number of
22 reasons. And we lay that out in the voting
23 guidelines.

24 **MR. JONES:** Okay. Thank you. Thanks.

25 **MR. CHAIR:** Thanks, Peter.

1 **MR. WENDT:** Gary Wendt has two questions.
 2 The second one, though, I don't know whether
 3 it's worth even talking about at this point,
 4 but the first one is, you said you have 113,000
 5 votes. How many of that do you lose? How many
 6 of those do you lose, if you --

7 **MR. McCAULEY:** I couldn't quite hear you.

8 **MR. CHAIR:** He said 113,000 votes, how
 9 many do we lose? How many do we vote on and --

10 **MR. McCAULEY:** Lose? That's hard to -- I
 11 mean, it changes. We're a little bit -- we
 12 have a higher and more aggressive dissent level
 13 than maybe the average market participants,
 14 especially on directors and compensation.
 15 Those are the two where we're going to deviate
 16 a little bit more.

17 So you think about it, whether it's with
 18 management or against management or with, you
 19 know, the ultimate voting outcome. We had --
 20 supplied some charts on compensation voting.
 21 Very, very few of the compensation plans fail.
 22 Now we vote against more of them, but it
 23 doesn't mean that it won't go through. So we'd
 24 have to calculate the number, but it's, you
 25 know, I would say maybe on the order of a

1 third. I mean, that's just off the top of my
 2 head where we will deviate from what the market
 3 says in effect.

4 **MR. WENDT:** And do other funds have --
 5 would you guess have the same record? Do you
 6 all use the same advisers and everything and
 7 all vote the same way and all lose about a
 8 third? I'm just curious as to how the industry
 9 operates.

10 **MR. McCAULEY:** No, there's quite a bit of
 11 variety in voting. Decision making, it's
 12 dynamic, too. It's not static. It doesn't
 13 stay the same from year to year or even at
 14 company to company over time. But you have a
 15 very wide spectrum of, you know, asset
 16 managers, asset owners, from zero to a hundred
 17 in terms of their support or vote-against
 18 statistics on a number of ballot items. So it
 19 just kind of varies.

20 **MR. SPENCER:** Mr. Chairman, if you don't
 21 mind, I'll just add to that also. I mean, we
 22 were one of the early funds that went and
 23 pulled our voting back. So we're voting now --
 24 as Mike said, we're voting a hundred percent of
 25 all of our vulnerable shares. Some funds have

1 not gone as far as us to actually vote their
 2 own shares like we are. We also, to Mike's
 3 point, just because we use the research from
 4 ISS or Glass Lewis or MSCI or any of the other
 5 various aggregators of research and providers
 6 of material and research, we still actively
 7 make our own decisions, which is why we
 8 probably have a higher percentage of dissenting
 9 votes of voting against management that may
 10 ultimately end up not prevailing. There are
 11 other funds in the market that will just vote
 12 with what their advisers are recommending or
 13 vote with management on a default. And so we
 14 put a -- much more of a focused attention to
 15 making sure that we were voting the way that's
 16 consistent with the trustees and consistent
 17 with the legislature and with our fiduciary
 18 duty.

19 **MR. WENDT:** Thank you.

20 **MR. CHAIR:** Thanks, Gary.

21 Any other questions?

22 Okay. Mike, thanks a lot.

23 **MR. McCAULEY:** No problem.

24 **MR. CHAIR:** We're going to move on to the
 25 asset class SIO updates, and I think we're

1 going to start with John.

2 **MR. BRADLEY:** Yes. Good afternoon,
 3 everyone.

4 So I'll start as usual with just a quick
 5 look at the market. So the PE market ended
 6 2024 on a positive note, at least it did in
 7 terms of deal activity, which was up relative
 8 to the prior year. And exits have also started
 9 to pick up. And while asset class wide and
 10 industry wide we've yet to see multiples
 11 recover broadly, volume normalizing should help
 12 a bit with that.

13 Another bright spot was the IPO market in
 14 Q4. While 2024 was still a below average year
 15 for IPOs, the increase to end the year was a
 16 positive. We actually had a few companies in
 17 our portfolio list this quarter, Q1, and being
 18 pretty hopeful on the outlook for the rest of
 19 the year.

20 Our portfolio was up 2.4 percent in Q3.
 21 While not an eye-popping number, this was our
 22 best quarter in over a year, and we would
 23 expect Q4 to be even better. And then despite
 24 a very tough year for exits industry wide, we
 25 remain cash flow positive in 2024, ending in

1 the year with 400 million of positive net cash
2 flow.

3 So performance remains challenged over the
4 short term versus our public market benchmark.
5 We can see this in our one and three-year
6 performance numbers. Longer-term performance,
7 however, versus the public markets remains
8 strong.

9 If you look at our sub-strategies, we can
10 see the short-term weakness over the past three
11 years coming largely from our venture capital
12 and growth equity strategies, although both
13 remain our strongest long-term performers. We
14 have seen recovery over the past year in
15 venture and US growth equity, while our non-US
16 growth equity portfolio continues to struggle.
17 Fortunately, non-US growth equity is a very
18 small piece of the portfolio with about a
19 4 percent weight today.

20 And then lastly, we've committed
21 1.7 billion to 18 funds and 21 co-investments
22 in 2024. One billion went to 11 buyout funds,
23 164 million allocated to three venture funds,
24 175 million to two distress funds, 139 million
25 to two secondary funds, and then 195 million

1 across 21 co-investments.

2 And that is all I had prepared for today.

3 Any questions?

4 **MR. CHAIR:** Just quick on co-investments.

5 How hard are you arguing for co-invest rights?
6 You're trying to get one-to-one on buyout funds
7 or -- I mean, obviously at whatever,
8 200 million relative to 1.7 billion, low
9 percentage, but --

10 **MR. BRADLEY:** Yes. I mean, we absolutely
11 advocate with every fund. We don't -- we
12 usually do not hard-code it in any of the fund
13 docs because we won't promise that we'll do it
14 if -- you know, we'll do the deals that we
15 think are going to be successful or to our
16 advantage.

17 I would say we do not struggle with deal
18 flow. And so there's multiple instances of
19 co-invest where we might be one of two
20 co-investors where GPs weren't offering it, but
21 we were able to get allocations to it. And so
22 it's -- again, while it's not something we
23 hard-code, we absolutely advocate for it.

24 **MR. CHAIR:** Okay. Thanks.

25 Tim.

1 **MR. T. TAYLOR:** Thank you, Mr. Chairman.

2 Despite falling by about 1 percent in the
3 quarter, global equity markets completed a
4 strong 2024 run hosting an over eight --
5 16 percent return for 2024. During the
6 quarter, the US led the way with a two and a
7 half percent gain, but far ahead of the
8 developed and emerging markets, which fell 7.5
9 and 7.9 percent, respectively. It was a very
10 volatile quarter. It included the presidential
11 election in the US. However, factor
12 attribution indicated that the sole
13 outperformer was momentum. That is what has
14 led the markets to continue to outperform.

15 Interest rates remaining higher for longer
16 became a concern in the US as inflation numbers
17 came in higher than anticipated.

18 During the quarter, global equities
19 managed return of negative .78 percent was
20 ahead of our benchmark by 42 basis points. For
21 the calendar year, our managed return of almost
22 17 percent was above our benchmark return by
23 57 bps.

24 For three years, you can see that we're in
25 line with the benchmark as we continue to be

1 negatively impacted by a very challenging first
2 quarter of 2022. For all periods five years
3 and greater, our managed returns exceed the
4 benchmark returns.

5 In the lower right side of the page, GE's
6 active risk, or the standard deviation of
7 excess returns has generally declined over one-
8 and three-year periods. And this is due mainly
9 to declining market volatility. However, note
10 that the volatile Q4 caused one-year realized
11 track and error to rise just a bit.

12 This page provides some detail -- and I'm
13 on page 336 -- some detail about the
14 performance of our active aggregates. Q4 was
15 generally a good environment, as Lamar noted
16 earlier, for active management as all but one
17 active aggregate outperformed. The only
18 underperformance came from US small cap as in
19 that space once again, fundamentals such as
20 earnings, weren't important.

21 Active outperformance in emerging markets
22 was driven by stock selection in India, Taiwan,
23 and South Korea. And while our dedicated
24 global aggregate faced the headwind from an
25 underweight to the market leading mega caps,

1 strong stock selection provided a solid
2 positive active return in Q4.

3 This is the last page I'll share with you
4 today, an update on our initiatives. During
5 Q4, we finalized a dedicated global quant
6 manager search and we funded one new mandate.
7 And we are consistently researching solutions
8 that can be deployed by our internal portfolio
9 management team. At the end of the quarter,
10 57 percent of our assets were internally
11 managed.

12 Then finally, GE raised one and a half
13 billion in Q4. And almost 15 billion -- that's
14 15 billion -- in calendar year 2024 as we
15 helped to implement the revised asset
16 allocation policy. And we also continue to be
17 a source for beneficiary appearance.

18 So that's -- any questions?

19 **MR. CHAIR:** Any questions?

20 **MR. T. TAYLOR:** Thank you very much.

21 **MR. CHAIR:** Thanks. Okay, Todd.

22 **MR. LUDGATE:** All right. I'll try and
23 keep my comments brief.

24 Performance in the fixed income asset
25 class continues to be strong. You can see the

1 table here over virtually any time period. The
2 results look favorable compared to targets.

3 We're overweight spread product -- we're
4 overweight spread product to a lesser degree
5 than one would expect if you had normal
6 valuations. Managers have generally been light
7 on risk in anticipation of better opportunities
8 in the future.

9 Curve positioning, it's fairly minimal.
10 We do have a small curve steepener on, which
11 has worked of late, but we're not taking a lot
12 of active risk in the curve space right now.

13 Regarding the excess returns, corporate's
14 outperformed securitized in the quarter, but
15 both outperformed treasuries for calendar year
16 2024.

17 Regarding the volatility of active return,
18 like Tim said, basically the market volatility
19 has come down, so the volatility measures look
20 muted. The one thing I will say is they're
21 muted until they're not. So we're going to get
22 a spike at some point, so we'll get there.

23 And this slide, every time I bring this, I
24 just set myself up for contradicting the
25 message at that point. So you can see the fed

1 expectations as of October 1st were for over
 2 seven cuts in 2025. That has shifted, February
 3 3rd of this year, to expecting only 1.6 cuts.
 4 As of today, we're at about 2.6 cuts given some
 5 of the jitters that have been introduced,
 6 notably in February around, notably, I'd say
 7 trade policy. There's a lot of uncertainty
 8 with respect to that impact on the economy. So
 9 a lot of risk assets have repriced to a small
 10 degree. I'd still call them as rich in total.
 11 But they have come off just a touch.

12 And you've seen the Treasury curve, which
 13 is the green line in the chart below, come down
 14 a fair bit. On the longer end, you've seen a
 15 lot of that sell off that occurred post the
 16 election revert. Not all the way to the
 17 reelection line, but you've seen some of that
 18 come through.

19 And lastly, what we're working on. We're
 20 always working to improve our asset class. And
 21 as I've indicated to this council, for the
 22 fixed income area, this is a big year of
 23 recruitment for us. As of the end of the year,
 24 we had two recruitments running with two more
 25 coming in calendar 2025. So that is a big

1 effort for us, and we're looking to restock a
 2 lot of talent in our asset class to meet the
 3 alpha objectives of the agency.

4 **MR. COLLINS:** Can I ask a question? I'm
 5 not a monetary policy guy, so I'm going to
 6 start this question with that. All the talk of
 7 tariffs, I was watching the Treasury secretary,
 8 Bessent's, testimony and his confirmation
 9 hearing. And he was talking about tariff
 10 theory and its effect -- tariffs' effects on
 11 the dollar. And he was saying that the gains
 12 in the dollar would offset any inflationary --
 13 to some degree, any inflationary pressures from
 14 the tariffs.

15 What's your thought on that as you look
 16 out in the fixed income one-year, two-year,
 17 three-year horizon on that effect and its
 18 effect on interest rates with the dollar
 19 getting stronger?

20 **MR. LUDGATE:** The dollar's been volatile
 21 and you've seen -- certainly the short-term
 22 move, I think, has been a mixed message to be
 23 sure. My belief and really the market's belief
 24 is that this is a -- the approach that is being
 25 pursued is something that has not been really

1 done previously. And I think a lot of market
 2 participants are watching closely and it runs
 3 contra to a lot of existing philosophies. So
 4 there's a fair amount of skepticism, I would
 5 say, out there right now. Kind of a
 6 wait-and-see approach. People are loving the
 7 speed with which changes are happening. But
 8 general concern as to some of the particulars.

9 **MR. CHAIR:** Any other questions?

10 I've got one. How hard is it to find two
 11 new people to work for you? How many do you
 12 have to interview to get two people? How
 13 long --

14 **MR. LUDGATE:** Depends upon the position,
 15 of course.

16 **MR. CHAIR:** What about these positions?

17 **MR. LUDGATE:** So the two that we are
 18 currently up and running as of the end of the
 19 year, I always tend to think it takes -- from
 20 the time that you get going to the time you
 21 actually have someone in the seat, four to six
 22 months in general. It can take longer. It
 23 certainly -- in my mind, it takes longer the
 24 more senior the position gets because then it
 25 becomes ever more critical. A lot of times

1 those are relos which take longer. And so
 2 that, from a talent attraction perspective, is
 3 certainly more challenging.

4 **MR. CHAIR:** And what are the reasons that
 5 people don't want to come work for you? Not
 6 you specifically.

7 (Laughter.)

8 **MR. WEBSTER:** That's a much longer list.

9 **MR. CHAIR:** Yeah, yeah, yeah. Little
 10 psychology session here for Todd. No, I'm
 11 kidding.

12 **MR. COLLINS:** Trent just jumped right in
 13 on that one too, by the way.

14 **MR. LUDGATE:** I noticed that.

15 **MR. CHAIR:** He didn't even hesitate. That
 16 was impressive.

17 I mean, just more broadly speaking, like
 18 people say, I appreciate the offer, but no
 19 thanks, because why?

20 **MR. LUDGATE:** So I've run several
 21 recruitments here at the SBA since I've come
 22 here over two years ago, and there are -- and,
 23 of course, with the given that some people
 24 preselect before and you never see them, right?

25 **MR. CHAIR:** Sure.

1 **MR. LUDGATE:** So that's theoretically part
2 of the pool, but we can't measure that.
3 Amongst -- that we actually have had
4 interactions with, I would say that the total
5 compensation package, as we discussed
6 previously --

7 **MR. CHAIR:** -- a softball, by the way.

8 **MR. LUDGATE:** Certainly it's challenging.
9 There are -- I would say the reluctance around
10 the in-office policy has vanished, from my
11 perspective. A few years ago, people were more
12 about the hybrid or remote, and now it's -- you
13 see very little of that, which is great to see.

14 **MR. CHAIR:** That was actually the question
15 I was driving at, is how many people are
16 saying, I just don't want to come to work? And
17 I don't mean that not work, but don't come to
18 work, right? They want to work from home and
19 not work from work.

20 **MR. LUDGATE:** I see very little of that.
21 A couple of years ago more. But especially as
22 corporate America has really come our way, I
23 don't see it as nearly the challenge it was,
24 say, in 2022, 2023.

25 **MR. CHAIR:** Okay. And you're getting a

1 lot of people -- when you advertise for a
2 position, you're getting a lot of interest,
3 getting a lot of applications, a lot of online,
4 whatever, however you guys do it?

5 **MR. LUDGATE:** So we are seeing a
6 respectable amount of interest. We're
7 certainly working through our personal networks
8 as well to make sure that we indicate that.
9 And, in fact, that's the best success we've had
10 is sourcing folks that come through our own
11 networks.

12 **MR. CHAIR:** Usually is. Okay. Great.

13 Okay. Thanks.

14 Trent.

15 Unless you're not done.

16 **MR. LUDGATE:** All done. Thank you.

17 **MR. WEBSTER:** And just for the record, the
18 leadership bot, fixed income's extremely
19 competent, just to clarify that.

20 **MR. CHAIR:** Nice recovery.

21 **MR. WEBSTER:** Peter, just to answer your
22 question a little bit, I had -- I met with
23 Steve Miran about a month ago, and he is
24 President Trump's nominee for the council of --
25 the chairman, Council of Economic Advisors.

1 He's written a paper. He used to be at Hudson
 2 Bay Capital. He had resigned as an adviser a
 3 week or two ago. And we're an investor in
 4 Hudson Bay. So myself and a few other LPs went
 5 up and had dinner with him. A fascinating
 6 dinner. He has a paper out called, I think
 7 it's entitled, Restructuring the Global Trading
 8 System, which you can find on the internet.
 9 It's dated -- it was published in November of
 10 2024. And I think it's an extremely important
 11 document in trying to understand what the
 12 geopolitical trading system's going to look
 13 like.

14 So I would point back to anybody who's of
 15 interest to read. It was a fascinating
 16 conversation.

17 **MR. COLLINS:** Thank you. Great.

18 **MR. WEBSTER:** All right. So performance,
 19 we lagged a little bit in the calendar year.
 20 Our hedge funds outperformed, our
 21 infrastructure outperformed. Our insurance,
 22 though, performing quite well on an absolute
 23 basis underperformed its benchmark. What we
 24 call opportunistic, also lagged. So in
 25 aggregate, we were down a little bit for the

1 calendar year.

2 We've been fairly strongly cash flow
 3 positive over the last year. We pulled in
 4 another 157 million to total \$1.2 billion
 5 kickback to the FRS. Because of all the
 6 restructurings, we've been very quiet on the
 7 commitments and the investments, but that's
 8 going to start to build. So when we -- when I
 9 submitted this, we had three funds in the
 10 pipeline. We now have five. And we're going
 11 to start seeing some activity pick up here over
 12 the next couple quarters.

13 Hedge funds currently account for about
 14 30 percent of strategic infrastructure, about a
 15 quarter insurance, about an eighth, and then
 16 what we call opportunistic is everything else.
 17 So on hedge funds, we currently have 10
 18 accounts. We're looking to roughly double
 19 that. We're mostly done on the restructuring
 20 of the names within it. We'll move around some
 21 of the assets within it.

22 Some of the funds that we've identified
 23 are in the commodities area in quantitative
 24 managed futures, in credit and in fixed income
 25 RV. We're also going to start taking a hard

1 look at global macro because of what we're
 2 seeing in monetary policy and trade policy. My
 3 opinion is that this is going to be the golden
 4 age of global macro funds. Now, whether or not
 5 we can find any that we are very comfortable
 6 with, we'll take a look. But we think it's
 7 going to be quite interesting. We do have --
 8 one of the funds we recently added to our
 9 pipeline is a commodity hedge fund.

10 And understand that when we're looking at
 11 these funds, it's not a directional bet. What
 12 we're looking for are funds that can drive
 13 value and add value, whether the market's going
 14 up or down.

15 Infrastructure. Currently, three of our
 16 five funds in our pipeline are infrastructure
 17 funds, including one new. We do expect to add
 18 somewhere between four to six over the next 12
 19 to 24 months in infrastructure.

20 Insurance, I know we started talking at
 21 the beginning of this meeting about insurance.
 22 The California wildfires are going to cost our
 23 book somewhere between 5 and 8 to 9 percent,
 24 depending on how this all shakes out. So it is
 25 having an effect on -- on the market. As Chris

1 said at the beginning, you have seen
 2 reinsurance rates coming down a little bit. So
 3 we'll see, first in the April and then the June
 4 renewal periods, to see if California is going
 5 to have an effect broadly on pricing. But we
 6 have seen it have an effect on some of our
 7 funds.

8 And in opportunistic, this hasn't changed
 9 a whole lot. We are -- currently one of the
 10 funds that we have in our -- in our pipelines,
 11 a mitigation banking fund, which is something
 12 quite new to us. It's something we've been
 13 looking at for seven or eight years now. And
 14 so we find that quite interesting.

15 Any questions?

16 **MR. CHAIR:** You said you're going to --
 17 you want to double the number of hedge funds in
 18 the book?

19 **MR. WEBSTER:** Yeah.

20 **MR. CHAIR:** Just decrease overall
 21 allocation of dollars?

22 **MR. WEBSTER:** Yes, that's correct.

23 **MR. CHAIR:** Okay.

24 **MR. COLLINS:** What's the latest figures on
 25 the loss in California?

1 **MR. WEBSTER:** Mid 30 billion.

2 **MR. COLLINS:** 30?

3 **MR. WEBSTER:** Yeah, 30, 35.

4 **MR. GOETZ:** That's not insured loss.

5 That's total loss.

6 **MR. WEBSTER:** Yeah.

7 **MR. GOETZ:** Not insured.

8 **MR. WEBSTER:** Yeah, that's correct. Well,
9 the insured loss is -- yeah, that's a good
10 point. We were somewhere in the 10 to 15, I
11 think, is what we last heard. Somewhere around
12 there.

13 **MR. CHAIR:** Thanks, Trent.

14 Any other questions?

15 John.

16 **MR. MOGG:** All right. Good afternoon.
17 We'll kick off with just a little commentary
18 here on the credit markets.

19 If we look at the top left here, this is
20 as of 12-31. This shows credit spreads and the
21 dispersion over the one-year, five-year, and
22 then also where credit spreads ended at the end
23 of the year. And so, you know, the key
24 takeaway here, if you look at where spreads
25 ended at the end of the year, even though they

1 have widened out slightly this year, they're
2 still at very tight levels compared to
3 five-year averages across investment grade,
4 bank loans, private credit and high yield.

5 And so if we look at the bottom left here,
6 what's really driving this, a big portion of
7 this is yield flow and the MNA activity in the
8 market. So we have seen MNA activity pick up
9 over the last year. However, it's still
10 relatively low compared to the peak that we saw
11 in 2021.

12 So you've got this lack of issuance, which
13 is leading to tighter spreads. You've also got
14 the insatiable demand by CLOs for levered loans
15 that also make spreads much tighter. And
16 you're seeing a lot of the companies that
17 private equity GPs are taking to market tend to
18 be your higher quality companies. And those
19 two demand tighter spreads.

20 The chart on the right there, there's been
21 a lot of talk in the market about the
22 convergence of BSLs and private credit. You
23 can see here in the first box, the big gray
24 bars there are BSLs refinanced by private
25 credit or direct lending. And you can see

1 there was a lot of activity in '23. That
 2 reversed as banks came back into the market in
 3 early '24. And then you can see the latter
 4 part of '24, it leveled out. And talking to
 5 some of private equity sponsors out there for
 6 companies, EBITDA, say a hundred million or
 7 greater, we're seeing the capital markets folks
 8 really dual-track any refinancings or new
 9 acquisitions in both the loan market as well as
 10 private credit.

11 Okay. Moving on to what we're doing on
 12 the asset class level. So start out with
 13 multi-asset credit. We've been really active
 14 over the past year. The first search that we
 15 did was really focused on multi-asset credit
 16 and bank loans. We wrapped up our diligence
 17 and on-site visits at the end of last year. We
 18 selected four managers for six different
 19 mandates. You can see that laid out here.
 20 Those were in legal, and we hope to wrap those
 21 up by the end of April.

22 And then in January of this year, we
 23 kicked off a search for high yield and emerging
 24 market debt. Went through a similar process.
 25 We've had preliminary calls with a short list.

1 We've narrowed that down. We're going to begin
 2 on-site visits here in the next month or so,
 3 and hope to have those closed by third quarter
 4 sometime.

5 Next up on the private credit side, Chris
 6 alluded to this in his initial comments. In
 7 the past few meetings, we've talked about
 8 repositioning the private credit portfolio. We
 9 looked at a number of different alternatives
 10 for that. We ended up doing a credit secondary
 11 sale at the end of last year. And, really,
 12 this was a lot of runoff investments and
 13 investments that had a high equity component to
 14 them. And so you can see in the bottom pie
 15 charts, after the secondary sale, the resulting
 16 allocation. And then on the right there, you
 17 can see, that's the target portfolio that we've
 18 laid out in past meetings of where we want to
 19 get.

20 And so a big part of that, currently
 21 senior lending is a target of around 50 percent
 22 within a range of 40 to 70 percent. The
 23 allocation post-secondary sales is about
 24 20 percent. So we've been spending a lot of
 25 time on direct lending, probably the better

1 part of the last year on European direct
2 lending. Met with, you know, managers across
3 the market, upper, mid, lower market, sponsor,
4 and non-sponsored. We've got a short list
5 there, and we'll probably add two names over
6 the next year.

7 And then on the US direct lending side,
8 really what we're doing there, we're going
9 back -- we have four or five separately managed
10 accounts across the market. We're reevaluating
11 those managers for a potential re-up and
12 scaling up our exposure there. And then once
13 we do that, we'll take a look to see if there's
14 any complimentary exposure that we can add
15 after the fact.

16 And then the last slide here is the legacy
17 private credit performance on an IRR basis.
18 Lamar mentioned this, the benchmark has changed
19 from when these investments were originally
20 made within strategic investments. The
21 benchmark going forward is LSTA plus a spread.
22 And so you can see over the longer term, legacy
23 portfolios outperformed that. But in the more
24 recent time period when levered loans performed
25 extremely well, it's lagged a little bit.

1 And that's all I had. Happy to answer any
2 questions.

3 **MR. CHAIR:** Any questions?

4 Good color scheme on the last bar chart,
5 by the way.

6 Dan.

7 **MR. BEARD:** Good afternoon. I should be
8 fairly brief.

9 The first slide is a snapshot as of
10 December 31st, 2024. Most of these -- the
11 first two assets, distributions, really no
12 changes from September 30th. Members increased
13 about 6,000 since September 30th. And then
14 retirees, about 4,000 since September 30th.

15 Plan choice, again, no difference from
16 what you saw as of September 30th. If you take
17 out special risk class members, who still
18 default to the pension plan, basically about
19 eight out of every 10 new hires are coming into
20 the DC plan.

21 365,000 total members through the month of
22 December. If you break that down, there's
23 about 244,000 that are active, meaning active
24 participating FRS members. That's about
25 36 percent of all FRS active members.

1 Performance. I won't go through this
2 slide. Lamar covered this when he spoke.

3 This is our assets under management.
4 Again, no change. Over half our assets are in
5 our retirement date funds. Then this is a
6 breakdown of how those assets are spread across
7 those 11 retirement date funds.

8 Then under the MyFRS Financial Guidance
9 program, a slight dip in financial calls as
10 well as workshops and attendance to workshops.
11 However, as you see there, there's been an
12 increase in website, people going to the
13 website, as well as a large increase in members
14 who are using chat to communicate with the
15 financial planner.

16 Happy to answer any questions.

17 **MR. CHAIR:** Okay. Any questions?

18 Okay, Dan. Thank you.

19 So we're going to go back real quick to
20 item six. I failed to call for a vote on the
21 voting guideline amendment for the use of
22 generative AI. Sorry, Mike. I meant to do it.
23 And we just kind of got sidetracked there for a
24 minute.

25 So I don't think I can pull -- can we pull

1 it back up or is it too many slides to go back?

2 There we go. 269. Just want to put it up
3 on the screen so we all know what we're looking
4 at here.

5 **MR. McCAULEY:** Right there.

6 **MR. CHAIR:** Okay. So, Mike, maybe just
7 take 30 seconds real quick just to refresh
8 memory and what we're doing here before we vote
9 on it. I think it's pretty self-explanatory,
10 pretty vanilla language, but want to make sure
11 everybody hears it.

12 **MR. McCAULEY:** Yeah. Essentially that
13 language that you're seeing on the slide would
14 be a new proxy guideline in the document. And
15 we included a memo that has a little more
16 background on some of the benchmarking, just
17 background on the topic in the meeting
18 materials, as well as the full set of voting
19 guidelines. But this would be added within
20 the -- as that top line says, proposed language
21 to be added to the existing language, current
22 document under the marketing, sales, and
23 business practices section on those pages.

24 **MR. CHAIR:** Okay. Does anybody have any
25 questions on it?

1 **MR. WENDT:** Gary Wendt has a question.

2 **MR. CHAIR:** Hey, Gary. Go ahead.

3 **MR. WENDT:** Why do you need something like
4 this?

5 **MR. McCAULEY:** I couldn't hear him.

6 **MR. COLLINS:** Why do you need something
7 like this?

8 **MR. McCAULEY:** Well, we've seen more
9 proposals on this topic, and we don't have any
10 current language. We have very little language
11 in the current document that deals with data
12 privacy, which is not really the same issue.
13 Some overlap, but it's very minimal. So we've
14 seen a doubling in the shareholder proposal
15 volume. We expect that it's going to continue.
16 It's something that it hasn't passed. We've
17 had a mixed record. We generally have voted
18 against it. We have voted in favor of it, a
19 couple companies, Apple most notably.

20 It's something that might hit a little
21 more of the technology names, but it really is
22 kind of widespread from an industry and sector
23 perspective. We're seeing it in media,
24 healthcare. It's likely to accelerate.

25 So we don't have a guideline. There's no

1 narrative on it. We're seeing it in the
2 marketplace several years in a row. So we just
3 think it warrants some --

4 **MR. WENDT:** Do you have a statement like
5 this for every single thing that can happen in
6 a shareholder vote?

7 **MR. McCAULEY:** No. And it's kind of
8 impossible to do that.

9 Yeah, we try to --

10 **MR. WENDT:** I'm wondering why you're
11 adding this.

12 **MR. CHAIR:** Yeah. I think he said, I
13 wonder why you're adding this?

14 **MR. McCAULEY:** Can I just pile in on that?

15 **MR. GOETZ:** I think the question is: Do
16 you think this particular issue puts
17 shareholders more in conflict with management
18 versus all the other things that Gary has
19 mentioned? Is that why we need it?

20 **MR. McCAULEY:** When you say "more in
21 conflict" --

22 **MR. GOETZ:** Meaning there's a higher
23 probability management does something crazy or
24 allows something crazy in AI as an issue versus
25 other things?

1 **MR. McCAULEY:** It's an emerging risk. You
 2 know, where that'll go, it's hard to say. Most
 3 of the voting items that we've had, in fact,
 4 all of them have been shareholder proposals.
 5 So they're advisory. It's really kind of a
 6 signaling mechanism on the part of investors to
 7 highlight at some companies. And we don't --
 8 you know, it doesn't mean we'll vote in favor
 9 of it. In fact, we voted against most of them.
 10 So it's not to really elevate the topic or the
 11 subject matter, we're just seeing it -- we're
 12 voting more on it and we don't have any
 13 language like that to cover that voting item.

14 **MR. CHAIR:** Yeah, look -- and I do think
 15 as a use case for AI across every industry,
 16 right, it's just coming up. It's so prevalent
 17 these days. And it's not -- I would say it's
 18 not just a typical governance issue. This has
 19 the ability, I think, to affect almost every
 20 decision that gets made in the world. And
 21 nobody really knows exactly where it's all
 22 going to land.

23 So I would think that this is kind of
 24 tiptoeing into the water on a statement. And
 25 probably as it gets more and more prevalent,

1 more and more use cases come up that are more
 2 complex, I think you'll see these statements
 3 get more narrowly tailored or more definitive
 4 as we go down the road.

5 So this is -- you know, I think this does
 6 no harm, right? I mean, does it solve every
 7 problem, it probably does not. But as a first
 8 step, I don't really see it as super
 9 controversial, but happy to be disagreed with.

10 **MR. WENDT:** Well, it adds to the
 11 bureaucracy, and we should do all we can to not
 12 add to the bureaucracy. But, I mean, and, yes,
 13 AI is a part of life now. It'll be there
 14 forever. But it's like, you know, should we
 15 put 16 more machine tools on the floor in the
 16 third floor? It's that kind of a thing. Why
 17 are you putting this stuff in to try to -- I
 18 don't know what you're guiding, frankly, but
 19 I'm going to vote against it. So let's just
 20 move on.

21 **MR. CHAIR:** Okay. Point taken. Thanks,
 22 Gary.

23 Any other comments or questions?

24 Okay. Seeing none. So we'll call for a
 25 vote on the adoption of the language as

1 proposed.

2 All those in favor, signify by saying aye.

3 (Members reply aye.)

4 **MR. CHAIR:** All opposed?

5 **MR. WENDT:** Nay.

6 **MR. CHAIR:** Okay. So we've recorded one
7 nay vote, the rest in favor.

8 Okay. Thank you.

9 Okay. We are going to skip forward now to
10 item eight.

11 And back to you, Katie.

12 **MS. COMSTOCK:** Great. Thank you. So I
13 really have a review of the major mandates that
14 we cover through the end of the year. And
15 Lamar covered most of this, so I'll just
16 reemphasize a few points and really just add
17 some charts and pictures to the numbers that
18 Lamar had covered earlier.

19 So just quickly, starting with the pension
20 plan at the end of the year, there was just
21 north of \$200 billion a decrease over the year,
22 but fiscal year-to-date, the plan is still up
23 3 billion.

24 The chart here at the bottom highlights a
25 few different asset allocations. The purple

1 bar at the top shows the long-term policy that
2 was approved at the last asset allocation
3 study. The light teal bar represents the
4 interim policy, so where the portfolio should
5 be during this transition time. And then the
6 current is kind of that royal blue color.

7 So two things to point out: One is just
8 that the portfolio continues to be managed in
9 line with policy as expected and in alignment
10 with the philosophy of choosing this strategic
11 target along the lines of its goals and
12 long-term objectives.

13 The second is the progress to this
14 long-term policy. So starting with north of
15 50 percent in public equities, that has come
16 down and is nearing closer to that long-term
17 target of 45 percent. Private equity is
18 nearing the new long-term target at 10 percent.
19 Real estate has a little bit more room to go,
20 but is currently just north of 9 percent,
21 looking to get to 12 percent long-term target.

22 Strategic is coming down methodically to
23 the long-term target of 4 percent. And then
24 active credit has made a lot of progress, at
25 the end of the year stood at 5 -- just north of

1 5 percent with that long-term target of 7. So
 2 a lot of progress has been made since that new
 3 policy was approved. I just wanted to
 4 highlight that.

5 In terms of performance -- and I think
 6 Lamar summarized it at the outset pretty well.
 7 We're starting to see, there's some near-term
 8 mixed results from a relative performance
 9 perspective over the short term. But long-term
 10 absolute returns remain very favorable. So a
 11 bumpy end to the 2024 year. Fiscal
 12 year-to-date is not shown here, but it is
 13 positive at 3.5 percent, which would be July
 14 1st through the end of 2024. And then long
 15 term, the total fund net of fees has earned
 16 north of 7.5 percent annualized over the 5- and
 17 10-year period, and even higher over the
 18 15-year period at 8.4 percent.

19 We did see some outperformance over the
 20 quarter. It's a short time period.
 21 Underperformance over the one- and three-year
 22 period continues to be hindered by the
 23 disconnect between private equity and public
 24 markets. But relative outperformance over the
 25 long-term period.

1 And on this next page shown here, we do
 2 highlight the attribution. We pick two time
 3 periods. On the left, the shorter period,
 4 one year. On the right is a five-year period
 5 representing a longer time period. And this is
 6 reflecting relative performance of the total
 7 fund. So that bottom orange bar shows how the
 8 total fund performed relative to the
 9 performance benchmark.

10 And then as you look at the bars above, it
 11 shows what helped and hurt that relative
 12 performance. So I just want to highlight,
 13 again, that private equity has been the primary
 14 detractor from relative returns over these
 15 near-term periods, but that does mass some of
 16 that outperformance that the other asset
 17 classes have achieved, how they've been
 18 successful outperforming their benchmarks.

19 Over the long-term period, as you see,
 20 private equity is actually the greatest
 21 contributor to relative performance. And
 22 that's what we would expect in the nature of
 23 private equity investing. But the other asset
 24 classes, again, have all -- mostly have all
 25 contributed to relative performance. So the

1 performance is strong on a relative basis over
 2 the long term, but we are seeing some of that
 3 near-term performance struggles as we see --
 4 and we talked about over the past few quarters.

5 Next, flipping ahead to peer performance.
 6 Now this data is preliminary. So I'm going to
 7 de-emphasize the tax chart on the right. You
 8 can see real estate is showing up at about 60
 9 basis points. When we get more data in at the
 10 last review, I think that was closer to
 11 10 percent. But the story on relative asset
 12 allocation compared to this peer group, which
 13 are the top largest pension plans in the US,
 14 where the SBA has historically landed, has been
 15 a little bit more exposure to public equity.
 16 Now, that has shifted with the new asset
 17 allocation where you're becoming more in line
 18 with peers and that may change relative
 19 performance.

20 But if we look at that relative
 21 performance -- and I'll jump here -- that shows
 22 the ranks. You can see that performance has
 23 been very favorable relative to this peer
 24 group. And asset allocation is the primary
 25 driver of that relative performance. Having

1 exposure to equities, both public and private,
 2 has been very beneficial. You can see that
 3 over the one-year period where the total fund
 4 is ranked in the top fifth percentile. Global
 5 equity was up close to 17 percent. Private
 6 equity was up 8 percent. And so you've ranked
 7 favorably to peers who may have had less public
 8 equity exposure.

9 Similarly, on the longer end, the 10-year
 10 timeframe, global equity was up north of
 11 9 percent. Private equity was up north of
 12 15 percent. So, again, your asset allocation
 13 has driven some of these strong results. But
 14 that's on the positive side.

15 I also want to point out the three-year
 16 period where we saw some mediocre results. And
 17 the portfolio is not just going to perform in
 18 these strong up markets. You have
 19 diversification, you have balance, and you
 20 performed above median. When we do see some
 21 weaker equity markets are not as bullish of
 22 capital market performance. And so you're
 23 striking that nice balance relative to peers.
 24 And, again, that's driven through the asset
 25 allocation decision.

1 Please interrupt if there are questions.
2 I'm going to keep moving forward.

3 This is just performance for the
4 investment plan. Again, here at the top, we're
5 looking at an aggregation of the returns of the
6 underlying investment options. And so we're
7 focused on that bottom row that shows the
8 relative performance. And this was touched on
9 here at the outset, some underperformance over
10 the nearer time periods. Largely this is
11 driven by the allocation to stable value, which
12 tends to lag money markets. And when we're not
13 in a rising interest rate environment. Over
14 the quarter, not shown here, stable value has
15 outperformed money market industry. So we are
16 starting to see stable value close that gap
17 that we've seen. And over the long term, we
18 expected to outperform.

19 The other thing that had impacted results
20 was some of the equity funds, underperformance
21 there. And then also some exposure to poor
22 real estate in the real assets portfolio. Over
23 longer term, in aggregate, the active options
24 have outperformed over that 10-year time
25 period.

1 And then just quickly looking at the
2 hurricane catastrophe funds. Again, the
3 mandate here is preservation of capital,
4 liquidity, and then competitive returns. And
5 so with higher yields we are starting to see
6 some return out of this bucket over the
7 one-year period, as Lamar had pointed out,
8 north of a 5 percent return, which is nice to
9 see. So if yields stay higher, this one will
10 be a beneficiary of that. And, again, this
11 fund stands close to about \$11 billion in
12 operating assets in that pool.

13 And then the last mandate that we cover is
14 Florida PRIME. This pool reached, I believe,
15 an all-time high at the end of the year, which
16 was just north of 32 billion. I believe at the
17 end of January that was 34.2 billion. So
18 really great growth in that. It is a season
19 where they're getting tax proceeds inflow. So
20 we are -- the growth is expected, but it's an
21 all-time high absolute level of assets, which
22 is nice to see.

23 Again, a similar mandate to the hurricane
24 catastrophe funds where we're focused on
25 liquidity, preservation of capital, and then

1 competitive returns. And that has been
 2 achieved here. You can see the returns have
 3 outperformed benchmark, which is a peer group
 4 of other PRIME institutionally managed money
 5 market funds. Federated manages this and
 6 they've outperformed over all time periods.

7 And with that, I'll see if there's any
 8 questions.

9 **MR. CHAIR:** Any questions?

10 Seeing none. Thanks, Katie.

11 **MS. COMSTOCK:** Thank you.

12 **MR. CHAIR:** Okay. As Chris indicated
 13 earlier, Vinny is not here today. So Peter
 14 Collins graciously agreed to step in and talk
 15 about our incentive compensation discussion.

16 Peter?

17 **MR. COLLINS:** Yeah. So the compensation
 18 subcommittee, we met by videoconference,
 19 myself, Vinny Olmstead, Gary Wendt, IAC Chair
 20 Ken Jones was there. Freddie was there in
 21 person as well as Chris Spencer and Lamar
 22 Taylor and several staff members. The SBA's
 23 consultant, Josh Wilson, from Mercer also
 24 joined the call.

25 The compensation subcommittee requested

1 from Mr. Spencer and Lamar to go back to Mercer
 2 and give us an update, where we were. It's
 3 been a few years since we looked at comp
 4 relative to peers and our compensation plan.
 5 We asked them to get with Mercer, look at that
 6 and then come back to us and report.

7 Josh presented the material at the
 8 subcommittee meeting and discussed the
 9 information and presented us with several
 10 options. And at the conclusion of the meeting,
 11 we voted to recommend the following actions to
 12 the full IAC for its further recommendation to
 13 the SBA and the trustees.

14 First of all, this is just an incentive
 15 comp side of it. And we looked at the
 16 thresholds. You know, what do you have to hit
 17 before you qualify for incentive comp? We
 18 adjusted these up and we also added an
 19 additional category. So before, there was
 20 threshold target and max, we added another
 21 target. And we raised the maximum to a hundred
 22 basis points outperformance.

23 Then we went in and amended the
 24 percentages of base comp that once you hit
 25 these thresholds, you would qualify for. And

1 then the -- we have tiered compensation at the
 2 SBA and there's four tiers. And in the first
 3 tier, the target would be 65 percent of base
 4 comp. Superior would be 97 percent of base
 5 comp. And maximum would be 130 percent of base
 6 comp. Like -- similar, tier two was 45, 67 and
 7 a half, and 90. Tier three was 25, 37 and a
 8 half, and 50. And tier four was 15, 22 and a
 9 half, and 30.

10 So we wanted to amend the plan so that in
 11 each SBA asset class to receive the portion of
 12 an incentive compensation payment awardable
 13 based on the performance of the asset class
 14 against its asset class benchmark above the
 15 threshold, regardless of the total fund
 16 reaching or exceeding the total fund threshold.

17 There was a lot of discussion around this
 18 topic, and I think the people across from us
 19 would agree that they could knock it out of the
 20 park, do really, really well and still not
 21 qualify for incentive compensation because
 22 maybe there was a couple areas that really drug
 23 down performance and it sort of disincentivizes
 24 them or doesn't incentivize them enough for
 25 excellent performance. And we agreed with that

1 recommendation from Mercer. And so we have
 2 added that now into the comp plan.

3 And then we amended the qualitative
 4 component of the SBA's incentive comp to allow
 5 for the five levels of performance.

6 So there was a lot of great discussion.
 7 We met for maybe an hour and a half. And I
 8 think there was a unanimous agreement on the
 9 subcommittee's part to do what I just laid out.
 10 Vinny usually presents this to the Board, but
 11 as they said, he couldn't be here today. But I
 12 fully support this, Mr. Chairman, and I would
 13 encourage the other members of the IAC to
 14 support it.

15 **MR. CHAIR:** Thank you, Peter.

16 Any questions? I've got a comment or two,
 17 but I'll open it up to anybody else first.

18 **MR. GOETZ:** I have a question.

19 **MR. CHAIR:** Please, John.

20 **MR. GOETZ:** The old plan --

21 **MR. CHAIR:** Any hard questions go to
 22 Peter.

23 **MR. GOETZ:** Yeah. Okay. I'll turn to
 24 Peter, yes.

25 So the old plan had a threshold of

1 5 percent, five bps.

2 **MR. CHAIR:** Right.

3 **MR. GOETZ:** We lowered that to one. Agree
4 100 percent.

5 **MR. COLLINS:** We've raised it to 10 from
6 five.

7 **MR. SPENCER:** That's the presentation. So
8 there was a separate memo that was sent around
9 that reflects the ultimate --

10 **MR. GOETZ:** Now I get the content. Great.

11 **MR. COLLINS:** Okay. That was easy. You
12 get the next one?

13 **MR. GOETZ:** No, no.

14 **MR. CHAIR:** That's not fair.

15 **MR. GOETZ:** So now that's 10 bps per
16 threshold, and then the target is 35 bps. And
17 all of a sudden, the extra comp goes to 65. In
18 between 10 and 35, is there any?

19 **MR. COLLINS:** Well, there's the 10.
20 There's what you get for the threshold. But
21 you have to get to the 35 bps to get to that.

22 **MR. GOETZ:** But that's what isn't clear
23 from the memo. What do you get for threshold?

24 **MR. SPENCER:** I can go ahead and answer
25 that.

1 **MR. CHAIR:** Go ahead.

2 **MR. SPENCER:** So the way it works is now,
3 should this be adopted, it would go from 10 bps
4 as we'll start, all the way up to a hundred
5 bps. There's an imputation of a certain
6 percentage that goes all the way up to that
7 maximum for each individual.

8 **MR. GOETZ:** Oh, it's linear.

9 **MR. SPENCER:** It's linear. Exactly.
10 Yeah, those are the milestones. But there's an
11 incremental stair step that goes all the way up
12 on a linear basis up to the maximum.

13 **MR. GOETZ:** So just to put it another way,
14 if you have 11 bps of outperformance, there
15 is --

16 **MR. SPENCER:** There's something. Yes.
17 Yeah, there's an amount, but it's not nearly as
18 high as when it gets to target. Then when it
19 gets --

20 **MR. GOETZ:** We're just not seeing --

21 **MR. SPENCER:** There's a whole spreadsheet.

22 **MR. CHAIR:** Another easy question.

23 **MR. COLLINS:** Yeah. We have a full dot
24 matrix on a dot printer.

25 **MR. CHAIR:** Any other questions? I know

1 we've got Peter and Gary and Jeff on the phone
2 as well.

3 **MR. WENDT:** Gary would like to make a
4 comment, same one he made that meeting. I'm
5 voting for this plan because we need a plan.

6 **MR. COLLINS:** Can you speak up a little,
7 Gary?

8 **MR. WENDT:** Yeah. I'll do my best. I'm
9 sitting at the table here.

10 I'll vote for this plan because we need a
11 plan, but the plan is far too complex and it
12 does not have enough opportunity for subjective
13 judgment. When you put all these numbers on a
14 page and people are working hard all the time
15 to make those numbers, and then the world does
16 something which can't affect them -- which can
17 affect their performance, then suddenly they're
18 left without the bonus because something
19 happened which was outside of their -- I
20 haven't said it very well, but you guys love
21 bureaucracy. It's a good one. I vote for it.

22 **MR. CHAIR:** Okay. Thanks, Gary.

23 Any -- Peter or Jeff, any comments? I'm
24 going to give everybody a chance here. Just,
25 it's an important topic. I know we've talked a

1 lot about it, so --

2 **MR. COLLINS:** The last thing I want to say
3 was, just go back to this idea of allowing the
4 asset class managers and the people in the
5 separate asset classes to get rewarded for
6 performance. I think that that's important.
7 And I think that that was a glaring, maybe not
8 omission, but left out for some reason from the
9 original comp plan.

10 **MR. CHAIR:** Yeah, I agree with that. I
11 mean, you could have a year, for instance,
12 where, you know, through -- again, to Gary's
13 point, exigent circumstances where private
14 equity kills it and private credit ends up
15 getting crushed and people get penalized across
16 the board. That's not fair either.

17 So I think -- you know, we did spend a lot
18 of time on this, Peter and I, and the team
19 spent these almost two hours on it that day.
20 Lots and lots of thoughtful questions went into
21 it. This was not just something that came --
22 and I want to be clear about that, too, is that
23 this was not driven by the people across from
24 the side of the room. One of the first things
25 that I said to Chris and Lamar, and I mentioned

1 it to Peter early on when I got here, I wanted
2 to make sure that we were compensating people
3 fairly and making sure that we're attracting
4 the right talent.

5 And to my question to you, Todd, earlier,
6 was how hard is it to get people these days?
7 You know, and this was kind of -- I was looking
8 forward to this comment I'm making right now,
9 which is, if you don't have the appropriate
10 packages, right, it's not just about where you
11 live, how many hours you work, work from home,
12 compensation does matter. And so my big issue
13 when I got here was I want to make sure we
14 compensate people the right way, because you
15 want the best talent that you can put in the
16 room. And I think this is a step in the right
17 direction. I'm not saying that this is -- it's
18 not the best, it's not the worst. It's
19 probably somewhere in the middle. But I think
20 this is a step in the right direction and we
21 could continue to refine this.

22 We didn't look at this -- I think until
23 now, it was 10 years ago.

24 **MR. COLLINS:** No, we've looked at it more
25 recently than that, but it was a -- but the

1 plan was put together almost 10 years ago, the
2 initial plan. There was no plan prior to
3 10 years ago.

4 **MR. CHAIR:** Yeah. And so I think, you
5 know, whether it's subjective or formulaic I
6 think you have to have a formula these days. I
7 mean, the subjectivity of a quarter of a
8 trillion dollar fund pension plan, it gets
9 tricky and you get lots of criticism. If
10 it's -- one person was saying, well, I really
11 like John today, but I don't like Todd
12 tomorrow, so therefore X, Y, or Z. I think
13 that gets tough to do. Puts a lot of undue
14 pressure on one person. So I like the idea of
15 having some guidance on how to administer comp.

16 So for that reason, I'm going to vote for
17 it. And I think it's a good step in the right
18 direction.

19 **MR. JONES:** Mr. Chair, this is Peter.
20 This is Peter Jones.

21 **MR. CHAIR:** Hey, Peter.

22 **MR. JONES:** I sat through the discussion
23 and I think we have a good outcome. I think
24 this is far better than where we were. So I am
25 supportive, just to go on the record here.

1 **MR. CHAIR:** Okay. Great.

2 **MR. COLLINS:** We usually, Mr. Chairman,
3 write a letter from the IAC to the trustees.
4 We're outlining it and recommending it. So I
5 would encourage staff to please put a letter
6 together for Ken to sign.

7 **MR. CHAIR:** Yep. Great. Happy to do it.
8 Okay. Any other comments or questions?
9 Okay. Seeing none, we have to vote on
10 this, correct?

11 **MR. SPENCER:** That's correct.

12 **MR. CHAIR:** A voting item.

13 So all those in favor of the proposal,
14 please signify by saying aye.

15 (Members reply aye.)

16 **MR. CHAIR:** All opposed?

17 (No response.)

18 **MR. CHAIR:** Okay. Please show it's
19 unanimously adopted.

20 Okay. That brings us to our last item,
21 and that is going to be the election of
22 officers. And I'm going to turn this over to
23 Chris now, I think, and we can take that next
24 step for election of officers.

25 **MR. SPENCER:** Mr. Chairman, so you've been

1 a phenomenal chairman but all good things have
2 to come to an end. And so we have to elect the
3 new chairman and a new vice chairman.

4 So with that any motions for nomination
5 for a chairman?

6 **MR. CHAIR:** I'd like to nominate Peter
7 Jones.

8 **MR. SPENCER:** Any second?

9 **MR. COLLINS:** I would second that.

10 **MR. SPENCER:** All right. Seeing no
11 objections, we'll go ahead and show Peter Jones
12 elected chair.

13 And now, Mr. Jones, Chairman Jones, do you
14 want to take over right now virtually or do you
15 want us to continue to handle for the election
16 for vice chair?

17 **MR. JONES:** Probably simpler if you just
18 go ahead and handle that since you're with
19 everybody.

20 **MR. SPENCER:** Okay. Perfect. I will turn
21 it now over to a nomination for vice chair.

22 **MR. CHAIR:** Okay. Yes. I'd like to
23 nominate Freddie Figgers as vice chair.

24 **MR. COLLINS:** I would second that.

25 **MR. CHAIR:** Okay.

1 **MR. SPENCER:** All right. Seeing no
2 objection, we will show that Freddie Figgers
3 has been elected as vice chair.

4 **MR. CHAIR:** Okay. Freddie,
5 congratulations.

6 **MR. FIGGERS:** Thank you.

7 **MR. CHAIR:** You're welcome. Look forward
8 to having you as vice chair.

9 Okay. Any other comments or questions
10 before we close down?

11 **MR. JONES:** Thank you, former Chair, for
12 all the good work. Appreciate it.

13 **MR. CHAIR:** Thank you. It's good. Maybe
14 slightly less confusing. You've got Peter
15 Collins, Peter Jones, and Ken Jones. Great.
16 Awesome.

17 Okay. Well, thank you, guys. I
18 appreciate all the time and the effort for
19 today. The meeting is adjourned.

20 (Meeting adjourned at 2:13 p.m.)

21 * * *

1 CERTIFICATE OF REPORTER

2
3
4 **STATE OF FLORIDA**

5 **COUNTY OF LEON**

6 I, Tracy Brown, certify that I was
7 authorized to and did stenographically report
8 the foregoing proceedings, and that the
9 transcript is a true and complete record of my
10 stenographic notes.

11
12 Dated this 1st day of April, 2025.

13
14
15 

16 TRACY BROWN
17 Tallahassee, FL
18 Tbrown567@comcast.net
19
20
21
22
23
24
25

INVESTMENT ADVISORY COUNCIL

IAC Prepared Comments

Lamar Taylor, Chief Investment Officer

SBA Major Mandate Performance
Official Performance Through: March 31, 2025

Managed Return

Mandate	1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
FRS Investment Plan	-2.92%	-0.69%	5.73%	4.89%	10.98%	6.94%
Florida PRIME	0.39%	1.13%	5.24%	4.61%	2.85%	2.11%
Cat Fund	0.36%	0.37%	4.34%	3.45%	1.79%	1.79%
FRS Pension Plan	-1.75%	0.19%	5.43%	4.25%	10.41%	7.48%
Asset Allocation	-2.21%	-0.12%	5.58%	4.70%	10.54%	6.92%
Global Equity xTrans	-3.96%	-1.57%	6.51%	6.65%	15.17%	8.92%
Fixed Income xTrans	0.04%	2.80%	5.20%	1.74%	0.82%	1.81%
Real Estate	0.27%	1.24%	-1.90%	-1.89%	3.92%	5.82%
Private Equity	0.81%	1.24%	7.89%	2.22%	15.48%	15.17%
Strategic Investments	-0.02%	0.49%	6.81%	6.59%	7.83%	6.80%
Active Credit xTrans	1.08%	2.23%	9.48%	0.00%	0.00%	0.00%
Cash & Central Custody + Enhanced Cash	0.41%	1.26%	5.35%	4.01%	2.24%	1.73%

SBA Major Mandate Performance
Official Performance Through: March 31, 2025

Active Return

Mandate	1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
FRS Investment Plan	0.01%	0.26%	-0.29%	-0.10%	0.06%	0.11%
Florida PRIME	0.04%	0.06%	0.32%	0.38%	0.28%	0.25%
Cat Fund	0.08%	0.08%	0.54%	0.29%	0.18%	0.12%
FRS Pension Plan	0.45%	0.28%	-0.12%	-0.49%	-0.14%	0.56%
Asset Allocation	0.00%	-0.03%	0.03%	-0.03%	-0.01%	0.00%
Global Equity xTrans	-0.03%	0.08%	0.28%	0.37%	0.15%	0.36%
Fixed Income xTrans	0.00%	0.02%	0.32%	0.36%	0.61%	0.30%
Real Estate	-0.07%	0.22%	0.11%	1.31%	1.36%	0.93%
Private Equity	4.42%	2.13%	-0.84%	-6.71%	-2.34%	3.69%
Strategic Investments	0.31%	0.23%	-0.20%	-0.63%	-1.69%	0.42%
Active Credit xTrans	1.29%	1.16%	1.16%	0.00%	0.00%	0.00%
Cash & Central Custody + Enhanced Cash	0.06%	0.22%	0.32%	-0.32%	-0.36%	-0.16%

FRS Pension Plan: Performance Attribution Report for IAC

March 31, 2025

Name	Market Value (In Millions)	3 Months	1 Year	3 Year
Total Fund	\$ 200,375	0.19%	5.43%	4.25%
Policy Benchmark		-0.09%	5.55%	4.73%
+ / - Benchmark		0.28%	-0.12%	-0.49%
Global Equity	\$ 92,914	-1.57%	6.51%	6.65%
Policy Benchmark		-1.66%	6.23%	6.28%
+ / - Benchmark		0.08%	0.28%	0.37%
Attribution to Total Fund + / - Benchmark		0.04%	0.13%	0.17%
Fixed Income	\$ 40,753	2.80%	5.20%	1.74%
Policy Benchmark		2.78%	4.88%	1.39%
+ / - Benchmark		0.02%	0.32%	0.36%
Attribution to Total Fund + / - Benchmark		0.00%	0.06%	0.06%
Real Estate	\$ 19,360	1.24%	-1.90%	-1.89%
Policy Benchmark		1.02%	-2.02%	-3.20%
+ / - Benchmark		0.22%	0.11%	1.31%
Attribution to Total Fund + / - Benchmark		0.02%	0.01%	0.14%
Private Equity	\$ 18,789	1.24%	7.89%	2.22%
Policy Benchmark		-0.89%	8.73%	8.93%
+ / - Benchmark		2.13%	-0.84%	-6.71%
Attribution to Total Fund + / - Benchmark		0.20%	-0.10%	-0.69%
+ / - Secondary Benchmark		0.41%	1.96%	1.12%
Strategic Investments	\$ 12,479	0.49%	6.81%	6.59%
Policy Benchmark		0.26%	7.02%	7.22%
+ / - Benchmark		0.23%	-0.20%	-0.63%
Attribution to Total Fund + / - Benchmark		0.01%	-0.01%	-0.07%
Active Credit	\$ 8,495	2.23%	9.48%	0.00%
Policy Benchmark		1.07%	8.32%	0.00%
+ / - Benchmark		1.16%	1.16%	0.00%
Attribution to Total Fund + / - Benchmark		0.02%	0.09%	0.00%
Cash CC + Enhanced Cash	\$ 1,664	1.26%	5.35%	4.01%
Policy Benchmark		1.04%	5.03%	4.33%
+ / - Benchmark		0.22%	0.32%	-0.32%
Attribution to Total Fund + / - Benchmark		0.00%	0.00%	0.00%
Other**	\$ 5,920			
Other Attribution to Total Fund + / - Benchmark		0.01%	-0.34%	-0.06%
AA Attribution to Total Fund + / - Benchmark		-0.03%	0.03%	-0.03%

* Totals might not add due to methodology and rounding

** Captures transition accounts, liquidity portfolios, and unexplained differences due to methodology.

Major Mandate Performance

3/31/2025		1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
Cat Fund	Managed Return	0.36%	0.37%	4.34%	3.45%	1.79%	1.79%
	Benchmark Return ¹	0.28%	0.29%	3.79%	3.17%	1.61%	1.67%
	+Over/-Under Benchmark	0.08%	0.08%	0.54%	0.29%	0.18%	0.12%

¹ Aggregate Benchmark: FHCF Operating Claims Paying Fund is benchmarked to BBG 1 Month Treasury effective 7/1/24.
FHCF Operating Liquidity Fund is benchmarked to itself effective 11/1/22.

3/31/2025		1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
Florida PRIME	Managed Return	0.39%	1.13%	5.24%	4.61%	2.85%	2.11%
	Benchmark Return	0.35%	1.07%	4.92%	4.22%	2.57%	1.86%
	+Over/-Under Benchmark	0.04%	0.06%	0.32%	0.38%	0.28%	0.25%

3/31/2025		1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
FRS Investment Plan	Managed Return	-2.92%	-0.69%	5.73%	4.89%	10.98%	6.94%
	Benchmark Return	-2.93%	-0.95%	6.01%	4.98%	10.92%	6.84%
	+Over/-Under Benchmark	0.01%	0.26%	-0.29%	-0.10%	0.06%	0.11%

3/31/2025		1 Mo	3 Mo	1-Yr	3-Yr	5-Yr	10-Yr
FRS Pension Plan	Managed Return	-1.75%	0.19%	5.43%	4.25%	10.41%	7.48%
	Benchmark Return	-2.21%	-0.09%	5.55%	4.73%	10.55%	6.92%
	+Over/-Under Benchmark	0.45%	0.28%	-0.12%	-0.49%	-0.14%	0.56%
Asset Allocation	Managed Return	-2.21%	-0.12%	5.58%	4.70%	10.54%	6.92%
	Benchmark Return	-2.21%	-0.09%	5.55%	4.73%	10.55%	6.92%
	+Over/-Under Benchmark	0.00%	-0.03%	0.03%	-0.03%	-0.01%	0.00%
Global Equity xTrans	Managed Return	-3.96%	-1.57%	6.51%	6.65%	15.17%	8.92%
	Benchmark Return	-3.94%	-1.66%	6.23%	6.28%	15.02%	8.56%
	+Over/-Under Benchmark	-0.03%	0.08%	0.28%	0.37%	0.15%	0.36%
Fixed Income xTrans	Managed Return	0.04%	2.80%	5.20%	1.74%	0.82%	1.81%
	Benchmark Return	0.04%	2.78%	4.88%	1.39%	0.20%	1.51%
	+Over/-Under Benchmark	0.00%	0.02%	0.32%	0.36%	0.61%	0.30%
Real Estate	Managed Return	0.27%	1.24%	-1.90%	-1.89%	3.92%	5.82%
	Benchmark Return	0.34%	1.02%	-2.02%	-3.20%	2.56%	4.89%
	+Over/-Under Benchmark	-0.07%	0.22%	0.11%	1.31%	1.36%	0.93%
Private Equity	Managed Return	0.81%	1.24%	7.89%	2.22%	15.48%	15.17%
	Benchmark Return	-3.61%	-0.89%	8.73%	8.93%	17.82%	11.48%
	+Over/-Under Benchmark	4.42%	2.13%	-0.84%	-6.71%	-2.34%	3.69%
Secondary Bchmark	+Over/-Under Benchmark			1.96%	1.12%	3.08%	2.86%
Strategic Investments	Managed Return	-0.02%	0.49%	6.81%	6.59%	7.83%	6.80%
	Benchmark Return	-0.33%	0.26%	7.02%	7.22%	9.52%	6.38%
	+Over/-Under Benchmark	0.31%	0.23%	-0.20%	-0.63%	-1.69%	0.42%
Active Credit xTrans	Managed Return	1.08%	2.23%	9.48%			
	Benchmark Return	-0.21%	1.07%	8.32%			
	+Over/-Under Benchmark	1.29%	1.16%	1.16%			
Cash & Central Custody + Enhanced Cash	Managed Return	0.41%	1.26%	5.35%	4.01%	2.24%	1.73%
	Benchmark Return	0.34%	1.04%	5.03%	4.33%	2.61%	1.89%
	+Over/-Under Benchmark	0.06%	0.22%	0.32%	-0.32%	-0.36%	-0.16%

* Cambridge Peer Based Secondary Bchmark Lagged by 1 Quarter

This Page Intentionally Left Blank



**STATE BOARD OF ADMINISTRATION
OF FLORIDA**

**1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406**


**POST OFFICE BOX 13300
32317-3300**

**RON DESANTIS
GOVERNOR
CHAIR**

CHIEF FINANCIAL OFFICER

**JAMES UTHMEIER
ATTORNEY GENERAL**

**CHRIS SPENCER
EXECUTIVE DIRECTOR**

Date: February 24, 2025
To: Board of Trustees
From: Mark Thompson, Audit Committee Chair 
Subject: Quarterly Audit Committee Report

The State Board of Administration's Audit Committee met on May 19, 2025. Please see the attached agenda for the items discussed. Also please see the attached Office of Internal Audit & Inspector General Quarterly Report presented to the Audit Committee at the meeting.

STATE BOARD OF ADMINISTRATION
Audit Committee Open Meeting
Agenda
May 19, 2025
9:30 A.M. – Conclusion of Business

1. Call to Order
2. Approve minutes of open meeting held on February 24, 2025
3. SBA Update: Investment performance, risks, opportunities and challenges
 - Executive Director status report/update
 - Chief Investment Officer status report/update
4. Chief Risk & Compliance Officer Quarterly Report
 - Investment Compliance Presentation
 - Trading Oversight
 - Counterparty Monitoring
 - Personal Investment Trading
5. Office of Internal Audit & Inspector General Quarterly Report
6. Proposed Annual Audit Plan FY 2025-26
7. Proposed Internal Audit Budget FY 2025-26
8. Other items of interest
9. Closing remarks of the Audit Committee Chair and Members
10. Adjournment



Office of Internal Audit & Inspector General (OIA&IG) Quarterly Report to the Audit Committee

May 19, 2025

Table of Contents

Status of the FY 2024-2025 Annual Audit Plan	• Internal Projects	4
	• External Projects	5
Status of Management Action Plans/ Recommendations	• Status of Management Action Plans – Assurance Projects	7
	• Status of Recommendations – Advisory Projects	8
Inspector General Report	• Inspector General Update	10
Other Items	• Other Items for Discussion	12
Appendices	Open Assurance Recommendations and Action Plans	Appendix A
	Periodic Follow-Up Audit April 2025 Report	Appendix B

Status of the FY 2024–2025 Annual Audit Plan



Status of the FY 2024–25 Annual Audit Plan – Internal Projects

Name	Timeline - Start	Timeline - End	Status	Stage
Assurance Projects				
Follow-up Audit - October 2024	2024-09-04	2024-10-31	Completed	
Travel Planning Flash Audit	2024-11-19	2024-12-12	Completed	
Surplus Property & Media Disposal	2024-09-04	2025-01-24	Completed	
Fixed Income Asset Credit Monitoring	2024-07-02	2025-01-31	Completed	
Follow-up Audit - February 2025	2025-01-01	2025-02-10	Completed	
Proxy Voting	2024-10-01	2025-02-21	Completed	
Follow-up Audit - April 2025	2025-03-04	2025-04-30	Completed	
Disaster Recovery	2025-02-05	2025-07-26	In Progress	Fieldwork
Fixed Income Internal Trading and Fair Dealing	2025-02-17	2025-08-29	In Progress	Planning
Asset Transition Management	2025-08-01	2025-11-28	Not Started	
Change Management/SDLC	2025-08-01	2025-11-28	Not Started	
Advisory Projects				
Critical Programming/Shadow IT	2024-08-01	2024-09-30	Completed	
Risk Assessments/QAR				
Annual Risk Assessment	2025-02-03	2025-04-18	Completed	
Annual Audit Plan	2025-04-21	2025-04-30	Completed	
Continuous Risk Assessment	2024-07-01	2025-06-28	In Progress	Ongoing
Annual Quality Assessment Review - Self-Assessment	2025-05-01	2025-07-31	Not Started	
Special Projects				
Middle Office Data Modernization - Special Project			In Progress	Ongoing
Complimentary User Entity Control Validation			In Progress	Ongoing
Continuous Monitoring Dashboards	2024-07-01	2025-06-28	In Progress	Ongoing

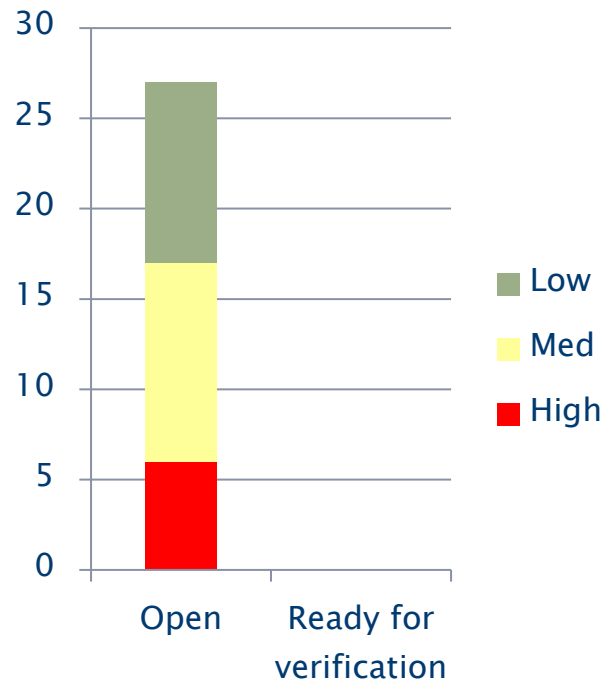
Status of the FY 2024–25 Annual Audit Plan – External Projects

Name	Timeline - Start	Timeline - End	Status	Stage
Oversight of External Auditors				
Peraton Network Security Assessment	2024-07-01	2024-11-01	Completed	
Crowe Florida Retirement System (FRS) Trust Fund Financial Statement Audit	2024-08-01	2024-11-08	Completed	
Crowe FRS Investment Plan Trust Fund Financial Statement Audit	2024-08-01	2024-11-08	Completed	
Crowe Florida Hurricane Catastrophe Fund (FHCF) Financial Statement Audit	2024-07-25	2024-11-01	Completed	
Auditor General (AG) Florida PRIME Financial Statement Audit	2024-07-01	2024-12-13	Completed	
AG financial statement audit of the SBA as part of the statewide CAFR	2024-07-01	2025-02-28	Completed	
OPPAGA's Review of Florida Growth Fund Initiative	2024-08-01	2025-02-03	Completed	
OPPAGA's Biennial Review	2024-10-01	2025-03-04	Completed	

Status of Management Action Plans/Recommendations



Status of Management Action Plans–Assurance Projects



Report Title	Report Date	Risk Rating for Open Recs			Status		
		High	Med	Low	Open	Ready for verification	Verified during Qtr
Private Equity Operational Audit 2021	9/9/2021		1	1	2		
Derivatives Collateral and Cash Management Operational Audit	3/31/2022			1	1		
Performance Reports for Alternative Investments Operational Audit	9/19/2022	2	1		3		
Cybersecurity Incident Response Plan Operational Audit	5/10/2023			1	1		1
Real Estate Externally Managed Portfolios Search and Selection Audit	5/31/2023						1
AG IT Operational Audit 2023 – Confidential	11/1/2023		4		4		
Real Estate Credit Facility Operational Audit	4/30/2024	1	1		2		1
Futures Rolling Flash Audit	4/30/2024			1	1		
Incentive Compensation Operational Audit	5/3/2024	3		2	5		1
Payroll and Human Resources Operational Audit	7/17/2024		2		2		
Fixed Income Asset Credit Monitoring Operational Audit	1/31/2025			4	4		
Proxy Voting Operational Audit	2/19/2025		2		2		
		6	11	10	27		
		22%	41%	37%	100%		

For details, see Appendix A.

Changes highlighted in yellow

Management Action Plans relate to findings from audits performed by internal **or external** auditors. The OIA&IG monitors and performs follow-up procedures on the management action plans in accordance with 641 IIA Standard 2500. A1. In certain cases, follow-up procedures are performed by external auditors.

Status of Recommendations – Advisory Projects

Report Title	Report Date
Identity and Access Management Advisory ¹	9/27/2022
Network Security Assessment 2022 (Peraton) ²	11/14/2022
Governance, Risk Management, and Compliance Assessment (Funston) ¹	6/26/2023
Network Security Assessment 2023 (Peraton) ²	11/9/2023
CIS/CSC Advisory ¹	7/25/2024
Critical Programming/Shadow IT Advisory ¹	10/30/2024
Network Security Assessment 2024 (Peraton) ²	11/18/2024

Status			
Open	Closed per Mgmt	<u>Closed by Peraton</u> ²	<u>Closed per OIA&IG Risk Assessment</u> ¹
2			
	2		
12			3
2	5		
7	3		
2			
5	1		
30	11		

Changes highlighted in yellow

Advisory Recommendations made by OIA&IG or external consultants resulting from an assessment of a program or activity such as governance, risk management, compliance, ethics, etc. The OIA&IG monitors the disposition of these recommendations in accordance with the IIA Standard 2500.C1.

¹At the advice of the Audit Committee, the OIA&IG closes Advisory Recommendations that management represented as “complete” once the OIA&IG has considered those in the risk assessment, which is reviewed quarterly by the OIA&IG.

²Recommendations will be reviewed for remediation and closure as part of the subsequent Network Security Assessment.

Inspector General Report >>

Complaint Log FY 2024–25 To–Date

➤ Statistics:

# Received via hotline	# Received via other means	# Considered whistleblower complaints	# Closed with violations	# Closed with no violations
0	5	0	0	3

➤ Limited details:

Date of Complaint	How Complaint Received	Relevant to the SBA?	Whistleblower Complaint?	Investigation conducted?	Status of Complaint
7/19/2024	CAE&IG	Yes – HR related	No	No	Closed – No Violations
3/7/2025	CFO	Yes – HR related	No	Yes–CAE&IG	Closed – No Violations, coaching needed
4/11/2025	Anonymous letter to ED	Yes – IT/IS related	No	Yes–CAE&IG	Closed – No violations
4/17/2025	CAE&IG	Yes – IT/IS related	No	Yes–CAE&IG	Open
4/18/2025	CAE&IG	Yes – HR related	No	Yes–CAE&IG	Open

Confirmed with the General Counsel & Chief Ethics Officer and the Senior Operating Officer – Human Resources that no other complaints were received in their respective areas of responsibilities.

Other OIA&IG Activities >>

Other Items for Discussion

- Audit Committee 2025 Meeting Dates
 - August 18 (Erin stand in for Mark)
 - November 24

- 2025 IAC Dates *(Available in-person or via The Florida Channel–11am to 3pm)*
 - Tuesday, June 3 *(Reminder the Chair to attend the June meeting each year)*
 - Tuesday, September 9
 - Tuesday, December 16

- Loveleen's upcoming retirement

Questions/Comments



This Page Intentionally Left Blank



STATE BOARD OF ADMINISTRATION OF FLORIDA

1801 Hermitage Boulevard
Tallahassee, Florida 32308
(850) 488-4406

Post Office Box 13300
32317-3300

RON DESANTIS
GOVERNOR
CHAIR

CHIEF FINANCIAL OFFICER

JAMES UTHMEIER
ATTORNEY GENERAL

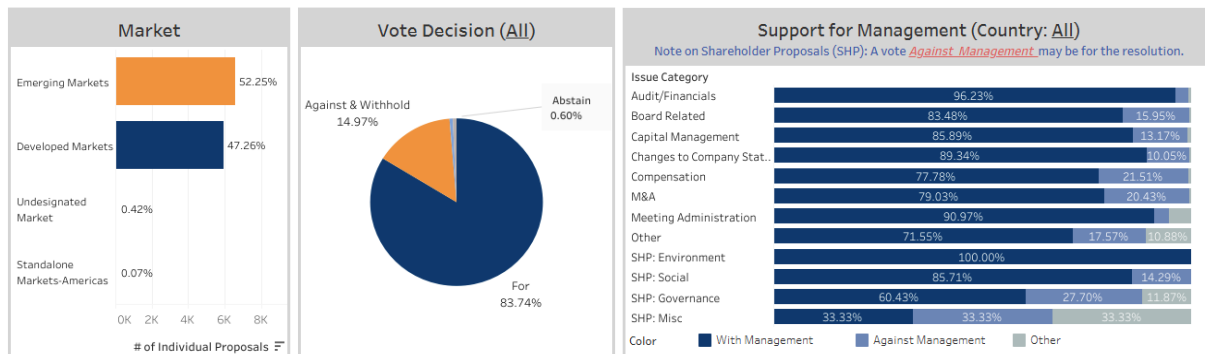
CHRIS SPENCER
EXECUTIVE DIRECTOR

MEMORANDUM

TO: Chris Spencer
FROM: Michael McCauley
DATE: May 13, 2025
SUBJECT: Quarterly Standing Report - Investment Programs & Governance (IP&G)

GLOBAL PROXY VOTING & OPERATIONS

During the first quarter of 2025, SBA staff cast votes at 1,714 meetings worldwide, voting on ballot items including director elections, audit firm ratification, executive compensation plans, mergers & acquisitions, and a variety of other management and shareowner proposals. These votes involved 12,555 distinct voting items—voting 83.7% “For” and 15% “Against/Withheld,” with the remaining 1.3% involving abstentions. Of all votes cast, 14.4% were “Against” the management-recommended vote. SBA proxy voting occurred in 46 countries, with the top five by meeting volume comprised of South Korea (438), India (273), China (268), United States (177), and Japan (169). The following charts detail the market segment and summary breakdown of all proxy votes made between January 1, 2025, and March 31, 2025:



FY2025 PROXY VOTING AUDIT

The SBA Proxy Voting Audit Report #2025-05 evaluates the proxy voting processes for the fiscal year ending September 30, 2024. The audit was conducted by the SBA’s Office of Internal Audit & Inspector General (OIA&IG) in partnership with Weaver and Tidwell, L.L.P., focusing on governance, risk, internal controls, and compliance with policies and regulations. The SBA’s proxy voting governance and control processes were found to be effective, with reasonable assurance that votes cast complied with internal guidelines and fiduciary standards.

The following elements were in the scope of review: 1) Internal policies and compliance with SEC, DOL, and Florida statutes; 2) Board oversight and handling of voting deviations; 3) Monitoring third-party service providers like Glass Lewis & Co. and Institutional Shareholder Services; 4) Impact of securities lending on voting rights;

5) Operational accuracy in vote execution and reconciliation; 6) Disclosure practices and recordkeeping; and 7) System access controls. The external auditors evaluated fifteen key controls, with none rated as “not effective.” Two “moderate risk” areas were identified with opportunities for improvement, including: 1) Investor Engagement and Securities Lending and Risk; and 2) Systematic Voting Controls in Glass Lewis’ ViewPoint [their online voting system]. For the Securities Lending and Risk area, recommendations were made to establish clear procedures for assessing when to restrict share lending during engagement as well as to perform cost-benefit analyses and enhance related documentation around workflow. For the Systematic Voting Controls item, recommendations were made to conduct periodic reviews of the ViewPoint system voting logic (i.e., SBA policy rules) and analyze any gaps in voting data.

Areas like policy review, third-party oversight, and vote reconciliation were considered well-managed but warranted periodic enhancements. In addition to a presentation by Weaver staff to the SBA Proxy Committee, the audit was also reviewed by the SBA’s Audit Committee on February 24, 2025. During the remainder of the fiscal year, IP&G staff will work to review and implement the action plans for the two observations contained within the audit. Once those reviews have been completed, another update to the Proxy Committee will be made during the third quarter meeting on September 23, 2025.

CORPORATE GOVERNANCE & PROXY VOTING OVERSIGHT GROUP

The most recent meeting of the Corporate Governance & Proxy Voting Oversight Group (Proxy Committee) occurred on April 3, 2025, and the next meeting will be held on June 19, 2025. The Proxy Committee continues to review ongoing governance issues including the volume and trends for recent SBA proxy votes, company-specific voting scenarios, corporate governance policies, governance-related investment factors, major regulatory developments and individual company research related to the Protecting Florida’s Investments Act (PFIA), and other statutory investment restrictions related to China, Israel and Venezuela. At the most recent meeting, the Committee reviewed the results of the 2024 Proxy Voting Audit, summarized further below.

LEADERSHIP & SPEAKING EVENTS

Staff periodically participates in investor and corporate governance conferences and other meetings. Typically, these events include significant involvement by the largest asset owners and managers, corporate directors, senior members of management, and other key investor or regulatory stakeholders. The following items detail involvement at events that occurred most recently:

- In early April, staff participated in the Spring Meeting of The Independent Steering Committee of Broadridge and the SEC, covering several governance and proxy vote tabulation issues. Members received a focused presentation on the governance of crypto currencies and related investor voting.
- In early June, staff will participate in the Governance Week forum, covering many governance topics including director recruiting, ownership vs. divestment, governance data usage, and approaches to assessing board performance.
- In late June, staff is scheduled to participate in the Harvard Law School Corporate Governance Roundtable, with its agenda still under development.

HIGHLIGHTED PROXY VOTE(S)

Apple, Inc.—for its annual meeting on February 25, 2025, SBA staff voted Against 4 of 14 distinct ballot items covering both management and shareowner proposals on the company’s proxy. Staff voted Against its advisory vote on executive compensation, or “Say-on-Pay” (SOP) item due to poor alignment with performance. All director nominees were re-elected, and the SOP ballot item passed. As is typical with such ballot items, the management-supported proposal to ratify the firm’s external auditor also passed. There were four shareowner proposals (SHPs) all of which the board had recommended investors vote Against, and none of which passed.

The single SHP supported by SBA staff advocated for the elimination of diversity, equity, and inclusion (DEI) initiatives. The SHP was submitted by the National Center for Public Policy Research (NCPPr). The group specifically referenced Apple's inclusion and diversity program and its supplier diversity program. This SHP was overwhelmingly rejected by shareowners, receiving less than 3% support. The SBA's voting disclosure noted that further analysis and consideration of company policies could benefit investors. Answering a question from a shareowner about Apple's diversity and inclusion efforts during the annual meeting, Tim Cook said, "We've never had quotas or targets for Apple. Our strength has always come from hiring the very best people and then providing a culture of collaboration, one where people with diverse backgrounds and perspectives come together to innovate and create something magical for our users time and time again."

The proposal submitted at Apple was the first time the NCPPr called for a company to completely shut down its DEI efforts. The company also stated in a general release that, "Apple is an equal opportunity employer and does not discriminate in recruiting, hiring, training, or promoting on any basis protected by law." Similar proposals on the DEI topic were submitted at other companies over the last few months, including Costco and Boeing, and have received exceptionally low levels of support, averaging around 2%.

Other SHPs voted on during the annual meeting included: 1) a request for Apple to prepare a transparency report detailing the company's use of Artificial Intelligence (AI) in its business operations and to disclose any ethical guidelines adopted concerning its use of AI technology; 2) a proposal seeking enhanced measures to protect children using Apple's products and services; and 3) a proposal requesting greater transparency in Apple's charitable contributions.

The Goldman Sachs Group, Inc.—for its annual meeting on April 23, 2025, SBA staff voted against 4 of 20 distinct ballot items covering both management and shareowner proposals on the company's proxy. Staff voted Against both its Say-on-Pay item and proposed amendment to a stock incentive plan due to poor alignment with performance and excessive plan cost, respectively. Although all director nominees were re-elected and the compensation plan amendment passed, the advisory vote on executive compensation (Say on Pay) received only 66% of voted shares, marking a significant decline from 86% the company received in 2024.

The sharp decline in investor support followed criticism from both of the top proxy advisory firms: Institutional Shareholder Services (ISS) and Glass Lewis. Each firm criticized the company's \$80 million retention bonuses in the form of restricted stock units (RSUs) awarded to CEO David Solomon and President John Waldron. These stock-based grants, intended to retain leadership amid competitive pressures—notably from private-equity asset management firms, lacked any performance-based criteria. The grants factored into succession planning as well. Mr. Waldron has been reported to be the heir apparent to CEO David Solomon and was recently given a seat on the company's board of directors.

As is typical with such ballot items, the management-supported proposal to ratify the firm's external auditor passed. There were three shareowner proposals (SHPs) all of which the board had recommended investors vote Against, and none of which passed. The single SHP supported by SBA staff advocated for the elimination of diversity, equity, and inclusion (DEI) goals from its executive compensation program. The voting disclosure noted a preference for using only pecuniary factors within executive compensation plans. Other SHPs included a request for an independent audit assessing the legal and reputational risks of the firm's race-based initiatives, and a separate proposal calling for annual disclosure of the ratio of financing provided to renewable versus non-renewable energy projects.

The use of DEI (Diversity, Equity, and Inclusion) and ESG (Environmental, Social, and Governance) metrics in executive compensation plans are present at many companies, particularly those domiciled in North America and Europe. These firms have begun integrating ESG and DEI-related metrics into annual and long-term incentive plans (AIPs and LTIPs). These metrics typically cover a variety of performance objectives, including but not limited to the following: 1) environmental: emissions reduction, energy efficiency, or climate targets; 2) social: employee engagement, DEI hiring and promotion goals, health and safety, and community impact; and 3) governance: board

diversity, ethics and compliance, cybersecurity, or transparency targets. Metrics are typically found within the pay design of short-term bonus plans rather than performance share plans and are often qualitative or discretionary.

Academic studies show that over 75% of S&P 500 index constituents now incorporate at least one ESG-related metric in executive pay plans. DEI is one of the most commonly used social metrics. Researchers find that most ESG/DEI metrics are not tied to precise key performance indicators (KPIs). Rather, boards of directors often apply discretionary judgments or broad performance categories. Despite their wide utilization, some studies find a weak or inconsistent relationship between ESG-tied pay and improved corporate performance. However, strong ESG integration into operations, and not just within compensation structures, does positively correlate with long-term risk mitigation.

Some researchers highlight the risk that ESG oriented pay metrics often mask ineffective oversight and may allow executives to receive higher bonuses for achieving vague or non-financial targets. Likewise, there is little evidence that shows ESG-linked pay leads to higher valuation multiples unless they are paired with robust, measurable outcomes. A review by Willis Towers Watson in 2024 found that among companies with ESG metrics, 56% included DEI goals, 78% included safety and employee well-being, 42% tied metrics to climate change or carbon footprint goals, and less than 30% used fully objective, formula-driven ESG goals. ESG/DEI metrics account for 5% to 20% of total variable compensation, and commonly focus on diverse hiring/promotion targets, employee survey scores, and training participation rates. When examining investor support levels, Say-on-Pay (SOP) votes show no consistent increase or decrease based solely on ESG metric inclusion. However, poor disclosure around DEI metrics correlates with higher dissent rates in certain industries and sectors.

ACTIVE OWNERSHIP & CORPORATE ENGAGEMENT

The SBA actively engages portfolio companies throughout the year, addressing corporate governance concerns, reviewing forthcoming proxy voting items, and seeking opportunities to improve alignment with the interests of our beneficiaries. Since the beginning of the year, SBA staff has conducted engagement meetings with a few companies owned (or with investor groups owning the same companies) within Florida Retirement System (FRS) portfolios, including Goldman Sachs, Russel Metals, and Citizens Financial Group.

REGULATORY AND MARKET DEVELOPMENTS

SEC Issues New Guidance on Schedule 13D/13G Filings

On February 11, 2025, the SEC issued new Compliance and Disclosure Interpretation (C&DI) guidance that fundamentally shifts the reporting landscape for beneficial owners of more than 5% of a company's voting equity. The SEC now interprets "pressure" on companies over environmental, social, and governance (ESG) matters as an indicator of "control" or "influence," requiring the more demanding Schedule 13D filing instead of the simpler 13G. This impacts major asset managers like BlackRock and Vanguard, who paused their corporate engagement activities temporarily in response. SEC staff routinely issue C&DI for its regulations. These express SEC staff views, rather than changing the underlying rules. Commissioners usually defer to those staff views, so a C&DI typically has considerable authority.

The key elements of 13D reporting requirements are required for active or activist investors, which must disclose detailed information about the investor's intentions, voting plans, and any efforts to influence management. Filings must be completed within 10 days of acquiring 5% or more of a company's shares and amendments are required for any material changes. They are viewed as an "activist" filing, implying intent to influence corporate policy. In contrast with 13D filing, schedule 13G filings are designed for passive investors who do not plan or intend to control or influence the company. 13G filings contains minimal information and are less burdensome to maintain.

The SEC's new interpretation defines "control" or "influence" as occurring when an investor pressures management to implement specific measures or policies. This may include issues like board composition, environmental, social and governance (ESG) policies, executive compensation, or other corporate governance reforms. Notably, it applies even if the pressure is only implied or suggested. For example, merely stating or suggesting that a proxy vote is conditional on a company adopting or achieving certain policies is enough to trigger

a 13D requirement. Conditioning a director vote would mean withholding votes from a director, as well as voting for an activist director in a contested election. The former happens much more often than the latter.

This new interpretation has had an immediate impact on the largest asset managers. BlackRock paused engagements briefly and now has resumed engaging companies while emphasizing its role as a passive investor. Vanguard is still evaluating its strategy, potentially reconsidering its engagement activities. State Street is expected to follow a similar cautious approach due to its extensive use of 13G filings. Longer term knock-on effects may include reduced levels of corporate engagement by large investors in order to avoid triggering 13D filing mandates. This in turn may result in less dialogue and impact investor influence in a negative manner. It could also shift corporate relations, with companies finding it harder to engage with their largest shareowners on crucial governance issues. This could be material in an activist scenario, when companies rely on the support of their largest investors.

BlackRock, Vanguard, and State Street had a combined 42,000 13G filings in 2024, but less than 10 13D filings. Market observers worry about how strictly the SEC will enforce the new interpretation, particularly around implied influence. This rule change may fundamentally alter the landscape of corporate engagement, reducing the influence of large institutional investors on board and policy decisions. ESG-focused advocacy may diminish as passive funds retreat from proactive engagements to avoid 13D complexities. On a positive note, smaller activist investors who already operate under 13D requirements may see this as a competitive advantage, facing less resistance from large funds.

Business Roundtable

In its April 2025 white paper titled, "The Need for Bold Proxy Process Reforms," the Business Roundtable (BRT) advocates for comprehensive changes to the U.S. proxy voting system, emphasizing the need to curb the influence of proxy advisory firms and to refocus SHPs on long-term value creation. Specifically, it proposes amending SEC Rule 14a-8 to exclude entirely SHPs that advance broad ideological agendas, particularly those related to environmental, social, or political issues, arguing that such proposals often lack relevance to company performance. It also calls for eliminating the "significant social policy" exception under Rule 14a-8(i)(7) and the "broad social or ethical concern" exception under Rule 14a-8(i)(5). These exceptions have historically allowed ESG proposals—such as those addressing climate change, diversity, equity, inclusion, human rights, or lobbying practices—to be included in proxy statements, even if they do not directly tie to immediate financial performance.

The report criticizes the current submission and resubmission thresholds for SHPs under Rule 14a-8 and proposes modernizing these thresholds to ensure proponents have "meaningful skin in the game" and a long-term commitment to the company. The report suggests replacing the current fixed-dollar ownership requirements (e.g., owning \$2,000 in stock for one year) with percentage-based thresholds, which would scale with a company's market capitalization and prove insurmountable to smaller institutional and retail investors. Currently, Rule 14a-8 allows proposals to be resubmitted if they receive at least 5%, 15%, and 25% support in their first, second, and third years, respectively. The report introduces a novel "momentum requirement," recommending that proposals submitted three or more times within five years be excluded if they fail to achieve 50% investor support and their support declines by 10% or more in any single year.

The BRT also calls for prohibiting "robo-voting," where institutional investors automatically follow proxy advisors' recommendations without any additional review or independent analysis. Related to this proposal, the BRT urges the SEC to enforce standards ensuring transparency, accountability, and economic justification in proxy advisors' recommendations. The BRT specifically proposes stringent regulations on proxy advisory firms like Institutional Shareholder Services (ISS) and Glass Lewis through the elimination of conflicts of interest, such as consulting services provided to companies. In sum, the BRT's report reflects concerns that the current proxy system allows a small number of proxy advisory firms to exert disproportionate influence over corporate governance decisions, potentially misaligning with the interests of long-term investors. Many of their proposed reforms (in whole or in part) are expected to be incorporated into the SEC's forward regulatory framework.

This Page Intentionally Left Blank



Proxy Voting Audit

For the fiscal year ended September 30, 2024

**State Board of Administration
Office of Internal Audit & Inspector General**



STATE BOARD OF ADMINISTRATION
OF FLORIDA

1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406

POST OFFICE BOX 13300
32317-3300

RON DESANTIS
GOVERNOR
CHAIR

JIMMY PATRONIS
CHIEF FINANCIAL OFFICER

JAMES UTHMEIER
ATTORNEY GENERAL

CHRIS SPENCER
EXECUTIVE DIRECTOR

Chris Spencer, Executive Director
State Board of Administration
1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308

Report #2025-05
February 19, 2025

Dear Chris:

We completed our Proxy Voting Operational Audit (the Audit). The Audit was completed pursuant to a co-source arrangement with Weaver and Tidwell, L.L.P. (Weaver), which supplied personnel with specialized expertise in the public pension and asset management sector. Bruce Mills (Weaver), Elizabeth McGuire (OIA&IG), and Leslie Dierlam (OIA&IG) served as the primary engagement team for the Audit. The attached report includes a summary scorecard providing a control effectiveness rating for each focus area. Corresponding detail pages provide additional information, management action plans, and target dates for each comment noted. Management's action plans will be evaluated as a function of our follow-up process.

We want to extend our appreciation to the management and staff of Investment Programs and Governance for the cooperation and courtesies extended to us during our audit.

We also want to thank you for setting the tone at the top that reinforces a culture of compliance and a commitment to strong internal controls.

Sincerely,

Kim Stirner

Kim Stirner, *Chief Audit Executive & Inspector General*
Office of Internal Audit & Inspector General

A blue ink signature of Kim Stirner.

Bruce Mills, *Partner, Asset Management Consulting*
Weaver and Tidwell, L.L.P.

cc: Lamar Taylor, Chief Investment Officer
Paul Groom, Deputy Executive Director
Mike McCauley, Senior Officer - Investment Programs and Governance
Soonie Raymaker, Chief Risk and Compliance Officer

PROXY VOTING AUDIT

Background

The State Board of Administration of Florida (SBA) focuses on enhancing share value and ensuring that public companies are accountable to their shareowners, and views proxy voting as a primary means to influence a company's governance and operations. Under the guidance of the Corporate Governance and Proxy Voting Oversight Group, the Investment Programs and Governance (IP&G) department is responsible for review, execution, reporting, and oversight of the proxy voting processes and adherence with the Corporate Governance Principles and Proxy Voting Guidelines. The processes, systems and controls used by IP&G to execute their responsibilities were the primary focus of this review.

The Corporate Governance Policy (10-015), along with the Corporate Governance Principles define SBA's requirements and approach to improving the governance structures of the companies in which SBA invests on behalf of Florida Retirement System (FRS) members and beneficiaries, retirees, and other clients. To execute more than 12,000 votes per fiscal year, IP&G utilizes various third parties to provide systems and research to support the department and provide the required voting disclosures.

The proxy voting process was selected for review by the SBA Office of Internal Audit & Inspector General (OIA&IG) for fiscal year 2024-25 due to its critical role in the management of SBA's voting responsibilities and the complexity of its governance and operational processes. The SBA OIA&IG worked closely with IP&G to conduct this audit.

Scope and Objectives

Our risk-based audit assessed the existence, adequacy, and effectiveness of key internal controls, operational efficiency, and compliance with relevant policies and procedures for the processes indicated below for the 12 months ended September 30, 2024.

The following processes were included in the scope of the Audit:

- a. Internal policies and procedures: Alignment with corporate objectives, Florida Statutes, and regulations such as those from the U.S. Securities and Exchange Commission (SEC) and Department of Labor (DOL).
- b. Board and management oversight: Monitoring votes for consistency with SBA proxy voting guidelines, identifying, and resolving deviations, and reporting on these matters, where necessary or advisable, to applicable stakeholders.
- c. Role of service providers: Reviewing the selection, potential conflicts, and oversight of significant third-party service providers, such as external managers and proxy advisory firms. This may also include examining service providers' internal control reports and system settings where applicable.
- d. Impact of related internal programs: Evaluating the effect of internal activities, such as securities lending arrangements on proxy voting, including scenarios where loaned shares are recalled for voting purposes.
- e. Operational processes: Reviewing the delegation of proxy voting authority, the execution and return of proxies (including manual and systematic processes), operational reconciliations, and vote confirmations. This review may also include the evaluation of system configurations where applicable.
- f. Disclosure of voting: Ensuring timely and complete disclosure of proxy voting by the FRS Pension Plan Trust Fund (both in the public and private domain) in accordance with applicable reporting requirements.
- g. Record retention: Assessing the retention of relevant books and records related to proxy materials, votes, and reporting.

The following were generally excluded from the scope of the Audit:

- Operational activities occurring prior to the audit period
- Disclosures and acknowledgements to participants

Methodology

This audit was completed pursuant to a co-sourced arrangement with Weaver and was conducted in accordance with the *Global Internal Audit Standards* issued by The Institute of Internal Auditors, Inc. (IIA). These standards require that we plan and perform the audit to obtain appropriate and sufficient evidence to provide a reasonable basis for our comments and conclusions based on our audit objectives. We believe that the evidence obtained provides a reasonable basis for our comments and conclusions based on our audit objectives.

As management is aware, there are inherent limitations in the audit process, including, for example, selective testing and the possibility that collusion or forgery may preclude the detection of material error, fraud, or illegal acts. Because of the inherent limitations of an audit, together with inherent limitations of internal control, an unavoidable risk exists that material error, fraud, or illegal acts may not be detected, even though the audit is properly planned and performed in accordance with auditing standards, as established by the IIA.

Conclusion

Overall, the governance, risk management, and/or control processes of the proxy voting activity are considered effective. Based on the procedures performed, we are of the opinion that processes are in place, operational, and provide reasonable assurance that proxy votes cast by SBA for the 12 months ended September 30, 2024, are in compliance with applicable guidelines. However, the review did observe certain areas for improvement where processes or controls could be strengthened. Management should focus on implementing changes where applicable to improve and maintain an effective system of internal controls and mitigate potentially elevated risks.

Summary Scorecard

Weaver documented our understanding of applicable processes through walkthroughs and tested 15 significant controls identified by business unit management and SBA OIA&IG. Assurances represent instances where controls, policies, and procedures are in place and operating to provide the desired results; those items have an "Effective" (green) rating.

Table 1 below outlines our control effectiveness ratings; Table 2 below summarizes each significant control Weaver tested. The biography for Mr. Mills, the Weaver engagement partner and a list of relevant acronyms and definitions are included in the attached appendices.

Table 1

LEGEND FOR CONTROL EFFECTIVENESS RATING (CER)	
Effective	Internal controls designed and operating effectively/efficiently; testing exceptions, if found, minimal; overall risk exposure insignificant.
Improvement Needed	Internal controls generally designed and/or operating effectively/efficiently; however, potential exists to improve the controls and/or the process.
Not Effective	Internal controls designed and/or operating ineffectively/inefficiently; missing controls; significant testing exceptions exist.
N/A	Internal controls were not tested during this audit, due to low-risk exposure, testing in previous audits, planned testing in the future, no testing population, etc. The control may have been reviewed as a part of the walkthrough, but no further testing was done.

Table 2

Risk Area	ID #	Key Control Summary	Comment #	Page #
Objective: To assess the adherence of SBA's proxy voting processes to applicable policies, procedures, and regulatory requirements; whether the processes align with organizational objectives and governance standards to ensure consistency and transparency; and to evaluate the effective and efficient administration, oversight, and reporting of proxy voting activities.				
SBA fails to cast votes that align with established guidance that results in negative regulatory attention, reputational damage or harm to SBA or its plan members.	PV-01	Review policies annually to confirm they are consistent with industry standards and comply with regulatory requirements, such as Florida Statutes and SEC/DOL regulations, as well as SBA objectives. Implement internal training programs to reinforce compliance standards.	N/A	N/A
	PV-02	Ensure that SBA's internal policies and guidelines are structured to leverage its size and reputation effectively to influence portfolio companies. This includes advocating for best practices, enhancing corporate governance, and supporting shareholder proposals that align with SBA's fiduciary and corporate objectives.	N/A	N/A
Proxy votes do not align with SBA policies and guidelines, leading to inconsistent voting or negative outcomes to SBA or its plan members.	PV-03	Conduct quarterly reviews of proxy votes. Board and management will review and approve exceptions or deviations and ensure they are reported to stakeholders when necessary.	N/A	N/A

Risk Area	ID #	Key Control Summary	Comment #	Page #
Failure to adequately monitor the performance and oversight of Glass Lewis and external research providers such as ISS can result in inaccurate proxy voting recommendations, insufficient compliance with Service Level Agreements (SLAs), and a lack of transparency. This can lead to misaligned voting outcomes, potential conflicts of interest, and inadequate reporting that affects proxy voting accuracy and compliance.	PV-04	Review and update due diligence assessments for all relevant third-party providers annually. Monitor external audit reports to confirm proper internal controls by service providers.	N/A	N/A
	PV-05	Regularly monitor applicable service provider's performance by reviewing SLAs, Key Performance Indicators, and System and Organization Controls reports to ensure compliance with service standards and transparency.	N/A	N/A
SBA fails to recall shares within the Securities Lending program in time to execute their voting obligations.	PV-06	Implement a procedure to monitor securities lending activities and ensure shares are recalled in a timely manner for voting.	1	6-7
Operational errors or delays in executing proxy votes, leading to missed or incorrect voting.	PV-07a	Periodically review and validate system settings for each proxy vote type to ensure alignment with SBA's Proxy Voting Guidelines. It is crucial to perform an 'end-to-end vote confirmation' via ViewPoint to identify any operational breakage. This includes reviewing the reconciliation process and confirming that SBA management and the Board are involved in verifying the functioning of the operational infrastructure.	N/A	N/A
	PV-07b	Annually, review stale accounts to verify each account was properly evaluated and includes a corresponding action item, such as a sign-off, email communication, or documented review.	N/A	N/A
	PV-08	Proxy votes in Priority 1 & 2 are manually reviewed by the proxy voting team to ensure alignment with SBA's proxy voting guidelines. Each vote is evaluated based on the issuer, proposal, and specific circumstances. The voting decision is documented and approved through established workflows.	2	8
	PV-09	Proxy votes for Priority 3, 4, & 5 are systematically cast using the Glass Lewis system, which is configured to align with SBA's proxy voting guidelines. The system automates the vote-casting process based on predefined rules, ensuring consistency with internal policies.	2	8

Risk Area	ID #	Key Control Summary	Comment #	Page #
Risk of non-compliance with disclosure regulations, leading to penalties or loss of investor confidence.	PV-10	Ensure that the SBA's proxy voting dashboard is reviewed periodically to confirm that all required information is accurately and completely recorded. This includes verifying that all proxy votes are properly documented and consistent with internal records, and that the dashboard provides a comprehensive and error-free summary of voting activities.	N/A	N/A
	PV-11	Ensure that all required disclosures are prepared, reviewed, and published in compliance with regulatory and internal requirements. This includes verifying that these reports are comprehensive, accurate, and aligned with SBA's proxy voting activities and guidelines.	N/A	N/A
	PV-12	Monitor the integration between the SBA's proxy voting dashboard and the ViewPoint system to validate that each individual vote is accurately displayed and updated in a timely manner.	N/A	N/A
Risk of inadequate record retention leading to non-compliance with regulatory obligations or loss of critical records.	PV-13	Implement a record retention policy that complies with state regulations. Perform quarterly reviews to ensure records are stored securely and are retrievable when required.	N/A	N/A
Inadequate user access controls may lead to unauthorized access or misuse of the systems, resulting in incorrect proxy voting, manipulation of data, or breach of confidential information.	PV-14	Access to key proxy related systems is maintained in accordance with established policies and procedures which include the formal documentation and approval of access by management. Access levels are assigned based on the principle of least privilege. Periodic reviews of user access are conducted to identify and remove inactive or unauthorized accounts.	N/A	N/A

COMMENT #1: Documentation and Actions with Investor Engagement		
<p>Criteria: The Corporate Governance Policy (10-015) and Corporate Governance Principles and Proxy Voting Guidelines indicate that SBA has a fiduciary duty to exercise the right to vote proxies and recall shares on loan when it is in the best interest of beneficiaries and that it should be weighed against the incremental returns of the securities lending program. Best practices and industry standards are for organizations to have formal processes and procedures for documenting and addressing controls within key Policies of the organization.</p> <p>Finding: IP&G has indicated that it rarely works to influence corporations through direct Investor Engagement, but has engaged with certain firms during the audit period. Under the SBA Corporate Governance Principles, SBA classifies their engagement into three categories, and it appears these were at the Extensive to Moderate level, meaning multiple interactions with a firm with a clear desired outset. IP&G can strengthen their processes when conducting such engagement moving forward:</p> <ol style="list-style-type: none"> Shares on loan as part of SBA's securities lending program were not recalled for either Tesla or Huntington, reducing SBA's influence on the outcome of the vote. The shares on loan in these instances were not material to the overall vote; however, there was not a materiality or control premium analysis of the benefit versus the daily rate of lending performed. Additionally, there was not a restriction on the additional lending of shares prior to the vote. Documentation of the discussions with corporate management, the impact of the voting decisions by SBA, cost benefit or materiality analysis of securities lending recalls, and the ultimate results are not evident to help guide SBA on future interactions with the firm. <p>Recommendation: IP&G should strengthen their processes and documentation around share recalls when conducting Extensive or Moderate level Investor Engagement as Weaver's interviews indicated this may be an area where additional focus could occur in the future. Specifically, IP&G should consider:</p>	<p>MANAGEMENT ACTION PLAN IP&G does not manage or have responsibility for the SBA's securities lending program. The SBA's Fixed Income unit has managerial responsibility for the securities lending program.</p> <p>Currently, the SBA's securities lending activities do not incorporate any restrictions on the eligible pool of lendable securities, and therefore, there is no default expectation that any equity security held within FRS portfolios be restricted from lending inclusion and/or any attempt to recall a security on loan over the record date.</p> <p>As previously detailed, when the SBA has historically conducted direct engagement activities, such as the submission of shareholder proposals at individual companies, SBA staff has conducted analysis of the impact of such votes and related engagement activities. When such efforts were conducted, securities lending activity was prohibited completely on the named equity securities. During the period for this audit, there were no such activities conducted.</p> <p>As Investor Engagement increases, IP&G will develop specific procedures that could include securities lending restrictions and explicit minimum materiality thresholds. Further analysis of such restrictions, thresholds, engagement classification, and recall triggers will be performed.</p> <p>TARGET DATE July 1, 2025</p>	<p>MODERATE RISK</p>

<p>a. Establishing procedures and guidelines on implementing share lending restrictions and adding a minimum materiality threshold assessment to the control premium analysis.</p> <p>Additionally, as SBA considers an increase in Investor Engagement, it should define the scenarios and level of Investor Engagement (Extensive or Moderate) that would initiate a recall attempt with Fixed Income.</p> <p>As recalls begin to occur more frequently, SBA should conduct periodic analysis of the success rates of the lending agents used by SBA.</p> <p>b. Incorporating a more formal process for documenting the Investor Engagement efforts of IP&G including:</p> <ul style="list-style-type: none">• Goals of the engagement• Outreach efforts• Materiality and cost benefit analysis for securities lending• Results and analysis of the overall impact SBA engagement had on the outcome of either the specific vote or the actions taken by management of the corporation engaged	<p>ACCOUNTABLE PARTIES</p> <p>Investment Programs & Governance (IP&G)</p>	
---	--	--

COMMENT #2: Analysis of Systematic Processes within Glass Lewis Viewpoint		
<p>Criteria: Best practices and industry standards are for organizations to have formal processes and procedures for reviewing systematic controls within key systems used for critical processes.</p> <p>Finding: IP&G does not conduct a periodic, detailed analysis of the Proxy Voting Rules within the Glass Lewis – Viewpoint system to ensure that the systematic voting is aligned with the current SBA Corporate Governing Principles, nor utilize the data from the system to periodically assess where IP&G indicates their requirement of commentary and justification to support the direction of the vote. Weaver identified the following:</p> <ul style="list-style-type: none"> a. Two SBA Corporate Governance Principle requirements for Share Repurchase and Bundling of Routine and non-Routine agenda items where there is no custom Policy in Viewpoint. (Sample of 23) b. Multiple instances where both manual and systematic voting occurred that appear to require commentary or supporting justification for the direction of the vote by IP&G. The number of instances identified represents less than 1% of the total vote each quarter and does not appear to be a systemic risk. <p>Recommendation: IP&G should implement a periodic assessment of the Viewpoint system used to conduct Proxy Voting for SBA. This assessment should include at minimum:</p> <ul style="list-style-type: none"> a. An analysis of all the requirements under the SBA Corporate Governance Principles against the systematic rules within Viewpoint to ensure that any systematic voting that occurs is aligned with SBA policies. b. An analysis of Viewpoint data for previous voting periods to identify any systematic or manual votes that require additional commentary or supporting documentation within the system that provides the justification for the direction of the vote. 	<p>MANAGEMENT ACTION PLAN Although a comprehensive review of the voting logic and rule framework is reviewed with Glass, Lewis & Co. on a continuous basis, we will formalize this process and document further on an ongoing basis to ensure all systematic voting is aligned with SBA policies and any appropriate vote rationale is applied.</p> <p>TARGET DATE July 1, 2025</p> <p>ACCOUNTABLE PARTIES Investment Programs & Governance (IP&G)</p>	<p>MODERATE RISK</p>



Appendix 1: Biographies

**Proxy Voting Audit
State Board of Administration
Office of Internal Audit & Inspector General**

Bruce Mills, Partner, Asset Management Consulting Services

Weaver and Tidwell, L.L.P.

Bruce has more than 30 years of experience building and developing teams for internal audit, compliance and operational risk within the asset management sector. Bruce has broad global asset management knowledge and an understanding of regulatory and compliance requirements globally. Bruce spent 15+ years building internal audit plans and risk assessments for Invesco Ltd., a \$1.6 T asset manager. He has led internal audits, compliance reviews and risk assessments for pensions, public and private funds, ETFs, registered investment advisers, third-party risk management and ESG programs. He leads Weaver's Asset Management Consulting Practice, which provides the insight organizations need to identify and mitigate the risks of both public and private markets, allowing our clients to thrive in today's competitive environment.

Weaver's Asset Management Consulting practice provides governance, regulatory compliance, risk and management consulting services for public pension funds, institutional investors, investment advisors and asset managers. We provide:

- **INTERNAL AUDIT** capabilities across the asset management lifecycle including public and private funds, ETFs, pensions and other investment vehicles. We have experience conducting internal audit and advisory reviews for all aspects of asset management including portfolio design and management, trading, middle and back-office operations, ESG, compliance and distribution.
- **COMPLIANCE PROGRAM MANAGEMENT** services to assist the CCO and Compliance teams with developing and assessing SEC / FINRA / CFTC / and State Pension compliance programs including policy development, monitoring and testing programs, risk assessments, trade surveillance, anti-money laundering and process transformation.
- **CONSULTING, ENTERPRISE RISK AND OPERATIONAL MANAGEMENT** to help public pension funds, institutional investors, asset managers and investment advisers address control and process design, advisor due diligence, transaction support, CFO-support, third-party risk management, fraud controls, workflow and policy development, and process efficiency.



Appendix 2:

Acronyms and Definitions

Proxy Voting Audit
State Board of Administration
Office of Internal Audit & Inspector General

Acronyms and Definitions from the audit report:

DOL	Department of Labor
FRS	Florida Retirement System
IIA	Institute of Internal Auditors
IP&G	Investment Programs & Governance

OIA&IG	Office of Internal Audit & Inspector General
SBA	State Board of Administration
SEC	Securities and Exchange Commission
SLA	Service Level Agreement



STATE BOARD OF ADMINISTRATION
OF FLORIDA

1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406

POST OFFICE BOX 13300
32317-3300

RON DESANTIS
GOVERNOR
CHAIR

CHIEF FINANCIAL OFFICER

JAMES UTHMEIER
ATTORNEY GENERAL

CHRIS SPENCER
EXECUTIVE DIRECTOR

MEMORANDUM

To: SBA Trustees
Chris Spencer, Executive Director

From: Maureen M. Hazen, General Counsel & Chief Ethics Officer

Date: May 12, 2025

Subject: Office of General Counsel: Standing Report
For Period February 1 – April 30, 2025

Maureen M. Hazen

SBA Agreements.

During the period covered by this report, the General Counsel's Office drafted, reviewed and negotiated: (i) 28 new agreements – including 6 new Active Credit investments; 10 new Private Equity investments; 1 new Strategic Investment; and 9 Real Estate investment transactions; (ii) 237 contract amendments, addenda or renewals; and (iii) 5 terminations.

SBA Litigation.

(a) Passive. As of April 30, 2025, the SBA was monitoring (as an actual or putative passive member of the class) 683 securities class actions. During the period from November 1 – April 30, 2025, the SBA collected recoveries in the amount of \$1,201,307.77 as a passive member in 32 securities class actions.

(b) FRS Investment Plan. During the period covered by this report, the General Counsel's Office monitored and/or managed the following cases for the Florida Retirement System Investment Plan (the "Investment Plan"). The SBA issued 6 Final Orders, received notice of filing of 4 new cases and continued to litigate 8 cases that were pending during the periods covered by previous reports.

(c) Ephraim Nation Case. On December 16, 2024, the SBA was served a Complaint filed by a fictitious entity known as the "Ephraim-Nation" in the U.S. District Court, Southern District of New York, alleging a number of indecipherable facts and grievances against the State of Florida and other Florida governmental entities (including the SBA). On January 6, 2025 and

again on April 17, 2025, the SBA filed a letter response (in accordance with the Rules of Court) requesting a pre-trial trial conference for the purpose of preserving all of the SBA's pre-dispositive defenses. The SBA is awaiting a response from the Court.

(d) Target Matter. On February 20, 2025, the SBA filed a Complaint against Target Corporation in the U.S. District Court, Middle District of Florida alleging securities fraud, among other claims. The SBA has also filed a Petition seeking appointment as Lead Plaintiff. The action is pending with the Court.

Other Matters.

(a) Public Records. During the period covered by this report, the General Counsel's Office received 57 new public records requests, provided responses to 50 requests and continues to work on 13 open requests.

(b) SBA Rule Activities. During the period covered by this report, the SBA engaged in the following rules activities:

Rule 19-3.016 (Executive Director):

The Notice of Proposed Rule, amending rule 19-3.016(11), Florida Administrative Code, was approved by the Board of Trustees on March 5, 2025. The Notice of Proposed Rule was published in the Florida Administrative Register on . This rule updates the delegated authority of the Executive Director regarding the State Board of Administration's participation in legal actions. No hearing was requested so no hearing was held. The rule was filed with the Department of State on April 28, 2025. Barring any issue raised by the Department of State, the rule will become effective May 19, 2025.

(c) Ethics & Gifts. During the period covered by this report, the General Counsel's Office reviewed ethics and gifts issues in the ordinary course.



**STATE BOARD OF ADMINISTRATION
OF FLORIDA**

1801 HERMITAGE BOULEVARD, SUITE 100
TALLAHASSEE, FLORIDA 32308
(850) 488-4406

POST OFFICE BOX 13300
32317-3300

RON DESANTIS
GOVERNOR
CHAIR

CHIEF FINANCIAL OFFICER

JAMES UTHMEIER
ATTORNEY GENERAL

CHRIS SPENCER
EXECUTIVE DIRECTOR

MEMORANDUM

DATE: May 7, 2025

TO: Chris Spencer, Executive Director

FROM: Sooni Raymaker, Chief Risk & Compliance Officer *SR*

SUBJECT: Trustee and Audit Committee Report – May 2025

The following is a summary report of Risk Management and Compliance (RMC) activities and initiatives completed or in progress since the last dated report of February 2025 to the current period. All RMC activities, reviews, controls, and processes are continuing to operate effectively and as expected during this reporting period.

The role of the RMC unit is to assist the Executive Director in maintaining an appropriate and effective risk management and compliance program to identify, monitor and mitigate key investment and operational risks. RMC, along with all business units, plays a critical role in developing and enhancing the enterprise-wide system of internal controls. RMC proactively works with the Executive Director and designees to ensure issues are promptly and thoroughly addressed by management.

SBA senior management has created a culture of risk management and compliance through the governance structure, allocation of budgetary resources, policies and associated training and awareness. Management is committed to ethical practices and to serving the best interests of the SBA's clients.

Compliance Exceptions

No material compliance exceptions were reported during the period.

Enterprise Risk Management (ERM)

The Risk and Compliance Committee (RCC) met on May 7, 2025, and reviewed updated Risk Response Plans and associated key risk indicator metrics. Plans are based on the major business model functions of Enterprise Oversight & Governance, Investment Management, and Organizational Operations and alignment with SBA Strategic Objectives. The Plans also include vital functions for each high-level process, vital signs (metrics), risk assessment results, and current controls or activity to help mitigate those risks.

ERM, in conjunction with Policy Administration, is conducting a qualitative review and analysis of all enterprise-level controls, before they are loaded into the AuditBoard system. During this process, control parameters are being reviewed and updated for improved accuracy, and new controls are being

added if gaps are identified. ERM is also working closely with the Office of Internal Audit and Information Security to ensure risks and controls are appropriately identified and documented in the system.

Trading and Investment Oversight Group (TOG)

TOG conducted its quarterly oversight meeting in April 2025 and reviewed internal trading activity, compliance reports, trading counterparty oversight updates and other standard trading information reports.

Additional topics discussed included: the revised Authorized Public Market Securities List; updates related to the restriction on China State Owned Entities; and preparations related to the SEC treasury security clearing requirements.

External Manager Operational Due Diligence (ODD)

During this reporting period, the ODD team reviewed and commented on 14 consultant operational due diligence reports on investment managers as part of the investment approval process, which represents approximately \$3.8 billion in potential investments. Additional Capital was requested for four investments which represent approximately \$425 million. The team reviewed seven real estate property acquisitions which represents approximately \$324 million in new investments. The team also sampled five Private Equity co-investments. Recommendations around using current ODD reports that are less than three years old and a workflow error where the Senior Investment Officer did not sign the Conflict-of-Interest form were provided and discussed with the asset class. The five co-investments represent approximately \$70 million in new investments.

The ODD team participated in the Global Equity Enhanced Large Cap Manager Search, attended seven internal manager meetings, and participated in four onsite meetings with the public manager consultant. Sixteen new consultant ODD reports were added to the Manager Operational Risk Oversight page for use by the asset classes since the last meeting.

Investment Compliance – Public Markets (IC)

During the reporting period, Investment Compliance reviewed eight investment guidelines for internal and external public market portfolios, which included the onboarding of one new account. The team filed two regulatory requirements, the Q1 Form 13H, SEC Large Trader Report and CFTC Form 40, Commodity Futures Trading Commission, Statement of Reporting Trader, this period.

Investment Compliance added a China State Owned Entity report to the Daily Compliance Dashboard and finalized the extensive review and updating of the Authorized Public Market Securities List ("List"). The new List went into effect in March.

The team is participating in the Fixed Income Internal Trading and Fair Dealing Audit conducted by the Office of Internal Audit. Additionally, the team is participating in the SBA Systems Review and the Workflow Redesigns projects.

Performance Reporting & Analytics (PRA)

In addition to normal responsibilities, the PRA team continues to focus on the implementation of the performance analytics platform discussed in previous updates. The project team's focus is on extensive validation testing for complex calculations, such as policy weights and other reconciliation rules. Results of these tests continue to show good results. The team has initiated testing the new system in the production environment, running it alongside the legacy platform to validate results and ensure data quality and data integrity.

The migration and conversion process – which involved comparing over 5 million data points across various databases – is largely complete, with only a few outliers remaining to be addressed. Confidence in the new system continues to grow, particularly in its ability to automate complex calculations and validation checks as well as more up to date ways of troubleshooting issues with the data, if they arise.

The team has also been focused on fully implementing the performance aspects of the asset allocation changes that went into effect last year. With the recent funding of the High Yield account in the Active Credit Asset Class, and Bank Loans along with a new rotator strategy, PRA has officially begun performance tracking, including key benchmark calculations for Active Credit, Multi-Asset Credit, and Emerging Market Debt.

Policy Administration

Since the last report, eight policies were revised, and one new policy was implemented. In the Governance category, the Securities Litigation policy was substantively updated and expanded to clarify requirements and responsibilities, while the Personal Investment Activity policy was modified to provide more clarity that all personal trading must be conducted with brokers on the approved SBA Employee Broker List. In the Accounting & Administrative Services category, annual updates were made to the Investment Valuation policy and the Custodial Credit policy. Among CIO and Asset Class policies, the Direct Private Market Real Estate Acquisitions, Disposition of Principal Real Estate Investments, and Private Markets Selection and Disposition policies were revised to clarify investment decision delegations and disposition of private market investments. In the Human Resources category, the Separation of Employment policy was revised for consistency with current administrative processes and to update responsibilities. The new Active Credit Allocation Policy was implemented during the period and provides the broad strategic framework for managing the Active Credit investment program.

Revisions were also made to six Investment Portfolio Guidelines, and guidelines were developed and implemented for one new account. Permitted Holdings were updated for consistency with the recently approved Authorized Public Market Securities. The Active Credit–Policy Transition Account 1 guidelines were clarified with respect to the purpose of the portfolio and its investment objective. The guidelines for the FRS Cash Enhanced portfolio were modified to reflect the change from the Fixed Income to the Cash asset class, as well as to update the purpose of the fund, its benchmark, holdings, and constraints. Global Equity implemented new Investment Portfolio Guidelines for an internally managed portfolio.

The Florida Retirement System Defined Benefit Fund Investment Policy Statement was also updated and approved during the review period, with an effective date of 3/5/2025.

Personal Investment Activity (PIA)

During the period (February 1 – April 30), there were 217 requests for pre-clearance by SBA employees, with 159 being approved, 53 being denied (due to blackout restrictions), and five being retracted (not traded). There were two violations during the period by the same employee. One violation was the result of a buy of more shares than what was pre-cleared and approved, and the other violation was a buy that was transacted in a different account than what was pre-cleared and approved.



First Quarter 2025 Major Mandates Performance Review

State Board of Administration
of Florida

June 3, 2025

Investment advice and consulting services provided by Aon Investments USA, Inc.
To protect the confidential and proprietary information included in this material, it
may not be disclosed or provided to any third parties without the approval of Aon.

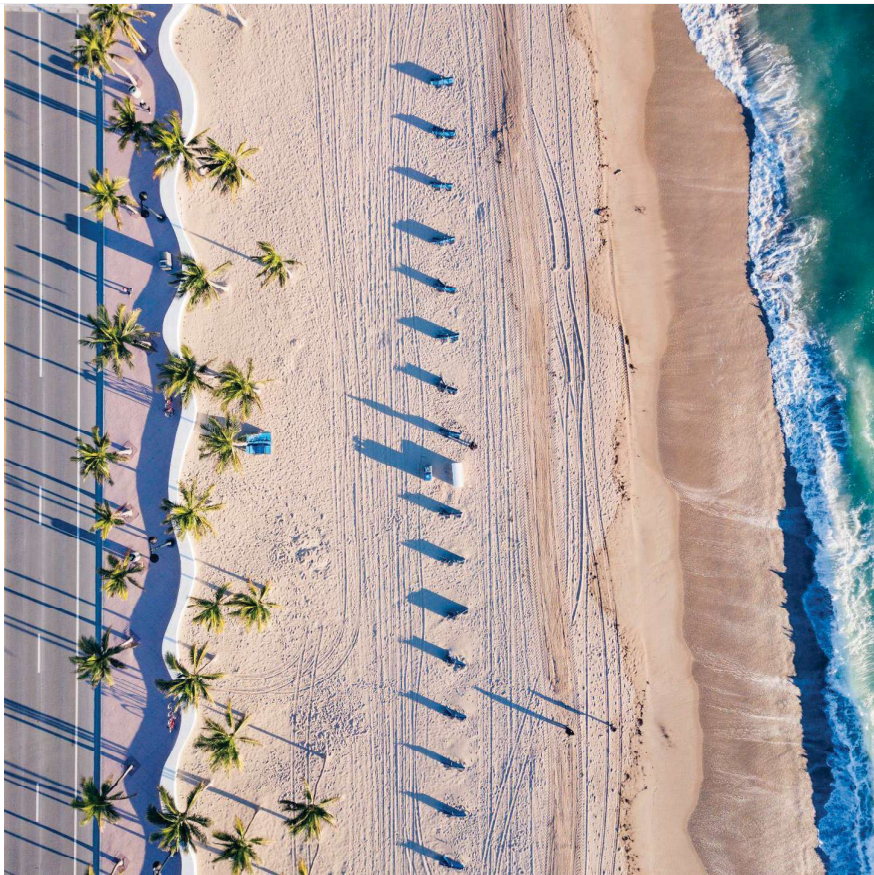


Table of Contents

1 Executive Summary	2 Pension Plan Review	3 Investment Plan Review
4 CAT Fund Review	5 Florida PRIME Review	6 Appendix



Executive Summary

Quarter Ending March 31, 2025

- Each of the major mandates produced favorable returns relative to the respective benchmarks over the short- and long-term trailing periods as of March 31, 2025
- The Pension Fund outperformed the Performance Benchmark over the trailing quarter and ten-year periods.
- The FRS Investment Plan outperformed the Total Plan Aggregate Benchmark over trailing quarter, five-, and ten-year periods.
- The CAT Fund's performance is strong over long-term periods
- Florida PRIME has continued to outperform its benchmark over both short- and long-term time periods.



Investment advice and consulting services provided by Aon Investments USA Inc.

3

(This page is left blank intentionally)



Investment advice and consulting services provided by Aon Investments USA Inc.

4

Pension Plan: Executive Summary

As of March 31, 2025

- The Pension Plan ended first quarter 2025 at \$200.4 billion, a decrease of \$1.3 billion over the quarter
- The Pension Plan outperformed its benchmark over the near term and has outperformed over the trailing ten-year and fifteen-year periods
- Relative to the Absolute Nominal Target Rate of Return, the Pension Plan outperformed over the five- and fifteen-year periods
- The total plan is well diversified across seven broad asset classes.
 - Public market asset class investments do not significantly deviate from their broad market-based benchmarks, e.g., sectors, market capitalizations, global regions, credit quality, duration, and security types.
 - Private market asset classes are well-diversified by vintage year, geography, property type, sectors, investment vehicle/asset type, and investment strategy.
 - Asset allocation is monitored daily to ensure that the actual asset allocation of the Pension Plan remains close to the long-term policy targets set forth in the Investment Policy Statement.
- Aon Investments and SBA staff revisit the plan design annually through informal and formal asset allocation and asset liability reviews.
- Adequate liquidity exists within the asset allocation to pay the monthly obligations of the Pension Plan consistently and on a timely basis.



Investment advice and consulting services provided by Aon Investments USA Inc.

5

FRS Pension Plan Change in Market Value

Periods Ending March 31, 2025

Summary of Cash Flows		
	First Quarter	Fiscal Year to Date*
Beginning Market Value	\$201,711,475,615	\$198,228,790,282
+/- Net Contributions/(Withdrawals)	-\$1,739,688,925	-\$5,240,014,740
Investment Earnings	\$403,125,837	\$7,386,136,985
= Ending Market Value	\$200,374,912,527	\$200,374,912,527
Net Change	-\$1,336,563,088	\$2,146,122,245

*Period July 2024 – March 2025

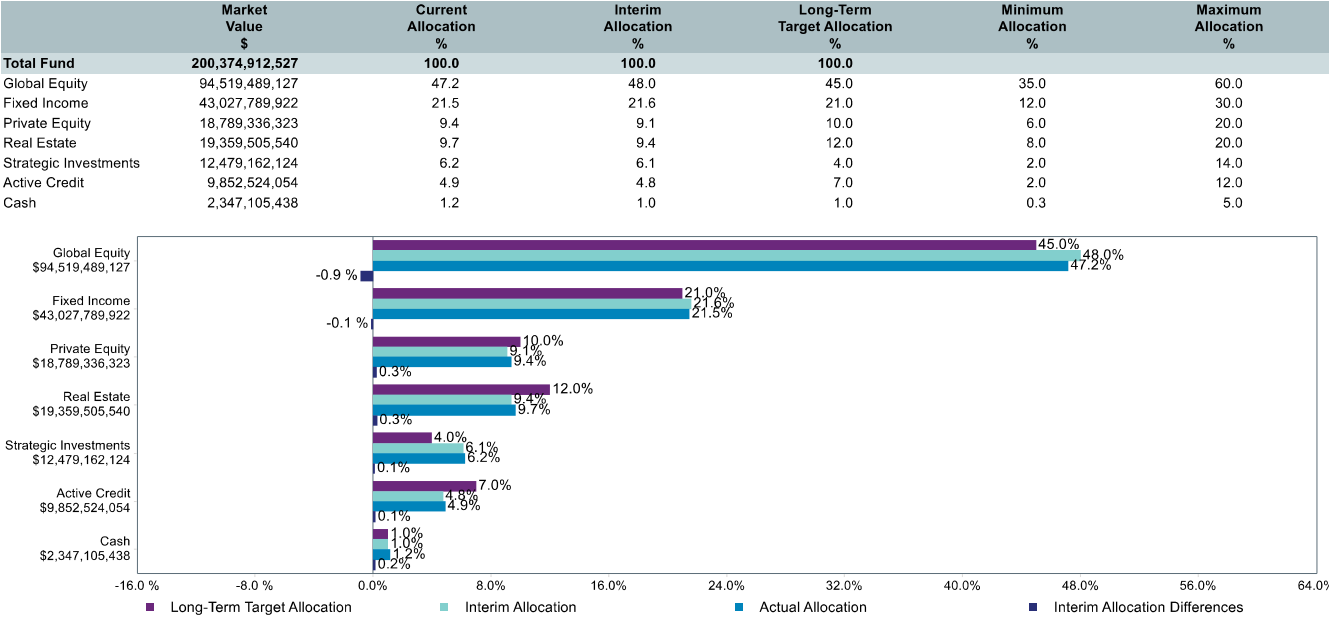


Investment advice and consulting services provided by Aon Investments USA Inc.

6

Asset Allocation as of March 31, 2025

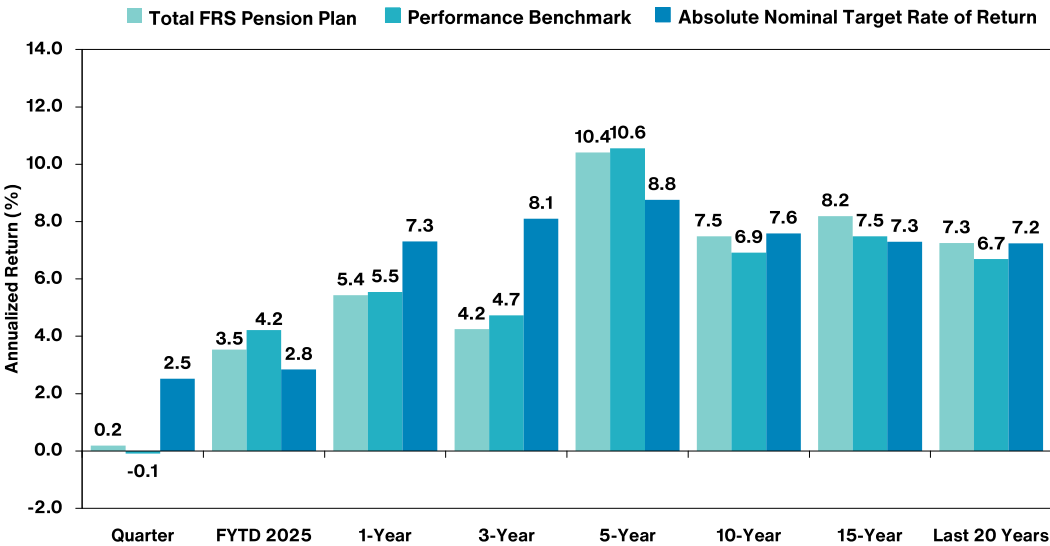
Total Fund Assets = \$200.4 Billion



Investment advice and consulting services provided by Aon Investments USA Inc.

FRS Pension Plan Investment Results

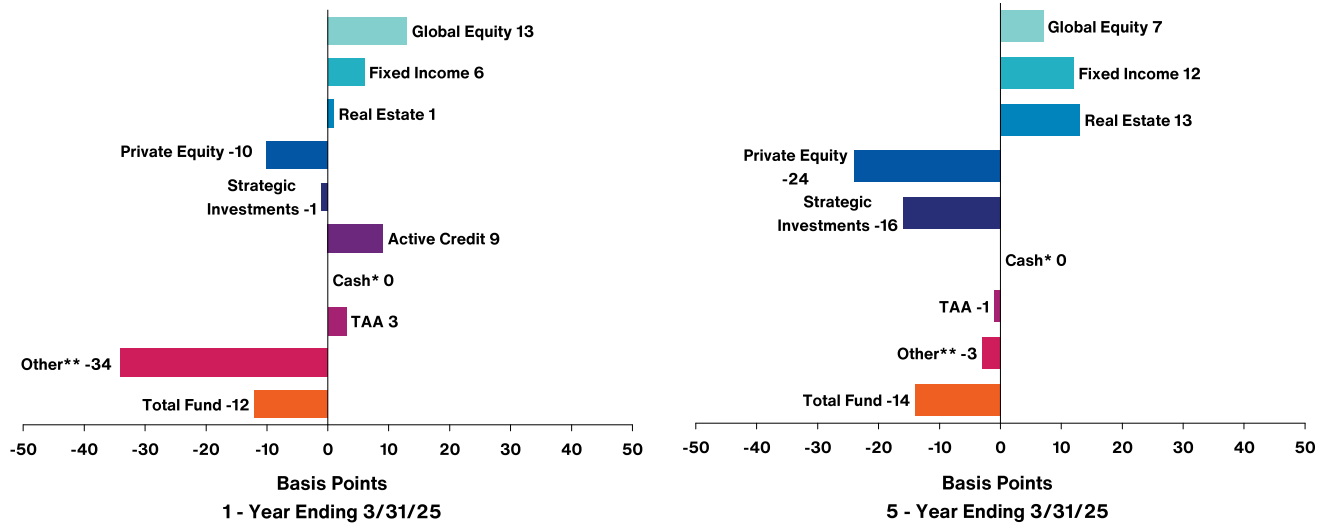
Periods Ending March 31, 2025



Investment advice and consulting services provided by Aon Investments USA Inc.

FRS Pension Plan Attribution

As of March 31, 2025



*Cash AA includes Cash and Central Custody, Securities Lending Account income from 12/2009 to 3/2013 and unrealized gains and losses on securities lending collateral beginning June 2013, TF STIPFRS NAV Adjustment Account, and the Cash Expense Account.

**Other includes transition accounts, liquidity portfolios, accounts outside of C&CC, and unexplained differences due to methodology.

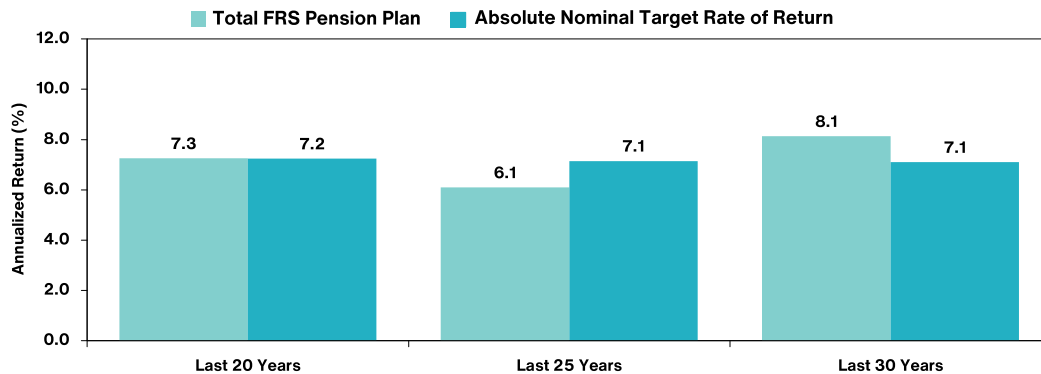


9

FRS Pension Plan Investment Results

Periods Ending March 31, 2025

Long-Term FRS Pension Plan Performance Results vs. SBA's Long-Term Investment Objective

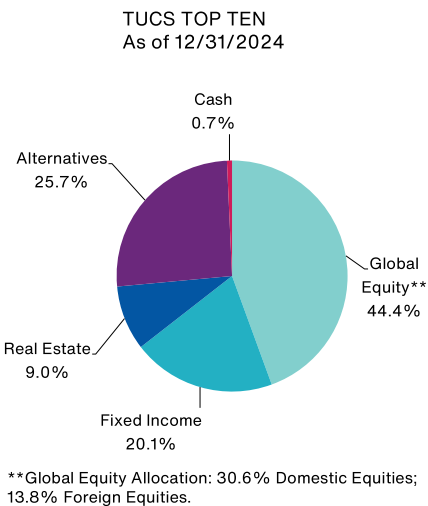
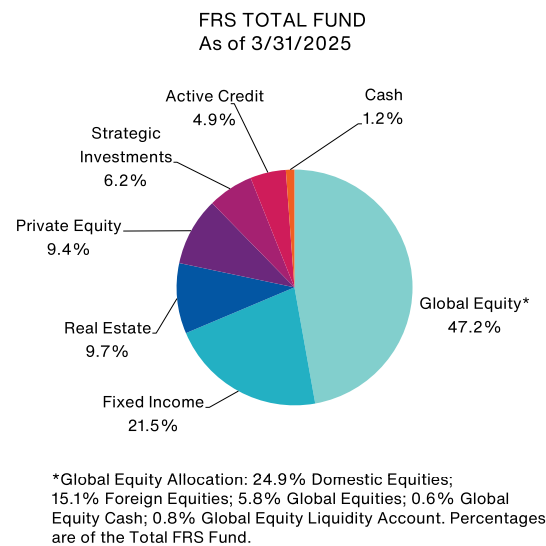


Investment advice and consulting services provided by Aon Investments USA Inc.

10

Comparison of Asset Allocation (TUCS Top Ten)

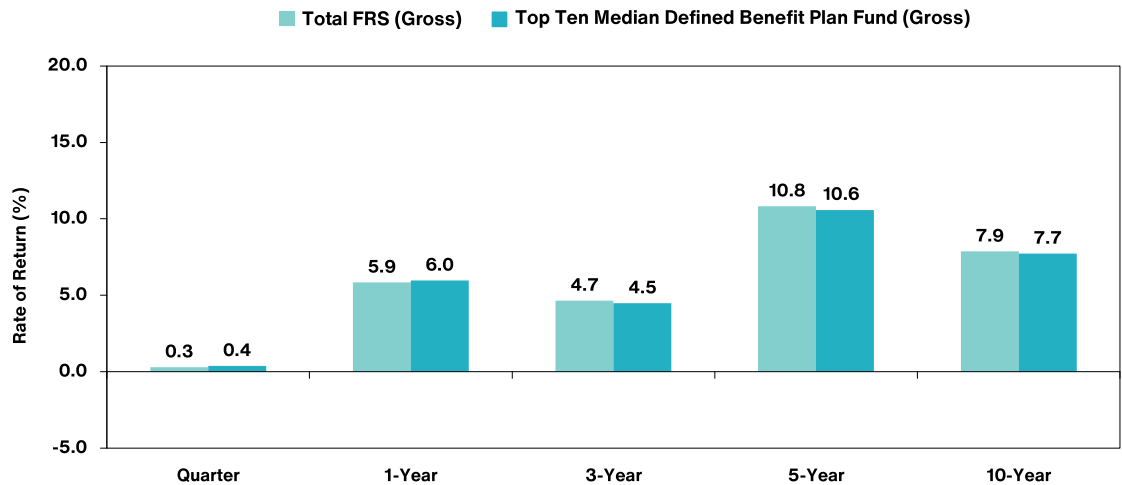
FRS Pension Plan vs. Top Ten Defined Benefit Plans



Note: The data set includes \$2,087 billion in total assets. The median fund size was \$172 billion, and the average fund size was \$209 billion.
Note: Due to rounding, percentage totals displayed may not sum perfectly.

Investment advice and consulting services provided by Aon Investments USA Inc.

FRS Results Relative to TUCS Top Ten Defined Benefit Plans Periods Ending March 31, 2025



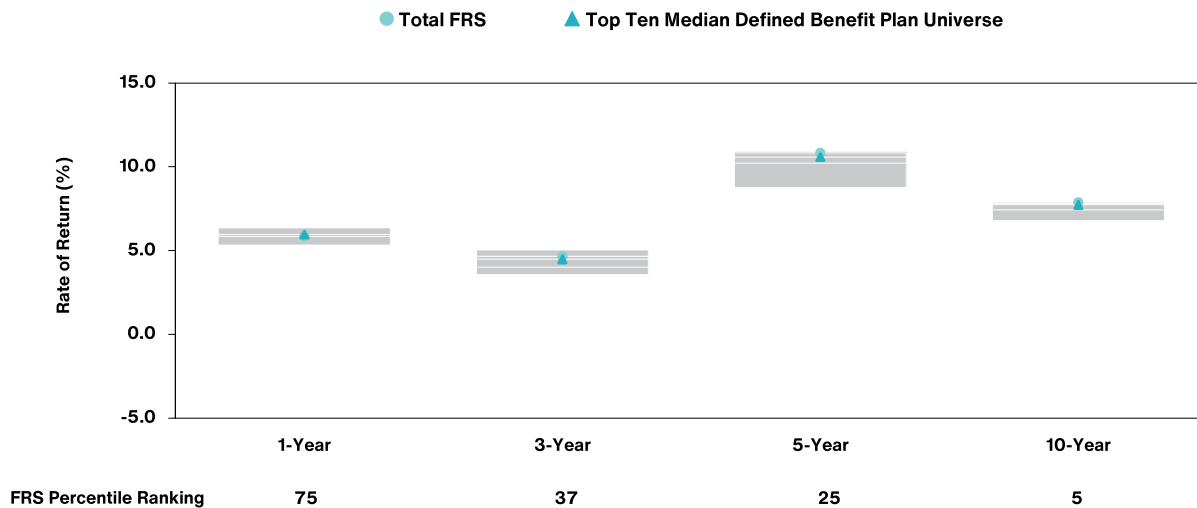
Note: The data set includes \$2,087 billion in total assets. The median fund size was \$172 billion, and the average fund size was \$209 billion.
Note: Due to rounding, percentage totals displayed may not sum perfectly.



Investment advice and consulting services provided by Aon Investments USA Inc.

Top Ten Defined Benefit Plans FRS Universe Comparison (TUCS)

Periods Ending March 31, 2025



Note: The data set includes \$2,084 billion in total assets. The median fund size was \$171 billion, and the average fund size was \$208 billion.
 Note: Due to rounding, percentage totals displayed may not sum perfectly.



Investment advice and consulting services provided by Aon Investments USA Inc.

13

Investment Plan: Executive Summary

- The FRS Investment Plan outperformed the Total Plan Aggregate Benchmark over the long-term. Nearer term relative performance has trailed primarily driven by public equity options and stable value.
- The FRS Investment Plan's total expense ratio is in line with peer defined contribution plans, based on year-end 2023 data. The total FRS Investment Plan expense ratio includes investment management fees, as well as administration, communication and education costs. Communication and education costs are not charged to FRS Investment Plan members; however, these and similar costs may be charged to members of plans within the peer group.
- Management fees are lower than the median as represented by eVestment's mutual fund universe for every investment category.
- The FRS Investment Plan offers an appropriate number of fund options that span the risk and return spectrum.
- The Investment Policy Statement is revisited periodically to ensure that the structure and guidelines of the FRS Investment Plan are appropriate, taking into consideration the FRS Investment Plan's goals and objectives.



Investment advice and consulting services provided by Aon Investments USA Inc.

14

Total Investment Plan Returns & Cost

Periods Ending 3/31/2025*

	One-Year	Three-Year	Five-Year	Ten-Year
FRS Investment Plan	5.7%	4.9%	11.0%	6.9%
<i>Total Plan Aggregate Benchmark**</i>	6.0	5.0	10.9	6.8
FRS Investment Plan vs. Total Plan Aggregate Benchmark	-0.3	-0.1	0.1	0.1

Periods Ending 12/31/2023***

	Five-Year Average Return****	Five-Year Net Value Added	Expense Ratio
FRS Investment Plan	8.9%	-0.2%	0.28%*****
<i>Peer Group</i>	9.4	0.1	0.24
FRS Investment Plan vs. Peer Group	-0.5	-0.3	-0.04

*Returns shown are net of fees.

**Aggregate benchmark returns are an average of the individual portfolio benchmark returns at their actual weights.

***Source: 2023 CEM Benchmarking Report. Peer group for the Five-Year Average Return and Value Added represents the U.S. Median plan return based on the CEM 2023 Survey that included 120 U.S. defined contribution plans with assets ranging from \$114 million to \$63.2 billion. Peer group for the Expense Ratio represents a custom peer group for FSBA of 18 DC plans including corporate and public plans with assets between \$3.4 - \$26.9 billion.

****Returns shown are gross of fees.

*****The total FRS Investment Plan expense ratio includes investment management fees, as well as administration, communication and education costs. These latter costs are not charged to FRS Investment Plan members; however, these and similar costs may be charged to members of plans within the peer group utilized above.



Investment advice and consulting services provided by Aon Investments USA Inc.

15

CAT Fund: Executive Summary

- Returns are picking up modestly given the currently higher interest-rate environment
- The CAT Fund is adequately diversified across issuers within the short-term bond market.
- The Investment Portfolio Guidelines appropriately constrain the CAT Fund to invest in short-term and high-quality bonds to minimize both interest rate and credit risk.
- Adequate liquidity exists to address the cash flow obligations of the CAT Fund.
- The Investment Portfolio Guidelines are revisited periodically to ensure that the structure and guidelines of the CAT Fund are appropriate, taking into consideration the CAT Fund's goals and objectives.

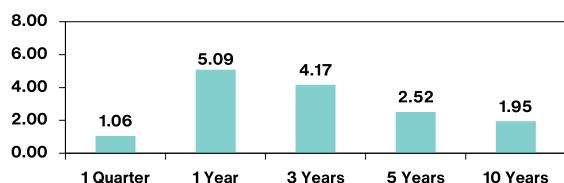


Investment advice and consulting services provided by Aon Investments USA Inc.

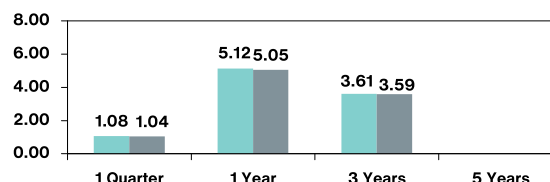
16

CAT Fund's Investment Results

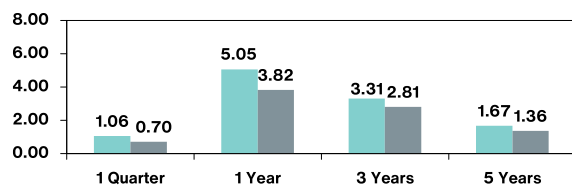
Periods Ending March 31, 2025



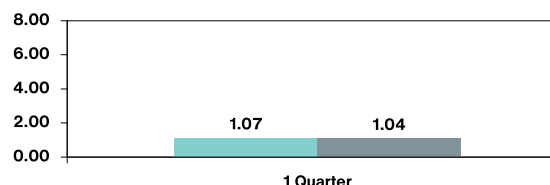
■ CAT Operating Liquidity Fund



■ CAT Fund 2020A ■ Bloomberg US TBill 1-6 Month



■ CAT Operating Claims Paying Fund
■ Bloomberg 1 Month US Treasury Bill



■ CAT Fund 2024A
■ 60% Blmbg. ST 3-6 Mo / 40% Blmbg. ST 6-9 Mo

*CAT Operating Funds: Beginning March 2008, the returns for the CAT Operating Funds reflect marked-to-market returns. Prior to that time, cost-based returns are used. Beginning February 2018, the CAT Operating Funds were split into two different sub funds, the CAT Fund Operating Liquidity Fund and the CAT Fund Operating Claims Paying Fund. Performance for each sub fund is shown above.



Investment advice and consulting services provided by Aon Investments USA Inc.

17

Florida PRIME: Executive Summary

- The purpose of Florida PRIME is safety, liquidity, and competitive returns with minimal risk for participants.
- The Investment Policy Statement appropriately constrains Florida PRIME to invest in short-term and high-quality bonds to minimize both interest rate and credit risk.
- Florida PRIME is adequately diversified across issuers within the short-term bond market, and adequate liquidity exists to address the cash flow obligations of Florida PRIME.
- Performance of Florida PRIME has been strong over short- and long-term time periods, outperforming its performance benchmark over the trailing quarter, one-, three-, five-, and ten-year time periods.
- As of March 31, 2025, the total market value of Florida PRIME was \$31.4 billion.
- Aon Investments USA Inc., in conjunction with SBA staff, compiles an annual best practices report that includes a full review of the Investment Policy Statement, operational items, and investment structure for Florida PRIME.

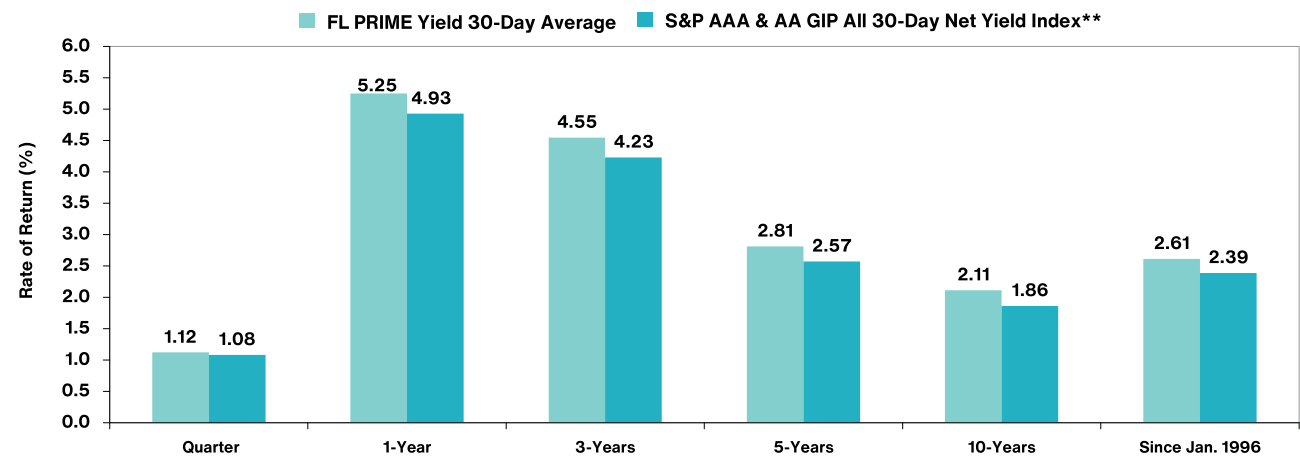


Investment advice and consulting services provided by Aon Investments USA Inc.

18

Florida PRIME Investment Results

Periods Ending March 31, 2025

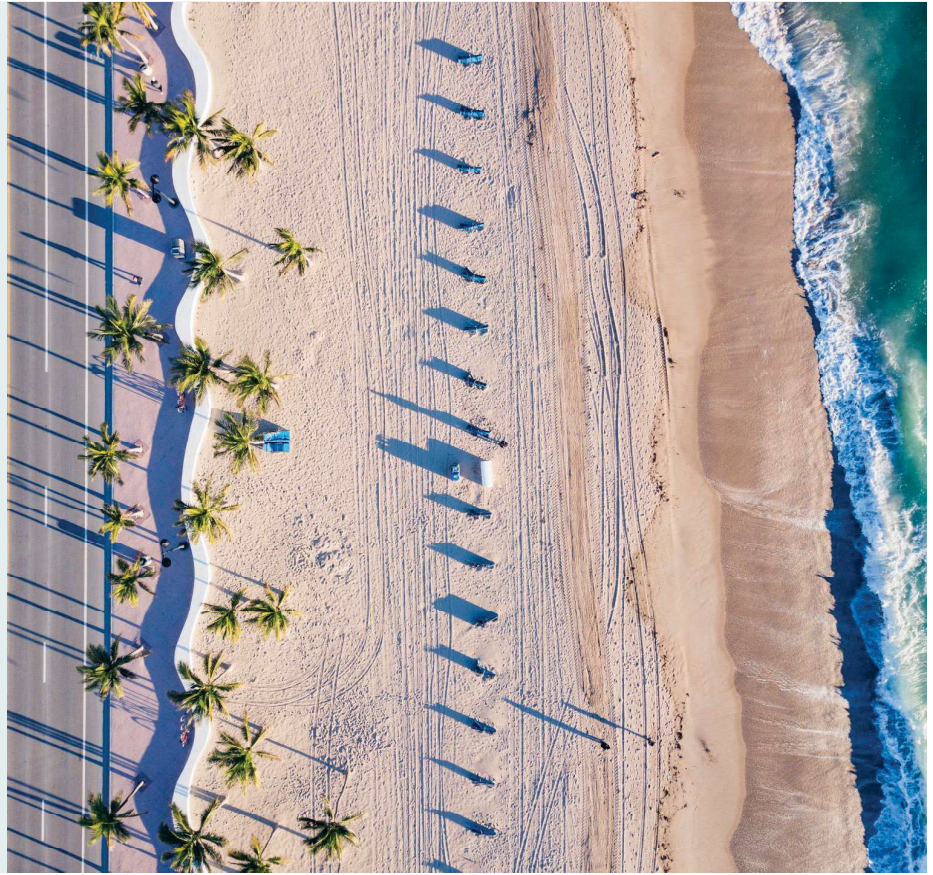


*Returns less than one year are not annualized.
**S&P AAA & AA GIP All 30-Day Net Yield Index for all time periods shown.

(This page is left blank intentionally)

Appendix

AON



FRS Investment Plan Costs

Investment Category	Investment Plan Fee*	Median Mutual Fund Fee**
Domestic Equity	0.18%	0.84%
International & Global Equity	0.29%	0.85%
Diversified Bonds	0.17%	0.49%
Target Date	0.16%	0.31%
Stable Value	0.08%	0.47%
Inflation Protected Securities	0.35%	0.40%

*Average fee of multiple products in category as of 3/31/2025.

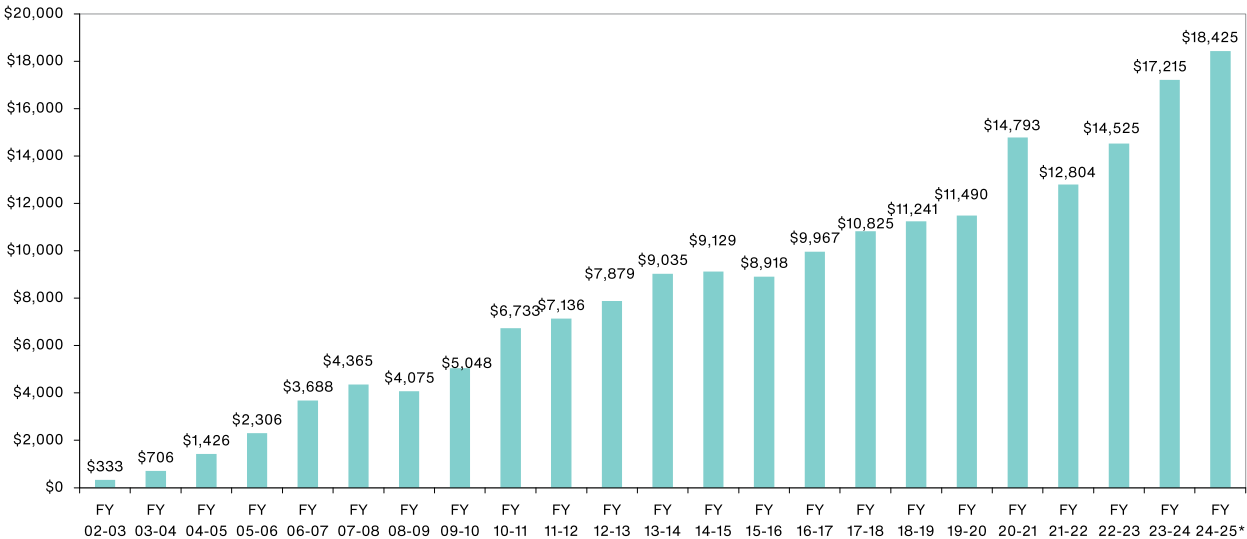
**Source: Aon's mutual fund expense analysis as of 3/31/2025.

AON

Investment advice and consulting services provided by Aon Investments USA Inc.

22

Investment Plan Fiscal Year End Assets Under Management

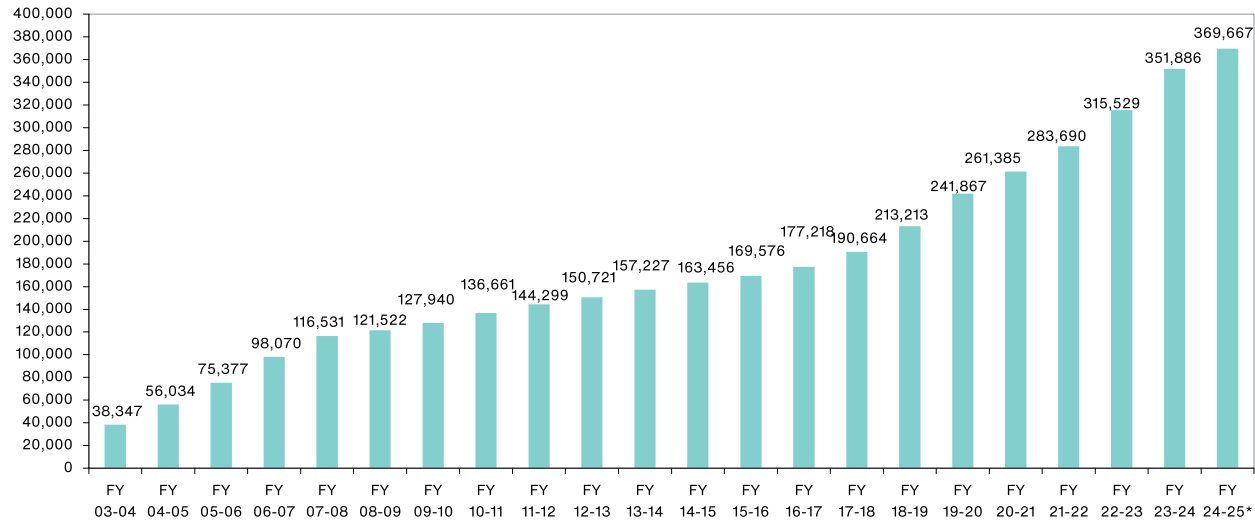


*Period Ending 3/31/2025
Source: Investment Plan Administrator



Investment advice and consulting services provided by Aon Investments USA Inc.

Investment Plan Membership



*Period Ending 3/31/2025
Source: Investment Plan Administrator



Investment advice and consulting services provided by Aon Investments USA Inc.

Florida Hurricane Catastrophe Fund's Background and Details

- The purpose of the Florida Hurricane Catastrophe Fund (FHCF) is to provide a stable, ongoing and timely source of reimbursement to insurers for a portion of their hurricane losses.
- The CAT Operating Funds, along CAT 2020 A and CAT 2024 A Fund are internally managed portfolios.
 - CAT 2013 A Fund was liquidated during 4Q 2020
 - CAT 2016 A Fund was liquidated during 3Q 2021
- As of March 31, 2025, the total value of:
 - The CAT Operating Funds was \$11.7 billion
 - The CAT 2020 A Fund was \$2.3 billion
 - The CAT 2024 A Fund was \$1.0 billion
- History of the CAT Fund Benchmarks: *Beginning February 2018, the CAT Fund Operating Liquidity Fund was benchmarked to the B of A Merrill Lynch 3-6 Month U.S. Treasury Bill Index, and the CAT Fund Operating Claims Paying Fund benchmarked to a blend of 35% of the Bank of America Merrill Lynch 1-3 Year AA U.S. Corporate Bond Index and 65% of Bank of America Merrill Lynch 1-3 Year U.S. Treasury Index. Beginning January 2021, the CAT Fund Operating Liquidity Fund was benchmarked to Bloomberg U.S. Treasuries Bills 3-6 Months & U.S. Treasury Bills 6-9 Months Custom Blend Index. This benchmark is comprised of 60% off the 3-6 month U.S. Treasury Bills and 40% 6-9 month U.S. Treasury Bills., and the CAT Fund Operating Claims Paying Fund is benchmarked Bloomberg U.S. Treasury 1-3 Years & Corporate AA+ ex 144A Reg S Custom Blend Index. This benchmark is comprised of 65% 1-3 year Treasury and 35% of 1-3 year Corporate AA or better excluding 144A and Reg S Securities.*



Investment advice and consulting services provided by Aon Investments USA Inc.

25

CAT Operating Funds Characteristics

Period Ending March 31, 2025

CAT Operating Fund

Maturity Analysis	
1 to 30 Days	64.23%
31 to 60 Days	20.45
61 to 90 Days	3.25
91 to 120 Days	3.48
121 to 150 Days	3.27
151 to 180 Days	0.21
181 to 270 Days	3.40
271 to 365 Days	1.71
366 to 455 Days	0.00
>= 456 Days	0.00
Total % of Portfolio:	100.00%

Bond Rating Analysis	
AAA	55.43%
AA	2.75
A	41.82
Baa	0.00
Other	0.00
Total % of Portfolio	100.00%

CAT 2020A Fund

Maturity Analysis	
1 to 30 Days	28.86%
31 to 60 Days	19.68
61 to 90 Days	10.59
91 to 120 Days	12.00
121 to 150 Days	18.63
151 to 180 Days	10.24
181 to 270 Days	0.00
271 to 365 Days	0.00
366 to 455 Days	0.00
>= 456 Days	0.00
Total % of Portfolio:	100.00%

Bond Rating Analysis	
AAA	52.11%
AA	0.85
A	47.04
Baa	0.00
Other	0.00
Total % of Portfolio	100.00%

CAT 2024A Fund

Maturity Analysis	
1 to 30 Days	13.77%
31 to 60 Days	13.35
61 to 90 Days	9.65
91 to 120 Days	1.26
121 to 150 Days	14.06
151 to 180 Days	15.92
181 to 270 Days	31.99
271 to 365 Days	0.00
366 to 455 Days	0.00
>= 456 Days	0.00
Total % of Portfolio:	100.00%

Bond Rating Analysis	
AAA	50.75%
AA	0.00
A	49.25
Baa	0.00
Other	0.00
Total % of Portfolio	100.00%



Investment advice and consulting services provided by Aon Investments USA Inc.

26

Florida PRIME Characteristics

Quarter Ending March 31, 2025

As of 3/31/25	First Quarter	One Year
Opening Balance	\$32,619,225,628	\$27,430,299,134
Participant Deposits	\$8,395,786,752	\$41,180,457,625
Gross Earnings	\$373,431,756	\$1,403,145,111
Participant Withdrawals	(\$9,964,155,879)	(38,583,145,702)
Fees	(\$2,723,026)	(9,190,937)
Closing Balance	\$31,421,565,231	\$31,421,565,231
Change	(\$1,197,660,397)	\$3,991,266,097

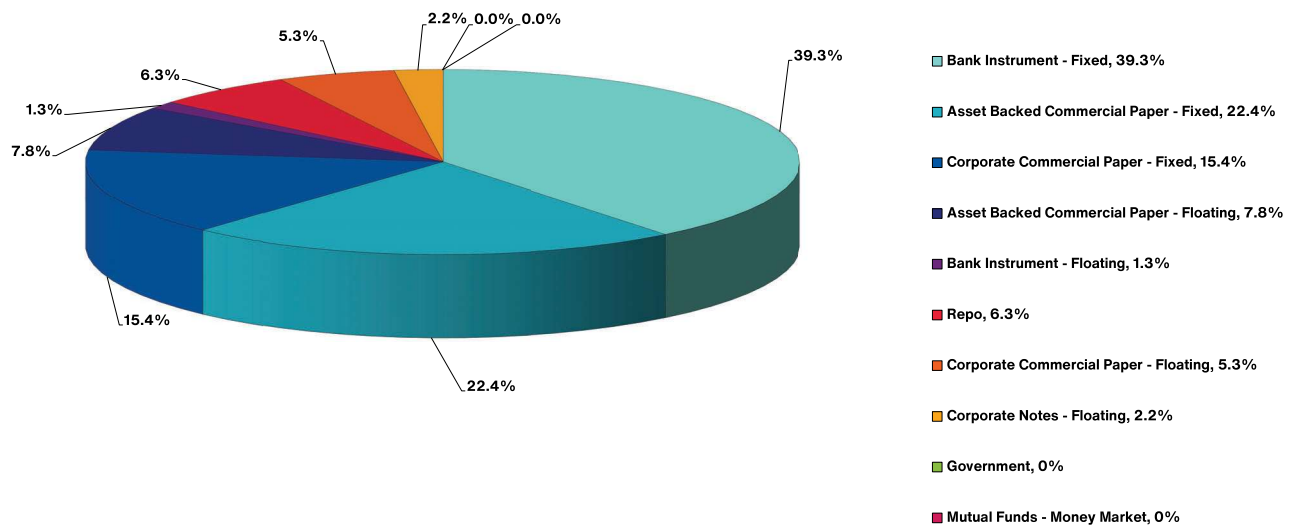
AON

Investment advice and consulting services provided by Aon Investments USA Inc.

27

Florida PRIME Characteristics

Quarter Ending March 31, 2025



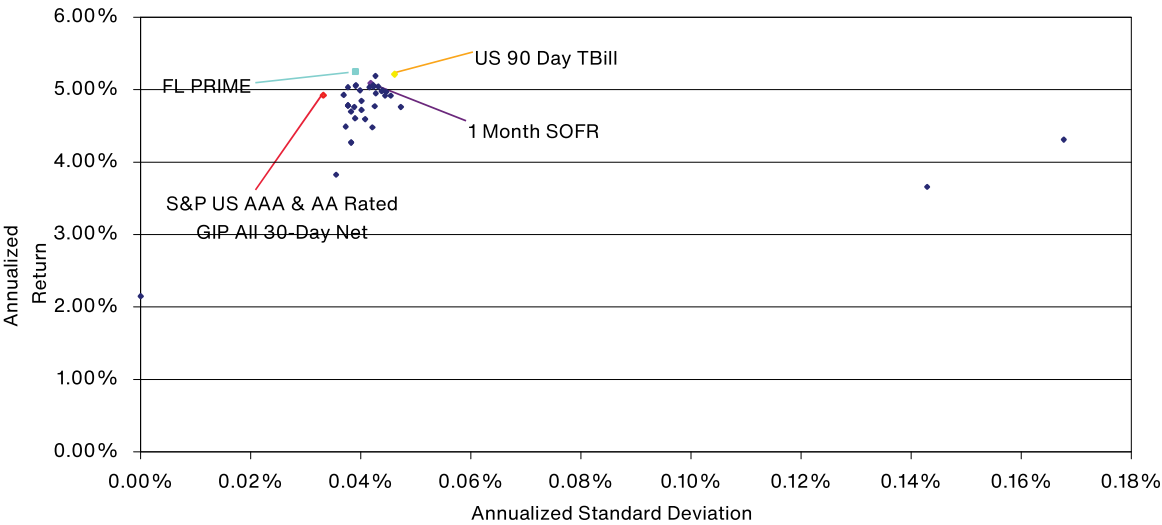
AON

Investment advice and consulting services provided by Aon Investments USA Inc.

28

Florida PRIME Risk vs. Return

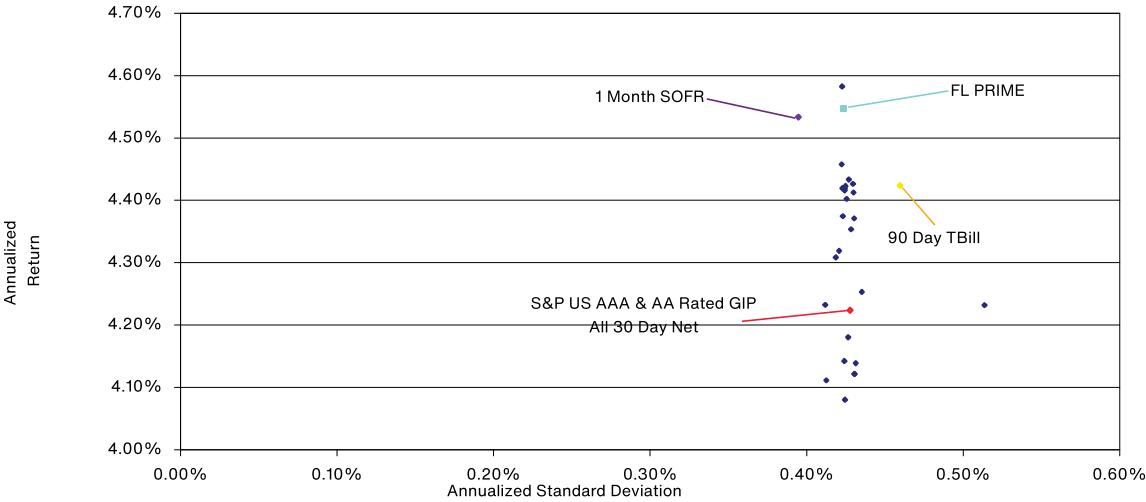
1 Years Ending March 31, 2025



Investment advice and consulting services provided by Aon Investments USA Inc.

Florida PRIME Risk vs. Return

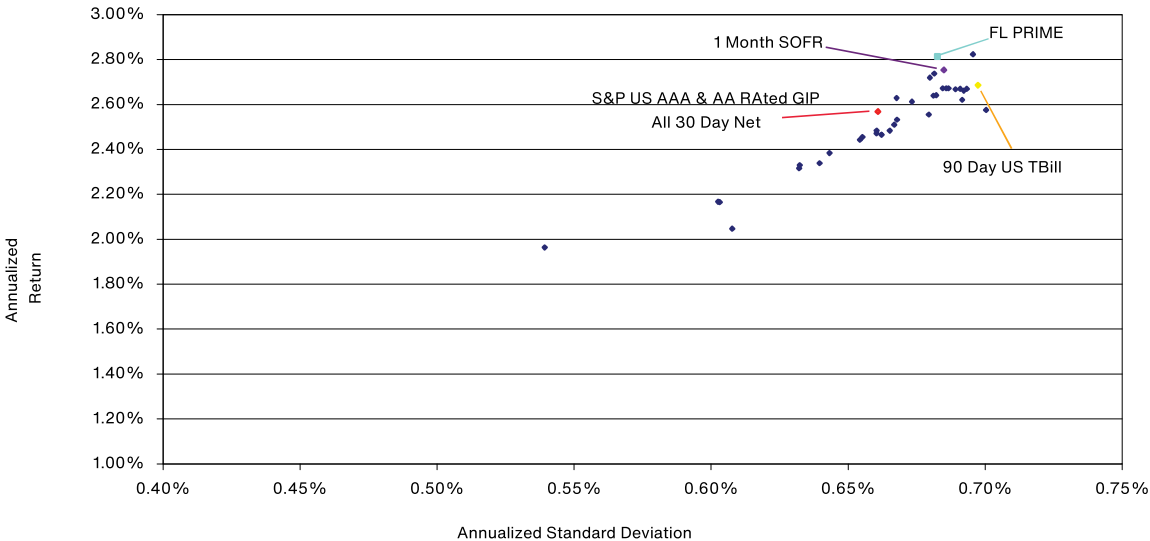
3 Years Ending March 31, 2025



Investment advice and consulting services provided by Aon Investments USA Inc.

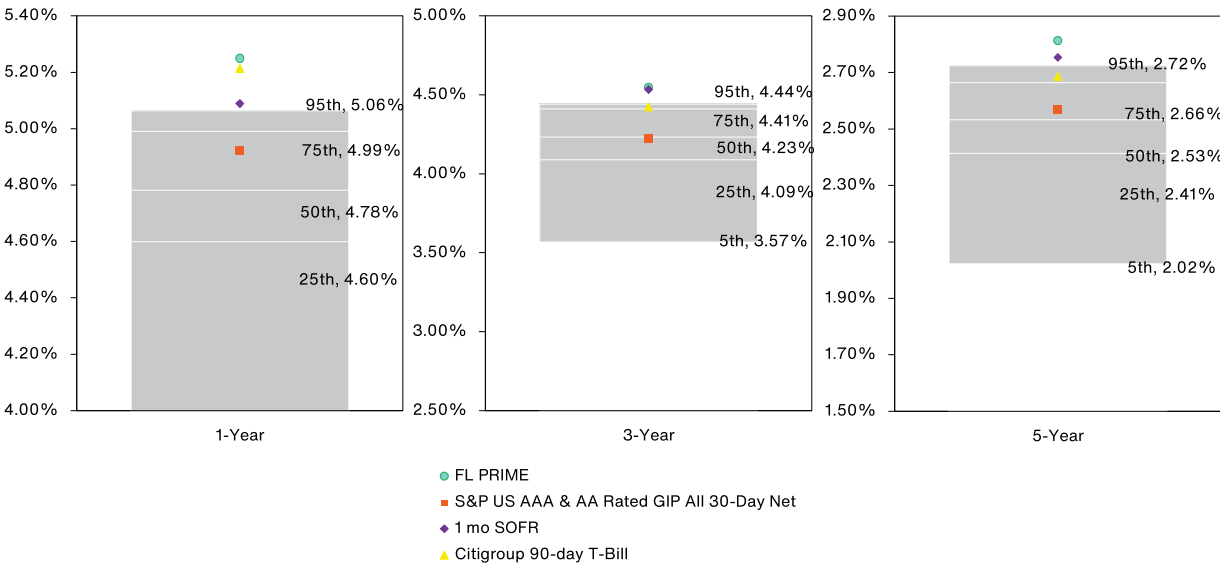
Florida PRIME Risk vs. Return

5 Years Ending March 31, 2025



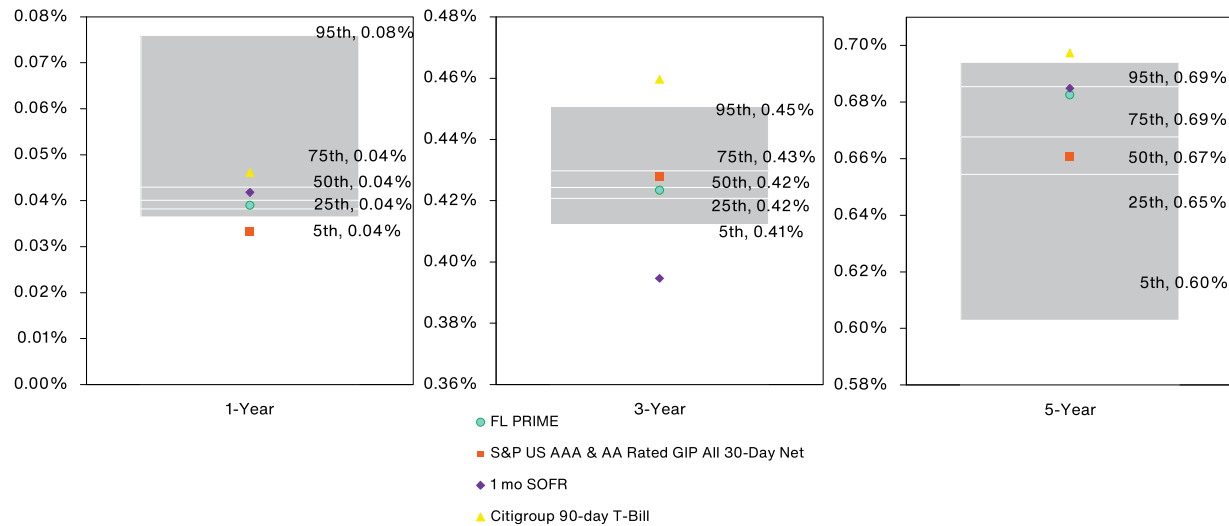
Return Distribution

Periods Ending March 31, 2025



Standard Deviation Distribution

Periods Ending March 31, 2025



Investment advice and consulting services provided by Aon Investments USA Inc.

33

Florida PRIME Characteristics

Period Ending March 31, 2025

Effective Maturity Schedule	
1-7 Days	54.5%
8 - 30 Days	11.7%
31 - 90 Days	19.3%
91 - 180 Days	3.5%
181+ Days	11.0%
Total % of Portfolio:	100.0%

S & P Credit Quality Composition	
A-1+	55.9%
A-1	44.1%
Total % of Portfolio:	100.0%



Investment advice and consulting services provided by Aon Investments USA Inc.

34

Legal Disclosures and Disclaimers

Investment advice and consulting services provided by Aon Investments USA Inc. The information contained herein is given as of the date hereof and does not purport to give information as of any other date. The delivery at any time shall not, under any circumstances, create any implication that there has been a change in the information set forth herein since the date hereof or any obligation to update or provide amendments hereto.

This document is not intended to provide, and shall not be relied upon for, accounting, legal or tax advice. Any accounting, legal, or taxation position described in this presentation is a general statement and shall only be used as a guide. It does not constitute accounting, legal, and tax advice and is based on Aon Investments' understanding of current laws and interpretation.

Aon Investments disclaims any legal liability to any person or organization for loss or damage caused by or resulting from any reliance placed on that content. Aon Investments reserves all rights to the content of this document. No part of this document may be reproduced, stored, or transmitted by any means without the express written consent of Aon Investments.

Aon Investments USA Inc. is a federally registered investment advisor with the U.S. Securities and Exchange Commission. Aon Investments is also registered with the Commodity Futures Trading Commission as a commodity pool operator and a commodity trading advisor and is a member of the National Futures Association. The Aon Investments ADV Form Part 2A disclosure statement is available upon written request to:

Aon Investments USA Inc.
200 E. Randolph Street
Suite 700
Chicago, IL 60601
ATTN: Aon Investments Compliance Officer

© Aon plc 2025. All rights reserved.



Investment advice and consulting services provided by Aon Investments USA Inc.
3020000-210028

35

AON

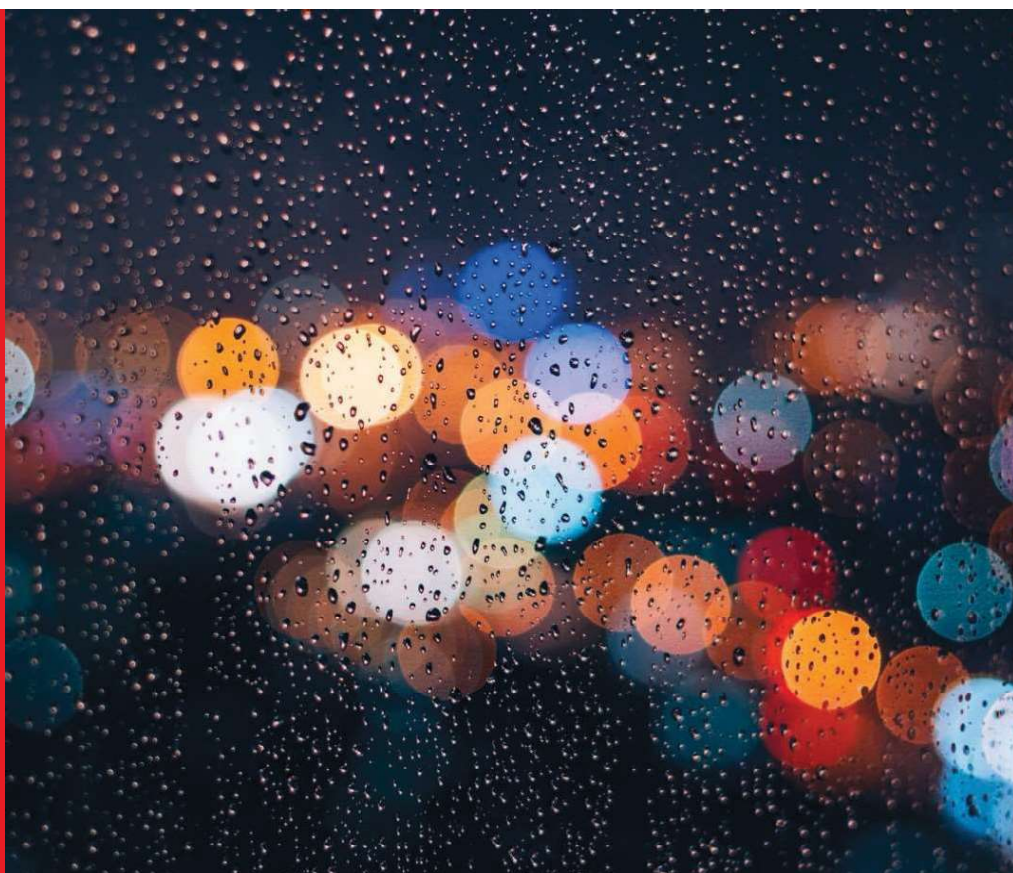
Quarterly Investment Review

FRS Pension Plan

First Quarter 2025

Investment advice and consulting services provided by Aon Investments USA Inc.

Nothing in this document should be construed as legal or investment advice. Please consult with your independent professional for any such advice. To protect the confidential and proprietary information included in this material, it may not be disclosed or provided to any third parties without the approval of Aon.



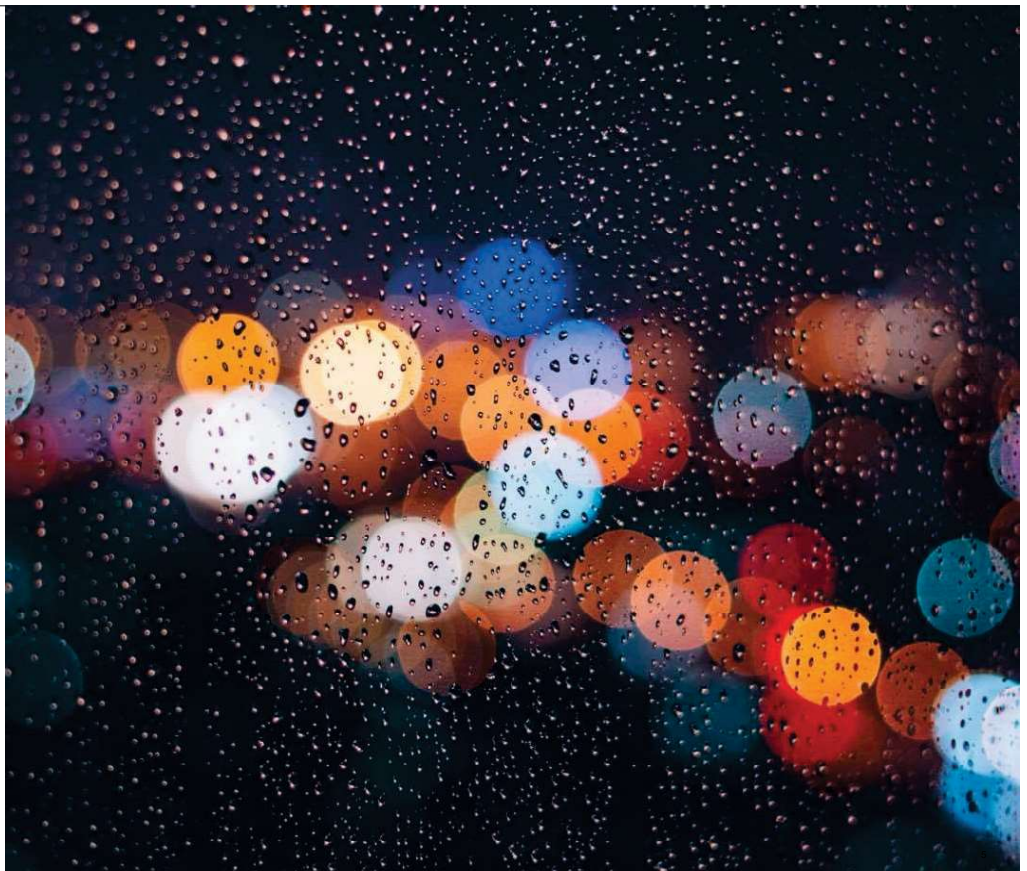
(This page is left blank intentionally)

Table Of Contents

1	Market Environment	5
2	Total Fund	22
3	Global Equity	32
4	Domestic Equities	34
5	Foreign Equities	38
6	Global Equities	42
7	Fixed Income	44
8	Private Equity	48
9	Real Estate	52
10	Strategic Investments	56
11	Active Credit	58
12	Cash	60
13	Appendix	62

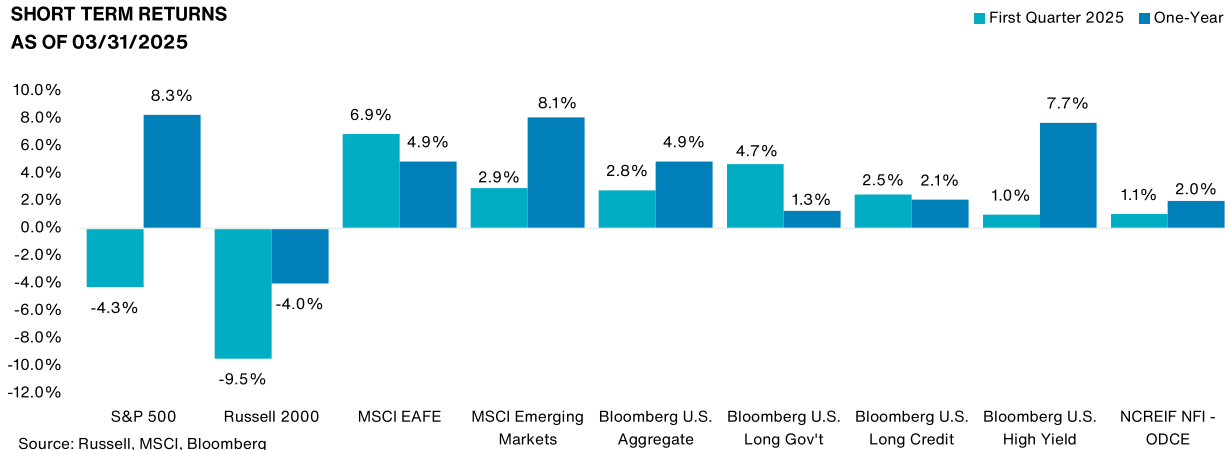
(This page is left blank intentionally)

Market Environment



Market Highlights

SHORT TERM RETURNS AS OF 03/31/2025



Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.
MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.

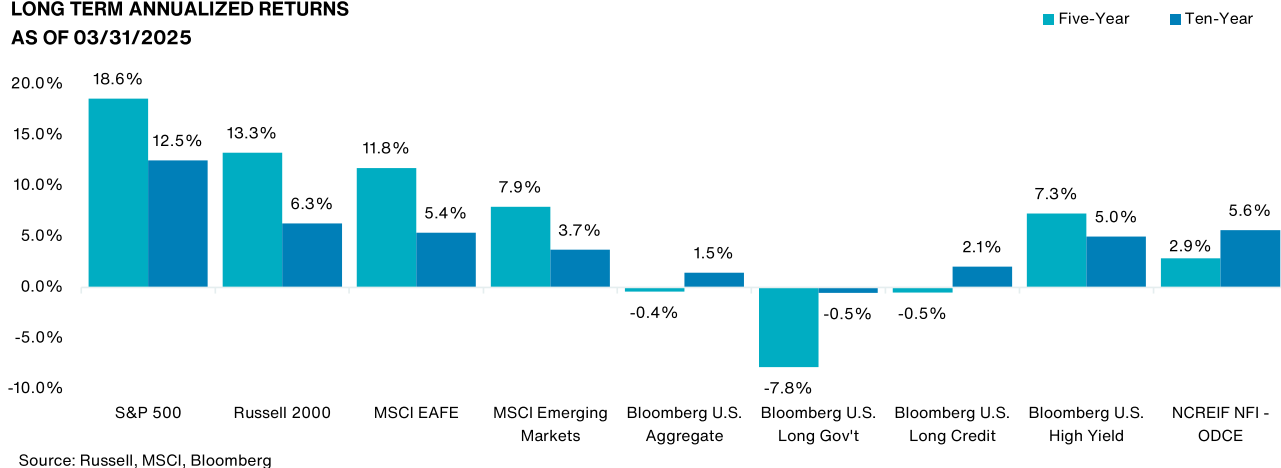


Private and Confidential | Investment advice and consulting services provided by Aon Investments USA Inc.
4429961-NBC

6

Market Highlights

LONG TERM ANNUALIZED RETURNS AS OF 03/31/2025



Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.
MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.



Private and Confidential | Investment advice and consulting services provided by Aon Investments USA Inc.
4429961-NBC

7

Market Highlights

Returns of the Major Capital Markets					
	First Quarter	1-Year	3-Year ¹	5-Year ¹	10-Year ¹
Equity					
MSCI All Country World IMI	-1.61%	6.30%	6.31%	15.02%	8.55%
MSCI All Country World	-1.32%	7.15%	6.91%	15.18%	8.84%
Dow Jones U.S. Total Stock Market	-4.87%	7.09%	8.11%	18.08%	11.72%
Russell 3000	-4.72%	7.22%	8.22%	18.18%	11.80%
S&P 500	-4.27%	8.23%	9.06%	18.59%	12.50%
Russell 2000	-9.48%	-4.01%	0.52%	13.27%	6.30%
MSCI All Country World ex-U.S. IMI	4.59%	5.50%	3.99%	11.02%	5.02%
MSCI All Country World ex-U.S.	5.23%	6.09%	4.48%	10.92%	4.98%
MSCI EAFE	6.86%	4.88%	6.05%	11.77%	5.40%
MSCI EAFE (Local Currency)	2.89%	4.13%	8.71%	13.26%	6.34%
MSCI Emerging Markets	2.93%	8.09%	1.44%	7.94%	3.71%
Equity Factors					
MSCI World Minimum Volatility (USD)	8.05%	13.89%	6.74%	10.63%	8.33%
MSCI World High Dividend Yield	6.83%	9.99%	7.01%	13.11%	7.99%
MSCI World Quality	-2.69%	3.54%	9.46%	16.99%	12.62%
MSCI World Momentum	-0.78%	7.76%	8.39%	15.73%	11.98%
MSCI World Enhanced Value	6.95%	5.83%	7.73%	14.50%	6.57%
MSCI World Equal Weighted	2.79%	5.87%	4.79%	13.33%	6.97%
MSCI World Index Growth	-7.71%	5.57%	7.86%	16.83%	11.78%
MSCI USA Minimum Volatility (USD)	5.86%	14.02%	8.35%	13.59%	10.72%
MSCI USA High Dividend Yield	4.53%	7.93%	6.80%	13.58%	9.76%
MSCI USA Quality	-2.91%	6.65%	11.67%	18.56%	14.36%
MSCI USA Momentum	-1.88%	7.93%	8.23%	15.09%	12.71%
MSCI USA Enhanced Value	1.71%	1.25%	3.74%	14.36%	7.70%
MSCI USA Equal Weighted	-1.32%	4.64%	5.16%	16.35%	9.49%
MSCI USA Growth	-10.94%	8.41%	9.93%	20.37%	15.03%

Returns of the Major Capital Markets					
	First Quarter	1-Year	3-Year ¹	5-Year ¹	10-Year ¹
Fixed Income					
Bloomberg Global Aggregate	2.64%	3.05%	-1.63%	-1.38%	0.61%
Bloomberg U.S. Aggregate	2.78%	4.88%	0.52%	-0.40%	1.46%
Bloomberg U.S. Long Gov't	4.67%	1.28%	-7.17%	-7.83%	-0.54%
Bloomberg U.S. Long Credit	2.47%	2.09%	-2.19%	-0.50%	2.05%
Bloomberg U.S. Long Gov't/Credit	3.57%	1.72%	-4.51%	-3.74%	1.01%
Bloomberg U.S. TIPS	4.17%	6.17%	0.06%	2.36%	2.91%
Bloomberg U.S. High Yield	1.00%	7.69%	4.98%	7.29%	5.01%
Bloomberg Global Treasury ex U.S.	2.41%	0.52%	-4.64%	-3.70%	-0.68%
JP Morgan EMBI Global (Emerging Markets)	2.35%	6.72%	3.24%	3.37%	3.11%
Commodities					
Bloomberg Commodity Index	8.88%	12.28%	-0.77%	14.51%	2.77%
Goldman Sachs Commodity Index	4.89%	3.83%	1.25%	20.74%	2.60%
Hedge Funds					
HFRI Fund-Weighted Composite ²	-0.38%	4.68%	4.59%	9.55%	4.99%
HFRI Fund of Funds ²	-0.21%	4.56%	4.01%	7.15%	3.51%
Real Estate					
NAREIT U.S. Equity REITS	0.91%	9.94%	-0.61%	11.34%	5.33%
NCREIF NFI - ODCE	1.05%	2.02%	-4.28%	2.89%	5.64%
FTSE Global Core Infrastructure Index	5.64%	13.95%	2.34%	9.62%	7.04%
Private Equity					
Burgiss Private IQ Global Private Equity ³		5.14%	4.60%	13.68%	12.67%

Source: Russell, MSCI, Bloomberg

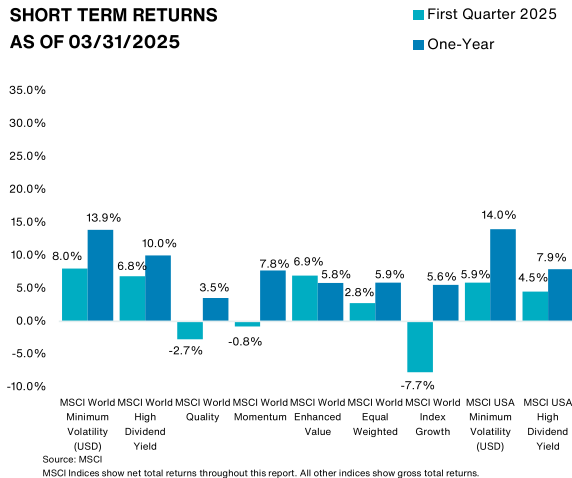
Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.
MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.



Private and Confidential | Investment advice and consulting services provided by Aon Investments USA Inc. 4429981-NBC

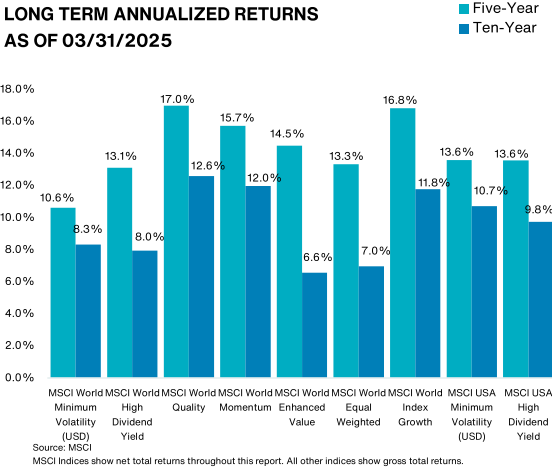
Factor Indices

SHORT TERM RETURNS
AS OF 03/31/2025



Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.
MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.

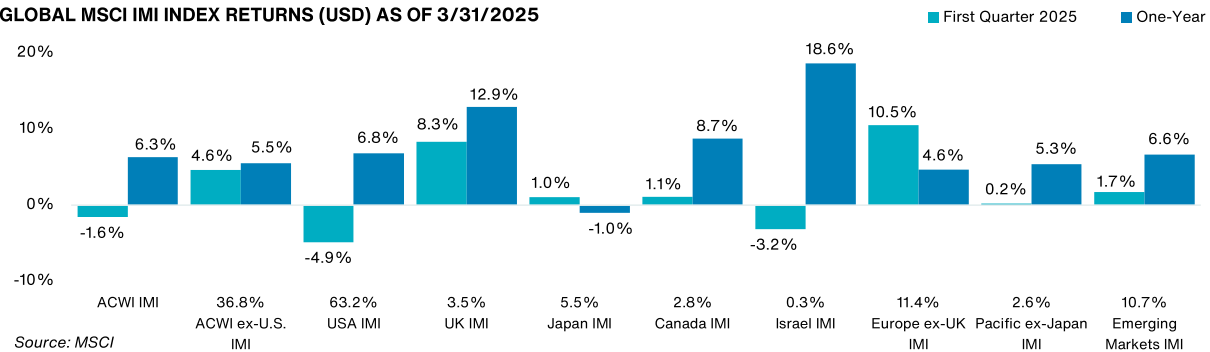
LONG TERM ANNUALIZED RETURNS
AS OF 03/31/2025



Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429981-NBC

Global Equity Markets

GLOBAL MSCI IMI INDEX RETURNS (USD) AS OF 3/31/2025



Source: MSCI

- In Q1 2025, global equity markets fell amidst rising volatility, with Trump tariffs adding to the market turmoil. The S&P 500 index fell by 4.3% over the quarter, delivering its worst quarterly performance since Q3 2022. The MSCI AC World index fell 1.2% over Q1 2025, underperforming the MSCI AC World ex-U.S. index, which rose 5.4%.
- The CBOE Volatility Index (VIX) rose to 22.3 in Q1, rising above its 20-year average of 19.2.
- USA IMI was the worst performer with a return of -4.9% over the quarter. Consumer Discretionary (-13.2%) and Information Technology (-12.9%) were the worst-performing sectors.
- Across international markets, all regions posted positive returns (except U.S. and Israel). The Europe-ex UK IMI equities outperformed with a return of 10.5%, followed by UK IMI (8.3%). Financials (22.6%) and Utilities (17.8%) were the best performing sectors in Europe.

Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.

MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.

AON

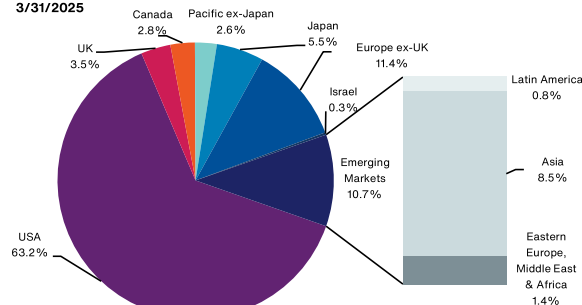
Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NBC

10

Global Equity Markets

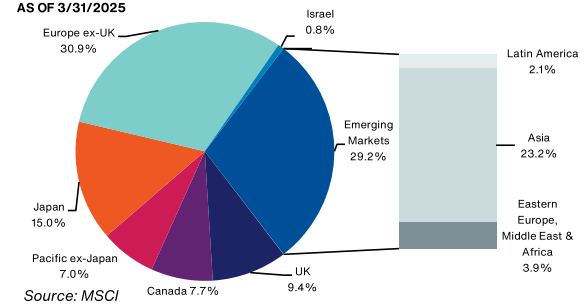
Below is the country/region breakdown of the global and international equity markets as measured by the MSCI All Country World IMI Index and the MSCI All Country World ex-U.S. IMI Index, respectively.

MSCI ALL COUNTRY WORLD IMI INDEX GEOGRAPHIC ALLOCATION AS OF 3/31/2025



Source: MSCI

MSCI ALL COUNTRY WORLD EX-U.S. IMI INDEX GEOGRAPHIC ALLOCATION AS OF 3/31/2025



Source: MSCI

Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.

MSCI net return: deducts assumed foreign tax withholding rate from dividends before investing.

AON

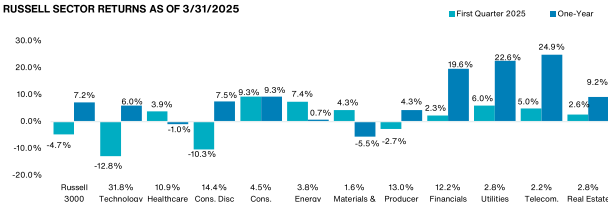
Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NBC

11

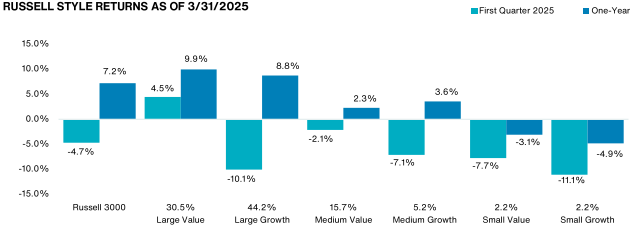
U.S. Equity Markets

- The S&P 500 index fell by 4.3% over the quarter, delivering its worst quarterly performance since Q3 2022. The Dow Jones Industrials fell 0.9% while the tech-heavy NASDAQ Composite index fell 10.3%.
- Q1 2025 saw a flurry of tariff announcements by U.S. President Donald Trump. The U.S. economy grew at an annualized rate of 2.4% in the fourth quarter of 2024, slightly higher than the economists' expected 2.3% but lower than the previous quarter's annualized growth rate of 3.1%. The growth in consumer and government spending was tempered by a decline in private investment.
- The FOMC projects GDP growth of 1.7% for 2025, down from the previous estimate of 2.1%, while PCE inflation is forecasted to rise to 2.7% this year, up from the previous estimate of 2.5%.
- The Russell 3000 Index fell 4.7% during the first quarter and rose by 7.2% on a 1-year basis. Consumer Staples (9.3%) and Energy (7.4%) were the best performers, while Technology (-12.8%) and Consumer Discretionary (-10.3%) were the worst performers.
- On a style basis, value outperformed growth across market capitalizations over the quarter. Large-cap stocks outperformed Medium and Small-cap stocks in value style, while Small-cap stocks underperformed Medium and Large-cap in growth style.

RUSSELL SECTOR RETURNS AS OF 3/31/2025



RUSSELL STYLE RETURNS AS OF 3/31/2025



Source: Russell Indexes

Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.

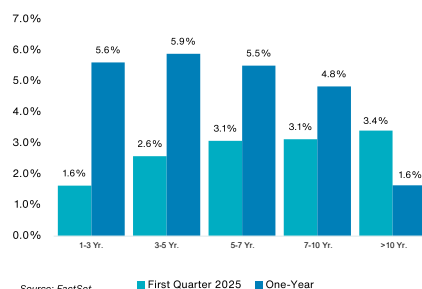


Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NRC

12

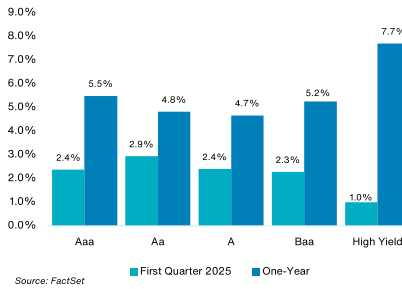
U.S. Fixed Income Markets

BLOOMBERG AGGREGATE RETURNS BY MATURITY AS OF 03/31/2025



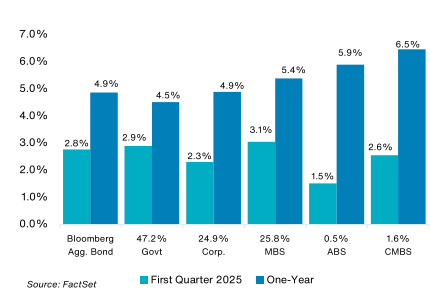
Source: FactSet

BLOOMBERG AGGREGATE RETURNS BY QUALITY AND HIGH YIELD RETURNS AS OF 03/31/2025



Source: FactSet

BLOOMBERG AGGREGATE RETURNS BY SECTOR AS OF 03/31/2025



Source: FactSet

- The U.S. Fed maintained interest rates over the quarter between a range of 4.25%-4.50%. The latest Fed "dot plot," showed a majority of FOMC members still projecting a reduction of half a percentage point in interest rates for 2025 with the rate expected to decline to 3% beyond 2027. Additionally, the Fed announced plans to slow the pace of quantitative tightening by lowering the monthly cap on maturing U.S. Treasuries rolling off its balance sheet, from \$25 billion to \$5 billion starting April 1, 2025.
- The Bloomberg U.S. Aggregate Bond Index rose by 2.8% over the quarter and is up by 4.9% on a 1-year basis.
- Across durations, all maturities finished the quarter in positive territory with longer maturities rising more.
- Within investment-grade bonds, higher-quality issues generally outperformed lower-quality issues, with Aa-rated bonds returning 2.9% during the quarter. High-yield bonds rose by 1.0%. On a 1-year basis, high-yield bonds have outperformed indicating an increased risk appetite.

Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.

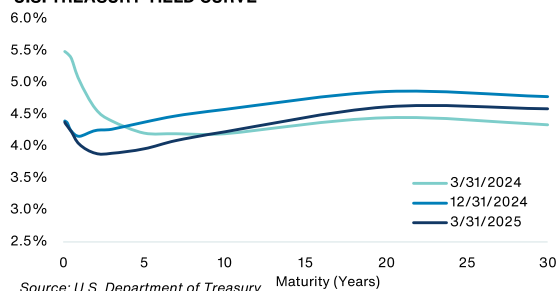


Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NRC

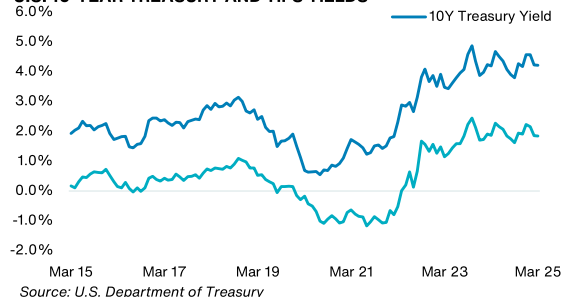
13

U.S. Fixed Income Markets

U.S. TREASURY YIELD CURVE



U.S. 10-YEAR TREASURY AND TIPS YIELDS



- U.S. Treasury yields fell across maturities as the yield curve shifted downwards over the quarter. The 10-year Treasury yield fell by 35bps to 4.23%, and the 30-year Treasury yield fell by 19bps to 4.59% over the quarter.
- U.S. headline consumer price index (CPI) fell to 2.4% year-on-year in March, lower than the economists' expectations of 2.6% and below February's reading of 2.8%. U.S. core inflation, which excludes energy and food prices, fell to 2.8% year-on-year in March, lower than the economists' expectations of 3.0% and February's reading of 3.1%.
- The 10-year TIPS yield fell by 39bps over the quarter to 1.85%.

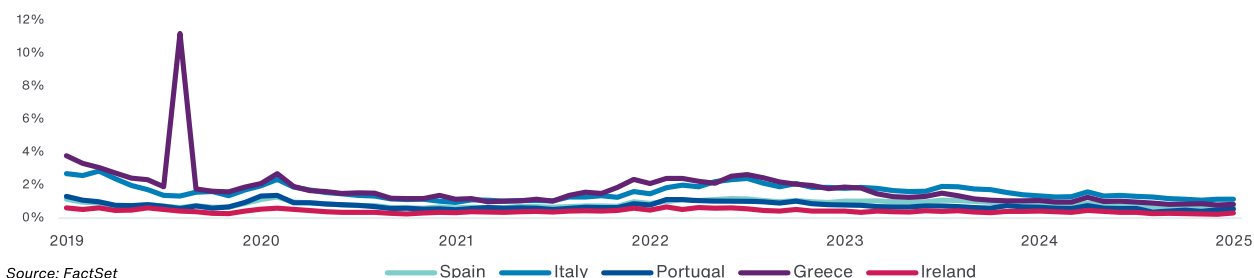
AON

Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429961-NBC

14

European Fixed Income Markets

EUROZONE PERIPHERAL BOND SPREADS (10-YEAR SPREADS OVER GERMAN BUNDS)



- European government bond spreads over 10-year German bunds remained range-bound across the Euro Area, with spreads showing slight contraction for Spain, Italy and Greece, and slight widening for Portugal and Ireland. Over Q1 2025, the European Central Bank reduced its policy interest rate twice by 0.25% each to 2.50%, marking six interest rate cuts since June 2024. The bank also revised its economic growth projections further downwards from those made in December, now forecasting growth rates of 0.9% for 2025, 1.2% for 2026 and 1.3% for 2027. Additionally, headline inflation is expected to accelerate to 2.3% in 2025, 1.9% in 2026, and 2.0% in 2027.
- Greek and Italian government bond yields rose by 33bps and 32bps to 3.53% and 3.84%, respectively over the quarter while Portugal government bond yields rose by 41bps to 3.25%. Irish and Spain government bond yields rose by 38bps and 30bps to 3.01% and 3.34%, respectively over the quarter.
- German bund yields rose by 34bps to 2.70% over the quarter.
- Eurozone headline inflation slowed down as the CPI increased 2.2% year-on-year in March, lower than the 2.3% increase recorded in February and in line with the economists' expectations. Core inflation rose 2.4% year-on-year in March, lower than the previous month's 2.6% and below economists' expectations of 2.5%.

AON

Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429961-NBC

15

Credit Spreads

Spread (bps)	3/31/2025	12/31/2024	3/31/2024	Quarterly Change (bps)	One-Year
U.S. Aggregate	35	34	39	1	-4
Long Gov't	-1	0	0	0	-1
Long Credit	117	100	109	17	8
Long Gov't/Credit	57	50	57	7	0
MBS	36	43	49	-6	-13
CMBS	88	80	96	7	-8
ABS	60	44	55	16	5
Corporate	94	80	90	14	4
High Yield	347	287	299	60	48
Global Emerging Markets	232	219	260	13	-28

Source: FactSet, Bloomberg

- Credit markets rose amid falling risk tolerance sentiment, with spreads generally widening.
- High Yield and Global Emerging Markets spreads widened by 60bps and 13bps, respectively. Meanwhile, ABS spreads widened by 16bps.



Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc.
4429951-NRC

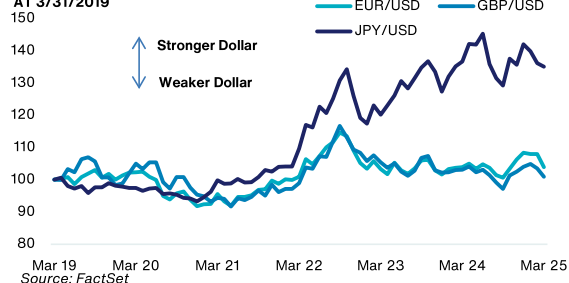
16

Currency

TRADE WEIGHTED U.S. DOLLAR INDEX
(2006 = 100)



U.S. DOLLAR RELATIVE TO EUR, GBP AND JPY REBASED TO 100
AT 3/31/2019



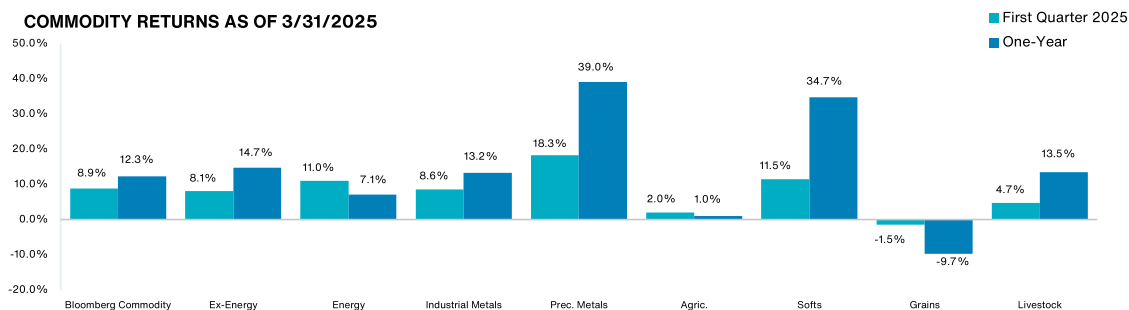
- The U.S. Dollar depreciated against all major currencies over the quarter. On a trade-weighted basis, the U.S. dollar depreciated by 2.0%.
- Sterling appreciated by 3.0% against the U.S. dollar. In its February meeting, the Bank of England reduced its policy rate by 0.25% to 4.5%. The central bank now projects a GDP growth of 0.25% for Q1 2025, higher than the 0.1% reported earlier, with inflation expected to rise to 3.75% by Q3 2025.
- The U.S. dollar depreciated by 4.1% against the euro and by 4.8% against the yen.



Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc.
4429951-NRC

17

Commodities



- Commodity prices rose over the quarter (except Grains sub-sector) with the Bloomberg Commodity Index returning 8.9%.
- The grains sub-sector was the worst performer over the quarter at -1.5%.
- The Prec. Metals sector rose the most over the quarter at 18.3%.
- Following the OPEC+ members' decision to continue with the 2.2 million barrels per day (bpd) increase in oil production post April 2025, seven OPEC+ countries agreed to cut oil production by 189,000 bpd to 435,000 bpd until June 2026, as compensation for increased oil production above the agreed levels. Meanwhile, the price of WTI crude oil fell by 0.3% to U.S.\$ 71.5/B.

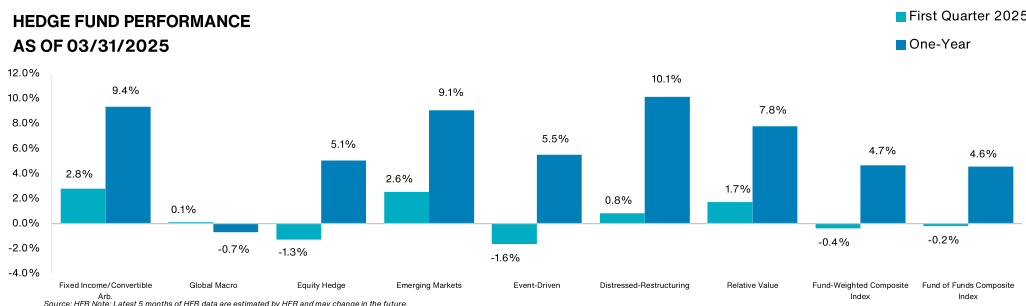
Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.



Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc.
4429961-NRC

18

Hedge Funds Market Overview



- Hedge fund performance remained mixed over the quarter.
- The HFRI Fund-Weighted Composite produced a return of -0.4% and the HFRI Fund of Funds Composite Index produced a return of -0.2% over the quarter.
- Over the quarter, Fixed Income/Convertible Arb. was the best performer with a return of 2.8%.
- Event-Driven was the worst performer with a return of -1.6% over the quarter.
- On a 1-year basis, Distressed-Restructuring has outperformed all other strategies while Global Macro has performed the worst.

Past performance is no guarantee of future results. Indices cannot be invested in directly. Unmanaged index returns assume reinvestment of any and all distributions and do not reflect fees and expenses. Please see appendix for index definitions and other general disclosures.



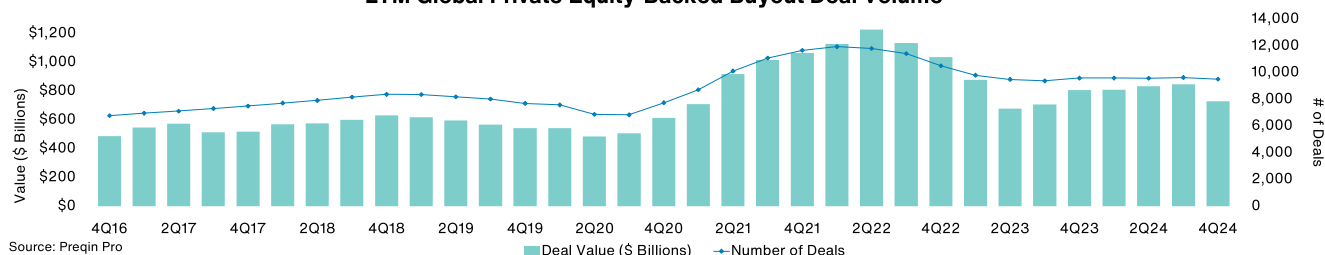
Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc.
4429961-NRC

19

Private Equity Overview

Fourth Quarter 2024

LTM Global Private Equity-Backed Buyout Deal Volume



Source: Preqin Pro

- **Fundraising:** In Q4 2024, \$178.9 billion of capital was raised by 688 funds, which was a decrease of 16.4% on a capital basis and a decrease of 3.8% by number of funds closed over the prior quarter. Capital raised and the number of funds closed in 2024 represented a decrease of 23.7% and 24.2%, respectively, compared to the prior year.¹
- **Buyout:** Global private equity-backed buyout deals totaled \$170.8 billion in Q4 2024, which was a decrease on a capital basis of 13.7% compared to Q3 2024 and a decrease of 18.9% compared to the five-year quarterly average.¹ On a TTM basis, median U.S. private equity EV/EBITDA multiples reached 12.7x at the end of Q4 2024, an increase compared to the 11.9x seen at the end of 2023 and up slightly from the five-year average (12.4x). In Europe, on a TTM basis, median private equity EV/EBITDA multiples reached 12.2x at the end of Q4 2024, above the 10.4x multiple seen at the end of 2023 and above the five-year average of 11.4x.² Globally, buyout exit value totaled \$112.2 billion across 569 deals during the quarter, up, on a capital basis, from \$105.1 billion in exit value from 634 deals during the prior quarter. Exit value across buyout transactions totaled \$415.2 billion in 2024, decreasing from 2023's total exit value of \$456.7 billion.¹
- **Venture:** During the quarter, 2,859 U.S. venture-backed transactions totaling \$74.6 billion were completed, which was an increase of 70.2% on a capital basis and a decrease of 15.0% by deal count over the prior quarter, which saw 3,365 deals completed totaling \$43.8 billion. This was also an increase of 35.7% on a capital basis compared to the five-year quarterly average of \$55.0 billion. Total U.S. venture-backed exit value increased during the quarter, totaling approximately \$37.0 billion across an estimated 356 completed transactions. This compares to \$26.3 billion of value across 256 exits in Q4 2023. However, Q4 2024 exit value was meaningfully below the five-year quarterly average of \$79.8 billion from 356 transactions.³

Sources: 1 Preqin 2 Pitchbook/LCD 3 PitchBook/NVCA Venture Monitor 4 Fitch Ratings 5 Jefferies

Notes: FY=Fiscal year ended 12/31; YTD=Year to date; LTM=Last 12 months (aka trailing 12 months); PPM=Purchase Price Multiples: Total Purchase Price ÷ EBITDA.

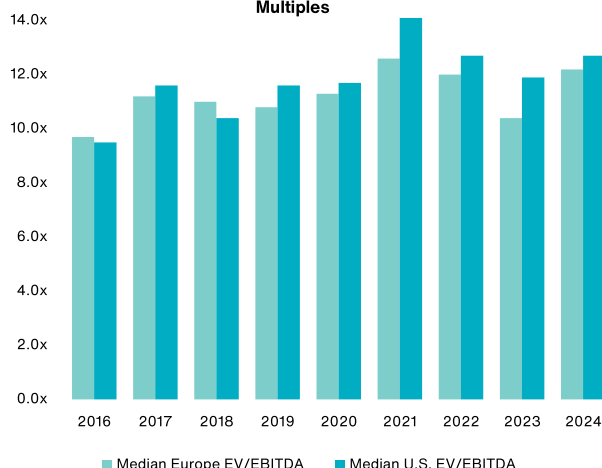
AON

Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NBC

20

Private Equity Overview (cont.)

Median U.S. and European PE Buyout Purchase Price Multiples



Source: Pitchbook, LCD

Sources: 1 Preqin 2 Pitchbook/LCD 3 PitchBook/NVCA Venture Monitor 4 Fitch Ratings 5 Jefferies

- **Mezzanine:** 5 funds closed on \$0.6 billion during the quarter, a decrease from the prior quarter's total of \$3.5 billion raised by 8 funds. This represented a significant decrease compared to the five-year quarterly average of \$6.6 billion. Capital raised in 2024 represented only 19.7% of 2023's total of \$39.8 billion.¹
- **Distressed Debt/Special Situations:** The TTM U.S. high-yield default rate was 2.58% as of December 2024, which was up from September 2024's TTM rate of 1.94%.⁴ During the quarter, \$10.3 billion was raised by 12 funds, down from the \$16.5 billion raised by 11 funds during Q3 2024. Capital raised in 2024 represented 75.4% of 2023's total of \$50.8 billion.¹
- **Secondaries:** 19 funds raised \$7.9 billion during Q4 2024, down substantially from the \$30.1 billion raised by 26 funds in Q3 2024. This was also a decrease compared to the five-year quarterly average of \$15.8 billion.¹ The average discount rate for LP buyout and venture capital portfolios finished 2H 2024 at 6.0% and 25.0%, respectively, with buyout discounts being flat and venture discounts decreasing 5.0% compared to 1H 2024.⁵
- **Infrastructure:** \$18.9 billion of capital was raised by 17 funds in Q4 2024 compared to \$18.1 billion of capital raised by 20 funds in Q3 2024. The 10 largest funds in market are currently seeking a combined \$176.0 billion in capital. Infrastructure managers completed 416 deals for an aggregate deal value of \$74.1 billion in Q4 2024, a decrease compared to 540 deals totaling \$105.5 billion completed in Q3 2024.¹
- **Natural Resources:** During Q4 2024, 6 funds closed on \$10.5 billion, a large increase compared to 10 funds closing on \$2.8 billion during the prior quarter. However, capital raised in 2024 represented a decrease of 46.4% compared to the prior year. 74 energy and utilities buyout deals were completed in Q4 2024 totaling \$7.1 billion, a decrease, on a capital basis, compared to 70 completed deals totaling \$10.7 billion in Q3 2024.¹

AON

Private and Confidential | Investment advice and consulting services provided by Aon Investment USA Inc. 4429951-NBC

21

Total Fund



Highlights

Executive Summary

- The Total Fund outperformed the Performance Benchmark over the trailing quarter and ten-year period.
- The Fund ended the first quarter of 2025 outperforming the performance benchmark by 0.3%
- The fund is well diversified across seven broad asset classes.
- Public market asset class investments do not significantly deviate from their broad market based benchmarks, e.g., sectors, market capitalizations, global regions, credit quality, duration, and security types.
- Private market asset classes are well-diversified by vintage year, geography, property type, sectors, investment vehicle/asset type, or investment strategy.
- Asset allocation is monitored on a daily basis to ensure the actual asset allocation of the plan remains close to the long-term policy targets set forth in the Investment Policy Statement.
- Aon Investments and SBA staff revisit the plan design annually through informal and formal asset allocation and asset liability reviews.
- Adequate liquidity exists within the asset allocation to pay the monthly obligations of the Pension Plan consistently and on a timely basis.

Performance Highlights

- The Total Fund outperformed the Performance Benchmark over the longer trailing period of 10 years

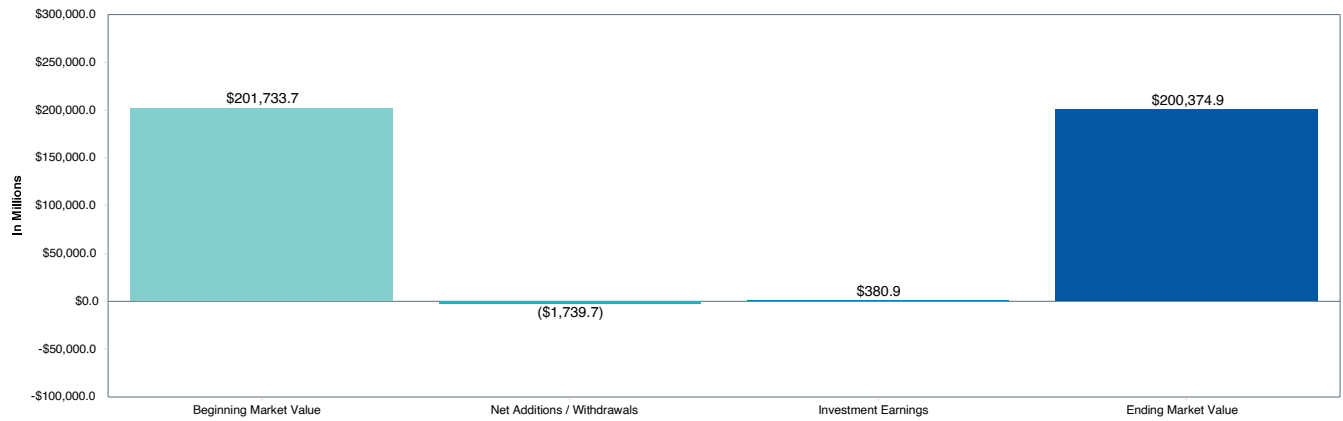
Asset Allocation

- The Fund assets total \$200.4 billion as of March 31, 2025, which represents a \$1.3 billion decrease since last quarter.
- Actual allocations for all asset classes were within their respective policy ranges and in line with the current policy at quarter-end.



Total Plan Asset Summary

As of March 31, 2025



Summary of Cash Flows

	1 Quarter	1 Year	3 Years
Total Fund			
Beginning Market Value	201,733,682,968	196,525,624,636	197,722,178,265
+ Additions / Withdrawals	-1,739,688,925	-6,757,405,792	-21,118,190,702
+ Investment Earnings	380,918,484	10,606,693,683	23,770,924,964
= Ending Market Value	200,374,912,527	200,374,912,527	200,374,912,527

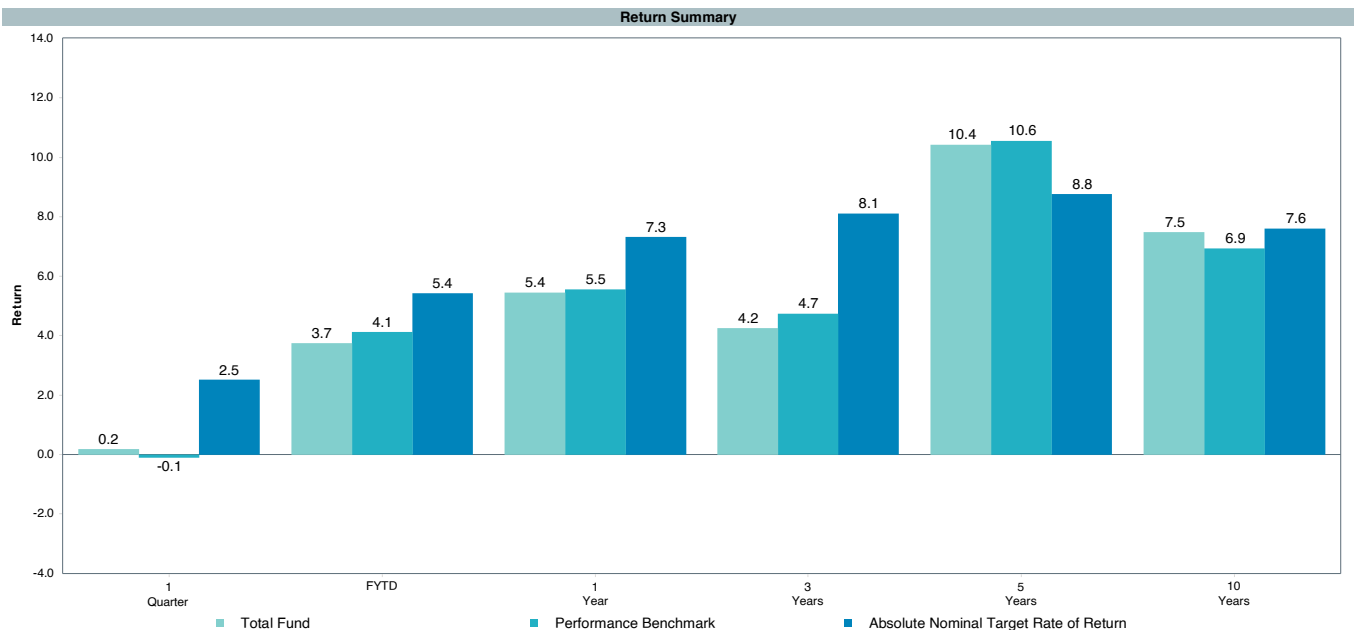


*Period July 2023 - Present

24

Total Plan Performance Summary

As of March 31, 2025



25

Asset Allocation & Performance

As of March 31, 2025

	Allocation			Performance %					
	Market Value \$	%	Policy %	1 Quarter	FYTD	1 Year	3 Years	5 Years	10 Years
Total Fund	200,374,912,527	100.0	100.0	0.2 (60)	3.7 (74)	5.4 (52)	4.2 (42)	10.4 (32)	7.5 (12)
Performance Benchmark				-0.1 (76)	4.1 (58)	5.5 (45)	4.7 (23)	10.6 (28)	6.9 (35)
Absolute Nominal Target Rate of Return				2.5 (2)	5.4 (6)	7.3 (3)	8.1 (1)	8.8 (92)	7.6 (7)
Global Equity*	94,519,489,127	47.2	48.0	-1.6	4.0	6.5	6.6	15.2	8.9
Asset Class Target				-1.7	3.8	6.2	6.3	15.0	8.6
Domestic Equities	49,859,668,061	24.9		-4.8	3.7	7.0	8.2	18.3	11.7
Asset Class Target				-4.7	3.9	7.2	8.2	18.2	11.8
Foreign Equities	30,176,328,445	15.1		4.1	4.8	6.2	4.5	11.4	5.7
Asset Class Target				4.6	4.4	5.3	3.9	11.0	5.0
Global Equities	11,579,383,110	5.8		-1.5	4.5	6.5	7.5	14.4	8.7
Benchmark				-1.6	4.2	7.0	7.3	15.7	9.3
Fixed Income	43,027,789,922	21.5	21.6	2.8	5.0	5.2	1.8	0.8	1.8
Asset Class Target				2.8	4.8	4.9	1.4	0.2	1.5
Private Equity	18,789,336,323	9.4	9.1	1.2	4.4	7.9	2.2	15.5	15.2
Asset Class Target				-0.9	5.6	8.7	8.9	17.8	11.5
Real Estate	19,359,505,540	9.7	9.4	1.2	-1.1	-1.9	-1.9	3.9	5.8
Asset Class Target				1.0	0.5	-2.0	-3.2	2.6	4.9
Strategic Investments	12,479,162,124	6.2	6.1	0.5	5.4	6.8	6.6	7.8	6.8
Short-Term Target				0.3	5.4	6.2	6.9	9.3	6.3
Active Credit	9,852,524,054	4.9	4.8	1.9	1.3	4.1			
Asset Class Target				0.9	5.5	8.0			
Cash**	2,347,105,438	1.2		1.3	4.0	5.3	4.0	2.2	1.7
Blmbg. U.S. Treasury Bills: 1-3 Months				1.0	3.6	5.0	4.3	2.6	1.9

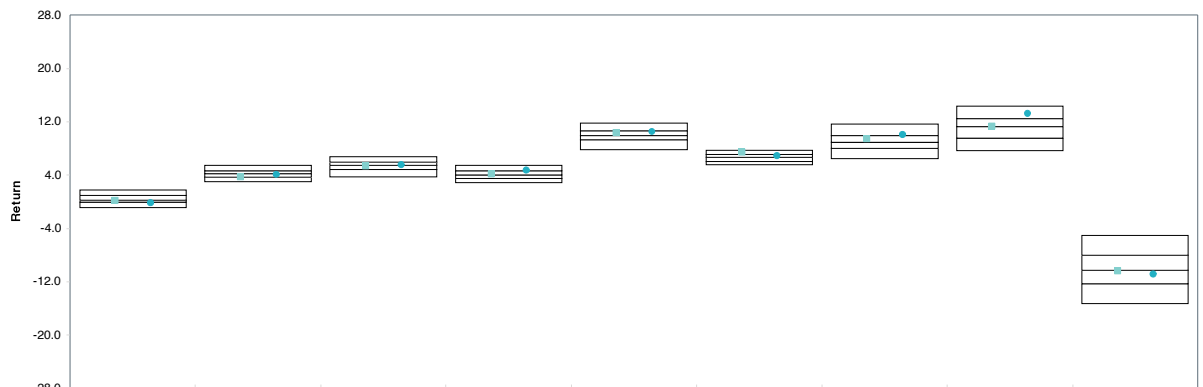
Benchmark and universe descriptions can be found in the Appendix.
 * Global Equity became an asset class in July 2010. The historical return series prior to July 2010 was derived from the underlying Domestic Equities, Foreign Equities, and Global Equities components.
 **Performance for the Cash & Central Custody and Enhanced Cash Composite is shown.



26

Plan Sponsor Peer Group Analysis

As of March 31, 2025



	1 Quarter	FYTD	1 Year	3 Years	5 Years	10 Years	2024	2023	2022
Total Fund	0.2 (60)	3.7 (74)	5.4 (52)	4.2 (42)	10.4 (32)	7.5 (12)	9.5 (39)	11.4 (47)	-10.4 (53)
Performance Benchmark	-0.1 (76)	4.1 (58)	5.5 (45)	4.7 (23)	10.6 (28)	6.9 (35)	10.1 (25)	13.3 (13)	-10.9 (61)
5th Percentile	1.8	5.5	6.8	5.5	11.8	7.8	11.6	14.4	-5.0
1st Quartile	0.9	4.7	6.0	4.6	10.6	7.2	10.0	12.5	-8.0
Median	0.3	4.3	5.5	4.0	9.9	6.7	9.0	11.3	-10.3
3rd Quartile	-0.1	3.7	4.8	3.5	9.3	6.1	8.0	9.6	-12.3
95th Percentile	-0.9	3.0	3.8	2.9	7.9	5.5	6.5	7.7	-15.3
Population	106	106	106	104	99	93	184	201	191

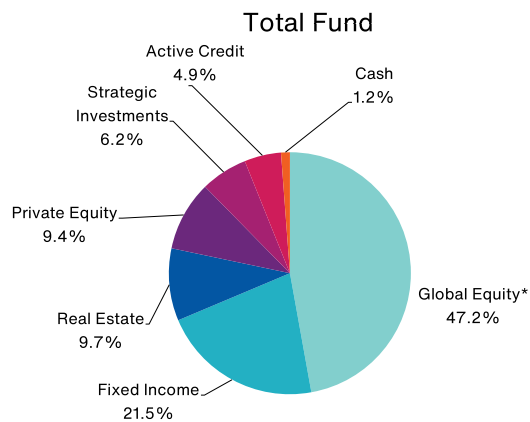
Parenteses contain percentile rankings.
 Universe: All Public Plans > \$1B-Total Fund



27

Universe Asset Allocation Comparison¹

As of March 31, 2025

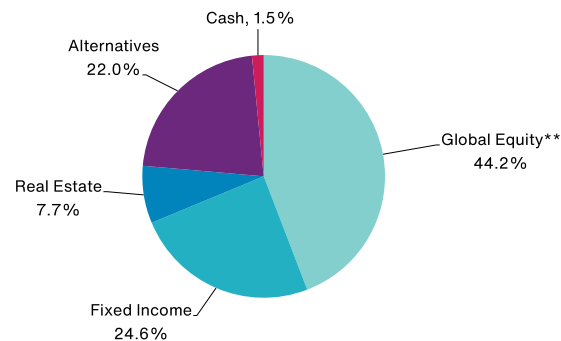


*Global Equity Allocation: 24.9% Domestic Equities; 15.1% Foreign Equities; 5.8% Global Equities; 0.6% Global Equity Cash; 0.8% Global Equity Liquidity Account. Percentages are of the Total FRS Fund.

¹Allocations may not sum to 100.0% due to rounding.



BNY Mellon Public Funds > \$1B Net Universe

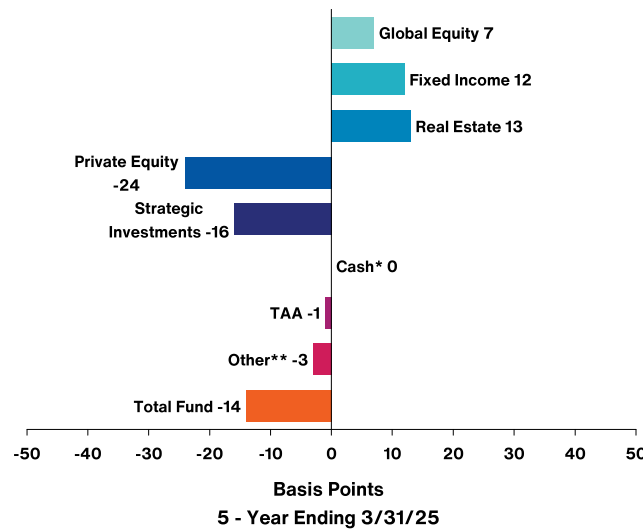
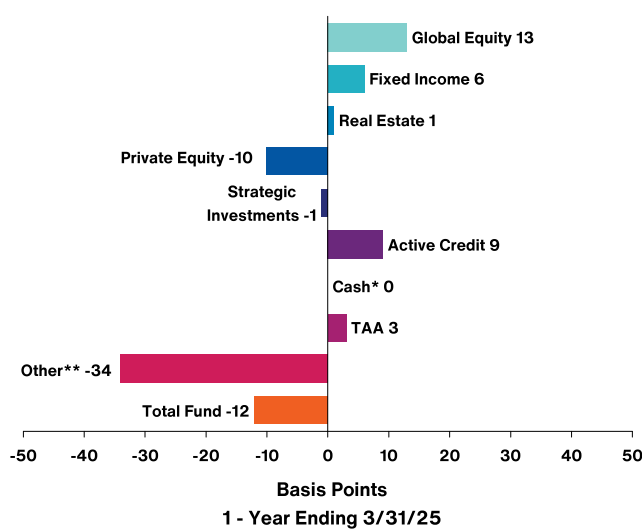


**Global Equity Allocation: 26.8% Domestic Equities; 15.1% Foreign Equities.

Investment advice and consulting services provided by Aon Investments USA Inc.

Attribution

As of March 31, 2025



*Cash AA includes Cash and Central Custody, Securities Lending Account income from 12/2009 to 3/2013 and unrealized gains and losses on securities lending collateral beginning June 2013, TF STIPFRS NAV Adjustment Account, and the Cash Expense Account.

**Other includes transition accounts, liquidity portfolios, accounts outside of C&CC, and unexplained differences due to methodology.

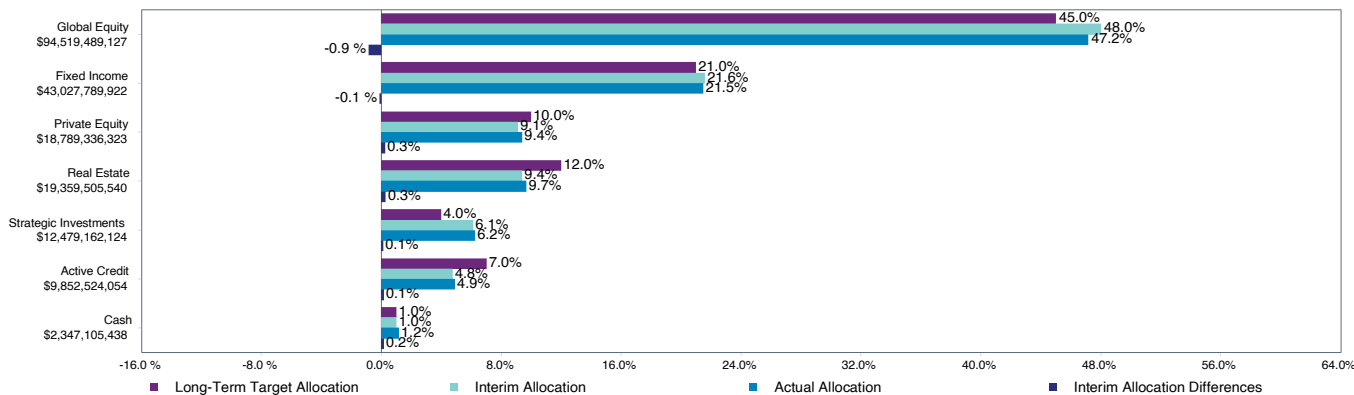


Investment advice and consulting services provided by Aon Investments USA Inc.

Asset Allocation Compliance

As of March 31, 2025

	Market Value \$	Current Allocation %	Interim Allocation %	Long-Term Target Allocation %	Minimum Allocation %	Maximum Allocation %
Total Fund	200,374,912,527	100.0	100.0	100.0		
Global Equity	94,519,489,127	47.2	48.0	45.0	35.0	60.0
Fixed Income	43,027,789,922	21.5	21.6	21.0	12.0	30.0
Private Equity	18,789,336,323	9.4	9.1	10.0	6.0	20.0
Real Estate	19,359,505,540	9.7	9.4	12.0	8.0	20.0
Strategic Investments	12,479,162,124	6.2	6.1	4.0	2.0	14.0
Active Credit	9,852,524,054	4.9	4.8	7.0	2.0	12.0
Cash	2,347,105,438	1.2	1.0	1.0	0.3	5.0

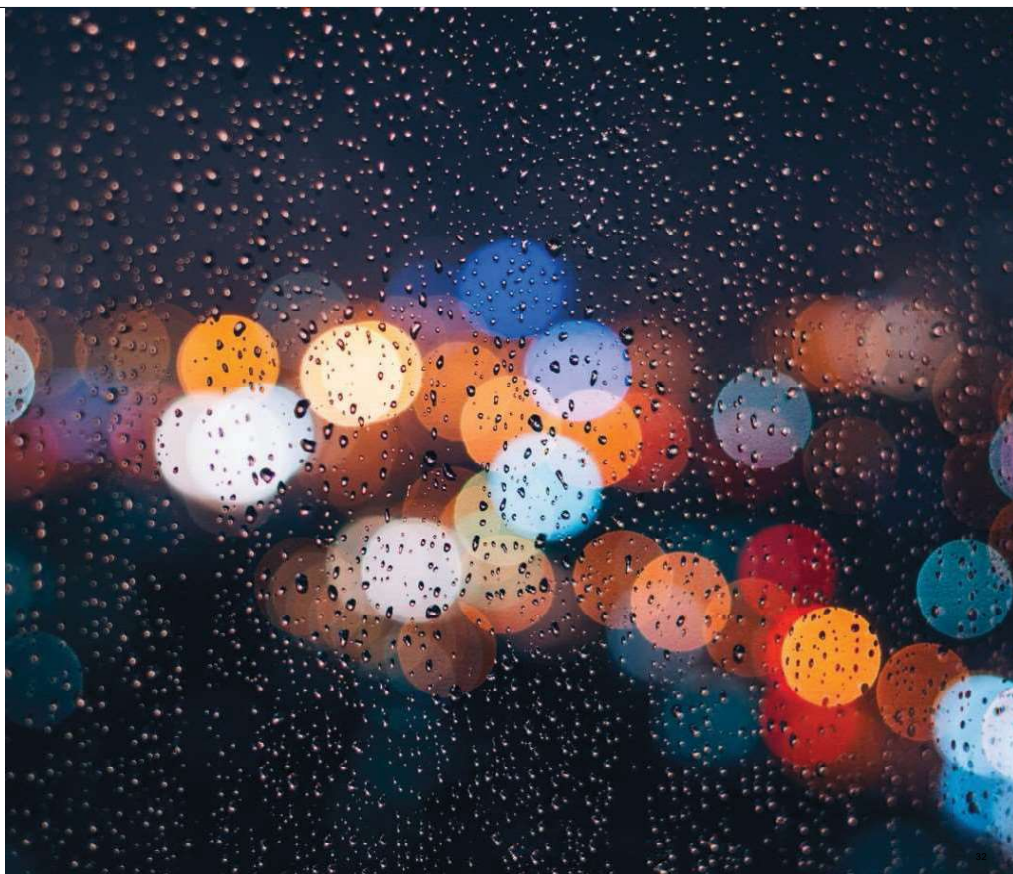


(This page is left blank intentionally)



Global Equity

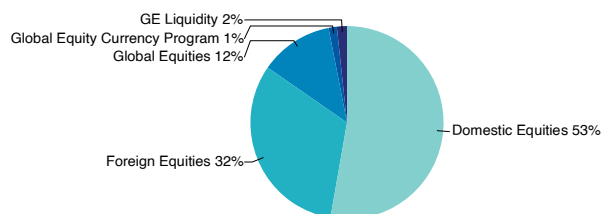
AON



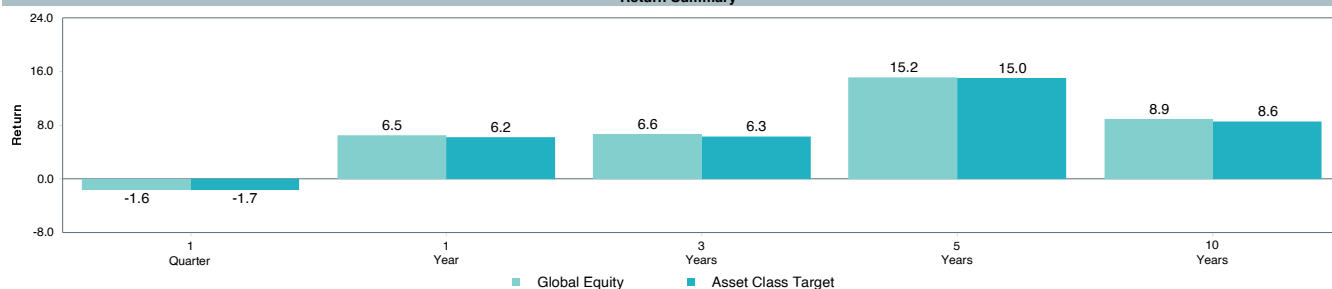
Global Equity* Portfolio Overview

As of March 31, 2025

Current Allocation
March 31, 2025 : \$94,519M



Return Summary



AON

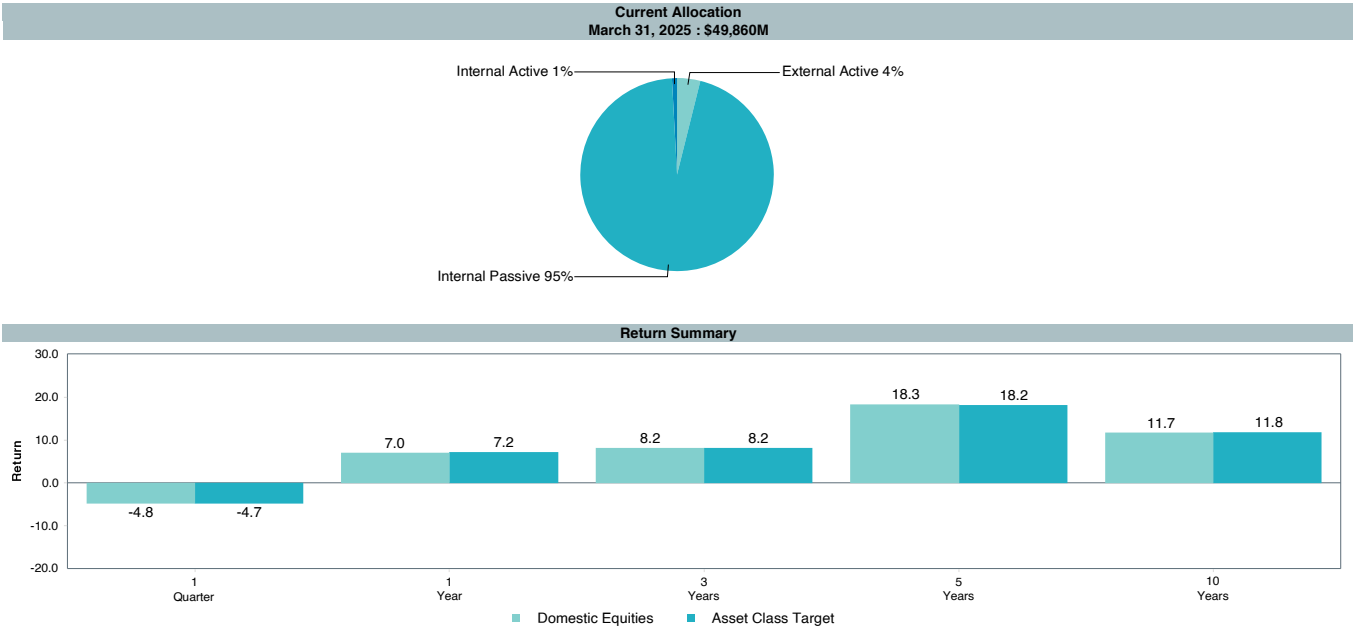
* Global Equity became an asset class in July 2010. The historical return series prior to July 2010 was derived from the underlying Domestic Equities, Foreign Equities, and Global Equities components.

Domestic Equities



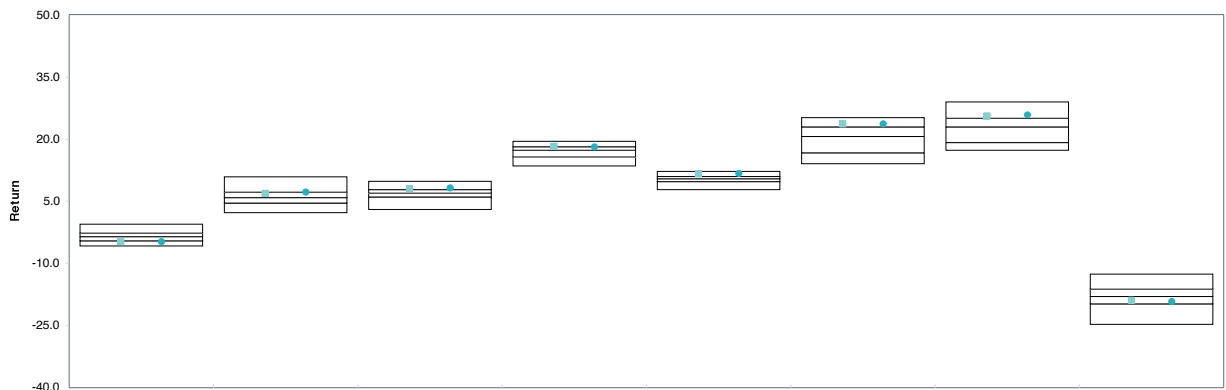
Domestic Equities Portfolio Overview

As of March 31, 2025



Domestic Equities Peer Group Analysis

As of March 31, 2025



	1 Quarter	1 Year	3 Years	5 Years	10 Years	2024	2023	2022
Domestic Equities	-4.8 (81)	7.0 (33)	8.2 (19)	18.3 (22)	11.7 (16)	23.7 (19)	25.6 (20)	-18.9 (61)
Asset Class Target	-4.7 (79)	7.2 (28)	8.2 (18)	18.2 (25)	11.8 (13)	23.8 (19)	26.0 (19)	-19.2 (65)
5th Percentile	-0.4	10.9	10.0	19.6	12.2	25.2	28.9	-12.5
1st Quartile	-2.6	7.3	7.8	18.1	11.0	23.0	25.1	-16.2
Median	-3.6	5.9	6.9	17.3	10.5	20.7	23.0	-17.9
3rd Quartile	-4.6	4.6	6.1	15.7	9.7	16.7	19.3	-19.8
95th Percentile	-5.8	2.3	3.1	13.6	7.9	14.1	17.3	-24.6
Population	53	53	50	44	40	53	51	52

Parentheses contain percentile rankings.



(This page is left blank intentionally)



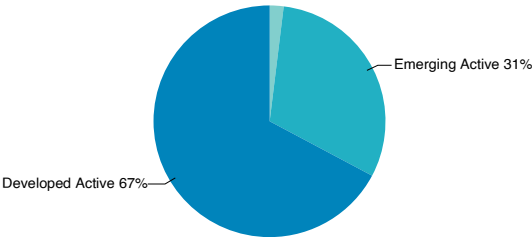
Foreign Equities



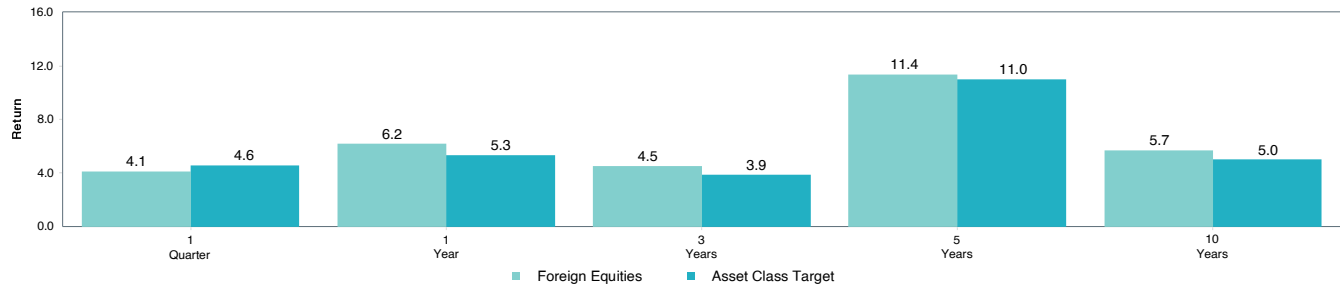
Foreign Equities Portfolio Overview

As of March 31, 2025

Current Allocation
March 31, 2025 : \$30,176M

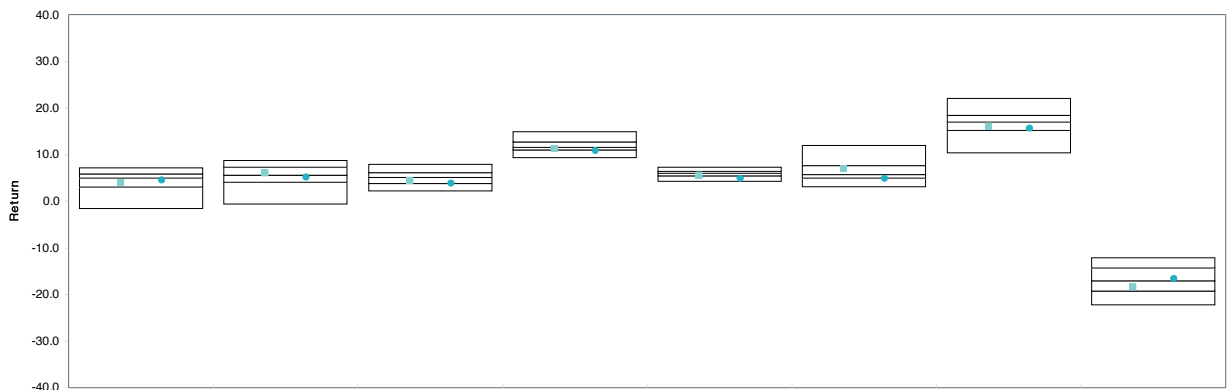


Return Summary



Foreign Equities Peer Group Analysis

As of March 31, 2025



	1 Quarter	1 Year	3 Years	5 Years	10 Years	2024	2023	2022
Foreign Equities	4.1 (62)	6.2 (45)	4.5 (62)	11.4 (58)	5.7 (71)	7.0 (36)	16.1 (66)	-18.4 (67)
Asset Class Target	4.6 (54)	5.3 (54)	3.9 (72)	11.0 (78)	5.0 (86)	5.0 (75)	15.7 (74)	-16.6 (43)
5th Percentile	7.1	8.8	8.0	15.0	7.4	12.0	22.1	-12.2
1st Quartile	5.9	7.3	6.2	12.8	6.4	7.7	18.4	-14.4
Median	5.0	5.7	5.2	11.6	6.1	5.8	17.0	-17.1
3rd Quartile	3.1	4.1	3.8	11.0	5.5	5.0	15.3	-19.2
95th Percentile	-1.4	-0.6	2.3	9.4	4.3	3.2	10.4	-22.2
Population	51	51	50	47	45	51	51	54

Parentheses contain percentile rankings.



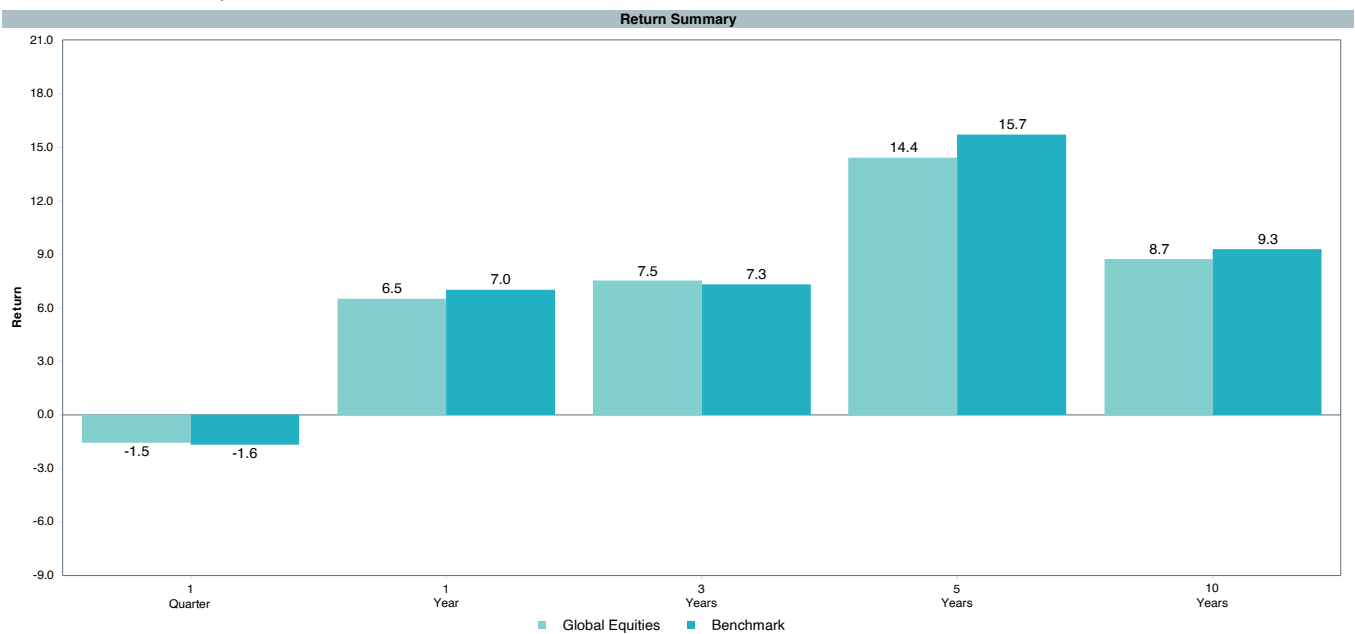
(This page is left blank intentionally)



Global Equities



Global Equities Performance Summary
As of March 31, 2025

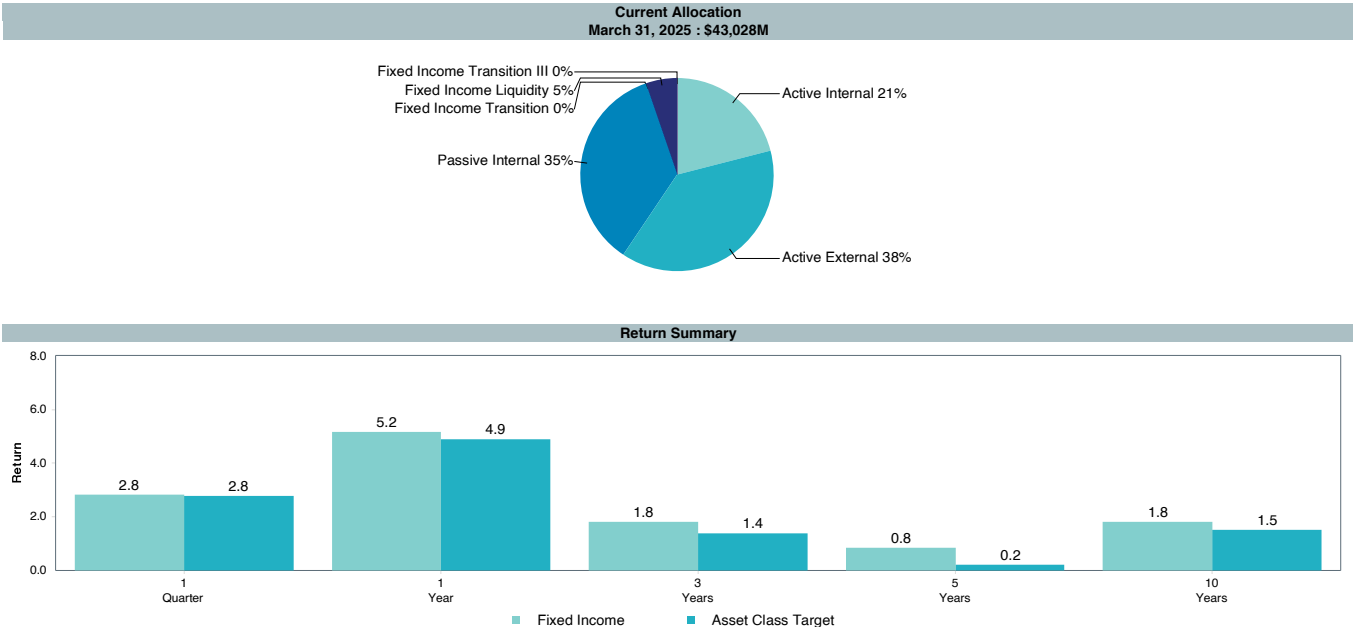


Fixed Income



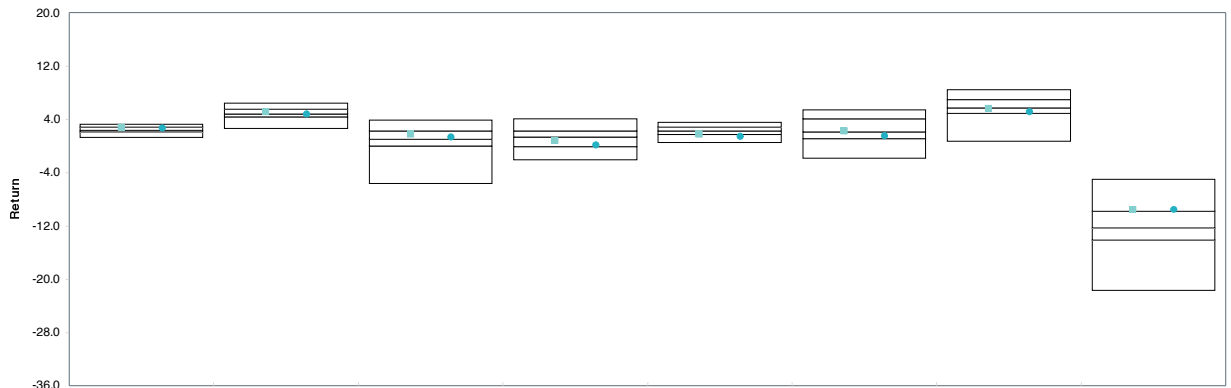
Fixed Income Portfolio Overview

As of March 31, 2025



Fixed Income Peer Group Analysis

As of March 31, 2025



	1 Quarter	1 Year	3 Years	5 Years	10 Years	2024	2023	2022
Fixed Income	2.8 (27)	5.2 (44)	1.8 (31)	0.8 (63)	1.8 (74)	2.3 (48)	5.6 (54)	-9.5 (25)
Asset Class Target	2.8 (28)	4.9 (49)	1.4 (42)	0.2 (71)	1.5 (86)	1.5 (64)	5.2 (69)	-9.5 (25)
5th Percentile	3.3	6.5	3.9	4.1	3.6	5.5	8.4	-4.9
1st Quartile	2.8	5.5	2.3	2.3	2.9	4.1	7.0	-9.8
Median	2.4	4.8	1.0	1.4	2.3	2.1	5.8	-12.3
3rd Quartile	2.1	4.4	0.1	-0.1	1.8	1.1	4.9	-14.1
95th Percentile	1.3	2.6	-5.6	-2.0	0.6	-1.7	0.8	-21.7
Population	55	54	53	46	42	53	53	57

Parentheses contain percentile rankings.



46

(This page is left blank intentionally)



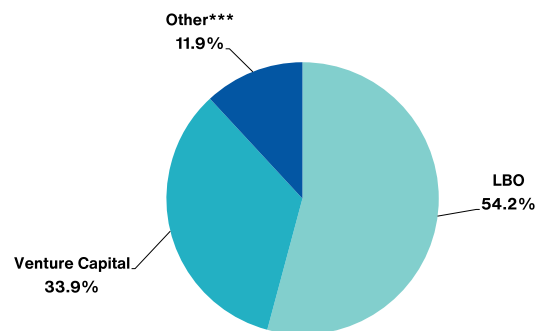
47

Private Equity

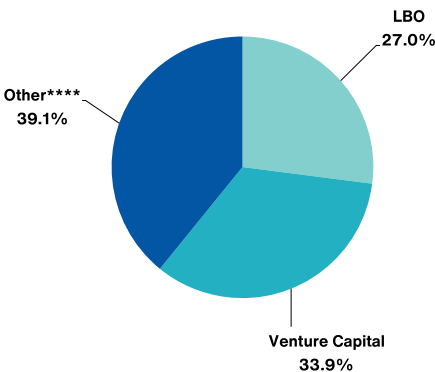


Private Equity Asset Allocation Overview
As of March 31, 2025

FRS Private Equity by Market Value*



Preqin Private Equity Strategies by Market Value**

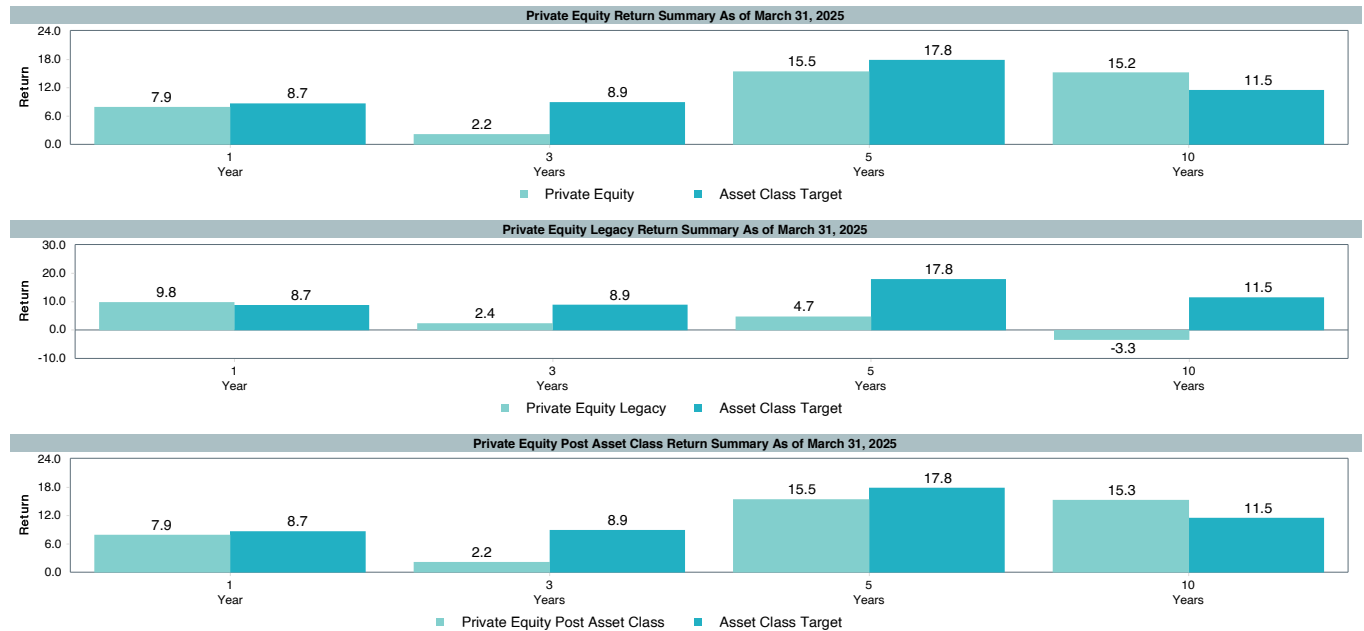


*Allocation data is as of March 31, 2025.
**Allocation data is as of September 30, 2024, from the Preqin Pro database.
***Other for the FRS Private Equity consists of Growth Capital, Secondary, PE Cash, and PE Transition.
****Other for the Preqin data consists of Distressed PE, Growth, Mezzanine, and other Private Equity/Special Situations.
Preqin universe is comprised of 10,000 private equity funds representing \$4.8 trillion.



Private Equity Time-Weighted Investment Results

As of March 31, 2025

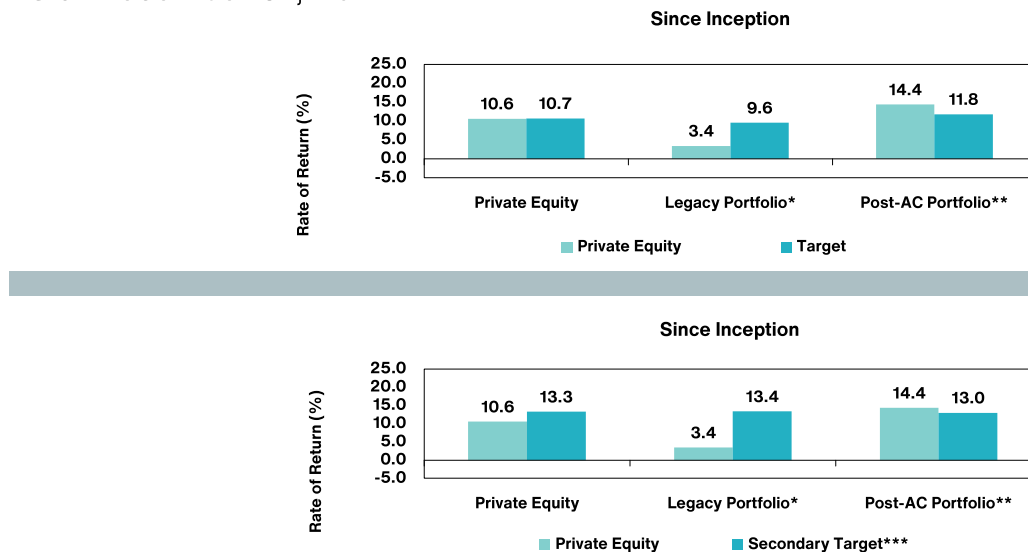


AON

50

Dollar-Weighted Investment Results

As of December 31, 2024



*The Inception Date for the Legacy Portfolio is January 1989.

**The Inception Date for the Post-AC Portfolio is September 2000.

***The Secondary Target is a blend of the Cambridge Associates Private Equity Index and the Cambridge Associates Venture Capital Index based on actual ABAL weights. Secondary Target data is on a quarterly lag.

AON

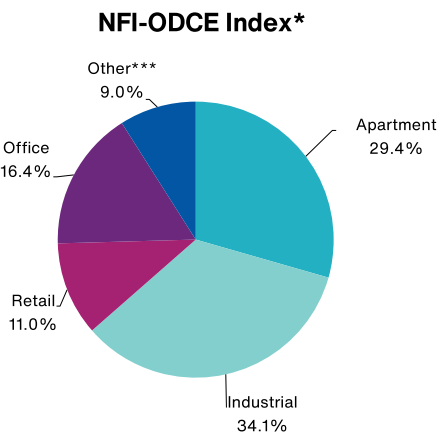
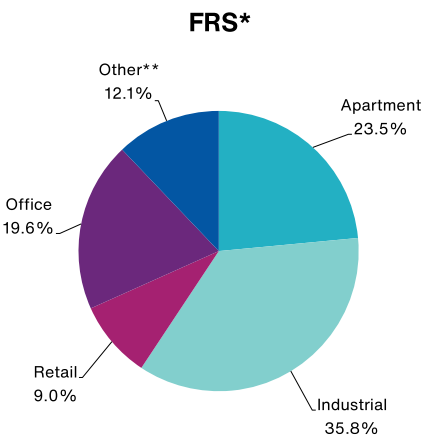
Investment advice and consulting services provided by Aon Investments USA Inc.

51

Real Estate



Real Estate Asset Allocation Overview
As of March 31, 2025



*Property Allocation data is as of December 31, 2024. The FRS chart includes only the FRS private real estate assets. Property type information for the REIT portfolios is not included.
**Other for the FRS consists of Hotel, Land, Preferred Equity, Agriculture, Self-Storage and Senior Housing.
***Other for the NFI-ODCE Index consists of Hotel, Senior Living, Healthcare, Mixed Use, Single Family Residential, Parking, Timber/Agriculture, Land and Infrastructure.

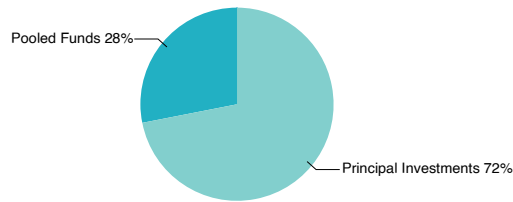


Investment advice and consulting services provided by Aon Investments USA Inc.

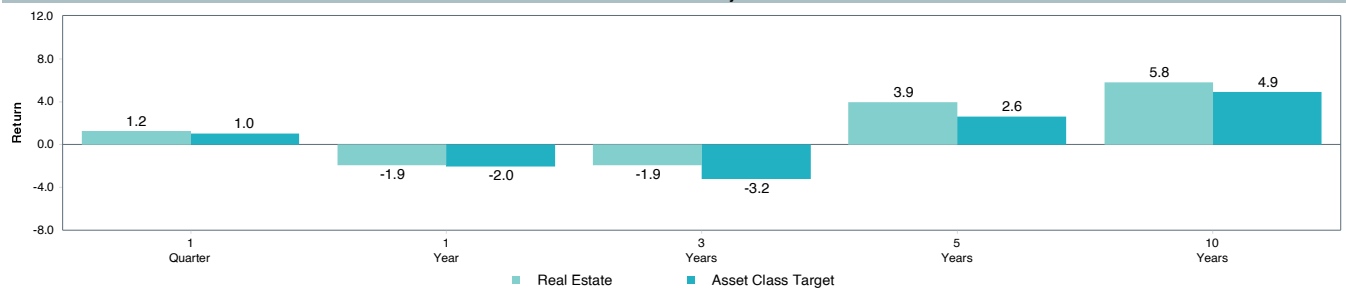
Real Estate Portfolio Overview

As of March 31, 2025

Current Allocation
March 31, 2025 : \$19,360M



Return Summary



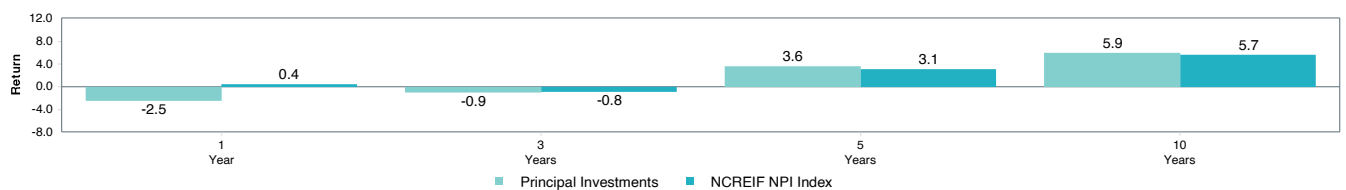
AON

54

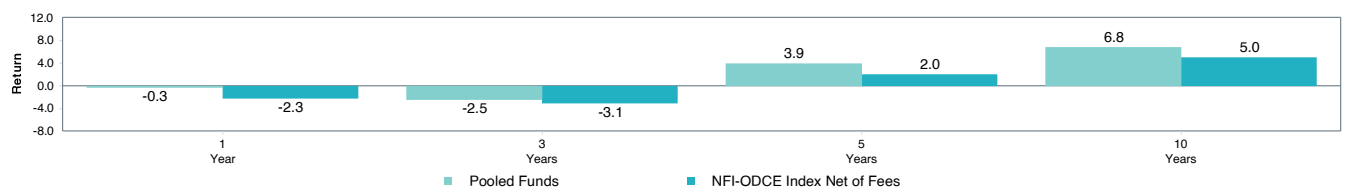
Real Estate Performance Overview

As of March 31, 2025

Principal Investments Return Summary As of March 31, 2025



Pooled Funds Return Summary As of March 31, 2025



AON

55

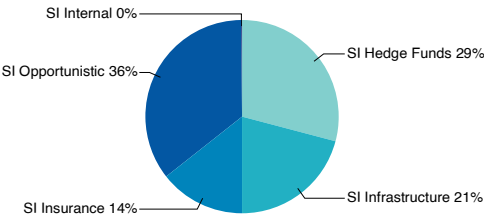
Strategic Investments



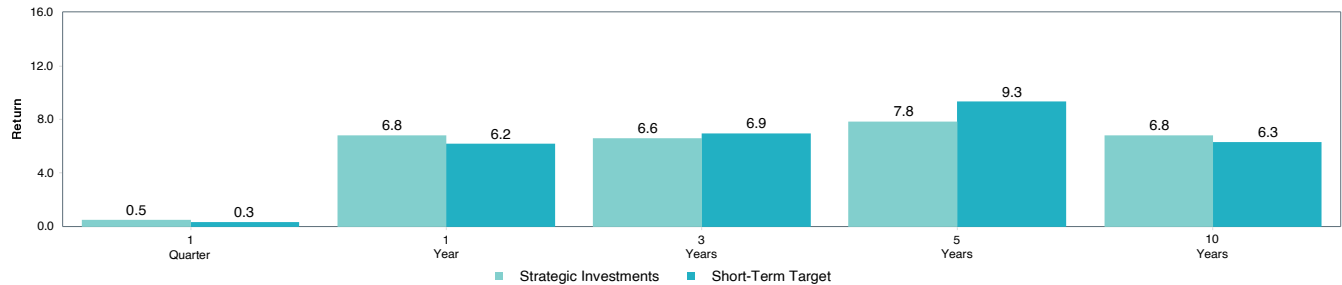
Strategic Investments Portfolio Overview

As of March 31, 2025

Current Allocation
March 31, 2025 : \$12,479M



Return Summary

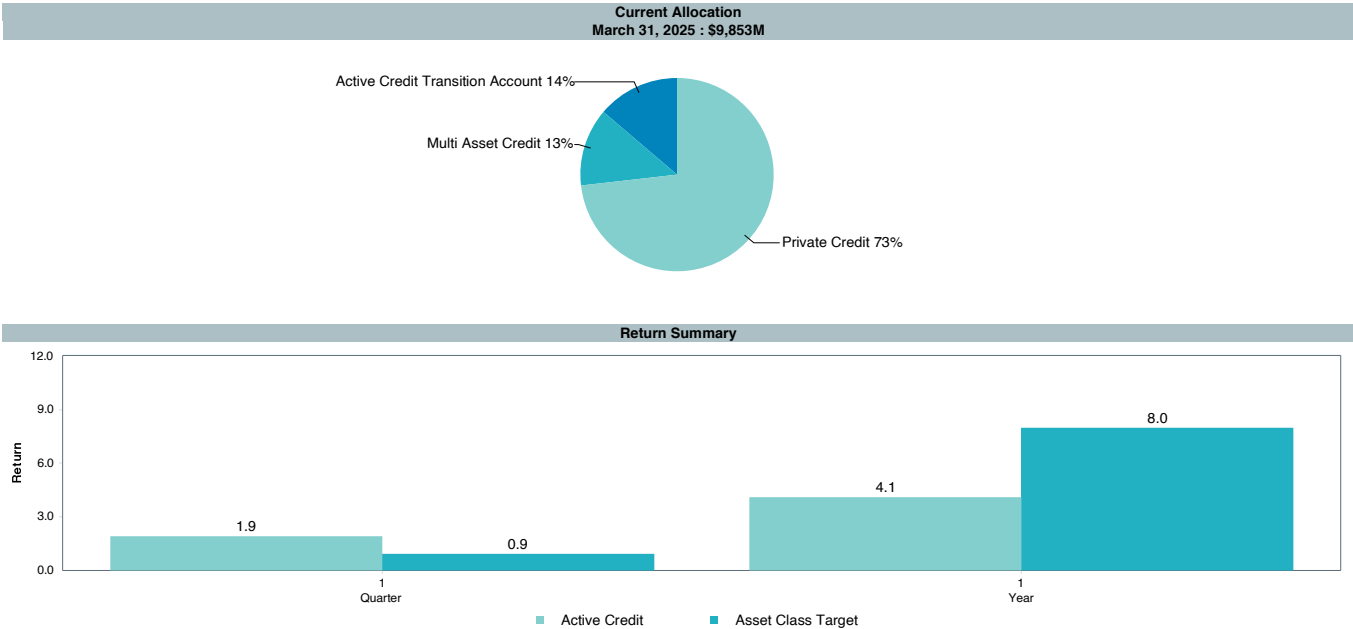


Active Credit



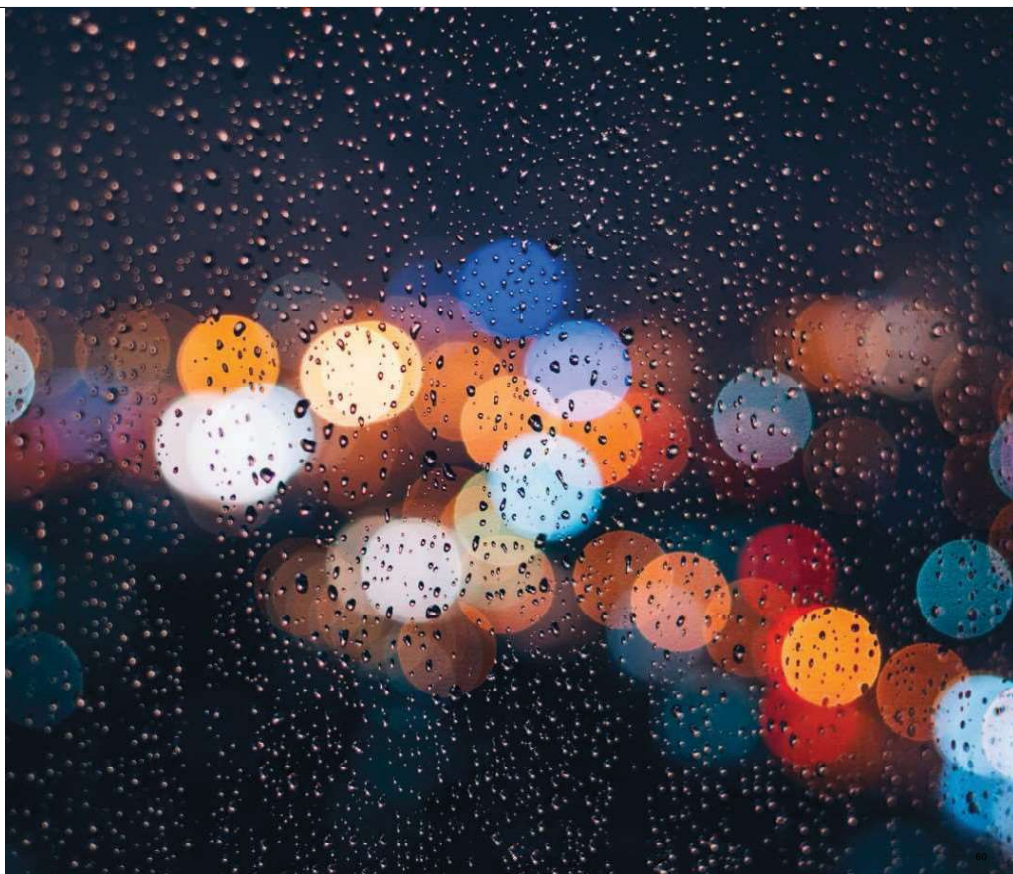
Active Credit Portfolio Overview

As of March 31, 2025



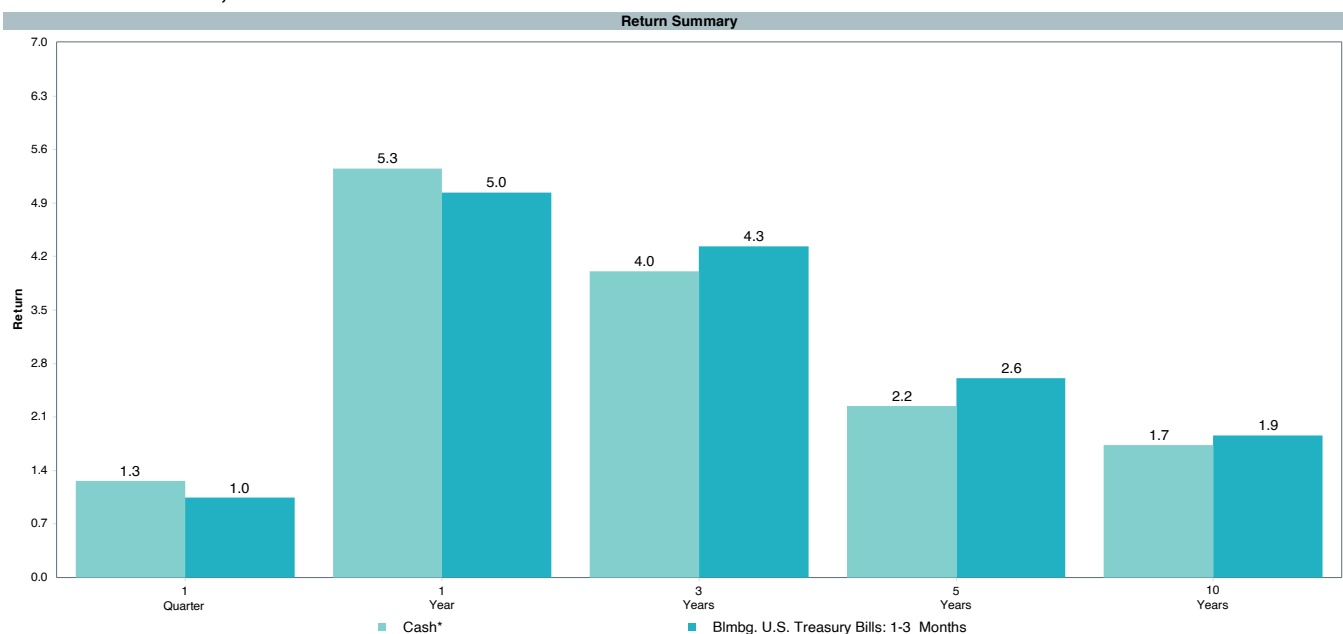
Cash

AON



Cash Performance Summary

As of March 31, 2025



*Performance for the Cash & Central Custody and Enhanced Cash Composite is shown.

AON

Appendix

AON



Appendix

Total FRS Assets

Performance Benchmark- A combination of the Global Equity Target, the Barclays Capital U.S. Intermediate Aggregate Index, the Private Equity Target Index, the Real Estate Investments Target Index, the Strategic Investments Target Benchmark, and the Bank of America Merrill Lynch 3-Month US Treasury Index. The short-term target policy allocations to the Strategic Investments, Real Estate and Private Equity asset classes are floating and based on the actual average monthly balance of the Global Equity asset class. Please refer to section VII. Performance Measurement in the FRS Defined Benefit Plan Investment Policy Statement for more details on the calculation of the Performance Benchmark. Prior to October 1, 2013, the Performance benchmark was a combination of the Global Equity Target, the Barclays Aggregate Bond Index, the Private Equity Target Index, the Real Estate Investments Target Index, the Strategic Investments Target Benchmark, and the iMoneyNet First Tier Institutional Money Market Funds Net Index. The short-term target policy allocations to the Strategic Investments, Real Estate and Private Equity asset classes are floating and based on the actual average monthly balance of the Global Equity asset class. Prior to July 2010, the Performance Benchmark was a combination of the Russell 3000 Index, the Foreign Equity Target Index, the Strategic Investments Target Benchmark, the Barclays Aggregate Bond Index, the Real Estate Investments Target Index, the Private Equity Target Index, the Barclays U.S. High Yield Ba/B 2% Issuer Capped Index, and the iMoneyNet First Tier Institutional Money Market Funds Gross Index. During this time, the short-term target policy allocations to Strategic Investments, Real Estate and Private Equity asset classes were floating and based on the actual average monthly balance of the Strategic Investments, Real Estate and Private Equity asset classes. The target weights shown for Real Estate and Private Equity were the allocations that the asset classes were centered around. The actual target weight floated around this target month to month based on changes in asset values.

Total Global Equity

Performance Benchmark- A custom version of the MSCI All Country World Investable Market Index (MSCI IMI), in dollar terms, net of withholding taxes on non-resident institutional investors, adjusted to reflect securities and other investments prohibited by Florida law or that would be prohibited by Florida law if acquired as of the date of measurement of such Index notwithstanding that the securities or investments were actually acquired before such date. Prior to July 2010, the asset class benchmark is a weighted average of the underlying Domestic Equities, Foreign Equities and Global Equities historical benchmarks.

Total Domestic Equities

Performance Benchmark- The Russell 3000 Index. Prior to July 1, 2002, the benchmark was the Wilshire 2500 Stock Index. Prior to January 1, 2001, the benchmark was the Wilshire 2500 Stock Index ex-Tobacco. Prior to May 1, 1997, the benchmark was the Wilshire 2500 Stock Index. Prior to September 1, 1994, the benchmark was the S&P 500 Stock Index.

Total Foreign Equities

Performance Benchmark- A custom version of the MSCI ACWI ex-U.S. Investable Market Index adjusted to exclude companies divested under the PFIA. Prior to April 1, 2008, it was the MSCI All Country World Index ex-U.S. Investable Market Index. Prior to September 24, 2007, the target was the MSCI All Country World ex-U.S. Free Index. Prior to November 1, 1999, the benchmark was 85% MSCI Europe, Australasia and Far East (EAFE) Foreign Stock Index and 15% IFCI Emerging Markets Index with a half weight in Malaysia. Prior to March 31, 1995, the benchmark was the EAFE Index.

Total Global Equities

Performance Benchmark- Aggregated based on each underlying manager's individual benchmark. The calculation accounts for the actual weight and the benchmark return. The benchmarks used for the underlying managers include both the MSCI FSB All Country World ex-Sudan ex-Iran Net Index and MSCI FSB All Country World ex-Sudan ex-Iran Net Investable Market Index (IMI).

AON

Appendix

Total Fixed Income

Performance Benchmark- The Barclays Capital U.S. Intermediate Aggregate Index. Prior to October 1, 2013, it was the Barclays U.S. Aggregate Bond Index. Prior to June 1, 2007, it was the Fixed Income Management Aggregate (FIMA). Prior to July 1, 1999, the benchmark was the Florida High Yield Extended Duration Index. Prior to July 31, 1997, the benchmark was the Florida Extended Duration Index. Prior to July 1, 1989, the Salomon Brothers Broad Investment-Grade Bond Index was the benchmark. For calendar year 1985, the performance benchmark was 70% Shearson Lehman Extended Duration and 30% Salomon Brothers Mortgage Index.

Total Private Equity

Performance Benchmark- The MSCI All Country World Investable Market Index (ACWI IMI), adjusted to reflect the provisions of the Protecting Florida's Investments Act, plus a fixed premium return of 300 basis points per annum. Prior to July 1, 2014, the benchmark was the domestic equities target index return (Russell 3000 Index) plus a fixed premium return of 300 basis points per annum. Prior to July 1, 2010, it was the domestic equities target index return plus a fixed premium return of 450 basis points per annum. Prior to November 1, 1999, Private Equities was part of the Domestic Equities asset class and its benchmark was the domestic equities target index return plus 750 basis points.

Total Real Estate

Performance Benchmark- The core portion of the asset class is benchmarked to an average of the National Council of Real Estate Investment Fiduciaries (NCREIF) Fund Index- Open-ended Diversified Core Equity, net of fees, weighted at 76.5%, and the non-core portion of the asset class is benchmarked to an average of the National Council of Real Estate Investment Fiduciaries (NCREIF) Fund Index- Open-ended Diversified Core Equity, net of fees, weighted at 13.5%, plus a fixed return premium of 150 basis points per annum, and the FTSE EPRA/NAREIT Developed Index, in dollar terms, net of withholding taxes on non-resident institutional investors, weighted at 10%. Prior to July 1, 2014, the benchmark was a combination of 90% NCREIF ODCE Index, net of fees, and 10% FTSE EPRA/NAREIT Developed Index, net of fees. Prior to July 1, 2010, it was a combination of 90% NCREIF ODCE Index, gross of fees, and 10% Dow Jones U.S. Select RESI. Prior to June 1, 2007, it was the Consumer Price Index plus 450 basis points annually. Prior to July 1, 2003, the benchmark was the Dow Jones U.S. Select Real Estate Securities Index Un-Levered. Prior to November 1, 1999, the benchmark was the Russell-NCREIF Property Index.

Total Strategic Investments

Performance Benchmark- Long-term, 4.0% plus the contemporaneous rate of inflation or CPI. Short-term, a weighted aggregation of individual portfolio level benchmarks. Prior to July 1, 2018, a Performance Benchmark-Long-term, 4.5% plus the contemporaneous rate of inflation or CPI. Short-term, a weighted aggregation of individual portfolio level benchmark.

Total Active Credit

Performance Benchmark- Floating based on public/private mix: (1) High Yield – Bloomberg U.S. High Yield Index; (2) Bank Loans – LSTA Leveraged Loan Index; (3) Emerging Market Debt, adjusted to reflect securities and other investments prohibited by Florida law and SBA policy – Bloomberg Emerging Market Local Currency Government 10% Country Capped, Bloomberg Emerging Market USD Sovereign, and Bloomberg Emerging Market USD Corporate; and (4) Private Credit - LSTA Leveraged Loan Index + 1.75%

Total Cash

Performance Benchmark- Bloomberg Barclays U.S. Treasury Bill: 1-3 month index. Prior to October 1, 2020, it was the Bank of America Merrill Lynch 3-Month US Treasury Index. Prior to July 1, 2018 it was the iMoneyNet First Tier Institutional Money Market Funds Net Index. Prior to July 1, 2010, it was the iMoneyNet First Tier Institutional Money Market Funds Gross Index. Prior to June 1, 2007, it was the return of the Merrill Lynch 90-Day (Auction Average) Treasury Bill Yield Index.



64

Appendix

Description of Benchmarks

Bloomberg EM Local Currency Government 10% Country Capped Index measures the performance of fixed-rate, local currency emerging market treasury Countries. Securities must have at least one year remaining until final maturity.

Bloomberg EM USD Corporate- Aims to measure US dollar denominated debt issued by emerging market corporations

Bloomberg EM USD Sovereign- Aims to include US dollar-denominated debt issued by emerging market sovereigns, government guaranteed, and 100% government owned emerging market issuers

Bloomberg U.S. Corporate High Yield Bond Index- Measures the USD denominated, high yield, fixed-rate corporate bond market. Securities are classified as high yield if the middle rating of Moody's, Fitch and S&P is Ba1/BB+/BB+ or below

Bloomberg U.S. Intermediate Aggregate Bond Index- A market value-weighted index consisting of U.S. Treasury securities, corporate bonds and mortgage-related and asset-backed securities with one to ten years to maturity and an outstanding par value of \$250 million or greater.

Bloomberg U.S. Treasury Bill: 1-3 month Index- Consists of U.S. Treasury Bills that have a remaining maturity of greater than or equal to 1 month and less than 3 months

Consumer Price Index (CPI)- The CPI, an index consisting of a fixed basket of goods bought by the typical consumer and used to measure consumer inflation.

FTSE EPRA/NAREIT Developed Index- An index designed to represent general trends in eligible real estate equities worldwide. Relevant real estate activities are defined as the ownership, disposal and development of income-producing real estate. This index covers the four primary core asset classes (Industrial, Retail, Office, and Apartment).

Morningstar LSTA Leveraged Loan Index- A market-value weighted index designed to measure the performance of the US leveraged loan, consisting of senior secured, USD denominated, a minimum initial term of 1 year, a base rate +125, and minimum issue size of \$50 million

MSCI All Country World Investable Market Index- A free float-adjusted market capitalization-weighted index that is designed to measure the equity market performance of developed and emerging markets. This investable market index contains constituents from the large, mid, and small cap size segments and targets a coverage range around 99% of free-float adjusted market capitalization.

NCREIF ODCE Property Index- The NCREIF ODCE is a capitalization-weighted, gross of fee, time-weighted return index. The index is a summation of open-end funds, which NCREIF defines as infinite-life vehicles consisting of multiple investors who have the ability to enter or exit the fund on a periodic basis, subject to contribution and/or redemption requests.



65

Appendix

Russell 3000 Index- A capitalization-weighted stock index consisting of the 3,000 largest publicly traded U.S. stocks by capitalization. This represents most publicly traded, liquid U.S. stocks.



Appendix

Description of Universes

Total Fund- A universe comprised of 150 total fund portfolio returns, net of fees, of public defined benefit plans calculated and provided by BNY Mellon Performance & Risk Analytics and Investment Metrics. Aggregate assets in the universe comprised \$2.0 trillion as of quarter-end and the average market value was \$13.2 billion.

Domestic Equity- A universe comprised of 52 total domestic equity portfolio returns, net of fees, of public defined benefit plans calculated and provided by BNY Mellon Performance & Risk Analytics. Aggregate assets in the universe comprised \$1.0 trillion as of quarter-end and the average market value was \$18.5 billion.

Foreign Equity- A universe comprised of 55 total international equity portfolio returns, net of fees, of public defined benefit plans calculated and provided by BNY Mellon Performance & Risk Analytics. Aggregate assets in the universe comprised \$1.0 trillion as of quarter-end and the average market value was \$18.5 billion.

Fixed Income- A universe comprised of 55 total fixed income portfolio returns, net of fees, of public defined benefit plans calculated and provided by BNY Mellon Performance & Risk Analytics. Aggregate assets in the universe comprised \$1.1 trillion as of quarter-end and the average market value was \$19.5 billion.

Real Estate- A universe comprised of 42 total real estate portfolio returns, net of fees, of public defined benefit plans calculated and provided by BNY Mellon Performance & Risk Analytics. Aggregate assets in the universe comprised \$1.0 trillion as of quarter-end and the average market value was \$24.1 billion.

Private Equity- An appropriate universe for private equity is unavailable.

Strategic Investments- An appropriate universe for strategic investments is unavailable.

Active Credit- An appropriate universe for strategic investments is unavailable.



Appendix

Explanation of Exhibits

Quarterly and Cumulative Excess Performance- The vertical axis, excess return, is a measure of fund performance less the return of the primary benchmark. The horizontal axis represents the time series. The quarterly bars represent the underlying funds' relative performance for the quarter.

Ratio of Cumulative Wealth Graph- An illustration of a portfolio's cumulative, un-annualized performance relative to that of its benchmark. An upward-sloping line indicates superior fund performance versus its benchmark. Conversely, a downward-sloping line indicates underperformance by the fund. A flat line is indicative of benchmark-like performance.

Performance Comparison - Plan Sponsor Peer Group Analysis- An illustration of the distribution of returns for a particular asset class. The component's return is indicated by the circle and its performance benchmark by the triangle. The top and bottom borders represent the 5th and 95th percentiles, respectively. The solid line indicates the median while the dotted lines represent the 25th and 75th percentiles.



Notes

- The rates of return contained in this report are shown on an after-fees basis unless otherwise noted. They are geometric and time-weighted. Returns for periods longer than one year are annualized.
- Universe percentiles are based upon an ordering system in which 1 is the best ranking and 100 is the worst ranking.

Due to rounding throughout the report, percentage totals displayed may not sum to 100%. Additionally, individual fund totals in dollar terms may not sum to the plan total.



Disclaimer

Past performance is not necessarily indicative of future results.

Unless otherwise noted, performance returns presented reflect the respective fund's performance as indicated. Returns may be presented on a before-fees basis (gross) or after-fees basis (net). After-fee performance is net of each respective sub-advisors' investment management fees and include the reinvestment of dividends and interest as indicated on the notes page within this report or on the asset allocation and performance summary pages. Actual returns may be reduced by Aon Investments' investment advisory fees or other trust payable expenses you may incur as a client. Aon Investments' advisory fees are described in Form ADV Part 2A. Portfolio performance, characteristics and volatility also may differ from the benchmark(s) shown.

The information contained herein is confidential and proprietary and provided for informational purposes only. It is not complete and does not contain certain material information about making investments in securities including important disclosures and risk factors. All securities transactions involve substantial risk of loss. Under no circumstances does the information in this report represent a recommendation to buy or sell stocks, limited partnership interests, or other investment instruments.

The data contained in these reports is compiled from statements provided by custodian(s), record-keeper(s), and/or other third-party data provider(s). This document is not intended to provide, and shall not be relied upon for, accounting and legal or tax advice. Aon Investments has not conducted additional audits and cannot warrant its accuracy or completeness. We urge you to carefully review all custodial statements and notify Aon Investments with any issues or questions you may have with respect to investment performance or any other matter set forth herein.

The mutual fund information found in this report is provided by Thomson Reuters Lipper and Aon Investments cannot warrant its accuracy or timeliness. Thomson Reuters Lipper Global Data Feed provides comprehensive coverage of mutual fund information directly to Investment Metrics, Aon Investments' performance reporting vendor, via the PARis performance reporting platform. Thomson Reuters Lipper is the data provider chosen by Investment Metrics, and as such, Aon Investments has no direct relationship with Thomson Reuters Lipper.

Refer to Hedge Fund Research, Inc. www.hedgefundresearch.com for information on HFR indices.

FTSE International Limited ("FTSE") © FTSE 2017. "FTSE®" and "FTSE4Good®" are trademarks of the London Stock Exchange Group companies and are used by FTSE International Limited under license. The FTSE indices are calculated by FTSE International Limited in conjunction with Indonesia Stock Exchange, Bursa Malaysia Berhad, The Philippine Stock Exchange, Inc., Singapore Exchange Securities Trading Limited and the Stock Exchange of Thailand (the "Exchanges"). All intellectual property rights in the FTSE/ASEAN Index vest in FTSE and the Exchanges. Neither FTSE nor its licensors accept any liability for any errors or omissions in the FTSE indices and / or FTSE ratings or underlying data. No further distribution of FTSE Data is permitted without FTSE's express written consent.

Aon Investments USA Inc. ("Aon Investments") is a federally registered investment advisor with the U.S. Securities and Exchange Commission ("SEC"). Aon Investments is also registered with the Commodity Futures Trade Commission as a commodity pool operator and a commodity trading advisor, and is a member of the National Futures Association. The Aon Investments ADV Form Part 2A disclosure statement is available upon written request to:

Aon Investments USA Inc.
200 East Randolph Street
Suite 700
Chicago, IL 60601
ATTN: Aon Investments Compliance Officer



70

AON

Quarterly Investment Review

FRS Investment Plan

First Quarter 2025

Investment advice and consulting services provided by Aon Investments USA Inc.

Nothing in this document should be construed as legal or investment advice. Please consult with your independent professional for any such advice. To protect the confidential and proprietary information included in this material, it may not be disclosed or provided to any third parties without the approval of Aon.

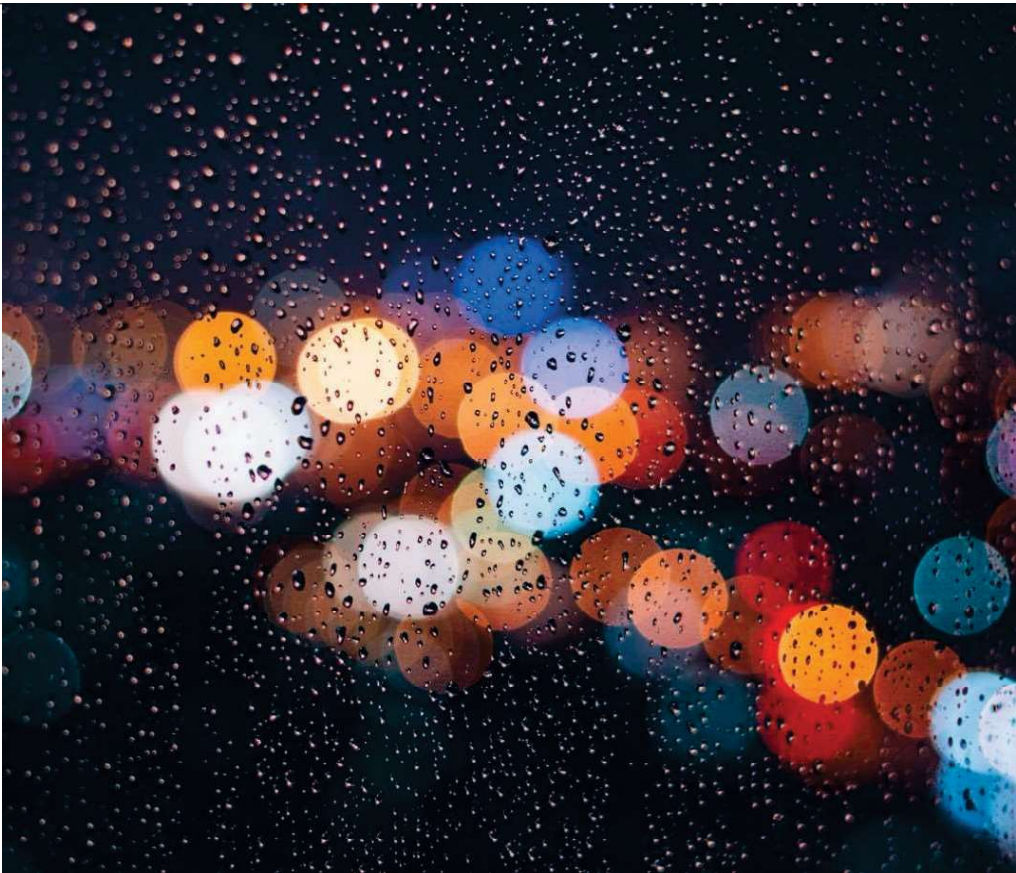


Table Of Contents

1	FRS Investment Plan	1
2	Appendix	13



FRS Investment Plan



Asset Allocation & Performance

As of March 31, 2025

	Allocation		Performance %				
	Market Value \$	%	1 Quarter	1 Year	3 Years	5 Years	10 Years
FRS Investment Plan	18,425,061,994	100.0	-0.7	5.7	4.9	11.0	6.9
<i>Total Plan Aggregate Benchmark</i>			-1.0	6.0	5.0	10.9	6.8
Retirement Date	9,792,272,213	53.1					
FRS Retirement Fund	606,644,249	3.3	1.7 (30)	5.8 (38)	2.1 (100)	6.6 (22)	4.5 (69)
<i>Retirement Custom Index</i>			1.6 (32)	5.2 (86)	1.8 (100)	6.2 (45)	4.4 (76)
FRS 2020 Retirement Date Fund	478,641,529	2.6	1.4 (44)	5.8 (41)	2.3 (98)	7.3 (77)	5.2 (72)
<i>2020 Retirement Custom Index</i>			1.3 (48)	5.1 (86)	2.1 (98)	7.1 (78)	5.0 (75)
FRS 2025 Retirement Date Fund	1,018,559,662	5.5	1.0 (50)	5.9 (39)	2.8 (98)	8.5 (62)	5.8 (65)
<i>2025 Retirement Custom Index</i>			0.8 (77)	5.1 (83)	2.7 (98)	8.4 (69)	5.7 (72)
FRS 2030 Retirement Date Fund	1,242,018,319	6.7	0.4 (82)	6.1 (30)	3.8 (84)	9.8 (64)	6.5 (48)
<i>2030 Retirement Custom Index</i>			0.1 (94)	5.4 (74)	3.7 (86)	9.7 (67)	6.4 (63)
FRS 2035 Retirement Date Fund	1,285,457,783	7.0	0.0 (85)	6.3 (28)	4.6 (66)	10.9 (83)	7.1 (60)
<i>2035 Retirement Custom Index</i>			-0.3 (94)	5.6 (59)	4.5 (73)	10.9 (84)	6.9 (80)
FRS 2040 Retirement Date Fund	1,222,257,334	6.6	-0.4 (72)	6.3 (31)	5.0 (76)	11.8 (85)	7.5 (67)
<i>2040 Retirement Custom Index</i>			-0.6 (85)	5.8 (49)	4.9 (82)	11.8 (86)	7.3 (76)
FRS 2045 Retirement Date Fund	1,267,384,461	6.9	-0.5 (57)	6.3 (32)	5.3 (80)	12.6 (90)	7.7 (83)
<i>2045 Retirement Custom Index</i>			-0.8 (72)	5.9 (52)	5.1 (86)	12.5 (91)	7.6 (87)
FRS 2050 Retirement Date Fund	969,253,826	5.3	-0.5 (50)	6.4 (30)	5.4 (82)	13.1 (89)	7.9 (75)
<i>2050 Retirement Custom Index</i>			-0.8 (65)	5.9 (45)	5.2 (92)	13.0 (89)	7.8 (82)



4

Asset Allocation & Performance

As of March 31, 2025

	Allocation		Performance %				
	Market Value \$	%	1 Quarter	1 Year	3 Years	5 Years	10 Years
FRS 2055 Retirement Date Fund	799,672,582	4.3	-0.5 (49)	6.4 (32)	5.5 (85)	13.3 (92)	8.0 (82)
<i>2055 Retirement Custom Index</i>			-0.8 (61)	5.9 (48)	5.3 (92)	13.1 (93)	7.8 (93)
FRS 2060 Retirement Date Fund	782,187,187	4.2	-0.5 (36)	6.4 (31)	5.5 (90)	13.3 (94)	-
<i>2060 Retirement Custom Index</i>			-0.8 (49)	5.9 (47)	5.3 (93)	13.1 (96)	-
FRS 2065 Retirement Date Fund	120,195,281	0.7	-0.5 (36)	6.4 (30)	-	-	-
<i>2065 Retirement Custom Index</i>			-0.8 (49)	5.9 (47)	-	-	-
Stable Value	1,327,815,355	7.2					
FRS Stable Value Fund	1,327,815,355	7.2	0.7 (44)	3.1 (42)	2.7 (46)	-	-
<i>ICE BofA US Treasuries 1-3 Year Index</i>			1.6 (11)	5.4 (15)	2.8 (25)	-	-
Real Assets	148,308,658	0.8					
FRS Inflation Sensitive Fund	148,308,658	0.8	3.6	5.5	-0.5	6.2	2.7
<i>FRS Custom Multi-Assets Index</i>			4.1	6.6	0.1	6.2	3.1
Fixed Income	585,788,375	3.2	2.4 (86)	5.9 (12)	1.8 (13)	1.5 (16)	2.4 (8)
<i>Total Bond Index</i>			2.4 (88)	5.4 (26)	1.5 (16)	0.9 (30)	2.0 (21)
FRS U.S. Bond Enhanced Index Fund	236,054,025	1.3	2.8 (31)	5.1 (48)	0.7 (49)	-0.2 (78)	1.6 (63)
<i>Bimbg. U.S. Aggregate Index</i>			2.8 (33)	4.9 (72)	0.5 (65)	-0.4 (83)	1.5 (74)
FRS Diversified Income Fund	349,734,350	1.9	2.5 (81)	5.7 (37)	1.7 (21)	2.0 (17)	2.6 (15)
<i>FRS Diversified Income Custom Index</i>			2.3 (89)	4.8 (87)	1.2 (42)	0.9 (68)	2.1 (46)



5

Asset Allocation & Performance

As of March 31, 2025

	Allocation		Performance %				
	Market Value \$	%	1 Quarter	1 Year	3 Years	5 Years	10 Years
Domestic Equity	4,166,076,478	22.6	-4.5 (60)	6.1 (40)	8.0 (33)	18.1 (31)	11.2 (25)
Total U.S. Equities Index			-4.7 (62)	6.8 (32)	8.0 (34)	18.3 (29)	11.2 (25)
FRS U.S. Stock Market Index Fund	2,051,387,959	11.1	-4.7 (62)	7.2 (25)	8.3 (29)	18.2 (30)	11.9 (13)
Russell 3000 Index			-4.7 (62)	7.2 (25)	8.2 (29)	18.2 (30)	11.8 (14)
FRS U.S. Stock Fund	2,114,688,520	11.5	-3.7 (53)	4.2 (58)	8.1 (31)	-	-
Russell 3000 Index			-4.7 (62)	7.2 (25)	8.2 (29)	-	-
International/Global Equity	865,710,139	4.7	5.0 (52)	6.2 (50)	4.9 (43)	11.9 (39)	6.1 (21)
Total Foreign and Global Equities Index			3.9 (60)	5.8 (55)	4.4 (48)	11.6 (44)	5.5 (36)
FRS Foreign Stock Index Fund	311,757,847	1.7	5.5 (45)	6.3 (50)	4.7 (45)	11.3 (47)	5.3 (41)
MSCI All Country World ex-U.S. IMI Index			4.6 (55)	5.5 (58)	4.0 (51)	11.0 (51)	5.0 (48)
FRS Global Stock Fund	366,014,480	2.0	0.9 (39)	6.2 (39)	5.9 (44)	15.6 (29)	10.8 (5)
MSCI AC World Index (Net)			-1.3 (54)	7.2 (33)	6.9 (33)	15.2 (36)	8.8 (24)
FRS Foreign Stock Fund	187,937,812	1.0	5.5 (46)	4.5 (66)	4.7 (45)	10.8 (53)	5.8 (31)
MSCI AC World ex USA (Net)			5.2 (48)	6.1 (51)	4.5 (47)	10.9 (52)	5.0 (50)
FRS Self-Dir Brokerage Acct	1,539,090,775	8.4					

The returns for the Retirement Date Funds, Inflation Sensitive Fund, and Diversified Income Fund use pro rata data for all months prior to 7/1/2014, actual live data is used thereafter.
Note: The SDBA opened for members on 1/2/2014. No performance calculations will be made for the SDBA.



6

Asset Allocation & Performance

As of March 31, 2025

	Performance %									
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
FRS Investment Plan	12.6	15.7	-15.1	14.1	13.1	20.5	-5.7	16.4	8.0	-0.9
Total Plan Aggregate Benchmark	12.8	15.4	-13.8	14.2	11.7	20.0	-5.8	15.5	8.5	-1.3
Retirement Date										
FRS Retirement Fund	6.1 (83)	8.6 (81)	-11.8 (36)	9.6 (1)	10.2 (38)	14.8 (36)	-3.7 (69)	10.8 (24)	6.2 (18)	-2.6 (100)
Retirement Custom Index	5.0 (89)	8.2 (92)	-10.7 (12)	8.9 (9)	9.6 (61)	14.5 (40)	-3.8 (69)	10.4 (41)	6.2 (18)	-1.8 (87)
FRS 2020 Retirement Date Fund	6.9 (98)	9.0 (98)	-12.1 (7)	10.5 (10)	10.5 (69)	16.3 (67)	-4.4 (51)	14.0 (29)	7.4 (22)	-2.1 (100)
2020 Retirement Custom Index	5.5 (99)	9.1 (98)	-11.1 (4)	10.0 (22)	10.2 (72)	16.0 (73)	-4.5 (53)	13.3 (49)	7.1 (25)	-1.6 (85)
FRS 2025 Retirement Date Fund	8.1 (72)	10.3 (94)	-13.0 (14)	11.7 (14)	11.4 (72)	18.2 (75)	-5.2 (51)	16.1 (25)	8.0 (22)	-1.7 (79)
2025 Retirement Custom Index	6.9 (95)	10.8 (89)	-11.9 (6)	11.3 (24)	11.2 (74)	17.8 (82)	-5.3 (56)	15.5 (39)	7.6 (26)	-1.5 (72)
FRS 2030 Retirement Date Fund	10.2 (33)	12.5 (89)	-13.7 (15)	12.8 (29)	12.0 (76)	19.8 (80)	-6.0 (46)	18.0 (27)	8.5 (20)	-1.3 (60)
2030 Retirement Custom Index	9.2 (74)	12.8 (85)	-12.7 (7)	12.4 (40)	12.0 (76)	19.4 (82)	-6.0 (47)	17.3 (46)	8.0 (28)	-1.5 (63)
FRS 2035 Retirement Date Fund	11.9 (25)	14.3 (91)	-14.5 (8)	13.8 (66)	12.6 (85)	21.1 (81)	-6.7 (45)	19.8 (21)	9.1 (16)	-1.4 (54)
2035 Retirement Custom Index	11.1 (59)	14.4 (91)	-13.6 (3)	13.4 (72)	12.7 (84)	20.8 (87)	-6.8 (46)	18.9 (48)	8.3 (37)	-1.7 (62)
FRS 2040 Retirement Date Fund	12.9 (51)	15.7 (94)	-15.2 (9)	14.6 (80)	13.3 (77)	22.5 (77)	-7.5 (51)	20.9 (24)	9.2 (14)	-1.4 (49)
2040 Retirement Custom Index	12.2 (75)	15.8 (94)	-14.4 (5)	14.3 (85)	13.4 (75)	22.1 (82)	-7.5 (51)	20.4 (42)	8.6 (45)	-1.7 (65)
FRS 2045 Retirement Date Fund	13.4 (71)	16.9 (90)	-15.8 (12)	15.4 (90)	13.8 (77)	23.4 (81)	-8.0 (57)	21.5 (24)	9.4 (25)	-1.5 (52)
2045 Retirement Custom Index	12.8 (83)	16.7 (94)	-15.0 (9)	15.1 (91)	13.9 (75)	23.0 (87)	-8.0 (57)	21.2 (41)	8.9 (38)	-1.7 (64)
FRS 2050 Retirement Date Fund	13.6 (77)	17.5 (89)	-16.0 (11)	16.1 (88)	14.0 (75)	24.0 (82)	-8.4 (66)	21.6 (26)	9.5 (24)	-1.5 (61)
2050 Retirement Custom Index	13.0 (89)	17.2 (93)	-15.1 (4)	15.8 (94)	14.1 (72)	23.6 (83)	-8.4 (66)	21.3 (49)	8.9 (42)	-1.7 (66)
FRS 2055 Retirement Date Fund	13.6 (82)	17.8 (89)	-16.0 (12)	16.4 (86)	14.3 (69)	24.1 (88)	-8.4 (60)	21.5 (40)	9.3 (35)	-1.4 (53)
2055 Retirement Custom Index	13.0 (90)	17.2 (92)	-15.1 (2)	16.0 (92)	14.1 (79)	23.7 (90)	-8.4 (60)	21.3 (56)	8.9 (39)	-1.7 (64)



7

Asset Allocation & Performance

As of March 31, 2025

	Performance %									
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
FRS 2060 Retirement Date Fund	13.6 (89)	17.8 (93)	-16.0 (7)	16.4 (80)	14.5 (78)	24.2 (-)	-8.3 (-)	-	-	-
2060 Retirement Custom Index	13.0 (98)	17.2 (96)	-15.1 (1)	16.0 (89)	14.1 (81)	23.7 (-)	-8.4 (-)	-	-	-
FRS 2065 Retirement Date Fund	13.6 (89)	-	-	-	-	-	-	-	-	-
2065 Retirement Custom Index	13.0 (98)	-	-	-	-	-	-	-	-	-
Stable Value										
FRS Stable Value Fund	3.1 (48)	2.7 (78)	1.8 (62)	-	-	-	-	-	-	-
ICE BofA US Treasuries 1-3 Year Index	4.1 (7)	4.3 (12)	-3.6 (94)	-	-	-	-	-	-	-
Real Assets										
FRS Inflation Sensitive Fund	2.4	2.5	-7.7	12.8	4.0	13.0	-5.5	8.1	6.0	-7.9
FRS Custom Multi-Assets Index	2.2	2.9	-5.9	11.5	2.3	13.0	-5.5	8.1	6.2	-5.0
Fixed Income	3.5 (10)	7.1 (15)	-12.4 (16)	-0.3 (15)	8.0 (55)	9.8 (22)	-0.1 (36)	4.4 (22)	4.7 (12)	0.3 (59)
Total Bond Index	2.7 (20)	6.7 (24)	-11.9 (13)	-0.7 (27)	7.2 (84)	9.2 (48)	-0.1 (30)	3.9 (43)	4.3 (17)	0.1 (71)
FRS U.S. Bond Enhanced Index Fund	1.6 (61)	5.9 (55)	-13.1 (34)	-1.7 (68)	7.8 (63)	8.7 (61)	0.0 (23)	3.6 (59)	2.7 (66)	0.7 (26)
Blmbg. U.S. Aggregate Index	1.3 (83)	5.5 (75)	-13.0 (30)	-1.5 (62)	7.5 (72)	8.7 (61)	0.0 (24)	3.5 (63)	2.6 (67)	0.5 (36)
FRS Diversified Income Fund	3.5 (16)	7.7 (11)	-13.2 (47)	-0.1 (21)	8.6 (55)	11.0 (18)	-0.5 (40)	5.3 (28)	5.7 (15)	0.1 (47)
FRS Diversified Income Custom Index	2.0 (72)	6.9 (45)	-12.5 (23)	-0.3 (31)	7.6 (75)	10.0 (41)	-0.4 (36)	4.2 (69)	4.9 (33)	0.2 (43)
Domestic Equity	22.3 (31)	27.1 (23)	-20.4 (69)	24.6 (58)	20.0 (35)	30.1 (38)	-6.5 (49)	20.8 (49)	13.7 (30)	0.7 (32)
Total U.S. Equities Index	23.2 (29)	25.7 (29)	-19.1 (62)	25.9 (44)	18.9 (38)	30.0 (38)	-6.5 (49)	19.6 (57)	14.9 (23)	-0.5 (42)
FRS U.S. Stock Market Index Fund	23.8 (26)	26.0 (27)	-19.2 (62)	25.7 (46)	21.0 (31)	31.1 (28)	-5.2 (36)	21.2 (43)	12.9 (35)	0.6 (32)
Russell 3000 Index	23.8 (27)	26.0 (28)	-19.2 (63)	25.7 (46)	20.9 (31)	31.0 (28)	-5.2 (36)	21.1 (46)	12.7 (37)	0.5 (33)
FRS U.S. Stock Fund	19.9 (41)	30.2 (16)	-22.4 (76)	22.9 (65)	-	-	-	-	-	-
Russell 3000 Index	23.8 (27)	26.0 (28)	-19.2 (63)	25.7 (46)	-	-	-	-	-	-



8

Asset Allocation & Performance

As of March 31, 2025

	Performance %									
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
International/Global Equity	6.4 (39)	17.1 (40)	-18.2 (54)	9.5 (49)	15.2 (40)	23.7 (38)	-13.5 (33)	28.6 (49)	4.5 (44)	-2.6 (47)
Total Foreign and Global Equities Index	6.8 (36)	16.4 (45)	-16.8 (46)	9.8 (47)	11.7 (51)	22.3 (47)	-14.0 (39)	27.3 (58)	4.9 (41)	-4.4 (54)
FRS Foreign Stock Index Fund	5.1 (50)	16.0 (48)	-16.6 (45)	8.6 (53)	11.5 (51)	22.3 (47)	-14.7 (46)	28.3 (51)	5.3 (38)	-4.4 (54)
MSCI All Country World ex-U.S. IMI Index	5.2 (49)	15.6 (51)	-16.6 (45)	8.5 (53)	11.1 (53)	21.6 (53)	-14.8 (47)	27.8 (54)	4.4 (44)	-4.6 (55)
FRS Global Stock Fund	14.1 (40)	25.0 (23)	-25.6 (70)	18.1 (45)	33.8 (23)	30.5 (25)	-5.6 (21)	29.3 (18)	2.2 (84)	5.6 (12)
MSCI AC World Index (Net)	17.5 (25)	22.2 (33)	-18.4 (49)	18.5 (40)	16.3 (45)	26.6 (47)	-9.4 (52)	24.0 (41)	7.9 (47)	-2.4 (57)
FRS Foreign Stock Fund	6.4 (38)	16.1 (48)	-22.7 (74)	2.8 (71)	25.3 (17)	27.4 (21)	-14.9 (49)	31.2 (40)	1.0 (68)	-0.5 (36)
MSCI AC World ex USA (Net)	5.5 (46)	15.6 (51)	-16.0 (42)	7.8 (56)	10.7 (55)	21.5 (54)	-14.2 (41)	27.2 (59)	4.5 (43)	-5.7 (59)

The returns for the Retirement Date Funds, Inflation Sensitive Fund, and Diversified Income Fund use prehire data for all months prior to 7/1/2014; actual live data is used thereafter.



9

Asset Allocation - FRS Investment Plan

As of March 31, 2025

Asset Allocation as of 3/31/2025								
	U.S. Equity	Non-U.S. Equity	U.S. Fixed Income	Real Assets	Stable Value	Brokerage	Total	% of Total
FRS Retirement Fund	104,949,455	56,417,915	317,881,587	127,395,292			606,644,249	3.3%
FRS 2020 Retirement Date Fund	98,121,513	53,129,210	216,824,613	110,566,193			478,641,529	2.6%
FRS 2025 Retirement Date Fund	254,639,916	136,466,995	388,071,231	239,361,521			1,018,559,662	5.5%
FRS 2030 Retirement Date Fund	434,706,412	234,741,462	340,313,019	232,257,426			1,242,018,319	6.7%
FRS 2035 Retirement Date Fund	554,032,304	298,226,206	232,667,859	200,531,414			1,285,457,783	7.0%
FRS 2040 Retirement Date Fund	587,905,778	316,564,649	149,115,395	168,671,512			1,222,257,334	6.6%
FRS 2045 Retirement Date Fund	641,296,537	345,995,958	122,936,293	157,155,673			1,267,384,461	6.9%
FRS 2050 Retirement Date Fund	501,104,228	269,452,564	90,140,606	108,556,429			969,253,826	5.3%
FRS 2055 Retirement Date Fund	413,430,725	222,308,978	74,369,550	89,563,329			799,672,582	4.3%
FRS 2060 Retirement Date Fund	404,390,776	217,448,038	72,743,408	87,604,965			782,187,187	4.2%
FRS 2065 Retirement Date Fund	62,140,960	33,414,288	11,178,161	13,461,871			120,195,281	0.7%
Total Retirement Date Funds	\$ 4,056,718,604	\$ 2,184,186,262	\$ 2,016,241,721	\$ 1,535,125,625	\$ -	\$ -	\$ 9,792,272,213	53.1%
FRS Stable Value Fund					1,327,815,355		1,327,815,355	7.2%
Total Stable Value	\$ -	\$ -	\$ -	\$ -	\$ 1,327,815,355	\$ -	\$ 1,327,815,355	7.2%
FRS Inflation Adjusted Multi-Assets Fund				148,308,658	-		148,308,658	0.8%
Total Real Assets	\$ -	\$ -	\$ -	\$ 148,308,658	\$ -	\$ -	\$ 148,308,658	0.8%
FRS U.S. Bond Enhanced Index Fund			236,054,025				236,054,025	1.3%
FRS Diversified Income Fund			349,734,350				349,734,350	1.9%
Total Fixed Income	\$ -	\$ -	\$ 585,788,375	\$ -	\$ -	\$ -	\$ 585,788,375	3.2%
FRS U.S. Stock Market Index Fund	2,051,387,959						2,051,387,959	11.1%
FRS U.S. Stock Fund	2,114,688,520						2,114,688,520	11.5%
Total Domestic Equity	\$ 4,166,076,478	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,166,076,478	22.6%
FRS Foreign Stock Index Fund		311,757,847					311,757,847	1.7%
FRS Global Stock Fund		366,014,480					366,014,480	2.0%
FRS Foreign Stock Fund		187,937,812					187,937,812	1.0%
Total International/Global Equity	\$ -	\$ 865,710,139	\$ -	\$ -	\$ -	\$ -	\$ 865,710,139	4.7%
FRS Self-Dir Brokerage Acct						1,539,090,775	1,539,090,775	8.4%
Total Self-Dir Brokerage Acct						\$ 1,539,090,775	\$ 1,539,090,775	8.4%
Total Portfolio	\$ 8,222,795,082	\$ 3,049,896,401	\$ 2,602,030,097	\$ 1,683,434,283	\$ 1,327,815,355	\$ 1,539,090,775	\$ 18,425,061,993	100.0%
Percent of Total	44.6%	16.6%	14.1%	9.1%	7.2%	8.4%	100.0%	

Note: The SDBA opened for members on 1/2/14. No performance calculations will be made for the SDBA.



Investment advice and consulting services provided by Aon Investments USA Inc.

Multi Time Period Statistics

As of March 31, 2025

	3 Years Return	3 Years Standard Deviation	3 Years Sharpe Ratio	3 Years Tracking Error	3 Years Information Ratio	3 Years Up Market Capture	3 Years Down Market Capture
FRS Investment Plan	4.89	12.49	0.11	0.62	-0.11	101.17	102.04
FRS Retirement Fund	2.07	9.71	-0.17	0.61	0.41	101.54	99.86
FRS 2020 Retirement Date Fund	2.26	10.01	-0.14	0.68	0.22	100.03	98.94
FRS 2025 Retirement Date Fund	2.80	10.76	-0.08	0.77	0.03	99.30	98.97
FRS 2030 Retirement Date Fund	3.77	11.88	0.02	0.76	0.07	100.22	99.94
FRS 2035 Retirement Date Fund	4.56	12.87	0.09	0.77	0.11	100.58	100.27
FRS 2040 Retirement Date Fund	5.05	13.68	0.12	0.80	0.16	101.10	100.70
FRS 2045 Retirement Date Fund	5.33	14.32	0.14	0.84	0.23	101.88	101.41
FRS 2050 Retirement Date Fund	5.44	14.63	0.15	0.87	0.24	102.05	101.61
FRS 2055 Retirement Date Fund	5.52	14.83	0.16	0.94	0.31	103.02	102.41
FRS 2060 Retirement Date Fund	5.52	14.82	0.16	0.93	0.32	102.98	102.37
FRS 2065 Retirement Date Fund	-	-	-	-	-	-	-
FRS Stable Value Fund	2.65	0.14	-4.41	0.34	-5.07	60.46	-
FRS Inflation Sensitive Fund	-0.46	9.10	-0.47	1.02	-0.56	94.03	98.14
FRS U.S. Bond Enhanced Index Fund	0.67	7.77	-0.42	0.25	0.62	101.68	100.31
FRS Diversified Income Fund	1.75	7.24	-0.30	0.62	0.85	99.69	94.12
FRS U.S. Stock Market Index Fund	8.26	17.78	0.30	0.03	1.48	100.11	99.96
FRS U.S. Stock Fund	8.11	18.82	0.29	2.01	0.04	103.38	104.46
FRS Foreign Stock Index Fund	4.66	17.01	0.11	2.35	0.33	108.59	106.95
FRS Global Stock Fund	5.95	17.51	0.18	3.13	-0.23	101.11	105.12
FRS Foreign Stock Fund	4.67	17.47	0.11	4.03	0.10	112.32	113.88

The returns for the Retirement Date Funds, Inflation Sensitive Fund, and Diversified Income Fund use prehire data for all months prior to 7/1/2014, actual live data is used thereafter.



Multi Time Period Statistics

As of March 31, 2025

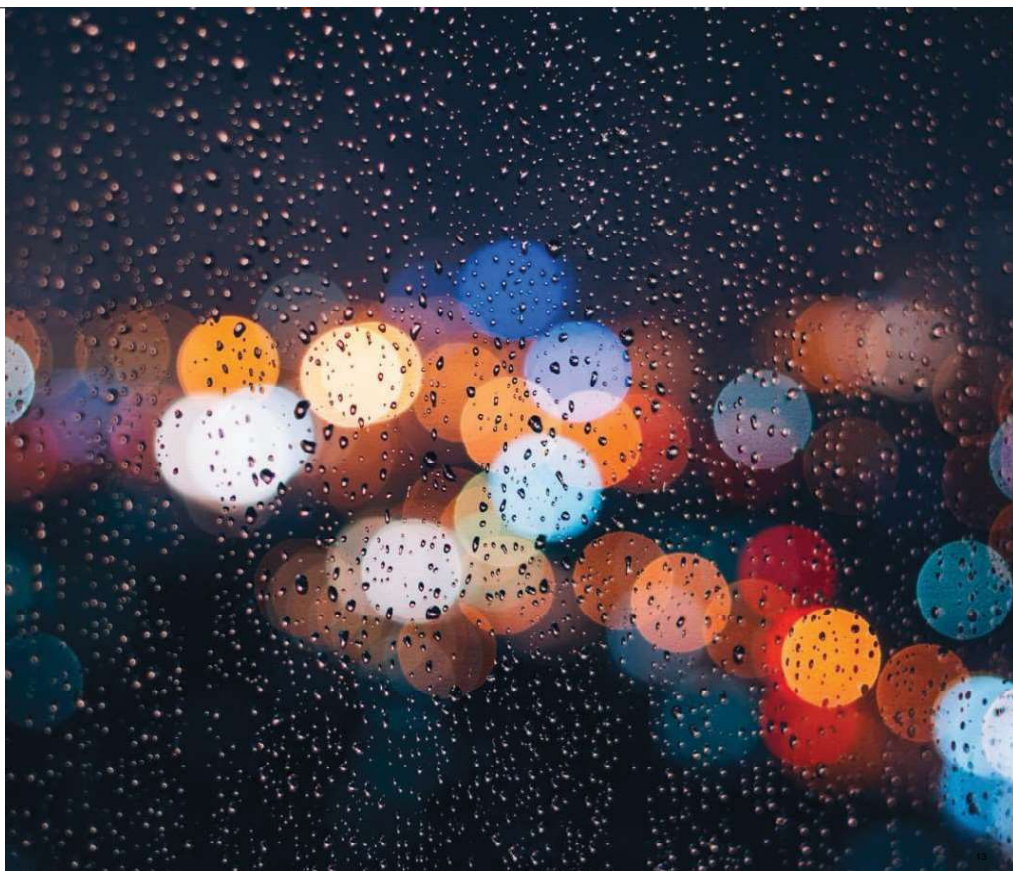
	5 Years Return	5 Years Standard Deviation	5 Years Sharpe Ratio	5 Years Tracking Error	5 Years Information Ratio	5 Years Up Market Capture	5 Years Down Market Capture
FRS Investment Plan	10.98	11.87	0.72	0.65	0.13	101.68	102.53
FRS Retirement Fund	6.58	8.67	0.49	0.57	0.56	101.84	99.64
FRS 2020 Retirement Date Fund	7.34	9.12	0.54	0.63	0.30	99.99	98.07
FRS 2025 Retirement Date Fund	8.48	10.04	0.61	0.69	0.10	99.43	98.31
FRS 2030 Retirement Date Fund	9.82	11.14	0.67	0.69	0.08	99.87	99.28
FRS 2035 Retirement Date Fund	10.93	12.12	0.71	0.70	0.03	99.98	99.78
FRS 2040 Retirement Date Fund	11.85	12.98	0.73	0.72	0.03	100.22	100.26
FRS 2045 Retirement Date Fund	12.55	13.68	0.75	0.74	0.04	100.72	101.14
FRS 2050 Retirement Date Fund	13.05	14.05	0.76	0.76	0.05	100.76	101.24
FRS 2055 Retirement Date Fund	13.27	14.24	0.77	0.80	0.22	101.65	101.98
FRS 2060 Retirement Date Fund	13.30	14.23	0.77	0.80	0.25	101.71	101.89
FRS 2065 Retirement Date Fund	-	-	-	-	-	-	-
FRS Stable Value Fund	-	-	-	-	-	-	-
FRS Inflation Sensitive Fund	6.23	8.10	0.47	1.02	0.00	98.08	96.64
FRS U.S. Bond Enhanced Index Fund	-0.24	6.47	-0.40	0.22	0.73	102.25	100.33
FRS Diversified Income Fund	1.98	6.35	-0.06	0.81	1.28	108.67	96.52
FRS U.S. Stock Market Index Fund	18.22	17.39	0.91	0.03	1.41	100.09	99.97
FRS U.S. Stock Fund	-	-	-	-	-	-	-
FRS Foreign Stock Index Fund	11.34	16.01	0.59	1.93	0.19	104.32	105.21
FRS Global Stock Fund	15.63	17.98	0.76	4.01	0.19	108.37	111.74
FRS Foreign Stock Fund	10.82	17.24	0.54	4.65	0.04	109.98	115.99

The returns for the Retirement Date Funds, Inflation Sensitive Fund, and Diversified Income Fund use prehire data for all months prior to 7/1/2014, actual live data is used thereafter.



12

Appendix



Benchmark Descriptions

Retirement Date Benchmarks - A weighted average composite of the underlying components' benchmarks for each fund.

ICE BofA US Treasuries 1-3 Year Index - An unmanaged index that tracks the performance of the direct sovereign debt of the U.S. Government having a maturity of at least one year and less than three years.

FRS Custom Multi-Assets Index - A monthly weighted composite of underlying indices for each TIPS and Real Assets fund. These indices include Barclays U.S. TIPS Index, MSCI AC World Index and the Bloomberg Commodity Total Return Index, NAREIT Developed Index, S&P Global Infrastructure Index, S&P Global Natural Resources Index.

Total Bond Index - A weighted average composite of the underlying benchmarks for each bond fund.

Barclays Aggregate Bond Index - A market value-weighted index consisting of government bonds, SEC-registered corporate bonds and mortgage-related and asset-backed securities with at least one year to maturity and an outstanding par value of \$250 million or greater. This index is a broad measure of the performance of the investment grade U.S. fixed income market.

FRS Diversified Income Custom Index - A monthly rebalanced blend of 80% Barclays U.S. Aggregate Bond Index and 20% Barclays U.S. High Yield Ba/B 1% Issuer Constrained Index.

Total U.S. Equities Index - A weighted average composite of the underlying benchmarks for each domestic equity fund.

Russell 3000 Index - A capitalization-weighted index consisting of the 3,000 largest publicly traded U.S. stocks by capitalization. This index is a broad measure of the performance of the aggregate domestic equity market.

Total Foreign and Global Equities Index - A weighted average composite of the underlying benchmarks for each foreign and global equity fund.

MSCI All Country World ex-U.S. IMI Index - A capitalization-weighted index of stocks representing 22 developed country stock markets and 24 emerging countries, excluding the U.S. market.

MSCI All Country World ex-U.S. Index - A capitalization-weighted index consisting of 23 developed and 24 emerging countries, but excluding the U.S.

MSCI All Country World Index - A capitalization-weighted index of stocks representing approximately 47 developed and emerging countries, including the U.S. and Canadian markets.



14

Descriptions of Universes

Retirement Date Funds - Target date universes calculated and provided by Lipper.

FRS Stable Value Fund - A stable value universe calculated and provided by Lipper.

FRS U.S. Bond Enhanced Index Fund - A broad market core fixed income universe calculated and provided by Lipper.

FRS Diversified Income Fund - A broad market core plus fixed income universe calculated and provided by Lipper.

FRS U.S. Stock Market Index Fund - A multi-cap U.S. equity universe calculated and provided by Lipper.

FRS U.S. Stock Fund - A multi-cap U.S. equity universe calculated and provided by Lipper.

FRS Foreign Stock Index Fund - A foreign blend universe calculated and provided by Lipper.

FRS Foreign Stock Fund - A foreign blend universe calculated and provided by Lipper.

FRS Global Stock Fund - A global stock universe calculated and provided by Lipper.



15

Notes

- The rates of return contained in this report are shown on an after-fees basis unless otherwise noted. They are geometric and time-weighted. Returns for periods longer than one year are annualized.
- Universe percentiles are based upon an ordering system in which 1 is the best ranking and 100 is the worst ranking.

Due to rounding throughout the report, percentage totals displayed may not sum to 100%. Additionally, individual fund totals in dollar terms may not sum to the plan total.



16

Disclaimer

Past performance is not necessarily indicative of future results.

Unless otherwise noted, performance returns presented reflect the respective fund's performance as indicated. Returns may be presented on a before-fees basis (gross) or after-fees basis (net). After-fee performance is net of each respective sub-advisors' investment management fees and include the reinvestment of dividends and interest as indicated on the notes page within this report or on the asset allocation and performance summary pages. Actual returns may be reduced by Aon Investments' investment advisory fees or other trust payable expenses you may incur as a client. Aon Investments' advisory fees are described in Form ADV Part 2A. Portfolio performance, characteristics and volatility also may differ from the benchmark(s) shown.

The information contained herein is confidential and proprietary and provided for informational purposes only. It is not complete and does not contain certain material information about making investments in securities including important disclosures and risk factors. All securities transactions involve substantial risk of loss. Under no circumstances does the information in this report represent a recommendation to buy or sell stocks, limited partnership interests, or other investment instruments.

The data contained in these reports is compiled from statements provided by custodian(s), record-keeper(s), and/or other third-party data provider(s). This document is not intended to provide, and shall not be relied upon for, accounting and legal or tax advice. Aon Investments has not conducted additional audits and cannot warrant its accuracy or completeness. We urge you to carefully review all custodial statements and notify Aon Investments with any issues or questions you may have with respect to investment performance or any other matter set forth herein.

The mutual fund information found in this report is provided by Thomson Reuters Lipper and Aon Investments cannot warrant its accuracy or timeliness. Thomson Reuters Lipper Global Data Feed provides comprehensive coverage of mutual fund information directly to Investment Metrics, Aon Investments' performance reporting vendor, via the PARis performance reporting platform. Thomson Reuters Lipper is the data provider chosen by Investment Metrics, and as such, Aon Investments has no direct relationship with Thomson Reuters Lipper.

Refer to Hedge Fund Research, Inc. www.hedgefundresearch.com for information on HFR indices.

FTSE International Limited ("FTSE") © FTSE 2017. "FTSE®" and "FTSE4Good®" are trademarks of the London Stock Exchange Group companies and are used by FTSE International Limited under license. The FTSE indices are calculated by FTSE International Limited in conjunction with Indonesia Stock Exchange, Bursa Malaysia Berhad, The Philippine Stock Exchange, Inc., Singapore Exchange Securities Trading Limited and the Stock Exchange of Thailand (the "Exchanges"). All intellectual property rights in the FTSE/ASEAN Index vest in FTSE and the Exchanges. Neither FTSE nor its licensors accept any liability for any errors or omissions in the FTSE indices and / or FTSE ratings or underlying data. No further distribution of FTSE Data is permitted without FTSE's express written consent.

Aon Investments USA Inc. ("Aon Investments") is a federally registered investment advisor with the U.S. Securities and Exchange Commission ("SEC"). Aon Investments is also registered with the Commodity Futures Trade Commission as a commodity pool operator and a commodity trading advisor, and is a member of the National Futures Association. The Aon Investments ADV Form Part 2A disclosure statement is available upon written request to:

Aon Investments USA Inc.
200 East Randolph Street
Suite 700
Chicago, IL 60601
ATTN: Aon Investments Compliance Officer



17