



Northern Tobacco Securitization Corporation

NORTHERN TOBACCO SECURITIZATION CORPORATION ANNUAL MEETING OF THE BOARD OF DIRECTORS

NOVEMBER 20, 2024 – 9:30 A.M.

AGENDA

- I. ROLL CALL
- II. APPROVAL OF AGENDA
- III. MINUTES: NOVEMBER 29, 2023 BOARD MEETING
- IV. PUBLIC COMMENTS
- V. ORGANIZATION OF BOARD
 - A. BOARD MEMBERS' OATH OF OFFICE
 - B. ELECTION OF OFFICERS
- VI. NEW BUSINESS
 - A. RESOLUTION NO. 2024-01: REVIEW OF FISCAL YEAR 2024 BUDGET AND APPROVAL OF FISCAL YEAR 2026 BUDGET
 - B. RESOLUTION NO. 2024-02: APPROVAL OF FISCAL YEAR 2024 ANNUAL REPORT
 - C. OTHER MATTERS TO PROPERLY COME BEFORE THE BOARD
- VII. ADJOURNMENT

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



MINUTES

ANNUAL MEETING OF THE BOARD OF DIRECTORS NORTHERN TOBACCO SECURITIZATION CORPORATION

November 29, 2023

9:40 a.m.

Anchorage

The Annual Board of Directors Meeting of the Northern Tobacco Securitization Corporation ("NTSC") was held at the Alaska Housing Finance Corporation ("AHFC") Board Room, 1st Floor, 4300 Boniface Parkway in Anchorage, Alaska, on November 29, 2023, commencing at approximately 9:40 a.m.

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

FADIL LIMANI
via teleconference

Acting Chair
Designee for Commissioner
Department of Revenue
Member of the Board

JULIE SANDE
via teleconference

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

JOSIE STERN
via teleconference

Designee for Commissioner
Department of Health
Member of the Board

- I. **ROLL CALL.** BRYAN BUTCHER, Vice President, called the meeting to order. Roll call was taken. A quorum was declared present, and the meeting was duly and properly convened for the transaction of business.
- II. **ELECTION OF ACTING CHAIR.** Vice President BRYAN BUTCHER reported a vacancy for Board Chair, so the board needed to elect an Acting Chair. JULIE SANDE moved to nominate FADIL LIMANI as Acting Chair. JOSIE STERN seconded. Roll call vote was taken. Motion unanimously passed.
- III. **APPROVAL OF AGENDA.** ACTING CHAIR LIMANI asked if there were any revisions of the agenda. Hearing none, he asked for a motion to approve the agenda. JULIE SANDE moved to approve the agenda. JOSIE STERN seconded. Hearing no objections, the agenda was approved as presented.
- IV. **MINUTES: November 30, 2022 Board Meeting:** ACTING CHAIR LIMANI asked if there were revisions of the minutes. Hearing none, he asked for a motion to approve the minutes. JOSIE STERN moved to approve the November 30, 2022 minutes as presented. JULIE



SANDE seconded. Hearing no objections, the November 30, 2022 meeting minutes were approved as presented.

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

VI. **ORGANIZATION OF BOARD**

A. **BOARD MEMBERS' OATH OF OFFICE:** ACTING CHAIR LIMANI introduced the item and staff member Kayla Richardson administered the Oath of Office to board members followed by a roll call to affirm. All board members verbally confirmed their oath of office.

B. **ELECTION OF OFFICERS:** ACTING CHAIR LIMANI asked for a motion or nominations for officers. BRYAN BUTCHER informed the Board that after discussions, FADIL LIMANI has agreed to be Chair/President, JOSIE STERN as Secretary/Treasurer, and that he would remain as Vice President. JULIE SANDE moved that FADIL LIMANI be elected as Chair/President, BRYAN BUTCHER be elected as Vice President, and that JOSIE STERN be elected as Secretary/Treasurer of the Corporation. JOSIE STERN seconded. The motions carried by roll call vote (3-0).

VII. **NEW BUSINESS:** No additional matters.

A. **RESOLUTION NO. 2023-01: REVIEW OF FY23 BUDGET AND APPROVAL OF FY25 BUDGET.** BRYAN BUTCHER introduced Finance Officer DERRICK CHAN to present the FY23 Budget to Actuals and the proposed FY25 Budget. Mr. Chan reported coming in a little under budget for FY23 Budget to Actuals with a budget of \$60 K, actual of \$51K, with variance of \$8,300. The FY25 Proposed Budget is slightly lower than FY23: \$60K down to \$55,500. Chair Limani asked for questions. Hearing none, he called for a motion to approve Resolution 2023-01. JULIE SANDE moved for the board of directors to approve Resolution 2023-01: Review of FY23 Budget and approval of FY25 Budget. JOSIE STERN seconded. The motion was carried by roll call vote (3-0). **RESOLUTION NO. 2023-01: REVIEW OF FY23 BUDGET AND APPROVAL OF FY25 BUDGET.**

B. **RESOLUTION NO. 2023-02: APPROVAL OF FISCAL YEAR 2023 ANNUAL REPORT.** DERRICK CHAN introduced Chris Matika, external auditor from Eide Bailly. Mr. Matika reported an unqualified, or clean opinion for NTSC had been issued. No significant accounting estimates were identified, no significant difficulties were identified, and there were no corrected or uncorrected misstatements. CHAIR LIMANI called for a motion to approve Resolution 2023-02. JOSIE STERN moved for the board of directors to approve Resolution No. 2023-02: Approval of Fiscal year 2023 Annual Financial Audit. JULIE SANDE **seconded**. The motion was carried by roll call vote (3-0). **RESOLUTION NO. 2023-02: APPROVAL OF FISCAL YEAR 2023 ANNUAL REPORT.**

C. **OTHER MATTERS TO PROPERLY COME BEFORE THE BOARD.** No other matters to come before the board.



Northern Tobacco Securitization Corporation

VII. **ADJOURNMENT.** CHAIR LIMANI asked for a motion to adjourn. JOSIE STERN moved to adjourn. JULIE SANDE seconded. CHAIR LIMANI adjourned the meeting at 9:54 a.m.

ATTESTED:

FADIL LIMANI, Chair/President



Northern Tobacco Securitization Corporation

MEMORANDUM

DATE: November 20, 2024
TO: Board of Directors
FROM: Staff
RE: Oath of Office

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.



Northern Tobacco Securitization Corporation

MEMORANDUM

DATE: November 20, 2024

TO: Board of Directors

FROM: Staff

RE: Election of Officers

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: Fadil Limani, Chair/President
 Josie Stern, Secretary/Treasurer
 Bryan Butcher, Vice President



Northern Tobacco Securitization Corporation

MEMORANDUM

DATE: November 20, 2024
TO: Board of Directors
FROM: Staff
RE: Review of FY 2024 Budget and Approval of FY 2026 Budget

Issue:

The Corporation requires Board approval of its annual budget.

A draft budget for FY 2026 is attached, along with a comparison of budgeted-to-actual expenses for FY 2024.

Recommendation and requested action:

The Board is requested to authorize the attached budget for FY 2026.



Northern Tobacco Securitization Corporation

RESOLUTION NO. 2024-01

RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTHERN TOBACCO SECURITIZATION CORPORATION APPROVING THE ANNUAL BUDGET FOR THE FISCAL YEAR ENDED JUNE 30, 2026.

RESOLVED, that the Board of Directors of the Northern Tobacco Securitization Corporation hereby approves the annual budget for the fiscal year ended June 30, 2026, a copy of which has been presented to, and is made a part of the record of, this meeting.

DATED this 20th day of November, 2024.

By: _____
Chair



Northern Tobacco Securitization Corporation

Budget-to-Actuals Analysis
Fiscal Year Ending June 30, 2024

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Tobacco Settlement Revenues	\$ 62,000	\$ 44,665	\$ 17,335
AHFC Building Lease	3,600	3,592	8
AHFC Services	5,400	5,325	75
General Expenses	12,000	805	11,195
Trustee Fees and Expenses	20,000	14,143	5,857
Audit Fees	15,500	16,400	(900)
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>62,000</u>	\$ <u>44,665</u>	\$ <u>17,335</u>



Northern Tobacco Securitization Corporation

Operating Budget
Fiscal Year Ending June 30, 2026

Revenues

Tobacco Settlement Revenues	\$ 52,500	
Total Revenues		\$ 52,500

Expenditures

AHFC Building Lease	3,600	
AHFC Services	5,400	
General Expenses	5,000	
Trustee Fees & Expenses	15,000	
Audit Fees	18,000	
Board Travel & Stipend Expenses	1,000	
Board Liability Insurance	4,500	
Total Expenses		52,500
Excess of Expenses over Revenues		<u>\$ 0</u>

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



Northern Tobacco Securitization Corporation

MEMORANDUM

DATE: November 20, 2024
TO: Board of Directors
FROM: Staff
RE: Authorization of Annual Report

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 2024.



Northern Tobacco Securitization Corporation

RESOLUTION NO. 2024-02

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

RESOLVED, that the Board of Directors of the Northern Tobacco Securitization Corporation hereby approves the Annual Report 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 20th day of November, 2024.

By: _____
Chair

Northern Tobacco Securitization Corporation

a component unit of the State of Alaska

Financial Statements

June 30, 2024

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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 blended component unit of the State of Alaska, as of and for the year ended June 30, 2024, 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, 2024, 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 opinions are 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 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 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 cursive script that reads "Eide Bailly LLP".

Boise, Idaho
October 15, 2024

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, 2024. 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 the 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, 2024, 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 2024 was \$16.5 million, compared to \$18.5 million in fiscal year 2023.
- Bond principal in the amount of \$10.4 million was paid in fiscal year 2024.
- Bond interest totaling \$7.1 million was paid in fiscal year 2024.

MANAGEMENT'S DISCUSSION AND ANALYSIS

CONDENSED STATEMENT OF NET POSITION
(in thousands)

	2024	2023
Investments	\$ 15,727	\$ 15,974
Interest receivable	62	66
Total assets	15,789	16,040
Deferred outflow of resources	17,625	18,052
Intergovernmental payable	14	14
Bonds, net	285,875	296,528
Bond interest payable	550	588
Total liabilities	286,439	297,130
Restricted net position	15,578	15,831
Unrestricted net position (deficit)	(268,603)	(278,869)
Total net position (deficit)	\$ (253,025)	\$ (263,038)

There were no significant changes in total assets, total liabilities, or total net position as of June 30, 2024.

CONDENSED STATEMENT OF ACTIVITIES
(in thousands)

	2024	2023
Tobacco settlement revenue	\$ 16,530	\$ 18,544
Investment interest	877	652
Net change in fair value of investments	-	(27)
Realized loss on investments	-	(1)
Total revenues	17,407	19,168
Interest expense	6,900	6,927
Insurance and financing	42	48
General and administrative	25	40
Amortization of deferred outflow of resources	427	479
Other expenses	-	-
Total expenses	7,394	7,494
Excess of revenues over expenses	10,013	11,674
Changes in net position	\$ 10,013	\$ 11,674

In fiscal year ending June 30, 2024, tobacco revenues received by NTSC were lower compared to the prior year. The total expenses from fiscal year 2024 were consistent with prior year's total expenses. The reduced revenue resulted in a moderate change in net position compared to the prior year.

MANAGEMENT'S DISCUSSION AND ANALYSIS

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, 2024, NTSC had \$285.8 million in outstanding revenue bonds, net of premium and accreted value, secured solely by future tobacco settlement revenue and investment earnings. Significant debt activity during fiscal year 2024 consisted of debt service payments of \$17.5 million of which \$7.1 million represented interest and \$10.4 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.

NORTHERN TOBACCO SECURITIZATION CORPORATION

(A Component Unit of the State of Alaska)

GOVERNMENTAL FUNDS BALANCE SHEET / STATEMENT OF NET POSITION

As of June 30, 2024

(in thousands of dollars)

EXHIBIT A

	General Fund	Debt Service Fund	Governmental Funds Balance Sheet Total	Adjustments*	Statement of Net Position Total
ASSETS					
Investments	\$ 211	\$ 15,516	\$ 15,727	\$ -	\$ 15,727
Interest receivable	-	62	62	-	62
Total Assets	211	15,578	15,789	-	15,789
DEFERRED OUTFLOW OF RESOURCES	-	-	-	17,625	17,625
LIABILITIES					
Bond interest payable	-	-	-	550	550
Intergovernmental payable	-	-	-	14	14
Long-term debt:					
Due within one year	-	-	-	4,415	4,415
Due after one year	-	-	-	246,110	246,110
Unamortized bond Premium	-	-	-	25,273	25,273
Accreted value	-	-	-	10,077	10,077
Total Liabilities	-	-	-	286,439	286,439
FUND BALANCES					
Fund balances:					
Unassigned	211	-	211		
Restricted for debt service	-	15,578	15,578		
Total Fund Balances	211	15,578	15,789		
Total Liabilities and Fund Balances	\$ 211	\$ 15,578	\$ 15,789		
NET POSITION					
Restricted for debt service				-	15,578
Unrestricted (deficit)				-	(268,603)
Total Net Position (deficit)				\$ (268,814)	\$ (253,025)

*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	\$ 15,789
Deferred outflow of resources related to the purchase of future tobacco settlement revenues.	17,625
General and administrative expense that was incurred during the prior period and will be paid in the next period. The Statement of Net Position reports this amount as an expense in the year incurred.	(14)
Interest payable and long-term debt are not due and payable in the current period and therefore are not reported in the governmental funds.	(251,075)
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.	(25,273)
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.	(10,077)
Net position of governmental activities	\$ (253,025)

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, 2024

(in thousands of dollars)

	General Fund	Debt Service Fund	Total Governmental Funds	Adjustments (Exhibit C)	Statement of Activities
GENERAL REVENUES					
Tobacco settlement revenues	\$ -	\$ 16,530	\$ 16,530	\$ -	\$ 16,530
Investment interest	-	877	877	-	877
Net increase (decrease) in fair value of investments	-	-	-	-	-
Realized gain (loss) on investments	-	-	-	-	-
Total revenues	-	17,407	17,407	-	17,407
EXPENDITURES/EXPENSES					
Current:					
Insurance and financing	42	-	42	-	42
General and administrative	25	-	25	-	25
Amortization of deferred outflow of resources	-	-	-	427	427
Principal	-	10,445	10,445	(10,445)	-
Interest	-	7,146	7,146	(246)	6,900
Total expenditures/expenses	67	17,591	17,658	(10,264)	7,394
Excess (deficiency) of revenues over (under) expenditures	(67)	(184)	(251)	10,264	10,013
Other financing sources/uses:					
Transfers - internal activities	69	(69)	-	-	-
Total other finances sources (uses)	69	(69)	-	-	-
Net change in fund balances	2	(253)	(251)	251	-
Change in net position	-	-	-	10,013	10,013
FUND BALANCES and NET POSITION (DEFICIT)					
Beginning of year	209	15,831	16,040	(279,078)	(263,038)
End of year	\$ 211	\$ 15,578	\$ 15,789	\$ (268,814)	\$ (253,025)

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, 2024

(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	\$	(251)
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Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Position.		10,445
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General and administrative expense that was incurred during the year and will be paid in the next year. The Statement of Net Position reports this amount as an expense in the year incurred.		-
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Amortization of deferred outflow of resources is an expenditure on the Statement of Net Position but does not affect the governmental funds.		(427)
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Adjustments to Debt Service-Interest:

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.		(3,474)
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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.		3,682
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Bond interest is reported as an expenditure in the governmental funds when paid. Interest expense is reported in the Statement of Activities when incurred.		38
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Change in net position of government activities	<u>\$</u>	<u>10,013</u>
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See accompanying notes to the financial statements.

Notes to Financial Statements

FOOTNOTE INDEX

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Notes to Financial Statements

FOR THE YEAR ENDED JUNE 30, 2024

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, 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 July 2021, 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 2021 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 issues bonds to purchase the rights to Alaska's Tobacco Settlement Revenues and other uses consistent with its mission. The bonds are recorded at cost plus accreted interest and premiums. Premiums are amortized using the straight-line method.

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 2024 no such gains or losses are reported in the 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.

Notes to 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 \$15,726,692 using quoted market prices (Level 1 inputs).

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, 2024, as described by nationally recognized statistical rating organizations, are shown below.

Notes to Financial Statements

Investment	Moody's	Fitch	Fair Value
Money market funds	Aaa-mf	AAAmf	\$ 15,726,692
Total investments			\$ 15,726,692

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 not 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, 2024, NTSC had investment balances greater than 5 percent of its total investments with the following issuer(s):

Issuer	Investment Fair Value	Percentage of Portfolio
Morgan Stanley	\$ 15,726,692	100.00%

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.

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 of \$17,625,000, represents the unamortized value of the purchased rights of future Tobacco Settlement Revenues as of June 30, 2024.

NOTE F: LONG-TERM DEBT

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 fixed annual rates, from 4.000% to 5.000%, payable semi-annually until June 1, 2050. The Series 2021B-2 bonds accrete interest at 3.400%, compounded semi-annually, until June 1, 2066.

Notes to Financial Statements

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.

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, 2031, and June 1, 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 2029 and in five-year increments thereafter to maturity, are shown below:

Series 2021 Bonds			
Years Ended June 30	Principal	Interest	Total
2025	\$ 4,415,000	\$ 6,692,150	\$ 11,107,150
2026	4,290,000	6,471,400	10,761,400
2027	4,950,000	6,256,900	11,206,900
2028	5,200,000	6,009,400	11,209,400
2029	5,405,000	5,749,400	11,154,400
2030-2034	26,875,000	24,713,000	51,588,000
2035-2039	28,930,000	18,709,200	47,639,200
2040-2044	29,055,000	12,731,800	41,786,800
2045-2049	26,290,000	7,224,800	33,514,800
2050-2054	20,460,000	818,400	21,278,400
2055-2059	-	-	-
2060-2064	-	-	-
2065-2069	94,655,483	335,694,518	430,350,000
	<u>\$ 250,525,483</u>	<u>\$ 431,070,968</u>	<u>\$ 681,596,450</u>

The activity for long-term debt for the year ended June 30, 2024, is summarized in the following schedule (in thousands):

TOTAL ACTIVITY	June 30, 2023	Additions	Reductions	June 30, 2024	Due Within One Year
Series 2021 bonds payable	\$ 260,970	\$ -	\$ (10,445)	\$ 250,525	\$ 4,415
Plus: Accreted value	6,604	3,473	-	10,077	-
Plus: Premium	28,954	-	(3,681)	25,273	-
Total long-term debt	<u>\$ 296,528</u>	<u>\$ 3,473</u>	<u>\$ (14,126)</u>	<u>\$ 285,875</u>	<u>\$ 4,415</u>

At June 30, 2024, NTSC maintained a debt service reserve account for the Series 2021 bonds of \$10,924,000, which meets or exceeds the minimum amount required under the governing bond indenture.

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, 2024.

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, 2024, was approximately \$9,000. This amount was included as a portion of General and Administrative Expenditures/Expenses.



October 15, 2024

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

We have audited the financial statements of Northern Tobacco Securitization Corporation (NTSC), as of and for the year ended June 30, 2024, and have issued our report thereon dated October 15, 2024. Professional standards require that we advise you of the following matters relating to our audit.

Our Responsibility in Relation to the Financial Statement Audit

As communicated in our letter dated April 10, 2024, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of its respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, as part of our audit, we considered the internal control of NTSC solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing we previously communicated to you.

Compliance with All Ethics Requirements Regarding Independence

The engagement team, others in our firm, as appropriate, our firm, and other firms utilized in the engagement, if applicable, have complied with all relevant ethical requirements regarding independence.

Qualitative Aspects of the Entity's Significant Accounting Practices

Significant Accounting Policies

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by NTSC is included in Note B to the financial statements. There have been no initial selection of accounting policies and no changes in significant accounting policies or their application during 2024. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

Significant Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments. No such significant accounting estimates were identified.

Financial Statement Disclosures

Certain financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting NTSC's financial statements relate to:

The disclosure in Note D to the financial statements over investment valuation, credit risk, and concentration risk.

Significant Difficulties Encountered during the Audit

We encountered no significant difficulties in dealing with management relating to the performance of the audit.

Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole. Uncorrected misstatements or matters underlying those uncorrected misstatements could potentially cause future-period financial statements to be materially misstated, even though the uncorrected misstatements are immaterial to the financial statements currently under audit. There were no uncorrected or corrected misstatements identified as a result of our audit procedures.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to the financial statements or the auditor's report. No such disagreements arose during the course of the audit.

Circumstances that Affect the Form and Content of the Auditor's Report

For purposes of this letter, professional standards require that we communicate any circumstances that affect the form and content of our auditor's report.

We have made the following modification to our auditor's report:

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.

This information is intended solely for the use of Board of Directors and management of Northern Tobacco Securitization Corporation and is not intended to be, and should not be, used by anyone other than these specified parties.

Representations Requested from Management

We have requested certain written representations from management that are included in the management representation letter dated October 15, 2024.

Management's Consultations with Other Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management informed us that, and to our knowledge, there were no consultations with other accountants regarding auditing and accounting matters.

Other Significant Matters, Findings, or Issues

In the normal course of our professional association with NTSC we generally discuss a variety of matters, including the application of accounting principles and auditing standards, business conditions affecting the entity, and business plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as Corporation's auditors.

This information is intended solely for the use of Board of Directors and management of NTSC and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

A handwritten signature in cursive script that reads "Eide Bailly LLP".

Boise, Idaho