



Northern Tobacco Securitization Corporation

**NORTHERN TOBACCO SECURITIZATION CORPORATION  
ANNUAL MEETING OF THE BOARD OF DIRECTORS**

**NOVEMBER 30, 2022 – 9:30 A.M.**

**AGENDA**

- I. ROLL CALL
- II. ELECTION OF ACTING CHAIR
- III. APPROVAL OF AGENDA
- IV. MINUTES: NOVEMBER 17, 2021 BOARD MEETING
- V. PUBLIC COMMENTS
- VI. ORGANIZATION OF BOARD
  - A. BOARD MEMBERS' OATH OF OFFICE
  - B. ELECTION OF OFFICERS
- VII. NEW BUSINESS
  - A. RESOLUTION NO. 2022-01: REVIEW OF FISCAL YEAR 2022 BUDGET AND APPROVAL OF FISCAL YEAR 2024 BUDGET
  - B. RESOLUTION NO. 2022-02: APPROVAL OF FISCAL YEAR 2022 ANNUAL REPORT
  - C. OTHER MATTERS TO PROPERLY COME BEFORE THE BOARD
- VIII. ADJOURNMENT

*The Chair may announce changes in the order of business during the meeting.*



**NORTHERN TOBACCO SECURITIZATION CORPORATION  
ANNUAL BOARD OF DIRECTORS MEETING**

**November 17, 2021**

**9:30 a.m.**

**Anchorage / Juneau / Fairbanks**

The Annual Board of Directors Meeting of the Northern Tobacco Securitization Corporation (“NTSC”) was held at Alaska Housing Finance Corporation (“AHFC”), 1st Floor, 4300 Boniface Parkway, in Anchorage, Alaska via WebEx on November 17, 2021 commencing at approximately 9:30 a.m.

The following board members were present at the meeting (or attended via teleconference):

**JULIE ANDERSON**  
Anchorage

**Commissioner**  
Department of Commerce,  
Community, & Economic  
Development  
**Member of the Board**

**DEVEN MITCHELL**  
Anchorage

**Designee for Commissioner**  
Department of Revenue  
**Member of the Board**

**ALBERT WALL**  
Via Teleconference

**Designee for Commissioner**  
Department of Health &  
Social Services  
**Member of the Board**

**I. ROLL CALL.** A quorum was declared present and the meeting was duly and properly convened for the transaction of business.

**II. ELECTION OF ACTING CHAIR.** BRYAN BUTCHER announced that an acting chair would be needed to proceed with the meeting. ALBERT WALL nominated DEVEN MITCHELL as acting Chair. JULIE ANDERSON seconded the motion. Seeing and hearing no objections, the motion passed. (3-0)

**III. APPROVAL OF AGENDA.** ACTING CHAIR MITCHELL proposed the agenda be approved as presented. Seeing and hearing no objections, the agenda was approved as presented.



**IV. MINUTES: JUNE 15, 2021 SPECIAL NTSC BOD MEETING MINUTES.** ACTING CHAIR MITCHELL asked for revisions or acceptance of the minutes. Seeing and hearing no objection, the minutes were approved as presented.

**V. PUBLIC COMMENTS.** There were no public comments.

**VI. ORGANIZATION OF THE BOARD.**

**A. BOARD MEMBERS' OATH OF OFFICE.** ACTING CHAIR MITCHELL read the item into record. All board members verbally confirmed their oath of office by roll call.

**B. ELECTION OF NTSC OFFICERS.** ACTING CHAIR MITCHELL opened the floor for nominations for Board Chair, Vice President and Secretary/Treasurer. JULIE ANDERSON nominated DEVEN MITCHELL as Chair, DEVEN MITCHELL as President, BRYAN BUTCHER as Vice President and ALBERT WALL as Secretary/Treasurer. ALBERT WALL seconded the motion. Seeing and hearing no objection, the motions carried by roll call vote (3-0).

**VII. NEW BUSINESS.**

**A. INFORMATIONAL PRESENTATION ON THE SERIES 2021 TOBACCO BOND ISSUANCE.** GERARD DETA gave an overview of the bond activities for 2020-2021. No approvals required or requested of the board, this was informational only.

**B. RESOLUTION NO. 2021-02: REVIEW OF FISCAL YEAR 2021 BUDGET AND APPROVAL OF FISCAL YEAR 2023 BUDGET.** CHAIR MITCHELL introduced the item and GERARD DETA presented. Mr. Deta gave an overview of the Budgets to the Board. ALBERT WALL made a motion to approve Resolution 2021-02. JULIE ANDERSON seconded the motion. No further discussion or objection was heard. Resolution No. 2021-02 passed (3-0).

**RESOLUTION 2021-02**

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE NORTHERN TOBACCO SECURITIZATION  
CORPORATION APPROVING THE ANNUAL BUDGET  
FOR THE FISCAL YEAR ENDED JUNE 30, 2023.**

**C. RESOLUTION NO. 2021-03: APPROVAL OF FISCAL YEAR 2021 ANNUAL REPORT.** CHAIR MITCHELL read the item into record and GERARD DETA with AHFC and CHRIS MATIKA with Eide Bailly presented. Mr. Deta gave an overview of the NTSC Annual Report to the Board and Mr. Matika with Eide Bailly gave an overview of the Audit Wrap



Up. Discussion followed. JULIE ANDERSON made a motion to approve Resolution 2021-03. ALBERT WALL seconded the motion. No further discussion or objection was heard. Resolution No. 2021-03 passed (3-0).

**RESOLUTION 2021-03**

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE NORTHERN TOBACCO SECURITIZATION  
CORPORATION APPROVING THE ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED JUNE 30, 2021.**

**C. OTHER MATTERS TO PROPERLY COME BEFORE THE BOARD.** No other matters were brought before the Board.

**VIII. ADJOURNMENT.** CHAIR MITCHELL asked if there were any other matters to properly come before the board. JULIE ANDERSON made a motion to adjourn. Seeing and hearing no objections, the meeting was adjourned at 10:12 a.m.

**ATTESTED:**

\_\_\_\_\_.

DEVEN MITCHELL - Board Chair



## MEMORANDUM

**DATE:** November 30, 2022

**TO:** Board of Directors

**FROM:** Staff

**RE:** Oath of Office

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***Issue:***

The State of Alaska Oath of Office must be taken by directors on the NTSC Board or affirmed as having been taken previously and remaining in effect.

***Recommendation and requested action:***

The minutes should reflect that all directors executed the State of Alaska Oath of Office either at or prior to the present meeting, and that each director confirms at the present meeting that his or her oath remains in effect.



## MEMORANDUM

**DATE:** November 30, 2022  
**TO:** Board of Directors  
**FROM:** Staff  
**RE:** Election of Officers

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The NTSC By-Laws provide for an election of officers for the NTSC Board at the Annual Meeting. The officers to be elected are as follows:

Chair  
President  
Vice President  
Secretary  
Treasurer

Current officers: (Vacant), Chair/President  
(Vacant), Secretary/Treasurer  
Bryan Butcher, Vice President



## MEMORANDUM

**DATE:** November 30, 2022  
**TO:** Board of Directors  
**FROM:** Staff  
**RE:** Review of FY 2022 Budget and Approval of FY 2024 Budget

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*Issue:*

The Corporation requires Board approval of its annual budget.

A draft budget for FY 2024 is attached, along with a comparison of budgeted-to-actual expenses for FY 2022.

*Recommendation and requested action:*

The Board is requested to authorize the attached budget for FY 2024.



Northern Tobacco Securitization Corporation

**RESOLUTION NO. 2022-01**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTHERN TOBACCO SECURITIZATION CORPORATION APPROVING THE ANNUAL BUDGET FOR THE FISCAL YEAR ENDED JUNE 30, 2024.**

**RESOLVED**, that the Board of Directors of the Northern Tobacco Securitization Corporation hereby approves the annual budget for the fiscal year ended June 30, 2024, a copy of which has been presented to, and is made a part of the record of, this meeting.

DATED this 30<sup>th</sup> day of November, 2022.

By: \_\_\_\_\_  
Chair





**Budget-to-Actuals Analysis**  
**Fiscal Year Ending June 30, 2022**

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Tobacco Settlement Revenues	\$ 68,405	\$ 52,090	\$ 16,315
AHFC Building Lease	3,600	3,592	8
AHFC Services	5,305	5,381	(76)
General Expenses	20,000	4,063	15,937
Trustee Fees and Expenses	17,000	19,204	(2,204)
Audit Fees	17,000	15,450	1,550
Board Travel & Stipend Expenses	1,000	0	1,000
Board Liability Insurance	<u>4,500</u>	<u>4,400</u>	<u>100</u>
Total Expenses	\$ <u>68,405</u>	\$ <u>52,090</u>	\$ <u>16,315</u>



**Operating Budget  
Fiscal Year Ending June 30, 2024**

**Revenues**

Tobacco Settlement Revenues	\$ 62,000	
Total Revenues	<u>                    </u>	\$ 62,000

**Expenditures**

AHFC Building Lease	3,600	
AHFC Services	5,400	
General Expenses	12,000	
Trustee Fees & Expenses	20,000	
Audit Fees	15,500	
Board Travel & Stipend Expenses	1,000	
Board Liability Insurance	4,500	
Total Expenses	<u>                    </u>	62,000
Excess of Expenses over Revenues		<u>                    </u> \$ 0

Note that the revenues and expenses anticipated for debt service are not shown on this budget.



## MEMORANDUM

**DATE:** November 30, 2022  
**TO:** Board of Directors  
**FROM:** Staff  
**RE:** Authorization of Annual Report

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*Issue:*

Article VII, Section (xiii) of the Articles of Incorporation requires that the Corporation be audited annually and any financial reports required of the Corporation be prepared in accordance with generally accepted accounting principles. Article III, Section 11, of the By-Laws requires that such annual reports be entered into the minutes of, and filed with the records of, the Corporation at its annual meeting.

*Recommendation and requested action:*

In accordance with the By-Laws and Articles of Incorporation, the Board is requested to authorize the attached annual report for FY 2022.



Northern Tobacco Securitization Corporation

**RESOLUTION NO. 2022-02**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTHERN TOBACCO SECURITIZATION CORPORATION APPROVING THE ANNUAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2022.**

**RESOLVED**, that the Board of Directors of the Northern Tobacco Securitization Corporation hereby approves the Annual Report for the fiscal year ended June 30, 2022, a copy of which has been presented to, and is made a part of the record of, this meeting.

DATED this 30<sup>th</sup> day of November, 2022.

By: \_\_\_\_\_  
Chair

# **Northern Tobacco Securitization Corporation**

a component unit of the State of Alaska

## **Financial Statements**

**June 30, 2022**

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For comments please contact:

Mailing: 4300 Boniface Parkway, Suite 205  
Anchorage, AK 99504  
(907) 330-8322



## Independent Auditor's Report

To the Board of Directors  
Northern Tobacco Securitization Corporation  
Anchorage, Alaska

### Report on the Audit of the Financial Statements

#### *Opinions*

We have audited the financial statements of the governmental activities and each major fund of Northern Tobacco Securitization Corporation (NTSC), a discretely presented component unit of the State of Alaska, as of and for the year ended June 30, 2022, and the related notes to the financial statements, which collectively comprise NTSC's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities of the governmental activities and each major fund of NTSC, as of June 30, 2022, and the respective changes in financial position, thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### *Basis for Opinions*

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of NTSC and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

#### *Emphasis of Matter*

As discussed in Note A to the financial statements, NTSC's repayment of long-term debt is dependent on several factors, including the continued financial capability of participating cigarette manufactures to pay tobacco settlement revenues and future cigarette consumption. Our opinion is not modified with respect to this matter.

### ***Responsibilities of Management for the Financial Statements***

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

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

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of NTSC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about NTSC's ability to continue as a going concern for a reasonable period of time.

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



***Required Supplementary Information***

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

A handwritten signature in black ink that reads "Eide Bailly LLP". The signature is written in a cursive, flowing style.

Boise, Idaho  
October 14, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion and analysis is designed to assist the reader in focusing on significant financial issues and activities and to identify significant changes in the financial position of Northern Tobacco Securitization Corporation ("NTSC") during the year ended June 30, 2022. This information should be read in conjunction with the Independent Auditors' Report, financial statements and accompanying notes.

NTSC is a component unit of the State of Alaska ("the State").

## OVERVIEW OF THE FINANCIAL STATEMENTS

NTSC's annual financial statements consist of two parts: Management's Discussion and Analysis and basic financial statements. The basic financial statements include government-wide presentation, governmental fund presentation and Notes to Financial Statements. The financial statements for June 30, 2022, are intended to facilitate and enhance understanding of NTSC's financial position and results of operations for the current fiscal year.

The government-wide financial statements of NTSC, which include the *Statement of Net Position* and the *Statement of Activities*, are presented to display information about NTSC as a whole and are prepared using the economic resources measurement focus and the accrual basis of accounting, similar to the accounting used by most private-sector companies. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows.

The *Statement of Net Position* (Exhibit A) answers the question, "How is our financial health at the end of the year?" This statement includes all assets and liabilities. Over time, changes in net position may serve as a useful indicator of whether the financial position of NTSC is improving or deteriorating.

The *Statement of Activities* (Exhibit B) accounts for all of the revenues and expenses. This statement measures the success of NTSC's operations over the past year and can be used to determine whether NTSC has successfully recovered all of its costs through its revenue sources. This statement helps answer the question "Is NTSC as a whole better off or worse off as a result of the year's activities?"

The *Reconciliation of the Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities* (Exhibit C) is provided to assist readers in understanding the differences between government-wide and governmental fund financial statements.

The *Notes to Financial Statements* provide additional information that is essential to obtain a full understanding of the data provided in the government-wide financial statements. The Notes to Financial Statements follow Exhibit C.

## FINANCIAL HIGHLIGHTS

- Tobacco settlement revenue received by NTSC in fiscal year 2022 was \$17.6 million, compared to \$17.1 million in fiscal year 2021.
- In fiscal year 2022 NTSC issued \$282.5 million par value and \$36.1 million of premium in bonds that were used to fully redeem the remaining \$297.3 million remaining balance of bonds issued in fiscal year 2007.
- Bond principal in the amount of \$9.9 million was paid on the newly issued bonds in fiscal year 2022.
- Bond interest totaling \$8.3 million was paid in fiscal year 2022. \$7.1 million was paid on interest as part of the biannual debt service payments paid each December and June related to the newly issued bonds and \$1.2 million was paid as part of the bond redemption.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**CONDENSED STATEMENT OF NET POSITION**  
(in thousands)

	<b>2022</b>	<b>2021</b>
Investments	\$ 16,117	\$ 35,060
Interest receivable	5	1
Total assets	<u>16,122</u>	<u>35,061</u>
Deferred outflow of resources	18,531	-
Bonds, net	308,742	310,673
Bond interest payable	623	1,171
Total liabilities	<u>309,365</u>	<u>311,844</u>
Restricted net position	15,902	34,857
Unrestricted net position (deficit)	<u>(290,614)</u>	<u>(311,640)</u>
Total net position (deficit)	<u>\$ (274,712)</u>	<u>\$ (276,783)</u>

Investments reduced by \$18,943,000 and Restricted net position fell by \$18,955,000 in fiscal year 2022 due to a new bond issuance that was used to redeem the bonds issued in fiscal year 2007. As of June 30, 2022, Deferred Outflow of resources of \$18,531,000 were recognized, representing the purchased rights of future Tobacco Settlement Revenue. This recognition has resulted in a minimal impact on the total net position (deficit) from prior year.

**CONDENSED STATEMENT OF ACTIVITIES**  
(in thousands)

	<b>2022</b>	<b>2021</b>
Tobacco settlement revenue	\$ 17,551	\$ 17,103
Investment interest	38	110
Net change in fair value of investments	27	(59)
Realized loss on investments	(2)	(3)
Total revenue	<u>17,614</u>	<u>17,151</u>
Interest expense	7,799	16,418
Insurance and financing	503	181
General and administrative	25	24
Amortization of deferred outflow of resources	454	-
Other expenses	6,762	-
Total expenses	<u>15,543</u>	<u>16,623</u>
Excess of revenues over expenses	2,071	528
Changes in net position	<u>\$ 2,071</u>	<u>\$ 528</u>

In fiscal year ending June 30, 2022, tobacco revenues received by NTSC were similar to the prior year. Due to the new bond issuance and redemption of the prior outstanding bonds, interest was reduced

MANAGEMENT'S DISCUSSION AND ANALYSIS

significantly, amortization of deferred outflow of resources was added, and other expenses associated with the bond issuance were added. The reduced interest expense offset the additional expenses resulting in the change in net position being similar to the prior year.

**FUNDS**

NTSC has two funds.

- The debt service fund is restricted solely to debt service activities.
- The general fund is the operating fund of NTSC. It represents all of NTSC's activities not presented in the debt service fund.

**DEBT ADMINISTRATION**

As of June 30, 2022, NTSC had \$308.7 million in outstanding revenue bonds, net of discount and accreted value, secured solely by future tobacco settlement revenue and investment earnings. Significant debt activity during fiscal year 2022 consisted of debt service payments of \$17.0 million of which \$7.1 million represented interest and \$9.9 million represented principal paydown.

Ratings on NTSC's bonds are subject to change as the companies that rate the bonds analyze numerous factors that may affect NTSC's ability to pay interest on and principal of its outstanding obligations. Therefore, there has been no attempt to list the ratings as of the date of this report. However, current information is available through the Municipal Securities Rulemaking Board's Electronic Municipal Market Access service ("EMMA") at <http://emma.msrb.org>.

Additional information on NTSC's long-term debt can be found in the Notes to Financial Statements.

**ECONOMIC FACTORS**

Tobacco settlement revenue, the primary revenue source for NTSC, is dependent on future tobacco product sales. If the consumption of tobacco products increases, then NTSC's tobacco settlement revenue will increase; if consumption decreases, revenue will also decrease. If consumption remains consistent, tobacco settlement revenue will remain stable.

**CONTACTING NTSC'S FINANCIAL MANAGEMENT**

This financial report is designed to provide a general overview of NTSC's finances and to show NTSC's accountability for the money it receives. If you have any questions about this report or need additional financial information, please contact NTSC at (907) 330-8396 or [finance@ntscak.us](mailto:finance@ntscak.us).

**NORTHERN TOBACCO SECURITIZATION CORPORATION**

**EXHIBIT A**

(A Component Unit of the State of Alaska)

**GOVERNMENTAL FUNDS BALANCE SHEET / STATEMENT OF NET POSITION**

As of June 30, 2022

(in thousands of dollars)

	General Fund	Debt Service Fund	Governmental Funds Balance Sheet Total	Adjustments*	Statement of Net Position Total
<b>ASSETS</b>					
Investments	\$ 220	\$ 15,897	\$ 16,117	\$ -	\$ 16,117
Interest receivable	-	5	5	-	5
Total Assets	<u>220</u>	<u>15,902</u>	<u>16,122</u>	<u>-</u>	<u>16,122</u>
<b>DEFERRED OUTFLOW OF RESOURCES</b>	-	-	-	18,531	18,531
<b>LIABILITIES</b>					
Bond interest payable	-	-	-	623	623
Intergovernmental payable	-	-	-	-	-
Long-term debt:					
Due within one year	-	-	-	3,970	3,970
Due after one year	-	-	-	268,600	268,600
Unamortized bond Premium	-	-	-	32,926	32,926
Accreted value	-	-	-	3,246	3,246
Total Liabilities	<u>-</u>	<u>-</u>	<u>-</u>	<u>309,365</u>	<u>309,365</u>
<b>FUND BALANCES</b>					
Fund balances:					
Unassigned	220	-	220		
Restricted for debt service	<u>-</u>	<u>15,902</u>	<u>15,902</u>		
Total Fund Balances	220	15,902	16,122		
Total Liabilities and Fund Balances	<u>\$ 220</u>	<u>\$ 15,902</u>	<u>\$ 16,122</u>		
<b>NET POSITION</b>					
Restricted for debt service				-	15,902
Unrestricted (deficit)				-	(290,614)
Total Net Position (deficit)				<u>\$ (290,834)</u>	<u>\$ (274,712)</u>

**\*Adjustments:**

Amounts reported for governmental activities in the Statement of Net Position are different than the Governmental Funds Balance Sheet totals because:

Total Fund Balances	\$ 16,122
Deferred outflow of resources related to the purchase of future tobacco settlement revenues.	18,531
Interest payable and long-term debt are not due and payable in the current period and therefore are not reported in the governmental funds.	(273,193)
Governmental funds report bond premiums as other financing uses when incurred. The Statement of Net Position records bond premiums as a liability to long-term debt and amortizes such items to interest expense over the life of the debt.	(32,926)
Governmental funds report accreted value at the time the bonds are redeemed. The Statement of Net Position amortizes such items as a reduction to expense over the life of the debt .	(3,246)
Net position of governmental activities	<u>\$ (274,712)</u>

See accompanying notes to the financial statements.

**NORTHERN TOBACCO SECURITIZATION CORPORATION**

**EXHIBIT B**

(A Component Unit of the State of Alaska)

**STATEMENT OF GOVERNMENTAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES / STATEMENT OF ACTIVITIES**

For the Year Ending June 30, 2022

(in thousands of dollars)

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Total Governmental Funds</u>	<u>Adjustments (Exhibit C)</u>	<u>Statement of Activities</u>
<b>GENERAL REVENUES</b>					
Tobacco settlement revenues	\$ -	\$ 17,551	\$ 17,551	\$ -	\$ 17,551
Investment interest	-	38	38	-	38
Net increase (decrease) in fair value of investments	-	27	27	-	27
Realized gain (loss) on investments	-	(2)	(2)	-	(2)
Total revenues	<u>-</u>	<u>17,614</u>	<u>17,614</u>	<u>-</u>	<u>17,614</u>
<b>EXPENDITURES/EXPENSES</b>					
Current:					
Insurance and financing	503	-	503	-	503
General and administrative	25	-	25	-	25
Costs of issuance	1,849	-	1,849	-	1,849
Payment to extend the term for receipt of tobacco settlement revenues from the State of Alaska	18,985	-	18,985	(18,985)	-
Amortization of deferred outflow of resources	-	-	-	454	454
(Gain)/loss on extinguishment of bonds	-	-	-	4,913	4,913
Debt Service:					
Principal	-	9,910	9,910	(9,910)	-
Interest	-	7,075	7,075	724	7,799
Existing monies to bond escrow agent	-	55	55	(55)	-
Total expenditures/expenses	<u>21,362</u>	<u>17,040</u>	<u>38,402</u>	<u>(22,859)</u>	<u>15,543</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(21,362)</u>	<u>574</u>	<u>(20,788)</u>	<u>22,859</u>	<u>2,071</u>
Other financing sources/uses:					
Principal amount of bonds issued	1,849	-	1,849	(1,849)	-
Proceeds of refunding bonds	316,719	-	316,719	(316,719)	-
Proceeds to bond escrow agent	(316,719)	-	(316,719)	316,719	-
Transfers - internal activities	19,529	(19,529)	-	-	-
Total other finances sources (uses)	<u>21,378</u>	<u>(19,529)</u>	<u>1,849</u>	<u>(1,849)</u>	<u>-</u>
Net change in fund balances	16	(18,955)	(18,939)	18,939	-
Change in net position	-	-	-	2,071	2,071
<b>FUND BALANCES and NET POSITION (DEFICIT)</b>					
Beginning of year	204	34,857	35,061	(311,844)	(276,783)
End of year	<u>\$ 220</u>	<u>\$ 15,902</u>	<u>\$ 16,122</u>	<u>\$ (290,834)</u>	<u>\$ (274,712)</u>

See accompanying notes to the financial statements.

**NORTHERN TOBACCO SECURITIZATION CORPORATION****EXHIBIT C**

(A Component Unit of the State of Alaska)

**RECONCILIATION OF THE STATEMENT OF GOVERNMENTAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES**

For the Year Ending June 30, 2022

*(in thousands of dollars)*

Amounts reported for governmental activities in the Statement of Activities are different than the Total Governmental Funds because:

Net change in fund balances - Total Governmental Funds	\$ (18,939)
Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Position.	9,910
Governmental funds report payment of existing monies into the defeased escrow account as a debt service expenditure. The Statement of Net Assets reports it as a component of long-term debt.	55
Gains and losses on extinguishment of bonds include unamortized costs of issuance and bond discount amounts in the Statements of Activities. Governmental funds expense such items and thus do not include them in the gain/loss calculation.	(4,913)
Payments made to purchase the rights to future revenues is an expenditure in the governmental funds, but the purchase increased Deferred outflow of resources in the Statement of Net Position.	18,985
Amortization of deferred outflow of resources is an expenditure on the Statement of Net Position but does not affect the governmental funds.	(454)
<i>Adjustments to Debt Service-Interest:</i>	
Governmental funds report accreted value at the time the bonds are redeemed. The Statement of Net Position amortizes the accreted value to interest expense over the life of the debt.	(3,246)
Governmental funds report bond premium as a financing use when incurred. The Statement of Activities amortizes the bond premium to interest expense over the life of the debt.	3,162
Bond interest is reported as an expenditure in the governmental funds when paid. Interest expense is reported in the Statement of Activities when incurred.	(640)
Governmental funds report monies received from debt issuance as an other financing source. The Statement of Net Assets includes the amount in Long Term debt.	(1,849)
Governmental funds report monies received from refunding debt as an other financing source. The Statement of Net Assets includes the amount as a contra-liability against Long Term debt.	(316,719)
Governmental funds report the monies from bond proceeds that went to the defeased escrow agent as an other financing use. The Statement of Net Assets includes the amount as part of Long Term debt.	316,719
Change in net position of government activities	<u>\$ 2,071</u>

See accompanying notes to the financial statements.

Notes to Financial Statements

**FOOTNOTE INDEX**

<b>NOTE</b>	<b>DESCRIPTION</b>	<b>PAGE</b>
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Notes to Financial Statements

**FOR THE YEAR ENDED JUNE 30, 2022**

**NOTE A: THE NORTHERN TOBACCO SECURITIZATION CORPORATION**

The Northern Tobacco Securitization Corporation (“NTSC”) is a not-for-profit corporation. It was incorporated on September 29, 2000, under the Alaska Nonprofit Corporation Act and provisions of the Alaska Statutes creating the Alaska Housing Finance Corporation, as amended. NTSC was formed as an affiliate of Alaska Housing Finance Corporation (“AHFC”) pursuant to House Bill No. 281 of the Alaska Legislature. NTSC is legally independent and separate from AHFC, and there is no financial accountability between NTSC and AHFC.

NTSC is a component unit of the State of Alaska (“the State”) and is presented as a component of the special revenue and debt service funds in the State’s financial statements. NTSC is a government instrumentality of the State but has legal existence independent of and separate from the State. The Board of Directors of NTSC is comprised of the Commissioners of the Alaska Departments of Revenue, Health & Social Services, and Commerce, Community & Economic Development, or their designees, and two independent members of the public recommended by the Governor.

The purpose of NTSC is to purchase from the State portions of its future right, title and interest in the Tobacco Settlement Revenues (“TSRs”) under the Master Settlement Agreement and the Consent Decree and Final Judgment (“MSA”). The MSA resolved tobacco-related litigation between the settling states and the Participating Manufacturers (“PMs”), released the PMs from past and present tobacco-related claims of the settling states, and provides for a continuing release of future tobacco-related claims, in exchange for certain payments to be made to the settling states, as well as certain tobacco advertising and marketing restrictions, among other things.

In October 2000, pursuant to a Purchase and Sale Agreement with the State, the State sold to NTSC 40% of its future right, title and interest in the TSRs. Specifically, these rights include a 40% share of TSRs received by the State starting January 10, 2002, and in perpetuity under the MSA. When NTSC’s obligations under the bonds have been fulfilled, the TSRs revert back to the State under a residual certificate. Consideration paid by NTSC to the State for TSRs consisted of a cash amount sent to the State’s custodial trust accounts and a residual certificate assigned to the State.

In August 2001, pursuant to a Purchase and Sale Agreement with the State, the State sold to NTSC an additional 40% of its future right, title and interest in the TSRs. Specifically these rights include a 40% share of TSRs received by the State starting January 10, 2002, and in perpetuity under the MSA. This 40% share is above and beyond the 40% share originally purchased from the State by NTSC in October 2000. When NTSC’s obligations under the bonds have been fulfilled, the TSRs revert back to the State under a residual certificate. Consideration paid by NTSC to the State for TSRs consisted of a cash amount sent to the State’s custodial trust accounts and a residual certificate assigned to the State.

In August 2006, pursuant to a Purchase and Sale Agreement with the State, the State extended NTSC’s right, title and interest in the previously purchased TSRs until such time as NTSC’s obligations under the 2006 bonds have been fulfilled, after which the TSRs revert back to the State under residual certificates.

The bonds of NTSC are asset-backed instruments secured solely by the TSRs, and NTSC’s right to receive TSRs is expected to produce funding for its obligations. The TSRs payments are dependent on a variety of factors, some of which are:

- the financial capability of the participating cigarette manufacturers to pay TSRs,
- future cigarette consumption which impacts the TSRs payment, and
- future legal and legislative challenges against the tobacco manufacturers and the master settlement agreement providing for the TSRs.

Changes in these factors could affect the amount of funds available to pay scheduled debt service requirements.

Notes to Financial Statements

**NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

NTSC's annual financial statements include a Management's Discussion and Analysis ("MD&A") and basic financial statements. The basic financial statements include a Governmental Funds Balance Sheet / Statement of Net Position, a Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances / Statement of Activities, a Reconciliation of the Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities, and Notes to Financial Statements. The financial statements are intended to facilitate and enhance understanding of NTSC's financial position and results of operations for the current fiscal year.

***Government-wide and Governmental Fund Financial Statements***

The Statement of Net Position and the Statement of Activities report information on all of the activities of NTSC. The effect of interfund activity has been removed from these statements. The Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances are provided for governmental funds.

***Measurement Focus, Basis of Accounting, and Financial Statement Presentation***

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

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, NTSC considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

The General Fund is the operating fund. It accounts for all financial resources not required to be accounted for in the Debt Service Fund. The Debt Service Fund accounts for the financial resources accumulated for payments of principal and interest of NTSC's long-term debt.

**NOTE C: ASSETS, LIABILITIES AND FUND EQUITY**

***Assets***

The assets reported are investments stated at fair value based on quoted market prices. Because the bonds were issued to purchase a future revenue stream, no other assets are reported, resulting in a negative fund balance.

***Long-Term Debt***

NTSC reports long-term debt at face value, net of discounts. Bond discounts are capitalized and amortized over the life of the related debt in the entity-wide financial statements. The governmental fund financial statements recognize bond discounts, in their entirety, during the period incurred. The face amount of debt issued is reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures.

Gains and losses associated with the extinguishment of long-term debt are recognized in the current period for both the entity-wide and governmental financial statements. In the entity-wide statements, such gains and losses arise from the difference between the repurchase price and the par value of the bonds, along with any forfeited unamortized bond discount amounts. In the governmental fund statements, such gains and losses arise solely due to the difference between the repurchase price and the par value of the bonds, because bond discounts are expensed in the current period rather than capitalized and amortized over the life of the related debt. For fiscal year 2022 NTSC reported a loss of \$4,913,310 on the entity wide statements related to the retirement of old debt and no loss on the government financial statements.

## Notes to Financial Statements

Interest expense is recognized on the accrual basis in the entity-wide financial statements. Interest expenditures are recognized when paid in the individual governmental fund financial statements.

**Fund Balances and Net Position**

The General Fund balance is unassigned, meaning it is the total of net resources of the General Fund in excess of nonspendable, restricted or committed funds balance. Its financial resources are used to pay NTSC's operating expenditures. At the government-wide level the Net Position balance has an unrestricted deficit balance. There is no formal policy for the order in which the Corporation spends restricted, committed, and unassigned funds.

The Debt Service Fund balance is restricted. All its financial resources are restricted for debt service payments. At the government-wide level the Net Position balance is also restricted due to bond indenture requirements.

**NOTE D: INVESTMENTS****Deposit and Investment Policies**

Investments are made under the terms of the governing bond indenture. The following types of investments are considered eligible:

- Direct obligations of, or obligations guaranteed as to timely payment of principal and interest by, FHLMC, FNMA or the Federal Farm Credit System;
- Demand and time deposits in, certificates of deposit of, and bankers' acceptances issued by, any bank, trust company, savings and loan, or savings bank provided such instruments have been rated at least "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- General obligations of, or obligations guaranteed by, any state of the United States or the District of Columbia receiving one of the two highest long-term unsecured debt rating categories available for such securities from S&P, Moody's and Fitch (if rated by Fitch);
- Commercial or finance company paper rated "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- Repurchase obligations rated in one of the two highest long-term rating categories by S&P, Moody's and Fitch (if rated by Fitch) or collateralized at a minimum level of 102%;
- Interest-bearing or discount securities issued by any corporation incorporated under the laws of the United States or any state thereof rated "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- Taxable money market funds rated in one of the two highest categories by Moody's or Fitch (if rated by Fitch), or at least "AAm" or "Aam-G" by S&P;
- Investment agreements or guaranteed investment contracts rated in one of the two highest long-term rating categories by S&P, Moody's or Fitch (if rated by Fitch) or collateralized at a minimum level of 102%;
- Other obligations, securities, agreements or contracts which are non-callable and acceptable to each rating agency.

**Investment Valuation**

NTSC categorizes its fair value measurements within the fair value hierarchy established by Generally Accepted Accounting Principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

NTSC measures its investments in money market funds of \$4,457,884 and commercial paper of \$11,658,707 using quoted market prices (Level 1 inputs).

Notes to Financial Statements

**Credit Risk**

Credit risk is the risk of loss due to the failure of the security or backer. Per policy, NTSC mitigates its credit risk by limiting investments to those permitted under the terms of the governing bond indenture, diversifying the investment portfolio, and pre-qualifying firms with which NTSC administers its investment activities.

The credit quality ratings of NTSC's investments as of June 30, 2022, as described by nationally recognized statistical rating organizations, are shown below (in thousands).

<b>Investment</b>	<b>Moody's</b>	<b>Fitch</b>	<b>Fair Value</b>
<b>Commercial Paper</b>	A1+	P1	\$ 11,658,707
<b>Money market funds</b>	Aaa-mf	AAAmf	\$ 4,457,884
<b>Total investments</b>			<b>\$ 16,116,591</b>

**Concentration Risk**

Concentration risk is the risk of loss attributed to the magnitude of NTSC's investment in a single issuer. Concentration limits are not established under the terms of the governing bond indenture and governing agreements for trust investments. NTSC has not established a formal concentration risk policy for its investments.

***Investment Holdings Greater than Five Percent of Total Portfolio***

The following investment holdings, summarized by issuer, are trusted investments which have no established concentration limits. Investments issued or explicitly guaranteed by the U.S. Government and investments in mutual funds are excluded from this summary. As of June 30, 2022, NTSC had investment balances greater than 5 percent of its total investments with the following issuer (in thousands)

<b>Issuer</b>	<b>Investment Fair Value</b>	<b>Percentage of Portfolio</b>
Royal Bank of Canada	\$ 11,658,707	72.34%
Morgan Stanley	\$ 4,457,884	27.66%

**Custodial Credit Risk**

For investments, custodial credit risk is the risk that, in the event of failure of the custodian or counterparty holding the investment, NTSC will not be able to recover the value of the investment. NTSC has not established a formal custodial credit risk policy for its investments.

**Interest Rate Risk**

Interest rate risk is the risk that the market value of investments will decline as a result of changes in general interest rates. Per its policy, NTSC mitigates interest rate risk by structuring investment maturities to meet cash requirements as outlined in the governing bond indenture and contractual agreements.

Notes to Financial Statements

**Modified Duration**

Modified duration estimates the sensitivity of an investment to interest rate changes. The following table shows the modified duration of NTSC's investments (in thousands) as of June 30, 2022:

	<b>Investment Fair Value</b>	<b>Modified Duration</b>
<b>Commercial Paper</b>	\$ 11,658,707	0.882
<b>Money market funds</b>	\$ 4,457,884	0.000
<b>Total Investment</b>	\$ 16,116,591	
<b>Portfolio modified duration</b>		<b>0.638</b>

**Investment Term**

The investment term of all debt security investments by contractual maturity is one year or less. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

**NOTE E: DEFERRED OUTFLOWS OF RESOURCES**

The Government Accounting Standards Board has defined deferred outflows of resources as the consumption of resources that are applicable to a future period. The Corporation's deferred outflows of resources at June 30, 2022 were the purchased rights of future Tobacco Settlement Revenues of \$18,531,000.

**NOTE F: LONG-TERM DEBT**

On October 13, 2000, NTSC issued \$116,050,000 of its Tobacco Settlement Asset-Backed Bonds, Series 2000, to purchase the initial 40% portion of TSRs from the State. On August 2, 2001, NTSC issued an additional \$126,790,000 of its Tobacco Settlement Asset-Backed Bonds, Series 2001, to purchase an additional 40% portion of TSRs from the State.

On August 17, 2006, NTSC issued \$411,988,000 of its Tobacco Settlement Asset-Backed Bonds, Series 2006A, B, and C. These bonds were issued to fully defease the Series 2000 and Series 2001 bonds. Pursuant to the terms of the bond indenture, proceeds from the sale in the amount of \$170,280,000 was used to fund additional capital projects as appropriated by the Alaska State Legislature.

On July 1, 2021, NTSC issued \$282,480,000 of its Tobacco Settlement Asset-Backed Bonds, Series 2021, A, B-1, and B-2. These bonds were issued to fully redeem the series 2006 bonds. The Series 2021 bonds are secured by and payable solely from the TSRs and investment earnings pledged under the indenture and amounts held in accordance with the indenture. The Series 2021A and 2021B-1 bonds bear interest at a fixed annual rate, between 4.000% and 5.000%, payable semi-annually until the principal is redeemed. These bonds have scheduled final maturities of June 1, 2050. The Series 2021B-2 bonds accrete interest at 4.000%, compounded semi-annually, to become part of the accreted value until the principal is redeemed. The Series B-2 bonds have a scheduled final maturity of June 1, 2066.

The term bonds in all Series contain turbo redemption features which require that all TSR collections in excess of operating expenditures and scheduled debt service be applied to the redemption of the term bonds. The turbo redemptions are not scheduled amortization payments and are to be made only from surplus collections, if any. Failure to make a turbo principal payment will not constitute an event of default under the indenture.

Notes to Financial Statements

**Debt Service Requirements**

Debt service requirements represent the minimum amount of sinking fund and term maturity principal and interest that NTSC must pay as of the specific distribution dates. A failure to make an interest payment or a term maturity principal payment (June 1 of 2023, 2031, and 2050) constitutes an event of default under the indenture. A failure to make a sinking fund payment does not constitute an event of default under the indenture. Debt service requirements, through 2027 and in five year increments thereafter to maturity, are shown below (in thousands):

Years Ended June 30	Series 2021 Bonds		
	Principal	Interest	Total
2023	\$ 3,970,000	\$ 7,576,300	\$ 11,546,300
2024	4,680,000	7,417,500	12,097,500
2025	4,415,000	7,183,500	11,598,500
2026	4,290,000	6,962,750	11,252,750
2027	4,950,000	6,748,250	11,698,250
2028-2032	27,960,000	29,841,900	57,801,900
2033-2037	27,600,000	23,420,700	51,020,700
2038-2042	30,300,000	17,559,000	47,859,000
2043-2047	26,815,000	11,784,800	38,599,800
2048-2052	42,935,000	4,530,000	47,465,000
2053-2057	-	-	-
2058-2062	-	-	-
2063-2067	94,655,483	335,694,518	430,350,001
	<u>\$ 272,570,483</u>	<u>\$ 458,719,218</u>	<u>\$ 731,289,701</u>

The activity for long-term debt for the year ended June 30, 2022, is summarized in the following schedule

TOTAL ACTIVITY	June 30, 2021	Additions	Reductions	June 30, 2022	Due Within One Year
Series 2006 bonds payable	\$ 297,333	\$ -	\$ (297,333)	\$ -	\$ -
Plus: Accreted value	17,895	-	(17,895)	-	-
Less: Discount	(4,555)	-	4,555	-	-
Series 2021 bonds payable	-	282,480	(9,910)	272,570	3,970
Plus: Accreted value	-	3,246	-	3,246	-
Plus: Premium	-	36,087	(3,161)	32,926	-
Total long term debt	\$ 310,673	\$ 321,813	\$ (323,744)	\$ 308,742	\$ 3,970

(in thousands):

At June 30, 2022, NTSC maintained a debt service reserve account for the Series 2021 bonds of \$10,899,000. The amount required under the governing bond indenture is \$10,874,000.

**NOTE G: YIELD RESTRICTION AND ARBITRAGE REBATE**

Most of the investments made under NTSC's tax-exempt bond program are subject to rebate provisions or restricted as to yields. The rebate provisions require that a calculation be performed every five years and upon full retirement of the bonds to determine the amount, if any, of excess yield earned and owed to the Internal Revenue Service. There were no excess earnings recorded or paid for the year ended June 30, 2022.

Notes to Financial Statements

**NOTE H: CONTINGENCIES**

***Tobacco Litigation Risk***

The amount of revenue recognized by NTSC could be adversely impacted by certain third party litigation involving tobacco companies and others.

**NOTE I: RELATED PARTY TRANSACTIONS**

NTSC entered into a Memorandum of Agreement with AHFC that retains AHFC as Administrator with respect to the preparation of all reports and other instruments and documents that NTSC is required to prepare, execute, file or deliver pursuant to the bond indenture and related agreements for a monthly fee. NTSC also entered into a Sub-Lease Agreement with AHFC for office space, overhead and operating services from AHFC for a monthly fee. The cost to NTSC for these services provided by AHFC for the year ended June, 30, 2022, was approximately \$9,000. This amount was included as a portion of General and Administrative Expenditures/Expenses.