

REFUNDING ISSUE - BOOK-ENTRY-ONLY

In the opinion of Edwards Wildman Palmer LLP, Bond Counsel, based upon an analysis of existing law and assuming, among other matters, compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under the Internal Revenue Code of 1986. Interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Under existing law, interest on the Bonds and any profit made on the sale thereof are exempt from Massachusetts personal income taxes, and the Bonds are exempt from Massachusetts personal property taxes. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds. See "TAX EXEMPTION" herein.

THE COMMONWEALTH OF MASSACHUSETTS



\$159,335,000

**General Obligation Refunding Bonds
(SIFMA Index Bonds)**

**\$75,000,000
2014 Series A**

**\$84,335,000
2014 Series B**

Dated: Date of Delivery

Due: As shown on the inside cover hereof

The Bonds will be issued by means of a book-entry-only system evidencing ownership and transfer of the Bonds on the records of The Depository Trust Company, New York, New York ("DTC"), and its participants. Details of payment of the Bonds are more fully described in this Official Statement.

The Bonds will bear interest from their delivery date. Interest on the Bonds will be computed on the basis of the actual number of days elapsed over a year of 365 or 366 days, as the case may be, and will be payable on the first Business Day of each month, commencing March 3, 2014. The Bonds are subject to redemption prior to maturity as more fully described herein.

The Bonds will constitute general obligations of The Commonwealth of Massachusetts (the "Commonwealth"), and the full faith and credit of the Commonwealth will be pledged to the payment of the principal of and interest on the Bonds. However, for information regarding the statutory limit on state tax revenue growth, see "SECURITY FOR THE BONDS" (herein) and the Commonwealth Information Statement (described herein) under the heading "COMMONWEALTH REVENUES AND EXPENDITURES – Limitations on Tax Revenues."

The Bonds are offered when, as and if issued and received by the original purchasers, and subject to the unqualified approving opinion as to legality of Edwards Wildman Palmer LLP, Boston, Massachusetts, Bond Counsel. Certain legal matters will be passed upon for the Commonwealth by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, Disclosure Counsel. Public Resources Advisory Group is acting as financial advisor to the Commonwealth in connection with the issuance of the Bonds. Settlement of the issue is expected at DTC in New York, New York, on or about January 31, 2014.

January 28, 2014

THE COMMONWEALTH OF MASSACHUSETTS

\$75,000,000

**General Obligation Refunding Bonds
(SIFMA Index Bonds)
2014 Series A**

Dated: Date of Delivery

Due: February 1, as shown below

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u> <u>(variable)</u>	<u>Price</u>	<u>CUSIP</u> <u>Number</u> *
2015	\$75,000,000	SIFMA Rate [†] minus 0.02%	100%	57582PV31

\$84,335,000

**General Obligation Refunding Bonds
(SIFMA Index Bonds)
2014 Series B**

Dated: Date of Delivery

Due: February 1, as shown below

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u> <u>(variable)</u>	<u>Price</u>	<u>CUSIP</u> <u>Number</u> *
2016	\$84,335,000	SIFMA Rate [†] plus 0.12%	100%	57582PV49

* CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of The American Bankers Association. The CUSIP numbers are included solely for the convenience of owners of the Bonds and the Commonwealth is not responsible for the selection or the correctness of the CUSIP numbers printed herein. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors, including, but not limited to, the refunding or defeasance of such securities or the use of secondary market financial products.

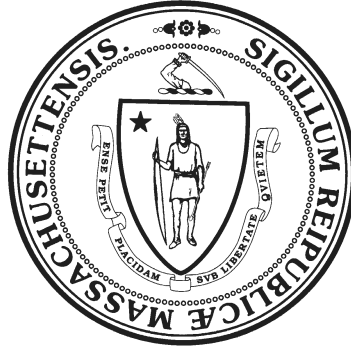
† See "THE BONDS – Additional Information Related to SIFMA Index Bonds".

No dealer, broker, salesperson or other person has been authorized by The Commonwealth of Massachusetts or the original purchasers of the Bonds to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by either of the foregoing. This Official Statement does not constitute an offer to sell or a solicitation of any offer to buy nor shall there be any sale of the Bonds offered hereby by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein or included by reference herein has been furnished by the Commonwealth and includes information obtained from other sources which are believed to be reliable, but is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the original purchasers of the Bonds or, as to information from other sources, the Commonwealth. The information and expressions of opinion herein or included by reference herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Commonwealth, or its agencies, authorities or political subdivisions, since the date hereof, except as expressly set forth herein.

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THE COMMONWEALTH OF MASSACHUSETTS



CONSTITUTIONAL OFFICERS

Deval L. Patrick..... Governor
[VACANT]..... Lieutenant Governor
William F. Galvin..... Secretary of the Commonwealth
Martha Coakley..... Attorney General
Steven Grossman..... Treasurer and Receiver-General
Suzanne M. Bump Auditor

LEGISLATIVE OFFICERS

Therese Murray..... President of the Senate
Robert A. DeLeo..... Speaker of the House

OFFICIAL STATEMENT

THE COMMONWEALTH OF MASSACHUSETTS

\$159,335,000

**General Obligation Refunding Bonds
(SIFMA Index Bonds)**

\$75,000,000 2014 Series A

\$84,335,000 2014 Series B

INTRODUCTION

This Official Statement (including the cover page and Appendices A through D attached hereto) provides certain information in connection with the issuance by The Commonwealth of Massachusetts (the "Commonwealth") of \$75,000,000 aggregate principal amount of its General Obligation Refunding Bonds (SIFMA Index Bonds), 2014 Series A (the "2014 Series A Bonds") and \$84,335,000 aggregate principal amount of its General Obligation Refunding Bonds (SIFMA Index Bonds), 2014 Series B (the "2014 Series B Bonds," and together with the 2014 Series A Bonds, the "Bonds"). The Bonds will be general obligations of the Commonwealth, and the full faith and credit of the Commonwealth will be pledged to the payment of the principal of and interest on the Bonds. However, for information regarding the statutory limit on state tax revenue growth, see "SECURITY FOR THE BONDS" and the Commonwealth Information Statement (described below) under the heading "COMMONWEALTH REVENUES AND EXPENDITURES – Limitations on Tax Revenues."

The Bonds are being issued to refund, on a current basis, certain bonds of the Commonwealth as described in "THE BONDS – Plan of Finance."

Purpose and Content of Official Statement

This Official Statement describes the terms and use of proceeds of, and security for, the Bonds. This introduction is subject in all respects to the additional information contained in this Official Statement, including Appendices A through D. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document.

Specific reference is made to the Commonwealth's Information Statement dated January 15, 2014 (the "Information Statement"), which is attached hereto as Appendix A. The Information Statement has been filed with the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access ("EMMA") system. Subsequent filings by the Commonwealth to the EMMA system, prior to the sale of the Bonds, of continuing disclosure documents identified as "other financial/operating data" are hereby deemed to be included by reference in the Information Statement. The Information Statement contains certain fiscal, budgetary, financial and other general information concerning the Commonwealth. Exhibit A to the Information Statement contains certain economic information concerning the Commonwealth. Exhibit B to the Information Statement contains the financial statements of the Commonwealth for the fiscal year ended June 30, 2013, prepared on a statutory basis. Exhibit C to the Information Statement contains the financial statements of the Commonwealth for the fiscal year ended June 30, 2013, prepared on a GAAP basis. Specific reference is made to said Exhibits A, B and C, copies of which have been filed with EMMA. The financial statements are also available at the home page of the Comptroller of the Commonwealth located at <http://www.mass.gov/osc> by clicking on "Financial Reports" under the "Publications and Reports" tab.

Appendix B attached hereto contains the proposed form of legal opinion of Bond Counsel with respect to the Bonds. Appendix C attached hereto contains the proposed form of the Commonwealth's continuing disclosure undertaking to be included in the form of the Bonds to facilitate compliance by the successful bidders of the Bonds with the requirements of paragraph (b)(5) of Rule 15c2-12 of the Securities and Exchange Commission. Appendix D attached hereto contains the Official Notice of Sale with respect to the Bonds.

THE BONDS

General

The Bonds will bear interest from their date of delivery and will mature on February 1 of the years and in the aggregate principal amounts set forth on the inside cover hereof. Interest on the Bonds will be computed on the basis of the actual number of days elapsed over a year of 365 or 366 days, as the case may be, and will be payable on the first Business Day of each month, commencing March 3, 2014 (each such date, an “Interest Payment Date”) to the registered owner as of the record date. The record date for the Bonds will be the 15th day of the month immediately preceding the Interest Payment Date. The Commonwealth will act as its own paying agent and Calculation Agent with respect to the Bonds. The Commonwealth reserves the right to appoint from time to time a paying agent or agents, Calculation Agent or bond registrar for the Bonds.

Book-Entry-Only System. The Bonds will be issued by means of a book-entry-only system, with one bond certificate for each maturity immobilized at The Depository Trust Company, New York, New York (“DTC”). The certificates will not be available for distribution to the public and will evidence ownership of the Bonds in principal amounts of \$5,000 or integral multiples thereof. Transfers of ownership will be effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. Interest and principal due on the Bonds will be paid in federal funds to DTC or its nominee as registered owner of the Bonds. As long as the book-entry-only system remains in effect, DTC or its nominee will be recognized as the owner of the Bonds for all purposes, including notices and voting. The Commonwealth will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants. See “BOOK-ENTRY-ONLY SYSTEM.”

Additional Information Related to SIFMA Index Bonds

The Bonds are SIFMA Index Bonds and will bear interest as described below.

Interest Rates. The Bonds will bear interest at the Adjusted SIFMA Rate, which is the SIFMA Rate (defined below), plus or minus a certain spread for each maturity, but in no event shall the interest rate be less than 0% (the “Adjusted SIFMA Rate”). The Adjusted SIFMA Rate for each series of Bonds is as follows:

<u>Series</u>	<u>Maturity</u> <u>February 1</u>	<u>Interest Rate</u>
2014 Series A Bonds	2015	SIFMA Rate minus 0.02% (2 basis points)
2014 Series B Bonds	2016	SIFMA Rate plus 0.12% (12 basis points)

The “SIFMA Rate” means for any day the level of the most recently effective index rate which is compiled from the weekly interest rate resets of tax-exempt variable rate issues included in a database maintained by Municipal Market Data which meet specific criteria established from time to time by the Securities Industry and Financial Markets Association (“SIFMA”) and is issued on Wednesday of each week, or if any Wednesday is not a U.S. Government Securities Business Day (defined below), the next succeeding U.S. Government Securities Business Day. If such index is no longer published or otherwise not available, the SIFMA Rate for any day will mean the level of the “S&P Weekly High Grade Index” (formerly the J.J. Kenny Index) maintained by Standard & Poor’s Securities Evaluations Inc. for a 7-day maturity as published on the Adjustment Date (defined below) or most recently published prior to the Adjustment Date. If at any time neither such index is available, the Calculation Agent shall use instead an index that the Calculation Agent, after consultation with the original underwriters of the Bonds, determines most closely approximates the SIFMA index.

A “Business Day” means a day other than (i) a day on which the business offices of the Commonwealth are closed, (ii) a Saturday, Sunday, legal holiday or day on which banking institutions in Boston, Massachusetts are authorized or required by law or executive order to close, or (iii) a day on which the New York Stock Exchange is closed.

A "U.S. Government Securities Business Day" means any day other than (a) a Saturday, a Sunday, or (b) a day on which SIFMA recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities, or (c) a day on which the Calculation Agent is required or permitted by law to close. The Commonwealth is acting as the initial Calculation Agent with respect to the Bonds.

Interest Rate Determination.

The "Adjustment Date" shall be Wednesday of each week, or if such day is not a U.S. Government Securities Business Day, the next succeeding U.S. Government Securities Business Day.

Except for the initial Adjusted SIFMA Rate, the Adjusted SIFMA Rate will be determined by the Calculation Agent; provided, however the Adjusted SIFMA Rate shall not exceed 11.0% per annum or be less than 0%. The Adjusted SIFMA Rate shall adjust on each Adjustment Date, based upon the SIFMA Rate published for such week, with the effective date for each adjustment of the Adjusted SIFMA Rate to be each Thursday. Upon determining the Adjusted SIFMA Rate for a given week, the Calculation Agent (if the Calculation Agent is not then the Commonwealth itself) shall notify the Commonwealth of such rate by electronic mail (e-mail) or by telephone or in such other manner as may be appropriate on the date of such determination, which notice, if provided by telephone, shall be promptly confirmed in writing. Such notice shall be provided by not later than 3:00 P.M. Boston time on the Adjustment Date. Interest will be computed on the basis of the actual number of days elapsed over a year of 365 or 366 days, as the case may be.

The determination of the Adjusted SIFMA Rate (absent manifest error) shall be conclusive and binding upon the Commonwealth and the Owners of the Bonds. If for any reason the Adjusted SIFMA Rate shall not be established, the Bonds shall bear interest at the Adjusted SIFMA Rate last in effect until such time as a new Adjusted SIFMA Rate shall be established pursuant to the terms of the Bonds.

The Bonds shall bear interest from and including their date of delivery at the Adjusted SIFMA Rate until payment of the principal or redemption price thereof shall have been made or provided for in accordance with the provisions thereof, whether at maturity, upon redemption or otherwise. Interest on the Bonds shall be paid on each Interest Payment Date.

Redemption

Optional Redemption. The 2014 Series A Bonds maturing on February 1, 2015 are subject to redemption prior to maturity at the option of the Commonwealth, in whole or in part at any time on or after August 1, 2014 at a redemption price equal to 100% of the principal amount of 2014 Series A Bonds being redeemed, together with accrued and unpaid interest to the date fixed for redemption.

The 2014 Series B Bonds maturing on February 1, 2016 are subject to redemption prior to maturity at the option of the Commonwealth, in whole or in part at any time on or after August 1, 2015 at a redemption price equal to 100% of the principal amount of 2014 Series B Bonds being redeemed, together with accrued and unpaid interest to the date fixed for redemption.

Notice of Redemption. The Commonwealth shall give notice of redemption to the owners of the Bonds not less than 20 days and not more than 60 days prior to the date fixed for redemption. Notice of redemption will be mailed to the registered owner as of the record date, which means, so long as the Bonds remain immobilized at DTC, Cede & Co., as nominee of DTC. Any failure on the part of DTC, any DTC participant or any nominee of a beneficial owner of any such Bond (having received notice from a DTC participant or otherwise) to notify the beneficial owner so affected, shall not affect the validity of the redemption.

The redemption notice may state that it is conditioned upon the deposit of moneys in an amount equal to the amount necessary to effect the redemption, in a separate account established by the Commonwealth for such purpose no later than the redemption date, or that the Commonwealth may rescind such notice at any time prior to the scheduled redemption date if the Treasurer and Receiver-General delivers a notice thereof to the

registered owner of the Bonds. The redemption notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded, and the failure of the Commonwealth to make funds available in whole or in part on or before the redemption date shall not constitute a default. Notice of redemption having been given as aforesaid, and the amount necessary to effect the redemption having been so deposited, the Bonds called for redemption shall become due and payable on the redemption date, and from and after such date, such Bonds shall cease to bear interest.

Selection for Redemption. Any Bonds of a series subject to optional redemption shall be redeemed in any principal amount as designated by the Commonwealth. If less than all the Bonds of a series shall be called for redemption, the particular Bonds to be redeemed shall be selected by lot (provided that so long as the Bonds shall remain immobilized at DTC, such Bonds shall be selected in such manner as DTC shall determine). For purposes of selection by lot within a maturity, each \$5,000 of principal amount of a Bond will be considered a separate Bond.

Plan of Finance

The Bonds are being issued pursuant to the provisions of Section 53A of Chapter 29 of the Massachusetts General Laws for the purpose of currently refunding a portion of the Commonwealth's (i) General Obligation Refunding Bonds (SIFMA Index Bonds), 2010 Series A (the "2010 Bonds"), (ii) General Obligation Refunding Bonds (SIFMA Index Bonds), 2011 Series A (the "2011 Bonds") and (iii) General Obligation Refunding Bonds (SIFMA Index Bonds), 2012 Series A (the "2012 Bonds," and together with the 2010 Bonds and the 2011 Bonds, the "SIFMA Refunded Bonds"). Principal of the SIFMA Refunded Bonds will be paid on February 1, 2014 from the proceeds of the Bonds and other available moneys.

The issuance of the Bonds is part of a refinancing plan commenced in March 2010. At that time, the 2010 Bonds were issued to achieve a current refunding of the Commonwealth's General Obligation Refunding Bonds (Variable Rate Demand Bonds), 2005 Series A (the "2005 Bonds"). The 2005 Bonds had been originally issued in 2005 as a single maturity due on February 1, 2028, with mandatory sinking fund installments due each year to amortize the 2005 Bonds. In connection with the original issuance of the 2005 Bonds, the State Treasurer had also entered into a series of interest rate swap agreements (the "2005 Swap Contracts"). (See the Commonwealth Information Statement under the heading "LONG-TERM LIABILITIES – Interest Rate Swaps.") The 2005 Swap Contracts had an initial aggregate notional amount which equaled the original principal amount of the 2005 Bonds. The aggregate notional amount of the Swap Contracts declines annually each February 1 to match the original annual amortization of the 2005 Bonds. The Commonwealth has maintained the 2005 Swap Contracts in place following the refunding of the 2005 Bonds in 2010 to serve as a hedge with respect to the 2010 Bonds and refunding bonds to be issued thereafter (including the Bonds).

In February 2011, the Commonwealth issued the 2011 Bonds to refund, on a current basis, bond anticipation notes issued under the Commonwealth's Commercial Paper Program (the "Notes"). The Notes were issued to refund, on a current basis, a portion of the 2010 Bonds. In January 2012, the Commonwealth issued the 2012 Bonds to refund, on a current basis, a portion of the 2010 Bonds and a portion of the 2011 Bonds. In January 2013, the Commonwealth issued the General Obligation Refunding Bonds (SIFMA Index Bonds), 2013 Series A (the "2013 Bonds") to refund, on a current basis, a portion of the 2010 Bonds, a portion of the 2011 Bonds and a portion of the 2012 Bonds.

The Bonds mature as shown on the inside cover hereof. The Commonwealth currently intends to refinance a portion of the Bonds and the remaining 2013 Bonds, 2012 Bonds, 2011 Bonds and 2010 Bonds as they mature or are redeemed prior to maturity, with the issuance of additional refunding bonds (the "Additional 2005 Swap Bonds"), so that the amortization of the Bonds, the remaining 2013 Bonds, 2012 Bonds, 2011 Bonds, 2010 Bonds and Additional 2005 Swap Bonds will, in the aggregate, match the original, scheduled amortization of the 2005 Bonds. It is also expected that the aggregate outstanding principal amount of the Bonds, the remaining 2013 Bonds, 2012 Bonds, 2011 Bonds, 2010 Bonds and any Additional 2005 Swap Bonds at any time will be at least equal to the then aggregate outstanding notional amount of the 2005 Swap Contracts, although the Commonwealth may elect to terminate all or any portion of the 2005 Swap Contracts earlier than planned if market conditions are favorable. In such event, an allocable portion of the Bonds, remaining 2013 Bonds, 2012 Bonds, 2011 Bonds, 2010 Bonds or Additional 2005 Swap Bonds would be

unhedged. The actual amount of Bonds, remaining 2013 Bonds, 2012 Bonds, 2011 Bonds, 2010 Bonds and Additional 2005 Swap Bonds outstanding at any time will likely be greater in order to account for certain financing costs included in each issue of refunding bonds. Set forth below is the expected aggregate notional amount of the 2005 Swap Contracts during this period.

<u>Date</u>	Aggregate Notional Amount of 2005 Swap Contracts Expected <u>to be Outstanding</u>
February 1, 2014	\$ 513,680,000
February 1, 2015	508,915,000
February 1, 2016	475,000,000
February 1, 2017	438,490,000
February 1, 2018	433,855,000
February 1, 2019	429,040,000
February 1, 2020	382,720,000
February 1, 2021	333,345,000
February 1, 2022	281,725,000
February 1, 2023	214,840,000
February 1, 2024	158,540,000
February 1, 2025	98,955,000
February 1, 2026	96,295,000
February 1, 2027	930,000
February 1, 2028†	--

† Original stated maturity of the 2005 Bonds.

The intended refinancing plan of the Commonwealth as stated herein is preliminary and subject to change.

SECURITY FOR THE BONDS

The Bonds will be general obligations of the Commonwealth to which its full faith and credit will be pledged for the payment of principal and interest when due. However, it should be noted that Chapter 62F of the Massachusetts General Laws imposes a state tax revenue growth limit and does not exclude principal and interest payments on Commonwealth debt obligations from the scope of the limit. This statute is subject to amendment or repeal by the Legislature. Currently, actual tax revenue growth is below the statutory limit. See the Information Statement under the heading “Commonwealth Revenues and Expenditures – Limitations on Tax Revenues.”

The Commonwealth has waived its sovereign immunity and consented to be sued on contractual obligations, including the Bonds, and all claims with respect thereto. However, the property of the Commonwealth is not generally subject to attachment or levy to pay a judgment, and the satisfaction of any judgment generally requires a legislative appropriation. Enforcement of a claim for payment of principal or interest on the Bonds may also be subject to the provisions of federal or state statutes, if any, hereafter enacted extending the time for payment or imposing other constraints upon enforcement, insofar as the same may be constitutionally applied. The United States Bankruptcy Code is not applicable to the Commonwealth. Under Massachusetts law, the Bonds have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code. The Bonds are not subject to acceleration.

LITIGATION

No litigation is pending or, to the knowledge of the Attorney General, threatened against or affecting the Commonwealth seeking to restrain or enjoin the issuance, sale or delivery of the Bonds or in any way contesting or affecting the validity of the Bonds.

There are pending in courts within the Commonwealth various suits in which the Commonwealth is a defendant. In the opinion of the Attorney General, no litigation is pending or, to her knowledge, threatened which is likely to result, either individually or in the aggregate, in final judgments against the Commonwealth that would materially affect its financial condition. For a description of certain litigation affecting the Commonwealth, see the Commonwealth Information Statement under the heading "LEGAL MATTERS."

BOOK-ENTRY-ONLY SYSTEM

The Depository Trust Company, New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond will be issued for each series set forth on the cover page hereof, each in the aggregate principal amount of such series, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of

Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Commonwealth as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

THE COMMONWEALTH WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATION TO THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR BY ANY DIRECT OR INDIRECT PARTICIPANT, THE PAYMENT OF OR THE PROVIDING OF NOTICE TO THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OR THE BENEFICIAL OWNERS OR WITH RESPECT TO ANY OTHER ACTION TAKEN BY DTC AS BOND OWNER.

The principal of and interest and premium, if any, on the Bonds will be paid to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC, as registered owner of the Bonds. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Commonwealth, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with municipal securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC or the Commonwealth, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of the principal of and interest and premium, if any, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Commonwealth, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

The Commonwealth cannot give any assurances that Direct Participants or others will distribute payments of principal of and interest on the Bonds paid to DTC or its nominee, as the registered owner, to the Beneficial Owners, or that they will do so on a timely basis or that DTC will serve and act in a manner described in this document.

Beneficial Owners of the Bonds will not receive or have the right to receive physical delivery of such Bonds and will not be or be considered to be the registered owners thereof. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references herein to the holders or registered owners of the Bonds shall mean Cede & Co. and shall not mean the Beneficial Owners of the Bonds, except as otherwise expressly provided herein.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the Commonwealth. Under such circumstances, in the event that a successor depository is not obtained, Bonds will be delivered and registered as designated by the Beneficial Owners. The Beneficial Owner, upon registration of Bonds held in the Beneficial Owner's name, will become the Bondowner. Bond certificates are required to be printed and delivered.

The Commonwealth may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In such event, Bond certificates will be printed, delivered and registered as designated by the Beneficial Owners.

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY-ONLY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE COMMONWEALTH BELIEVES TO BE RELIABLE, BUT THE COMMONWEALTH TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

RATINGS

The Bonds have been assigned long-term ratings of "AA+," "Aa1" and "AA+" by Fitch Ratings ("Fitch"), Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Ratings Services ("Standard & Poor's"), respectively.

Such ratings reflect only the respective views of such organizations, and an explanation of the significance of such ratings may be obtained from the rating agency furnishing the same. There is no assurance that a rating will continue for any given period of time or that a rating will not be revised or withdrawn entirely by any or all of such rating agencies, if, in its or their judgment, circumstances so warrant. Any downward revision or withdrawal of a rating could have an adverse effect on the market prices of the Bonds.

COMPETITIVE SALE OF BONDS

As part of the competitive bidding process for the Bonds, the Commonwealth required each bidder to specify their proposed compensation for purchasing the Bonds, which amount, if any, would be paid by the Commonwealth at the time of issuance of the Bonds.

After competitive bidding on January 28, 2014, the 2014 Series A Bonds were awarded by the Commonwealth to Merrill Lynch, Pierce, Fenner & Smith Incorporated, as purchaser, which bid an underwriter's compensation amount equal to \$0.00. The 2014 Series A Bonds are being reoffered at the public offering price set forth on the inside cover hereof. The purchaser of the 2014 Series A Bonds may change the public offering price from time to time.

After competitive bidding on January 28, 2014, the 2014 Series B Bonds were awarded by the Commonwealth to Wells Fargo Bank, N.A., as purchaser, which bid an underwriter's compensation amount equal to \$0.02, which amount will be paid by the Commonwealth at the time of delivery of the 2014 Series B Bonds. The 2014 Series B Bonds are being reoffered at the public reoffering price set forth on the inside cover hereof. The purchaser of the 2014 Series B Bonds may change the public offering price from time to time.

TAX EXEMPTION

In the opinion of Bond Counsel, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"). Bond Counsel is of the further opinion that interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other

federal tax consequences arising with respect to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds.

The Code imposes various requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. Failure to comply with these requirements may result in interest on the Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Bonds. The Commonwealth has covenanted to comply with such requirements to ensure that interest on the Bonds will not be included in federal gross income. The opinion of Bond Counsel assumes compliance with these covenants.

Bond Counsel is also of the opinion that, under existing law, interest on the Bonds and any profit made on the sale thereof are exempt from Massachusetts personal income taxes, and the Bonds are exempt from Massachusetts personal property taxes. Bond Counsel expresses no opinion regarding any other Massachusetts tax consequences arising with respect to the Bonds. Prospective purchasers of the Bonds should be aware, however, that the Bonds are included in the measure of Massachusetts estate and inheritance taxes, and the Bonds and the interest thereon are included in the measure of certain Massachusetts corporate excise and franchise taxes. Bond Counsel has not opined as to the taxability of the Bonds or the income therefrom under the laws of any state other than Massachusetts. A copy of the proposed form of opinion of Bond Counsel is set forth in Appendix B hereto.

To the extent the issue price of any maturity of the Bonds is less than the amount to be paid at maturity of such Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each owner thereof, is treated as interest on the Bonds which is excluded from gross income for federal income tax purposes and is exempt from Massachusetts personal income taxes. For this purpose, the issue price of a particular maturity of the Bonds is the first price at which a substantial amount of such maturity of the Bonds is sold to the public (excluding bond houses, brokers, or similar persons or firms, Massachusetts, Bond Counsel, will also be furnished to the successful bidder to the effect that (i) the information contained in the Preliminary Official Statement and the Final Official Statement under the headings "The Bonds," "Securitinterest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such Bonds. Holders of the Bonds should consult their own tax advisors with respect to the tax consequences of ownership of Bonds with original issue discount, including the treatment of purchasers who do not purchase such Bonds in the original offering to the public at the first price at which a substantial amount of such Bonds is sold to the public.

Bonds purchased, whether at original issuance or otherwise, for an amount greater than the stated principal amount to be paid at maturity of such Bonds, or, in some cases, at the earlier redemption date of such Bonds ("Premium Bonds"), will be treated as having amortizable bond premium for federal income tax purposes and Massachusetts personal income tax purposes. No deduction is allowable for the amortizable bond premium in the case of obligations, such as the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, a holder's basis in a Premium Bond will be reduced by the amount of amortizable bond premium properly allocable to such holder. Holders of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds may adversely affect the value of, or the tax status of interest on, the Bonds. Further, no assurance can be given that any pending or future legislation, including amendments to the Code, if enacted into law, or any proposed legislation, including amendments to the Code, or any future judicial, regulatory or administrative interpretation or development with respect to existing law, will not adversely affect the market value and marketability of, or the tax status of interest on, the Bonds. Prospective holders of the Bonds are urged to consult their own tax advisors with respect to any such legislation, interpretation or development.

Although Bond Counsel is of the opinion that interest on the Bonds is excluded from gross income for federal income tax purposes and is exempt from Massachusetts personal income taxes, the ownership or disposition of, or the accrual or receipt of interest on, the Bonds may otherwise affect a holder's federal or state tax liability. Among other possible consequences of ownership or disposition of, or the accrual or receipt of interest on, the Bonds, the Code requires recipients of certain social security and certain railroad retirement benefits to take into account receipts or accruals of interest on the Bonds in determining the portion of such benefits that are included in gross income. The nature and extent of all such other tax consequences will depend upon the particular tax status of the holder or the holder's other items of income, deduction or exclusion. Bond Counsel expresses no opinion regarding any such other tax consequences, and holders of the Bonds should consult with their own tax advisors with respect to such consequences.

OPINION OF COUNSEL

The unqualified approving opinion as to the legality of the Bonds will be rendered by Edwards Wildman Palmer LLP, of Boston, Massachusetts, Bond Counsel to the Commonwealth. The proposed form of the opinion of Bond Counsel relating to the Bonds is attached hereto as Appendix B. Certain legal matters will also be passed upon by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., of Boston, Massachusetts, as Disclosure Counsel to the Commonwealth.

CONTINUING DISCLOSURE

In order to assist the successful bidders in complying with paragraph (b)(5) of Rule 15c2-12, the Commonwealth will undertake in the Bonds to provide annual reports and notices of certain events. A description of this undertaking is set forth in Appendix C attached hereto.

For information concerning the Commonwealth's compliance with its undertakings under Rule 15c2-12 and the availability of certain other financial information from the Commonwealth, see the Commonwealth Information Statement under the heading "CONTINUING DISCLOSURE."

FINANCIAL ADVISOR

The Commonwealth has retained Public Resources Advisory Group to act as financial advisor with respect to the issuance of the Bonds.

MISCELLANEOUS

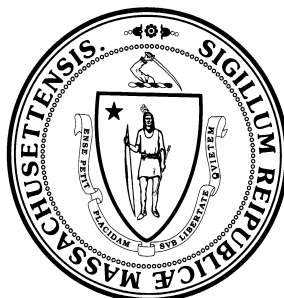
Any provisions of the constitution of the Commonwealth, of all general and special laws and of other documents set forth or referred to in this Official Statement are only summarized, and such summaries do not purport to be complete statements of any of such provisions. Only the actual text of such provisions can be relied upon for completeness and accuracy.

This Official Statement contains certain forward-looking statements that are subject to a variety of risks and uncertainties that could cause actual results to differ from the projected results, including without limitation general economic and business conditions, conditions in the financial markets, the financial condition of the Commonwealth and various state agencies and authorities, receipt of federal grants, litigation, arbitration, force majeure events and various other factors that are beyond the control of the Commonwealth and its various agencies and authorities. Because of the inability to predict all factors that may affect future decisions, actions, events or financial circumstances, what actually happens may be different from what is set forth in such forward-looking statements. Forward-looking statements are indicated by use of such words as "may," "will," "should," "intends," "expects," "believes," "anticipates," "estimates" and others.

All estimates and assumptions in this Official Statement have been made on the best information available and are believed to be reliable, but no representations whatsoever are made that such estimates and assumptions are correct. So far as any statements in this Official Statement involve any matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. The various tables may not add due to rounding of figures.

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**THE
COMMONWEALTH
OF
MASSACHUSETTS**



INFORMATION STATEMENT

Dated January 15, 2014

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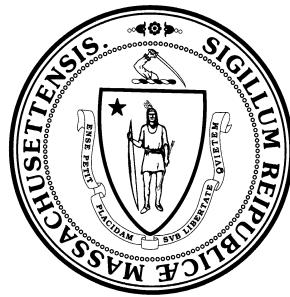
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THE COMMONWEALTH OF MASSACHUSETTS



CONSTITUTIONAL OFFICERS

Deval L. Patrick.....Governor
[VACANT].....Lieutenant Governor
William F. Galvin.....Secretary of the Commonwealth
Martha Coakley.....Attorney General
Steven Grossman.....Treasurer and Receiver-General
Suzanne M. Bump.....Auditor

LEGISLATIVE OFFICERS

Therese Murray.....President of the Senate
Robert A. DeLeo.....Speaker of the House

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THE COMMONWEALTH OF MASSACHUSETTS

INFORMATION STATEMENT

January 15, 2014

This Information Statement, together with its Exhibits (included by reference as described below), is furnished by The Commonwealth of Massachusetts (the Commonwealth). It contains certain fiscal, financial and economic information concerning the Commonwealth and its ability to meet its financial obligations. This Information Statement contains information only through its date, or as otherwise provided for herein, and should be read in its entirety.

The ability of the Commonwealth to meet its obligations will be affected by future social, environmental and economic conditions, among other things, as well as by legislative policies and the financial condition of the Commonwealth. Many of these conditions are not within the control of the Commonwealth.

Exhibit A to this Information Statement is the Statement of Economic Information as of July 1, 2013. Exhibit A sets forth certain economic, demographic and statistical information concerning the Commonwealth.

Exhibits B and C, respectively, are the Commonwealth's Statutory Basis Financial Report and the Commonwealth's Comprehensive Annual Financial Report (the latter reported in accordance with generally accepted accounting principles (GAAP)) for the year ended June 30, 2013. The Commonwealth's independent auditor has not been engaged to perform, and has not performed, since the respective dates of its reports included herein, any procedures on the financial statements addressed in such reports, nor has said independent auditor performed any procedures relating to the official statement of which this Information Statement is a part.

Specific reference is made to said Exhibits A, B and C, copies of which are attached hereto and have also been filed with the Municipal Securities Rulemaking Board (MSRB) through its Electronic Municipal Market Access (EMMA) System. The financial statements are also available at the home page of the Comptroller of the Commonwealth located at <http://www.mass.gov/osc> by clicking on "Financial Reports" under the "Publications and Reports" tab.

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THE GOVERNMENT

The government of the Commonwealth is divided into three branches: the Executive, the bicameral Legislature and the Judiciary.

Executive Branch

Governor. The Governor is the chief executive officer of the Commonwealth. Other elected members of the executive branch are the Lieutenant Governor (elected with the Governor), the Treasurer and Receiver-General (State Treasurer), the Secretary of the Commonwealth (State Secretary), the Attorney General and the State Auditor. All are elected to four-year terms. The terms of the current office holders began in January, 2011.

The Executive Council, also referred to as the “Governor’s Council,” consists of eight members who are elected to two-year terms in even-numbered years. The Executive Council is responsible for the confirmation of certain gubernatorial appointments, particularly judges, and must approve all warrants (other than for debt service) prepared by the Comptroller for payment by the State Treasurer.

Also within the Executive Branch are certain independent offices, each of which performs a defined function, such as the Office of the Comptroller, the Board of Library Commissioners, the Office of the Inspector General, the State Ethics Commission and the Office of Campaign and Political Finance.

Governor’s Cabinet. The Governor’s Cabinet, which assists the Governor in administration and policy making, is comprised of the secretaries who head the seven Executive Offices, which are the Executive Office for Administration and Finance, the Executive Office of Health and Human Services, the Executive Office of Public Safety and Security, the Executive Office of Housing and Economic Development, the Executive Office of Labor and Workforce Development, the Executive Office of Energy and Environmental Affairs and the Executive Office of Education. In addition, the Secretary of Transportation, who is the chief executive of the Massachusetts Department of Transportation (MassDOT), is a member of the Governor’s Cabinet. (MassDOT has a legal existence separate from the Commonwealth but houses several former departments of state government, including the Executive Office of Transportation and the Highway Department.) Cabinet secretaries and executive department chiefs, as well as the Secretary of Transportation, serve at the pleasure of the Governor. Most other agencies are grouped under one of the seven Executive Offices for administrative purposes.

The Governor’s chief fiscal officer is the Secretary of Administration and Finance. The activities of the Executive Office for Administration and Finance fall within five broad categories: (i) administrative and fiscal supervision, including supervision of the implementation of the Commonwealth’s budget and monitoring of all agency expenditures during the fiscal year; (ii) enforcement of the Commonwealth’s tax laws and collection of tax revenues through the Department of Revenue for remittance to the State Treasurer; (iii) human resource management, including administration of the state personnel system, civil service system and employee benefit programs and negotiation of collective bargaining agreements with certain of the Commonwealth’s public employee unions; (iv) capital facilities management, including coordinating and overseeing the construction, management and leasing of all state facilities; and (v) administration of general services, including information technology services. In addition, the Secretary of Administration and Finance chairs the Commonwealth Health Insurance Connector Authority and co-chairs the Massachusetts Life Sciences Center.

State Treasurer. The State Treasurer has four primary statutory responsibilities: (i) the collection of all state revenues (other than small amounts of funds held by certain agencies); (ii) the management of both short-term and long-term investments of Commonwealth funds (other than the state employee and teacher pension funds), including all cash receipts; (iii) the disbursement of Commonwealth moneys and oversight of reconciliation of the state’s accounts; and (iv) the issuance of almost all debt obligations of the Commonwealth, including notes, commercial paper and long-term bonds.

In addition to these responsibilities, the State Treasurer serves as Chairperson of the Massachusetts Lottery Commission, the State Board of Retirement, the Pension Reserves Investment Management Board, the Massachusetts Water Pollution Abatement Trust and the Massachusetts School Building Authority. The State Treasurer also serves as a member of numerous other state boards and commissions, including the Municipal Finance Oversight Board.

State Auditor. The State Auditor is charged with improving the efficiency of state government by auditing the administration and expenditure of public funds and reporting the findings to the public. The State Auditor reviews the activities and operations of approximately 750 state entities and contract compliance of private vendors doing business with the Commonwealth. See “COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS.”

Attorney General. The Attorney General represents the Commonwealth in all legal proceedings in both the state and federal courts, including defending the Commonwealth in actions in which a state law or executive action is challenged. The Attorney General also brings actions to enforce environmental and consumer protection statutes, among others, and represents the Commonwealth in public utility and automobile and health insurance rate setting procedures. The Attorney General works in conjunction with the general counsel of the various state agencies and executive departments to coordinate and monitor all pending litigation.

State Comptroller. Accounting policies and practices, publication of official financial reports and oversight of fiscal management functions are the responsibility of the Comptroller. The Comptroller also administers the Commonwealth’s annual state single audit and manages the state accounting system. The Comptroller serves as a member of the Massachusetts Lottery Commission, the Inspector General Council, the Records Conservation Board and the Health Care Security Trust. The Comptroller is appointed by the Governor for a term coterminous with the Governor’s and may be removed by the Governor only for cause. The annual financial reports of the Commonwealth, single audit reports and any rules and regulations promulgated by the Comptroller must be reviewed by an advisory board. This board is chaired by the Secretary of Administration and Finance and includes the State Treasurer, the Attorney General, the State Auditor, the Court Administrator of the Trial Court and two persons with relevant experience appointed by the Governor for three-year terms. The Commonwealth’s annual reports include financial statements on the statutory basis of accounting (the Statutory Basis Financial Report, or SBFR) and audited financial statements on a GAAP basis (the Comprehensive Annual Financial Report, or CAFR). The Statutory Basis Financial Report for the year ended June 30, 2013, attached hereto as Exhibit B, was reviewed, and the Comprehensive Annual Financial Report for the year ended June 30, 2013, attached hereto as Exhibit C, was audited, by KPMG LLP, as stated in its reports appearing therein. KPMG LLP has not been engaged to perform, and has not performed, since the respective dates of its reports included herein, any procedures on the financial statements addressed in such reports, nor has it performed any procedures relating to the official statement of which this Information Statement is a part. See “COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS.”

State Secretary. The Secretary of the Commonwealth is responsible for collection and storage of public records and archives, securities regulation, state elections, administration of state lobbying laws and custody of the seal of the Commonwealth.

Legislative Branch

The Legislature (formally called the General Court) is the bicameral legislative body of the Commonwealth, consisting of a Senate of 40 members and a House of Representatives of 160 members. Members of both the Senate and the House are elected to two-year terms in even-numbered years. The Legislature meets every year. The joint rules of the House and Senate require all formal business to be concluded by the end of July in even-numbered years and by the third Wednesday in November in odd-numbered years.

The House of Representatives must originate any bill that imposes a tax. Once a tax bill is originated by the House and forwarded to the Senate for consideration, the Senate may amend it. All bills are presented to the Governor for approval or veto. The Legislature may override the Governor’s veto of any bill by a two-thirds vote of each house. The Governor also has the power to return a bill to the chamber of the Legislature in which it was originated with a recommendation that certain amendments be made; such a bill is then before the Legislature and is subject to amendment or re-enactment, at which point the Governor has no further right to return the bill a second time with a recommendation to amend but may still veto the bill.

Judicial Branch

The judicial branch of state government is composed of the Supreme Judicial Court, the Appeals Court and the Trial Court. The Supreme Judicial Court has original jurisdiction over certain cases and hears appeals from both the Appeals Court, which is an intermediate appellate court, and in some cases, directly from the Trial Court. The Supreme Judicial Court is authorized to render advisory opinions on certain questions of law to the Governor, the Legislature and the Governor's Council. Judges of the Supreme Judicial Court, the Appeals Court and the Trial Court are appointed by the Governor, with the advice and consent of the Governor's Council, to serve until the mandatory retirement age of 70 years.

Independent Authorities and Agencies

The Legislature has established a number of independent authorities and agencies within the Commonwealth, the budgets of which are not included in the Commonwealth's annual budget. The Governmental Accounting Standards Board (GASB) Statements 14 and 39, as amended by Statement No. 61, *The Financial Reporting Entity: Omnibus—an amendment of GASB Statements No. 14 and No. 34*, articulate standards for determining significant financial or operational relationships between the primary government and its independent entities. In fiscal 2013, the Commonwealth had significant operational or financial relationships, or both, as defined by GASB Statements 14 and 39, as amended by 61, with 40 of these authorities. A discussion of these entities and the relationship to the Commonwealth is included in footnote 1 to the fiscal 2013 Basic Financial Statements in the CAFR, attached hereto as Exhibit C.

Local Government

All territory in the Commonwealth is in one of the 351 incorporated cities and towns that exercise the functions of local government, which include public safety, fire protection and public construction. Cities and towns or regional school districts established by them also provide elementary and secondary education. Cities are governed by several variations of the mayor-and-council or manager-and-council form. Most towns place executive power in a board of three or five selectmen elected to one- or three-year terms and retain legislative powers in the voters themselves, who assemble in periodic open or representative town meetings. Various local and regional districts exist for schools, water and wastewater administration and certain other governmental functions.

Municipal revenues consist of taxes on real and personal property, distributions from the Commonwealth under a variety of programs and formulas, local receipts (including motor vehicle excise taxes, local option taxes, fines, licenses and permits, charges for utility and other services and investment income) and appropriations from other available funds (including general and dedicated reserve funds). See "COMMONWEALTH REVENUES AND EXPENDITURES – Local Aid."

The cities and towns of the Commonwealth are also organized into 14 counties, but county government has been abolished in seven of those counties. The county governments that remain are responsible principally for the operation of courthouses and registries of deeds. Where county government has been abolished, the functions, duties and responsibilities of the government have been transferred to the Commonwealth, including all employees, assets, valid liabilities and debts.

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Initiative Petitions

Under the Massachusetts constitution, legislation may be enacted in the Commonwealth pursuant to a voter initiative process. Initiative petitions which have been certified by the Attorney General as to proper form and as to which the requisite number of voter signatures has been collected are submitted to the Legislature for consideration. If the Legislature fails to enact the measure into law as submitted, the petitioner may place the initiative on the ballot for the next statewide general election by collecting additional voter signatures. If approved by a majority of the voters at the general election, the petition becomes law 30 days after the date of the election. Initiative petitions so approved by the voters do not constitute constitutional amendments and may be subsequently amended or repealed by the Legislature. Initiative petitions may not make appropriations. In recent years, ballots at statewide general elections typically have presented a variety of initiative petitions, sometimes including petitions relating to tax and fiscal policy. A number of these have been approved and become law. See particularly “COMMONWEALTH REVENUES AND EXPENDITURES – Limitations on Tax Revenues” and “COMMONWEALTH REVENUES AND EXPENDITURES – Local Aid.”

On September 4, 2013, the Attorney General certified 25 petitions proposing voter-enacted laws covering 11 topics; some petitioners submitted more than one version of a petition on the same topic. Of these petitions, 11 were circulated for signatures, and six received sufficient signatures by the December 4, 2013 deadline. Two of the petitions, if placed on the ballot and approved by the voters, would have a material impact on future Commonwealth revenues. The Department of Revenue is currently in the process of estimating the revenue impacts. See “COMMONWEALTH REVENUES AND EXPENDITURES – State Taxes; *Other Taxes*” and “COMMONWEALTH REVENUES AND EXPENDITURES – Federal and Other Non-Tax Revenues; *Gaming*.”

Constitutional amendments also may be initiated by citizens, but they follow a longer adoption process, which includes gaining at least 25% of the votes of the House of Representatives and Senate jointly assembled in constitutional convention in two successive biennial legislative sessions before being decided by the voters.

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COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS

Operating Fund Structure

The Commonwealth's operating fund structure satisfies the requirements of state finance law and is in accordance with generally accepted accounting principles (GAAP), as defined by the Governmental Accounting Standards Board (GASB). The General Fund and other funds that are appropriated in the annual state budget receive most of the non-bond and non-federal grant revenues of the Commonwealth. These funds are referred to in this Information Statement as the "budgeted operating funds" of the Commonwealth. Budgeted operating funds are created and repealed from time to time through the enactment of legislation, and existing funds may become inactive when no appropriations are made from them. Budgeted operating funds do not include the capital projects funds of the Commonwealth, into which the proceeds of Commonwealth bonds are deposited. See "Capital Investment Process and Controls" below.

Two of the budgeted operating funds account for most of the Commonwealth's appropriated spending: the General Fund and the Commonwealth Transportation Fund (formerly the Highway Fund), from which approximately 97.2% of the statutory basis budgeted operating fund outflows in fiscal 2013 were made. The remaining approximately 2.8% of statutory operating fund outflows occurred in other operating funds: the Commonwealth Stabilization Fund, the Intragovernmental Service Fund, the Inland Fisheries and Game Fund, the Marine Recreational Fisheries Development Fund, and the Massachusetts Tourism Fund. There were also 13 funds which were authorized by law but had no activity: the Collective Bargaining Reserve Fund, the Tax Reduction Fund, the Dam Safety Trust Fund, the International Educational and Foreign Language Grant Program Fund, the Gaming Local Aid Fund, the Education Fund, the Local Aid Stabilization Fund, the Gaming Economic Development Fund, the Manufacturing Fund, the Community College Fund, the Healthcare Payment Reform Fund, the Temporary Holding Fund and the Substance Abuse Prevention and Treatment Fund. In fiscal 2013, the Commonwealth Stabilization Fund had both inflows and outflows. At the end of a fiscal year, undesignated balances in the budgeted operating funds, unless excluded by law, are used to calculate the consolidated net surplus. Under state finance law, balances in the Stabilization Fund and the Tax Reduction Fund, both of which may receive consolidated net surplus funds, the Inland Fisheries and Game Fund and the Marine Recreational Fisheries Fund are excluded from the consolidated net surplus calculation.

Overview of Operating Budget Process

Generally, funds for the Commonwealth's programs and services must be appropriated by the Legislature. The process of preparing a budget begins with the executive branch early in the fiscal year preceding the fiscal year for which the budget will take effect. The legislative budgetary process begins in late January (or, in the case of a newly elected Governor, not later than early March) with the Governor's budget submission to the Legislature for the fiscal year commencing in the ensuing July. The Massachusetts constitution requires that the Governor recommend to the Legislature a budget which contains a statement of all proposed expenditures of the Commonwealth for the upcoming fiscal year, including those already authorized by law, and of all taxes, revenues, loans and other means by which such expenditures are to be defrayed. State finance law requires the Legislature and the Governor to approve a balanced budget for each fiscal year, and the Governor may approve no supplementary appropriation bills that would result in an unbalanced budget. However, this is a statutory requirement that may be superseded by an appropriation act.

The House Ways and Means Committee considers the Governor's budget recommendations and, with revisions, proposes a budget to the full House of Representatives. Once approved by the House, the budget is considered by the Senate Ways and Means Committee, which in turn proposes a budget to be considered by the full Senate. In recent years, the legislative budget review process has included joint hearings by the Ways and Means Committees of the Senate and the House. After Senate action, a legislative conference committee develops a joint budget recommendation for consideration by both houses of the Legislature, which upon adoption is sent to the Governor. Under the Massachusetts constitution, the Governor may veto the budget in whole or disapprove or reduce specific line items (line item veto). The Legislature may override the Governor's veto or specific line-item vetoes by a two-thirds vote of both the House and Senate. The annual budget legislation, as finally enacted, is known as the general appropriations act.

In years in which the general appropriations act is not approved by the Legislature and the Governor before the beginning of the applicable fiscal year, the Legislature and the Governor generally approve a temporary budget under which funds for the Commonwealth's programs and services are appropriated based upon the level of appropriations from the prior fiscal year budget.

In May, 2012, the Executive Office for Administration and Finance published a long-term fiscal policy framework to inform and guide annual budgetary decisions. The framework is intended to promote the achievement of three goals: (i) structural budgetary balance (budgetary spending based on sustainable levels of revenue, excluding fluctuations that occur as a result of economic cycles), (ii) sustainable spending growth (targeted to maintain structural balance throughout a five-year rolling forecast period and evaluated by comparing annual spending growth to projected long-term rates of revenue growth) and (iii) disciplined management of long-term liabilities (to protect intergenerational equity by preventing the costs associated with debt and unfunded retirement benefit obligations from crowding out other government services and investments in the future). The framework does not attempt to assess the proper level of services and investments, but rather how to ensure that any particular level of services is sustainable over time based on existing resources.

State finance law requires the Commonwealth to monitor revenues and expenditures during a fiscal year. For example, the Secretary of Administration and Finance is required to provide quarterly revenue estimates to the Governor and the Legislature, and the Comptroller publishes a quarterly report of planned and actual revenues. See "COMMONWEALTH REVENUES AND EXPENDITURES – Tax Revenue Forecasting." Department heads are required to notify the Secretary of Administration and Finance and the House and Senate Committees on Ways and Means of any anticipated decrease in estimated revenues for their departments from the federal government or other sources or if it appears that any appropriation will be insufficient to meet all expenditures required in the fiscal year by any law, rule, regulation or order not subject to the administrative control. The Secretary of Administration and Finance must notify the Governor and the House and Senate Committees on Ways and Means whenever the Secretary determines that revenues will be insufficient to meet authorized expenditures. The Secretary of Administration and Finance is then required to compute projected deficiencies and, under Section 9C of Chapter 29 of the General Laws, the Governor is required to reduce allotments, to the extent lawfully permitted to do so, or submit proposals to the Legislature to raise additional revenues or to make appropriations from the Stabilization Fund to cover such deficiencies. The Supreme Judicial Court has ruled that, under current law, the Governor's authority to reduce allotments of appropriated funds extends only to appropriations of funds to state agencies under the Governor's control.

Cash and Budgetary Controls

The Commonwealth has in place controls designed to ensure that sufficient cash is available to meet the Commonwealth's obligations, that state expenditures are consistent with periodic allotments of annual appropriations and that moneys are expended consistently with statutory and public purposes. Two independently elected Executive Branch officials, the State Treasurer and the State Auditor, conduct the cash management and audit functions, respectively. Regarding periodic allotments, at the beginning of each fiscal year the Executive Office for Administration and Finance schedules the rate at which agencies will have access to funds included in their appropriation through a published periodic allotment calendar. This calendar is reviewed regularly, and depending on the fiscal climate, the Executive Office for Administration and Finance may choose to adjust the allotment schedule in order to tighten spending controls. In some cases agencies may request an ad hoc allotment in order to gain access to funds faster than the existing periodic allotment schedule would allow (*e.g.*, exceptional cases where unique payment concerns must be considered); such requests are carefully reviewed by the Executive Office for Administration and Finance before they are approved. The Comptroller conducts the expenditure control function. The Secretary of Administration and Finance is the Governor's chief fiscal officer and provides overall coordination of fiscal activities.

Capital Investment Process and Controls

Capital expenditures are primarily financed with debt proceeds and federal grants. Authorization for capital investments requires approval by the Legislature, and the issuance of debt must be approved by a two-thirds vote of each house of the Legislature. Upon such approval to issue debt, the Governor submits a bill to the Legislature, as required by the state constitution, to set the terms and conditions of the borrowing for the authorized debt. The State Treasurer issues authorized debt at the request of the Governor, and the Governor, through the Secretary of Administration and Finance, controls the amount of capital expenditures through the allotment of funds pursuant to such authorizations.

Based on outstanding authorizations, the Executive Office for Administration and Finance, at the direction of the Governor and in conjunction with the cabinet and other officials, establishes a capital investment plan. The plan is an administrative guideline and subject to amendment at any time. The plan assigns authority for secretariats and agencies to spend on capital projects and is reviewed each fiscal year. The primary policy objectives of the plan are to determine and prioritize the Commonwealth's investment needs, to determine the affordable level of debt that may be issued and the other funding sources available to address these investment needs, and to allocate these limited capital investment resources among the highest priority projects. See "COMMONWEALTH CAPITAL INVESTMENT PLAN."

The Comptroller has established various funds to account for financial activity related to the acquisition or construction of capital assets. In addition, accounting procedures and financial controls have been instituted to limit agency capital spending to the levels approved by the Governor. All agency capital spending is tracked against the capital investment plan on both a cash and encumbrance accounting basis on the state's accounting system, and federal reimbursements are budgeted and monitored against anticipated receipts.

Cash Management Practices of State Treasurer

The State Treasurer is responsible for ensuring that all Commonwealth financial obligations are met on a timely basis. The Massachusetts constitution requires that all payments by the Commonwealth (other than debt service) be made pursuant to a warrant approved by the Governor's Council. The Comptroller prepares certificates which, with the advice and consent of the Governor's Council and approval of the Governor, become the warrant to the State Treasurer. Once the warrant is approved, the State Treasurer's office disburses the money.

The Cash Management Division of the State Treasurer's office utilizes approximately 900 operating accounts to track cash collections and disbursements for the Commonwealth. The Division relies primarily upon electronic receipt and disbursement systems.

The State Treasurer, in conjunction with the Executive Office for Administration and Finance, is required to submit quarterly cash flow projections for the then current fiscal year to the House and Senate Committees on Ways and Means on or before the last day of August, November, February and May. The projections must include estimated sources and uses of cash, together with the assumptions from which such estimates were derived and identification of any cash flow gaps. See "FISCAL 2013 AND FISCAL 2014 – Cash Flow." The State Treasurer's office, in conjunction with the Executive Office for Administration and Finance, is also required to develop quarterly and annual cash management plans to address any gap identified by the cash flow projections and variance reports. The State Treasurer's office oversees the issuance of short-term debt to meet cash flow needs, including the issuance of commercial paper and revenue anticipation notes. See "LONG-TERM LIABILITIES – General Obligation Debt."

Under state finance law, the State Treasurer may invest Commonwealth funds in obligations of the United States Treasury, bonds or notes of various states and municipalities, corporate commercial paper meeting specified ratings criteria, bankers acceptances, certificates of deposit, repurchase agreements secured by United States Treasury obligations, money market funds meeting specified ratings criteria, securities eligible for purchase by a money market fund operated in accordance with Rule 2a-7 of the federal Securities and Exchange Commission or investment agreements meeting specified ratings criteria. Cash that is not needed for immediate funding needs is invested in the Massachusetts Municipal Depository Trust. The State Treasurer serves as trustee of the Trust and has sole authority pertaining to rules, regulations and operations of the Trust. The Trust has two investment options: a money market fund and a short-term bond fund. General operating cash is invested in the money market fund, which

is administered in accordance with Rule 2a-7 of the Securities and Exchange Commission and additional policies and investment restrictions adopted by the State Treasurer. The three objectives for the money market fund are safety, liquidity and yield. The money market fund maintains a stable net asset value of one dollar and is marked to market daily. Moneys in the Stabilization Fund, which are not used by the Commonwealth for liquidity, are invested in both the money market fund and the short-term bond fund. The short-term bond fund invests in a diversified portfolio of high-quality investment-grade fixed-income assets that seeks to obtain the highest possible level of current income consistent with preservation of capital and liquidity. The portfolio is required to maintain an average credit rating of A-. The duration of the portfolio is managed to within +/- one half year duration of the benchmark. The benchmark for the short-term bond fund is the Barclays Capital 1-to-5-year Government/Credit Index, which includes all medium and larger issues of United States government, investment-grade corporate and investment-grade international dollar-denominated bonds.

Fiscal Control, Accounting and Reporting Practices of Comptroller

The Comptroller is responsible for oversight of fiscal management functions, establishment of accounting policies and practices and publication of official financial reports. The Comptroller maintains the Massachusetts Management Accounting and Reporting System (MMARS), the centralized state accounting system that is used by all state agencies and departments with the exception of the University of Massachusetts but not independent state authorities. MMARS provides a ledger-based system of revenue and expenditure accounts enabling the Comptroller to control obligations and expenditures effectively and to ensure that appropriations are not exceeded during the course of the fiscal year. The Commonwealth's statewide accounting system also has various modules for receivables, payables, capital assets and other processes management.

Expenditure Controls. The Comptroller requires that the amount of all obligations under purchase orders, contracts and other commitments for the expenditures of moneys be recorded as encumbrances. Once encumbered, these amounts are not available to support additional spending commitments. As a result of these encumbrances, spending agencies can use MMARS to determine at any given time the amount of their appropriations available for future commitments.

The Comptroller is responsible for compiling expenditure requests into the certificates for approval by the Governor's Council. The Council approves an estimated warrant giving the Treasurer authority to issue payments up to the amount on the warrant, provided that those payments are otherwise determined by the Comptroller to comply with state finance law. In preparing these certificates, which become the warrant, the Comptroller's office has systems in place to ensure that the necessary moneys for payment have been both appropriated by the Legislature and allotted by the Governor in each account and sub-account. By law, certain obligations may be placed upon the warrant even if the supporting appropriation or allotment is insufficient. These obligations include debt service, which is specifically exempted by the state constitution from the warrant requirement, and Medicaid payments, which are mandated by federal law.

Although state finance law generally does not create priorities among types of payments to be made by the Commonwealth in the event of a cash shortfall, the Comptroller has developed procedures, in consultation with the State Treasurer and the Executive Office for Administration and Finance, for prioritizing payments based upon state finance law and sound fiscal management practices. Under those procedures, debt service on the Commonwealth's bonds and notes is given the highest priority among the Commonwealth's various payment obligations.

Internal Controls. The Comptroller establishes internal control policies and procedures in accordance with state finance law. Agencies are required to adhere to such policies and procedures. All unaccounted-for variances, losses, shortages or thefts of funds or property must be reported to the State Auditor, who is authorized to investigate and recommend corrective action.

Statutory Basis of Accounting. In accordance with state law, the Commonwealth adopts its budget and maintains financial information on a statutory basis of accounting. Under the statutory basis, tax and departmental revenues are accounted for on a modified cash basis by reconciling revenue to actual cash receipts confirmed by the State Treasurer. Certain limited revenue accruals are also recognized, including receivables from federal reimbursements with respect to paid expenditures. Expenditures are measured on a modified cash basis including actual cash disbursements and encumbrances for goods or services received prior to the end of a fiscal year.

For certain programs, such as Medicaid, expenditures are recognized under the statutory basis of accounting only to the extent of disbursements supported by current-year appropriations. Some prior year services billed after the start of a fiscal year have been paid from the new fiscal year's appropriation, in an amount determined by the specific timing of billings and the amount of prior year funds that remained after June 30 to pay the prior year's accrued billings, though this practice may vary from year to year.

GAAP Basis of Accounting. The Comptroller also prepares Commonwealth financial statements on a GAAP basis. In addition to the primary government, certain independent authorities and agencies of the Commonwealth are included as component units within the Commonwealth's reporting entity, primarily as non-budgeted enterprise funds.

GAAP employs an economic resources management focus and a current financial resources management focus as two bases for accounting and reporting. Under the economic resources management focus (also called the "entity-wide perspective") revenues and expenses (different from expenditures) are presented similarly to private-sector entities. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of cash flows. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Capital assets, including infrastructure assets net of depreciation, and the long-term portion of all liabilities are reported on the statement of net position.

Under the current financial resources management focus of GAAP (also called the "fund perspective"), the primary emphasis is to demonstrate inter-period equity. Revenues are reported in the period in which they become both measurable and available. Revenues are considered available when they are expected to be collected within the current period or soon enough thereafter to be used to pay liabilities of the current period.

Significant revenues susceptible to accrual include income, sales and use, corporation and other taxes, federal grants and reimbursements and reimbursements for the use of materials and services. Tax accruals, which include the estimated amounts due to the Commonwealth on previous filings, over- and under-withholdings, estimated payments on income earned and tax refunds and abatements payable, are all recorded as adjustments to statutory basis tax revenues.

Major expenditure accruals are recorded for the cost of Medicaid claims that have been incurred but not paid, claims and judgments and workers' compensation claims incurred but not reported and contract assistance and amounts due to municipalities and state authorities. See Exhibit C – Comprehensive Annual Financial Report for the year ended June 30, 2013; Page 3 and Notes to the Basic Financial Statements.

Audit Practices of State Auditor

The State Auditor is mandated under state law to conduct an audit at least once every three years of the accounts of all departments, offices, commissions, institutions and activities of the Commonwealth. This audit encompasses hundreds of state entities, including the court system and independent authorities. The State Auditor also has the authority to audit federally aided programs and vendors and their subcontractors under contract with the Commonwealth as well as to conduct special audit projects. Further, the State Auditor upon a ratified majority vote by the board of selectmen or school committee, may, in the Auditor's discretion, audit the accounts, programs, activities and other public functions of a town, district, regional school district, city or county. The State Auditor conducts both compliance and performance audits in accordance with generally accepted government auditing standards issued by the Comptroller General of the United States.

Within the State Auditor's office is the Division of Local Mandates, which evaluates proposed and actual legislation to determine the financial impact on the Commonwealth's cities and towns. In accordance with state law, the Commonwealth is required to reimburse cities and towns for any costs incurred through mandated programs established after the passage of Proposition 2½, the statewide tax limitation enacted by the voters in 1980, unless expressly exempted from those provisions, and the State Auditor's financial analysis is used to establish the amount of reimbursement due to the Commonwealth's cities and towns. See "COMMONWEALTH REVENUES AND EXPENDITURES – Local Aid; *Property Tax Limits.*"

Also within the State Auditor's office is the Bureau of Special Investigations, which is charged with the responsibility of investigating fraud within public assistance programs.

COMMONWEALTH REVENUES AND EXPENDITURES

This section contains a description of the major categories of Commonwealth revenues and expenditures, beginning with a table presenting combined revenues and expenditures in the budgeted operating funds, followed by descriptions of categories of revenues and expenditures.

In order to fund its programs and services, the Commonwealth collects a variety of taxes and receives revenues from other non-tax sources, including the federal government and various fees, fines, court revenues, assessments, reimbursements, interest earnings and transfers from its non-budgeted funds, which are deposited in the General Fund, the Commonwealth Transportation Fund (formerly the Highway Fund) and other operating budgeted funds. For purposes of this Information Statement, these funds will be referred to as budgeted operating funds, and revenues deposited in such funds will be referred to as budgeted operating revenues. In fiscal 2013, on a statutory basis, approximately 58.6% of the Commonwealth's budgeted operating revenues and other financing sources were derived from state taxes. In addition, the federal government provided approximately 23.4% of such revenues, with the remaining 18.0% provided from departmental revenues and transfers from non-budgeted funds. The measurement of revenues for the budgeted operating funds on a statutory basis differs from governmental revenues on a GAAP basis. See "Selected Financial Data – GAAP Basis; Revenues – GAAP Basis." The Commonwealth's executive and legislative branches establish the Commonwealth's budget using the statutory basis of accounting.

Statutory Basis Distribution of Budgetary Revenues and Expenditures

The revenues and expenditures of the budgeted operating funds presented in the following table are derived from the Commonwealth's statutory basis financial statements for fiscal 2009 through 2013. Projections for fiscal 2014 have been prepared by the Executive Office for Administration and Finance. Except where otherwise indicated, they are based on the office's most recent estimate of tax revenue (as officially issued) and non-tax revenue, on enacted appropriations adjusted for projected reversions and on supplemental appropriations filed by the Governor that remain before the Legislature. The financial information presented includes all budgeted operating funds of the Commonwealth. See "COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS — Operating Fund Structure" for additional detail.

The following table sets forth the Commonwealth's revenues and expenditures for fiscal 2009 through fiscal 2013 and projected revenues and expenditures for fiscal 2014.

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Budgeted Operating Funds – Statutory Basis (in millions) (1)

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012 (9)</u>	<u>Fiscal 2013</u>	<u>Projected Fiscal 2014 (2)</u>
<u>Beginning Fund Balances</u>						
Reserved or Designated	\$171.5	\$68.9	\$122.0	\$400.1	\$170.4	\$297.0
Stabilization Fund	2,119.2	841.3	669.8	1,379.1	1,652.1	1,556.8
Undesignated	<u>115.1</u>	<u>106.4</u>	<u>111.3</u>	<u>121.7</u>	<u>167.2</u>	<u>20.6</u>
Total	<u>\$2,405.8</u>	<u>\$1,016.6</u>	<u>\$903.1</u>	<u>\$1,900.8</u>	<u>\$1,989.7</u>	<u>\$1,874.4</u>
<u>Revenues and Other Sources</u>						
Alcoholic Beverages	71.9	71.0	72.7	76.1	76.3	77.8
Banks	242.6	234.9	(11.0)	266.6	78.0	5.4
Cigarettes	456.8	456.2	453.6	451.0	440.1	520.6
Corporations	1,548.6	1,600.3	1,951.4	1,771.1	1,821.9	2042.8
Deeds	105.5	137.9	140.2	158.8	188.9	223.4
Income	10,583.7	10,110.3	11,576.0	11,911.4	12,830.9	13210.6
Inheritance and Estate	259.7	221.4	309.6	293.3	313.4	308.8
Insurance	356.7	330.0	340.3	363.6	426.0	424.9
Motor Fuel	654.0	654.6	660.8	661.9	651.6	732.8
Public Utilities	(1.7)	(0.3)	(8.8)	(35.9)	(11.5)	-1.8
Room Occupancy	109.5	101.6	110.4	121.6	129.2	138.3
Sales:						
Regular	2,799.7	3,282.8	3,476.3	3,544.4	3,595.9	3813.1
Meals	629.6	759.6	813.3	868.8	901.2	949.1
Motor Vehicles	<u>439.3</u>	<u>569.3</u>	<u>615.2</u>	<u>646.1</u>	666.9	739.0
Sub-Total-Sales	3,868.6	4,611.7	4,904.8	5,059.3	5,163.9	5501.2
Miscellaneous	<u>3.3</u>	<u>14.1</u>	<u>16.6</u>	<u>15.9</u>	14.2	15.3
Total Tax Revenues	<u>\$18,259.5</u>	<u>\$18,543.7</u>	<u>\$20,516.6</u>	<u>\$21,114.7</u>	<u>\$22,123.0</u>	<u>\$23,200.0</u>
MBTA Transfer	(767.1)	(767.1)	(767.1)	(779.1)	(786.9)	(799.3)
MSBA Transfer	<u>(702.3)</u>	<u>(605.2)</u>	<u>(654.6)</u>	(670.5)	(682.0)	(728.3)
WTF Transfer(3)	-	-	-	<u>(21.4)</u>	<u>(22.2)</u>	<u>(22.2)</u>
Total Budgeted Operating Tax Revenues	<u>\$16,790.0</u>	<u>\$17,171.4</u>	<u>\$19,094.9</u>	<u>\$19,643.7</u>	<u>\$20,631.9</u>	<u>\$21,650.2</u>
Federal Reimbursements	8,250.9	8,548.8	9,299.5	7,971.7	8,228.4	8,595.0
Departmental and Other Revenues	2,326.2	2,800.9	2,912.3	3,175.0	3,370.5	3,588.2
Inter-fund Transfers from Non-budgeted Funds and other sources (4)	<u>1,850.3</u>	<u>1,788.8</u>	<u>1,768.6</u>	<u>1,032.3</u>	<u>1,548.1</u>	<u>1,884.6</u>
Budgeted Revenues and Other Sources	<u>\$29,217.4</u>	<u>\$30,310.0</u>	<u>\$33,075.3</u>	<u>\$32,546.5</u>	<u>\$33,778.9</u>	<u>\$35,718.0</u>
Inter-fund Transfers	<u>1,963.8</u>	<u>770.8</u>	<u>3,460.9</u>	<u>1,032.3</u>	<u>1,456.6</u>	<u>1016.6</u>
Total Budgeted Revenues and Other Sources	<u>\$31,181.2</u>	<u>\$31,080.8</u>	<u>\$36,536.3</u>	<u>\$33,578.8</u>	<u>\$35,235.5</u>	<u>\$36,734.6</u>
<u>Expenditures and Uses</u>						
Direct Local Aid	4,723.6	4,837.4	4,784.7	4,929.5	5,115.7	5,292.4
Medicaid (5)	8,679.2	9,287.6	10,237.3	10,431.1	10,799.7	12,116.4
Other Health and Human Services	4,828.3	4,616.6	4,614.8	4,710.5	4,768.9	5,109.0
Group Insurance	973.1	1,063.8	1,130.3	1,206.2	1,278.5	1,365.0
Department of Elementary and Secondary Education	495.9	358.1	349.4	435.9	489.2	603.4
Higher Education	1,035.5	845.6	943.0	937.1	990.8	1,082.2
Department of Early Education and Care	560.3	513.5	515.1	494.3	483.4	523.1
Public Safety	1,514.3	1,423.2	905.0	929.7	960.0	1,552.4
Energy and Environmental Affairs	215.9	202.2	185.6	186.8	201.8	220.5

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012 (9)</u>	<u>Fiscal 2013</u>	<u>Projected Fiscal 2014 (2)</u>
Debt Service	2,011.7	1,979.9	1,663.9	1,923.2	2,117.2	2,428.5
Post -Employment Benefits (6)	1,314.4	1,748.6	1,838.9	1,892.3	1,967.0	2,050.4
Other Program Expenditures	<u>2,350.9</u>	<u>2,509.0</u>	<u>2,850.4</u>	<u>2,898.7</u>	<u>3,006.7</u>	<u>2,234.5</u>
Total - Programs and Services before transfers to Non-budgeted funds	\$28,703.1	\$29,384.5	\$30,018.6	\$30,975.3	\$32,178.7	\$34,577.7
Inter-fund Transfers to Non-budgeted Funds						
Commonwealth Care Trust Fund	987.6	631.7	739.0	614.9	661.2	340.1
State Retiree Benefit Trust Fund (7)	352.0	-	-	-	-	-
Medical Assistance Trust Fund	374.0	313.3	886.1	220.9	390.9	568.0
Massachusetts Transportation Trust Fund	-	-	195.1	180.1	161.7	316.5
Other	<u>189.9</u>	<u>94.1</u>	<u>238.8</u>	<u>466.4</u>	<u>501.8</u>	<u>371.2</u>
Total Inter-Fund Transfers to Non-Budgeted Funds	\$1,903.5	\$1,039.1	\$2,059.0	\$1,482.3	\$1,715.6	\$1,595.8
Budgeted Expenditures and Other Uses	<u>\$30,606.6</u>	<u>\$30,423.6</u>	<u>\$32,077.6</u>	<u>\$32,457.6</u>	<u>\$33,894.3</u>	<u>\$36,173.5</u>
Inter-fund Transfers	<u>1,963.8</u>	<u>770.8</u>	<u>3,460.9</u>	<u>1,032.3</u>	<u>1,456.6</u>	<u>1016.6</u>
Total Budgeted Expenditures and Other Uses	\$32,570.4	\$31,194.4	\$35,538.5	\$33,489.9	\$35,350.9	\$37,190.1
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses	<u>(\$1,389.2)</u>	<u>(\$113.6)</u>	<u>\$997.8</u>	<u>\$88.9</u>	<u>(\$115.4)</u>	<u>(\$455.5)</u>
Ending Fund Balances						
Reserved or Designated (8)	68.9	122.0	400.1	170.5	297.1	13.9
Stabilization Fund	841.3	669.8	1,379.1	1,652.1	1,556.7	1,384.6
Undesignated	<u>106.4</u>	<u>111.3</u>	<u>121.7</u>	<u>167.1</u>	<u>20.6</u>	<u>20.4</u>
Total	<u>\$1,016.6</u>	<u>\$903.1</u>	<u>\$1,900.8</u>	<u>\$1,989.7</u>	<u>\$1,874.4</u>	<u>\$1,418.9</u>

SOURCES: Fiscal 2009-2013, Office of the Comptroller; fiscal 2014, Executive Office for Administration and Finance.

- (1) Totals may not add due to rounding.
- (2) Based on the January 14, 2014 tax revenue estimate of \$23.2 billion, which was an upward revision of the original budgetary tax revenue estimate of \$22.797 billion.
- (3) The fiscal 2012 budget adopted changes to the Workforce Training Fund, which is funded annually through employer contributions for workforce training initiatives for incumbent workers in the private sector. Beginning in fiscal 2012 the WTF is not subject to annual appropriation, and the employer contributions are transferred directly to the WTF after their collection.
- (4) Inter-fund Transfers from Non-budgeted Funds and Other Sources include profits from the State Lottery, transfer of tobacco settlement funds to allow their expenditure, abandoned property proceeds as well as other inter-fund transfers.
- (5) Fiscal 2009 included program administration.
- (6) Starting in fiscal 2010 Post-Employment Benefits include budgeted pension transfers and State Retiree Benefit Trust Fund.
- (7) Transfers of approximately \$133.4 million in fiscal 2010 are included in "Other Program Expenditures" above.
- (8) Consists largely of appropriations from previous years, authorized to be expended in current years.
- (9) Some fiscal 2012 amounts have been reclassified to conform to the fiscal 2013 presentation in the Statutory Basis Financial Report.

State Taxes

The major components of state taxes are the income tax, which accounted for approximately 57.3% of the total tax revenues in fiscal 2013, the sales and use tax, which accounted for approximately 23.1%, and the corporations and other business and excise taxes (including taxes on insurance companies, financial institutions and public utility corporations), which accounted for approximately 10.1%. Other tax and excise sources accounted for the remaining 9.5% of total fiscal 2013 tax revenues.

Income Tax. The Commonwealth assesses personal income taxes at flat rates, according to classes of income, after specified deductions and exemptions. A rate of 5.3% has been applied to most types of income since January 1, 2002; the rate was reduced to 5.25% on January 1, 2012 and to 5.20% on January 1, 2014, as described below. The tax rate on gains from the sale of capital assets held for one year or less and from the sale of collectibles is 12%, and the tax rate on gains from the sale of capital assets owned more than one year is now 5.20% (effective January 1, 2014). Interest on obligations of the United States and of the Commonwealth and its political subdivisions is exempt from taxation.

Under current law, the state personal income tax rate on most classes of taxable income is scheduled to be gradually reduced to 5.0%, contingent upon “baseline” state tax revenue growth (*i.e.*, revenue growth after factoring out the impact of tax law and administrative processing changes) growing by 2.5% more than the rate of inflation as measured by the consumer price index for all urban consumers in Boston. In the tax year following that in which the personal income tax rate is reduced to 5.0%, the charitable deduction, which was in effect for tax year 2000 but subsequently suspended, would be restored. Pursuant to this law, the state income tax rate on most classes of taxable income was reduced from 5.3% to 5.25%, effective January 1, 2012, because the growth in fiscal 2011 inflation-adjusted baseline revenues, as defined in the law, over fiscal 2010 exceeded 2.5%, and because, for each consecutive three-month period starting in August and ending in November, 2011, there was positive inflation-adjusted baseline revenue growth as compared to the same consecutive three-month period in calendar 2010. The Department of Revenue estimates that the revenue impact of this rate reduction (5.3% to 5.25%) for fiscal 2012 was between \$52 million and \$56 million. The revenue impact for fiscal 2013 was between \$111 million and \$117 million.

For the state income tax rate to be reduced further from 5.25% to 5.20%, effective January 1, 2013, the growth in fiscal 2012 inflation-adjusted baseline revenues, as defined in the law, over fiscal 2011 needed to exceed the 2.5% growth threshold, and for each consecutive three-month period starting in August and ending in November, 2012 there would have had to have been positive inflation-adjusted baseline revenue growth as compared to the same consecutive three-month period in 2011. The Department of Revenue initially determined that fiscal 2012 inflation-adjusted baseline revenues grew by 2.77% from fiscal 2011, exceeding the initial trigger of 2.5% for the income tax rate reduction. The first two three-month period certifications during the first half of fiscal 2013 also indicated positive inflation-adjusted baseline revenue growth. However, the growth for the third three-month period ended October 31, 2012 was negative (-1.29%) and did not exceed the statutory threshold requirement of 0%. Accordingly, the Department of Revenue determined that the thresholds to lowering the Part B income tax rate as set forth had not been met and that the Part B income tax rate would be kept unchanged at 5.25% for the tax year 2013.

The same process was repeated during 2013 to determine whether the state income tax rate would be reduced further from 5.25% to 5.20%, effective January 1, 2014. Because the growth in fiscal 2013 inflation-adjusted baseline revenues, as defined in the law, over fiscal 2012 exceeded 2.5%, and because, for each consecutive three-month period starting in August and ending in November, 2013, there was positive inflation-adjusted baseline revenue growth as compared to the same consecutive three-month period in calendar 2012, on December 4, 2013, the Commissioner of Revenue certified that the state income tax rate on most classes of taxable income would be reduced from 5.25 % to 5.20%, effective January 1, 2014. The Department of Revenue estimates that the revenue impact of this rate reduction for fiscal 2014 will be between \$60 million and \$70 million (with a mid-point of \$65 million). The revenue impact for fiscal 2015 (assuming no further rate reduction in calendar year 2015) is expected to be between \$125 million and \$140 million (mid-point of \$132.5 million).

Under state finance law, tax revenues collected from capital gains income during a fiscal year that exceed a specified threshold are required to be transferred to the Commonwealth’s Stabilization Fund, with 5% of the amount so deposited then transferred to the State Retiree Benefits Trust Fund and an additional 5% transferred to the Commonwealth’s Pension Liability Fund. A threshold of \$1 billion was in effect for fiscal 2011, 2012 and 2013. For fiscal years after fiscal 2013, the threshold is subject to annual adjustment to reflect the average annual rate of growth in U. S. gross domestic product over the preceding five years. The adjusted threshold is certified annually by the Department of Revenue each December for the ensuing fiscal year. On December 28, 2012, the Department of Revenue determined the fiscal 2014 capital gains collections threshold to be approximately \$1.023 billion. On December 31, 2013, the Department of Revenue determined the fiscal 2015 capital gains collections threshold to be approximately \$1.048 billion. The Department of Revenue is also required, after each quarter, to certify the amount of tax revenues estimated to have been collected during the preceding quarter from capital gains income, and, once the threshold has been exceeded, the Comptroller is required to transfer the excess to the Commonwealth Stabilization Fund. For fiscal 2012, the final certified amount of tax revenues collected from capital gains income was \$994.3 million, which was less than the statutory threshold. On June 25, 2013, the Commissioner of Revenue certified that for the period July 1, 2012 through May 30, 2013, fiscal 2013 capital gains tax revenues totaled approximately \$1,305.2 million. Based on this certification, the Comptroller transferred \$305.2 million to the Commonwealth Stabilization Fund and then made two transfers from the Stabilization Fund to the Commonwealth’s Pension Liability Fund and the State Retiree Benefit Trust Fund of approximately \$15.3 million each. On July 18, 2013, the Commissioner of Revenue certified the final amount of capital gains tax revenues for fiscal 2013 to be \$1.467 billion, an increase of approximately \$162.3 million from the prior certification. This final certification

triggered an additional transfer of approximately \$146.1 million to the Commonwealth Stabilization Fund and transfers of \$8.1 million each to the Commonwealth's Pension Liability Fund and the State Retiree Benefits Trust Fund. On November 29, 2013, the Commissioner of Revenue further certified that the tax revenues estimated to have been collected from capital gains income were \$1,407.1 million during fiscal 2013, based on more recently available and complete data. With respect to the fiscal 2014 certification process, the Department of Revenue issued a letter on October 17, 2013 indicating that the initial period (July 1, 2013 through September 30, 2013) certification amount was \$177.4 million. Three more certifications will be issued for fiscal 2014 – in February, June and July, 2014.

Sales and Use Tax. Effective August 1, 2009, the sales tax rate imposed on retail sales of certain tangible property (including retail sales of meals) transacted in the Commonwealth and a corresponding use tax rate on the storage, use or other consumption of like tangible properties brought into the Commonwealth was raised from 5% to 6.25%. Food, clothing, prescribed medicine, materials and produce used in food production, machinery, materials, tools and fuel used in certain industries and property subject to other excises (except for cigarettes) are exempt from sales taxation. The sales and use tax is also applied to sales of electricity, gas and steam for certain nonresidential use and to nonresidential and a portion of residential use of telecommunications services.

In August, 2009, when the sales tax rate increase was enacted, it was projected to produce an additional \$759 million in fiscal 2010 and \$900 million annually thereafter. Based on the most recently available data, reflecting both the economic recession and the recovery, the Department of Revenue currently estimates that the sales tax increase resulted in additional revenues of approximately \$739 million in fiscal 2010, \$918 million in fiscal 2011, \$963 million in fiscal 2012 and \$980 million in fiscal 2013.

As part of the same legislation that increased the sales tax rate, the sales tax exemption on alcohol sales was eliminated effective August 1, 2009. However, on November 2, 2010, an initiative passed by the voters reinstated this exemption and removed the sales tax on alcoholic beverages effective January 1, 2011. The Department of Revenue estimates that the Commonwealth's collections from eliminating the alcoholic beverages exemption were approximately \$96.6 million in fiscal 2010 and approximately \$81 million during the first seven months of fiscal 2011. The Department of Revenue estimates that the tax revenue loss resulting from the removal of the sales tax on alcoholic beverage was approximately \$40 million to \$52 million for fiscal 2011 and between \$120 million and \$130 million annually thereafter.

Sales tax receipts from establishments that first opened on or after July 1, 1997 and that are located near the site of the Boston Convention and Exhibition Center, sales tax receipts from retail vendors in hotels in Boston and Cambridge that first opened on or after July 1, 1997 and sales tax receipts from retail vendors located in the Springfield Civic and Convention Center or in hotels near the Springfield Civic and Convention Center that first opened on or after July 1, 2000 are required to be credited to the Convention Center Fund. As of enactment of the fiscal 2004 general appropriations act, this fund is no longer included in the calculation of revenues for budgeted operating funds. See "LONG-TERM LIABILITIES—Special Obligation Debt; *Convention Center Fund*."

A portion of the Commonwealth's receipts from the sales tax (other than the tax on meals) is dedicated through trust funds to the Massachusetts Bay Transportation Authority (MBTA) and the Massachusetts School Building Authority (MSBA). The amount dedicated to the MBTA is the amount raised by a 1% sales tax (not including meals), with an inflation-adjusted floor. A comparable amount, though without the floor, is dedicated to the MSBA beginning in fiscal 2010, with lesser amounts dedicated to the MSBA from fiscal 2005 through fiscal 2009.

Beginning in fiscal 2011, a portion of the Commonwealth's receipts from the sales tax has been dedicated to the Commonwealth Transportation Fund. From fiscal 2011 through fiscal 2013, the amount dedicated was the amount raised by a portion of the sales tax equal to a 0.385% sales tax, with a floor of \$275 million per fiscal year. Beginning in fiscal 2014, the amount dedicated to the Commonwealth Transportation Fund is the amount received on account of motor vehicle sales (net of amounts required to be credited to the Convention Center Fund or dedicated to the MBTA or MSBA).

Business Corporations Tax. Business corporations doing business in the Commonwealth, other than banks and other financial institutions, insurance companies, railroads, public utilities and safe deposit companies, are subject to an excise that has a property measure and an income measure. The value of Massachusetts tangible property (not taxed locally) or net worth allocated to the Commonwealth is taxed at \$2.60 per \$1,000 of value. The net income allocated to Massachusetts, which is based on net income for federal taxes, is taxed at 8.00%, as of January 1, 2012. The minimum tax is \$456. See discussion below under “Corporate Tax Reform” for a discussion of changes to the corporate tax structure and the business corporations’ tax rates.

Corporate Tax Reform. On July 3, 2008, the Governor approved legislation that changed the corporate tax structure in Massachusetts from a “separate company” reporting state to a “combined reporting” state, effective January 1, 2009. Under a combined reporting structure, commonly owned business corporations (together with financial institutions, public utilities and certain other entities) engaged in a “unitary” business, whether or not they have nexus in Massachusetts, determine their income as one combined business in the aggregate. The combined income of the group is then apportioned to Massachusetts in accordance with the existing apportionment rules and taxed to those members of the group that have nexus in Massachusetts. Transactions between member companies are generally disregarded.

The legislation also repealed the differences between federal and Massachusetts business entity classification rules for tax purposes so that companies will be classified as the same type of legal entity for federal and Massachusetts tax purposes. The new law retained the existing structure for different types of corporations – business corporations, manufacturers, financial institutions, utilities and S corporations, with different tax rates and apportionment rules.

Together with these structural changes, the legislation reduced the then current 9.5% business corporations’ tax rate to 8.75% as of January 1, 2010, 8.25% as of January 1, 2011 and 8.00% as of January 1, 2012 and thereafter.

Massachusetts tax law imposes an entity level tax on S corporations with more than \$6 million in annual receipts. The corporate tax reform legislation also reduced the tax rate for S corporations with more than \$9 million in annual receipts so that the regular, non-S corporation rate (for a business corporation or financial institution, as applicable) for the year minus the personal income tax rate for the year equals the rate for such S corporations. The tax rate for S corporations with between \$6 million and \$9 million in annual receipts will equal two-thirds of the rate applicable to the larger S corporations.

The Department of Revenue estimates that, prior to the so-called FAS 109 deduction (described in the following paragraph), the structural corporate tax law changes, combined with the gradual reductions in the business corporations tax rate, the large S corporations tax rates and the financial institutions tax rate (see “*Financial Institutions Tax*” below), increased revenues by approximately \$185.2 million in fiscal 2009 (reflecting less than a full year’s impact of the changes), \$252.8 million in fiscal 2010 and \$173.8 million in fiscal 2011, and will increase revenues by \$128.5 million in fiscal 2012 and \$107.7 million in fiscal 2013 and thereafter.

FAS 109 Deduction. The corporate tax reform described above included a new tax deduction designed to limit the impact of combined reporting in the Commonwealth on certain publicly traded corporations’ financial statements. The deduction is generally referred to as the “FAS 109” deduction, in reference to the Statement of Financial Accounting Standards (FAS) No. 109, Accounting for Income Taxes. The Department of Revenue issued a report on “FAS 109” deductions on September 23, 2009, based on notices filed by the companies intending to claim FAS 109 deductions. The Department of Revenue used the aggregate amount of FAS 109 deductions intending to be claimed to calculate the aggregate potential tax benefit to such companies, and corresponding tax revenue reduction for the Commonwealth.

The Department of Revenue report indicated that the companies filing such notices stated that their FAS 109 deductions would total approximately \$178.1 billion, which would result in corporate tax savings of \$535 million at the applicable tax rates in the years in which the deductions will be claimed. Corporations are required to claim deductions over a seven-year period starting in tax year 2012. These deductions are expected to result in corporate tax savings (and corresponding Commonwealth corporate tax revenue reductions) of \$76 million to \$79 million annually for tax years 2012 through 2018, inclusive. See “FISCAL 2013 AND FISCAL 2014 – Fiscal 2013” for information on the delay of the implementation of the FAS 109 deduction for one year, which was enacted as part of the fiscal 2013 budget and fiscal 2014 budget.

In general, corporations apportion their income to Massachusetts based on the proportion of payroll, property and sales within the Commonwealth, with sales being double-weighted. However, beginning January 1, 1996, legislation was phased in over five years establishing a “single sales factor” apportionment formula for the business corporations tax for manufacturing companies. The formula calculates a firm’s taxable income as its net income times the percentage of its total sales that are in Massachusetts, as opposed to the prior formula that took other factors, such as payroll and property into account. Beginning January 1, 1997, legislation was phased in which sourced income of mutual fund service corporations to the states of domicile of the shareholders of the mutual funds that receive services instead of sourcing the sales to the state where the mutual fund provider bore the cost of performing services.

Financial Institutions Tax. Financial institutions (which include commercial and savings banks) are subject to an excise tax. The corporate tax reform legislation discussed above also provides for a reduction in the financial institutions tax rate from 10.5% to 10% as of January 1, 2010, 9.5% as of January 1, 2011 and 9.0% as of January 1, 2012 and thereafter.

Insurance Taxes. Life insurance companies are subject to a 2% tax on gross premiums. Domestic companies also pay a 14% tax on net investment income. Property and casualty insurance companies are subject to a 2.28% tax on gross premiums. Domestic companies also pay a 1% tax on gross investment income.

Public Utility Corporation Taxes. Prior to January 1, 2014, public utility corporations were subject to an excise tax of 6.5% on net income. Legislation enacted in 2013 repealed the separate excise tax for utility corporations, which are now subject to the corporate excise imposed on business corporations.

Other Taxes. Other tax revenues are derived by the Commonwealth from excise taxes on motor fuels, cigarettes, alcoholic beverages and deeds, and hotel/motel room occupancy, among other tax sources. The state tax on hotel/motel room occupancy is 5.7%. Effective July 31, 2013, the excise tax on motor fuels was increased from 21¢ per gallon to 24¢ per gallon. The same legislation that increased the rate also provided that the excise tax is to be adjusted for increases in the consumer price index beginning January 1, 2015. On September 4, 2013, the Attorney General certified an initiative petition that would repeal the indexing provision, and sufficient signatures were collected by the petition’s proponents prior to December 4, 2013 to place the petition before the Legislature. See “THE GOVERNMENT – Initiative Petitions.”

On July 1, 2008, the Governor approved legislation raising the tax on cigarettes from \$1.51 per pack to \$2.51 per pack. The Department of Revenue estimates that the \$1.00 per pack cigarette tax increase resulted in a fiscal 2009 revenue increase of between \$140 million and \$150 million, and resulted in a fiscal 2010 revenue increase of \$124 million, compared to revenue generated at the \$1.51 per pack rate. The Department of Revenue estimates that revenue increases in subsequent years should also be between \$115 million and \$130 million annually. Effective July 31, 2013, the excise tax on cigarettes was further increased from \$2.51 per pack to \$3.51 per pack, along with increases in the cigar excise rate (from 30% to 40%), the smoking tobacco rate (from 30% to 40%) and the smokeless tobacco rate (from 90% to 210%).

ARRA “De-coupling.” The fiscal 2010 budget included several provisions “decoupling” Commonwealth tax law from certain federal tax law changes made by the American Recovery and Reinvestment Act of 2009 (ARRA) and, in one instance, from the impact of an interpretation by the federal Internal Revenue Service that was effectively repealed (but only prospectively) by ARRA. The purpose of the decoupling provisions is to prevent revenue losses to the Commonwealth. The federal provisions at issue are ones that affect the scope of income or deductions of businesses under the federal Internal Revenue Code (IRC) and, in the absence of decoupling, would also apply for purposes of Commonwealth taxation. The specific federal provisions from which the Commonwealth legislation decouples include: (a) deferral of the recognition of certain cancellation of indebtedness income under the IRC; (b) suspension of IRC rules that would otherwise disallow or defer deductions for original issue discount claimed by issuers of debt obligations; and (c) relief from certain limitations on the use of losses after changes of ownership of a business under (i) IRS Notice 2008-83 (for periods prior to its effective repeal by ARRA) and (ii) new IRC Section 382(n) as added by ARRA.

In addition, the Commonwealth legislation specifically adopts a new federal exclusion from gross income of certain individuals. ARRA provides a subsidy of 65% of the cost of the Consolidated Omnibus Budget Reconciliation Act (or “COBRA,” which gives workers and their families who lose their health benefits the right to choose to continue group health benefits provided by their group health plan for limited periods of time under certain circumstances) continuation premiums for up to nine months for certain involuntarily terminated employees and for their families. This subsidy also applies to health care continuation coverage if required by states for small employers. ARRA provides for an exclusion from federal gross income of the COBRA subsidy. Because Commonwealth personal income tax law generally adopts IRC rules defining the scope of gross income as of January 1, 2005, it was necessary to adopt a specific Commonwealth exclusion to prevent this 2009 federal subsidy from being included in the Commonwealth taxable income of affected employees.

Tax Credits and Other Incentives. Massachusetts law provides for a variety of tax credits that may be applied against corporate excise or personal income taxes due, as applicable under relevant law. These credits are designed as benefits for specified economic activities as a means to encourage such business in the state. Certain of these credits, to the extent not used to reduce a current tax liability, may be carried forward, transferred or refunded, as specified in the applicable statute. In addition, certain statutory provisions may also provide an exemption from sales and use taxes for qualifying expenditures, or other specified tax benefits. The Governor annually files a “tax expenditure budget” that provides a list, description and revenue estimate of various tax credits and incentives.

In July, 2007, the Commonwealth revised its film tax credit to provide tax credits of 25% of certain production costs incurred by film production companies in Massachusetts that incurred at least \$50,000 of film production costs in the state. Such production companies were also granted a sales and use tax exemption for goods purchased in the Commonwealth. A film production company may elect either to transfer all or part of its production credit to another taxpayer or to claim a refund of 90% of the amount that is not currently used. There is no cap on the amount of film tax credits that may be claimed. Under current law, the film tax credit will expire on January 1, 2023. Since the program’s inception, approximately \$326.5 million in tax credits have been approved or are currently in the process of being approved by the Department of Revenue (figures are preliminary). The Department of Revenue estimates that the tax credits reduced fiscal 2007 tax revenues by approximately \$11.9 million, fiscal 2008 tax revenues by approximately \$10.5 million, fiscal 2009 tax revenues by approximately \$110.0 million, fiscal 2010 tax revenues by approximately \$90.8 million, fiscal 2011 tax revenues by approximately \$45.4 million, fiscal 2012 tax revenues by approximately \$55.6 million and fiscal 2013 revenues by between \$70 million and \$90 million, and will reduce fiscal 2014 revenues by between \$70 million and \$90 million, not including any offsetting tax revenue from the film-related economic activity generated by the tax incentives. Virtually all of the reduction in tax payments resulting from credits that have been transferred or sold is reflected in the insurance, financial institutions, public utilities, and corporate tax categories. The Department of Revenue is required to prepare an annual report of the impact of the film tax credit.

Under legislation approved June 16, 2008 in support of the life sciences industry, up to \$25 million per year in tax incentives is available to certified life sciences companies over a ten-year period, commencing January 1, 2009 for an aggregate amount of \$250 million.

The Department of Revenue estimates that this program resulted in a revenue reduction of \$5 million in fiscal 2010, a revenue reduction of \$20 million in fiscal 2011 and a probable revenue reduction between \$18 million and \$22 million in fiscal 2012, and that it will result in a revenue reduction between \$23 million and \$27 million in fiscal 2013.

Tax Expenditure Commission. The fiscal 2012 budget established a study commission on tax expenditures which was chaired by the Secretary of Administration and Finance and included legislators and economists. The commission was charged with reviewing and evaluating the administration and fiscal impact of tax expenditures and making recommendations to the Legislature on the administrative efficiency and cost benefit of tax expenditures. Tax expenditures include credits, deductions and exemptions from the basic provisions of the state tax code. The commission filed its report on April 30, 2012. The report includes recommendations to reduce the number and cost of existing tax expenditures, based on identified criteria, to provide for periodic review of tax expenditures, including an automatic sunset of discretionary “grant-like” tax expenditures every five years, based on data-driven analysis and reports regarding effectiveness, and to establish clawbacks and other enforcement measures for grant-like tax expenditures to ensure that recipients meet commitments.

Tax Revenue Forecasting

Under state law, on or before October 15 and March 15 of each year, the Secretary of Administration and Finance is required to submit to the Governor and to the House and Senate Committees on Ways and Means estimates of revenues available to meet appropriations and other needs in the following fiscal year. On or before October 15, January 15 and April 15, the Secretary is required to submit revised estimates for the current fiscal year unless, in his opinion, no significant changes have occurred since the last estimate of total available revenues. On or before January 15 of each year, the Secretary is required to develop jointly with the House and Senate Committees on Ways and Means a consensus tax revenue forecast for the following fiscal year. Beginning in fiscal 2005, state finance law has required that the consensus tax revenue forecasts be net of the amount necessary to fully fund the pension system according to the applicable funding schedule, which amount is to be transferred without further appropriation from the General Fund to the Commonwealth's Pension Liability Fund. See "Employee Benefits; Pension" below.

An additional component of the consensus revenue process is the new requirement, beginning in January, 2013, that the consensus tax revenue forecast joint resolution must include a benchmark for the estimated growth rate of Massachusetts potential gross state product, or PGSP. The recently passed health care cost control legislation requires that the Secretary and the House and Senate Committees on Ways and Means include a PGSP growth benchmark for the ensuing calendar year, initially, for calendar year 2014. The PGSP growth benchmark is to be used by the health policy commission to establish the Commonwealth's health care cost growth benchmark. See "Medicaid and the Commonwealth Care Trust Fund; Health Care Cost Control Legislation" below.

The following table compares actual budgeted tax revenues to consensus tax revenue forecasts for fiscal 2009 to 2014. Figures for fiscal 2014 are projected. The figures include sales tax receipts dedicated to the Massachusetts Bay Transportation Authority and the Massachusetts School Building Authority and amounts transferred to the state pension system.

Tax Revenue Forecasting (in millions)							
	Fiscal 2009	Fiscal 2010	Fiscal 2011	Fiscal 2012	Fiscal 2013	Projected Fiscal 2014	Estimated Fiscal 2015
Consensus forecast	\$20,987	\$19,530	\$19,050	\$20,525	\$21,950	\$22,334	\$24,337
Total taxes per enacted budget	<u>\$21,402</u>	<u>\$18,879</u>	<u>\$19,078</u>	<u>\$20,615</u>	<u>\$22,011</u>	<u>\$22,797</u>	<u>N/A</u>
October revision	20,302	18,279	-	21,010	21,496 (1)	-	-
January revision	19,450	18,460	19,784	-	-	23,200	-
April revision	19,333	-	-	-	-	-	-
May revision	18,436	-	-	-	-	-	-
Actual budgeted operating tax revenues	<u>\$18,260</u>	<u>\$18,544</u>	<u>\$20,517</u>	<u>\$21,115</u>	<u>\$22,123</u>	<u>N/A</u>	<u>N/A</u>
Actual revenues as a percentage of consensus forecast	87%	95%	108%	103%	101%	N/A	N/A
Actual revenues as a percentage of total taxes per enacted budget	85%	98%	108%	102%	101%	N/A	N/A

SOURCE: Executive Office for Administration and Finance; actual budgeted operating tax revenues, Office of the Comptroller
(1) Revised on December 4, 2012.

On December 11, 2013, the Secretary of Administration and Finance and the House and Senate Ways and Means Committees conducted a hearing on state tax revenue estimates for fiscal 2015. The Commissioner of Revenue provided a forecast that fiscal 2015 tax revenue collections will be \$24.062 billion to \$24.352 billion, reflecting actual growth of 4.3% to 5.2% from the projected fiscal 2014 revenues, and baseline growth of 4.4% to 5.3% from fiscal 2013, which represents growth of \$852 million to \$1.06 billion over projected fiscal 2014 revenues.

The Secretary of Administration and Finance and the Committees on Ways and Means also heard public testimony from economists and state budget experts from Northeastern University, the Massachusetts Taxpayers Foundation and the Beacon Hill Institute, who provided a range of forecasts for fiscal 2015 tax revenue collections, from \$24.374 billion to \$25.142 billion.

On January 14, 2014, a fiscal 2015 consensus tax revenue estimate of \$24.337 billion was agreed upon by the Secretary of Administration and Finance and the chairs of the House and Senate Committees on Ways and Means. The fiscal 2015 consensus tax revenue estimate represents revenue growth of 4.9% actual from the revised fiscal 2014 estimate of \$23.200 billion. The \$24.337 billion figure includes off-budget transfers of \$1.793 billion for pension funding, \$811.3 million in dedicated sales tax receipts for the MBTA, \$771.5 million in dedicated sales tax receipts for the MSBA and \$22.2 million for the Workforce Training Fund. The total amount of off-budget transfers is \$3.398 billion. Accordingly, after taking into account the \$122 million of capital gains tax revenue that exceeds the fiscal 2015 threshold (and therefore must be deposited into the Stabilization Fund), the Secretary and Committee chairs agreed that \$20.817 billion would be the maximum amount of tax revenue available for the fiscal 2015 budget and that they would base their respective budget recommendations on that number.

The Secretary of Administration and Finance and the chairs of the House and Senate Committees on Ways and Means also agreed upon a potential gross state product (PGSP) estimate of 3.6% for calendar year 2015, which is identical to the PGSP figure that was adopted for calendar year 2014. The estimate of PGSP was developed through consultation with the Health Policy Commission, the Executive Office for Administration and Finance, the Department of Revenue, the House and Senate Ways and Means Committees and outside economists. The PGSP growth benchmark is to be used by the Health Policy Commission to establish the Commonwealth's health care cost growth benchmark. PGSP is a measure of the "full employment" output of the Commonwealth's economy. The PGSP estimate reflects long-term trends in the economy rather than fluctuations due to the business cycle and, as a result, is likely to be fairly stable from year to year.

Fiscal 2013 and Fiscal 2014 Tax Revenues

Fiscal 2013. On January 12, 2012, a fiscal 2013 consensus tax revenue estimate of \$21.950 billion was agreed upon by the Secretary of Administration and Finance and the chairs of the House and Senate Committees on Ways and Means. The fiscal 2013 consensus tax revenue estimate of \$21.950 billion represents revenue growth of 4.5% actual and 5.4% baseline from the revised fiscal 2012 estimate of \$21.010 billion. The revenue estimate in the fiscal 2013 budget is \$22.011 billion and reflects the consensus estimate of \$21.950 billion adjusted for the impact of fiscal 2013 revenue initiatives enacted as part of the budget, including a one-year delay of the FAS 109 deductions (increase of \$45.9 million), enhanced tax enforcement initiatives (increase of \$36.3 million) and the revenue loss impact of \$21.6 million for the subsequently enacted two-day sales tax holiday on August 11-12, 2012 (the final estimate was determined to be \$23.4 million, which was certified by the Commissioner of Revenue on December 31, 2012). On October 15, 2012, the Secretary of Administration and Finance kept the fiscal 2012 tax revenue estimate of \$22.011 billion unchanged based on available data on tax revenue collections and economic trends. On December 4, 2012, the Secretary reduced the tax revenue estimate for fiscal 2013 by \$515 million, to \$21.496 billion.

Tax revenues for fiscal 2013, ended June 30, 2013, totaled approximately \$22.123 billion, an increase of approximately \$1.008 billion, or 4.8%, compared to fiscal 2012. The following table shows the tax collections for fiscal 2013 and the change from tax collections in the prior year, both in dollars and as a percentage. The table also notes the amount of tax collections during the fiscal year that are dedicated to the MBTA and the MSBA.

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Fiscal 2013 Tax Collections (in millions)

<u>Month</u>	<u>Tax Collections</u>	<u>Change from Prior Year</u>	<u>Percentage Change</u>	<u>MBTA Portion(2)</u>	<u>MSBA Portion</u>	<u>Tax Collections: Net of MBTA and MSBA</u>
July	\$1,453.4	\$8.8	0.6%	\$60.5	\$60.5	\$1,332.4
August	1,422.6	(2.7)	(0.2)	56.2	56.2	1,310.1
September	2,204.8	9.0	0.4	80.0	53.3	2,071.6
October	1,401.4	(47.4)	(3.3)	57.7	57.7	1,286.1
November	1,420.8	57.5	4.2	54.0	54.0	1,312.7
December	2,147.8	180.5	9.2	85.0	55.1	2,007.7
January	2,287.0	248.4	12.2	67.6	67.6	2,151.9
February	1,057.0	45.9	4.5	51.3	51.3	954.3
March	1,884.1	82.0	4.5	77.8	49.3	1,756.9
April	2,865.6	358.1	14.3	59.4	59.4	2,746.9
May	1,514.5	(102.3)	(6.3)	58.0	58.0	1,398.6
June	2,464.1	170.6	7.4	79.4	59.8	2,325.1
Total (1)	\$22,123.0	\$1,008.3	4.8%	\$786.9	\$682.0	\$20,654.1

SOURCE: Executive Office for Administration and Finance.

(1) Totals may not add due to rounding.

(2) The figure for September includes a quarterly adjustment of \$26.7 million, the figure for December includes a quarterly adjustment of \$30.0 million, the figure for March includes a quarterly adjustment of \$28.5 million, and the figure for June includes a quarterly adjustment of \$19.6 million to cover the shortfall between the dedicated sales tax revenue and the base revenue amount statutorily required to be credited to the MBTA during the first, the second, the third, and the fourth quarters of fiscal 2013, respectively.

The tax revenue increase from fiscal 2012 to fiscal 2013 of approximately \$1.008 billion is attributable, in large part, to an increase of approximately \$403.1 million, or 23.6%, in income tax payments with returns and extensions, an increase of approximately \$273.2 million, or 14.9%, in income cash estimated payments, an increase of approximately \$248.3 million, or 2.5%, in withholding collections, and an increase of approximately \$104.5 million, or 2.1%, in sales and use tax collections, which were partly offset by a decline of approximately \$58.3 million, or 2.5%, in corporate and business collections. Fiscal 2013 tax collections were approximately \$627.2 million above the revised benchmark for the fiscal 2013 tax revenue estimate of \$21.496 billion.

Fiscal 2014. On January 12, 2013, as noted above, a fiscal 2014 consensus tax revenue estimate of \$22.334 billion was agreed upon by the Secretary of Administration and Finance and the chairs of the House and Senate Committees on Ways and Means. The fiscal 2014 budget assumed tax revenues of \$22.797 billion, reflecting the fiscal 2014 consensus tax estimate of \$22.334 billion, adjusted for the impact of revenue initiatives enacted as part of the budget, most notably a one-year delay of the FAS 109 deductions (additional \$45.9 million) and enhanced tax enforcement initiatives (additional \$35 million), and Amazon agreement (additional \$36.7 million), as well as approximately \$370.0 million in tax revenues included in the transportation finance legislation enacted on July 24, 2013. The tax estimate also reflected an estimated revenue loss of \$24.3 million for the subsequently enacted two-day sales tax holiday held on August 10-11, 2013 (the final estimate was determined to be approximately \$24.6 million, which was certified by the Commissioner of Revenue on December 31, 2013). The enacting legislation for the sales tax holiday required that proceeds of one-time settlements and judgments (which otherwise would have been transferred to the Commonwealth Stabilization Fund), be used to reimburse the General Fund for foregone tax revenue as a result of the holiday. Approximately \$1.060 billion of the \$22.797 billion tax estimate for fiscal 2014 is assumed to be generated from taxes on capital gains. Approximately \$37 million of that amount will be deposited into the Stabilization Fund and will not be available for budgetary purposes pursuant to the certification released by the Department of Revenue on December 28, 2012, that established a fiscal 2014 capital gains threshold of \$1.023 billion. On October 15, 2013, the Secretary of Administration and Finance, kept the revenue estimate of \$22.797 billion unchanged. On January 14, 2014, based on updated projections presented at the consensus revenue hearing and year-to-date tax collections through December, the Secretary increased the estimate to \$23.200 billion. The revised estimate represents a 1.8% increase to the original estimate and a 4.9% increase over fiscal 2013 collections.

Preliminary tax revenues for the first six months of fiscal 2014, through December 31, 2013, totaled approximately \$10.764 billion, an increase of approximately \$713.2 million, or 7.1%, over the same period in fiscal 2013. The following table shows the tax collections for the first six months of fiscal 2014 and the change from tax collections in the same period in the prior year, both in dollars and as a percentage. The table also notes the amount of tax collections during the same six-month period that are dedicated to the MBTA and the MSBA.

Fiscal 2014 Tax Collections (in millions) (2)

<u>Month</u>	<u>Tax Collections</u>	<u>Change from Prior Year</u>	<u>Percentage Change</u>	<u>MBTA Portion (3)</u>	<u>MSBA Portion</u>	<u>Tax Collections: Net of MBTA and MSBA</u>
July	\$1,584.9	\$131.4	9.0%	\$64.2	\$64.2	\$1,456.4
August	1,544.3	121.7	8.6	60.3	60.3	1,423.8
September	2,414.4	209.1	9.5	75.3	56.8	2,281.9
October	1,554.7	153.3	10.9	61.5	61.5	1,431.8
November (1)	1,570.2	149.4	10.5	57.3	57.3	1,455.6
December (1)	2,095.9	(51.9)	(2.4)	81.0	59.1	1,955.8
Total (1)	\$10,763.9	\$713.2	7.1%	\$399.6	\$359.1	\$10,005.2

SOURCE: Executive Office for Administration and Finance.

(1) Figures are preliminary.

(2) Totals may not add due to rounding.

(3) Includes adjustments of \$18.6 million on the account of the first quarter, and \$21.9 million on the account of the second quarter related to the inflation-adjusted floor applicable to tax receipts dedicated to the MBTA.

The year-to-date tax revenue increase of approximately \$713.2 million through December 31, 2013 from the same period in fiscal 2013 is attributable, in large part, to an increase of approximately \$185.2 million, or 3.7%, in withholding collections, an increase of approximately \$92 million, or 36.8%, in income payments with returns and bills, an increase of approximately \$98.5 million, or 14.4%, in income cash estimated payments, an increase of approximately \$167.5 million, or 6.5%, in sales and use tax collections, an increase of approximately \$71.8 million, or 8.2%, in corporate and business collections, and an increase of approximately \$128.9 million, or 14.2%, in several other tax categories (including estate tax, motor fuels tax, cigarette tax, etc.), which were partly offset by an increase in income cash refunds of approximately \$25.2 million, or 13.4%. Year-to-date fiscal 2014 tax collections (through December) were approximately \$282 million above the year-to-date benchmark associated with the fiscal 2014 tax revenue estimate of \$22.797 billion.

Federal and Other Non-Tax Revenues

Federal revenues are collected through reimbursements for the federal share of entitlement programs such as Medicaid and through block grants for programs such as Transitional Assistance to Needy Families (TANF). The amount of federal reimbursements to be received is determined by state expenditures for these programs. The Commonwealth receives reimbursement for approximately 50% of its spending for Medicaid programs. Block grant funding for TANF is received quarterly and is contingent upon a maintenance-of-effort spending level determined annually by the federal government. Federal reimbursements for fiscal 2013 were approximately \$8.22 billion and are projected to be \$8.555 billion for fiscal 2014.

Departmental and other non-tax revenues are derived from licenses, tuition, fees and reimbursements and assessments for services. For fiscal 2013, departmental and other non-tax revenues were \$3.370 billion. The largest budgeted departmental revenues, assessments and miscellaneous revenues in fiscal 2013 included \$487.8 million for Registry of Motor Vehicles fees, fines and assessments, \$255.1 million from filing, registration and other fees paid to the Secretary of State's office, \$102.6 million in fees, fines and assessments charged by the court systems and \$600.6 million in reimbursements from cities, towns and non-state entities for retiree benefits. Fiscal 2014 departmental and other non-tax revenues are projected to be \$3.673 billion.

Lottery Revenues. For the budgeted operating funds, inter-fund transfers include transfers of profits from the State Lottery Fund and the Arts Lottery Fund and reimbursements for the budgeted costs of the State Lottery Commission, which accounted for transfers from the Lottery of \$1.003 billion, \$989.7 million, \$976.5 million,

\$1.075 billion and \$1.050 billion in fiscal 2009 through 2013, respectively. Under state law, the net balance in the State Lottery Fund, as determined by the Comptroller on each September 30, December 31, March 31 and June 30, is to be used to provide local aid.

As enacted, the fiscal 2014 budget is supported by total transfers from the Lottery of \$1.036 billion to fund various commitments appropriated by the Legislature from the State Lottery Fund and the Arts Lottery Fund, including Lottery administrative expenses, and \$848.7 million of appropriations for local aid to cities and towns, with the balance, if any to be transferred to the General Fund for the general activities of the Commonwealth. On December 11, 2013, at the fiscal 2015 consensus revenue hearing, the Lottery updated its fiscal 2014 net profit projection to \$957.3 million, which corresponds to net operating revenues of \$1.056 billion.

A five-year history of Lottery revenues and profits is shown in the following table as well as current projections for fiscal 2014.

Lottery Revenues and Profits
(amounts in thousands)

Fiscal Year	Revenues	Net Operating Revenues	Net Profits
2014 (1)	\$4,782,466	\$1,055,873	\$957,263
2013	4,850,482	1,050,128	955,801
2012	4,741,417	1,074,927	983,786
2011	4,427,961	976,547	887,913
2010	4,423,732	989,727	903,486
2009	4,442,924	959,007	859,407

Source: State Lottery Commission
(1) Fiscal 2014 figures are projected.

Tobacco Settlement. In November, 1998, the Commonwealth joined with other states in a master settlement agreement that resolved the Commonwealth’s and other states’ litigation against the cigarette industry. Under the agreement, cigarette companies have agreed to make both annual payments (in perpetuity) and five initial payments (for the calendar years 1999 to 2003, inclusive) to the settling states. Each payment amount is subject to applicable adjustments, reductions and offsets, including upward adjustments for inflation and downward adjustments for decreased domestic cigarette sales volume.

The Commonwealth’s allocable share of the base amounts payable under the master settlement agreement is approximately 4.04%, which equals more than \$8.962 billion through fiscal 2024, subject to adjustments, reductions and offsets. However, in pending litigation tobacco manufacturers are claiming that because of certain developments they are entitled to reduce future payments under the master settlement agreement, and certain manufacturers withheld payments to the states due in April, 2006, April, 2007, April, 2008, April, 2009, April, 2010 and April, 2011. The Commonwealth believes it is due the full amount and is pursuing its claim to unreduced payments. See “LEGAL MATTERS – Other Revenues.” The Commonwealth was also awarded \$414.3 million from a separate Strategic Contribution Fund established under the master settlement agreement to reward certain states’ particular contributions to the national tobacco litigation effort. This additional amount, also subject to a number of adjustments, reductions and offsets, is payable in equal annual installments during the years 2008 through 2017.

Tobacco settlement payments were initially deposited in a permanent trust fund (the Health Care Security Trust), with only a portion of the moneys made available for appropriation. Beginning in fiscal 2003, however, the Commonwealth has appropriated the full amount of tobacco settlement receipts in each year’s budget. The balance accumulated in the Health Care Security Trust amounted to \$509.7 million at the end of fiscal 2007. The fiscal 2008 budget established the State Retiree Benefits Trust Fund for the purposes of depositing, investing and disbursing amounts set aside solely to meet liabilities of the state employees’ retirement system for health care and other non-pension benefits for retired members of the system. In fiscal 2008 the Health Care Security Trust’s balance was transferred to the State Retiree Benefits Trust Fund. The fiscal 2010, 2011 and 2012 budgets transferred all payments received by the Commonwealth in fiscal 2010, 2011 and 2012 pursuant to the master settlement

agreement from the Health Care Security Trust to the General Fund. The fiscal 2012 budget included a requirement that, beginning in fiscal 2013, 10% of the annual tobacco payments were to be transferred to the State Retiree Benefits Trust Fund. Pursuant to this requirement, in May, 2013 the Comptroller transferred \$25.3 million (10% of the \$253.5 million in fiscal 2013 tobacco settlement proceeds) to the State Retiree Benefits Trust Fund, with the balance deposited in the General Fund. Pursuant to the fiscal 2012 legislation, the amount deposited to the State Retiree Benefits Trust Fund is to increase by 10% increments annually thereafter until 100% of all payments are transferred to that Fund. While the fiscal 2012 legislation required that 20% of fiscal 2014 tobacco settlement proceeds be transferred to the State Retiree Benefits Trust Fund, the fiscal 2014 budget, as approved by the Governor on July 12, 2013, includes provisions that change the funding source for this transfer, for fiscal 2014 only. Those provisions direct that all tobacco settlement proceeds be deposited in the General Fund, but that unspent debt service appropriations be transferred to the State Retiree Benefits Trust Fund, up to 20% of the value of fiscal 2014 tobacco settlement proceeds. In the event that unspent debt service appropriations are less than 20% of tobacco settlement proceeds, the provisions require that the difference between unspent debt service appropriations and 20% of tobacco settlement proceeds be transferred from tobacco settlement proceeds to the State Retiree Benefits Trust Fund. It is projected that approximately \$50 million (equal to 20% of tobacco settlement proceeds) will be transferred to the State Retiree Benefits Trust Fund in fiscal 2014 as a result of these provisions. See “PENSION AND OPEB FUNDING – Other Post-Retirement Benefit Obligations (OPEB).”

The following table sets forth the tobacco settlement amounts received by the Commonwealth to date. Since fiscal 2006 certain amounts have been withheld from each year’s payments by tobacco manufacturers in relation to ongoing disputes of payment calculations. Those withheld amounts have ranged from \$21 million to \$35 million and are not included in the table below. The Commonwealth continues to pursue these disputed payments. See “LEGAL MATTERS – Other Revenues.”

Payments Received Pursuant to the Tobacco Master Settlement Agreement (in millions) (1)

<u>Fiscal Year</u>	<u>Initial Payments</u>	<u>Annual Payments</u>	<u>Total Payments</u>
2000	\$186.6 (2)	\$139.6	\$326.2(2)
2001	78.2	164.2	242.5
2002	82.8	221.7	304.5
2003	86.4	213.6	300.0
2004	-	253.6	253.6
2005	-	257.4	257.4
2006	-	236.3	236.3
2007	-	245.4	245.4
2008	-	288.5	288.5
2009	-	315.2	315.2
2010	-	263.7	263.7
2011	-	248.7	248.7
2012	-	253.6	253.6
2013	-	253.5	253.5
Total	<u>\$434.00</u>	<u>\$3,355.0</u>	<u>\$3,789.1</u>

SOURCE: Office of the Comptroller.

(1) Amounts are approximate. Totals may not add due to rounding.

(2) Payments received for both 1999 and 2000.

Settlements and Judgments. The fiscal 2012 budget amended state finance law to provide that any one-time settlement or judgment amounting to \$10 million or more is to be deposited in the Stabilization Fund rather than used as miscellaneous revenue for the current fiscal year. Upon receiving a joint certification from the Commissioner of Revenue and the Attorney General that a state agency is in receipt of a one-time settlement or judgment for the Commonwealth in excess of \$10 million in any one fiscal year, the Comptroller is to transfer the proceeds of the settlement or judgment from the General Fund to the Stabilization Fund. Such transfers are made on a bi-monthly basis. In fiscal 2012, the Comptroller transferred \$375.0 million received on account of settlements and judgments. Such settlement and judgment payments totaled \$133.8 million during fiscal 2013. In the final supplemental appropriations act for fiscal 2013, the Legislature directed that \$101 million of that amount be directed to specified purposes – the Smart Growth Housing Trust Fund (\$4 million), to reimburse the General Fund for the costs related to the investigation and response to the breach at the Hinton Drug Testing Laboratory (\$30 million), to replace revenue foregone during the August, 2012 sales tax holiday (\$21 million) and to fund various end-of-year

allocations and programs (\$46 million) – rather than be deposited in the Stabilization Fund. There have been \$184.4 million settlement or judgment payments during the first six months of fiscal 2014.

Gaming. On November 22, 2011 the Governor approved legislation that authorizes the licensing of up to three regional resort casinos (one per region) and one slot facility (up to 1,250 slots) in the Commonwealth. The legislation established an appointed, independent state gaming commission to oversee the implementation of the law and the regulation of the resultant gaming facilities. Licensing fees collected by the commission are to be applied to a variety of one-time state and local purposes, and gaming revenues received by the Commonwealth are to be applied to a variety of ongoing expenses, including local aid and education, with stipulated percentages also to be deposited in the Stabilization Fund and applied to debt reduction. The legislation stipulates that initial licensing fees, which are to be set by the gaming commission, must be at least \$85 million per casino (a “Category 1” license) and \$25 million for the slot facility (a “Category 2” license).

Under the current published calendar of the Massachusetts Gaming Commission two Category 1 licenses and one Category 2 license are expected to be awarded by June 30, 2014, generating \$195 million in gaming licensing revenue that would be available to support state programs and services in fiscal 2014. However, the first \$20 million of any gaming licensing revenue must be used to repay the Stabilization Fund for the start-up costs for the Commission. This leaves \$175 million in licensing revenues to be distributed via the prescribed allocation under the gaming legislation. Approximately \$83 million of that amount would be available for state budgetary purposes and is assumed in the fiscal 2014 budget. The remaining amount would be dedicated to off-budget trust funds and would not be subject to appropriation.

According to the Massachusetts Gaming Commission, aggregate state tax revenues from gaming licensees are expected to total approximately \$300 million per year once the facilities are operational.

An initiative petition to repeal the authorizing legislation was submitted to the Attorney General prior to the deadline in 2013 but was not certified. The petitioners filed suit to require the Attorney General to certify the petition and, pursuant to a stipulated order entered into by the Attorney General, the petitioners were permitted to collect signatures prior to the December 4, 2013 deadline, which they succeeded in doing. If the petitioners prevail in their lawsuit, the petition may, accordingly, be placed before the Legislature and could appear on the 2014 general election ballot. See “THE GOVERNMENT – Initiative Petitions.” The pendency of the petition may affect the willingness of approved licensees to pay their licensing fees (which are nonrefundable) until the outcome of the repeal effort can be determined. That, in turn, could affect the timing of certain payments currently assumed in the fiscal 2014 budget.

Limitations on Tax Revenues

Chapter 62F of the General Laws, which was enacted by the voters in November, 1986, establishes a state tax revenue growth limit for each fiscal year equal to the average positive rate of growth in total wages and salaries in the Commonwealth, as reported by the federal government, during the three calendar years immediately preceding the end of such fiscal year. The growth limit is used to calculate “allowable state tax revenue” for each fiscal year. Chapter 62F also requires that allowable state tax revenues be reduced by the aggregate amount received by local governmental units from any newly authorized or increased local option taxes or excises. Any excess in state tax revenue collections for a given fiscal year over the prescribed limit, as determined by the State Auditor, is to be applied as a credit against the then-current personal income tax liability of all taxpayers in the Commonwealth in proportion to the personal income tax liability of all taxpayers in the Commonwealth for the immediately preceding tax year. The law does not exclude principal and interest payments on Commonwealth debt obligations from the scope of its tax limit. However, the preamble contained in Chapter 62F provides that “although not specifically required by anything contained in this chapter, it is assumed that from allowable state tax revenues as defined herein the Commonwealth will give priority attention to the funding of state financial assistance to local governmental units, obligations under the state governmental pension systems and payment of principal and interest on debt and other obligations of the Commonwealth.”

The following table sets forth the Commonwealth's net state tax revenues and allowable state tax revenues, as defined in Chapter 62F, for fiscal 2009 through fiscal 2013. Pursuant to Chapter 62F, the State Auditor's Office is expected to release its report for fiscal 2014 on or about the third Tuesday of September, 2014.

	<u>Net State Tax Revenues</u>	<u>Allowable State Tax Revenues</u>	<u>Net State Tax Revenues (under) Allowable State Tax Revenues</u>
2013	\$22,397,185,748.5	\$26,074,941,365.5	\$(3,677,755,617.0)
2012	21,384,338,827.6	25,236,379,380.5	(3,852,040,552.9)
2011	20,776,233,462.1	25,063,267,392.6	(4,287,033,930.5)
2010	18,792,776,938.0	24,948,702,948.7	(6,155,926,010.6)
2009	18,513,036,393.4	24,591,415,515.0	(6,078,379,121.6)

SOURCES: State Auditor's Office.

Local Aid

Commonwealth Financial Support for Local Governments. The Commonwealth makes substantial payments to its cities, towns and regional school districts (local aid) to mitigate the impact of local property tax limits on local programs and services. See "Property Tax Limits" below. Local aid payments to cities, towns and regional school districts take the form of both direct and indirect assistance. Direct local aid consists of general revenue sharing funds and specific program funds sent directly to local governments and regional school districts as reported on the so-called "cherry sheet" prepared by the Department of Revenue, excluding certain pension funds and non-appropriated funds. The Commonwealth's budget for fiscal 2014 provides \$5.22 billion of state-funded local aid to municipalities.

As a result of comprehensive education reform legislation enacted in June, 1993, a large portion of general revenue sharing funds is earmarked for public education and is distributed through a formula specified in Chapter 70 of the General Laws designed to provide more aid to the Commonwealth's poorer communities. The legislation requires the Commonwealth to distribute aid to ensure that each district reaches at least a minimum level of spending per public education pupil. Since fiscal 1994, the Commonwealth has fully funded the requirements imposed by this legislation in each of its annual budgets. Beginning in fiscal 2007, the Legislature implemented a new model for the Chapter 70 program which was adjusted to resolve aspects of the formulas that were perceived to be creating inequities in the aid distribution. The fiscal 2014 budget includes state funding for Chapter 70 education aid of \$4.30 billion. This level of funding for Chapter 70 brings all school districts to the foundation level called for by 1993 education reform legislation, ensures that all local educational authorities receive an increase of funding of at least \$25 per pupil, and is an increase of \$130 million over the fiscal 2013 state-supported amount of \$4.17 billion.

The fiscal 2010 budget eliminated lottery local aid and additional assistance and created a new local aid funding source called unrestricted general government aid. This account is now the other major component of direct local aid, providing unrestricted funds for municipal use. The fiscal 2014 budget provided for cities and towns to receive \$920 million in unrestricted general government aid, with funding allocated to ensure a 2% increase in funding over the fiscal year 2013 levels to all municipalities.

Property Tax Limits. In November, 1980, voters in the Commonwealth approved a statewide tax limitation initiative petition, commonly known as Proposition 2½, to constrain levels of property taxation and to limit the charges and fees imposed on cities and towns by certain governmental entities, including county governments. Proposition 2½ is not a provision of the state constitution and accordingly is subject to amendment or repeal by the Legislature. Proposition 2½, as amended to date, limits the property taxes that may be levied by any city or town in any fiscal year to the lesser of (i) 2.5% of the full and fair cash valuation of the real estate and personal property therein or (ii) 2.5% over the previous year's levy limit plus any growth in the tax base from certain new construction and parcel subdivisions. The law contains certain voter override provisions and, in addition, permits debt service on specific bonds and notes and expenditures for identified capital projects to be excluded from the limits by a majority

vote at a general or special election. Between fiscal 1981 and fiscal 2013, the aggregate property tax levy grew from \$3.347 billion to \$13.4 billion, a compound annual growth rate of 4.25%.

Medicaid and the Health Connector

MassHealth. The Commonwealth's Medicaid program, called MassHealth, provides health care to 1.6 million low-income children and families, low-income adults, disabled individuals and low-income elders. The program, administered by the Office of Medicaid within the Executive Office of Health and Human Services, generally receives 50% in federal reimbursement on most expenditures. Starting from fiscal 1999, payments for some children's benefits became 65% federally reimbursable under the Children's Health Insurance Program (CHIP). Under the federal Affordable Care Act (ACA), beginning January 1, 2014, MassHealth receives 75% to 100% federal reimbursement for spending on newly eligible members and some existing members.

The fiscal 2014 budget includes appropriations of \$12.097 billion for the MassHealth program; this is approximately 12.0%, or \$1.3 billion, higher than fiscal 2013 spending of \$10.799 billion. Additionally, \$16 million in spending shifted from fiscal 2013 to fiscal 2014 in the final fiscal 2013 supplemental budget that was enacted in October, 2013. That budget also included \$3 million to increase MassHealth reimbursement for community health centers. MassHealth was able to make certain June, 2013 payments that were previously scheduled to occur in fiscal 2014 as part of an annual cash management strategy. Making the payments in June instead of July alleviated some of the anticipated budget pressures at MassHealth in fiscal 2014. The growth in MassHealth's fiscal 2014 budget is largely driven by the ACA's expansion of the eligible population. Under the ACA, all Massachusetts residents below 133% of the federal poverty level (FPL) are eligible for MassHealth if they are citizens or qualified aliens, and most are enrolled in a new program called MassHealth CarePlus. The projected incremental cost of the ACA Expansion population in the second half of fiscal 2014 is estimated to be \$458 million, with projected revenues of \$485 million. The Commonwealth estimates the ACA Expansion population at approximately 325,000 residents. Of this total, 137,000 were MassHealth members prior to the ACA, covered under other programs such as the Basic, Essential, and Insurance Partnership programs. The majority of the remaining 189,000 new members transitioned from other state-subsidized health insurance programs, including Commonwealth Care (106,000 members), the Health Safety Net (HSN) (36,000 members), and the Medical Security Program (MSP) (2,000 members). The other 45,000 are new to state-subsidized health insurance and are expected to join MassHealth throughout the first six months of ACA implementation.

In addition to ACA implementation, the growth in the MassHealth budget is driven by enrollment growth in non-Expansion membership (the fiscal 2014 budget assumes base caseload growth of 2.8% over fiscal 2013), and a variety of investments in base hospital rates, payments to specialty hospitals, rates for managed care organizations (MCOs), partial restoration of dental benefits for adults, and operational capacity. The budget also supports several policies that aim to streamline current programs to promote alignment, access and administrative simplification in a post-ACA coverage environment at minimal cost to the Commonwealth.

The fiscal 2014 budget supports hospital investments of \$108.5 million (\$54.3 million net) at MassHealth. These investments include \$50.3 million (\$25.2 million net) for base hospital rate increases and increases tied to participation in alternative payment methodologies (APMs), \$27.4 million (\$13.7 million net) to increase inpatient and outpatient payment rates for Disproportionate Share Hospitals, and \$30.8 million (\$15.4 million net) to increase infrastructure capacity building grants for hospitals and community health centers and payments to specialty hospitals. The fiscal 2014 budget includes an additional \$11.2 million (\$5.6 million net) to provide coverage for fillings on all teeth for adults at MassHealth whose benefits were restructured in 2010, beginning in early 2014. Additionally, a transfer of \$6.2 million from the Health Care Payment Reform Trust Fund will support increased rates for behavioral health services if gaming revenues are available.

The Executive Office of Health and Human Services is coordinating a statewide effort to implement the federal health reform law and to actively pursue federal health reform grants and demonstration project opportunities to transform how health care is delivered, to expand access to health care and to support healthcare workforce training. To date, the Commonwealth has been awarded more than \$387 million in federal grant funds under the Affordable Care Act. Projects include transforming the Health Connector into an ACA-compliant, state-based health insurance exchange, developing and implementing a state-based risk adjustment program to achieve premium stabilization for the Massachusetts small and non-group market, executing a comprehensive outreach and education plan to inform stakeholders of the changes brought on by the ACA, planning for coverage for populations eligible

for subsidized coverage through the exchange, working to improve the quality of care in Medicaid, developing an integrated care Dual Demonstration to improve health outcomes for individuals with both Medicare and Medicaid, enhancing the availability of community-based long-term care services and supports that help elders and persons with disabilities of all ages remain in their own homes and continuing work to design and implement a single integrated eligibility system for all individuals to determine their eligibility, in real time, for state and federal subsidies when applying for health insurance coverage. Also, Massachusetts was awarded \$44 million in federal funding to support the multi-payer transition away from fee-for-service payments towards alternative payment methodologies to promote better healthcare and better value for Massachusetts residents.

In order to implement the ACA, the Commonwealth identified sections of state law that needed to be amended. These amendments included designation of the Health Connector as the state's certified Exchange; designation of the Health Connector to administer the state's risk adjustment program; designation of the Division of Insurance as the agency to administer the state's reinsurance program; authorization for the Health Connector to offer child-only plans, catastrophic plans and stand-alone dental and vision plans; authorization for the Health Connector to wrap federal premium and cost-sharing subsidies to keep coverage affordable for low-income individuals; a transition plan for the state's open enrollment program for the non-group market; realignment of state subsidized health insurance programs; and revisions to the state's small and non-group health insurance market laws. Supplementing prior ACA implementation legislation enacted in 2012 and 2013, on July 5, 2013, the Governor signed legislation that aligns the Commonwealth's small and non-group insurance laws with ACA rules, refines MassHealth and Health Connector eligibility statutes in light of the federal law and allows for data sharing to facilitate implementation of the new integrated eligibility system. In addition, the Commonwealth amended more than 30 chapters of MassHealth and Health Safety Net regulations to conform to changes in federal and state law under the ACA. The regulations became effective January 1, 2014.

Medicaid Expenditures and Enrollment (in millions)

	<u>Fiscal 2009</u>	<u>Fiscal 2010 (1)</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>	<u>Fiscal 2014 (2)</u>
Budgeted Medicaid program expenses	\$8,535.5	\$9,287.6	\$10,237.3	\$10,431.1	\$10,800.0	\$12,116.4
Budgeted Medicaid administrative expenses	\$143.7	\$90.8	\$86.5	\$86.4	\$84.6	\$99.1
Total expenditures	\$8,679.2	\$9,378.4	\$10,323.8	\$10,517.5	\$10,884.6	\$12,196.5
Annual percentage growth in total expenditures	5.2%	8.1%	10.1%	1.9%	3.5%	12.0%
Enrollment (in member months)	1,212,730	1,262,516	1,315,208	1,361,302	1,414,698	1,643,683
Annual percentage growth in enrollment	3.8%	4.1%	4.2%	3.5%	3.9%	2.8% (16.2 % including ACA expansion)

SOURCE: Fiscal 2009-2013, Office of the Comptroller; fiscal 2014, Executive Office for Administration and Finance. Enrollment, Executive Office of Health and Human Services.

(1) The Executive Office of Health and Human Services and Medicaid administrative budget for fiscal 2010 was reduced due to the shifting of information technology resources to a new account.

(2) Fiscal 2014 figures include projected spending and enrollment growth (approximately 189,000) due to the implementation of the Affordable Care Act.

Commonwealth Health Insurance Connector Authority. State health care reform legislation enacted in 2006 created the Commonwealth Health Insurance Connector Authority (Health Connector) to, among other things, administer the Commonwealth Care program, a subsidized health insurance coverage program for adults whose income is up to 300% of the federal poverty level and who do not have access to minimally subsidized employer-sponsored insurance or other public coverage. Commonwealth Care began enrolling individuals on October 1, 2006. In addition, the Health Connector administers the Commonwealth Choice program, a non-subsidized program providing health insurance coverage options to individuals ineligible for subsidies and to Massachusetts-based small employers. Most of the funding to support these programs is paid out of the Commonwealth Care Trust Fund (CCTF) which is supported by the General Fund and other dedicated revenue sources.

The first half of fiscal 2014 operated with the existing Commonwealth Care and Commonwealth Choice programs. Beginning in the second half of fiscal 2014 (January, 2014 and beyond), the Health Connector will administer the Commonwealth's Health Insurance Exchange ("Exchange"). Members in the Commonwealth Care program as of December 31, 2013 will be able to maintain that benefit through March, 2014 to ensure they have access to the full Exchange enrollment window. At the end of March all remaining members will transition to their new coverage through the Exchange. As the Commonwealth's Exchange, the Health Connector will offer qualified health plans (QHPs) to individuals and small businesses. Individuals with incomes under 400% of the federal poverty level (FPL) will be eligible for federal tax credits, and certain small businesses shopping through the Exchange will have access to small business health care tax credits. Individuals with incomes between 133% and 300% FPL, as well as certain Aliens with Special Status (AWSS) with incomes between 0% and 300% FPL will have access to additional state and federal subsidies. The state provides additional state subsidies (ConnectorCare) to ensure that the premiums and point-of-service cost sharing for certain low-income members, after factoring in federal tax credits and cost sharing reductions, are equivalent to that which was available through the Commonwealth Care program. An estimated 150,000 individuals with incomes between 0% and 300% of FPL are expected to enroll in health coverage through the Health Connector and participate in the ConnectorCare program.

Commonwealth Care, ConnectorCare and support for the Health Safety Net Trust Fund remain funded through the Commonwealth Care Trust Fund (CCTF) in fiscal 2014. The fiscal 2014 budget provides \$340 million from the General Fund for both the current programs and the new ConnectorCare program. The trust fund is supported by transfers from the General Fund and several dedicated revenue sources, including certain cigarette tax revenues and revenues generated as part of Massachusetts health care reform policies. The fiscal 2014 budget adds additional dedicated cigarette tax revenue and revenue assessed from employers that was formerly used for the Medical Security Plan.

The fiscal 2014 cost of ConnectorCare is estimated at \$61.2 million. The federal Centers for Medicare and Medicaid Services (CMS) approved an amendment to MassHealth's 1115 Demonstration Waiver on October 1, 2013, authorizing a 50% federal match in fiscal 2014 for premium assistance payments for Non-AWSS ConnectorCare members, which will result in an estimated \$10 million in revenue for the Commonwealth.

As a result of ACA implementation, Health Connector program spending is expected to decrease by an estimated \$191.8 million (\$86.7 million net) in fiscal 2014 compared to the prior fiscal year. This reduction incorporates the transfer of an estimated 106,000 former Commonwealth Care members to MassHealth, the addition of an estimated 29,000 new members from the Health Safety Net and the estimated cost of ConnectorCare for members 300% FPL and below.

Federal 1115 MassHealth Demonstration Waiver. The Commonwealth's 1115 waiver was renewed on December 20, 2011 and extends through June 30, 2014. The \$26.750 billion agreement, which represents a \$5.690 billion increase over the previous waiver, preserves existing eligibility and benefit levels in the Medicaid and Commonwealth Care programs and includes more than \$13.3 billion in revenue to the Commonwealth through federal financial participation. The waiver contains provisions for a smooth transition to full implementation of the ACA, and MassHealth submitted a waiver amendment request to CMS on June 4, 2013 to codify required changes to waiver authorities under the ACA. The amendment request also included proposals for federal matching funds to support state health care programs such as the Health Connector's ConnectorCare and certain programs authorized by legislation enacted in 2012. CMS approved the waiver amendment on October 1, 2013. As approved, the waiver amendment provides the necessary authority for changes to subsidized health care programs under the ACA. It also

provides authority for federal matching funds for the premium assistance portion of ConnectorCare expenditures in fiscal 2014 for Health Connector enrollees who are citizens or qualified aliens.

On December 30, 2013, CMS approved a subsequent amendment to the Demonstration waiver to provide federal matching funds for the temporary coverage being provided to applicants for subsidized health insurance whose applications could not be processed in a timely manner, as described in the section below entitled “Temporary Coverage for Applicants Seeking Subsidized Health Insurance.”

The waiver also includes spending authority to support alternative payment models and integrated care through various programs such as the multi-payer Patient Centered Medical Home Initiative, a bundled payment pilot program for children with asthma, and Delivery System Transformation Initiative (DSTI) incentive payments to eligible safety net hospitals. The total amount of DSTI payments to these safety net providers over the three-year period is up to \$628 million, of which up to \$82.2 million is expected to be covered by state resources annually. Legislation approved in 2012 supported the establishment and full funding for the DSTI trust fund for fiscal 2012 and 2013, and MassHealth began implementation of the program at the end of fiscal 2012. These funds will support safety net hospitals’ investments to fundamentally change the delivery of care, with the ultimate goal of transitioning away from fee-for-service payments toward alternative payment methodologies that reward high-quality, efficient and integrated care systems. The fiscal 2014 budget supports \$94 million in DSTI payments to safety net hospitals with an additional \$11 million funded by Cambridge Health Alliance through an Inter-Governmental Transfer (IGT) for a total of \$105 million in fiscal 2014. This figure represents only half of the payments for the fiscal year; due to timing requirements, the remaining payments are expected to be made and budgeted in fiscal 2015.

On September 30, 2013, the Commonwealth submitted a request to extend the 1115 waiver for a new five-year term, beginning July 1, 2014 and continuing through June 30, 2019. The extension request includes proposals to continue successful programs that have been established under the waiver, including a bundled payment pilot program for children with high-risk asthma, an Express Lane Eligibility renewal process for parents and caretakers of children receiving Supplemental Nutritional Assistance Program (SNAP) benefits, authority to provide intensive early intervention services to children up to age three who have autism-spectrum disorders, and various payments to providers such as the Delivery System Transformation Initiatives, Infrastructure and Capacity Building grants, the Health Safety Net and supplemental payments to critical safety net providers such as Boston Medical Center and Cambridge Health Alliance. In addition, the proposal seeks support for the Commonwealth’s efforts to advance alternative payment and delivery system models, including MassHealth’s Primary Care Payment Reform Initiative, a future Accountable Care Organization model in development and a fully integrated care model for disabled Medicaid members. Finally, the proposal seeks to continue all authorities approved as part of the recent 2013 waiver amendment and requests significant federal matching funds for Designated State Health Programs.

Health Safety Net. The Health Safety Net (HSN) makes payments to hospitals and community health centers for providing certain health care services to their low-income patients who are not eligible for health insurance or cannot afford it. In accordance with legislation enacted in 2012, authority to administer the HSN was transferred to the Executive Office of Health and Human Services, effective November 5, 2012. The HSN is funded primarily through assessments on hospitals and health insurance providers.

During fiscal 2013, HSN claims processing transitioned to a new system, which resulted in a lower than expected claims volume due to transitional issues, artificially depressing overall demand. Therefore, HSN demand in fiscal 2014 is expected to increase by between \$2 million (assuming 4% growth rates) and \$35 million (assuming 8% growth rates). This would increase the shortfall from \$76 million in fiscal 2013 to up to \$101 million in fiscal 2014. Changes related to the Affordable Care Act are expected to reduce HSN demand in 2014 by approximately \$80 million compared to what it would have otherwise been.

Medical Security Program. The Massachusetts Department of Unemployment Assistance provides health insurance assistance through the Medical Security Program (MSP) for low income residents of the Commonwealth who are receiving unemployment insurance benefits. The MSP has projected spending of \$31.5 million for the first half of fiscal 2014. Beginning January 1, 2014, MSP members became eligible for other health insurance programs such as those offered by MassHealth and the Health Connector. Accordingly, the fiscal 2014 budget eliminates the Medical Security Program (MSP), effective January 1, 2014. Members in the MSP program as of December 31, 2013 who do not qualify for MassHealth coverage will be able to maintain temporary coverage through March, 2014 to ensure they have access to the full Exchange enrollment window. At the end of March, all remaining members will transition to their new coverage through the Exchange.

The fiscal 2014 budget also eliminates the Fair Share Contribution Program, which is the state's quarterly assessment for employers that do not offer a "fair and reasonable" contribution to health insurance for their employees. The Fair Share Contribution policy around "fair and reasonable" was set forth in regulation and was a source of revenue for the CCTF. In addition, in order to ensure employers are contributing their share to health care for residents, the budget creates a rebranded "employer medical assistance contribution" for employers, starting in 2014, which helps finance the cost of subsidized health insurance for low-income residents at the Health Connector. This funding takes the place of the assessment on businesses that funded the MSP program known as the Unemployment Health Insurance (UHI) Assessment. The employer medical assistance contribution is lower than the UHI assessment, and it is designed to be more streamlined for both small and large businesses than the current Fair Share Contribution. The fiscal 2014 budget assumes that the new contribution to the Connector will be \$94 million in fiscal 2014.

Temporary Coverage for Applicants Seeking Subsidized Health Insurance. October 1, 2013 marked the beginning of an open enrollment period when residents could begin applying for subsidized health insurance under the ACA. However, due to challenges with the new IT system for determining eligibility for health insurance subsidies, the Commonwealth has experienced some delays in processing applications. Many individuals who have applied during the open enrollment period were already enrolled in Commonwealth Care, the Medical Security Program, or MassHealth and are able to retain their current coverage through at least March 31, 2014, due to coverage extensions for these programs. However, other applicants are not enrolled in any subsidized health insurance program. In order to prevent gaps or delays in health insurance coverage, the Commonwealth began providing temporary health insurance coverage to certain applicants starting January 1, 2014. These applicants include individuals who applied for subsidized health insurance coverage, who are not enrolled in another state health care program, and whose applications the Commonwealth is unable to process in a timely manner. The temporary coverage will be in place until a final determination of eligibility can be made.

Health Care Cost Containment. On August 6, 2012, the Governor signed legislation designed to improve the quality of health care and to reduce costs through increased transparency, efficiency and innovation. The law moves providers and payers away from fee-for-service payments toward alternative payment structures that are designed to reward integration and coordination of care for patients, reduce costs and improve quality. The legislation extended the presumptive disapproval criteria of the state Division of Insurance for premium rates in the small and non-group market. It also transferred the responsibilities of the Division of Health Care Finance and Policy to MassHealth, the Health Connector, and the newly-created Center for Health Information and Analysis (CHIA). CHIA was created as an independent state agency, funded through an industry assessment, to monitor the Massachusetts health care system through data collection and research and to release reliable information and meaningful analysis to a wide variety of audiences.

The Health Policy Commission (HPC) is an integral component of the implementation of the new legislation. The HPC will set health care cost growth goals, enhance provider transparency, monitor the health care marketplace and establish standards for accountable care organizations, among other responsibilities. It is governed by an 11-person board appointed by the Governor, the Attorney General and the State Auditor. The HPC is funded through a one-time assessment on health care payers and providers as well as a one-time licensing fee for new resort casinos that are expected to be established in Massachusetts. The one-time assessment on health care payers and providers is equal to the \$209 million that is expected to be used over four years to support HPC operations, a distressed hospital fund, a public health fund and a health information technology fund. The amount dedicated to HPC operations is equal to 5% of the total assessment (approximately \$10.5 million over the four-year period, or approximately \$2.6 million each year). Calculations pertaining to the assessment were released on December 31,

2012, and collection of payments began in June, 2013. A portion of the one-time casino licensing money collected in fiscal 2014, expected to be \$40 million, is designated for the Health Care Payment Reform Trust Fund to be administered by the HPC. Of that total, \$6.2 million net is designated for MassHealth payments for inpatient and outpatient behavioral and mental health services. The fund balance is expected to support operational and programmatic costs related to health care payment reform not only in fiscal 2014 but in future years as well.

The 2012 legislation established a cost growth target for the Commonwealth based on Potential Gross State Product (PGSP), which is estimated to be 3.6% for calendar year 2013. The growth rate of PGSP is the long-run average growth rate of the Commonwealth's economy, ignoring fluctuations due to business cycles. As part of the consensus revenue process for fiscal 2015, the Secretary of Administration and Finance and the chairs of the House and Senate Ways and Means Committees were required to establish PGSP for calendar year 2015. After consultation with economists, they determined a PGSP number of 3.6% for calendar 2015, which is identical to the PGSP figure that was adopted for calendar year 2014. The cost growth target equals PGSP for the period from 2013 through 2017, PGSP minus 0.5% for the period from 2018 through 2022 and PGSP from 2023 on. However, the HPC and the Legislature have some ability to change those growth targets after 2018. Insurers and providers with cost growth exceeding the growth target may be required by the HPC to file performance improvement plans describing specific strategies, adjustments and action steps they propose to implement to improve cost performance. If cost growth targets are met, it is estimated that the new law could result in statewide savings of up to \$200 billion over the next 15 years.

In February, 2013, the Legislature approved \$2.95 million in funding in fiscal 2013 for the Executive Office of Health and Human Services (EOHHS) and the Department of Public Health (DPH) to begin immediate implementation of certain initiatives associated with the 2012 legislation. These initiatives include convening a health planning council to develop a state health plan, modifying existing Determination of Need statutes, administering the Prevention and Wellness Trust Fund and wellness tax credit program for small businesses, and operational funds for the Commonwealth's ongoing development and operation of the Health Information Exchange (HIE) that enables the sharing of health care information across organizations.

The fiscal 2014 budget supports the continued implementation of these fiscal 2013 initiatives, and also includes additional investments, including \$20 million for MassHealth rate increases for hospitals that demonstrate use of alternative payment methodologies (APM) and \$5.7 million for increased rates for critical access and pediatric specialty hospitals. These investments are offset by 50% FFP. In addition, the State Auditor's Office will receive \$431,000 to support additional staffing and IT capacity to evaluate implementation of the 2012 legislation and impacts on controlling health care costs.

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Other Health and Human Services

Other Health and Human Services—Budgeted Operating Funds (in millions)

<u>Expenditure Category</u>	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>	<u>Projected Fiscal 2014</u>
Office of Health Services						
Department of Mental Health	\$623.5	\$614.0	\$598.2	\$613.1	\$638.1	\$708.4
Department of Public Health	548.5	493.7	488.1	488.3	507.8	559.4
Division of Healthcare and Finance Policy (1)	<u>14.0</u>	<u>13.4</u>	<u>14.8</u>	<u>14.1</u>	<u>3.6</u>	<u>30.7</u>
Sub Total	\$1,186.0	\$1,121.2	\$1,101.1	\$1,115.5	\$1,149.6	\$1,298.5
Office of Children, Youth, and Family Services						
Department of Social Services	\$810.0	\$772.1	\$741.6	\$741.6	\$748.8	\$786.3
Department of Transitional Assistance	859.5	724.5	736.7	733.6	723.3	759.6
Department of Youth Services	154.7	147.1	142.1	141.2	150.8	168.3
Office for Refugees and Immigrants	<u>1.3</u>	<u>1.0</u>	<u>1.0</u>	<u>0.4</u>	<u>0.4</u>	<u>0.3</u>
Sub Total	\$1,823.5	\$1,644.8	\$1,621.4	\$1,616.8	\$1,623.2	\$1,714.5
Office of Disabilities and Community Services						
Department of Developmental Services	\$1,250.6	\$1,247.0	\$1,278.5	\$1,314.6	\$1,352.2	\$1,481.7
Other	<u>133.6</u>	<u>125.7</u>	<u>124.6</u>	<u>126.8</u>	<u>120.5</u>	<u>121.8</u>
Sub Total	\$1,384.2	\$1,372.1	\$1,403.1	\$1,441.4	\$1,472.6	\$1,603.5
Department of Elder Affairs	\$279.7	\$257.7	\$250.2	\$265.8	\$248.2	\$253.8
Executive Office of Human Services (2)	101.0	192.4 (3)	210.1 (3)	240.5 (3)	242.0 (3)	225.8
Veterans' Services (4)	<u>51.9</u>	<u>28.2</u>	<u>28.9</u>	<u>30.5</u>	<u>33.3</u>	<u>12.9</u>
Sub Total	\$432.6	\$478.5	\$489.2	\$536.8	\$523.5	\$492.5
Budgeted Expenditures and Other Uses	\$4,828.3	\$4,616.6	\$4,614.8	\$4,710.5	\$4,768.9	\$5,109.0

SOURCES: Fiscal 2009-2013 Office of the State Comptroller; fiscal 2014, Executive Office for Administration and Finance.

(1) Cost containment legislation enacted in 2012 dissolved the Division and shifted its responsibilities to EHS, MassHealth and a newly created Center for Health Information and Analysis (CHIA). CHIA is an independent agency funded through an industry assessment beginning in fiscal 2014 and is no longer part of the Office of Health Services.

(2) Includes the Department of Medical Assistance (DMA) which was a separate department through fiscal 2004; but consolidated into the Executive Office of Human Services in fiscal 2005. Fiscal 2011 through 2013 includes Medicaid program administration.

(3) Fiscal 2010 through 2013 spending includes a new IT chargeback account that incorporates IT spending in other departments within the Executive Office of Health and Human Services.

(4) Beginning in fiscal 2010, the Veterans' Benefits account, worth approximately \$30.0 million, is included in the Direct Local Aid category.

Office of Health Services. The Office of Health Services encompasses programs and services from the Department of Public Health and the Department of Mental Health. Their goal is to promote healthy people, families, communities and environments through coordinated care. The departments work in unison to determine that individuals and families can live and work in their communities self-sufficiently and safely. The following are a few examples of programs and services provided by this office: substance abuse programs, immunization services, early intervention programs, environmental health services, youth violence programs, supportive housing and residential services for the mentally ill of all ages, and emergency and acute hospital services.

Office of Children, Youth and Family Services. The Office of Children, Youth and Family Services works to provide services to children and their families through a variety of programs and services. The programs and services are offered through the Department of Social Services, the Department of Youth Services, the Department of Transitional Assistance and the Office of Refugees and Immigrants. The collaborative goal of this office is to work to ensure that individuals, children and families are provided with public assistance needed as well as access to programs that will allow for them to be safe and self-sufficient.

Through the Department of Transitional Assistance (DTA), the Commonwealth funds three major programs of public assistance for eligible state residents: Transitional Aid to Families with Dependent Children (TAFDC); Emergency Aid to the Elderly, Disabled and Children (EAEDC); and the State Supplemental Program (SSP) for individuals enrolled in the federal Supplemental Security Income (SSI) program. In addition, DTA is responsible for administering the entirely federally funded Supplemental Nutrition Assistance Program (SNAP,

formerly the Food Stamp Program), as well as other smaller programs that assist DTA clients with completing their education, gaining career skills and finding employment.

The SNAP program provides nutritional support to low-income households in the Commonwealth. On average, DTA issues more than \$116 million in SNAP benefits each month. The U. S. Department of Agriculture (USDA) estimates that each dollar in SNAP assistance generates nearly \$2 in economic activity – for the Commonwealth, this would translate to nearly \$2.8 billion per year in local production, sales and jobs.

Since the beginning of fiscal 2002, the SNAP caseload in the Commonwealth has increased by more than 375%, while total DTA staffing levels have decreased by about 30%. Between June, 2009 and March, 2011, due to its inability to timely meet statutory case recertification requirements and in order to avoid placing clients in jeopardy of losing their benefits, DTA did not close SNAP cases for which clients had complied with all recertification requirements, but for which DTA had not completed the recertification process. This resulted in SNAP benefit over-issuances that USDA calculated to total \$27.8 million. To prevent such a situation from recurring, DTA has reinstated automatic closure of all SNAP cases with expired recertification periods. Therefore, cases not recertified in a timely manner are being automatically closed. DTA is currently working with USDA to address this matter.

Federal welfare reform legislation enacted on August 22, 1996 eliminated the federal entitlement program of Aid to Families with Dependent Children and replaced it with the Temporary Assistance For Needy Families (TANF) block grant. Since the inception of block grant funding, the Commonwealth has received \$459.4 million annually exempt from federal sequestration. In order to be eligible for the full block grant funding, the Commonwealth must meet maintenance-of-effort and work participation requirements.

The federal work participation rate (*i.e.*, the percentage of work-eligible individuals receiving assistance who are participating in work or training-related activities allowed under the program) is 50% for all families and 90% for two-parent families. States can lower their work participation rate requirement by applying credits earned through annual caseload reductions. In order to assist in meeting work participation requirements, in fiscal 2008, the Commonwealth established the state-funded Supplemental Nutrition Assistance (SNA) program. Working families receiving SNAP are enrolled in SNA if they meet the TANF work requirements and are categorically eligible for TANF.

Office of Disabilities and Community Services. The Office of Disabilities and Community Services assists in the welfare of many disadvantaged residents of the Commonwealth through a variety of agencies. Programs and services are provided by the Massachusetts Rehabilitation Commission, the Massachusetts Commission for the Deaf and Hard of Hearing, the Massachusetts Commission for the Blind, the Department of Developmental Services (previously the Department of Mental Retardation) and the Soldiers' Homes in Chelsea and Holyoke. These agencies provide assistance to this population and create public awareness to the citizens of the Commonwealth. Other facets of the Office of Disabilities and Community Services include both oversight and inter-agency collaboration which attend to the needs of the community, disabled and multi-disabled population. This holistic approach is designed to ensure that those of all ages with disabilities are able to lead functionally equivalent lives despite limitations that they may face.

Department of Elder Affairs. The Department of Elder Affairs (Elder Affairs) provides a variety of services and programs to eligible seniors and their families. Elder Affairs administers supportive and congregate housing programs, regulates assisted living residences, provides home care and caregiver support services, and nutrition programs. Eligibility for services is based largely on age, income, and disability status. The Department of Elder Affairs also administers the Prescription Advantage Program.

Department of Veterans' Services. The Department of Veterans' Services provides a variety of services, programs and benefits to eligible veterans and their families. The Department of Veterans' Services provides outreach services to help eligible veterans enroll in a variety of programs, administers supportive housing and homeless services, and provides over 65,000 veterans, veterans' spouses and parents with annuity and benefit payments.

Education

Executive Office of Education. In fiscal 2008, enacted reorganization legislation created an Executive Office of Education encompassing the Department of Early Education and Care, the Department of Elementary and Secondary Education (previously the Department of Education), the Department of Higher Education (previously the Board of Higher Education) and the University of Massachusetts system. The office is, committed to advancing actions and initiatives that will improve achievement for all students, close persistent achievement gaps, and to create a 21st century public education system that prepares students for higher education, work and life in a world economy and global society.

Department of Elementary and Secondary Education. The Department of Elementary and Secondary Education serves the student population from kindergarten through twelfth grade by providing support for students, educators, schools and districts and by providing state leadership. The Department of Elementary and Secondary Education is governed by the Executive Office of Education and by the Board of Education, which will now include 13 members. There are 328 school districts in the Commonwealth, serving over 950,000 students.

Department of Higher Education. The Commonwealth's system of higher education includes the five-campus University of Massachusetts, nine state universities and 15 community colleges. The higher education system is coordinated by the Department of Higher Education which has a governing board, the Board of Higher Education, and each institution of higher education is governed by a separate board of trustees. The Board of Higher Education nominates, and the Secretary of Education appoints, a Commissioner of Higher Education, who is responsible for carrying out the policies established by the board at the Department of Higher Education.

The operating revenues of each institution consist primarily of state appropriations and of student fees that are set by the board of trustees of each institution. Tuition levels are set by the Board of Higher Education. State-supported tuition revenue is required to be remitted to the State Treasurer by each institution; however, the Massachusetts College of Art and Design and the Massachusetts Maritime Academy have the authority to retain tuition indefinitely and all higher education institutions are able to retain tuition received from out-of-state students. The board of trustees of each institution submits annually audited financial statements to the Comptroller and the Board of Higher Education. The Department of Higher Education prepares annual operating budget requests on behalf of all institutions, which are submitted to the Executive Office of Education and subsequently to the Executive Office for Administration and Finance and to the House and Senate Committees on Ways and Means. The Legislature appropriates funds for the higher education system in the Commonwealth's annual operating budget in various line items for each institution.

Department of Early Education and Care. The Department of Early Education and Care provides support to children and families seeking a foundational education. Additionally, the Department strives to educate current and prospective early education and care providers in a variety of instructive aspects. Included within the Department's programs and services are supportive child care, TANF-related child care, low-income child care, Head Start grants, universal pre-kindergarten, quality enhancement programs, professional development programs, mental health programs, healthy families programs and family support and engagement programs. Two of these programs, the supportive and TANF-related child care, help children receiving or referred services by the Department of Social Services or the Department of Transitional Assistance.

Public Safety

Twelve state agencies fall under the umbrella of the Executive Office of Public Safety and Security. The largest is the Department of Correction, which operates 18 correctional facilities and centers across the Commonwealth. Other public safety agencies include the State Police, Parole Board, the Department of Fire Services, the Military Division, the Office of the Chief Medical Examiner and six other public safety related agencies.

In addition to expenditures for these twelve state public safety agencies, the Commonwealth provides funding for the departments of the 14 independently elected Sheriffs that operate 23 jails and correctional facilities. In fiscal 2010, all 14 Massachusetts state and county sheriffs were aligned under the state budgeting and finance laws. Prior to the transfer, the Commonwealth had seven sheriffs operating as state agencies under the state

accounting and budgeting system and seven sheriffs operating as county entities. The sheriff departments have successfully transitioned onto the state budgeting and accounting system, and all sheriff employees have been placed on the state payroll. Appropriations have been established to support sheriff department operations for the balance of this fiscal year. Thus, all 14 sheriff departments are now functioning as independent state agencies within the Executive Branch.

Energy and Environmental Affairs

In fiscal 2008, the Executive Office of Environmental Affairs was reorganized into the Executive Office of Energy and Environmental Affairs. This reorganization included the transfer of the Department of Energy Resources and Department of Public Utilities from the Executive Office of Economic Development to the new secretariat. The Executive Office of Energy and Environmental Affairs is responsible for policy development, environmental law enforcements services and oversight of agencies and programs. Six state agencies and numerous boards fall under the umbrella of the Executive Office of Energy and Environmental Affairs. The largest is the Department of Conservation and Recreation, which operates over 600,000 acres of public parkland, recreational facilities, watersheds and forests across the Commonwealth. Other environmental agencies include the Department of Agricultural Resources, responsible for the state's agricultural and food safety programs, the Department of Environmental Protection, responsible for clean air, water, recycling and environmental remediation programs, and the Department of Fish and Game, responsible for the management and protection of endangered species, fisheries and habitat. Additional agencies include the Department of Public Utilities, responsible for oversight of electric, gas, water and transportation utilities and the Department of Energy Resources, responsible for energy planning, management and oversight.

Debt Service

Debt service expenditures relate to general obligation bonds and notes, special obligation bonds and federal grant anticipation notes issued by the Commonwealth. See "LONG-TERM LIABILITIES."

Other Program Expenditures

The remaining expenditures on other programs and services for state government include the judiciary district attorneys, the Attorney General, the Executive Office for Administration and Finance, the Executive Office for Housing and Economic Development, the Executive Office of Labor and Workforce Development and various other programs.

Employee Benefits

Group Insurance. The Group Insurance Commission (GIC) provides health insurance benefits to more than 400,000 people, including active and retired state employees and dependents, participating municipalities and certain retired municipal teachers. State employee contributions are based on date of hire; employees hired on or before June 30, 2003 contribute 20% of total premium costs, and employees hired after June 30, 2003 pay 25% of premium costs. Similarly, state retiree contributions are based on retirement date, and are either 10%, 15% or 20%. The GIC provides the health insurance benefits for participating municipalities; the municipalities reimburse the state for their enrollees' premium costs. The contribution ratio(s) for municipal enrollees is set through a collective bargaining process. Two additional municipalities are joined the GIC in fiscal 2014, adding approximately 2,000 GIC enrollees. As of July 1, 2014, the GIC is expected to provide health insurance to employees and retirees of 54 municipalities: 12 cities, 30 towns, seven regional school districts, four planning councils and one regional dispatch district.

The fiscal 2014 budget is consistent with Government Accounting Standards Board (GASB) Statement No. 45 and the state's intent to account separately for spending for current retirees with deposits towards the Commonwealth's non-pension retiree liability. See "*Other Post-Retirement Benefit Obligations (OPEB)*" below. The fiscal 2014 budget for the GIC, to fund health coverage for active employees, their dependents and municipal employees, both active and retired, that have joined the GIC for fiscal 2014 is \$1.272 billion. The fiscal 2014 budget authorizes transfers of up to \$420 million to the State Retiree Benefits Trust Fund for the purpose of making expenditures for current retirees and their dependents.

The Group Insurance Commission (GIC) has begun implementation of the 2012 health care cost containment legislation, which is expected to accelerate changes to the way doctors, hospitals and other health care providers are paid for their services. Through this process the GIC aims to limit growth in premiums, avoid higher co-pays and deductibles and improve patient health. The GIC estimates it will save taxpayers hundreds of millions of dollars over five years with improved quality of care.

Pensions. The Commonwealth is responsible for the payment of pension benefits for Commonwealth employees (members of the state employees' retirement system) and for teachers of the cities, towns and regional school districts throughout the state (including members of the Massachusetts teachers' retirement system and teachers in the Boston public schools, who are members of the State-Boston retirement system but whose pensions are also the responsibility of the Commonwealth). See "PENSION AND OPEB FUNDING."

Other Post-Retirement Benefit Obligations (OPEB). In addition to providing pension benefits, under Chapter 32A of the Massachusetts General Laws, the Commonwealth is required to provide certain health care and life insurance benefits for retired employees of the Commonwealth, housing authorities, redevelopment authorities and certain other governmental agencies. Substantially all of the Commonwealth's employees may become eligible for these benefits if they reach retirement age while working for the Commonwealth. Eligible retirees are required to contribute a specified percentage of the health care / benefit costs which are comparable to contributions required from employees. The Commonwealth is reimbursed for the cost of benefits to retirees of the eligible authorities and non-state agencies. See "PENSION AND OPEB FUNDING – Other Post-Retirement Benefit Obligations (OPEB)."

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PENSION AND OPEB FUNDING

Retirement Systems

Almost all non-federal public employees in the Commonwealth participate in defined-benefit pension plans administered pursuant to state law by 105 public retirement systems. The Commonwealth is responsible for the payment of pension benefits for Commonwealth employees (members of the state employees' retirement system) and for teachers of the cities, towns and regional school districts throughout the state (including members of the Massachusetts teachers' retirement system and teachers in the Boston public schools, who are members of the State Boston retirement system but whose pensions are also the responsibility of the Commonwealth). The members of the retirement system do not participate in the Social Security System. Employees of certain independent authorities and agencies, such as the Massachusetts Water Resources Authority, and of counties, cities and towns (other than teachers) are covered by 103 separate retirement systems and the Commonwealth is not responsible for making contributions towards the funding of these retirement systems. Pension benefits for state employees are administered by the State Board of Retirement, and pension benefits for teachers are administered by the Teachers' Retirement Board. Investment of the assets of the state employees' and Massachusetts teachers' retirement systems is managed by the Pension Reserves Investment Management (PRIM) Board. In the case of all other retirement systems, the retirement board for the system administers pension benefits and manages investment of assets. Retirement board members are required to complete 18 hours of training and to file annual statements of financial interest with the Public Employee Retirement Administration Commission. Many such retirement boards invest their assets with the PRIM Board, and legislation approved in 2007 allows the PRIM Board to take over the assets of local retirement systems that are less than 65% funded and have failed to come within 2% of the PRIM Board's performance over a ten-year period. With a very small number of exceptions, the members of these state and local retirement systems do not participate in the federal Social Security System.

The Massachusetts State Employees' Retirement System (MSERS) and the Massachusetts Teachers' Retirement System (MTRS) are the two largest plans of the public contributory retirement systems operated in the Commonwealth. Membership in MSERS and MTRS as of January 1, 2013, the date of the most recent valuations, is as follows:

Retirement Systems Membership

	<u>MSERS</u>	<u>MTRS</u>
Retirees and beneficiaries currently receiving benefits	55,383	59,019
Terminated employees entitled to benefits but not yet receiving them	4,067	N/A
Subtotal	59,450	59,019
Current Members	87,175	87,765
Total	146,625	146,784

SOURCE: Public Employee Retirement Administration Commission

The MSERS is a multiple-employer defined-benefit public employee retirement system. The MTRS is a defined-benefit public employee retirement system managed by the Commonwealth on behalf of municipal teachers and municipal teacher retirees. The Commonwealth is a non-employer contributor and is responsible for all contributions and future benefits of the MTRS. Members become vested after ten years of creditable service. For members who joined the system prior to April 2, 2012 superannuation retirement allowance may be received upon the completion of 20 years of service or upon reaching the age of 55 with ten years of service. Normal retirement for those employees who were system members before April 2, 2012 occurs at age 65; for certain hazardous duty and public safety positions, normal retirement is at age 55. Most members who joined the system after April 1, 2012 cannot retire prior to age 60.

The retirement systems' funding policies have been established by Chapter 32 of the Massachusetts General Laws. The Legislature has the authority to amend these policies. The annuity portion of the MSERS and the MTRS retirement allowance is funded by employees, who contribute a percentage of their regular compensation. Costs of administering the plan are funded out of plan assets. The policies provide for uniform benefit and contribution requirements for all contributory public employee retirement systems. These requirements generally provide for superannuation retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. For employees hired after April 1, 2012, retirement allowances are calculated on the basis of the last five years or any five consecutive years, whichever is greater in terms of compensation. Benefit payments are based upon a member's age, length of creditable service and group creditable service, and group classification.

Boston teachers are not included in the membership data shown above for the MTRS. Legislation approved in May, 2010 changed the methodology for the Commonwealth's funding of pension benefits paid to Boston teachers. Prior to this change, the Commonwealth reimbursed the City of Boston for pension benefits paid to Boston teachers as certified by the State Boston Retirement System (SBRS). Those costs were funded one fiscal year in arrears. The cost of pension benefits of the other participants of the SBRS is the responsibility of the City of Boston. The SBRS is a cost-sharing multiple-employer pension system that is not administered by the Commonwealth and is not part of the reporting entity of the Commonwealth for accounting purposes. The 2010 legislation clarified that the Commonwealth is responsible for all employer contributions and future benefit requirements for Boston teachers that are members of the SBRS. The Commonwealth's actuarially required contribution to the SBRS was \$94.8 million for fiscal 2013.

Subject to legislative approval, annual increases in cost-of-living allowances are provided in an amount equal to the lesser of 3% or the previous year's percentage increase in the United States consumer price index on the first \$13,000 of benefits for members of the MSERS and MTRS. The Commonwealth pension funding schedule (discussed below) assumes that annual increases of 3% will be approved for its retirees. Local retirement systems that have established pension funding schedules may opt in to the requirement as well, with the costs and actuarial liabilities attributable to the cost-of-living allowances required to be reflected in such systems' funding schedules. Legislation approved in 1999 allows local retirement systems to increase the cost-of-living allowance up to 3% during years that the previous year's percentage increase in the United States consumer price index is less than 3%.

Employee Contributions

The MSERS and MTRS are partially funded by employee contributions of regular compensation. The following tables indicate current employee contribution rates (figures are approximate):

Employee Contribution Rates			
<u>MTRS (1)</u>	<u>% of</u>	<u>Active</u>	<u>% of Total</u>
<u>Hire Date</u>	<u>Compensation (1)</u>	<u>Members</u>	<u>Active</u>
Pre-1975	5%	510	0.6%
1975-1983	7	1,054	1.2
1984-June 30, 1996	8	9,111	10.4
July 1, 1996-Present	9	11,958	13.6
July 1, 2001-Present	11	<u>65,132</u>	<u>74.2</u>
Totals		<u>87,765</u>	<u>100.0%</u>

SOURCE: Public Employee Retirement Administration Commission. Membership data from Teachers' Retirement System January 1, 2013 Actuarial Valuation.

(1) Employees hired after January 1, 1979 (except those contributing 11%) contribute an additional 2% of any regular compensation in excess of \$30,000 annually. Legislation enacted in fiscal 2000 established an alternative superannuation retirement benefit program for teachers hired on or after July 1, 2001 (and others who opt in) with an 11% contribution requirement for a minimum of five years. The contribution rate for most employees hired after April 1, 2012 will be reduced to 6% after 30 years of creditable service.

MSERS (1)			
Hire Date	% of Compensation (1)	Active Members	% of Total Active
Pre-1975	5%	1,392	1.6%
1975-1983	7	7,399	8.5
1984-June 30, 1996	8	22,412	25.7
July 1, 1996-Present	9	55,456	63.6
State Police 1996-Present	12	516	0.6
Totals		87,175	100.0%

SOURCE: Public Employee Retirement Administration Commission. Membership data from State Board of Retirement January 1, 2013 Actuarial Valuation.

(1) Employees hired after January 1, 1979 contribute an additional 2% of any regular compensation in excess of \$30,000 annually.

Funding Schedule

The retirement systems were originally established as “pay-as-you-go” systems, meaning that amounts were appropriated each year to pay current benefits, and no provision was made to fund currently the future liabilities already incurred. In fiscal 1988, the Commonwealth began to address the unfunded liabilities of the two state systems by making appropriations to pension reserves. Under current law such unfunded liability is required to be amortized to zero by June 30, 2040. The law also requires that the Secretary of Administration and Finance file a proposed funding schedule with the legislature every three years identifying the appropriations or transfers required to amortize the unfunded liability to zero, to meet the normal cost of all future benefits for which the Commonwealth is obligated and to meet any other component of the Commonwealth’s pension liability. Previously designated amounts can be adjusted based on a new funding schedule so long as the adjustments represent an increase in the scheduled amounts for those years. The law requires the funding schedule submitted by the Secretary to be based on actuarial valuation reports and requires the Secretary to provide the actuarial, economic and demographic assumptions upon which the reports are based. The funding schedule is filed with the House Committee on Ways and Means and is deemed approved if no action is taken by the committee within 45 days.

The most recent pension funding schedule for payments into the Commonwealth’s Pension Liability Fund was filed by the Secretary of Administration and Finance on January 14, 2014. The assumptions underlying the new funding schedule include valuation of assets and liabilities as of January 1, 2013, an annual rate of return on assets of 8.0%, and appropriation increases of 10% per year until fiscal 2017 with 7% increases thereafter until the final amortization payment in fiscal 2036 (four years before the statutory requirement).

Current Funding Schedule for Pension Obligations (in thousands)

Fiscal Year	Payments	Fiscal Year	Payments
2014	\$1,630,000	2026	\$3,988,000
2015	1,793,000	2027	4,267,000
2016	1,972,000	2028	4,566,000
2017	2,169,000	2029	4,886,000
2018	2,321,000	2030	5,228,000
2019	2,483,000	2031	5,594,000
2020	2,657,000	2032	5,986,000
2021	2,843,000	2033	6,405,000
2022	3,042,000	2034	6,853,000
2023	3,255,000	2035	7,333,000
2024	3,483,000	2036	4,436,342
2025	3,727,000	2037	835,369

SOURCE: Executive Office for Administration and Finance

Actuarial Valuations

On September 25, 2013, the Public Employee Retirement Administration Commission (PERAC) released its actuarial valuation of the Commonwealth’s total pension obligation as of January 1, 2013. This valuation was based on the plan provisions in effect at the time and on member data and asset information as of December 31, 2012.

The unfunded actuarial accrued liability as of that date for the total obligation was approximately \$28.348 billion, including approximately \$9.068 billion for the Massachusetts State Employees' Retirement System (MSERS), \$17.348 billion for the Massachusetts Teachers' Retirement System (MTRS), \$1.688 billion for Boston Teachers and \$244.1 million for cost-of-living increases reimbursable to local systems. The valuation study estimated the total actuarial accrued liability as of January 1, 2013 to be approximately \$71.866 billion (comprised of \$29.385 billion for MSERS, \$39.135 billion for MTRS, \$3.101 billion for Boston Teachers and \$244.1 million for cost-of-living increases reimbursable to local systems). Total assets were valued on an actuarial basis at approximately \$43.517 billion based on a five-year average valuation method, which equaled 99.4% of the January 1, 2013 total asset market value.

Actuarial valuations during the 15 years prior to the January 1, 2013 valuation have used an investment return assumption of 8.25%. In keeping with PERAC's recommendation in its 2012 report, the investment return assumption in the 2013 report was reduced to 8.00%. This change by itself increased plan liabilities by approximately \$1.660 billion. Other assumptions (relating to salary increases, rates of retirement, disability, turnover and mortality) were also revised, based on an experience study of the years 2006 through 2011. These revised assumptions (most notably lowered salary increase assumptions) decreased the active actuarial liability by approximately \$23 million. The completed experience study will be released early next year.

The impact of the change in assumptions was more significant for MTRS than MSERS. For MSERS, the increase in liability due to the change in assumptions was approximately \$162 million. This reflects an increase of \$703 million due to the change in the investment return assumption and a decrease of \$541 million due to all changes in other assumptions. For MTRS, the increase in liability due to the change in assumptions was approximately \$1.38 billion. This reflects an increase of \$900 million due to the change in the investment return assumption, \$1.0 billion due to a change in the mortality assumption to reflect greater life expectancy and a decrease of \$520 million due to all changes in other assumptions.

Salary increase assumptions are based on Group and years of service. The ultimate salary increase rate in the pre-2013 valuations is 4.5% for Groups 1 and 2, 5.0% for Groups 3 and 4, and 4.75% for teachers. The ultimate salary increase rate in the 2013 MSERS valuation is 4.0% for Groups 1 and 2 and 4.5% for Groups 3 and 4. For MTRS the revised ultimate rate effective in the 2013 valuation is 4.0%. The assumption is higher in early years of employment and grades down to the ultimate rate. The pre-2013 assumptions are based on PERAC's Experience Study Analysis for the State Retirement System (published in 2007) and the Massachusetts Teachers' Retirement System (published in 2008).

A revision to the actuarial standards of practice in 2010 required that future mortality improvements (longer life expectancy) be considered in valuations performed after July 1, 2011. PERAC's review of the MSERS mortality assumption was completed prior to PERAC's January 1, 2012 valuation and the revised assumption was included in that valuation (see PERAC 2012 report for additional detail). The mortality assumption projected mortality improvement to 2015 for retirees and 2020 for active members and increased the actuarial liability by approximately .75%. In the 2012 valuation, PERAC estimated MTRS mortality by making modest life expectancy increases to the MSERS mortality results and increased the actuarial liability by 1.25%. PERAC'S final MTRS experience analysis results determined that mortality was more favorable than anticipated. As with the MSERS, the assumption projected mortality improvement to 2015 for retirees and 2020 for active members, but the base table reflects longer life expectancy than for MSERS and the actuarial liability increased by approximately 2.6%.

The 2012 valuation also reflects the \$1,000 increase in the level of pension income that is protected by cost-of-living adjustments (from \$12,000 to \$13,000) which was included in pension reform legislation passed in 2011. This change increased the actuarial liability by 0.4%.

The Actuarial Cost Method which was used to determine pension liabilities in this valuation is known as the Entry Age Normal Cost Method. Under this method, the Normal Cost for each active member on the valuation date is determined as the level percent of salary, which, if paid annually from the date the employee first became a retirement system member, would fully fund by retirement, death, disability or termination, the projected benefits which the member is expected to receive. The Actuarial Liability for each member is determined as the present value as of the valuation date of all projected benefits which the member is expected to receive, minus the present

value of future annual Normal Cost payments expected to be made to the fund. Since only active members have a Normal Cost, the Actuarial Liability for inactive members, retirees and survivors is simply equal to the present value of all projected benefits. The Unfunded Actuarial Liability is the Actuarial Liability less current assets.

The Normal Cost for a member will remain a level percent of salary for each year of membership, except for changes in provisions of the plan or the actuarial assumptions employed in projection of benefits and present value determinations. The Normal Cost for the entire system will also be changed by the addition of new members or the retirement, death, disability, or termination of members. The Actuarial Liability for a member will increase each year to reflect the additional accrual of Normal Cost. It will also change if the plan provisions or actuarial assumptions change.

Differences each year between the actual experience of the plan and the experience projected by the actuarial assumptions are reflected by adjustments to the Unfunded Actuarial Liability. An experience difference which increases the Unfunded Actuarial Liability is an Actuarial Loss and one which decreases the Unfunded Actuarial Liability is an Actuarial Gain.

The Actuarial Value of Assets is determined in accordance with the deferred recognition method under which 20% of the gains or losses occurring in the prior year are recognized, 40% of those occurring two years prior are recognized, etc., so that 100% of gains and losses occurring five years ago are recognized. This has the effect of smoothing the short-term volatility of market values over a five-year period. The actuarial value of assets will be adjusted, if necessary, in order to remain between 90% and 110% of market value. In valuations prior to 1998, plan assets were determined at market value. As part of the 1998 valuation, this methodology was adjusted to reduce the potential volatility in the market value approach from year to year. The actuarial value of assets as of January 1, 2013 is 99.4% of the market value. The unfunded actuarial liability increased from \$23.605 billion on January 1, 2012 to \$28.348 billion on January 1, 2013, due to the final recognition of investment losses in 2008 and the revised actuarial assumptions.

The following table shows, with respect to the Commonwealth's aggregate pension obligations, a ten-year comparison of the actuarial value of assets to the market values, the ratio of the actuarial value to market value, and the funded ratio based on actuarial value compared to the funded ratio based on the market value of assets:

Ten Year Comparison of Actuarial and Market Values of Pension Assets (in millions)

<u>Valuation Date (Jan. 1)</u>	<u>Actuarial Value of Assets (1)</u>	<u>Market Value of Assets</u>	<u>% of Actuarial Value to Market Value</u>	<u>Funded Ratio (Actuarial Value)</u>	<u>Funded Ratio (Market Value)</u>
2004	\$34,045	\$31,709	107.4%	73.9	84.0
2005	34,939	35,497	98.4	72.3	82.8
2006	36,377	39,020	93.2	71.5	81.5
2007	40,412	44,902	90.0	75.2	83.5
2008	44,532	49,235	90.4	78.6	86.9
2009	37,058	33,689	110.0	62.7	57.0
2010	41,589	37,809	110.0	67.5	61.4
2011	45,631	41,482	110.0	71.1	64.6
2012	43,942	39,947	110.0	65.1	59.1
2013	43,517	43,760	99.4	60.6	60.9

SOURCE: Public Employee Retirement Administration Commission.

(1) Based on five-year average smoothing methodology.

The following tables show, for each of the MSERS and the MTRS and for Commonwealth obligations in the aggregate (including Boston Teachers and cost-of-living allowances as well as MSERS and MTRS), the historical funded status for the most recent ten years, based on actuarial values and market values of assets:

Historical Pension Funding Progress for the Last Ten Fiscal Years- Actuarial Value

(Amounts in thousands except for percentages)

	<u>Actuarial Value of Plan Assets</u>	<u>Actuarial Accrued Liability</u>	<u>Unfunded Actuarial Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Annual Covered Payroll</u>	<u>UAAL as % of Covered Payroll</u>
State Employees'						
<u>Retirement System</u>						
Actuarial Valuation as of Jan. 1						
2013	\$20,317,389	\$29,385,442	\$9,068,053	69.1%	\$5,183,195	175.0%
2012	20,507,604	27,784,731	7,277,127	73.8	4,922,388	185.7
2011	21,244,900	26,242,776	4,997,876	81.0	4,808,250	103.9
2010	19,019,062	24,862,421	5,843,359	76.5	4,711,563	124.0
2009	16,992,214	23,723,240	6,731,026	71.6	4,712,655	142.8
2008	20,400,656	22,820,502	2,419,846	89.4	4,574,233	52.9
2007	18,445,225	21,670,810	3,225,585	85.1	4,391,891	73.4
2006	16,638,043	20,406,926	3,768,883	81.5	4,200,577	89.7
2005	16,211,000	19,575,000	3,364,000	82.8	3,967,000	84.8
2004	15,931,000	18,996,000	3,065,000	83.9	3,842,000	79.8
Teachers'						
<u>Retirement System</u>						
Actuarial Valuation as of Jan. 1						
2013	\$21,787,470	\$39,135,218	\$17,347,748	55.7%	\$5,783,294	300.0%
2012	22,141,475	36,483,027	14,341,552	60.7	5,655,353	253.6
2011	23,117,952	34,890,991	11,773,039	66.3	5,558,311	211.8
2010	21,262,462	33,738,966	12,476,504	63.0	5,509,698	226.4
2009	18,927,731	32,543,782	13,616,051	58.2	5,389,895	252.6
2008	22,883,553	30,955,504	8,071,951	73.9	5,163,498	156.3
2007	20,820,392	29,320,714	8,500,322	71.0	4,969,092	171.1
2006	18,683,295	27,787,716	9,104,421	67.2	4,819,325	188.9
2005	17,684,000	26,167,000	8,483,000	67.6	4,643,000	182.7
2004	17,075,000	24,519,000	7,444,000	69.6	4,556,000	163.4
Aggregate						
<u>Commonwealth</u>						
<u>Pension Obligations</u>						
Actuarial Valuation as of Jan. 1						
2013	\$43,517,498	\$71,865,832	\$28,348,334	60.6%	\$11,408,407	248.5%
2012	43,941,682	67,546,587	23,604,905	65.1	11,011,466	214.4
2011	45,630,507	64,219,135	18,588,628	71.1	10,811,975	171.9
2010	41,589,706	61,575,676	19,985,970	67.5	10,655,881	187.6
2009	37,057,703	59,142,155	22,084,452	62.7	10,537,212	209.6
2008	44,531,652	56,636,710	12,105,058	78.6	10,156,252	119.2
2007	40,411,920	53,761,095	13,349,175	75.2	9,766,122	136.7
2006	36,376,773	50,864,974	14,488,201	71.5	9,406,336	154.0
2005	34,938,529	48,357,694	13,419,165	72.3	8,989,134	149.3
2004	34,045,177	46,059,209	12,014,032	73.9	8,765,592	137.1

SOURCE: Public Employee Retirement Administration Commission.

Historical Pension Funding Progress for the Last Ten Fiscal Years- Market Value

(Amounts in thousands except for percentages)

	<u>Market Value of Plan Assets</u>	<u>Actuarial Accrued Liability</u>	<u>Unfunded Actuarial Liability (UAAL)- Market Value</u>	<u>Funded Ratio</u>	<u>Annual Covered Payroll</u>	<u>UAAL as % of Covered Payroll</u>
State Employees' Retirement System						
Actuarial Valuation as of Jan. 1						
2013	\$20,405,004	\$29,385,442	\$8,980,438	69.4%	\$5,183,195	173.3%
2012	18,643,313	27,784,731	9,141,418	67.1	4,922,388	147.8
2011	19,313,545	26,242,776	6,929,231	73.6	4,808,250	144.1
2010	17,290,056	24,862,421	7,572,365	69.5	4,711,563	160.7
2009	15,447,467	23,723,240	8,275,773	65.1	4,712,655	175.6
2008	22,538,610	22,820,502	281,892	98.8	4,574,233	6.2
2007	20,494,694	21,670,810	1,176,116	94.6	4,391,891	26.8
2006	17,875,032	20,406,926	2,531,894	81.5	4,200,577	89.7
2005	16,489,000	19,575,000	3,086,000	82.8	3,967,000	84.8
2004	14,834,000	18,996,000	4,162,000	84.0	3,842,000	79.8
Teachers' Retirement System						
Actuarial Valuation as of Jan. 1						
2013	\$21,934,211	\$39,135,218	\$17,201,007	56.0%	\$5,783,294	297.4%
2012	20,128,614	36,483,027	16,354,413	55.2	5,655,353	289.2
2011	21,016,320	34,890,991	13,874,671	60.2	5,558,311	249.6
2010	19,329,511	33,738,966	14,409,455	57.3	5,509,698	261.5
2009	17,207,028	32,543,782	15,336,754	52.9	5,389,895	284.5
2008	25,316,044	30,955,504	5,639,460	81.8	5,163,498	109.2
2007	23,133,769	29,320,714	6,186,945	78.9	4,969,092	124.5
2006	20,013,412	27,787,716	7,774,304	67.2	4,819,325	188.9
2005	17,946,000	26,167,000	8,221,000	67.6	4,643,000	182.7
2004	15,907,000	24,519,000	8,612,000	69.6	4,556,000	163.4
Aggregate Commonwealth Pension Obligations						
Actuarial Valuation as of Jan. 1						
2013	\$43,760,381	\$71,865,832	\$28,105,451	60.9%	\$11,408,407	246.4%
2012	39,946,984	67,546,587	27,599,603	59.1	11,011,466	250.6
2011	41,482,279	64,219,135	22,736,856	64.6	10,811,975	210.3
2010	37,808,823	61,575,676	23,766,853	61.4	10,655,881	223.0
2009	33,688,821	59,142,155	25,453,334	57.0	10,537,212	241.3
2008	49,234,569	56,636,710	7,402,141	86.9	10,156,252	72.9
2007	44,902,133	53,761,095	8,858,962	83.5	9,766,122	90.7
2006	39,020,885	50,864,974	11,844,089	76.7	9,406,336	125.9
2005	35,496,704	48,357,694	12,860,990	73.4	8,989,134	143.1
2004	31,709,129	46,059,209	14,350,080	68.8	8,765,592	163.7

SOURCE: Public Employee Retirement Administration Commission.

Annual Required Contributions

The following table sets forth the annual required contribution (ARC) by the Commonwealth under generally accepted accounting principles, its reimbursement to Boston for its payments to SBRS (the fiscal 2010 payment includes both the final payment in arrears and the first annual contribution under the 2010 legislation described above) and payments for municipal COLAs for each of the fiscal years indicated. The ARC is determined annually based on the most recent Commonwealth valuation. Valuations have been performed annually since January 1, 2000. As noted above, the Commonwealth also develops a revised funding schedule by statute at least every three years, and the Commonwealth made the full contribution required, under the then-current funding

schedule, for each year displayed in the table. Since the funding schedule can be several years old when the ARC is determined, the funding schedule information lags the more current ARC information except in the year in which the funding schedule is developed. Accordingly, in some years the ARC will exceed the contribution made and in other years the contribution made will exceed the ARC. Due to significant investment losses in 2008, the unfunded liability (and therefore the ARC) increased significantly for fiscal 2009. However, the funding schedule was based on the 2008 valuation before the market downturn. This accounts for the discrepancy between the ARC and contributions made in fiscal 2009. In fiscal 2010 the discrepancy is accounted for by the market downturn and the double payment to SBRS described above.

Annual Required Contributions and Other Pension Contributions

(amounts in thousands)

	<u>SERS</u>	<u>MTRS</u>	<u>Total</u>	<u>COLA(1)</u>	<u>BTRS(1)</u>
<u>2013</u>					
Annual required contribution (ARC).....	\$699,962	\$1,104,486	\$1,804,448	n/a	n/a
Contributions made, excluding COLAs.....	<u>545,453</u>	<u>891,580</u>	<u>1,437,033</u>	<u>20,121</u>	<u>94,846</u>
% Funded for the fiscal year.....	78%	81%	80%		
ARC as ratio of total government expenditures (2)	2.1%	3.3%	5.3%	n/a	n/a
<u>2012</u>					
Annual required contribution (ARC).....	\$620,274	\$941,918	\$1,562,192	n/a	n/a
Contributions made, excluding COLAs.....	<u>518,918</u>	<u>849,496</u>	<u>1,368,414</u>	<u>19,187</u>	<u>90,399</u>
% Funded for the fiscal year.....	84%	90%	88%		
ARC as ratio of total government expenditures (2)	1.6%	2.6%	4.2%	n/a	n/a
<u>2011</u>					
Annual required contribution (ARC).....	\$471,096	\$767,960	\$1,239,056	n/a	n/a
Contributions made, excluding COLAs.....	<u>431,166</u>	<u>855,201</u>	<u>1,286,367</u>	<u>34,153</u>	<u>121,290</u>
% Funded for the fiscal year.....	92%	111%	104%		
ARC as ratio of total government expenditures (2)	1.5%	2.4%	3.9%	n/a	n/a
<u>2010</u>					
Annual required contribution (ARC).....	\$646,932	\$1,106,052	\$1,752,984	n/a	n/a
Contributions made, excluding COLAs.....	<u>410,682</u>	<u>690,397</u>	<u>1,101,079</u>	<u>32,683</u>	<u>242,857</u>
% Funded for the fiscal year.....	63%	62%	63%		
ARC as ratio of total government expenditures (2)	2.1%	3.6%	5.8%	n/a	n/a
<u>2009</u>					
Annual required contribution.....	697,340	1,149,629	1,846,969	n/a	n/a
Contributions made, excluding COLAs.....	<u>397,482</u>	<u>781,026</u>	<u>1,178,508</u>	<u>34,696</u>	<u>122,216</u>
% Funded for the fiscal year.....	57%	68%	64%		
ARC as ratio of total government expenditures (2)	2.3%	3.8%	6.0%	n/a	n/a

SOURCE: Office of the Comptroller.

(1) COLA and BTRS contributions are additional amounts funded by the Commonwealth, but are not part of the Commonwealth's funding of ARC.

(2) Based on total budgeted fund expenditures and other uses.

On June 25, 2012, the Governmental Accounting Standards Board (GASB) voted to approve new standards that will modify the accounting and financial reporting of the Commonwealth's pension obligations. The new standard for governments that provide employee pension benefits will require the Commonwealth to report in its statement of net position a net pension liability, defined as the difference between the total pension liability (the present value of projected benefit payments to employees based on their past service) and the assets (mostly investments reported at fair value) set aside in a trust and restricted to paying benefits to current employees, retirees and their beneficiaries. The new standard will require immediate recognition of more pension expense than is currently required. The rate used to discount projected benefit payments to their present value will be based on a single rate that reflects (a) the long-term expected rate of return on plan investments as long as the plan net position is projected under specified conditions to be sufficient to pay pensions of current employees and retirees and the pension plan assets are expected to be invested using a strategy to achieve that return and (b) a yield or index rate on tax-exempt 20-year AA-or-higher rated municipal bonds to the extent that the conditions for use of the long-term expected rate of return are not met. The new standard will be effective for the Commonwealth's fiscal 2015 Comprehensive Annual Financial Report (CAFR).

Prospective Funded Status of the Pension System

The following table projects the funded status of the Commonwealth's pension liabilities through fiscal 2018. The fiscal 2013 actuarial calculations reflect the assumptions contained in the January 1, 2013 actuarial valuation report. All projections are estimates and will vary based on actual investment returns and plan experience. The projections in this table assume that all assumptions will be realized exactly. The actuarially determined contribution for fiscal 2013 is the ARC identified in the January 1, 2013 actuarial valuation report. It is assumed to increase at the rate of 4% each year. Actuarial figures other than the actuarially determined contribution reflect January 1 estimates of the fiscal year shown. The actuarial value of assets is 99.4% of the market value of assets as of January 1, 2013. The actuarial value of assets for January 1, 2014 and beyond is assumed to equal the market value of assets. The actuarial value of assets is projected using the past history of PRIT Fund cash flows to estimate future cash flows. Net PRIT Fund cash flows are assumed to decrease by \$50 million per year after fiscal 2013. The actuarial liability is projected from January 1, 2013 to January 1, 2014 using standard methodology. Projections beyond January 1, 2014 reflect slightly decreasing percentage increases to reflect the impact of pension reform legislation enacted in 2011 as well as employee contribution increases as a percentage of pay. Funding schedule information is based on the funding schedule filed by the Secretary of Administration and Finance on January 14, 2014. For the purpose of projecting growth in Total Budgeted Operating Funds expenditures in future fiscal years, the compound annual growth rate of historical budget revenues (which is 4.42%) was applied to fiscal 2014 estimated Total Budgeted Operating Funds spending. This measure is also used in the Commonwealth's debt affordability analysis. This does not represent an official forecast of the growth in Total Budgeted Operating Funds expenditures by the Executive Office for Administration and Finance. Separate projections for the MSERS and MTRS are expected to be developed for future updates of the Information Statement.

It should be noted that the projections set forth below are based on the actuarial valuation results as of January 1, 2013. Although the final market value of assets for the Commonwealth as of December 31, 2013 has not yet been determined, it is expected that the investment return, on a market-value basis, will have exceeded 13%. This figure is expected to be finalized in February, 2014. Accordingly, the actuarial value of assets as of January 1, 2014 should be greater than the figure shown below, which was based on an 8% assumed investment return. Based on this adjustment, the unfunded actuarial liability as of January 1, 2014 is expected to be less than the January 1, 2013 amount, not greater, and the funded ratio as of January 1, 2014 is expected to be greater than the figure shown below. This adjustment will likewise affect the figures pertaining to the remaining four years of the projection.

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Prospective Funded Status of the Pension System (dollars in millions)

Fiscal Year	Actuarially Determined Contribution (ADC)	Projected Contribution Based on Funding Schedule	Projected Contribution as % of Actuarially Determined Contribution	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability	Funded Ratio	ADC as a % of Total Budgeted Operating Funds Expenditures
2013	\$1,923	\$1,552	81%	\$43,517	\$71,866	\$28,349	60.6%	5.67%
2014	2,000	1,630	82	45,378	74,750	29,371	60.7	5.38
2015	2,080	1,793	86	47,085	77,740	30,655	60.6	5.36
2016	2,163	1,972	91	48,875	80,811	31,935	60.5	5.34
2017	2,250	2,169	96	50,757	83,962	33,205	60.5	5.32
2018	2,340	2,321	99	52,738	87,237	34,499	60.5	5.30

SOURCE: Executive Office for Administration and Finance and Public Employee Retirement Administration Commission.

PRIT Fund Investments

The PRIM Board’s overall investment performance goal is to achieve an annual rate of return that exceeds the targeted actuarial rate of return used in determining the Commonwealth’s pension obligations. The investment policy statement adopted by the PRIM Board requires a comprehensive review of the PRIM Board’s asset allocation plan and its underlying assumptions at reasonable intervals of not more than three to five years. In addition, the investment policy statement requires that the PRIM Board conduct an annual evaluation of the PRIT Fund’s asset allocation. The PRIM Board’s last comprehensive review of the PRIT Fund asset allocation was conducted in the beginning of fiscal 2011.

In August, 2011, the PRIM Board approved several asset allocation changes in an effort to improve the PRIT Fund’s expected rate of return per unit of risk (standard deviation). These asset allocation changes included a 6% reduction to Global Equities (comprised of a 2% reduction to Domestic Equities and a 4% reduction to International Equities), a 4% increase to Value-Added Fixed Income (comprised of a 1% increase to High Yield/Bank Loans, a 1% increase to Private Debt and a 2% allocation to Emerging Markets Debt – Local Currency) and a 2% increase to Hedge Funds.

In addition to asset allocation diversification, the PRIM Board seeks to diversify the PRIT Fund by choosing complementary investment styles and strategies within asset classes. The PRIM Board also develops detailed investment guidelines for each investment manager to ensure that portfolios are adequately diversified at the individual manager level.

The PRIT Fund’s asset allocation plan currently uses the following categories of investments (the description is as of June 30, 2013):

Domestic Equity. Domestic Equity constitutes 20.9% of the PRIT Fund portfolio, approximately 78% of which is invested using a large-capitalization stock strategy (two active managers and one passive manager), with the remaining 22% invested under a small-capitalization strategy (one passive manager and five active managers). The portfolio is style-neutral between growth- and value-oriented stocks.

International Equity. International Equity constitutes 17.9% of the PRIT Fund portfolio which is allocated to one passively managed account (which comprises 48% of the portfolio) and three actively managed accounts (52% of the portfolio). The PRIM Board maintains a target weighting of 50% passive and 50% active for the international equity portfolio. The primary strategy for this portfolio is investing in companies in developed market, industrialized nations outside of the United States.

Emerging Markets. Emerging Markets constitutes 6.5% of the PRIT Fund portfolio, which is allocated to three active core managers (which comprise about 45% of the emerging market portfolio), one passive manager (49%) and two active small CAP managers (6%). The PRIM Board has targeted a weighting of 50% active and 50% passive for this portfolio.

Core Fixed Income. Core Fixed Income constitutes 12.6% of the PRIT Fund portfolio, 74% of which is invested in corporate, government and mortgage-backed securities in the investment grade bond market (49% active, 51% passive). Approximately 15% is invested in global inflation linked bonds, and approximately 7% in U. S. Treasury Inflation Protected Securities. The balance of the portfolio (4%) contains investments under the PRIM Board's economically targeted investment (ETI) program.

Value-Added Fixed Income. Value Added Fixed Income constitutes 8.9% of the PRIT Fund portfolio, which is invested in distressed debt (27%), high-yield bonds (18%), emerging markets debt (16%), bank loans (18%), and emerging markets debt - local currency (21%).

Private Equity. Private Equity constitutes 11.7 % of the PRIT Fund portfolio. Two components comprise the private equity portfolio: venture capital (early-stage and multi-stage, 20%) and special equity partnerships (large market buyout, middle market buyout, and growth equity, 80%). These private market investments are illiquid and typically have 10- to 15-year life cycles. The portfolio is highly diversified at the underlying portfolio company level.

Real Estate. Real estate holdings constitute 8.2% of the PRIT Fund portfolio, which consists of directly owned properties (65%), real estate investment trusts (30%), and non-core real estate limited partnerships (5%).

Timber/Natural Resources. Timber/Natural Resources constitutes 4.0% of the PRIT Fund portfolio, which is invested in both timberland investments (65%), and natural resource-oriented companies (35%) such as petrochemical, mining and energy companies.

Hedge Funds. Hedge Funds constitute 9.2% of the PRIT Fund portfolio. This portfolio has investments in twenty direct hedge fund managers, one active hedge fund of funds manager, and one residual liquidating portfolio.

PRIT Fund Asset Allocation
(As of June 30)

	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Domestic Equity	20.9%	19.3%	22.0%	19.9%	24.4%
International Equity	17.9	16.7	21.7	20.0	19.0
Emerging Markets	6.5	6.7	6.6	5.7	5.0
Fixed Income	12.6	13.0	13.2	14.0	13.0
Value-Added Fixed Income	8.9	8.6	6.0	7.0	7.7
Private Equity	11.7	12.1	10.7	10.6	9.6
Real Estate	8.2	9.7	8.2	9.1	10.9
Timber/Natural Resources	4.0	3.9	4.0	4.1	4.7
Hedge Funds	9.2	9.9	7.2	7.7	5.7
Portable Alpha Wind Down(1)	0.1	0.1	0.4	1.9	0.0

SOURCE: Pension Reserves Investment Management Board.

(1) Prior to January 1, 2010, Portable Alpha Assets were reflected in the Domestic Equity portfolio.

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The following table sets forth the gross investment rates of return for the assets in the PRIT Fund for the last ten fiscal years:

PRIT Fund Rates of Return

<u>Fiscal Year</u>	<u>Rate of Return</u>	<u>Fiscal Year</u>	<u>Rate of Return</u>
2013 (1)	12.69%	2008	(1.81)%
2012	(0.08)	2007	19.92
2011	22.30	2006	15.47
2010	12.82	2005	13.39
2009	(23.87)	2004	19.43
	3yr average		11.26%
	5yr average		3.41%
	10yr average		8.10%
	Assumed Rate (2)		8.25%

SOURCE: Pension Reserves Investment Management Board.

(1) Fiscal 2013 rate is preliminary and unaudited.

(2) Assumed rate changed to 8% as of January 1, 2013.

Other Post-Retirement Benefit Obligations (OPEB)

In addition to providing pension benefits, under Chapter 32A of the Massachusetts General Laws, the Commonwealth is required to provide certain health care and life insurance benefits (“other post-employment benefits” or “OPEB”) for retired employees of the Commonwealth, housing authorities, redevelopment authorities and certain other governmental agencies. Substantially all of the Commonwealth’s employees may become eligible for these benefits if they reach retirement age while working for the Commonwealth. Eligible retirees are required to contribute a specified percentage of the health care / benefit costs which are comparable to contributions required from employees. The Commonwealth is reimbursed for the cost of benefits to retirees of the eligible authorities and non-state agencies. (Although, as noted above, the Commonwealth is required to pay pensions to retired municipal teachers, the Commonwealth has no OPEB obligations with respect to retired municipal teachers.)

The Group Insurance Commission (GIC) of the Commonwealth manages the Commonwealth’s defined benefit OPEB plan as an agent multiple employer program including the Commonwealth and 370 municipalities and other non-Commonwealth governmental entities. These entities that participate in the GIC are responsible for paying premiums at the same rate to the GIC and therefore benefit from the Commonwealth’s premium rates. The GIC has representation on the Board of Trustees of the State Retiree Benefits Trust Fund (SRBTF). The SRBTF is set up solely to pay for OPEB benefits and the cost to administer those benefits and can only be dissolved when all such health care and other non-pension benefits, current and future, have been paid or defeased. The GIC administers benefit payments, while the Trustees are responsible for investment decisions.

Employer and employee contribution rates are set by statute. The Commonwealth recognizes its share of the costs on an actuarial basis. As of June 30, 2009, Commonwealth participants contributed 0% to 20% of premium costs, depending on the date of hire and whether the participant is active, retiree or survivor status. As of July 1, 2009, all active employees were required to pay an additional 5% of premium costs. The GIC had 156,160 state enrollees as of the end of fiscal 2013.

Accounting standards promulgated in 2004 by the Governmental Accounting Standards Board (GASB) required the Commonwealth to begin disclosing its OPEB liability in its fiscal 2008 financial reports. In 2006, the Comptroller of the Commonwealth contracted with a consulting firm to produce an actuarial valuation that calculated the liability of the present value of benefits if the Commonwealth chose to continue to fund that liability on a pay-as-you-go basis and what the liability would be should the Commonwealth choose to fully fund the liability over 30 years.

The January 1, 2013 actuarial valuation was issued on November 25, 2013. According to the report, the Commonwealth's actuarial accrued OPEB liability, assuming no pre-funding and using a discount rate of 4.5%, was approximately \$15.784 billion as of January 1, 2013. The 4.5% discount rate (which is the approximate rate of return since its inception of the Massachusetts Municipal Depository Trust) is intended to approximate the Commonwealth's rate of return on non-pension (liquid) investments over the long term. Assuming pre-funding, the study estimated the Commonwealth's liability to be approximately \$9.530 billion using a discount rate of 8.00%. In order to qualify its OPEB liabilities as pre-funded, the Commonwealth must deposit annual contributions in a qualifying trust in accordance with the requirements of GASB Statement No. 45 (and similar to the program for funding the Commonwealth's unfunded actuarial liability for pensions).

As the Commonwealth is not fully funding the amortization of the actuarial liability, a liability for the difference between the amount funded and the actuarially required contribution is reflected on the Commonwealth's statement of net position, as presented on a GAAP basis. The liability increases or decreases each year depending on the amount funded, investment return and changes in amortization and assumptions. This change in liability is reflected either as a revenue or expense item in the Commonwealth's statement of activities as presented on a GAAP basis, dependent on these factors. As of June 30, 2013, this net OPEB obligation as reflected on the Commonwealth's statement of net position is \$4.147 billion.

The independent actuarial report covers only the Commonwealth's OPEB obligations for Commonwealth employees and their survivors. Municipalities and authorities of the Commonwealth, even if their health care coverage is administered by the Group Insurance Commission, perform their own valuations, as the Commonwealth acts only as an agent for these entities with respect to OPEB and does not assume the risk or financial burden of their health care costs.

GASB Statement No. 45 requires that OPEB obligations be recalculated at two-year intervals. Such calculations may be affected by many factors, including changing experience and assumptions regarding future health care claims, by whether or not the Commonwealth enacts legislation that qualifies its OPEB obligations to be calculated on a pre-funded basis, by changes in the Commonwealth's employee profile and possibly by changes in OPEB coverage levels and retiree contribution requirements. Accordingly, it should be anticipated that the actuarial accrued liability of the Commonwealth for OPEB liabilities may fluctuate.

The executive and legislative branches have been working to develop a short- and long- term strategy for addressing the Commonwealth's OPEB liability. The State Retiree Benefits Trust Fund was created, and in fiscal 2008 spending for current retirees' healthcare occurred from the fund, helping to consolidate the state's retiree funding efforts and better project future liabilities. In fiscal 2008, the fund benefited from a one-time transfer of approximately \$329 million from the Health Care Security Trust. The actuarial value of plan assets as of January 1, 2013 was approximately \$406.7 million.

State Retiree Benefits Trust
(amounts in thousands)

	<u>Actuarial Value of Plan Assets</u>	<u>Actuarial Liability</u>	<u>Accrued Unfunded Liability (UAAL)</u>	<u>Actuarial Ratio Covered</u>	<u>Funded Payroll</u>	<u>Annual Covered Payroll as % of UAAL</u>
Actuarial Valuation as of Jan. 1, 2013	\$406,700	\$15,784,100	\$15,377,400	2.6%	\$5,183,195	296.7%
Actuarial Valuation as of Jan. 1, 2012	360,500	16,559,400	16,298,900	2.2	4,922,388	331.1
Actuarial Valuation as of Jan. 1, 2011	350,500	16,568,600	16,218,100	2.1	4,808,250	337.3
Actuarial Valuation as of Jan. 1, 2010	309,800	15,166,300	14,856,500	2.0	4,711,563	315.3
Actuarial Valuation as of Jan. 1, 2009	273,500	15,305,100	15,031,600	1.8	4,712,655	319.0
Actuarial Valuation as of Jan. 1, 2008	-	9,812,000	9,812,000	0.0	4,574,233	214.5

SOURCE: Office of the Comptroller and Public Employee Retirement Administration Commission.

A special commission to study retiree health care benefits for public employees in Massachusetts was mandated as part of the pension reform act passed in November, 2011. The commission held regular meetings between April and December, 2012 and filed a report on January 11, 2013. The report's recommendations include phasing in a higher minimum eligibility age to receive retiree health benefits and pro-rating the level of benefits received based on years of service. The commission's recommendations, if adopted, would generate savings of over \$20 billion for state and local governments in the Commonwealth over the next 30 years, according to outside actuaries. On February 12, 2013, the Governor filed legislation to implement the Commission's recommendations. The bill has been referred to the Legislature's Joint Committee on Public Service. The committee held a hearing on the bill on October 31, 2013.

State finance law was amended in 2010 to require deposits, on an annual basis, to the State Retiree Benefits Trust Fund in the amount of 5% of any capital gains tax revenues transferred to the Stabilization Fund because they are in excess of the statutory capital gains threshold. The 5% equated to a \$23.4 million deposit in the State Retiree Benefits Trust Fund in fiscal 2013.

The fiscal 2012 budget included a requirement that, beginning in fiscal 2013, 10% of annual tobacco settlement payments received by the Commonwealth are to be transferred to the State Retiree Benefits Trust Fund, with the amount to be deposited to the State Retiree Benefits Trust Fund to increase by 10% increments annually thereafter until 100% of all payments are transferred to that Fund. The fiscal 2013 and fiscal 2014 budgets have adhered to this requirement, although the fiscal 2014 budget altered the funding sources. As a result of this provision \$25 million was deposited in the State Retiree Benefits Trust Fund in fiscal 2013, and a projected \$50 million is expected to be deposited in fiscal 2014. See "COMMONWEALTH REVENUES AND EXPENDITURES – Federal and Other Non-Tax Revenues; *Tobacco Settlement*."

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STATE WORKFORCE

The following table sets forth information regarding the Commonwealth's workforce as of the end of the last five fiscal years.

	<u>June 2009</u>	<u>June 2010</u>	<u>June 2011</u>	<u>June 2012</u>	<u>June 2013</u>
Executive Office	72	69	76	69	68
Office of the Comptroller	115	115	113	109	111
Executive Departments					
Administration and Finance (2)	2,861	2,768	2,679	2,784	2,823
Energy and Environmental Affairs (1)	2,208	2,020	1,960	1,949	1,915
Housing and Community Development (1)	-	-	-	-	-
Early Education and Care (3)	-	-	-	-	-
Health and Human Services	20,895	19,763	19,435	19,397	19,379
Transportation and Public Works (4)	1,200	-	-	-	-
Board of Library Commissioners	13	10	10	10	10
Economic Development (1)	-	-	-	-	-
Housing and Economic Development (1)	616	693	673	677	684
Labor and Workforce Development (1)	316	285	269	262	236
Executive Office of Education (3)	570	336	318	322	359
Department of Education (3)	-	-	-	-	-
Board of Higher Education (3)	-	-	-	-	-
Public Safety and Security	8,483	8,444	8,259	8,534	8,626
Elder Affairs	<u>50</u>	<u>38</u>	<u>39</u>	<u>37</u>	<u>38</u>
Subtotal under Governor's Authority	37,398	34,541	33,831	34,150	34,249
Judiciary	7,821	7,387	7,109	7,085	7,217
Higher Education	13,409	12,048	12,940	12,539	12,957
Other (5)	<u>8,044</u>	<u>10,320</u>	<u>10,111</u>	<u>10,084</u>	<u>10,356</u>
Subtotal funded by the Operating Budget	<u>66,672</u>	<u>64,297</u>	<u>63,991</u>	<u>63,858</u>	<u>64,779</u>
Federal Grant, Trust and Capital Funded	<u>16,381</u>	<u>20,551</u>	<u>20,078</u>	<u>20,654</u>	<u>20,650</u>
Total	<u>83,053</u>	<u>84,848</u>	<u>84,069</u>	<u>84,512</u>	<u>85,429</u>

SOURCE: Executive Office for Administration and Finance.

(1) Effective April 11, 2007, the Executive Office of Economic Development was divided into the Executive Office of Housing and Economic Development, incorporating the former Department of Housing and Community Development, and the Executive Office of Labor and Workforce Development. The Department of Public Utilities and the Department of Energy Resources were transferred to the renamed Executive Office of Energy and Environmental Affairs from the Executive Office of Economic Development, a net shift of 100 FTEs.

(2) Effective April 10, 2007, the Massachusetts Commission Against Discrimination became an independent agency, separating from the Executive Office for Administration and Finance, a new shift of 61 FTEs.

(3) Effective March 10, 2008, the Department of Early Education and Care, Department of Education and Board of Higher Education were consolidated under the Executive Office of Education.

(4) Effective November 1, 2009, the Executive Office of Transportation and Public Works, which included the Massachusetts Highway Department, Registry of Motor Vehicles and Massachusetts Aeronautics Commission, was abolished and in its place was established the Massachusetts Department of Transportation. A net shift of 1,269 occurred as these employees were transferred to the Massachusetts Department of Transportation's non-appropriated fund, the Massachusetts Transportation Trust Fund.

(5) Other includes members of the Legislature and their staff, the offices of the State Treasurer, Secretary, Auditor and Attorney General, the eleven District Attorneys, the seven former county sheriffs that have become state agencies, and other agencies independent from the Governor.

Unions and Labor Negotiations

Under Chapter 150E of the General Laws, all employees of the Commonwealth, with the exception of managerial and confidential employees and employees of the Legislature, have the right to bargain collectively with the Commonwealth through certified employee organizations recognized as exclusive bargaining representatives for appropriate bargaining units. The Human Resources Division of the Executive Office for Administration and Finance conducts the collective bargaining negotiations with all employees of the Commonwealth (except those noted below). Such negotiations may cover wages, hours and other terms and conditions of employment, but may not include the levels of pension and group insurance benefits. All labor agreements negotiated by the Human Resources Division are subject to approval by the Secretary of Administration and Finance and, once approved, are forwarded to the Legislature for funding approval. Labor contracts are often funded by supplemental appropriations.

The Trial Court, the Lottery Commission, state sheriffs, the Registries of Deeds under the control of the Secretary of the Commonwealth, public higher education management and the PCA Council negotiate directly with their respective employee representatives, but all wage increases and other economic provisions contained in such agreements are subject to the review of the Governor and to funding approval by the Legislature. If the Governor does not recommend the requested appropriation to fund contractual increases, he may refer the contracts back to the parties for further negotiation.

Approximately 29,899 executive branch full-time-equivalent state employees are organized in 10 bargaining units, the employees of the Commonwealth's colleges and universities are organized in 24 bargaining units, and the employees of the judicial branch, the Lottery Commission, the Registries of Deeds, sheriffs and the PCAs are organized in 83 bargaining units. Public employees of the Commonwealth do not have a legal right to strike or otherwise withhold services.

The following is a description of certain terms of the most recent agreements with the collective bargaining units within the responsibility of the Human Resources Division. Negotiations have either concluded or are underway to extend the terms of current contracts.

(1) The contract with the National Association of Government Employees, representing Units 1, 3 and 6, ran from July, 2009 to June, 2012 and provided increases of 1%, 3% and 3% in June, 2010, 2011 and 2012, respectively. The contract has been extended by two years to June, 2014, with semiannual increases of 1.5%, and has received legislative approval. The total estimated cost of the contract is \$43.5 million.

(2) The contract with the Service Employees International Union, representing employees in units 8 and 10, ran from January 1, 2009 through December 31, 2011 and provided salary increases of 1%, 3% and 3% in December, 2009, 2010 and 2011, respectively. The contract has been extended by two years to December 31, 2013, with semiannual increases of 1.5%, and has received legislative approval. The total estimated cost of the contract is \$55.1 million.

(3) The contract with the American Federation of State, Country and Municipal Employees, representing unit 2, runs from July, 2009 through June, 2012 and provides increases of 1%, 3% and 3% in June, 2010, 2011 and 2012, respectively. The contract has been extended by two years to June, 2014, with semiannual increases of 1.5%, and has received legislative approval. The total estimated cost of the contract is \$31.6 million.

(4) The contract with the Massachusetts Organization of State Engineers and Scientists, representing unit 9, runs from July, 2009 through June, 2012 and provides increase of 1%, 3% and 3% in June, 2010, 2011 and 2012, respectively. The contract has been extended by two years to June, 2014, with semiannual increases of 1.25%, and is awaiting legislative approval. The total estimated cost of the contract is \$7.27 million.

(5) The contract with the New England Police Benevolent Association, representing unit 4A, runs from July 1, 2009 through June 30, 2012 and provides a 1% salary increase effective November 2010 and 3% increases on June 30, 2011 and 2012. The contract has been extended by two years to June, 2014, with semiannual increases of 1.5%, and has received legislative approval. The total estimated cost of the contract is \$0.9 million.

(6) The contract with the Massachusetts Nurses Association runs from January 1, 2013 through December 31, 2014 and provides increases of 1.5%, 1.5% and 1.5% effective July 13, 2013, January 12, 2014 and July 13, 2014, respectively. The total estimated cost of the contract is \$8.9 million.

(7) The contract with the State Police Association of Massachusetts runs from January 1, 2010 through December 31, 2012 and provides increases of 1%, 3% and 3% effective December 31 2010, 2011 and 2012, respectively. The total estimated cost of the contract is \$5.8 million.

(8) The contract with the Massachusetts Correction Officers Federated Union runs from July 1, 2010 through June 30, 2013 and provides increases of 1%, 3% and 3% effective June 30, 2011, 2012 and 2013, respectively. The total estimated cost of the contract is \$16.6 million. The contract has been extended by two years to June, 2015, with semiannual increases of 1.5%. The total estimated cost of the contract is \$11.4 million.

(9) The contract with the Coalition of Public Safety runs from July 1, 2013 through June 30, 2015 and provides increases of 3% and 3% effective June 30, 2014 and 2015, respectively. The total estimated cost of the contract is \$0.8 million.

(10) The contract with the International Association of Fire Fighters runs from January 1, 2013 through December 31, 2014 and provides increases of 3% effective December 31, 2013 and 2014. The total estimated cost of the contract is \$0.1 million.

The following table sets forth information regarding the 12 bargaining units that are within the responsibility of the Human Resources Division.

Human Resources Division Bargaining Units (1)

Contract Unit	Bargaining Union	Type of Employee	FTEs	Contract Expiration Dates
1, 3, 6	National Association of Government Employees	Clerical, Skilled Trades, Administrative Professionals	9,145	6/30/14
2	Alliance/American Federation of State, County & Municipal Employees and Service Employees International Union	Institutional services	8,224	6/30/14
4	Massachusetts Correction Officers Federated Union	Corrections	3,882	6/30/15
4A	New England Police Benevolent Association	Corrections	88	6/30/14
5	Coalition of Public Safety	Law enforcement	204	6/30/15
5A, C22	State Police Association of Massachusetts	State Police	2,091	12/31/12
7	Massachusetts Nurses Association	Health professionals	1,550	12/31/14
8, 10	Alliance/Service Employees International Union	Social workers, Secondary Education	7,675	12/31/13
9	Massachusetts Organization of State Engineers and Scientists	Engineers/scientists	1,695	6/30/14
11	International Association of Fire Fighters	Fire fighters	32	12/31/14
		Total	34,585	

SOURCE: Executive Office for Administration and Finance.

(1) Numbers represent full-time equivalent filled positions (FTEs) in the standard workforce as of June 16, 2012 whose positions are established in accounts funded by all sources (the annual operating budget, capital projects funds, direct federal grants and expendable trusts and other non-appropriated funds).

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SELECTED FINANCIAL DATA

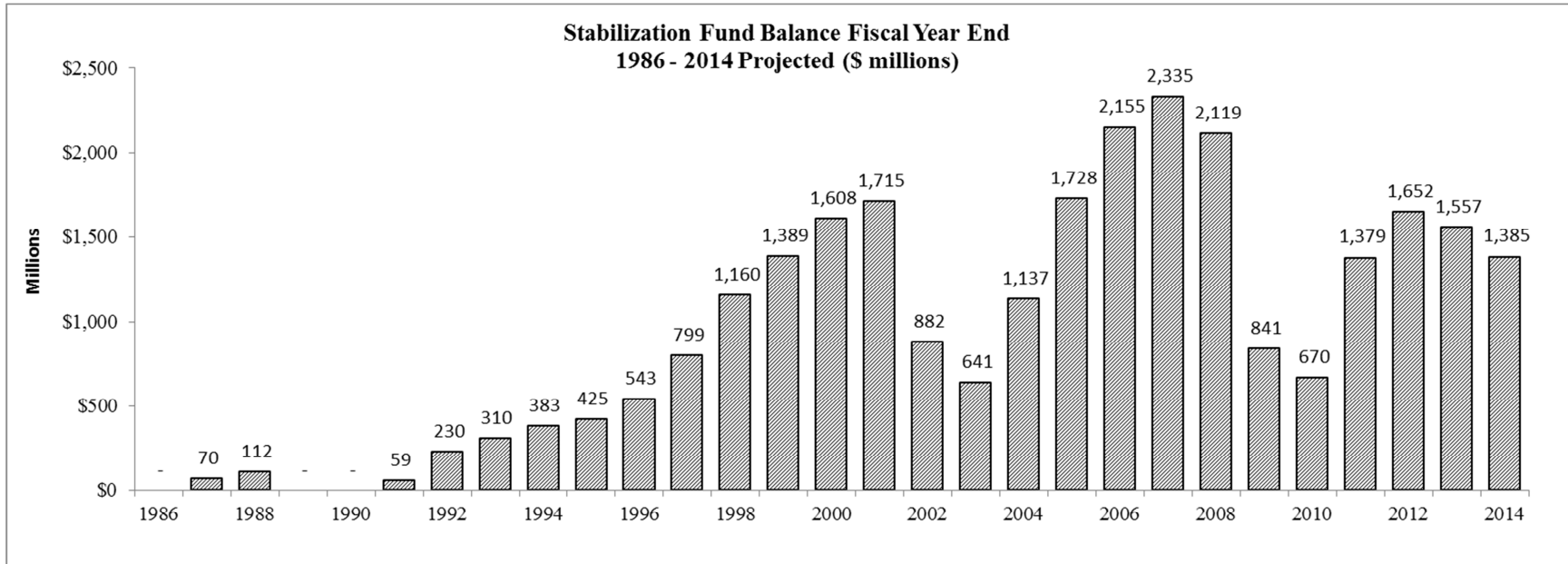
Stabilization Fund

The Stabilization Fund is established by state finance law as a reserve of surplus revenues to be used for the purposes of covering revenue shortfalls, covering state or local losses of federal funds or for any event which threatens the health, safety or welfare of the people or the fiscal stability of the Commonwealth or any of its political subdivisions. The fund is sometimes referred to as the state's "rainy day fund," serving as a source of financial support for the state budget in times of slow or declining revenue growth and as the primary source of protection against having to make drastic cuts in state services in periods of economic downturns. See "FISCAL 2013 AND FISCAL 2014" for a description of fiscal 2013 and 2014 activity in the Stabilization Fund.

Required Deposits and Allowable Stabilization Fund Balance. Beginning July 1, 2004, state finance law provided that (i) 0.5% of current year net tax revenues from each fiscal year be deposited into the Stabilization Fund at fiscal year-end, (ii) 0.5% of current-year net tax revenues be made available for the next fiscal year and (iii) any remaining amount of the year-end surplus be transferred to the Stabilization Fund. State finance law was amended in July, 2010 to provide that any tax revenue from capital gains that exceeds \$1 billion in a fiscal year (adjusted annually, beginning in fiscal 2014, for U. S. gross domestic product growth) is to be deposited into the Stabilization Fund, with 5% of the amount so deposited then transferred to the State Retiree Benefits Trust Fund. Legislation approved by the Governor on July 27, 2012 provides that 5% of the amount deposited to the Stabilization Fund from capital gains must be transferred to the Commonwealth's Pension Liability Fund, in addition to the 5% transferred to the State Retiree Benefits Trust Fund. Prior to fiscal 2004, the allowable Stabilization Fund balance at fiscal year-end could not exceed 10% of the total revenues for that year. Since fiscal 2004, the allowable Stabilization Fund balance has been 15% of total current-year revenues. If the Stabilization Fund balance exceeds the allowable limit, the excess amounts are to be transferred to the Tax Reduction Fund. State finance law was further amended in July, 2013 to eliminate the requirement that at year end 0.5% of current year net tax revenue be deposited in the Stabilization fund and that 0.5% of current year net tax revenue be made available for the next fiscal year. Therefore, effective for fiscal years beginning with 2014, the entire year end surplus is required to be transferred to the Stabilization Fund.

The following chart shows the Stabilization Fund balance from fiscal 1987 through fiscal 2013 (actual) and fiscal 2014 (projected).

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SOURCE: Fiscal 1986-Fiscal 2013, Office of the Comptroller; Fiscal 2014 (projected), Executive Office for Administration and Finance.

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The following table shows the sources and uses of the Stabilization Fund during fiscal 2009 through fiscal 2013:

Stabilization Fund Sources and Uses (in thousands)

	Fiscal 2009	Fiscal 2010	Fiscal 2011	Fiscal 2012	Fiscal 2013
Beginning fund balances	\$2,119,194	\$841,344	\$669,803	\$1,379,071	\$1,652,118
Revenues and Other Sources					
Consolidated net surplus	64,747	11,269	348,605	116,673	-
Deposits made directly during fiscal year	-	-	350,000	-	-
Capital gains tax transfers in excess of \$1 billion	-	-	-	-	467,500
Deposits due to judgments and settlements in excess of \$10 million	-	-	-	375,021	32,498
Lottery transfer taxes	2,436	1,982	1,619	1,353	1,291
Investment income	43,967	21,782	9,044	10,408	5,322
Excess permissible tax revenue	-	-	9,044	-	-
Total Revenues and Other Sources	<u>111,150</u>	<u>35,033</u>	<u>718,312</u>	<u>503,455</u>	<u>506,611</u>
Total Expenditures and Other Uses	<u>1,389,000</u>	<u>206,574</u>	<u>9,044</u>	<u>230,408</u>	<u>602,072</u>
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses					
	<u>(1,277,850)</u>	<u>(171,541)</u>	<u>709,268</u>	<u>273,047</u>	<u>(95,461)</u>
Ending fund balances	<u>\$841,344</u>	<u>\$669,803</u>	<u>\$1,379,071</u>	<u>\$1,652,118</u>	<u>\$1,556,657</u>
Allowable Stabilization Fund Balance	<u>\$4,382,687</u>	<u>\$4,546,502</u>	<u>\$4,961,300</u>	<u>\$4,881,982</u>	<u>\$5,066,844</u>

SOURCE: Office of the Comptroller.

GAAP Basis

The Commonwealth's GAAP financial statements for the year ended June 30, 2013, incorporated herein by reference as Exhibit C, are prepared in accordance with reporting standards first established by GASB Statements 34 and 35, as amended. See "COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS - Fiscal Control, Accounting and Reporting Practices of Comptroller." The GAAP financial statements present a government-wide perspective, including debt, capital assets and accrual activity on a comprehensive statement of net position. All capital assets, including road and bridge infrastructure and all long-term liabilities, including outstanding debt and commitments of long-term assistance to municipalities and authorities, are part of the statements. The Commonwealth's statement of revenues, expenditures and changes in fund balances are presented as a statement of activities.

The table below presents the transition from the Commonwealth's statutory basis budgetary fund balance to the "fund perspective" balance, as depicted in the fund financial statements, and then to the Commonwealth's "entity-wide" governmental financial position. Differences between statutory and GAAP basis can be summarized in five major adjustments. Those adjustments are for Medicaid (as well as the somewhat related liability for uncompensated care), taxes, projected amounts due to the Commonwealth in the next fiscal year under the master tobacco settlement agreement, claims and judgments and amounts due to authorities. As evidenced in the trend line of fund balance (deficit) over time, however, these adjustments connect the GAAP basis measurement when viewed using a fund perspective under GAAP and the statutory basis measurement. While the difference in fund balances may vary in a given fiscal year, both balances generally trend in the same direction. To convert to a full accrual basis, major adjustments are made for the net book value of the Commonwealth's assets, inclusive of infrastructure, the realizable value of long-term deferred revenues (largely from tax payment plans) and the amount of the Commonwealth's outstanding long-term debt and other liabilities.

Governmental Funds-Statutory to GAAP-Fund Perspective and to Governmental Net Position

(Amounts in Millions of Dollars)

Governmental Funds-Statutory Basis, June 30, 2013	
Budgeted Fund Balance	\$1,874.4
Non-budgeted special revenue fund balance	2,078.2
Capital Projects Fund Balance	<u>(836.1)</u>
Governmental Fund Balance-Statutory Basis, June 30, 2013	\$3,116.5
Plus: Expendable Trust and similar fund statutory balances that are considered governmental funds for GAAP reporting purposes	514.9
Less: Massachusetts Department of Transportation Funds	<u>(1,266.5)</u>
Adjusted Statutory Governmental Fund Balance	\$2,364.9
Short term accruals, net of allowances and deferrals for increases/(decreases)	
Taxes, net of refunds and abatements	1,834.5
Tobacco settlement agreement receivable	126.8
Medicaid	(261.6)
Assessments and other receivables	281.9
Amounts due to authorities and municipalities, net	(548.2)
Claims, judgments and other risks	(12.8)
Amounts due to healthcare providers and insurers	(64.2)
Workers' compensation and group insurance	(134.5)
Other accruals, net	<u>233.0</u>
Net increase to governmental funds balances	\$1,454.8
Massachusetts School Building Authority fund balance	<u>1,050.3</u>
Total changes to governmental funds	\$2,505.0
Governmental fund balance (fund perspective)	4,870.0
Plus: Capital assets including infrastructure, net of accumulated depreciation	4,366.1
Deferred revenue, net of other eliminations	1,167.4
Long term accruals:	
Pension benefits cumulative over/(under) funding	(1,815.0)
Post-employment benefits other than pensions cumulative over/(under) funding	(4,147.0)
Environmental remediation liability	(230.8)
Massachusetts School Building Authority debt and school construction payables	(7,154.6)
Long term debt, unamortized premiums and deferred losses on debt refundings	(21,971.2)
Compensated Absences	(518.3)
Capital leases	(50.8)
Accrued interest on bonds	(346.5)
Other long term liabilities	<u>(109.0)</u>
Total governmental net position (government-wide perspective)	(\$25,939.9)

SOURCE: Office of the Comptroller

The deficit of \$25.940 billion in government-wide net position can be largely attributed to the Commonwealth's policy decision to finance the construction of assets owned by other governmental entities, particularly Commonwealth roads and bridges, which as a result of transportation reform completed during fiscal 2010 shifted these assets from the books of the Commonwealth to the Massachusetts Department of Transportation (MassDOT), a component unit of the Commonwealth. At the end of fiscal 2013, MassDOT held \$22.320 billion in road, bridge and other transportation-related assets (excluding assets of the Massachusetts Bay Transportation Authority), net of related depreciation, the vast majority of which were formerly held by the Commonwealth. Those assets were financed by the Commonwealth, and the debt remains a long-term obligation of the Commonwealth. In addition, the Commonwealth has a net liability of \$6.036 billion in debt and grant obligations for the school building assistance program that finances construction of schools for the Commonwealth's cities and towns.

Change in Statement of Net Position

(amounts in thousands of dollars)

	<u>Governmental Activities</u>	<u>Business Type Activities (1)</u>	<u>Government Wide</u>
Total net position:			
Fiscal 2012	(\$24,297,788)	\$4,912,212	(\$19,385,576)
Fiscal 2013	(25,939,876)	4,841,123	(21,098,753)
Change in net position	(\$1,642,088)	\$(71,089)	(\$1,713,177)

SOURCE: Office of the Comptroller

- (1) During fiscal 2013, the beginning net position of the business type activities was restated by approximately \$576 million due to the implementation of GASB Statement No. 61 and other various restatements by the University of Massachusetts System, State Universities and Community Colleges; see footnote 1 of the CAFR.

During the fiscal year, approximately \$1.003 billion in restricted net position was set aside for unemployment benefits and an additional approximate \$1.033 billion was restricted for debt retirement.

Revenues – GAAP Basis. The measurement of revenues for the budgeted operating funds from a statutory basis differs from governmental revenues on a GAAP basis in that certain funds that are not governmental for statutory purposes are included on a GAAP basis, including revenue accruals for Medicaid and taxes, which are included on a GAAP basis but not on a statutory basis. In addition, internal transfers are eliminated under GAAP from an entity-wide perspective. The following table shows the distribution of major sources of revenue in fiscal 2013:

Comparison of Fiscal 2013 Governmental Revenues (in millions)

	<u>Governmental Funds</u>	<u>GAAP Basis – Governmental</u>	
	<u>Statutory Basis</u>	<u>Fund Perspective</u>	<u>Entity-wide Perspective</u>
Taxes	\$22,396	\$22,391	\$22,599
Federal Revenue	11,474	12,867	12,855
Departmental and Miscellaneous Revenue	<u>17,133</u>	<u>20,032</u>	<u>10,144</u>
Total	<u>\$51,003</u>	<u>\$55,290</u>	<u>\$45,598</u>

SOURCE: Office of the Comptroller.

The following table provides financial results on a GAAP basis for all governmental operating funds of the Commonwealth for fiscal 2009 through fiscal 2013.

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Governmental Fund Operations – GAAP Basis – Fund Perspective (in millions)

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>
Beginning fund balances	\$7,062.7	\$5,061.3	\$4,585.7	\$5,267.6	\$6,318.9
Revenues and Financing Sources	49,787.9	49,853.1	53,898.4	54,370.1	55,289.9
Expenditures and Financing Uses	51,789.3	50,328.7	53,216.5	53,318.8	56,738.9
Excess/(deficit)	<u>(2,001.4)</u>	<u>(475.6)</u>	<u>681.9</u>	<u>1,051.3</u>	<u>(1,449.0)</u>
Ending fund balances—GAAP fund perspective	<u>\$5,061.3</u>	<u>\$4,585.7</u>	<u>\$5,267.6</u>	<u>\$6,318.9</u>	<u>\$4,869.9</u>

SOURCE: Office of the Comptroller.

Financial Reports. The Commonwealth issues annual reports, including financial statements on the statutory basis of accounting (reviewed not audited) and the GAAP basis audited financial statements. These financial statements are issued as two separate reports, the Statutory Basis Financial Report (SBFR) and the Comprehensive Annual Financial Report (CAFR). The SBFR is published by the Comptroller by October 31 and the CAFR is published by the Comptroller by the second Wednesday in January. The SBFR for the year ended June 30, 2013 and the CAFR for the year ended June 30, 2013 are attached hereto as Exhibits B and C, respectively. Copies of these financial reports are also available at the address provided under “CONTINUING DISCLOSURE.” The SBFR for fiscal 1997 through fiscal 2013 and the CAFR for fiscal 1995 through fiscal 2013 are also available on the web site of the Comptroller of the Commonwealth located at <http://www.mass.gov/osc> by clicking on “Financial Reports” under the “Publications and Reports” tab.

The Comptroller retains an independent certified public accounting firm to audit the Commonwealth’s financial statements and issue certain other reports required by the single audit. As part of the single audit, the independent auditors render a report on all programs involving federal funding for compliance with federal and state laws and regulations and assess the adequacy of internal control systems. For fiscal 1991 through 2013 the independent auditors’ opinions were unqualified.

For each year beginning in fiscal 1991, the Commonwealth CAFRs, from which certain information contained in this Information Statement has been derived, have been awarded the Certificate of Achievement for Excellence in Financial Reporting by the Government Finance Officers Association of the United States and Canada (GFOA). The Certificate of Achievement is the highest form of recognition for excellence in state and local government financial reporting. Fiscal 2012 marked the 22nd consecutive year that the Commonwealth has received this award. The fiscal year 2013 CAFR has been submitted to the GFOA for the award.

Discussion of Financial Condition

As the annual operating budget of the Commonwealth is adopted in accordance with the statutory basis of accounting, public and governmental discourse on the financial affairs of the Commonwealth has traditionally followed the statutory basis. Consequently, the financial information set forth in this document follows the statutory basis, except where otherwise noted. Since fiscal 1990, the Commonwealth has prepared separate audited financial reports on the statutory basis and on a GAAP basis. See “COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS – Fiscal Control, Accounting and Reporting Practices of Comptroller; *Financial Reports.*” The SBFR for the year ended June 30, 2013 is attached hereto as Exhibit B. The CAFR for the year ended June 30, 2013 is attached hereto as Exhibit C. Without limiting the generality of the references to the SBFR and the CAFR for the year ended June 30, 2013, attention is called in particular to the portion of the CAFR under the heading “Management’s Discussion and Analysis.”

Auditors' Report on Fiscal 2013 CAFR

The basic financial statements included in the CAFR of the Commonwealth for the year ended June 30, 2013 were audited by KPMG LLP (KPMG). The KPMG audit report dated December 20, 2013 on the general purpose financial statements included in the CAFR for the year ended June 30, 2013 contained an unqualified opinion. A copy of the audit report of KPMG dated December 20, 2013 has been filed with EMMA and is included within Exhibit C to this Information Statement. KPMG has not been engaged to perform, and has not performed, since the respective dates of its reports included herein, any procedures on the financial statements addressed in such reports, nor has said independent auditor performed any procedures relating to any official statement of which this Information Statement may be a part.

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FISCAL 2013 AND FISCAL 2014

Fiscal 2013

The fiscal 2013 budget as originally approved authorized approximately \$32.002 billion in spending, exclusive of approximately \$1.552 billion in required pension contributions and \$163 million in fiscal 2012 spending authorized to be continued into fiscal 2013 as part of fiscal 2012 end-of-year supplemental budgets. Approximately \$266 million in supplemental appropriations were authorized during fiscal 2013 prior to June 30, 2013. Subsequent to year-end, an additional supplemental budget was enacted totaling approximately \$175 million in new fiscal 2013 appropriations, all of which were continued to fiscal 2014 and re-appropriated.

On November 1, 2013, the Comptroller issued the fiscal 2013 Statutory Basis Financial Report (SBFR), which closed the books on fiscal 2013. As reported in the SBFR, fiscal 2013 budgeted fund total expenditures and other uses exceeded fiscal 2013 budgeted fund total revenues and other financing sources by \$115 million, and fiscal 2013 ended with a budgeted fund balance of \$1.874 billion. Of that amount, \$1.557 billion was reserved in the Stabilization Fund, \$297 million was reserved for continuing appropriations and debt service, and \$21 million was undesignated.

The Stabilization Fund balance of \$1.557 billion at the end of fiscal 2013 represents a \$95 million decrease from the close of fiscal 2012. The Commonwealth withdrew \$550 million from the Stabilization Fund to help maintain budgetary balance in fiscal 2013. In addition, \$5 million of investment income was transferred from the Stabilization Fund to the General Fund, and a total of \$47 million in capital gains tax revenue was deposited to the Stabilization Fund and then transferred from the Stabilization Fund to the State Retiree Benefits Trust Fund (SRBTF) (\$23.4 million) and the Commonwealth's Pension Liability Fund (\$23.4 million) in accordance with state finance law, which requires 10% of all capital gains taxes over \$1 billion be transferred in equal 5% amounts to the SRBTF and the Commonwealth's Pension Liability Fund. The fiscal 2013 withdrawals from the Stabilization Fund were offset by \$500 million in transfers to the Stabilization Fund from the General Fund in accordance with two recent statutory requirements, which mandated that capital gains tax collections in excess of \$1 billion in any fiscal year and judgments and settlements in excess of \$10 million (except as otherwise directed by the Legislature) be deposited directly to the Stabilization Fund.

Fiscal 2014

The fiscal 2014 budget was enacted by the Legislature on July 1, 2013 and approved by the Governor on July 12, 2013. A \$4.075 billion interim budget for the first 30 days of fiscal 2014 had been enacted by the Legislature and approved by the Governor on June 21, 2013. Total spending in the fiscal 2014 budget approved by the Governor amounts to approximately \$34.063 billion, after accounting for \$435.4 million in veto overrides. The fiscal 2014 budget also provides that \$85 million of the fiscal 2013 budgetary surplus is to go to the Massachusetts Community Preservation Trust Fund (\$25 million), to the Massachusetts Life Sciences Investment Fund (\$19.5 million), to the Housing Stabilization Trust Fund (\$10 million), to the Department of Early Education and Care (\$11.5 million), to private human and social services providing for a one-time rate reserve payment (\$11.5 million) and to the Social Innovation Financing Trust Fund (\$7.5 million). Subsequently, the fiscal 2013 final supplemental appropriation bill signed by the Governor on October 29, 2013 provided that \$21.8 million of the fiscal budgetary surplus would fund core information technology costs to support services provided to residents and business.

The fiscal budget assumes tax revenues of \$22.797 billion, reflecting the consensus tax estimate of \$22.334 billion, adjusted for the impact of revenue initiatives enacted as part of the budget, most notably a one-year delay of the FAS 109 deductions (additional \$45.9 million), enhanced tax enforcement initiatives (additional \$35 million) and an Amazon agreement (additional \$36.7 million), as well as approximately \$370.0 million in tax revenues included in the transportation finance legislation enacted on July 24, 2013. The tax estimate also reflects the estimated cost of \$24.3 million for the subsequently enacted two-day sales tax holiday held on August 10-11, 2013 (the final estimate was determined to be approximately \$24.6 million, which was certified by the Commissioner of Revenue on December 31, 2013). (The enacting legislation for the sales tax holiday required that proceeds of one-time settlements and judgments that otherwise would have been transferred to the Commonwealth Stabilization Fund, be used to reimburse the General Fund for foregone tax revenue as a result of the holiday.)

Approximately \$1.060 billion of the \$22.797 billion tax estimate is assumed to be generated from taxes on capital gains. Approximately \$37 million of that amount will be deposited into the Stabilization Fund and will not be available for budgetary purposes pursuant to the certification released by the Department of Revenue on December 28, 2012, that established a fiscal 2014 capital gains threshold of \$1.023 billion.

On September 27, 2013, the Governor signed a bill that repealed the expansion of the sales tax to computer software and systems design services that had been enacted by the Legislature on July 24, 2013, retroactive to its effective date. The tax had been expected to raise \$181 million annually by fiscal 2018. The fiscal 2014 budget had included \$161 million in expected revenue from the tax.

The fiscal 2014 budget relies on \$672 million in one-time resources to support recurring spending, down from the fiscal 2013 assumption of \$920 million. Among the one-time resources assumed as part of the fiscal 2014 budget is a \$350 million withdrawal from the Stabilization Fund and using reversions of excess debt service appropriations instead of tobacco settlement proceeds to fund the scheduled fiscal 2014 State Retiree Benefits Trust Fund deposit (\$51 million). The net withdrawal, after accounting for projected deposits of capital gain revenues and tax settlements, is \$172 million. The fiscal 2014 Stabilization Fund ending balance, based on fiscal 2013 year-to-date deposits and withdrawals and those assumed in the fiscal 2014 budget is projected to be \$1.385 billion.

On October 15, the Secretary of Administration and Finance certified that based on available data on tax collections and economic trends he did not believe it was necessary to revise the fiscal 2014 tax revenue estimate of \$22.797 billion. He noted that while year-to-date tax revenues through September were \$199 million above the budgetary benchmark, in light of the repeal of the software sales tax and economic uncertainty related to ongoing federal budget dynamics, it was prudent to retain the existing tax revenue estimate. The Secretary also announced that the Executive Office for Administration and Finance was currently forecasting lower than expected performance for non-tax revenues (approximately \$150 million in reduced revenue relative to levels originally assumed in the enacted fiscal 2014 budget). He stated that the Executive Office for Administration and Finance would continue to monitor all aspects of revenue performance closely as one component of fiscal 2014 budget management.

On January 14, 2014, based on updated projections presented at the consensus revenue hearing and year-to-date tax collections through December, the Secretary increased the estimate by \$403 million to \$23.200 billion. The revised estimate represents a 1.8% increase to the original estimate and a 4.9% increase over fiscal 2013 collections.

Cash Flow

The State Treasurer is responsible for cash management and ensuring that all Commonwealth financial obligations are met on a timely basis. See "COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS - Cash Management Practices of State Treasurer." The Commonwealth does not engage in inter-fund borrowing. Cash flow management incorporates the periodic use of short-term borrowing to meet cash flow needs for both capital and operating expenditures. All revenue anticipation notes, including those issued as commercial paper, must be repaid by the end of the fiscal year. The state currently has liquidity support for a \$400 million tax-exempt commercial paper program for general obligation notes. The Commonwealth has relied upon the commercial paper program for additional liquidity since 2002.

The Commonwealth ended fiscal 2013 with a non-segregated cash balance of approximately \$2.276 billion. The most recent cash flow statement projects a fiscal 2014 ending balance of approximately \$2.731 billion.

The fiscal 2013 cash flow statement released by the State Treasurer and the Secretary of Administration and Finance on September 5, 2013 and the fiscal 2014 cash flow statement released by them on December 3, 2013 are summarized in the tables below. Fiscal 2014 is based upon the budget signed on July 12, 2013 and all supplemental appropriations filed, enacted or anticipated, and includes all prior appropriations continued into fiscal 2014. Fiscal 2014 projections are based on actual spending and revenue through October, 2013 and estimates for the remainder of the fiscal year. Quarterly cash flow statements, as submitted by the State Treasurer to the House and Senate Committees on Ways and Means, are posted on the cash management page of the State Treasurer's website.

Commonwealth cash deposits are held in insured or collateralized bank accounts and with the Massachusetts Municipal Depository Trust (MMDT), the Commonwealth's investment pool for governmental entities.

MMDT is comprised of two portfolios, professionally managed by Federated Investors Inc., the Cash Portfolio and the Short Term Bond Fund. The Cash Portfolio investments are carried at amortized cost, which approximates fair value and the Short Term Bond Fund investments are carried at fair value.

The Cash Portfolio invests in a diversified portfolio of high quality United States dollar-denominated money market instruments (eligible under Rule 2a-7 of the Securities and Exchange Commission) of domestic and foreign issuers, United States government securities and repurchase agreements. As of November 30, 2013, the Cash Portfolio holdings were made up of commercial paper and notes (44.3%), variable rate instruments (17.5%), repurchase agreements (16.3%) and bank instruments (21.9%). As of December 31, 2013, the Cash Portfolio's weighted average life was 77 days, and the weighted average maturity was 54 days.

The Short Term Bond Fund invests in a diversified portfolio of investment grade debt securities. As of November 30, 2013, the Short Term Bond Fund holdings were made up of Adjustable Rate Mortgages (1.0%), Asset Backed Securities (8.7%), Corporate Bonds (36.8%), Mortgage Backed Securities (2.4%), Collateralized Mortgage Obligations (4.4%), U.S Treasury obligations (40.0%), Government Agencies (5.9) Investment Company (0.5%). As of November 30, 2013, the fund's weighted average effective duration was 2.45years, and the weighted average effective maturity was 2.61 years.

The Commonwealth's five-year capital investment plan, which is reviewed annually, calls for fiscal 2014 capital spending of approximately \$2.85 billion, which includes \$2.0 billion in bond cap for fiscal 2014, \$704.0 million for the Accelerated Bridge Program and \$151.9 million for project finance spending. To date, the Commonwealth has issued both general obligation bonds (July and December) and special obligation bonds for the Accelerated Bridge Program (November) in fiscal 2014. Based on a preliminary financing schedule, future borrowings are expected to generate approximately \$1.0 billion in bond proceeds and are expected to take place in March, 2014 and May, 2014.

On September 18, 2013, the Commonwealth completed the sale of \$800 million in short-term revenue anticipation notes (RANs) to help reinforce the state's available cash given anticipated fluctuations in tax revenue collections.

The next cash flow statement is expected to be released on or about February 28, 2014.

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The following table provides General Fund ending cash balances by month for fiscal 2010 through fiscal 2014.

Month End General Fund Cash Balances (in millions)

	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>	<u>Fiscal 2014</u>
July	\$ 581.8	\$ 1,082.2	\$ 2,194.7	\$ 1,944.4	\$ 1,253.7
August	837.7	1,852.1	2,153.1	1,505.4	1065.1
September	1,033.1	1,715.3	1,462.0	675.8	1918.9
October	703.4	1,522.2	1,522.5	2,175.8	1744.4
November	529.2	1,661.9	1,973.0	1,625.7	1410.0(1)
December	890.0	1,558.0	1,287.4	1,018.4	2040.6(1)
January	1,271.7	1,948.2	1,995.5	1,597.6	2205.4(1)
February	988.4	1,591.3	1,551.2	1,334.9	1182.4(1)
March	891.4	924.8	860.1	368.3	1304.6(1)
April	1,335.9	2,246.0	1,823.8	2,001.3	2491.7(1)
May	1,515.1	2,363.0	1,643.4	1,829.7	2150.2(1)
June	844.3	2,200.4	2,096.7	2,276.6	2731.0(1)

SOURCE: Office of the Treasurer and Receiver-General.

(1) Fiscal 2014 ending balances are estimated for November through June.

The following tables provide cash flow detail for fiscal 2013 and fiscal 2014.

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Overview of Fiscal 2013 Non-Segregated Operating Cash Flow (in millions) (1)
(as of December 3, 2013)

	<u>Jul-12</u>	<u>Aug-12</u>	<u>Sep -12</u>	<u>Oct-12</u>	<u>Nov -12</u>	<u>Dec-12</u>	<u>Jan-13</u>	<u>Feb-13</u>	<u>Mar-13</u>	<u>Apr-13</u>	<u>May-13</u>	<u>June-13</u>	Total FY 2013
Opening Non-Segregated Operating Cash Balance	\$2,096.7	\$1,944.4	\$1,505.4	\$675.8	\$2,175.5	\$1,625.7	\$1,018.4	\$1,597.6	\$1,334.9	\$368.3	\$2,001.3	\$1,829.7	\$2,096.7
Operating Activities:													
Budgetary Funds:													
<i>Transfer from/(to) Stabilization Fund</i>	0.0	0.0	4.0	0	(114.3)	0.0	(94.6)	0.0	0.0	17.1	1.4	275.8	89.5
Total Budgetary Revenue/Inflows	2,399.1	2,449.3	3,298.0	2,598.4	2,175.8	3,299.4	3,334.1	2,344.1	3,116.7	4,294.4	2,832.5	3,651.8	35,793.6
Total Budgetary Expenditures/Outflows	2,361.8	3,109.3	3,231.7	2,279.0	2,637.8	3,272.4	2,461.0	2,407.1	3,689.0	2,440.8	2,111.9	2,576.4	32,578.1
Net Budgetary Funds	37.4	(660.1)	66.3	319.4	(462.0)	27.1	873.1	(63.0)	(572.3)	1,853.6	720.7	1,075.4	3,215.5
Non Budgetary Funds (Non Budgetary, Higher Ed and Trust Funds):													
Total Non Budgetary Revenue/Inflows	854.6	1,568.5	330.4	856.4	873.0	672.8	673.9	782.5	1,056.2	750.4	826.5	510.7	9,756.0
Total Non Budgetary Expenditures/Outflows	871.6	1,066.0	1,240.8	1,086.8	878.6	1,476.0	914.9	866.2	1,271.0	861.0	938.5	1,224.7	12,696.2
Net Non Budgetary Funds	(17.0)	502.4	(910.4)	(230.4)	(5.6)	(803.2)	(241.0)	(83.7)	(214.8)	(110.6)	(111.9)	(714.0)	(2,940.2)
Net Undesignated Revenue/Inflows and Expenditures/Outflows	1.1	1.6	3.3	1.6	1.2	9.0	1.5	0.9	5.3	1.3	4.3	2.6	33.9
Net Operating Activities	\$21.5	(\$156.0)	(\$840.9)	\$90.7	(\$466.3)	(\$767.1)	\$633.7	(\$145.8)	(\$781.8)	\$1,744.3	\$613.1	\$364.0	\$309.2
Federal Grants:													
Total Federal Grants Revenue/Inflows	168.4	110.0	341.2	111.4	154.7	241.7	176.2	186.6	166.8	252.5	203.0	346.5	2,459.9
Total Federal Grants Expenditures/Outflows	<u>242.6</u>	<u>247.8</u>	<u>164.2</u>	<u>146.1</u>	<u>183.0</u>	<u>239.6</u>	<u>193.1</u>	<u>222.1</u>	<u>227.9</u>	<u>213.6</u>	<u>212.5</u>	<u>227.5</u>	<u>2,520.1</u>
Net Federal Grants	(\$74.2)	(\$136.8)	\$177.0	(\$34.7)	(\$28.3)	\$2.1	(\$16.9)	(\$35.6)	(\$61.1)	\$38.9	(\$9.5)	\$119.0	(\$60.2)
Capital Funds:													
Total Capital Revenue/Inflows	152.8	121.3	51.1	453.8	159.7	352.9	195.1	64.1	54.5	640.7	40.6	209.0	2,495.7
Total Capital Expenditures/Outflows:	<u>252.4</u>	<u>267.5</u>	<u>216.8</u>	<u>223.7</u>	<u>214.9</u>	<u>195.2</u>	<u>232.7</u>	<u>145.4</u>	<u>178.3</u>	<u>184.1</u>	<u>208.1</u>	<u>245.1</u>	<u>2,564.0</u>
Net Capital Funds	(\$99.5)	(\$146.2)	(\$165.7)	\$230.1	(\$55.2)	\$157.7	(\$37.5)	(\$81.3)	(\$123.8)	\$456.5	(\$167.5)	(\$36.1)	(\$68.4)
Financing Activities:													
Cash Flow Financing Activities Inflows:													
<i>Commercial Paper</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<i>Revenue Anticipation Notes (RANS)</i>	0.0	0.0	0.0	1,213.7	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1,213.7
Total Cash Flow Financing Activities Inflows	0.0	0.0	0.0	1,213.7	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1,213.7
Cash Flow Financing Activities Outflows:													
<i>Commercial Paper – (Principal + Interest)</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<i>RANS – (Principal + Interest)</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	606.7	607.7	0.0	1,214.4
Total Cash Flow Financing Activities Outflows	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>606.7</u>	<u>607.7</u>	<u>0.0</u>	<u>1,214.4</u>
Net Financing Activities	\$ 0.0	\$0.0	\$0.0	\$1,213.7	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	(\$606.7)	(\$607.7)	\$0.0	(\$0.7)
Ending Non-Segregated Operating Cash Balance	\$1,944.4	\$1,505.4	\$675.8	\$2,175.5	\$1,625.7	\$1,018.4	\$1,597.6	\$1,334.9	\$368.3	\$2,001.3	\$1,829.7	\$2,276.6	\$2,276.6

SOURCE: Office of the Treasurer and Receiver-General.

(1) Totals may not add due to rounding.

(2) Figures are estimated.

Overview of Fiscal 2014 Non-Segregated Operating Cash Flow (in millions) (1)
(as of December 3, 2013)

	<u>Jul-13</u>	<u>Aug-13</u>	<u>Sep -13</u>	<u>Oct-13</u>	<u>Nov -13 (2)</u>	<u>Dec-13 (2)</u>	<u>Jan-14 (2)</u>	<u>Feb-14 (2)</u>	<u>Mar-14(2)</u>	<u>Apr-14 (2)</u>	<u>May-14(2)</u>	<u>June-14(2)</u>	Total FY 2014 (2)
Opening Non-Segregated Operating Cash Balance	\$2,276.5	\$1,253.7	\$1,065.1	\$1,918.9	\$1,744.4	\$1,410.0	\$2,040.6	\$2,205.4	\$1,182.4	\$1,304.6	\$2,491.7	\$2,150.2	\$2,276.5
Operating Activities:													
Budgetary Funds:													
<i>Transfer from/(to) Stabilization Fund</i>	(145.6)	350.0	(70.2)	0.0	0.0	60.7	0.0	0.0	1.4	0.0	0.0	1.4	197.8
Total Budgetary Revenue/Inflows	2,459.1	2,959.8	3,355.5	2,624.9	2,417.5	3,472.3	3,290.6	2,414.7	3,623.3	4,462.2	2,799.1	3,855.3	37,734.4
Total Budgetary Expenditures/Outflows	3,123.1	3,197.0	2,535.2	2,738.1	3,126.0	3,033.6	3,101.4	3,179.1	3,368.3	2,999.4	2,718.5	2,876.9	35,996.5
Net Budgetary Funds	(664.0)	(237.2)	820.3	(113.2)	(708.5)	438.7	189.2	(764.4)	255.1	1,462.8	80.6	978.4	1,737.9
Non Budgetary Funds (Non Budgetary, Higher Ed and Trust Funds):													
Total Non Budgetary Revenue/Inflows	858.9	986.3	540.5	635.6	1,408.1	886.8	1,047.8	864.5	998.8	838.8	835.8	897.8	10,799.9
Total Non Budgetary Expenditures/Outflows	952.3	1,114.2	1,148.5	827.6	964.0	1,087.0	972.5	1,000.9	1,163.9	982.3	982.8	1,139.2	12,335.4
Net Non Budgetary Funds	(93.4)	(127.9)	(608.0)	(192.0)	444.1	(200.2)	75.3	(136.4)	(165.1)	(143.5)	(147.0)	(241.4)	(1,535.5)
Net Undesignated Revenue/Inflows and Expenditures/Outflows	0.7	13.6	3.8	1.8	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	27.9
Net Operating Activities	(\$756.7)	(\$351.5)	\$216.1	(\$303.5)	(\$263.3)	\$239.5	\$265.5	(\$899.8)	\$91.0	\$1,320.3	(\$65.3)	\$738.1	\$230.3
Federal Grants:													
Total Federal Grants Revenue/Inflows	163.6	232.8	164.8	161.8	180.0	200.0	185.0	185.0	202.0	185.0	190.0	200.5	2,250.5
Total Federal Grants Expenditures/Outflows	<u>205.5</u>	<u>224.8</u>	<u>142.5</u>	<u>158.7</u>	<u>185.3</u>	<u>198.0</u>	<u>186.3</u>	<u>179.8</u>	<u>208.0</u>	<u>186.3</u>	<u>185.3</u>	<u>198.0</u>	<u>2,258.5</u>
Net Federal Grants	(41.9)	\$8.0	\$22.3	\$3.1	(\$5.3)	\$2.0	(\$1.3)	\$5.2	(\$6.0)	(\$1.3)	\$4.7	\$2.5	(\$8.0)
Capital Funds:													
Total Capital Revenue/Inflows	48.5	430.6	56.9	344.2	250.4	721.9	205.6	174.3	343.4	351.2	353.1	430.0	3,710.1
Total Capital Expenditures/Outflows:	<u>272.7</u>	<u>275.7</u>	<u>241.4</u>	<u>218.4</u>	<u>316.1</u>	<u>332.9</u>	<u>305.1</u>	<u>302.7</u>	<u>306.2</u>	<u>280.8</u>	<u>329.9</u>	<u>285.3</u>	<u>3,467.0</u>
Net Capital Funds	(224.2)	\$154.8	(\$184.5)	\$125.8	(\$65.7)	\$389.0	(\$99.5)	(\$128.4)	\$37.2	\$70.4	\$23.2	\$144.7	\$243.1
Financing Activities:													
Cash Flow Financing Activities Inflows:													
<i>Commercial Paper</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<i>Revenue Anticipation Notes (RANS)</i>	0.0	0.0	800.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	800.0
Total Cash Flow Financing Activities Inflows	0.0	0.0	800.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	800.0
Cash Flow Financing Activities Outflows:													
<i>Commercial Paper – (Principal + Interest)</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<i>RANS – (Principal + Interest)</i>	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	202.3	304.1	304.5	810.9
Total Cash Flow Financing Activities Outflows	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>202.3</u>	<u>304.1</u>	<u>304.5</u>	<u>810.9</u>
Net Financing Activities	0.0	\$0.0	\$800.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	(\$202.3)	(\$304.1)	(\$304.5)	(\$10.9)
Ending Non-Segregated Operating Cash Balance	1,253.7	\$1,065.1	\$1,918.9	\$1,744.4	\$1,410.0	\$2,040.6	\$2,205.4	\$1,182.4	\$1,304.6	\$2,491.7	\$2,150.2	\$2,731.0	\$2,731.0

SOURCE: Office of the Treasurer and Receiver-General.

(1) Totals may not add due to rounding.

(2) Figures are estimated.

LONG-TERM LIABILITIES

General Authority to Borrow

Under its constitution, the Commonwealth may borrow money (a) for defense or in anticipation of receipts from taxes or other sources, any such loan to be paid out of the revenue of the year in which the loan is made, or (b) by a two-thirds vote of the members of each house of the Legislature present and voting thereon. The constitution further provides that borrowed money shall not be expended for any other purpose than that for which it was borrowed or for the reduction or discharge of the principal of the loan. In addition, the Commonwealth may give, loan or pledge its credit by a two-thirds vote of the members of each house of the Legislature present and voting thereon, but such credit may not in any manner be given or loaned to or in aid of any individual, or of any private association, or of any corporation which is privately owned or managed.

The Commonwealth has waived its sovereign immunity and consented to be sued on contractual obligations, which includes bonds and notes issued by it and all claims with respect thereto. However, the property of the Commonwealth is not subject to attachment or levy to pay a judgment, and the satisfaction of any judgment generally requires legislative appropriation. Enforcement of a claim for payment of principal of or interest on bonds and notes of the Commonwealth may also be subject to the provisions of federal or Commonwealth statutes, if any, hereafter enacted extending the time for payment or imposing other constraints upon enforcement, insofar as the same may be constitutionally applied. The United States Bankruptcy Code is not applicable to states.

Commonwealth Debt. The State Treasurer is statutorily responsible for the borrowing needs of the Commonwealth, including short-term cash flow needs and long-term borrowing needs for the capital budget. Borrowing is accomplished through the sale of short-term notes and long-term bonds. The Commonwealth is authorized to issue three types of direct debt – general obligation debt, special obligation debt and federal grant anticipation notes. General obligation debt is secured by a pledge of the full faith and credit of the Commonwealth. See “General Obligation Debt” below. Special obligation debt may be secured either with a pledge of receipts credited to the Commonwealth Transportation Fund (formerly the Highway Fund) or with a pledge of receipts credited to the Convention Center Fund. See “Special Obligation Debt” below. Federal grant anticipation notes are secured by a pledge of federal highway construction reimbursements. See “Federal Grant Anticipation Notes” below.

Other Long-Term Liabilities. The Commonwealth is also authorized to pledge its credit in aid of and provide contractual support for certain independent authorities and political subdivisions within the Commonwealth. These Commonwealth liabilities are classified as (a) general obligation contract assistance liabilities, (b) budgetary contract assistance liabilities or (c) contingent liabilities. In addition, the Commonwealth is authorized to pledge its credit in support of scheduled, periodic payments to be made by the Commonwealth under interest rate swaps and other hedging agreements related to bonds or notes of the Commonwealth.

General obligation contract assistance liabilities arise from statutory requirements for payments by the Commonwealth to the Massachusetts Water Pollution Abatement Trust, the Massachusetts Department of Transportation and the Massachusetts Development Finance Agency that are used by such entities to pay a portion of the debt service on certain of their outstanding bonds. Such liabilities constitute a pledge of the Commonwealth’s credit for which a two-thirds vote of the Legislature is required. See “General Obligation Contract Assistance Liabilities” below.

Budgetary contract assistance liabilities arise from statutory requirements for payments by the Commonwealth under capital leases and other contractual agreements. Such liabilities do not constitute a pledge of the Commonwealth’s credit. See “Budgetary Contract Assistance Liabilities” below.

Contingent liabilities relate to debt obligations of certain independent authorities and agencies of the Commonwealth that are expected to be paid without Commonwealth assistance, but for which the Commonwealth has some kind of liability if expected payment sources do not materialize. These liabilities consist of guaranties and similar obligations with respect to which the Commonwealth’s credit has been or may be pledged, as in the case of certain debt obligations of the MBTA, regional transit authorities, the Woods Hole, Martha’s Vineyard and Nantucket Steamship Authority, and the higher education building authorities. The Commonwealth has certain

statutorily contemplated payment obligations with respect to which the Commonwealth's credit has not been pledged, as in the case of the Commonwealth's obligation to replenish the capital reserve funds securing certain debt obligations of the Massachusetts Housing Finance Agency and the Commonwealth's obligation to fund debt service, solely from moneys otherwise appropriated for the affected institution, owed by certain community colleges and state universities on bonds issued by the former Massachusetts Health and Educational Facilities Authority (now the Massachusetts Development Finance Agency) and the Massachusetts State College Building Authority. See "Contingent Liabilities" below.

Statutory Limit on Direct Debt. Since December, 1989, state finance law has included a limit on the amount of outstanding "direct" bonds of the Commonwealth. For fiscal 2012, the debt limit was \$18.944 billion under the statute in place during fiscal 2012. In August, 2012, state finance law was amended, effective January 1, 2013, to specify that the debt limit be calculated for fiscal years starting in fiscal 2013 using a fiscal 2012 base value of \$17,070,000,000 and increasing the limit for each subsequent fiscal year to 105% of the previous fiscal year's limit. Based on this calculation, the statutory limit on "direct" bonds during fiscal 2014 is \$18,819,675,000. Prior to June 10, 2013, this limit was calculated using a statutory definition that differed from GAAP in that the principal amount of outstanding bonds included the amount of any premium and was measured net of any discount, costs of issuance and other financing costs ("net proceeds"). On June 10, 2013, state finance law was amended, effective January 1, 2013, to change the statutory definition of outstanding debt from net proceeds to principal outstanding, a change that brings the debt outstanding definition in conformance with GAAP.

The debt limit law provides that bonds to be refunded from the proceeds of Commonwealth refunding bonds are to be excluded from outstanding "direct" bonds upon the issuance of the refunding bonds. Pursuant to special legislation enacted over the years, certain outstanding Commonwealth debt obligations are not counted in computing the amount of bonds subject to the limit, including Commonwealth refunding/restructuring bonds issued in September and October, 1991, federal grant anticipation notes, bonds issued to pay operating notes issued by the MBTA or to reimburse the Commonwealth for advances to the MBTA, bonds payable from the Central Artery and Statewide Road and Bridge Infrastructure Fund, bonds issued to finance the Massachusetts School Building Authority and bonds issued to finance the Commonwealth's Accelerated Bridge Program.

The outstanding Commonwealth debt, the amounts of such outstanding debt excluded from the statutory debt limit, the net amounts of such outstanding Commonwealth debt subject to the statutory debt limit and the statutory debt limit as of the end of each of the last five fiscal years are shown in the following table on a statutory basis. Previous versions of this table published in Commonwealth Information Statements and in the corresponding schedules to the Commonwealth's Comprehensive Annual Financial Reports contained incorrect information for fiscal 2011 and fiscal 2012. That information has been corrected in this table. For fiscal 2009 through fiscal 2012, the table below shows the calculation of the debt limit prior to the passage of the legislation approved on June 10, 2013, as described above, and is presented showing net proceeds. For fiscal 2013 the limit calculations are presented showing principal amounts as required by the amended law.

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Calculation of the Debt Limit
(in thousands)

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013 (3)</u>	<u>Fiscal 2014 (4)</u>
Principal balance	\$19,264,569	\$19,726,507	\$20,875,055	\$21,433,553	\$21,513,039	\$21,658,041
Plus/ (less) amounts excluded:						
Net unamortized (discount)/premium and issuance costs	<u>216,890</u>	<u>216,688</u>	<u>335,078</u>	<u>477,815</u>	<u>N/A</u>	<u>N/A</u>
Total net proceeds/principal	19,481,459	19,943,195	21,210,133	21,911,368	21,513,039	21,658,041
Less: net proceeds/principal of direct debt excluded from the statutory debt limit:						
Special obligation debt (1)	(1,100,698)	(1,063,500)	(1,025,739)	(986,050)	(935,095)	(925,575)
Accelerated bridge program	-	-	(672,587)	(1,035,859)	(988,605)	(1,412,325)
Federal grant anticipation notes (1)	(1,134,797)	(997,467)	(691,398)	(628,290)	(449,100)	(539,390)
Assumed county debt	(300)	(225)	(150)	(75)	-	-
MBTA forward funding	(231,000)	(165,559)	(45,907)	(207)	(207)	(207)
Transportation Infrastructure Fund School Building Assistance (SBA)	(1,401,581)	(1,243,250)	(1,362,894)	(1,345,406)	(1,303,013)	(1,246,417)
	<u>(921,751)</u>	<u>(894,502)</u>	<u>(841,841)</u>	<u>(811,088)</u>	<u>(764,338)</u>	<u>(723,917)</u>
Outstanding direct debt, net proceeds/principal (2)	<u>\$14,691,332</u>	<u>\$15,578,692</u>	<u>\$16,569,617</u>	<u>\$17,104,393</u>	<u>\$17,072,681</u>	<u>\$16,810,210</u>
Statutory Debt Limit	<u>\$16,365,011</u>	<u>\$17,183,261</u>	<u>\$18,042,424</u>	<u>\$18,944,152</u>	<u>\$17,923,500</u>	<u>\$18,819,675</u>

SOURCE: Office of the Comptroller.

- (1) Includes federal grant anticipation notes issued as crossover refunding bonds. The refunding escrows funded by these bonds and related premiums are used to pay interest on the refunding bonds until the refunded bonds are callable and then to redeem the refunded bonds. Interest on the refunded bonds prior to redemption continues to be paid from pledged revenues as before.
- (2) Includes capital appreciation bonds reported at original net proceeds.
- (3) For fiscal 2009 through 2012, debt outstanding was defined in state finance law as net proceeds of debt issued. State finance law was amended, effective January 1, 2013, to change the statutory definition of outstanding debt from net proceeds to principal. Therefore, fiscal years prior to 2013 are calculated using net proceeds; fiscal 2013 and thereafter are calculated using principal.
- (4) For fiscal 2009 through fiscal 2013, amounts are as of June 30; fiscal 2014 amounts are as of December 31, 2013.

General Obligation Debt

The Commonwealth issues general obligation bonds and notes pursuant to Chapter 29 of the General Laws. General obligation bonds and notes issued thereunder are deemed to be general obligations of the Commonwealth to which its full faith and credit is pledged for the payment of principal and interest when due, unless specifically provided otherwise on the face of such bond or note.

As of December 31, 2013, the Commonwealth had approximately \$18.8 billion in general obligation bonds outstanding, of which \$ 15.1 billion, or approximately 81% was fixed rate debt and \$3.6 billion, or 19%, was variable rate debt. The Commonwealth's outstanding general obligation variable rate debt consists of several variable rate structures. Most of the outstanding variable rate bonds are in the form of variable rate demand bonds, which account for \$761.6 million of outstanding general obligation debt as of December 31, 2013. Other outstanding variable rate structures include LIBOR Index bonds, auction rate securities, SIFMA Index Bonds and consumer price index bonds. The variable rate demand bonds are generally supported by liquidity facilities that require the bonds to be tendered by a specified date if the facility is not replaced or the bonds are not otherwise refinanced. See "Liquidity Facilities." Certain of the Commonwealth's variable rate demand bonds have been converted to an "index floating mode" for direct purchase by a bank. As of December 31, 2013, the Commonwealth had approximately \$445.9 million of bonds in such a mode. Of the variable rate debt outstanding, the interest rates on \$2.8 billion, or approximately 15% of total general obligation debt, have been synthetically fixed by means of floating-to-fixed interest rate swap agreements. These agreements are used as hedges to mitigate the risk associated with variable rate bonds.

Under state finance law, scheduled, periodic payments to be made by the Commonwealth pursuant to swap agreements in existence on August 1, 2008 or entered into after such date constitute general obligations of the Commonwealth to which its full faith and credit are pledged. The remaining variable rate debt of \$821.9 million, or approximately 4.38% of the total outstanding general obligation debt, is unhedged and, accordingly, floats with interest rates re-set on a periodic basis.

As of December 31, 2013, the Commonwealth had outstanding approximately \$141.8 million (\$76.6 million principal and including a discount equal to \$65.3 million) of variable rate “U. Plan” bonds, sold in conjunction with a college savings program administered by the Massachusetts Educational Financing Authority, which bear deferred interest at a rate equal to the percentage change in the consumer price index plus 2%, together with current interest at the rate of 0.5%.

The Commonwealth has issued general obligation bonds in the form of Build America Bonds (BABs). BABs were authorized under the federal American Recovery and Reinvestment Act of 2009 (ARRA). Pursuant to ARRA, the Commonwealth is entitled to receive a cash subsidy from the federal government equal to 35% of the investment payable on the BABs provided the Commonwealth makes certain required filings in accordance with applicable federal rules. Such interest subsidy payments are treated under federal law as overpayments of tax and, accordingly, are subject to offset against certain amounts that may be owed by the Commonwealth to the federal government or its agencies. On March 4, 2013, the Internal Revenue Service indicated that such interest subsidy payment would be subject to a sequestration reduction of 8.7% through September 30, 2013 under the Budget Control Act of 2011, and on September 30, 2013, the Internal Revenue Service announced that such interest subsidy payment will be subject to a sequestration reduction of 7.2% through September 30, 2014. Beginning in fiscal 2012, such payments received by the Commonwealth are required to be deposited in a Build America Bonds Subsidy Trust Fund and used, without further legislative appropriation, to pay debt service on the related BABs. The Commonwealth is obligated to make payments of principal and interest on the BABs whether or not it receives interest subsidy payments. As of December 31, 2013, the Commonwealth had approximately \$2.1 billion of BABs outstanding.

The Commonwealth is authorized to issue short-term general obligation debt as revenue anticipation notes or bond anticipation notes. Revenue anticipation notes may be issued by the State Treasurer in any fiscal year in anticipation of revenue receipts for that year. Revenue anticipation notes must be repaid no later than the close of the fiscal year in which they are issued. Bond anticipation notes may be issued by the State Treasurer in anticipation of the issuance of bonds, including, in some circumstances special obligation bonds. See “Special Obligation Debt” below. In addition, as of December 31, 2013 the Commonwealth had liquidity support for a \$400 million commercial paper program which it utilizes regularly for cash flow purposes. In addition to borrowing via its commercial paper program, the Commonwealth issues fixed-rate revenue anticipation notes (or “RANs”).

Special Obligation Debt

Commonwealth Transportation Fund. Section 20 of Chapter 29 of the General Laws, as amended, authorizes the Commonwealth to issue special obligation bonds secured by all or a portion of revenues accounted to the Commonwealth Transportation Fund (formerly the Highway Fund). Revenues, which are currently accounted to the Commonwealth Transportation Fund, are primarily derived from taxes and fees relating to the operation or use of motor vehicles in the Commonwealth, including the motor fuels excise tax and registry of motor vehicles fees.

Between 1992 and 2005, the Commonwealth issued special obligation bonds secured by a lien on a specified portion of the motor fuels excise tax. As of December 31, 2013, the Commonwealth had outstanding approximately \$296.4 million of such special obligation bonds secured by a pledge of 6.86¢ of the 24¢ motor fuels excise tax. In December, 2010, the trust agreement securing such bonds was closed to further issuance of debt.

The Commonwealth is also authorized to issue \$1.875 billion of special obligation bonds secured by a pledge of all or a portion of revenues accounted to the Commonwealth Transportation Fund to fund a portion of the Commonwealth’s accelerated structurally-deficient bridge program (CTF Bonds). As of December 31, 2013, the Commonwealth had outstanding approximately \$1.412 billion of CTF Bonds.

A portion of the outstanding CTF Bonds were issued as BABs (approximately \$419.8 million) and as Recovery Zone Economic Development Bonds (RZEDBs) (approximately \$156.4 million). Pursuant to ARRA, the Commonwealth is entitled to receive cash subsidy payments from the federal government equal to 35% of the debt service payable on the BABs and 45% of the debt service payable on the RZEDBs, provided, in both cases, that the Commonwealth makes certain required filings in accordance with applicable federal rules. As noted above, such subsidy payments are treated under federal law as overpayments of tax and, accordingly, are subject to offset against certain amounts that may be owed by the Commonwealth to the federal government or its agencies. On March 4, 2013, the Internal Revenue Service indicated that such interest subsidy payment would be subject to a sequestration reduction of 8.7% through September 30, 2013 under the Budget Control Act of 2011, and on September 30, 2013, the Internal Revenue Service announced that such interest subsidy payment will be subject to a sequestration reduction of 7.2% through September 30, 2014. Beginning in fiscal 2012, such payments received by the Commonwealth are required to be deposited in a Build America Bonds Subsidy Trust Fund, to be used, without further legislative appropriation, to pay debt service related to such bonds. Subsidy payments received on account of CTF Bonds are pledged to secure the payment of debt service on CTF Bonds.

Convention Center Fund. Chapter 152 of the Acts of 1997, as amended, authorizes \$694.4 million of special obligation bonds to be issued for the purposes of building a new convention center in Boston (\$609.4 million), the Springfield Civic Center (\$66 million) and the Worcester convention center (\$19 million). The bonds are payable from moneys credited to the Convention Center Fund created by such legislation, which include certain hotel tax receipts from hotels in Boston, Cambridge, Springfield and Worcester, a surcharge on car rentals in Boston, a parking surcharge at all three facilities, a surcharge on sightseeing tours and cruises in Boston and sales tax receipts from certain hotels and other retail establishments in Boston, Cambridge and Springfield. The legislation requires a capital reserve fund to be maintained at a level equal to maximum annual debt service and provides that if the fund falls below its required balance, the 2.75% convention center financing fee in Boston is to be increased (though the overall hotel tax in Boston, including the fee, cannot exceed 14%). In June, 2004, the Commonwealth issued \$686.7 million of special obligation bonds secured solely by the pledge of receipts of tax revenues within the special districts surrounding the centers and other special revenues connected to such facilities, \$638.7 million of which remained outstanding as of December 31, 2013.

Federal Grant Anticipation Notes

Between 1998 and 2003, the Commonwealth issued federal grant anticipation notes yielding aggregate net proceeds of \$1.5 billion, the full amount authorized to finance the current cash flow needs of the Central Artery/Ted Williams Tunnel (CA/T) project, in anticipation of future federal reimbursements. The legislation authorizing such notes contains a statutory covenant that as long as any such grant anticipation notes remain outstanding, the Commonwealth will deposit all federal highway reimbursements into the Grant Anticipation Note Trust Fund, to be released to the Commonwealth once all the debt service and reserve funding obligations of the trust agreement securing the grant anticipation notes have been met. If the United States Congress reduces the aggregate amount appropriated nationwide for federal highway spending to less than \$17.1 billion and debt service coverage with respect to the notes falls below 120%, then the legislation further pledges that 10¢ per gallon of existing motor fuel tax collections will be deposited into the trust fund, to be used for debt service on the notes, subject to legislative appropriation. The 10¢-per-gallon pledge of motor fuel tax collections is subordinate to the pledge of Commonwealth Transportation Fund revenues securing the CTF Bonds. Principal amortization of the notes began in fiscal 2006 and will continue through fiscal 2015. Under the trust agreement securing the notes, aggregate annual debt service on grant anticipation notes may not exceed \$216 million unless the rating agencies rating the notes confirm that exceeding \$216 million in annual debt service will not cause them to withdraw or reduce their credit ratings. Such notes and the interest thereon are secured solely by the pledge of federal highway construction reimbursement payments and by a contingent pledge of certain motor fuels excises. In practice, the interest on such notes has been paid from state appropriations. As of December 31, 2013, \$ 349.1 million of such notes remained outstanding. The lien securing such notes has been closed to further issuance.

The Commonwealth is also authorized to issue an additional \$1.1 billion of grant anticipation notes secured by future federal funds to fund a portion of the Commonwealth's accelerated structurally deficient bridge program. Such notes are subordinated to the notes described in the preceding paragraph, but are also secured by a back-up pledge of net amounts in the Commonwealth Transportation Fund after application of such amounts in accordance with the trust agreement securing the CTF Bonds, the senior federal grant anticipation notes and previously issued bonds secured by motor fuels excise taxes. Similar to the notes issued for the CA/T project, the Commonwealth

expects to pay interest on the notes for the bridge program from state appropriations. As of December 31, 2013, \$352.5 million of such notes was outstanding.

Of the junior-lien grant anticipation notes, \$100 million were issued as BABs, eligible for federal subsidy payments. As noted above, on October 1, 2013, the Internal Revenue Service indicated that such interest subsidy payment will be subject to a sequestration reduction of 7.2% through September 30, 2014 under the Budget Control Act of 2011. Beginning in fiscal 2012, such payments received by the Commonwealth are required to be deposited in a Build America Bonds Subsidy Trust Fund, to be used, without further legislative appropriation, to pay debt service related to such bonds.

The following table shows long-term debt of the Commonwealth issued and retired from fiscal 2009 through fiscal 2013, exclusive of unamortized bond premiums:

General and Special Obligation Long-Term Debt Issuance and Repayment Analysis (in thousands) (1)

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>
Beginning Balance as of July 1	\$18,734,440	\$19,264,569	\$19,726,507	\$20,875,055	\$21,433,553
Debt Issued	<u>1,887,108</u>	<u>1,669,088</u>	<u>2,233,368</u>	<u>1,759,627</u>	1,470,473
Subtotal	<u>20,621,548</u>	<u>20,933,657</u>	<u>21,959,875</u>	<u>22,634,682</u>	<u>22,904,026</u>
Debt retired or defeased, exclusive of refunded debt	(1,227,029)	(1,207,150)	(974,770)	(1,202,094)	(1,386,527)
Refunding debt issued, net of refunded debt (3)	<u>(129,950)</u>	-	<u>(110,050)</u>	<u>965</u>	<u>(4,460)</u>
Ending Balance June 30 (2)	<u>\$19,264,569</u>	<u>\$19,726,507</u>	<u>\$20,875,055</u>	<u>\$21,433,553</u>	<u>\$21,513,039</u>

SOURCE: Office of the Comptroller.

(1) Including premium, discount and accretion of capital appreciation bonds.

(2) Includes federal grant anticipation notes issued as crossover refunding bonds. The refunding escrows funded by these bonds and related premiums are used to pay interest on the refunding bonds until the refunded bonds are callable and then to redeem the refunded bonds. Interest on the refunded bonds prior to redemption continues to be paid from pledged revenues as before.

(3) Amounts may be negative due to defeasances of debt of authorities from the issuance of Commonwealth debt as afforded under General Laws.

The following table sets forth the amounts of Commonwealth long-term general obligation debt, special obligation debt and federal grant anticipation notes outstanding, exclusive of unamortized bond premiums, as of the end of the last five fiscal years.

Outstanding Long Term Commonwealth Debt (in thousands)

	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>
General Obligation Debt	\$17,051,724	\$17,682,517	\$18,516,760	\$18,851,538	\$19,140,239
Special Obligation Debt	1,078,630	1,052,620	1,591,505	1,971,630	1,923,700
Federal Grant Anticipation Notes(1)	<u>1,134,215</u>	<u>991,370</u>	<u>766,790</u>	<u>610,385</u>	<u>449,100</u>
<u>TOTAL</u>	<u>\$19,264,569</u>	<u>\$19,726,507</u>	<u>\$20,875,055</u>	<u>\$21,433,553</u>	<u>\$21,513,039</u>

SOURCE: Office of the Comptroller.

(1)The fiscal year 2009 to 2010 amounts include federal grant anticipation notes issued as crossover refunding bonds. The refunding escrows funded by these bonds and related premiums were used to pay interest on the refunding bonds until the refunded bonds were callable and then to redeem the refunded bonds. Interest on the refunded bonds prior to redemption continued to be paid from pledged revenues as before. These bonds were retired during fiscal year 2011.

Debt Service Requirements

The following table sets forth, as of December 31, 2013, the annual fiscal year debt service requirements on outstanding Commonwealth general obligation bonds, special obligation bonds and federal grant anticipation notes. For variable-rate bonds with respect to which the Commonwealth is a fixed-rate payor under an associated interest rate swap agreement, the debt service schedule assumes payment of the fixed rate due under such agreement. For other variable-rate bonds, the schedule assumes a 5% interest rate.

Debt Service Requirements on Commonwealth Bonds as of December 31, 2013 through Maturity (in thousands)

Period Ending	<u>General Obligation Bonds</u>						<u>Federal Highway Grant Anticipation Notes</u>				
	Principal	CABs	Gross Interest	Build America Bond Subsidies	Net Interest	Debt Service	Principal	Gross Interest	Build America Bond Subsidies	Net Interest	Debt Service
6/30/2014	\$418,275	\$-	\$423,146	\$(18,279)	\$404,868	\$823,143	\$8,455	\$13,746	\$(747)	\$12,999	\$21,454
6/30/2015	1,352,428	7,686	816,591	(36,557)	780,034	2,140,148	178,390	21,739	(1,494)	20,246	198,636
6/30/2016	1,381,160	6,652	764,061	(36,557)	727,504	2,115,315	30,795	16,065	(1,434)	14,631	45,426
6/30/2017	1,170,902	5,580	710,284	(36,557)	673,727	1,850,208	31,765	14,960	(1,302)	13,658	45,423
6/30/2018	1,045,080	4,958	663,634	(36,557)	627,076	1,677,115	32,810	13,762	(1,147)	12,615	45,425
6/30/2019	919,365	4,852	619,293	(36,557)	582,736	1,506,953	34,125	12,271	(973)	11,298	45,423
6/30/2020	914,594	3,883	575,634	(36,300)	539,334	1,457,811	35,540	10,667	(782)	9,885	45,425
6/30/2021	1,131,557	3,437	523,997	(35,014)	488,983	1,623,977	37,070	8,934	(577)	8,358	45,428
6/30/2022	1,034,759	3,240	472,550	(32,698)	439,851	1,477,850	38,665	7,116	(357)	6,759	45,424
6/30/2023	852,005	3,076	427,271	(31,412)	395,859	1,250,940	40,365	5,185	(122)	5,063	45,428
6/30/2024	821,893	2,713	386,845	(31,412)	355,433	1,180,039	27,840	3,534	-	3,534	31,374
6/30/2025	773,138	2,757	349,154	(31,177)	317,977	1,093,871	14,200	2,147	-	2,147	16,347
6/30/2026	725,721	2,736	313,682	(30,776)	282,905	1,011,362	14,490	1,448	-	1,448	15,938
6/30/2027	631,865	2,861	282,134	(30,203)	251,931	886,658	14,880	731	-	731	15,611
6/30/2028	623,768	2,906	254,718	(28,953)	225,765	852,439	-	-	-	-	-
6/30/2029	654,788	2,372	224,903	(26,687)	198,216	855,375	-	-	-	-	-
6/30/2030	615,609	1,914	192,940	(22,892)	170,047	787,570	-	-	-	-	-
6/30/2031	540,190	1,691	159,326	(16,808)	142,518	684,399	-	-	-	-	-
6/30/2032	306,333	1,062	142,550	(14,776)	127,774	435,169	-	-	-	-	-
6/30/2033	274,638	618	128,197	(12,440)	115,757	391,012	-	-	-	-	-
6/30/2034	350,684	258	113,615	(11,068)	102,547	453,489	-	-	-	-	-
6/30/2035	294,845	-	98,299	(9,647)	88,651	383,496	-	-	-	-	-
6/30/2036	304,405	-	83,912	(8,177)	75,735	380,140	-	-	-	-	-
6/30/2037	310,250	-	69,019	(6,654)	62,365	372,615	-	-	-	-	-
6/30/2038	295,825	-	53,801	(5,077)	48,724	344,549	-	-	-	-	-
6/30/2039	226,585	-	41,172	(3,445)	37,727	264,312	-	-	-	-	-
6/30/2040	195,820	-	30,304	(1,609)	28,695	224,515	-	-	-	-	-
6/30/2041	171,095	-	21,138	-	21,138	192,233	-	-	-	-	-
6/30/2042	145,325	-	13,885	-	13,885	159,210	-	-	-	-	-
6/30/2043	182,600	-	9,912	-	9,912	192,512	-	-	-	-	-
6/30/2044	50,000	-	1,125	-	1,125	51,125	-	-	-	-	-
Totals (1)	\$18,715,500	\$65,250	\$8,967,089	\$(628,290)	\$8,338,799	\$27,119,549	\$539,390	\$132,305	\$(8,935)	\$123,371	\$662,761

SOURCE: Office of the Comptroller.
 (1) Totals may not add due to rounding.

Special Obligation Revenue Bonds
(Convention Center)

Special Obligation Revenue Bonds
(CTF- Accelerated Bridge Program)

Special Obligation Revenue Bonds
(Gas Tax)

Period Ending	Principal	Gross Interest	Debt Service	Principal	Gross Interest	Build America Bond Subsidies	Net Interest	Debt Service	Principal	Interest	Debt Service
6/30/2014	\$-	\$17,243	\$17,243	\$8,475	\$36,248	\$(6,157)	\$30,090	\$38,565	\$37,170	\$7,529	\$44,699
6/30/2015	19,995	34,486	54,481	8,700	70,062	(12,314)	57,748	66,448	39,070	13,155	52,225
6/30/2016	21,075	33,436	54,511	9,260	69,627	(12,314)	57,313	66,573	39,900	11,006	50,906
6/30/2017	22,210	32,330	54,540	9,840	69,164	(12,314)	56,850	66,690	42,465	8,811	51,276
6/30/2018	23,310	31,164	54,474	10,635	68,672	(12,314)	56,358	66,993	23,040	6,785	29,825
6/30/2019	24,475	30,126	54,601	11,460	68,141	(12,314)	55,826	67,286	24,300	5,518	29,818
6/30/2020	23,380	28,842	52,222	12,530	67,568	(12,314)	55,253	67,783	25,640	4,182	29,822
6/30/2021	24,610	27,673	52,283	13,660	66,941	(12,314)	54,627	68,287	26,905	2,916	29,821
6/30/2022	25,970	26,380	52,350	14,480	66,258	(12,314)	53,944	68,424	28,385	1,436	29,821
6/30/2023	27,440	24,952	52,392	24,500	65,534	(12,314)	53,220	77,720	-	-	-
6/30/2024	28,990	23,443	52,433	34,005	64,309	(12,314)	51,995	86,000	-	-	-
6/30/2025	30,625	21,848	52,473	50,825	62,598	(11,937)	50,660	101,485	-	-	-
6/30/2026	32,360	20,164	52,524	53,415	60,011	(11,529)	48,482	101,897	-	-	-
6/30/2027	34,190	18,384	52,574	56,100	57,323	(11,065)	46,258	102,358	-	-	-
6/30/2028	36,125	16,504	52,629	45,975	54,429	(10,575)	43,853	89,828	-	-	-
6/30/2029	38,170	14,517	52,687	48,240	52,161	(10,058)	42,104	90,344	-	-	-
6/30/2030	40,330	12,418	52,748	50,555	49,850	(9,512)	40,338	90,893	-	-	-
6/30/2031	42,610	10,199	52,809	53,125	47,277	(8,935)	38,342	91,467	-	-	-
6/30/2032	45,020	7,856	52,876	55,865	44,536	(8,316)	36,220	92,085	-	-	-
6/30/2033	47,565	5,380	52,945	58,825	41,575	(7,661)	33,914	92,739	-	-	-
6/30/2034	50,250	2,764	53,014	61,850	38,553	(6,970)	31,584	93,434	-	-	-
6/30/2035	-	-	-	65,065	35,337	(6,239)	29,099	94,164	-	-	-
6/30/2036	-	-	-	68,455	31,946	(5,466)	26,479	94,934	-	-	-
6/30/2037	-	-	-	72,035	28,368	(4,650)	23,718	95,753	-	-	-
6/30/2038	-	-	-	75,625	24,778	(3,718)	21,060	96,685	-	-	-
6/30/2039	-	-	-	79,565	20,836	(2,546)	18,289	97,854	-	-	-
6/30/2040	-	-	-	83,665	16,735	(1,308)	15,427	99,092	-	-	-
6/30/2041	-	-	-	87,995	12,408	0	12,408	100,403	-	-	-
6/30/2042	-	-	-	91,665	8,740	0	8,740	100,405	-	-	-
6/30/2043	-	-	-	95,935	4,470	0	4,470	100,405	-	-	-
6/30/2044	-	-	-	-	-	-	-	-	-	-	-
Totals (1)	\$638,700	\$440,109	\$1,078,809	\$1,412,325	\$1,404,454	\$(249,785)	\$1,154,669	\$2,566,994	\$286,875	\$61,337	\$348,212

SOURCE: Office of the Comptroller.
(1) Totals may not add due to rounding.

Interest Rate Swaps

The Commonwealth has entered into interest rate swap agreements for the sole purpose of hedging changes in the interest rates on a portion of its outstanding variable rate bonds, predicated on the assumption that the interest on such bonds, combined with the cost of the associated interest rate swaps, would produce lower aggregate interest costs than fixed-rate bonds. Approximately \$2.8 billion of the Commonwealth's outstanding variable-rate debt is synthetically fixed via floating-to-fixed interest rate swap hedge agreements.

Under the terms of these floating-to-fixed rate hedge agreements, the counterparties to the swaps are obligated to pay the Commonwealth an amount equal or approximately equal to the variable-rate payment on the related bonds or a payment based on a market index, and the Commonwealth is obligated to pay the counterparties a stipulated fixed rate. The floating rate received by the Commonwealth from swap counterparties is used to offset the variable rate paid to bondholders. Only the net difference in interest payments is actually exchanged with the counterparty. The net payments made or received on these agreements are reported as part of interest expense in the Commonwealth's basic financial statements. In all cases, the Commonwealth remains responsible for making interest payments to the variable-rate bondholders.

The intended effect of these agreements is essentially to fix the Commonwealth's interest rate obligations with respect to its variable-rate bonds in order to hedge or mitigate the Commonwealth's exposure to changes in interest rates on these bonds. For example, during a period when interest rates rise, the Commonwealth would receive higher payments from swap counterparties that would be used to offset higher payments to bondholders of the outstanding variable rate bonds. During a period when interest rates decline, the reduction in interest payments to bondholders would offset the higher payments made to swap counterparties. In both scenarios, the net obligation of the Commonwealth is essentially fixed through the life of the swap and bonds. This allows the Commonwealth to finance its capital budget using floating rate bonds, which, combined with interest rate swaps, are assumed to be less costly than fixed-rate bonds, while hedging the risk of rising interest rates on those bonds to provide long-term budget certainty. As of December 31, 2013, all of the Commonwealth's interest rate swaps were floating-to-fixed rate agreements and were deemed effective hedges, as provided for in GASB Statement No. 53.

The bonds and related swap agreements have final maturities ranging from 2013 to 2037. The total notional value of approximately \$2.8 billion effectively matches the par amount of the related variable-rate bonds. Under the swap agreements, the Commonwealth pays the relevant counterparties fixed rates ranging from 3.486% to 5.25% and receives variable-rate payments equal to or approximately equal to the amount of variable rate payments the Commonwealth pays on the related variable-rate refunding bonds or a payment based on a market index.

All of the Commonwealth's counterparties are required to post collateral in certain circumstances. The Commonwealth is not required to post collateral under any of its existing swap agreements.

Prior to the bankruptcy filings by Lehman Brothers Holdings Inc. and its subsidiaries in September, 2008, the Commonwealth was a party to several interest rate swap agreements with Lehman Brothers affiliates. Following the bankruptcy filings, the Commonwealth terminated those agreements in October and November, 2008, made termination payments to Lehman Brothers Special Financing Inc. (LBSF) and entered into replacement swap agreements with other counterparties. In early 2010, LBSF notified the Commonwealth that it disagreed with the termination amounts that the Commonwealth had paid in 2008 and issued a subpoena related to the terminations. On June 13, 2012, LBSF issued a Derivative ADR Notice obligating the parties to submit to mandatory court-ordered mediation. The Derivative ADR Notice contains a settlement demand from LBSF in the amount of approximately \$32.7 million, including approximately \$13.9 million of interest and expenses. A formal mediation commenced on November 19, 2012, and concluded without resolution.

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The following table describes the interest rate swap agreements, all of which are floating-to-fixed rate hedges that the Commonwealth has entered into in connection with certain of its outstanding variable rate bond issues as of December 31, 2013.

Associated Bond Issue	Outstanding Notional Amount (in thousands)	Bond Floating Rate	Swap Fixed Rate Paid (Range)	Swap Variable Rate Received	Effective Date	Termination Date	Fair Value as of 12/31/2013	Counterparty
<i>General Obligation Bonds:</i>								
Series 1997B (refunding)	\$54,075	VRDB	4.659%	Cost of Funds	8/12/1997	August 1, 2015	\$(2,646,930)	Goldman Sachs Matsui Marine Derivative Products Co., LP
Series 1997B (refunding)	36,050	VRDB	4.659%	SIFMA	9/1/2010	August 1, 2015	(1,737,304)	Sumitomo Mitsui Banking Corp
Series 1998A (refunding) Consolidated Loan of 2006, Series A Central Artery Loan of 2000, Series A Central Artery Loan of 2000, Series B	143,838	VRDB	4.174%	60% 1-Month LIBOR + 25 basis points	11/17/2008	September 1, 2016	(7,808,063)	Deutsche Bank AG
Series 1998A (refunding)	60,775 (1)	VRDB	4.174%	Cost of Funds	9/17/1998	September 1, 2016	(3,520,487)	Wells Fargo Bank
Series 2001B & C	491,755	VRDB	4.150%	Cost of Funds	2/20/2001	January 1, 2021	(63,619,492)	Morgan Stanley Capital Services
Series 2003B	45,765	CPI	4.500%	CPI-based formula	3/12/2003	December 1, 2014	(546,861)	Goldman Sachs Matsui Marine Derivative Products Co., LP
Series 2010A, 2011A, 2012A & 2013A (refunding)	523,745	SIFMA	3.486% - 4.004%	SIFMA	3/15/2005	February 1, 2028	(63,714,890)	Wells Fargo Bank
Series 2006C (refunding)	100,000	CPI	3.73% - 3.85%	CPI-based formula	1/1/2007	November 1, 2020	(4,519,919)	Wells Fargo Bank
Series 2007A	400,000	LIBOR	4.420%	67% 3-Month LIBOR + 0.57%	10/8/2008	May 1, 2037	(36,019,183)	Barclays Bank PLC
Series 2007A (refunding)	31,665	LIBOR	3.936%	67% 3-Month LIBOR + 0.46%	10/8/2008	November 1, 2020	(4,067,132)	Deutsche Bank AG
Series 2007A (refunding)	414,130	LIBOR	4.083%	67% 3-Month LIBOR + 0.55%	10/8/2008	November 1, 2025	(56,599,631)	Bank of NY Mellon

Associated Bond Issue	Outstanding Notional Amount (in thousands)	Bond Floating Rate	Swap Fixed Rate Paid (Range)	Swap Variable Rate Received	Effective Date	Termination Date	Fair Value as of 12/31/2013	Counterparty
Series 2000A	\$105,417	VRDB	3.942%	SIFMA - 3 basis points	8/16/2007	August 1, 2018	\$(10,286,450)	Merrill Lynch Capital Services
Series 2000A	53,108	VRDB	3.942%	SIFMA - 3 basis points	8/16/2007	August 1, 2018	(5,172,541)	JP Morgan formerly Bear Stearns
Series 2006B, Series 2000D	294,000	VRDB/ ARS	4.515%	67% 3- MonthLIBOR	4/2/2009	June 15, 2033	(70,015,249)	Barclays Bank PLC
Subtotal	<u>\$2,754,323</u>						<u>\$(330,274,132)</u>	
<i>Special Obligation Dedicated Tax Revenue Bonds</i>								
Series 2004 (Convention Ctr)	\$28,863	CPI	4.45% - 5.25%	CPI-based formula	6/29/2004	January 1, 2018	(1,582,986)	Goldman Sachs Capital Markets
Series 2004 (Convention Ctr)	28,864	CPI	4.45% - 5.25%	CPI-based formula	6/29/2004	January 1, 2018	(1,571,047)	JP Morgan formerly Bear Stearns
Series 2004 (Convention Ctr)	28,863	CPI	4.45% - 5.25%	CPI-based formula	6/29/2004	January 1, 2018	(1,571,168)	JPMorgan Chase Bank
Series 2005A (Gas Tax)	96,490	CPI	4.771% - 5.059%	CPI-based formula	1/12/2005	June 1, 2022	(5,445,095)	Merrill Lynch Capital Services
Subtotal	<u>\$183,080</u>						<u>\$(10,170,296)</u>	
Total	<u>\$2,960,403</u>						<u>\$(340,444,428)</u>	

SOURCE: Office of the Treasurer and Receiver General.

(1) The Series 1998A swap with Citi Swapco was partially terminated as part of the novation of the Commonwealth's swaps with Citi Swapco and Citibank to Wells Fargo on September 20, 2013.

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Liquidity Facilities

Most of the Commonwealth's outstanding variable rate debt consists of variable rate demand bonds whose interest rates re-set daily or weekly through a remarketing process. Because these bonds offer a "put" or tender feature, they are supported by standby bond purchase agreements with commercial banks which require the applicable bank to purchase any bonds that are tendered and not successfully remarketed. The following table describes the liquidity facilities that the Commonwealth had with respect to such bonds as of December 31, 2013.

<u>Variable Rate Bonds</u>	<u>Outstanding Principal Amount (in thousands)</u>	<u>Bank</u>	<u>Termination Date</u>
1997 Series B (Refunding)	\$90,125	TD Bank	8/10/2015
2000 Series A	200,000	Bank of America	12/23/2014
2000 Series B	75,590	US Bank	5/22/2015
2001 Series C (Refunding)	245,880	State Street Bank	2/20/2014 ⁽¹⁾
2006 Series A	150,000	Wells Fargo Bank	8/15/2014

SOURCE: Office of the Treasurer and Receiver General.

(1) The Commonwealth has issued a request for responses to provide liquidity for its 2001 Series C (Refunding) Bonds and plans to extend the existing facility by approximately 60 days to complete the procurement process.

The Commonwealth also has liquidity support for a \$400 million commercial paper program under two series of commercial paper: Series I and J. Series I commercial paper is supported by a line of credit provided by TD Bank, N.A., which expires on February 17, 2015. Series J commercial paper is supported by a line of credit provided by The Bank of Nova Scotia which expires on February 17, 2014.

Direct Purchase Agreements

Certain of the Commonwealth's variable rate demand bonds have been converted to an "index floating mode" for direct purchase by a bank. The following table describes the Commonwealth's direct purchase agreements, each with a different bank, as of December 31, 2013.

<u>Direct Purchase Bonds</u>	<u>Outstanding Principal Amount (in thousands)</u>	<u>Mandatory Tender Date</u>
2001 Series B (Refunding)	\$245,875	2/3/2014 ⁽¹⁾
2006 Series B, Subseries B-1	100,000	5/31/2016
2006 Series B, Subseries B-2	100,000	5/31/2016

SOURCE: Office of the Treasurer and Receiver General.

(1) The Commonwealth plans to extend the Mandatory Tender Date for the 2001 Series B (Refunding) Bonds to August 1, 2014.

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General Obligation Contract Assistance Liabilities

Massachusetts Department of Transportation, as successor to the Massachusetts Turnpike Authority. On February 19, 1999, the Commonwealth and the Massachusetts Turnpike Authority entered into a contract which provides for the Commonwealth to make annual operating assistance payments to the Massachusetts Department of Transportation (MassDOT), as successor to the Authority, which are capped at \$25 million annually and extend until the end of the 40th fiscal year following the transfer of certain facilities associated with the Commonwealth's Central Artery/Ted Williams Tunnel Project (CA/T) to MassDOT. On June 30, 2009, the Commonwealth and the Turnpike Authority entered into a contract for financial assistance which provides for the payment by the Commonwealth to MassDOT, as successor to the Authority, of \$100 million per fiscal year, commencing July 1, 2009 until June 30, 2039. Payments under both contracts constitute a general obligation pledge of the Commonwealth for which the full faith and credit of the Commonwealth are pledged.

Massachusetts Water Pollution Abatement Trust. The Massachusetts Water Pollution Abatement Trust (the "Trust") manages the Commonwealth's state revolving fund program under the federal Clean Water Act and the federal Safe Drinking Water Act. The Trust is authorized to apply for and accept federal grants and associated Commonwealth matching grants to capitalize the revolving funds and to issue debt obligations to make loans to local governmental units and others to finance eligible water pollution abatement and drinking water projects. Under state law, loans made by the Trust are required to provide for subsidies or other financial assistance to reduce the debt service expense on the loans. Currently, most new loans made by the Trust bear interest at 2%. Other loans made by the Trust may bear interest at lower rates, including a zero rate of interest, and a portion of the principal of certain loans has also been subsidized by the Trust. To provide for a portion of the subsidy on most of its loans, the Trust receives contract assistance payments from the Commonwealth. Under the Trust's enabling act, the aggregate annual contract assistance payment for the Trust's Clean Water Act program may not exceed \$71 million, and the aggregate annual contract assistance payment for the Trust's Safe Drinking Water Act program may not exceed \$17 million. The Commonwealth's agreement to provide contract assistance constitutes a general obligation of the Commonwealth for which its full faith and credit are pledged, and the Commonwealth's contract assistance payments are pledged as security for repayment of the Trust's debt obligations. As of December 31, 2013 the Trust had approximately \$3.32 billion of bonds outstanding. Approximately 10.32% of the Trust's aggregate debt service is covered by Commonwealth contract assistance.

Massachusetts Development Finance Agency. On June 12, 2008, the Governor approved legislation amending a 2006 law authorizing an "infrastructure investment incentive" program, known as "I-Cubed." The amendment, among other things, clarifies the manner in which the program is to be financed and the security for the related bonds. Under the program, up to \$250 million of public infrastructure improvements to support significant new private developments may be financed by bonds issued by the Massachusetts Development Finance Agency (MassDevelopment) that will be secured by and payable from a general obligation pledge of contract assistance from the Commonwealth. Legislation approved by the Governor on August 7, 2012 increased this amount from \$250 million to \$325 million. Until a related new private development is completed and occupied, the developer's property will be assessed by the municipality in which the development is located in amounts equal to the debt service cost on the bonds to reimburse the Commonwealth for such cost. After each phase of the private development is completed and occupied, the municipality will be required to reimburse the Commonwealth for any portion of the debt service cost on the bonds that is not covered by new state tax revenues generated from the related private development. The municipality's reimbursement obligation will be secured by a general obligation pledge of the municipality, a local aid intercept and a reserve fund which must be funded in an amount equal to or greater than two years of debt service on the bonds. The obligation of the municipality ends when the Commonwealth has collected revenues sufficient to pay principal and interest payments to date plus all remaining principal payments due. Pursuant to this legislation, in April, 2010, MassDevelopment issued \$10 million of bond anticipation notes in anticipation of the issuance of bonds to finance certain public infrastructure costs at a development in Somerville, Massachusetts. Renewals of these notes are expected to be financed by special obligation bonds issued in 2014.

Legislation approved by the Governor on August 8, 2008 includes an authorization to finance up to \$43 million of the costs of a parkway at the former South Weymouth naval air base to support the development of the former base. Similar to the I-Cubed program financing model, the bonds to be issued by MassDevelopment to finance the parkway will be secured and payable from a general obligation pledge of contract assistance from the Commonwealth. In the event that the new state tax revenues generated from the new private development are less

than the debt service cost on the bonds, the South Shore Tri-Town Development Corporation, a public entity with municipal taxing and other powers over the geographic area of the former base, will be required to reimburse the Commonwealth for any such shortfall. The legislation provides that such payment obligations of the Corporation be secured by a general obligation pledge of the Corporation. As of December 31, 2013, approximately \$28.1 million of such bonds were outstanding.

The following table sets forth the Commonwealth’s general obligation contract assistance requirements for fiscal 2014 and thereafter pursuant to contracts with the Massachusetts Water Pollution Abatement Trust, the Massachusetts Department of Transportation (as successor to the Massachusetts Turnpike Authority) and Massachusetts Development Finance Agency.

General Obligation Contract Assistance Requirements
(in thousands)

<u>Fiscal Year</u>	<u>Massachusetts Water Pollution Abatement Trust</u>	<u>Massachusetts Department of Transportation</u>	<u>Massachusetts Development Finance Agency</u>	<u>Total</u>
2014	\$63,056	\$125,000	\$2,176	\$190,232
2015	59,376	125,000	2,544	186,920
2016	54,463	125,000	2,546	182,009
2017	47,290	125,000	2,545	174,835
2018	41,485	125,000	2,543	169,028
2019	41,187	125,000	2,545	168,732
2020	35,793	125,000	2,544	163,337
2021	28,898	125,000	2,546	156,444
2022	19,650	125,000	2,547	147,197
2023	19,977	125,000	2,543	147,520
2024	11,865	125,000	2,544	139,409
2025	7,853	125,000	2,544	135,397
2026	5,644	125,000	2,547	133,191
2027 through 2049	<u>11,431 (1)</u>	<u>1,875,000</u>	<u>36,968</u>	<u>1,923,399</u>
Total	<u>\$447,968</u>	<u>\$3,500,000 (2)</u>	<u>\$69,682</u>	<u>\$4,017,650</u>

SOURCES: Massachusetts Water Pollution Abatement Trust column – Office of the Treasurer and Receiver-General; Massachusetts Department of Transportation and Massachusetts Development Finance Agency columns - Executive Office for Administration and Finance.

(1) Current contract assistance payments end in fiscal 2033.

(2) Represents \$25 million per year for fiscal years 2027 to 2049, inclusive and \$100 million per year for fiscal years 2027 to 2039, inclusive.

Budgetary Contract Assistance Liabilities

Route 3 North Transportation Improvements Association Commonwealth Lease Revenue Bonds. In August, 2000, the Route 3 North Transportation Improvements Association (the “Association”) issued approximately \$394.3 million of lease revenue bonds to finance the reconstruction and widening of a portion of state Route 3 North. In May, 2002, the Route 3 North Transportation Improvements Association issued approximately \$312.7 million of additional lease revenue bonds, \$305.6 million of which were issued as refunding bonds. In connection with the financing, the Commonwealth leased the portion of the highway to be improved to the Association, and the Association leased the property back to the Commonwealth pursuant to a sublease. Under the sublease, the Commonwealth is obligated to make payments equal to the debt service on the bonds and certain other expenses associated with the project. The obligations of the Commonwealth do not constitute a general obligation or a pledge of the credit of the Commonwealth and are subject to annual appropriation by the Legislature. In May, 2007 and November, 2008, the Commonwealth sold general obligation bonds to refund most of the lease revenue bonds and replace them with fixed-rate general obligation bonds. As of December 31, 2012, the Route 3 North Transportation Improvements Association had \$5.52 million of such lease revenue bonds outstanding, all of which are fixed-rate.

Saltonstall Building Redevelopment Corporation Project. In May, 2002, MassDevelopment issued \$195.8 million of lease revenue bonds pursuant to an agreement to loan the proceeds of the bonds to the MassDevelopment/Saltonstall Building Redevelopment Corporation. The loan was used to finance the redevelopment of the Saltonstall State Office Building. Under the provisions of the legislation relating to the

building's redevelopment, the building was leased to MassDevelopment/Saltonstall Building Redevelopment Corporation for a term of up to 50 years, with extension terms permitted for an aggregate of 30 more years. MassDevelopment/Saltonstall Building Redevelopment Corporation has paid the Commonwealth \$1,225,000 in ground rent for fiscal 2014.

MassDevelopment/Saltonstall Building Redevelopment Corporation has renovated the building and subleased half of it back to the Commonwealth for office space and related parking (for a comparable lease term), in respect of which sublease the Commonwealth makes sublease payments to MassDevelopment/Saltonstall Building Redevelopment Corporation. The remainder of the building has been redeveloped as private office space, as well as private housing units and retail establishments. The obligations of the Commonwealth under the office sublease do not constitute a general obligation or a pledge of the credit of the Commonwealth and are subject to annual appropriation by the Legislature. The Commonwealth's full-year costs include \$7,076,954 per year of base rent and parking space rent. Parking space rent may be adjusted for fair market value every five years and was last adjusted in 2009. In addition, included in the table below are the Commonwealth's estimated pro-rata shares of office operating expense reimbursements, escalating at 3% per year and also the Commonwealth's replacement reserve contribution calculated at 21¢ per rental square foot per year.

As of December 31, 2013, MassDevelopment/Saltonstall Building Redevelopment Corporation had approximately \$161.8 million of such lease revenue bonds outstanding.

City of Chelsea Commonwealth Lease Revenue Bonds. In November, 1993, the Chelsea Industrial Development Financing Authority issued approximately \$95.8 million of lease revenue bonds. The proceeds of the bonds were loaned to the Massachusetts Industrial Finance Agency (now MassDevelopment) and applied to the cost of the Massachusetts Information Technology Center, a tax and data processing facility of the Department of Revenue and certain other departments and agencies of the Commonwealth. The bonds bore interest at a variable rate, and under two interest rate swap agreements that were entered into at the time with Lehman Brothers Special Financing, Inc. (LBSF), MassDevelopment received variable rate payments with respect to the bonds and was obligated to make fixed rate payments in exchange therefor. Simultaneously with the issuance of the bonds, the Commonwealth entered into a 30-year lease, which provided for the payment of debt service on the bonds, including swap related payments, and certain other expenses associated with the project. In September, 2008, LBSF and its parent, Lehman Brothers Holdings Inc. (LBHI), filed for bankruptcy. In December, 2008, the bonds were refinanced by the Commonwealth through the issuance of general obligation debt, and the Commonwealth made a \$2.3 million payment to LBSF to terminate the swap agreements. In May, 2010, LBHI advised the Executive Office for Administration and Finance that it calculated the termination value to be approximately \$13.7 million. In June, 2011, LBHI issued a subpoena to the Executive Office for Administration and Finance relating to the termination of the swap agreements. In April, 2012, LBHI issued a Derivative ADR Notice obligating the parties to submit to mandatory court ordered mediation. The Derivative ADR notice contains a settlement demand from LBHI in the amount of approximately \$16.5 million. A formal mediation process commenced on October 11, 2012 and concluded without resolution. Any obligation of the Commonwealth with respect to this termination does not constitute a general obligation or a pledge of the credit of the Commonwealth or of MassDevelopment and is subject to appropriation by the Legislature.

Long-Term Operating Leases and Capital Leases. In addition to Commonwealth-owned buildings and facilities, the Commonwealth leases additional space from private parties. In certain circumstances, the Commonwealth has acquired certain types of capital assets under long-term capital leases; typically, these arrangements relate to computer and telecommunications equipment and to motor vehicles. Minimum future rental expenditure commitments of the Commonwealth under operating leases and long-term principal and interest obligations related to capital leases in effect at June 30, 2013 are set forth in the table below.

The following table sets forth the Commonwealth's budgetary contract assistance requirements. These figures are as of June 30, 2013.

Budgetary Contract Assistance Liabilities (in thousands)

<u>Fiscal Year</u>	<u>Route 3 North Transportation Improvements Association Commonwealth Lease Revenue Bonds</u>	<u>MassDevelopment/ Saltonstall Building Redevelopment Corporation Lease Revenue Bonds (1)</u>	<u>Other Leases (2)</u>	<u>Total</u>
2014	\$1,130	\$9,534	\$159,152	\$169,816
2015	1,128	9,629	128,295	139,052
2016	1,129	9,701	107,264	118,094
2017	1,116	9,775	87,019	97,910
2018	--	9,851	72,718	82,569
2019	--	9,930	59,863	69,793
2020	--	10,037	46,549	56,586
2021	--	10,120	27,509	37,629
2022	--	10,206	19,273	29,479
2023	--	10,295	15,659	25,954
2024	--	10,386	15,427	25,813
2025	--	10,506	14,380	24,886
2026 through 2036	--	<u>122,886</u>	<u>90,303</u>	<u>213,189</u>
Total	<u>\$4,503</u>	<u>\$242,856</u>	<u>\$843,411</u>	<u>\$1,090,770</u>

SOURCES: Other Leases column - Office of the Comptroller; GAAP Basis, all other columns - Executive Office for Administration and Finance.

- (1) Cash flows from the Commonwealth represent gross payments to MassDevelopment, including projections provided by MassDevelopment of the Commonwealth's share of operating costs and other items that are subject to change.
- (2) Includes operating and capital leases. Leases with the institutions of higher education that are supported by tuition and fees are not included.

Contingent Liabilities

Massachusetts Bay Transportation Authority. The MBTA issues its own bonds and notes and is also responsible for the payment of obligations issued by the Boston Metropolitan District prior to the creation of the MBTA in 1964. Prior to July 1, 2000, the Commonwealth supported MBTA bonds, notes and other obligations through guaranties of the debt service on its bonds and notes, contract assistance generally equal to 90% of the debt service on outstanding MBTA bonds and payment of the MBTA's net cost of service (current expenses, including debt service, minus current income). Beginning July 1, 2000, the Commonwealth's annual obligation to support the MBTA for operating costs and debt service is limited to a portion of the revenues raised by the Commonwealth's sales tax, but the Commonwealth remains contingently liable for the payment of MBTA bonds and notes issued prior to July 1, 2000 and for MBTA payment obligations related to leases, reimbursement obligations, interest exchange agreements and other financing obligations entered into prior to July 1, 2000. The Commonwealth's obligation to pay such prior bonds is a general obligation for which its full faith and credit have been pledged. As of August 31, 2013, the Massachusetts Bay Transportation Authority had approximately \$388.8 million of such prior bonds outstanding. Such bonds are currently scheduled to mature annually through fiscal 2030, with annual debt service in the range of approximately \$118 million to \$87 million through fiscal 2015 and declining thereafter.

Massachusetts Development Finance Agency. Under legislation approved in 2010 and amended in 2011, the Massachusetts Development Finance Agency (MassDevelopment) is authorized to issue bonds for the benefit of nonprofit community hospitals and nonprofit community health centers. Such bonds are to be secured by capital reserve funds funded at the time of bond issuance in an amount equal to the maximum annual debt service on the bonds. The legislation provides that MassDevelopment is to notify the Governor if any such capital reserve fund needs to be replenished, and that the Legislature is to appropriate the amount necessary to restore the fund to its required level. The legislation contains no limit on the amount of such bonds that may be issued. Any project to be financed by such bonds must be approved by the Secretary of Health and Human Services, and any loan to a

community hospital or community health center (and the issuance and terms of the related bonds) must be approved by the Secretary of Administration and Finance. If any such institution defaults on a loan, any moneys in the custody of the Commonwealth that are payable to the institution may be withheld by the Commonwealth and used to pay debt service or to replenish the applicable capital reserve fund. If, following a Commonwealth transfer to replenish a capital reserve fund, the applicable institution fails to reimburse the Commonwealth within six months, the Commonwealth may withhold funds payable to the institution, and all contracts issued by the Group Insurance Commission, the Commonwealth Health Insurance Connector Authority and MassHealth to a third party for the purposes of providing health care insurance paid for by the Commonwealth are to provide that the third party is to withhold payments to the institution and transfer the withheld amounts to the Commonwealth.

Woods Hole, Martha's Vineyard and Nantucket Steamship Authority. The Steamship Authority operates passenger ferries to Martha's Vineyard and Nantucket. The Steamship Authority issues its own bonds and notes. Commonwealth support of the bonds and notes of the Steamship Authority includes a Commonwealth guaranty pursuant to statutory provisions requiring the Commonwealth to provide the Authority with funds sufficient to meet the principal of and interest on their bonds and notes as they mature to the extent that funds sufficient for this purpose are not otherwise available to the Authority and the Commonwealth's payment, under applicable statutory provisions, of the net cost of service of the Steamship Authority (current expenses, including debt service, minus current income). The Steamship Authority is currently self-supporting, requiring no net cost of service or contract assistance payments. As of August 31, 2013 the Steamship Authority had approximately \$52.85 million of bonds outstanding. The Commonwealth's obligations to the Steamship Authority are general obligations for which its full faith and credit have been pledged.

University of Massachusetts Building Authority and Massachusetts State College Building Authority. These higher education building authorities, created to assist institutions of public higher education in the Commonwealth, have outstanding bonds some of which are guaranteed as to their principal and interest by the Commonwealth. The guaranty is a general obligation of the Commonwealth for which its full faith and credit is pledged. In addition to such guaranty, certain revenues of these authorities, including dormitory rental income and student union fees, are pledged to their respective debt service requirements. As of December 31, 2013, the Massachusetts State College Building Authority had approximately \$21.95 million of Commonwealth-guaranteed debt outstanding. Under its enabling act, the Massachusetts State College Building Authority is not permitted to issue any additional Commonwealth-guaranteed debt. The University of Massachusetts Building Authority may have outstanding up to \$200 million in Commonwealth-guaranteed debt and had approximately \$128.6 million of Commonwealth-guaranteed debt outstanding as of December 31, 2013.

Massachusetts Housing Finance Agency (MassHousing). MassHousing is authorized to issue bonds to finance multi-family housing projects within the Commonwealth and to provide mortgage loan financing with respect to certain single-family residences within the Commonwealth. Such bonds are solely the obligations of MassHousing, payable directly or indirectly from, and secured by a pledge of, revenues derived from MassHousing's mortgage on or other interest in the financed housing. MassHousing's enabling legislation also permits the creation of a capital reserve fund in connection with the issuance of such bonds. No single-family housing bonds secured by capital reserve funds are outstanding, and no such bonds have been issued by MassHousing since 1985. As of September 30, 2013, MassHousing had outstanding approximately \$144.6 million of multi-family housing bonds secured by capital reserve funds. Any such capital reserve fund must be in an amount at least equal to the maximum annual debt service in any succeeding calendar year on all outstanding bonds secured by such fund. All such capital reserve funds are maintained at their required levels. If amounts are withdrawn from a capital reserve fund to pay debt service on bonds secured by such fund, upon certification by the chairperson of MassHousing to the Governor of any amount necessary to restore the fund to the above-described requirement, the Legislature may, but is not legally bound to, make an appropriation in such amount. No such appropriation has been necessary to date.

Regional Transit Authorities. There are 15 regional transit authorities throughout the Commonwealth that provide public transportation in 231 municipalities with areas not served by the MBTA. These authorities are overseen by the Massachusetts Department of Transportation and are funded from operating revenues, federal subsidies, state subsidies and assessments paid by the participating municipalities. The subsidies and local assessments are paid one fiscal year in arrears to reimburse the authorities for the net cost of service not covered by operating revenues. In anticipation of receipt of these subsidies and local assessments in the following fiscal year,

the authorities issue revenue anticipation notes to fund their net costs of service. Legislation approved by the Governor on July 13, 2008, provided for the Commonwealth guaranty for revenue anticipation notes issued by regional transit authorities. The legislation provides that the Commonwealth is required to pay any principal or interest on any such note if the authority does not have sufficient funds to make the payment and grants the holder of any such note the right to require such payment by the Commonwealth, which right is enforceable as a claim against the Commonwealth. As of December 31, 2012, revenue anticipation notes issued by regional transit authorities were outstanding in the aggregate principal amount of approximately \$161.6 million.

Authorized and Unissued Debt

General obligation bonds of the Commonwealth are authorized to correspond with capital appropriations. See “COMMONWEALTH BUDGET AND FINANCIAL MANAGEMENT CONTROLS – Capital Investment Process and Controls.” Over the last decade, the Commonwealth has typically had a large amount of authorized and unissued debt. However, the Commonwealth’s actual expenditures for capital projects in a given year relate more to the capital needs which the Commonwealth determines it can afford to finance in such year than to the total amount of authorized and unissued debt. The table below presents authorized and unissued debt at year end:

Authorized and Unissued Debt (in thousands)

<u>Fiscal Year</u>	<u>Authorized and Unissued Debt</u>
2009	\$19,517,272
2010	18,516,310
2011	15,870,432
2012	13,893,469
2013	13,762,257

SOURCE: Office of the Comptroller.

Authorized and unissued debt is measured in accordance with the statutory basis of accounting, which is different from GAAP. Only the net proceeds of bonds issued (exclusive of underwriters’ discount, costs of issuance and other financing costs) are deducted from the amount of authorized and unissued debt. Therefore, the change in authorized and unissued debt at the end of any fiscal year is not intended to correlate to the change in the principal amount of debt outstanding as measured and reported in conformity with GAAP.

In 2008, the Legislature enacted a series of five-year bond authorizations to fund the Commonwealth’s Capital Investment Plan. See “COMMONWEALTH CAPITAL INVESTMENT PLAN.” To continue funding the plan, the Governor will soon file bond authorization bills for investments in housing, energy and environment, state buildings, information technology, state military facilities, public safety, and grants to municipalities. In addition, the Governor will file a bond authorization bill to fund the transportation investment plan that was released with his fiscal 2014 budget recommendations. See “FISCAL 2013 AND FISCAL 2014 – Fiscal 2014.” Consistent with the current policies of the Executive Office for Administration and Finance, capital spending and subsequent debt issuance will continue to be constrained by the debt affordability policy and the statutory debt limit, and will be published annually in the Capital Investment Plan.

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COMMONWEALTH CAPITAL INVESTMENT PLAN

The Executive Office for Administration and Finance annually updates its five-year capital investment plan, including its debt affordability analysis. The five-year plan coordinates capital expenditures by state agencies and authorities that are funded primarily by Commonwealth debt and federal reimbursements. Beginning in fiscal 2009 and concluding in fiscal 2013, capital funds were also provided pursuant to the American Recovery and Reinvestment Act of 2009.

The Executive Office for Administration and Finance sets an annual administrative limit on the amount of bond-funded capital expenditures. The purpose of the administrative limit, known as the “bond cap,” is to keep Commonwealth debt within affordable levels.

On December 4, 2013, the Governor released a five-year capital investment plan for fiscal 2014 through fiscal 2018, totaling over \$18.9 billion. With the release of the plan, the Governor announced that the bond cap is expected to be \$2 billion for fiscal 2014, plus \$205 million in unused bond cap from fiscal 2013 which has been carried forward to support spending in fiscal 2014. The bond cap for fiscal 2015 is projected to be \$2.125 billion, and the bond cap for fiscal 2016 through fiscal 2018 is projected to be \$2.250 billion. Future debt affordability analysis may show sufficient revenue growth to permit a higher bond cap in the out-years of the current five-year plan.

The bond cap determination is based on the debt affordability policy described in the updated debt affordability analysis. Under this policy, the Executive Office for Administration and Finance will set the annual borrowing limit at a level designed to keep debt service within 8% of budgeted revenues. For this purpose, debt service includes principal and interest payments on all general obligation debt, special obligation gas tax debt, interest on federal grant anticipation notes, general obligation contract assistance payment obligations and budgetary contract assistant payment obligations on certain capital lease financings. In addition, while the accelerated bridge and Build Mass Bonds programs are expected to be funded outside of the bond cap, the related debt service costs of the programs have been fully accounted for under the debt affordability policy in setting the bond cap at the designated levels. However, when a project financed with debt payable by the Commonwealth directly or indirectly generates new state revenue that is applied to the payment of such debt, the Executive Office for Administration and Finance will exclude the debt, the related debt service payment obligations and the new revenue used to pay such obligations from the debt affordability analysis. For example, bonds issued by MassDevelopment and payable by the Commonwealth pursuant to the I-Cubed program or for the parkway at the former South Weymouth naval base are excluded from the bond cap, as the Commonwealth’s payment liability with respect to such bonds is expected to be limited to the new state tax revenues generated from the private development supported by the infrastructure improvements financed by the such bonds.

For the purpose of the debt affordability analysis, budgeted revenue includes all Commonwealth taxes and other revenues available to pay Commonwealth operating expenses, including debt service, pensions and other budgetary obligations. It does not include off-budget revenues dedicated to the Massachusetts Bay Transportation Authority, the Massachusetts School Building Authority and the Massachusetts Convention Center Authority.

The fiscal 2014 estimate was based on the adopted fiscal 2014 budget. For purposes of projecting budgeted revenue in future fiscal years, projected increases to budgeted revenues are the lesser of 3% or the actual compound annual growth rate over the last ten fiscal years. The compound annual growth rate in budgeted revenues from fiscal 2002 through fiscal 2012 was 4.42%. To be consistent with the debt affordability policy, a 3% compound growth rate was applied to fiscal 2014 revenues and to each year thereafter.

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In addition to keeping debt service within 8% of budgeted revenues, the debt management policy limits future annual growth in the bond cap for the regular capital program to not more than \$125 million. This additional constraint is designed to ensure that projected growth in the bond cap will be held to stable and sustainable levels. As noted above, the bond cap is expected to grow by \$125 million annually from fiscal 2014 through fiscal 2016.

It is the policy of the Executive Office for Administration and Finance to revisit the debt capacity and affordability analysis periodically, and at least every year, to revise estimates for future years by taking into account fluctuations in interest rates, budgeted revenues and other changes affecting the Commonwealth's debt capacity. In addition, the Executive Office for Administration and Finance will annually assess the appropriateness of the methodology and constraints for establishing the bond cap.

The following table shows the annual bond cap, the resulting estimated total annual debt service payment obligations and the estimated debt service as a percentage of estimated budgeted revenues, all as presented in the debt affordability analysis released in December, 2013.

Bond Cap (in thousands)					
	<u>Fiscal 2014</u>	<u>Fiscal 2015</u>	<u>Fiscal 2016</u>	<u>Fiscal 2017</u>	<u>Fiscal 2018</u>
Bond Cap (1)	\$2,205,673	\$2,125,000	\$2,250,000	\$2,250,000	\$2,250,000
Total Debt Service Obligations	\$2,316,375	\$2,264,820	\$2,264,824	\$2,010,232	\$1,873,727
Estimated Budgeted Revenues	\$35,328,544	\$36,465,794	\$37,557,946	\$38,684,933	\$39,845,866
Debt Service as % of Budgeted Revenues	7.13%	7.28%	7.58%	7.16%	7.03%

SOURCE: Executive Office for Administration and Finance..

(1) Includes \$205 million of fiscal 2013 unused bond cap that has been carried forward to fiscal 2014.

In the past, the Commonwealth aggregated its capital expenditures into eight major categories based primarily on the agencies responsible for spending and carrying out capital projects: information technology, infrastructure and facilities, environment, housing, public safety, transportation, convention centers, other and school building assistance. The following table sets forth historical capital spending in fiscal 2008 through fiscal 2013 according to these categories.

Commonwealth Historical Capital Spending (in millions) (1)						
Investment Category:	<u>Fiscal 2008</u>	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>
Information technology	\$ 65	\$ 97	\$ 100	\$ 119	\$ 129	\$133
Infrastructure/facilities	186	333	391	458	518	452
Environment	188	246	158	142	131	130
Housing	172	252	318	174	185	183
Public safety	19	21	11	7	17	17
Transportation	1,109	1,388	1,694	1,512	1,618	1,528
Convention centers	-	-	5	-	-	-
Other	43	96	108	127	125	434
Total (1)	<u>\$1,782</u>	<u>\$2,432</u>	<u>\$2,785</u>	<u>\$2,539</u>	<u>\$2,724</u>	<u>\$2,877</u>

SOURCE: Executive Office for Administration and Finance and Office of the State Comptroller.

(1) Totals may not add due to rounding.

Beginning in fiscal 2008, the Executive Office for Administration and Finance re-characterized capital spending into 12 categories based on spending purpose, rather than spending agency: community investments, corrections, courts, economic development, energy and environment, health and human services, higher education, housing, information technology, public safety, state office buildings and facilities, and transportation. In fiscal 2014, information technology and State Office Buildings were re-characterized as State Government Infrastructure. This presentation of capital investment categories results in certain expenditures appearing in categories that are different from those in which they had been categorized in the historical capital spending table above. For example,

Chapter 90 local aid for municipal transportation projects appears in the community investment category, rather than the transportation category, because these funds are invested in municipally-owned assets.

The capital investment plan for fiscal 2014 through fiscal 2018 is designed to allocate resources strategically to invest in the Commonwealth's public facilities and programs and represents the Governor's vision for public infrastructure. The following tables show the allocation of bond cap spending by major investment category and the allocation of total capital spending from all sources of funding by major investment category for fiscal 2014 through fiscal 2018.

Capital Investment Plan – Total Bond Cap (in millions) (1)

Investment Category:	Fiscal 2014 (2)	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	5-Year Total	% of 5-Year Total
Community Investments	\$346,485	\$324,053	\$290,509	295,305	275,974	\$1,532,326	14%
Corrections	76,412	21,225	30,115	30,500	30,100	188,352	2%
Courts	27,681	66,472	120,559	82,600	48,200	345,512	3%
Economic Development	126,780	143,500	123,500	123,500	117,003	634,283	6%
Energy And Environment	191,362	126,691	127,061	107,152	124,463	676,729	6%
Health And Human Services	92,338	63,287	40,081	38,114	48,000	281,820	3%
Higher Education	226,813	251,716	330,573	409,100	324,103	1,542,305	14%
Housing	179,500	168,850	169,500	169,500	170,000	857,350	8%
Public Safety	73,351	44,546	44,630	36,086	27,080	225,692	2%
State Government Infrastructure	220,401	195,486	158,197	140,943	142,078	857,104	8%
Transportation	644,550	719,175	815,275	817,200	943,000	3,939,200	36%
Total Bond Cap	\$2,205,673	\$2,125,000	\$2,250,000	\$2,250,000	\$2,250,000	\$11,080,673	100%

SOURCE: Executive Office for Administration and Finance, Five-Year Capital Investment Plan released December, 2013.

(1) Totals may not add due to rounding.

(2) Includes \$2 billion in Bond Cap and \$205 million in unused capacity from the prior fiscal year.

Capital Investment Plan – All Sources of Funding (in millions) (1)

Investment Category:	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	5-Year Total	% of 5-Year Total
Community Investments	\$381,427	\$354,953	\$321,009	\$326,205	\$279,474	\$1,663,068	9%
Corrections	76,412	21,225	30,115	30,500	30,100	188,352	1%
Courts	27,681	71,472	135,559	87,600	48,200	370,512	2%
Economic Development	151,780	168,500	148,500	148,500	117,003	734,283	4%
Energy And Environment	243,038	241,262	237,531	236,952	182,392	1,141,175	6%
Health And Human Services	165,490	125,706	87,645	63,066	64,440	506,347	3%
Higher Education	266,611	298,466	386,773	430,700	325,603	1,708,153	9%
Housing	179,500	168,850	169,500	169,500	170,000	857,350	5%
Public Safety	83,001	54,216	47,830	36,786	27,080	248,912	1%
State Government Infrastructure	309,266	290,223	235,545	193,862	189,562	1,218,458	6%
Transportation	2,209,051	2,372,916	2,308,708	1,848,490	1,490,006	10,229,171	54%
Total All Sources	\$4,093,257	\$4,167,789	\$4,108,714	\$3,572,161	\$2,923,859	\$18,865,781	100%

SOURCE: Executive Office for Administration and Finance, Five-Year Capital Investment Plan released December, 2013.

(1) Totals may not add due to rounding.

The different sources of funding for the capital program, as reflected in the table above, include:

- State Bond Cap – Commonwealth borrowing to support the regular capital program.
- Federal Funds – Federal reimbursements for capital expenditures.
- Other Funds – Contributions made by third parties to capital projects being carried out by the Commonwealth.

- Project Financed – General obligation bonds, the debt service for which is budgeted from savings or new revenue related to the project, including the CEIP program where Commonwealth bonds are to be paid with savings achieved as a result of energy efficiencies.
- Pay-As-You-Go – Funding from current revenue for capital projects.
- Accelerated Bridge Program (ABP) – Commonwealth special obligation bonds secured by revenues credited to the Commonwealth Transportation Fund or federal grant anticipation notes issued to fund the Accelerated Bridge Program.
- Build Mass Bonds – In 2013, the Legislature enacted and the Governor signed a multiyear transportation finance bill that is expected to provide over \$805 million annually by fiscal 2018 to support an additional ten-year, \$8.5 billion investment in transportation infrastructure. Of this amount, \$2.1 billion is expected to be supported through additional bonding enabled by a 3-cent increase to the gas tax, indexing the gas tax to inflation, dedicating the sales tax on motor vehicles to transportation, and transit fare and motor vehicle registry fee increases.

The following table shows the sources of capital funds for fiscal 2013 and the estimated sources of funds for the next five fiscal years.

Capital Investment Plan – Sources of Funds (in millions)

	State Bond Cap	Federal Funds	Project Financed	Pay-As-You-Go	Other Funds	Accelerated Bridge Program	Total
2014 (1)	\$2,205	\$650	\$102	-	\$562	\$572	\$4,093
2015	2,125	820	174	-	500	546	4,167
2016	2,250	742	141	-	506	467	4,108
2017	2,250	606	147	-	398	169	3,572
2018	2,250	329	90	-	254	-	2,923
5-year total (2)	\$11,080	\$3,299	\$656	-	\$2,222	\$1,756	\$18,865

SOURCE: Executive Office for Administration and Finance.

(1) Fiscal 2014 includes \$2 billion in bonds issued under the bond cap and \$205 million in unused capacity from the prior fiscal year.

(2) Totals may not add due to rounding.

On July 27, 2012, the Governor approved legislation that created a Capital Debt Affordability Committee within the Executive Office for Administration and Finance, consisting of seven voting members – the Secretary of Administration (who chairs the committee), the State Treasurer, the Comptroller, the Secretary of Transportation, one appointee of the Governor and two appointees of the State Treasurer – and eight legislative leaders who are non-voting members. The committee is charged with reviewing on a continuing basis the size and condition of the Commonwealth’s tax-supported debt, as well as the debt of certain state authorities. On or before December 15 of each year, the committee is required to submit to the Governor and the Legislature the committee’s estimate of the total amount of new Commonwealth debt that could prudently be authorized for the next fiscal year, taking into account certain specified criteria. The committee’s estimates are advisory and not binding on the Governor or the Legislature. The legislation provides that the Governor is to determine, on or before January 15 of each year, the total authorization of new Commonwealth debt that he considers advisable for the next fiscal year and the preliminary allocation of new Commonwealth debt for capital facility projects. The effective date of the legislation creating the Committee is January 1, 2013.

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LEGAL MATTERS

There are pending in state and federal courts within the Commonwealth and in the Supreme Court of the United States various suits in which the Commonwealth is a party. In the opinion of the Attorney General, no litigation is pending or, to her knowledge, threatened which is likely to result, either individually or in the aggregate, in final judgments against the Commonwealth that would affect materially its financial condition.

Programs and Services

From time to time actions are brought against the Commonwealth by the recipients of governmental services, particularly recipients of human services benefits, seeking expanded levels of services and benefits and by the providers of such services challenging the Commonwealth's reimbursement rates and methodologies. To the extent that such actions result in judgments requiring the Commonwealth to provide expanded services or benefits or pay increased rates, additional operating and capital expenditures might be needed to implement such judgments.

Rosie D., et al. v. The Governor, United States District Court, Western Division. In a memorandum of decision dated January 26, 2006, the District Court ruled in favor of a class of Medicaid-recipient children that the Commonwealth fails to provide the home- and community-based services required under the Early and Periodic Screening, Diagnosis and Treatment ("EPSDT") provisions of the Medicaid Act. In February, 2007, the District Court adopted the defendants' proposed remedial plan, with some modifications, and, in July, 2007, entered judgment in accordance with that plan, as modified. The Commonwealth did not appeal from that judgment and has undertaken implementation of its remedial plan. The plan originally contemplated full implementation by June 30, 2009, but, on the Commonwealth's motion, the court modified the judgment to extend the date for full implementation to November 30, 2009. MassHealth estimates that its implementation of program changes in compliance with the remedy order will increase its costs, including administrative costs, prospectively by over \$20 million annually. Although the monitoring period had most recently been set to expire December 31, 2012, the court entered an order in June, 2013, extending monitoring through December 31, 2013, and in September, 2013, further extended monitoring through June 30, 2014. The Commonwealth maintains that it is in full compliance with the court's judgment and is providing the plaintiffs and the court monitor with a large volume of documentation that the plaintiffs requested. The next scheduled hearing date is March 21, 2014.

Kristy Didonato, et al. v. Department of Transitional Assistance, et al. (Didonato I and Didonato II), Massachusetts Housing Court Western Division. These are consolidated class actions challenging DTA's practices and procedures relating to emergency shelter placements and, more specifically, its practices and procedures relating to the placement of families in shelters that are located more than 20 miles from their home communities. In October, 2006, the Housing Court allowed the plaintiffs' motion for partial summary judgment on the systemic notice and hearing claims in *Didonato I* and *II*. Following the court's decision, DTA worked with plaintiffs' counsel to implement the court's partial summary judgment decision and also initiated settlement discussions to resolve the remaining claims in the consolidated complaints. Plaintiffs moved to amend their complaint to include a demand that the Commonwealth adopt a policy requiring that motel placements be used to avoid placing families with school-age children in shelters that are more than 20 miles from their home communities. The court allowed the motion to amend over the defendants' objection. If the Commonwealth is compelled to facilitate a motel placement before placing a family with school-age children in a shelter more than 20 miles from their home community, the program costs related to implementing such a requirement potentially could exceed \$20 million. On July 1, 2009, the emergency shelter program was transferred from DTA to another state agency, the Department of Housing and Community Development. At present, it is not known when the merits of plaintiffs' suit will be argued to the court.

Connor B., ex rel. Vigurs, et al. v. Patrick, et al., United States District Court. This is a class action in which plaintiffs allege that the Commonwealth's foster care system violates foster children's constitutional and statutory rights to be protected from harm while in state custody; to not be deprived unnecessarily of child-parent and sibling relationships; to safe, stable foster care placements and timely adoption planning and recruitment; to payments to foster care providers that cover the actual costs of providing food, clothing, shelter, and other essential items; and to adequate educational, mental health, medical, and dental services. Plaintiffs further allege that children are abused and neglected while in the Commonwealth's foster care system at a rate higher than the national average; that children in foster care are moved from one placement to another with unusual frequency; that many children never achieve permanency in their placements; and that hundreds of children "age out" of foster care inadequately

prepared to live independently as adults. Plaintiffs claim that the system's alleged failures are attributable to an insufficient number of social workers, all carrying excessive caseloads; a dearth of appropriate foster care placements and ancillary services; and insufficient supports (including financial reimbursement) to foster care providers. The Court denied the defendants' motion to dismiss the lawsuit and, in late February 2011, granted the plaintiff's motion for class certification. A bench trial began in January, 2013 and went on hiatus after the plaintiffs rested their case. The defendants filed a motion for judgment on the record on April 30, 2013, which the Court took under advisement following a hearing in May. On September 30, 2013, the Court allowed the Commonwealth's motion and entered final judgment for the defendants. Had plaintiffs succeeded in achieving all of the declaratory and injunctive relief they sought, the Commonwealth could have been required to expend tens of millions of dollars in increased foster care reimbursement payments, personnel costs and services. The Court issued a memorandum articulating the full grounds for its decision on November 22, 2013. Plaintiffs filed a notice of appeal on November 26, 2013.

SEIU v. Department of Mental Health, Supreme Judicial Court. The Service Employees International Union ("SEIU") has challenged the Department of Mental Health's contracts for the provision of Community Based Flexible Supports ("CBFS") as unlawful privatization contracts under the so-called Pacheco Law (G. L. c. 7, §§ 52-55). The union seeks declaratory relief invalidating portions of the CBFS contracts as well as reinstatement of and back pay for up to 100 former Department case managers who the union claims were laid off in 2009 as a result of these allegedly unlawful contracts. On August 15, 2012, the Department filed a motion for judgment on the pleadings dismissing the case due to lack of subject matter jurisdiction based on SEIU's lack of standing to pursue the action and its failure to include as defendants in the action the private contractors whose contracts would be partially invalidated were the requested relief granted. By Memorandum of Decision and Order dated March 8, 2013, the court (Hopkins, J.) allowed the Department's motion, and on March 24, 2013, judgment entered dismissing the case. SEIU subsequently filed a Notice of Appeal, and that appeal is now pending in the Supreme Judicial Court. Briefing is underway. In addition to its defenses based on lack of subject matter jurisdiction and failure to name necessary parties, the Department denies that it violated the Pacheco Law and denies that reinstatement or back pay would be available as relief in the action even if portions of the CBFS contracts were invalidated. The Department believes that the potential cost associated with rehiring the laid-off case managers would be \$10 million annually. This would be in addition to whatever back pay might be awarded if the plaintiff prevails.

Hutchinson et al v. Patrick et al, United States District Court, Massachusetts. This is a class action, commenced in 2007, brought by two organizations and five individuals with brain injuries who are residents of various nursing facilities. Plaintiffs claim that they and a class of between 2,000 and 4,000 brain-injured individuals are entitled to, among other things, placement in community settings. Plaintiffs asserted claims under the Americans with Disabilities Act, the Rehabilitation Act and the Medicaid Act; they sought declaratory and injunctive relief.

After the court certified a class in October 2007, the parties engaged in an intensive period of settlement negotiations. In May, 2008, the parties entered into a settlement agreement ("Agreement"). Under the terms of the Agreement, the state defendants were to create two new home- and community-based programs to serve brain-injured individuals. These programs were subject to federal approval by the Centers for Medicare and Medicaid Services ("CMS") under Section 1115 of the Social Security Act. After it became apparent that CMS would not approve one of these programs, the plaintiffs served defendants with a Notice of Noncompliance pursuant to the Agreement. The parties engaged in substantial negotiations over how to address this issue and, after formal mediation sessions, the parties executed an Amended Settlement Agreement. The Amended Settlement Agreement received final approval from the court on July 11, 2013.

Under the terms of the Amended Settlement Agreement, the defendants will use the Massachusetts Money Follows the Person Demonstration Project ("MFP Project") and various waiver programs to provide community residential and non-residential supports in an integrated setting to Massachusetts Medicaid-eligible persons with an acquired brain injury who are in nursing and long-term rehabilitation facilities ("Class Members in Facilities").

Over the six-year term of the Agreement, the defendants will provide between 905 and 1,174 waiver slots for Class Members in Facilities. The exact number of slots to be added will depend on the level of demand for waiver services.

Demand for additional waiver slots will be determined based on the 12-month period ending on September 30 for each year in years 3, 4 and 5. If at least one Class Member in a Facility is denied waiver services due to lack of capacity in the MFP Project and waiver programs, then demand is considered to have exceeded capacity for that year. If demand exceeds capacity in a given year, the following year capacity will be increased by 125% of the number of slots added in the prior year. If demand does not exceed capacity in a given year, the following year's capacity will be increased by 100% of the number of slots added in the prior year.

The cost of implementing these programs is projected to be approximately \$386 million, with approximately half of that amount expected to be reimbursed by the federal government. These costs will be phased in over the six-year term of the agreement. The net state cost in fiscal 2014 is expected to be \$11.5 million, which is projected to be absorbed within MassHealth's fiscal 2014 appropriation. The net state cost in the sixth year of the agreement (fiscal 2019) is expected to be \$56.2 million. The net state cost in the sixth year represents the expected annualized cost of these programs going forward.

Medicaid Audits and Regulatory Reviews

In re: Centers for Medicare and Medicaid Services regulations (Uncompensated Care Pool/Health Safety Net Trust Fund). The federal Health Care Financing Administration (now CMS) asserted in June, 2000 that the portion of the Medicaid program funded by the Commonwealth's Health Safety Net Trust Fund (formerly the Uncompensated Care Pool) might violate federal regulations regarding permissible taxes on health care providers. Since 1993, MassHealth has sought federal waivers for the Commonwealth's assessment on acute care hospitals and surcharge payers, respectively, which fund the Uncompensated Care Pool and its successor, the Health Safety Net Trust Fund. The Commonwealth believes that the assessments are within the federal law pertaining to health care-related taxes. Under federal regulations, if the Commonwealth were ultimately determined to have imposed an impermissible health care-related tax, the federal government could seek retroactive repayment of federal Medicaid reimbursements. Updated federal regulations on health care-related taxes took effect June 30, 2010. By the end of pool fiscal year 2014, the Commonwealth will have collected an estimated \$5.482 billion in acute hospital assessments since 1990 and an estimated \$2.362 billion in surcharge payments since 1998.

In re: Disallowance of 2005 MassHealth acute hospital supplemental payments to UMass Memorial Health Care, Inc. In February, 2011, CMS sent the Massachusetts Executive Office of Health and Human Services (EOHHS) a Notice of Disallowance of \$25,543,963 in FFP for payments to UMass Memorial Health Care, Inc. (UMMHC) hospitals attributable to dates of service in fiscal 2000 through 2003, based on CMS' interpretation of the two-year FFP claiming deadline. This disallowance stems from a 2006 deferral. EOHHS filed a Request for Reconsideration with the U.S. Department of Health and Human Services (HHS) on March 31, 2011. On April 17, 2012, the Commonwealth received notice that HHS affirmed \$17.4 million of the UMMHC disallowance and reversed the remainder, allowing \$8.1 million in FFP. A question remains as to whether CMS intended to allow \$8.1 million or half that amount, since \$8.1 million represents both the federal and non-federal share of the payment at issue. EOHHS appealed the disallowance of \$17.4 million to the Departmental Appeals Board (DAB) on June 12, 2012. Oral argument was held on June 18, 2013, and the DAB issued its decision on October 3, 2013, deciding in the Commonwealth's favor on all but \$4.25 million. Neither party filed a request for reconsideration by the December 2, 2013 deadline.

In re: Office of the Inspector General Report Number: A-01-12-0006 (Claiming the correct Federal medical assistance percentage for claim adjustments made to the Form CMS-64). On April 6, 2012, the federal Office of the Inspector General (OIG) initiated an audit of MassHealth's federal reporting of certain claims with dates of service between January 1, 2006 and December 31, 2010. The OIG has not yet issued a draft report but has stated orally that its recommended financial findings could be as much as \$133 million. An exit conference was scheduled for September 13, 2013, but based on information provided by EOHHS the OIG is continuing its analysis of MassHealth's federal reporting. The OIG has stated orally that it expects to issue a draft report by the end of calendar year 2013. EOHHS is in the process of reviewing the OIG's working papers and evaluating response options to this potential audit finding. Such options include legal defenses as well as applying the OIG's claims methodology to other datasets that would yield significant financial off-sets to the initial finding amount. The strength of these off-sets and legal defenses will need to be further assessed once the OIG issues its draft report and EOHHS completes its review of the OIG's methodology. EOHHS will have 30 days to respond to the draft report once it is issued.

In re: Centers for Medicare and Medicaid Financial Management Review: 01-MS-2012-MA-01 (Massachusetts Medicaid Nursing Facility User Fees – Federal Fiscal Year 2010). On November 10, 2011, the Centers for Medicare and Medicaid Services (CMS) Office initiated a financial review of Massachusetts' Nursing Facility User Fees for federal fiscal year 2010. On September 4, 2013, CMS issued a draft report. In its report, CMS referenced that the Commonwealth collected \$220.7 million in federal fiscal year 2010 in nursing facility user fees and that non-compliance with requirements for federal funding could result in recoupment of federal funds. The findings and recommendations included a request to submit a new application for a waiver of federal requirements applicable to the user fee. CMS has asked EOHHS to develop a new tax structure governing the imposition of Massachusetts Medicaid nursing facility user fees to ensure that the Commonwealth can maintain compliance with federal funding requirements. CMS granted EOHHS's further request for an extension of time to respond, making the EOHHS response to the draft report due March 3, 2014.

Taxes

Feeney, et al. v. Dell, Inc. v. Commissioner of Revenue, Supreme Judicial Court (SJC) and Appellate Tax Board (ATB). The plaintiffs, a putative class of Massachusetts consumers who purchased Dell computers between 1995 and 2006, brought suit against Dell seeking a declaration that Dell wrongfully collected (and remitted to the Commissioner) sales tax upon service contracts that were purchased at the same time consumers purchased personal computers from Dell. The Supreme Judicial Court ruled that Dell could not be liable under M.G.L. Chapter 93A (and therefore be forced to pay treble damages) for collecting taxes that it believed, in good faith, were due; the Court, however, let the declaratory action go forward if amended to include a lack of good faith. Dell filed a third-party complaint against the Commissioner of Revenue, seeking a declaration that the sales taxes it collected (and paid) on service contracts were wrongfully collected and should be paid back. The Commissioner successfully moved to stay Dell's third-party action until Dell had fully prosecuted appeals from the denials of the abatement petitions that Dell had filed with the Appellate Tax Board, seeking return of the same sales taxes. On April 27, 2011, the U.S. Supreme Court issued a decision in *AT&T Mobility v. Concepcion*, in which it held that arbitration clauses cannot be overruled by state laws or court rulings because the Federal Arbitration Act (FAA) preempts state laws. Citing *Concepcion*, Dell filed a motion to dismiss in Superior Court to confirm an arbitration award and bar the class action, which was denied. The Appeals Court allowed Dell's motion for interlocutory review of the ruling, and the SJC subsequently granted Dell's application for direct appellate review. Following receipt of amicus briefs, the case was argued before the SJC on December 4, 2012, and on June 12, 2013, the SJC ruled against Dell, distinguishing *Concepcion* and finding that the arbitration clause was invalid. Subsequently, on June 20, 2013, the U. S. Supreme Court issued a decision in *American Express Co. v. Italian Colors Restaurant*, No. 12-133. On June 26, 2013, Dell filed a petition for rehearing with the SJC, arguing that the Supreme Court's *American Express* decision overrules the SJC's June 12, 2013 decision. By Opinion dated August 1, 2013, the SJC reversed the lower court's denial of the renewed motion to confirm the arbitration award and remanded the case to the Superior Court. On October 4, 2013, a hearing was held on motions by Dell to confirm the arbitration and motions to maintain a class action. On October 24, 2013, the Superior Court granted Dell's motion to confirm the arbitration award of dismissal as to one plaintiff. That plaintiff has filed a notice of appeal. In a footnote, the Superior Court did not rule on plaintiffs' motion to substitute another individual plaintiff, but noted that the motion would be the subject of a separate ruling. As a result "the case remains active" on that issue. Notwithstanding this pending motion, the plaintiffs have filed a notice of appeal.

Dell's sales tax appeals were heard by the Appellate Tax Board on June 12, 2013 — coincidentally, the same day the SJC issued its decision relating to the Superior Court matter. The ATB case was presented on a lengthy stipulation of facts together with over 6,500 pages of exhibits. On December 17, 2013, the ATB issued an order provisionally granting the full abatement requested by Dell. The dollar amount of the abatement had been deferred until resolution of the liability dispute; accordingly, the ATB has asked all parties to notify the Board, on or before January 16, 2014, whether they can agree on the amount of the abatement, or whether that question will require further evidentiary hearings. Under ATB rules, no party may request a Report and Findings of Fact (*i.e.*, an explanation of the reasons for the Board's decision) until the amount of an abatement has become fixed. Assuming that one or more parties request such a Report in this case, the Board's decision does not become final and appealable until that Report has been issued.

It should be noted that, in a sales-tax abatement case like this one, irrespective of the nominal abatement amount ordered by the ATB, the Commissioner is obligated to refund (i.e., actually pay) only those amounts that the taxpayer/vendor (here, Dell) can demonstrate that it has actually repaid to consumers. Accordingly, there is often a significant disparity between the amount of an ordered abatement and the actual exposure to the Commonwealth.

DIRECTV, Inc. v. Commonwealth of Massachusetts Department of Revenue, Suffolk Superior Court. Satellite-television providers DIRECTV and Dish Network claim that the excise tax on the sale of direct broadcast satellite services to subscribers or customers in the Commonwealth (enacted by Mass. St. 2009, c. 27, sec. 61 and 150) violates the Commerce Clause of the United States Constitution and the equal protection clauses of the United States and Massachusetts Constitution. Were the providers to prevail, the potential refund of taxes collected under the statute may exceed \$10 million for each tax year, and a corresponding amount of annual revenue would be unavailable for collection in future tax years. But on November 21, 2012, the Court (Billings, J.) granted summary judgment in favor of the Department, declaring that M.G.L. c. 64M, §§ 1 *et seq.*, which imposes a tax on direct broadcast satellite services, does not violate the Commerce Clause or the Equal Protection Clause of the U.S. Constitution. The providers appealed on January 25, 2013. The Superior Court is currently assembling the record. In late 2012, the providers also filed petitions for relief with the Appellate Tax Board. A status conference in the Board proceedings is scheduled for May 8, 2014.

Allied Domecq Spirits & Wines USA, Inc. v. Commissioner of Revenue, Appellate Tax Board. This case, which if resolved adversely to the Commissioner could mean a loss of \$31.7 million in tax revenue, initially involved multiple issues, but only one remains at this stage: a finding of no nexus by the auditor with respect to a subsidiary with large losses. The ATB bifurcated the case, and the ‘no nexus’ adjustment was tried on April 15, 2009. On April 1, 2010, the Board decided the ‘no nexus’ issue in the Commissioner’s favor. The parties agreed to settle the case by settling all the issues other than the one the Board has decided, so that the taxpayer can then appeal the Board’s decision on that one issue. After signing a settlement agreement, the parties filed a stipulation with the ATB, which then issued a decision on November 9, 2011. On May 22, 2013, the Appellate Tax Board issued Findings of Fact and a Report in favor of the Commissioner in the corporate excise tax case for the years ended August 31, 1996 through August 31, 2004. The Commissioner argued that the losses of Allied Domecq’s affiliate, Allied Domecq North America Corporation (“ADNAC”), had been properly excluded from Allied Domecq’s Massachusetts combined group because the transactions that ADNAC relied on as creating nexus with Massachusetts lacked business purpose or economic substance. Briefs for both parties have been filed in the Appeals Court. A date for oral argument has not yet been set.

New Cingular Wireless PCS, LLC v. Commissioner of Revenue, Appellate Tax Board. The issue in this case, which if resolved adversely to the Commissioner could mean a loss of \$20.3 million in tax revenue, is whether the taxpayer is entitled to an abatement and refund of sales tax charged to and collected from its customers during the period November, 2005 through September, 2010 on Internet access charges the taxpayer argues are exempt from Massachusetts taxation under the Internet Tax Freedom (“IFTA”) Act and 830 Code Mass. Regs. 64H.1.6.

Comcast of Massachusetts I, Inc. v. Commissioner of Revenue, Appellate Tax Board. The taxpayer filed a petition with the Appellate Tax Board on December 4, 2013 appealing the Commissioner’s refusal to refund corporate excise tax in the amount of approximately \$127.3 million for the years 2003 through 2008. The petition raises several issues: (1) federal change; (2) computation of corporate excise attributable to gain or loss on the disposal of certain property; (3) sales apportionment; (4) add-back; and (5) substantiation.

Other Revenues

Commonwealth of Massachusetts v. Philip Morris Inc., RJ Reynolds Tobacco Company, Lorillard Tobacco Company, et al., Supreme Judicial Court, Middlesex Superior Court (a/k/a the Tobacco Master Settlement Agreement, Nonparticipating Manufacturer (“NPM”) Adjustment Disputes)

These matters arise under the Tobacco Master Settlement Agreement (“MSA”), entered into in 1998, that settled litigation and claims by Massachusetts and 51 other states or dependencies (collectively the “States”) against the major tobacco manufacturers. Under the MSA, yearly payments made by the Original Participating Manufacturers (“OPMs”) and Subsequent Participating Manufacturers (collectively the Participating Manufacturers or “PMs”) are subject to a number of adjustments. One such adjustment is the Non-Participating Manufacturer

("NPM") Adjustment, which can be triggered if the PMs suffer a specified market share loss as compared to their market share during the base year 1997. Under the MSA, a nationally recognized economic firm selected jointly by the States and the PMs must make a determination that "the disadvantages experienced" by the PMs as a result of complying with the MSA were "a significant factor contributing to the Market Share Loss" for a given year. Even if such a determination is made, the States can still avoid the NPM adjustment if it is determined that the States "diligently enforced" their individual NPM Escrow Statutes.

(a) (2003 NPM Adjustment) The PMs seek to reduce, by approximately \$1.1 billion, the MSA payments they made to the States for 2003 sales and so they deposited a portion of this amount into an escrow account pending a resolution of this claim. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs' claim to an NPM Adjustment for calendar year 2003 is no longer being pressed against the Commonwealth, however. On November 3, 2011, the manufacturers advised the panel of three arbitrators seated in a nationwide arbitration to resolve the 2003 NPM Adjustment dispute that Massachusetts was one of 16 states and territories whose claims of "diligence" were no longer being contested. Since the December 5, 2011 deadline for any state to challenge the claim of another state has passed, the Commonwealth's claim to its allocable share of the 2003 NPM Adjustment is no longer in dispute. As a result, the Commonwealth will receive approximately \$29 million. Arbitration hearings for the remaining States concluded in May 2013 and decisions regarding each State were issued on September 11, 2013. Payment of the additional funds to the Commonwealth is unlikely to occur before April 2014. Any post-arbitration litigation could further delay payment of this additional amount.

(b) (2004 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$1.1 billion, the MSA payments they made to the States for 2004 sales. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2004 following the conclusion of the 2003 NPM Adjustment Arbitration proceedings. If the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$17 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2004 sales, depending upon the outcome of similar NPM proceedings against other states.

(c) (2005 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$753 million, the MSA payments they made to the States for 2005 sales. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2005 following the conclusion of the 2003 NPM Adjustment Arbitration proceedings. If the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$30 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2005 sales, depending upon the outcome of similar NPM proceedings against other states.

(d) (2006 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$704 million, the MSA payments they made to the States for 2006 sales. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2006 following the conclusion of the 2003 NPM Adjustment Arbitration proceedings. If the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$7 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2006 sales, depending upon the outcome of similar NPM proceedings against other states.

(e) (2007 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$791 million, the MSA payments they made to the States for 2007 sales. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs notified the States

of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2007 following the conclusion of the 2003 NPM Adjustment Arbitration proceedings. If the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$9 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2007 sales, depending upon the outcome of similar NPM proceedings against other states.

(f) (2008 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$888 million, the MSA payments they made to the States for 2008 sales. This amount is subject to revision until a Final Calculation in March, 2013. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2008 following the conclusion of the 2003 NPM Adjustment Arbitration proceedings. If the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between one million dollars, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2009 sales, depending upon the outcome of similar NPM proceedings against other states.

(g) (2009 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$848 million, the MSA payments they made to the States for 2009 sales. This amount is subject to revision until a Final Calculation in March, 2014. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs have not yet notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2009. If the matter is arbitrated and the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$2 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2008 sales, depending upon the outcome of similar NPM proceedings against other states.

(h) (2010 NPM Adjustment) In the same manner as described above, the PMs seek to reduce, by approximately \$843 million, the MSA payments they made to the States for 2010 sales. This amount is subject to revision until a Final Calculation in March, 2015. A determination has been made that the PMs suffered a market share loss and that the disadvantages experienced by the PMs as a result of complying with the MSA were a significant factor contributing to the market share loss. The PMs have not yet notified the States of their intent to arbitrate the issue of whether each state diligently enforced its NPM Escrow Statute during 2010. If the matter is arbitrated and the Commonwealth does not prevail, future MSA payments to Massachusetts would be reduced by an amount yet to be determined, between \$1 million, plus interest, up to but not exceeding the full amount of the state's MSA payment for 2010 sales, depending upon the outcome of similar NPM proceedings against other states.

Environment

Wellesley College v. Commonwealth, Suffolk Superior Court. Wellesley College has threatened to seek contribution from the Commonwealth for costs related to the clean-up of environmental contamination on the Wellesley College campus and adjacent areas including Lake Waban. In September, 2001, the Court entered judgment incorporating a partial settlement between the parties, under which the College will fund a clean-up of hazardous materials at the campus and the northern shoreline of Lake Waban that is expected to cost approximately \$40 million. The judgment has since been amended by agreement of the parties and with approval of the court. Under the terms of the partial settlement and judgment, the Commonwealth has reimbursed the college approximately \$1.1 million (approximately 2.5% of total clean-up costs) from an escrow account after the Department of Environmental Protection ("DEP") determined that a portion of the Lake Waban shoreline clean-up was properly performed. Other issues that may lead to counterclaims by the College against the Commonwealth or its agencies include (1) groundwater contamination, estimated to cost \$2 million or more depending on future decisions by DEP on appropriate clean-up; (2) clean-up of Lake Waban itself, for which DEP has now approved a temporary solution, reviewable every five years (N.B.: if a full clean-up of the lake is required in the future, it could cost up to \$100 million); and (3) contaminated sediments in lower Waban Brook, which are expected to be addressed by Wellesley College within the next 12 months.

In re Massachusetts Military Reservation (pre-litigation). The Commonwealth, through the Executive Office of Energy and Environmental Affairs, the Department of Environmental Protection and the Attorney General's office, were engaged in discussions with federal Natural Resource Trustees, including the United States Army and Air Force, the Department of the Interior and the National Oceanic and Atmospheric Administration, and private contractors regarding natural resource damages at the Massachusetts Military Reservation on Cape Cod. Federal Trustees and private contractors claim that the Commonwealth and others are liable for natural resource damages due to widespread contamination primarily from past military activities at the Reservation and are responsible for response actions and related clean-up activities. The assessment process for natural resource damages is set out in federal regulations and has not been completed. While no recent comprehensive estimate of natural resource damages and response actions is available, it is expected that the damages and response actions may cost at least tens of millions of dollars. In 2013, the state and federal trustees reopened preliminary discussions per a Trustee Council resolution on a potential settlement framework.

Boston Harbor Clean-Up. The Commonwealth is engaged in various lawsuits in the United States District Court concerning environmental and related laws, including an action brought by the federal Environmental Protection Agency alleging violations of the Clean Water Act and seeking to reduce the pollution in Boston Harbor, e.g., *United States v. Metropolitan District Commission*; *Conservation Law Foundation v. Metropolitan District Commission*. The Massachusetts Water Resources Authority (MWRA), successor in liability to the Metropolitan District Commission, has assumed primary responsibility for developing and implementing a court-approved plan and timetable for the construction of the treatment facilities necessary to achieve compliance with the federal requirements. Under the Clean Water Act, the Commonwealth may be liable for any cost of complying with any judgment in these or any other Clean Water Act cases to the extent that the MWRA or a municipality is prevented by state law from raising revenues necessary to comply with such a judgment. The total cost of construction of the wastewater facilities required under the federal district court's order, not including combined sewer overflow (CSO) abatement costs, has been approximately \$3.8 billion. The MWRA has also spent approximately \$846 million through June 2013 in developing and implementing the CSO plan and its projects. Thus, the cost of construction of water treatment facilities required under the court's order amounted to approximately \$4.65 billion as of June, 2013. From the start of fiscal 2014 forward, the MWRA has anticipated spending at least an additional \$56.9 million on remaining design and construction work on CSO projects. These figures do not include routine ongoing costs, such as maintenance expenses and capital spending for plant and system retrofits, and replacements.

Other

Perini Corp., Kiewit Constr. Corp., Jay Cashman, Inc. d/b/a Perino-Kiewit-Cashman Joint Venture v. Commonwealth. In several related cases and potential litigation, plaintiffs ("PKC") make claims for alleged increased costs arising from differing site conditions, changes and other causes of delay on the Central Artery/Ted Williams Tunnel project. Plaintiffs have asserted claims in excess of \$150 million. These claims are at various stages of resolution, including claims pending before the Superior Court and the Central Artery Tunnel Project Dispute Review process, which includes a Dispute Review Board ("DRB") and a Project Director's/Chief Engineer's decision. The DRB has issued decisions on many of the claims, recommending that PKC be awarded approximately \$78.3 million on claims of approximately \$158 million. The majority of those decisions are now the subject of further court proceedings or a decision of the Project's Chief Engineer pursuant to the parties' contracts.

In May, 2012, the Appeals Court heard oral arguments as to whether the DRB was authorized to issue binding arbitral decisions on numerous claims, or whether it was only authorized to issue non-binding recommendations that were subject to review by the Project Director. On January 17, 2013, the Appeals Court issued its decision, concluding that the DRB exceeded its authority by purporting to issue binding arbitration awards totaling approximately \$44.4 million. As a result, the Appeals Court affirmed the trial court's decision to set aside the awards. The Appeals Court also ruled that the DRB's "awards" constituted recommendations that were subject to final review by the Project Director. Following review of the DRB's recommendations relative to the matters on appeal, the Project's Chief Engineer concluded that PKC was entitled to approximately \$3.4 million. PKC requested a rehearing before the Appeals Court which was denied. PKC also filed an application for further appellate review by the Supreme Judicial Court, which was denied on June 6, 2013.

The Appeals Court's decision will affect additional "awards" issued by the DRB, which now could be supplanted by a Chief Engineer's decision. PKC is challenging the Project Director's/Chief Engineer's decisions in these matters under the standard of review set forth in G.L. c. 30, § 39J. A hearing was held on those matters in the Superior Court on September 26, 2013. The parties are awaiting a decision. The Appeals Court heard oral argument on December 9, 2013 on PKC's appeal of a Superior Court decision with respect to the calculation of interest on DRB2 Order #3.

Ianella, Trustee of Tecce Family Trust v. Massachusetts Turnpike Authority, Suffolk Superior Court. The plaintiff seeks damages against the Massachusetts Turnpike Authority ("Authority") for harm caused to its property and restaurant as a result of construction work done on the Central Artery/Tunnel ("CA/T") project. The plaintiff claims that the construction diminished the value of the rental units located within the property and prevented access to the restaurant causing lost business revenue. The plaintiff is seeking damages under the eminent domain statutes, G.L. c. 79, §§ 10 and 12, alleging that the construction performed for the Authority resulted in a constructive "taking" of the property. Additionally, the plaintiff has brought claims for "business interference," nuisance, and negligence.

The plaintiff claims to have suffered at least \$17 million in lost business as well as an unspecified amount of property damage and diminished value of the property. The lawsuit is being defended under a \$25 million owner-controlled insurance program issued by Chartis Insurance Co. for the CA/T project. However, Chartis is doing so under a reservation of rights concerning coverage. The Authority's motion for summary judgment was denied in late February, 2012. A March 4, 2014 trial date has been set.

Takings associated with the Yawkey Way Extension roadway project. MassDOT has recorded Orders of Taking for the acquisition of permanent and temporary easements for the Yawkey Way Extension roadway project in the Fenway area of Boston. The following pro tanto awards were approved by the Highway Administrator on December 13th: (1) a \$3,260,000 award to the Olde Town Team Realty Trust (controlled by the Red Sox organization); (2) a \$2,500,000 award to the HRPT Medical Buildings Realty Trust; (3) a \$370,000 award to the Soho Realty Limited Partnership/51 B, LLC; (4) a \$155,000 award to the Fenmore Realty Corporation (Children's Hospital); and (5) a \$ 25,000 award to Beth Israel Hospital. These awards total \$6,310,000. It is anticipated that HRPT Medical Buildings Realty Trust will challenge the pro tanto award and file suit, since that entity challenged the City of Boston's zoning decision for the Fenway Center Project.

In re Lehman Brothers Holdings, et al., Debtors, United States Bankruptcy Court, Southern District of New York. This is a proceeding under Chapter 11 of the Bankruptcy Code. Prior to the bankruptcy filings by Lehman Brothers Holdings Inc. and its subsidiaries in September and October, 2008, the Commonwealth was a party to several interest rate swap agreements with Lehman Brothers affiliates. Following the bankruptcy filings, the Commonwealth terminated those agreements in October and November, 2008, made termination payments to Lehman Brothers Special Financing Inc. (LBSF) and entered into replacement swap agreements with other counterparties. In early 2010, LBSF notified the Commonwealth that it disagreed with the termination amounts that the Commonwealth had paid in 2008 and issued a subpoena related to the terminations. On June 13, 2012, LBSF issued a Derivative ADR Notice obligating the parties to submit to mandatory court-ordered mediation. The Derivative ADR Notice contains a settlement demand from LBSF in the amount of approximately \$32.7 million, including approximately \$13.9 million of interest and expenses. The Commonwealth submitted its response to the Derivative ADR Notice denying the settlement demand on August 13, 2012. Formal mediation commenced on November 19, 2012, and concluded without resolution. LBSF asserts that interest continues to accrue on its claim and it valued its claim at approximately \$35 million, including interest, on November 19, 2012. LBSF may initiate litigation in further pursuit of its claim.

Lehman Brothers Special Financing Inc. ("LBSF") v. Massachusetts Development Finance Agency ("MDFA") and the Commonwealth of Massachusetts, acting by and through its Executive Office for Administration and Finance ("Mass. A&F"); claim subject of mediation. In 1993, MDFA used the proceeds of variable interest rate bonds issued by the City of Chelsea's Industrial Development Financing Authority to finance the construction of the Massachusetts Information Technology Center. In order to provide a synthetic fixed rate financing for the project, MDFA entered into a rate swap agreement with LBSF. In a subsequent agreement between MDFA and Mass. A&F, dated as of December 11, 2008, the Commonwealth agreed, to the extent permitted by law and subject to appropriation, to indemnify, defend and hold harmless MDFA from and against any losses, damages, injuries, costs

or expenses and any suits, demands, claims, actions or other proceedings arising out of the termination of the swap agreement. Effective December 17, 2008, MDFA terminated the swap agreement with LBSF. In September, 2008, Lehman Brothers Holdings, Inc. and its various subsidiaries, including LBSF, filed for bankruptcy pursuant to Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York in a proceeding titled: *In Re Lehman Brothers Holdings, Inc.*, No. 08-013555 (JMP)(JD013). As part of those proceedings, the Bankruptcy Court issued an Alternative Dispute Resolution Procedures Order for Affirmative Claims of Debtors Under Derivatives Contracts. On April 20, 2012, pursuant to the Bankruptcy Court's Order, LBSF initiated mediation proceedings against MDFA, claiming that that MDFA improperly calculated the termination value of the interest rate swap agreement by applying the wrong index in its termination calculation. LBSF demands payment of the principal amount of approximately \$12.6 million plus interest from December 11, 2008 to the date of payment (calculated by LBSF as of April 20, 2012 to be approximately \$6.1 million). MDFA rejected LBSF's demand, and the matter proceeded to mediation. The matter was not resolved through mediation and so LBSF may initiate litigation in further pursuit of its claim.

Debra Baggett and April Marlborough, on behalf of themselves and others similarly situated v. Michael Ashe, Jr. and Patricia Murphy, in their individual capacities, U.S. District Court, District of Mass., Western Div. This is a civil rights class action for money damages against Hampden County Sheriff Michael J. Ashe, Jr. and Assistant Superintendent Patricia Murphy regarding policies and procedures of the Western Massachusetts Regional Women's Correctional Center related to inmate movement and the fact that the challenged policies do not specifically prohibit male correctional officers from operating the video camera during an inmate move to a higher security placement even though that move includes a strip search. In May 2013, the court certified a class of approximately 178 current and former inmates. Assuming the plaintiff class was to prevail on all claims, total damages awarded could exceed, in theory, \$10 million. Fact discovery in the liability phase of the case is complete and the parties are currently in the expert discovery phase.

Drug Testing Laboratory disputes. On August 28, 2012, a chemist formerly employed at the Department of Public Health's drug testing laboratory in Boston admitted to several types of misconduct involving her handling of laboratory samples, which were used in criminal cases. The Governor was informed and ordered the immediate closure of the laboratory. The Governor established a central office to identify individuals who may be affected by the chemist's alleged malfeasance, which the office has estimated as possibly tens of thousands of criminal drug cases. The Governor also announced that Inspector General Glenn Cunha is conducting an independent assessment of the laboratory's operations. In addition, the Attorney General's Office is conducting a criminal investigation. On December 17, 2012, the former chemist was indicted by a Statewide Grand Jury on 27 charges in connection with altering drug evidence during the testing process and obstructing justice. She was arraigned on December 20, 2012 in Suffolk Superior Court. There likely will be significant, but as yet undetermined, state costs required to investigate and respond to the chemist's alleged malfeasance. Supplemental appropriations totaling \$30 million were approved during fiscal 2013 to create a fund to reimburse agencies and cities for costs associated with investigating and responding to misconduct at the state drug testing laboratory. In addition, there may be costs to defend civil complaints alleging state liability in both state and federal court and for potential judgments. Those additional state costs cannot be fully estimated at this time.

Solomon v. Bigby et al., Jones v. Bigby et al., and Moses v. Bigby et al., U.S. District Court, District of Massachusetts – Eastern Division. These are civil actions for civil rights violations against current and former employees of the Executive Office of Health and Human Services, the Department of Public Health, the Suffolk County District Attorney's Office, and the Boston Police Department. All three cases are in the early stages of litigation. As an example, plaintiff Jones is seeking \$2.5 million in damages. The court has under advisement motions to dismiss filed by the defendants in the *Solomon* and *Jones* cases. Separately, a *pro se* inmate has filed an action in Suffolk Superior Court seeking damages from several current or former state employees, in addition to the United States Attorney. Additionally, the Commonwealth has received three presentment letters alleging civil rights and tort violations arising out of events at the state drug lab. One of these presentment letters, captioned *Alomar et al. v. Bigby et al.*, provides notice of a class action that will be brought by 37 plaintiffs alleging violations of their civil rights.

MedImmune, LLC v. Board of Trustees of the University of Massachusetts d/b/a University of Massachusetts Biologic Laboratories, Maryland Court of Special Appeals. This case relates to a license agreement between MedImmune LLC and University of Massachusetts Biologic Laboratories ("MassBiologics"). Under the

agreement, MedImmune pays MassBiologics approximately \$25 million per year in royalties. In the lawsuit, MedImmune alleges (1) breach of the license agreement and (2) that the agreement was terminable in August 2011, when suit was brought, or that it terminates on a date certain in the future. During the pendency of the lawsuit, MedImmune has continued to pay MassBiologics royalties. MassBiologics has agreed that, if MedImmune obtains a judgment in any trial court that its obligations to pay royalties to MassBiologics ended on a date certain earlier than the date judgment is entered, MassBiologics would return any royalties paid during the pendency of the lawsuit for sales occurring after MedImmune's obligations ended, while retaining the right to contend that MassBiologics was entitled to keep any and all of such royalties. In the lawsuit, MedImmune sought as damages for the alleged breaches repayment of any royalties paid after a breach occurred. The trial court granted UMass summary judgment as to all breach of contract allegations.

After a trial, the court ruled that the agreement was not terminated or terminable in August 2011 and will not terminate unless and until MedImmune stops making and selling its leading product, Synagis®. MedImmune has appealed the judgment to the Court of Special Appeals, Maryland's intermediate appellate court, and MassBiologics cross-appealed. Oral argument before the Maryland Court of Special Appeals will be heard on February 11, 2014. Once that court's decision issues, either party may petition the Maryland Court of Appeals—Maryland's highest court—for further review of any issue on which it did not prevail.

Given just the amount of royalties that have been paid on sales made after August 2011, if MedImmune were to prevail on appeal on its claims that the agreement was terminable prior to the date of judgment, MassBiologics would be required initially to return royalties to MedImmune in an amount that could exceed \$25 million, while retaining the right to contend that MassBiologics was entitled to keep any and all of such royalties. The precise amount of the repayment contingency would depend on the amount of royalties paid on sales made after August 2011 and the date of termination.

In addition, given the amount of royalties that have been paid since the alleged breaches, if MedImmune prevails on its claim that the agreement was breached and that it is entitled to repayment of any royalties paid after the breach, MassBiologics would be required to pay in excess of \$25 million to MedImmune. Again, the precise amount of the repayment contingency depends on the amount of royalties paid between the date of breach and date of final judgment.

Potential suits arising from New England Compounding Center and the fungal meningitis outbreak. As a result of the national fungal meningitis outbreak caused by contaminated products at New England Compounding Center, a Massachusetts pharmacy, the Department of Public Health, the Board of Registration in Pharmacy, and/or state employees may be sued. Claims may include claims under M.G.L. c. 258 as well as civil rights claims for deliberate indifference. Due to the severity of the injuries, which include over 60 deaths and several hundred cases of fungal meningitis, there is a potential for damages to exceed \$20 million. At present, no suits have been filed yet against any state entity or state employees, although the Commonwealth has received two letters presenting tort claims for potential pre-litigation resolution.

Woodlands Commercial Corp. f/k/a Lehman Bros. Commercial Bank v. Massachusetts Department of Transportation, Supreme Court of the State of New York, County of New York: On or about November 14, 2013, the plaintiff corporation (previously known as Woodlands Commercial Bank, a wholly-owned subsidiary of Lehman Bancorp, Inc.) filed suit against MassDOT, as successor to the Massachusetts Turnpike Authority, in New York state court. The suit seeks recovery of an unspecified amount allegedly withheld in breach of a contract concerning six derivatives transactions between the Turnpike Authority and a Lehman Brothers affiliate. The Turnpike Authority allegedly terminated the contractual arrangement without making a full termination payment, which the plaintiff contends constituted a breach of the Authority's contractual obligations. The crux of the dispute is the amount of the payment that the Authority was required to make when it terminated the derivatives transactions. In December, 2008, the Authority made an early termination payment of approximately \$3.17 million, but the plaintiff appears to contend that that payment should have been in the range of \$30 million to \$40 million. In addition to contractual damages, the plaintiff seeks interest on its claim of unpaid sums, dating back to late 2008. The complaint acknowledges that the Legislature created MassDOT as "a body politic and corporate" that performs various public functions but is nonetheless separate from the Commonwealth. No claims are expressly lodged against the Commonwealth in this suit.

MISCELLANEOUS

Any provisions of the constitution of the Commonwealth, of general and special laws and of other documents set forth or referred to in this Information Statement are only summarized, and such summaries do not purport to be complete statements of any of such provisions. Only the actual text of such provisions can be relied upon for completeness and accuracy.

This Information Statement contains certain forward-looking statements that are subject to a variety of risks and uncertainties that could cause actual results to differ from the projected results, including without limitation general economic and business conditions, conditions in the financial markets, the financial condition of the Commonwealth and various state agencies and authorities, receipt of federal grants, litigation, arbitration, force majeure events and various other factors that are beyond the control of the Commonwealth and its various agencies and authorities. Because of the inability to predict all factors that may affect future decisions, actions, events or financial circumstances, what actually happens may be different from what is set forth in such forward-looking statements. Forward-looking statements are indicated by use of such words as “may,” “will,” “should,” “intends,” “expects,” “believes,” “anticipates,” “estimates” and others.

All estimates and assumptions in this Information Statement have been made on the best information available and are believed to be reliable, but no representations whatsoever are made that such estimates and assumptions are correct. So far as any statements in this Information Statement involve any matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. The various tables may not add due to rounding of figures.

Neither the Commonwealth’s independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information.

The information, estimates and assumptions and expressions of opinion in this Information Statement are subject to change without notice. Neither the delivery of this Information Statement nor any sale made pursuant to any official statement of which this Information Statement is a part shall, under any circumstances, create any implication that there has been no change in the affairs of the Commonwealth or its agencies, authorities or political subdivisions since the date of this Information Statement, except as expressly stated.

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CONTINUING DISCLOSURE

The Commonwealth prepares its Statutory Basis Financial Report and its Comprehensive Annual Financial Report with respect to each fiscal year ending June 30. The Statutory Basis Financial Report becomes available by October 31 of the following fiscal year and the Comprehensive Annual Financial Report becomes available in January of the following fiscal year. Copies of such reports and other financial reports of the Comptroller referenced in this document may be obtained by requesting the same in writing from the Office of the Comptroller, One Ashburton Place, Room 909, Boston, Massachusetts 02108. The financial statements are also available at the Comptroller's web site located at <http://www.mass.gov/osc> by clicking on "Financial Reports" under the "Publications and Reports" tab.

The Department of the State Auditor audits all agencies, departments and authorities of the Commonwealth at least every two years. Copies of audit reports may be obtained from the State Auditor, State House, Room 229, Boston, Massachusetts 02133.

On behalf of the Commonwealth, the State Treasurer will provide to the Municipal Securities Rulemaking Board (MSRB), through its Electronic Municipal Market Access (EMMA) System no later than 270 days after the end of each fiscal year of the Commonwealth, certain financial information and operating data relating to such fiscal year, as provided in said Rule 15c2-12, together with audited financial statements of the Commonwealth for such fiscal year. Except as noted in the following three paragraphs, the Commonwealth has not failed in the last five years to comply with its continuing disclosure undertakings with respect to any of its debt.

In December, 2012, the Commonwealth learned that notice of a rating downgrade of certain Commonwealth bonds insured by Assured Guaranty Municipal (originally insured by Financial Security Assurance Inc.) had not been filed following a downgrade of the rating of Assured Guaranty Municipal from AAA to AA+ in October, 2010 by S&P. Any such downgrade notice would have been superseded by the subsequent notice filed by the Commonwealth in September, 2011 that the Commonwealth's underlying S&P rating had been upgraded to AA+.

The fiscal 2011 annual financial information filed by the Commonwealth on March 26, 2012 pursuant to its continuing disclosure undertakings related to its grant anticipation note program inadvertently omitted a statement of the actual amounts (gross and net) of pledged funds as of the end of fiscal 2011. The fiscal 2011 amounts were included in the fiscal 2012 filing made on March 26, 2013, and an amended filing has been posted with EMMA for fiscal 2011.

The fiscal 2011 annual financial information filed by the Commonwealth on March 26, 2012 and the fiscal 2012 annual financial information filed by the Commonwealth on March 26, 2013 pursuant to its continuing disclosure undertakings related to its general obligation bond program contained incorrect information about the amount of outstanding direct debt subject to the statutory debt limit and, in the case of the fiscal 2012 filing, about the amount of the limit. Amended filings for fiscal 2011 and for fiscal 2012 have been posted with EMMA, and a corrected table is included in this Information Statement. See "LONG-TERM LIABILITIES – General Authority to Borrow; *Statutory Limit on Direct Debt*."

The State Treasurer also regularly files information with EMMA beyond the documents required by the Commonwealth's continuing disclosure undertakings, including updated Information Statements. In addition, information of interest to investors may be posted on the Commonwealth's investor website at www.massbondholder.com or on twitter at twitter.com/BuyMassBonds.

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AVAILABILITY OF OTHER FINANCIAL INFORMATION

Questions regarding this Information Statement or requests for additional information concerning the Commonwealth should be directed to Colin MacNaught, Assistant Treasurer for Debt Management, Office of the Treasurer and Receiver-General, One Ashburton Place, 12th floor, Boston, Massachusetts 02108, telephone (617) 367-3900, or to Scott Jordan, Undersecretary of the Executive Office for Administration and Finance, State House, Room 373, Boston, Massachusetts 02133, telephone (617) 727-2040. Questions regarding legal matters relating to this Information Statement should be directed to John R. Regier, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, telephone (617) 348-1720.

THE COMMONWEALTH OF MASSACHUSETTS

By /s/ Steven Grossman
Steven Grossman
Treasurer and Receiver-General

By /s/ Glen Shor
Glen Shor
Secretary of Administration and Finance

January 15, 2014

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Exhibit A

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The Massachusetts Economic Due Diligence Report

FOURTH QUARTER FY 2013



Produced by the University of Massachusetts President's Office Donahue Institute, Economic and Public Policy Research
Funding provided by the Massachusetts State Treasurer's Office of Debt Management



Cover photo: Tarpaulin Cove Lighthouse, Gosnold, MA. Gosnold is the least populous town in Massachusetts. The U.S. Census counted 75 residents in 2010. Photo taken by Charles River Recreation, 2012.

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ECONOMIC INFORMATION - Quarter 4, FY 2013

The information in this section was prepared by the Massachusetts State Data Center (MassSDC) at the University of Massachusetts Donahue Institute and may be relevant in evaluating the economic and financial condition and prospects of the Commonwealth of Massachusetts. The State Data Center archives data about Massachusetts. The demographic information and statistical data, which have been obtained by the MassSDC from the sources indicated, do not necessarily present all factors that may have a bearing on the Commonwealth's fiscal and economic affairs.

All information is presented on a calendar-year basis unless otherwise indicated. **The section was prepared for release on July 31, 2013. Information in the text, tables, charts, and graphs is current as of July 1, 2013.** Sources of information are indicated in the text or immediately following the charts and tables, and also from the *Sources* on the last page of the Exhibit A section. Although the Commonwealth considers the sources to be reliable, it makes no independent verification of the information presented herein and therefore does not warrant its accuracy.

Statistical Overview

<u>Population</u> (p. A-2)	<u>Massachusetts</u>	<u>United States</u>
Estimated Percent Change in Population, July 1, 2010 - July 1, 2012	1.4%	1.5%
<u>Personal Income, Consumer Prices, and Poverty</u> (p. A-8)		
Per Capita Personal Income, 2012	\$54,687	\$42,693
Average Annual Pay, All Industries, 2012 p	\$60,901	\$49,289
Percent Change in CPI-U*, 2011-2012	1.6%	2.1%
Percent Change in CPI-U*, May 2012 - May 2013	1.4%	1.4%
Poverty Rate, 2009-2011 Average	10.8%	14.8%
Average Weekly Earnings, Manufacturing Production Workers: 2012	\$831.82	\$794.81
Percent Change from previous year	3.1%	1.3%
<u>Employment</u> (p. A-18)		
Percent Change in Nonfarm Payroll Employment (Not Seasonally Adjusted), June 2012 - June 2013p	0.3%	-0.6%
Unemployment Rate, 2012	6.7%	8.1%
Unemployment Rate, June 2013 (seasonally adjusted)	7.0%	7.6%
<u>Education</u> (p. A-24)		
Expenditure Per Pupil K-12 Public, 2011	\$13,941	\$10,560
Percent of Adults with a Bachelor's Degree or higher, 2011	39.1%	28.5%
<u>Economic Base and Performance</u> (p. A-30)		
Percent Change in Gross Domestic Product, 2011-2012	2.2%	2.8%
Percent Change in International Exports, 2011-2012	-8.0%	4.5%
Percent Change in Housing Permits Authorized, 2011-2012	21.7%	9.4%

*NOTE: Percent changes in the Consumer Price Index for All Urban Consumers (CPI-U) are for the Boston-Worcester-Lawrence, MA-NH-ME-CT CMSA & the United States. p = preliminary.

Massachusetts is a densely populated state with a well-educated population, comparatively high income levels, and a relatively diversified economy. While the total population of Massachusetts has remained fairly stable in the last 25 years, significant changes have occurred in the age distribution of the population. Dramatic growth in residents between the ages of 20 and 44 since 1980 is expected to lead to a population distributed more heavily in the 65 and over age group in the next 25 years. Just as the working-age population has increased, income levels in Massachusetts since 1980 have grown significantly more than the national average, and a variety of measures of income show that Massachusetts residents have significantly higher amounts of annual income than the national average. These higher levels of income have been accompanied by a consistently lower poverty rate, and with the exception of the recession of the early 1990s and a 17-month stretch between 2006 and 2007, considerably lower unemployment rates in Massachusetts than in the United States since 1980. The state unemployment rate rose to 7.0 percent in June 2013 from the previous month, and the state has typically seen a slower rise in unemployment than the nation as a whole. In 2011, Massachusetts was ranked second in the U.S. according to the American Human Development Index, modeled after the United Nations Human Development Index, which compares health, income, and education outcomes.

The following five sections provide detailed information on population characteristics, personal income, employment, human resources, economic base and performance, and infrastructure.

POPULATION CHARACTERISTICS

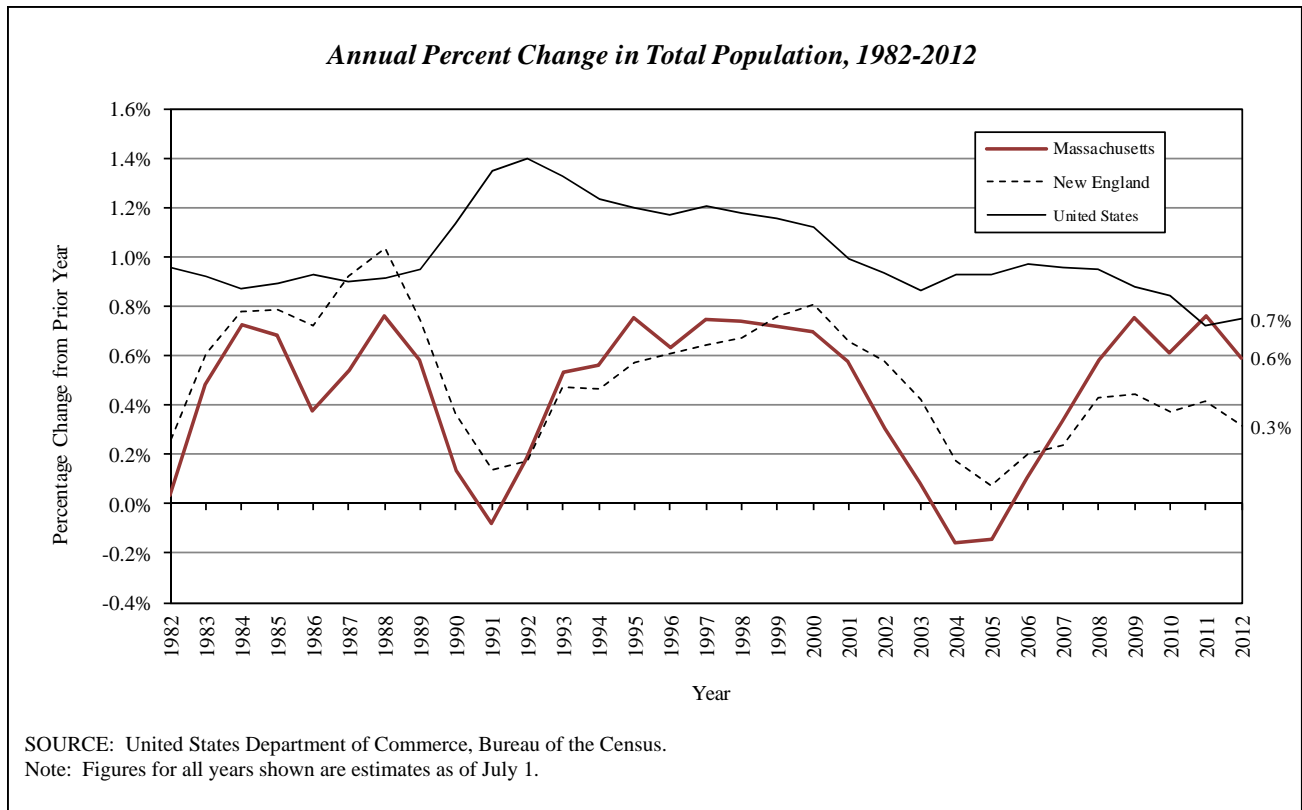
Massachusetts is a relatively slow growing but densely populated state with a comparatively large percentage of its residents living in metropolitan areas. The population density of Massachusetts was estimated as of July 1, 2012 to be 847.7 persons per square mile, as compared to 88.1 for the United States as a whole. Among the 50 states, only Rhode Island and New Jersey have a greater population density. Massachusetts also ranked just behind the same two states in percentage of residents living in metropolitan areas. According to the current county-based definition, 99.6 percent of the state's population live in metropolitan areas.

The state's population is concentrated in its eastern portion. The city of Boston is the largest city in New England, with a July 1, 2012 population estimated at 625,087, or 9.5 percent of the state's population. Boston is the hub of the seven-county Boston-Cambridge-Quincy, MA-NH Metropolitan Statistical Area (MSA), which includes the two southeastern New Hampshire counties, and had a total population as of July 1, 2012 estimated at 4,640,802 or 31.9 percent of the total New England population. The three-county Boston-Quincy, MA Metropolitan division is the largest component of that MSA, with a total population as of July 1, 2012 estimated at 1,926,030.

The second largest MSA in the state is the Worcester, MA MSA, with a July 1, 2012 population estimated at 923,762. The city of Worcester, situated approximately 40 miles west of Boston with a July 1, 2012 estimated population of 181,631, is the second largest city, both in New England and the state. As a major medical and education center, the Worcester area is home to 18 patient care facilities, and 13 colleges and universities, including the University of Massachusetts Medical School.

The third largest MSA in Massachusetts is the three-county Springfield, MA MSA, with a July 1, 2012 population estimated at 625,718. Springfield, the third largest city in the Commonwealth with a July 1, 2012 estimated population of 153,155, is located in the Connecticut River Valley in Western Massachusetts and enjoys a diverse body of corporate employers, the largest of which are Baystate Health System, Big Y Supermarkets, Hartford Hospital, and MassMutual Financial Group. In addition, Springfield is home to three independent colleges.

As the following graph and table indicate, the population in Massachusetts generally grows at a rate similar to the population of New England and more slowly than the nation as a whole. According to the Census Bureau's latest revised estimates released in February 2011, the Massachusetts population has only grown by 4.4 percent since Census 2000, while 15 states have grown more slowly.



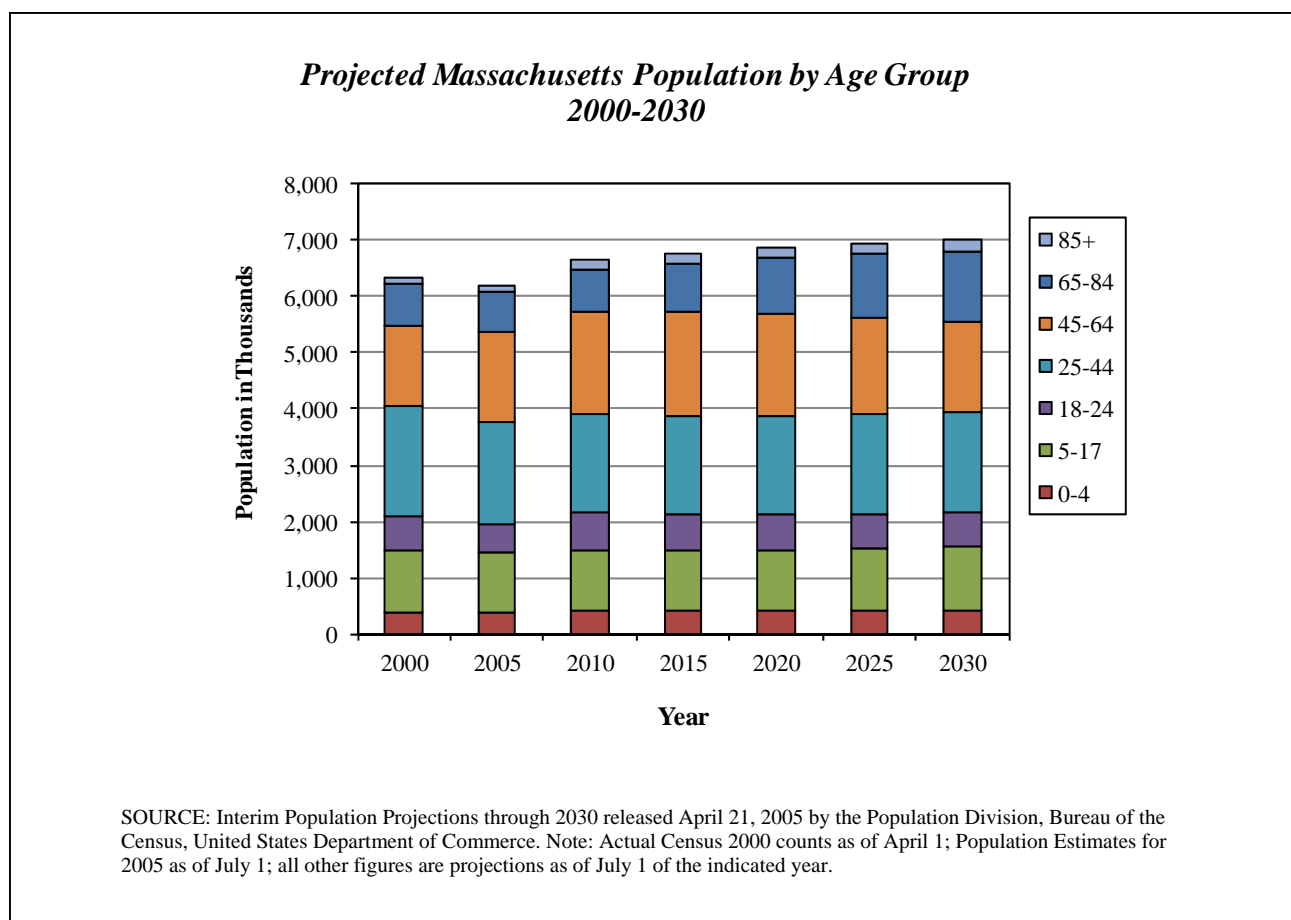
The following table compares the population level and percentage change in the population of Massachusetts to the six-state New England region and to the United States.

<i>Population, 1974-2012</i> <i>(in thousands)</i>						
Year	Massachusetts		New England		United States	
	Total	Percent Change	Total	Percent Change	Total	Percent Change
1974	5,774	-0.1%	12,146	0.0%	213,342	0.9%
1975	5,758	-0.3%	12,163	0.1%	215,465	1.0%
1976	5,744	-0.2%	12,192	0.2%	217,563	1.0%
1977	5,738	-0.1%	12,239	0.4%	219,760	1.0%
1978	5,736	0.0%	12,283	0.4%	222,095	1.1%
1979	5,738	0.0%	12,322	0.3%	224,567	1.1%
1980	5,737	0.0%	12,348	0.2%	226,546	0.9%
1981	5,769	0.6%	12,436	0.7%	229,466	1.3%
1982	5,771	0.0%	12,468	0.3%	231,664	1.0%
1983	5,799	0.5%	12,544	0.6%	233,792	0.9%
1984	5,841	0.7%	12,642	0.8%	235,825	0.9%
1985	5,881	0.7%	12,741	0.8%	237,924	0.9%
1986	5,903	0.4%	12,833	0.7%	240,133	0.9%
1987	5,935	0.5%	12,951	0.9%	242,289	0.9%
1988	5,980	0.8%	13,085	1.0%	244,499	0.9%
1989	6,015	0.6%	13,182	0.7%	246,819	0.9%
1990	6,023	0.1%	13,230	0.4%	249,623	1.1%
1991	6,018	-0.1%	13,248	0.1%	252,981	1.3%
1992	6,029	0.2%	13,271	0.2%	256,514	1.4%
1993	6,061	0.5%	13,334	0.5%	259,919	1.3%
1994	6,095	0.6%	13,396	0.5%	263,126	1.2%
1995	6,141	0.8%	13,473	0.6%	266,278	1.2%
1996	6,180	0.6%	13,555	0.6%	269,394	1.2%
1997	6,226	0.7%	13,642	0.6%	272,647	1.2%
1998	6,272	0.7%	13,734	0.7%	275,854	1.2%
1999	6,317	0.7%	13,838	0.8%	279,040	1.2%
2000	6,361	0.7%	13,950	0.8%	282,162	1.1%
2001	6,398	0.6%	14,041	0.7%	284,969	1.0%
2002	6,417	0.3%	14,122	0.6%	287,625	0.9%
2003	6,423	0.1%	14,182	0.4%	290,108	0.9%
2004	6,412	-0.2%	14,207	0.2%	292,805	0.9%
2005	6,403	-0.1%	14,217	0.1%	295,517	0.9%
2006	6,410	0.1%	14,246	0.2%	298,380	1.0%
2007	6,432	0.3%	14,279	0.2%	301,231	1.0%
2008	6,469	0.6%	14,340	0.4%	304,094	1.0%
2009	6,518	0.8%	14,404	0.4%	306,772	0.9%
2010	6,557	0.6%	14,457	0.4%	309,350	0.8%
2011	6,607	0.8%	14,517	0.4%	311,588	0.7%
2012	6,646	0.6%	14,563	0.3%	313,914	0.7%

SOURCE: United States Department of Commerce, Bureau of the Census.
Note: Figures for all years shown are estimates as of July 1.

The next 18 years are expected to bring about a continued change in the age distribution of the Massachusetts population. As the following table and chart show, the share of the 65 and over age group and especially the 85 and over age group will continue to grow. The chart, table, and population pyramids (below, and on the following page) show the projected population by age for Massachusetts for 2000 through 2030. Census has not updated these projections to reflect the 2010 Census.

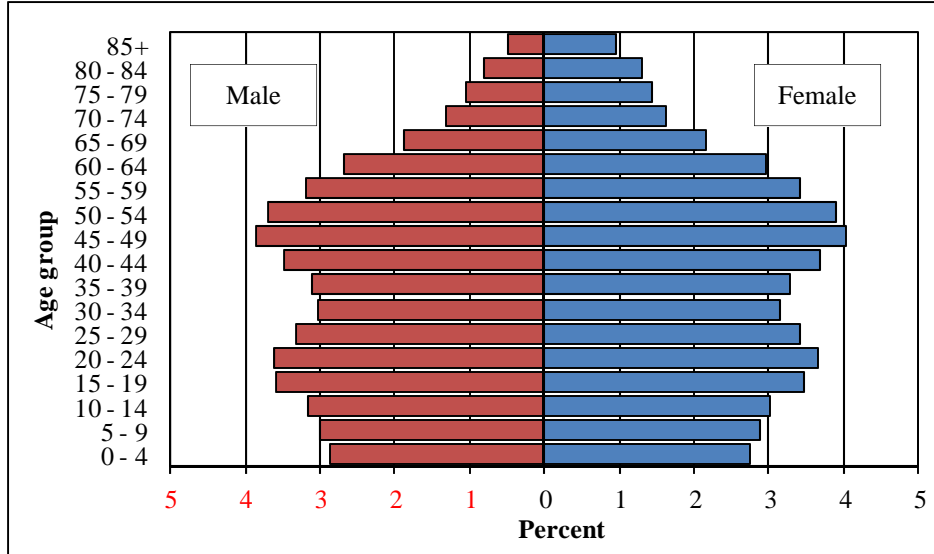
<i>Projected Massachusetts Population by Age Group 2000-2030 (in thousands)</i>									Median
Year	0-4	5-17	18-24	25-44	45-64	65-84	85+	All Ages	Age
2000	397.3	1,102.8	579.3	1,989.8	1,419.8	743.5	116.7	6,349.1	36.5
2005	395.1	1,055.6	488.9	1,844.0	1,602.5	693.1	103.7	6,182.9	38.2
2010	400.7	1,083.1	670.2	1,769.7	1,817.1	750.6	158.0	6,649.4	38.8
2015	409.7	1,064.2	656.0	1,746.1	1,857.1	856.5	168.9	6,758.6	39.2
2020	422.3	1,070.9	617.5	1,775.8	1,809.3	987.8	172.0	6,855.5	39.5
2025	431.0	1,087.7	616.2	1,782.5	1,703.3	1,137.8	180.1	6,938.6	39.7
2030	430.6	1,115.0	610.7	1,783.9	1,608.7	1,251.2	211.9	7,012.0	40.2



Population Pyramids of Massachusetts

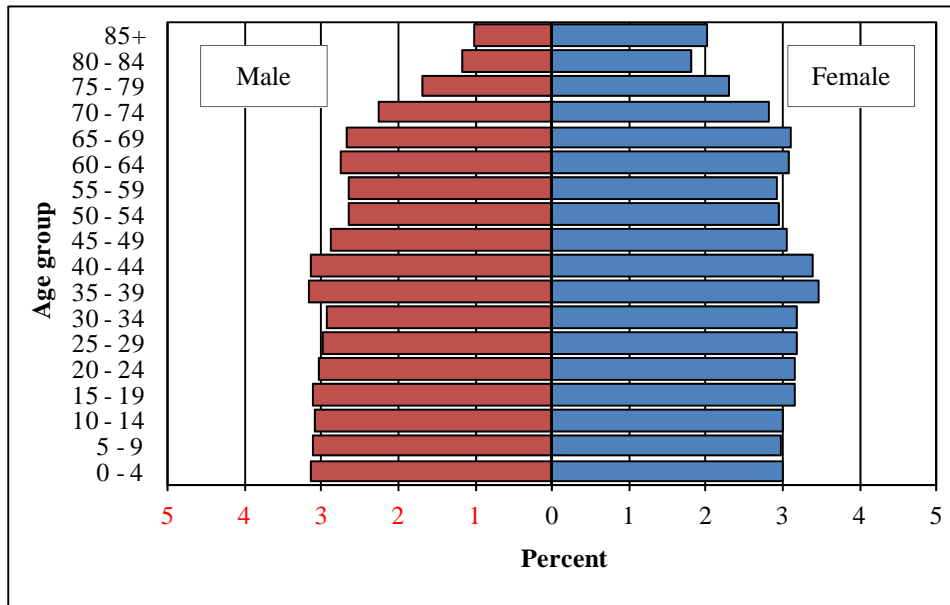
Percent of Total Population

2010



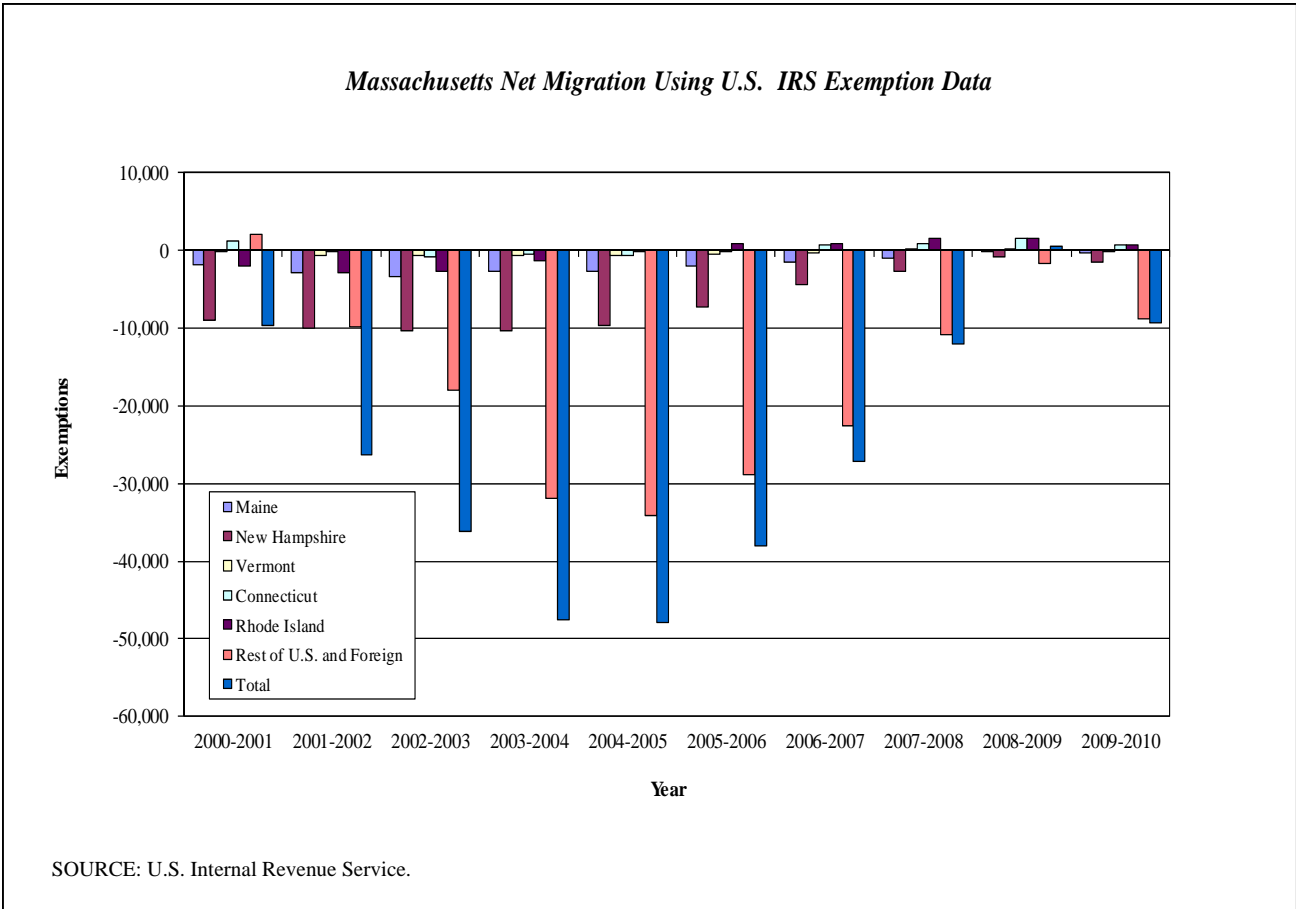
SOURCE: U.S. Census Bureau, 2010 Census.

2030



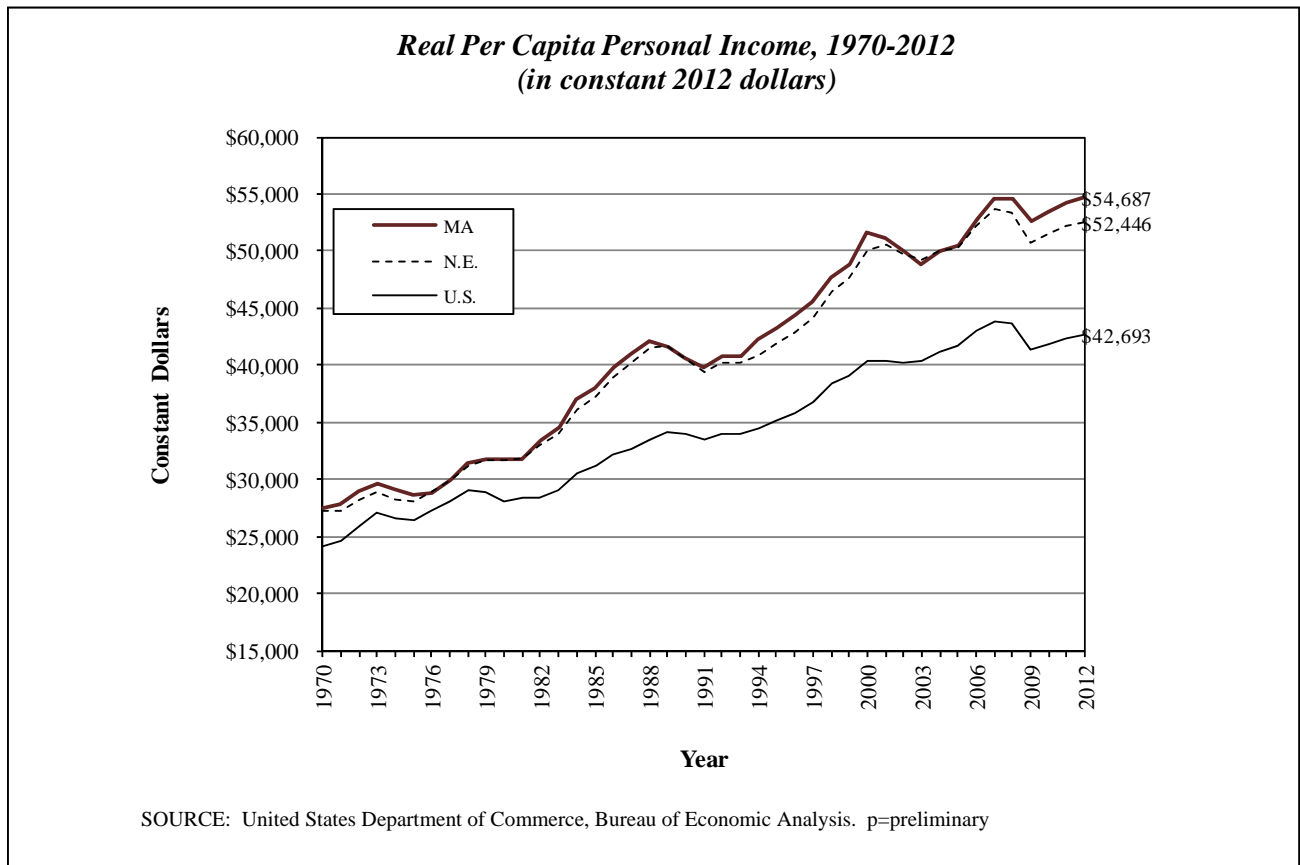
SOURCE: U.S. Census Bureau, Population Division, Interim State Population Projections, 2005.
Internet Release Date: April 21, 2005.

Migration. Migration is one of several components of annual population change in Massachusetts. The movement of people from place to place is often linked to economic opportunities or downturns. These data are derived from the filing addresses and number of exemptions submitted with federal tax returns. A tax filer is considered a migrant when he/she files a tax return with an address different from the previous year's filing address. Of the New England states, New Hampshire was the largest net loss for Massachusetts and Rhode Island was the largest net gain for Massachusetts from 2000 through 2010. Massachusetts also sends many more migrants to Florida, North Carolina, California and Georgia than it gains. The chart below illustrates the net migration for Massachusetts to and from the New England states and the rest of the country using IRS data.



PERSONAL INCOME, CONSUMER PRICES, AND POVERTY

Personal Income. Real per capita income levels in Massachusetts increased faster than the national average between 1994 and 1997. In 2000, Massachusetts had its highest per capita income growth in 16 years, exceeding the national growth rate by 2.4 percentage points. From 2001 to 2003, real income declined in Massachusetts while staying roughly flat for the nation. However, real income levels in Massachusetts remained well above the national average. In 2006 and 2007, income growth in Massachusetts outpaced the nation. In 2006 and 2007, income in the state grew faster than in the nation, and since 2008, Massachusetts personal income has either declined more slowly, or grown more quickly, than the nation during the recession and its aftermath. In 2009, Massachusetts, New England, and the U.S. experienced the biggest decline in income in over four decades but have increased over the last three years. Only the District of Columbia, and Connecticut have had higher levels of per capita personal income. The following graph illustrates these changes in real per capita personal income in Massachusetts, New England, and the United States since 1970.



The following table compares per capita personal income in Massachusetts, New England, and the United States for the period 1970-2012.

<i>Per Capita Personal Income, 1970-2012</i>									
Year	Nominal Income (in current dollars)			Real Income (in 2012 dollars)			Percent Change in Real Income		
	MA	N.E.	U.S.	MA	N.E.	U.S.	MA	N.E.	U.S.
1970	\$4,472	\$4,438	\$4,084	\$27,555	\$27,260	\$24,167	6.5%	6.8%	7.8%
1971	\$4,743	\$4,674	\$4,340	\$27,840	\$27,278	\$24,604	1.0%	0.1%	1.8%
1972	\$5,102	\$5,025	\$4,717	\$28,919	\$28,188	\$25,910	3.9%	3.3%	5.3%
1973	\$5,541	\$5,477	\$5,230	\$29,644	\$28,940	\$27,045	2.5%	2.7%	4.4%
1974	\$6,011	\$5,954	\$5,708	\$29,081	\$28,296	\$26,583	-1.9%	-2.2%	-1.7%
1975	\$6,453	\$6,376	\$6,172	\$28,645	\$28,075	\$26,340	-1.5%	-0.8%	-0.9%
1976	\$6,993	\$6,954	\$6,754	\$28,869	\$28,959	\$27,253	0.8%	3.1%	3.5%
1977	\$7,611	\$7,586	\$7,402	\$29,877	\$29,918	\$28,045	3.5%	3.3%	2.9%
1978	\$8,422	\$8,407	\$8,243	\$31,418	\$31,202	\$29,027	5.2%	4.3%	3.5%
1979	\$9,371	\$9,381	\$9,138	\$31,710	\$31,661	\$28,899	0.9%	1.5%	-0.4%
1980	\$10,570	\$10,598	\$10,091	\$31,697	\$31,678	\$28,118	0.0%	0.1%	-2.7%
1981	\$11,744	\$11,800	\$11,209	\$31,688	\$31,860	\$28,312	0.0%	0.6%	0.7%
1982	\$12,892	\$12,833	\$11,901	\$33,438	\$32,913	\$28,316	5.5%	3.3%	0.0%
1983	\$13,942	\$13,770	\$12,583	\$34,604	\$33,900	\$29,007	3.5%	3.0%	2.4%
1984	\$15,639	\$15,342	\$13,807	\$36,999	\$36,072	\$30,511	6.9%	6.4%	5.2%
1985	\$16,798	\$16,440	\$14,637	\$38,033	\$37,263	\$31,233	2.8%	3.3%	2.4%
1986	\$18,003	\$17,592	\$15,338	\$39,745	\$38,905	\$32,131	4.5%	4.4%	2.9%
1987	\$19,397	\$18,958	\$16,137	\$41,030	\$40,155	\$32,615	3.2%	3.2%	1.5%
1988	\$21,127	\$20,612	\$17,244	\$42,135	\$41,579	\$33,468	2.7%	3.5%	2.6%
1989	\$22,095	\$21,848	\$18,402	\$41,683	\$41,742	\$34,073	-1.1%	0.4%	1.8%
1990	\$22,797	\$22,462	\$19,354	\$40,654	\$40,491	\$33,999	-2.5%	-3.0%	-0.2%
1991	\$23,314	\$22,867	\$19,818	\$39,827	\$39,427	\$33,408	-2.0%	-2.6%	-1.7%
1992	\$24,422	\$24,077	\$20,799	\$40,709	\$40,161	\$34,037	2.2%	1.9%	1.9%
1993	\$25,182	\$24,773	\$21,385	\$40,795	\$40,203	\$33,979	0.2%	0.1%	-0.2%
1994	\$26,393	\$25,804	\$22,297	\$42,205	\$40,877	\$34,544	3.5%	1.7%	1.7%
1995	\$27,662	\$27,048	\$23,262	\$43,202	\$41,770	\$35,046	2.4%	2.2%	1.5%
1996	\$29,279	\$28,521	\$24,442	\$44,412	\$42,833	\$35,767	2.8%	2.5%	2.1%
1997	\$30,911	\$30,087	\$25,654	\$45,602	\$44,107	\$36,699	2.7%	3.0%	2.6%
1998	\$33,006	\$32,128	\$27,258	\$47,616	\$46,434	\$38,395	4.4%	5.3%	4.6%
1999	\$34,671	\$33,581	\$28,333	\$48,795	\$47,555	\$39,047	2.5%	2.4%	1.7%
2000	\$38,222	\$36,610	\$30,319	\$51,566	\$50,139	\$40,425	5.7%	5.4%	3.5%
2001	\$39,547	\$37,996	\$31,157	\$51,153	\$50,627	\$40,393	-0.8%	1.0%	-0.1%
2002	\$39,597	\$38,131	\$31,481	\$49,914	\$49,781	\$40,178	-2.4%	-1.7%	-0.5%
2003	\$40,264	\$38,798	\$32,295	\$48,913	\$49,264	\$40,299	-2.0%	-1.0%	0.3%
2004	\$42,276	\$40,837	\$33,909	\$49,985	\$50,118	\$41,215	2.2%	1.7%	2.3%
2005	\$44,097	\$42,376	\$35,452	\$50,475	\$50,177	\$41,678	1.0%	0.1%	1.1%
2006	\$47,559	\$45,627	\$37,725	\$52,803	\$52,142	\$42,965	4.6%	3.9%	3.1%
2007	\$50,150	\$48,223	\$39,506	\$54,625	\$53,731	\$43,747	3.4%	3.0%	1.8%
2008	\$51,902	\$49,726	\$40,947	\$54,621	\$53,281	\$43,666	0.0%	-0.8%	-0.2%
2009	\$49,578	\$47,344	\$38,637	\$52,530	\$50,720	\$41,350	-3.8%	-4.8%	-5.3%
2010	\$51,143	\$49,056	\$39,791	\$53,352	\$51,537	\$41,898	1.6%	1.6%	1.3%
2011	\$53,471	\$51,274	\$41,560	\$54,308	\$52,274	\$42,421	1.8%	1.4%	1.2%
2012	\$54,687	\$52,446	\$42,693	\$54,687	\$52,446	\$42,693	0.7%	0.3%	0.6%

SOURCE: United States Department of Commerce, Bureau of Economic Analysis.

Notes: Using midyear population estimates from the Census Bureau and two CPI-U series from the U.S. Bureau of Labor Statistics for price inflation. p=preliminary

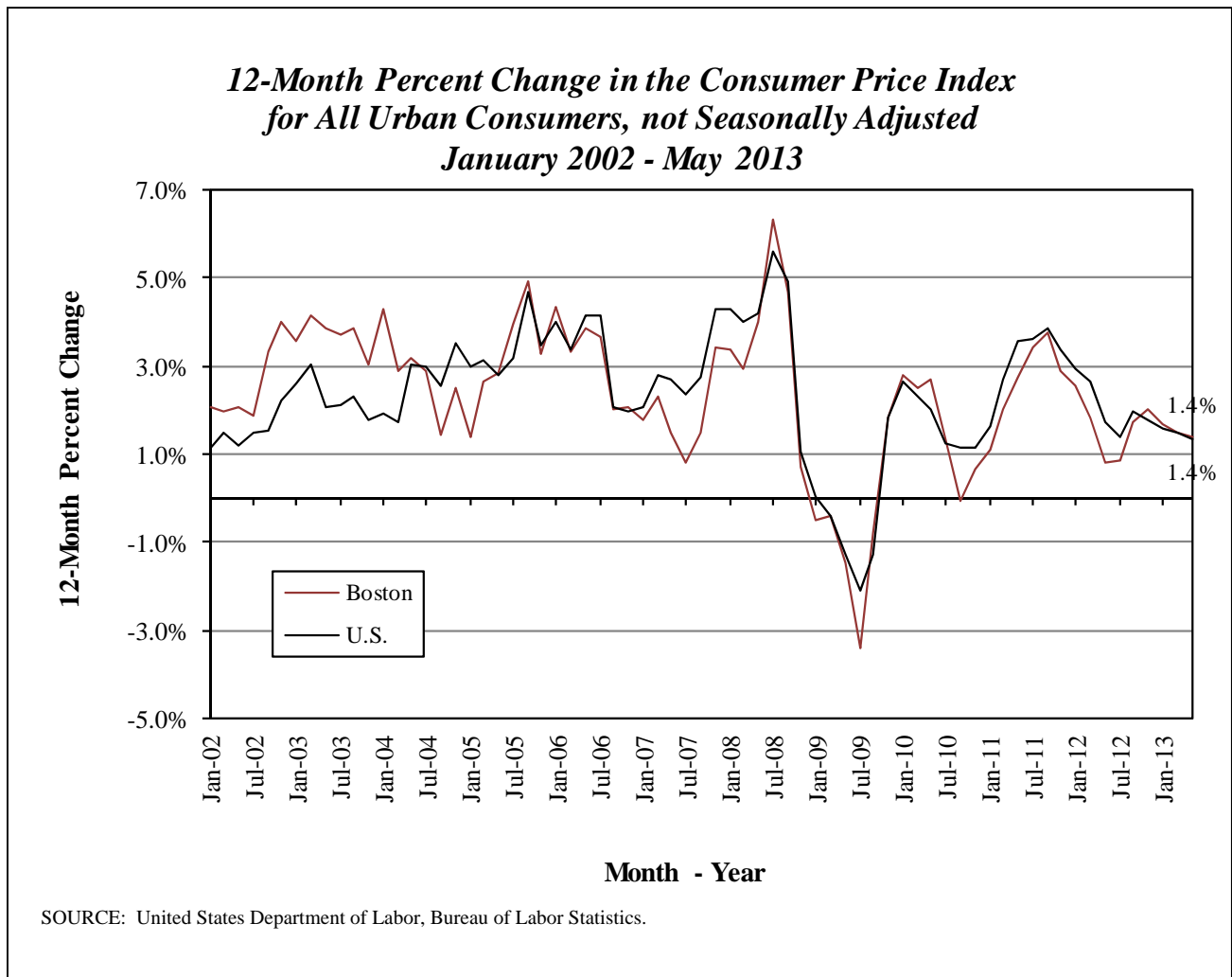
Annual Pay in Nominal Dollars. Massachusetts saw steady growth in average annual pay for most of the past decade, lost ground in 2009, but resumed growth in 2010. Average annual pay is computed by dividing the total annual payroll of employees covered by Unemployment Insurance programs by the average monthly number of employees. Data are reported by employers covered under the Unemployment Insurance programs. Since 2001, average annual wages in the state have grown at an annual rate of 3.2 percent, compared to 3.0 percent for the nation. The level of average annual pay in Massachusetts in 2012 was 23.6 percent higher than the national average: \$60,901 compared to \$49,289.

Wage and Salary Disbursements. Wage and salary disbursements by place of work is a component of personal income and measures monetary disbursements to employees. This includes compensation of corporate officers, commissions, tips, bonuses, and receipts in-kind. Although the data are recorded on a place-of-work basis, they are then adjusted to a place-of-residence basis so that the personal income of the recipients whose place of residence differs from their place of work will be correctly assigned to their state of residence. The table below details Wage and Salary Disbursements since 1990. Between 1998 and 2000, Massachusetts shares of the New England and overall U.S. totals increased. In subsequent years the Massachusetts shares of New England and the U.S. decreased slightly before rising again starting in 2006, reaching 51.1, and 2.9 percent respectively in 2012.

Annual Wage and Salary Disbursements, 1990-2012 (in millions of dollars)				
Year	U.S.	N.E.	MA	MA as a pct. of N.E.
1990	\$ 2,729,807	\$170,035	\$82,353	48.4%
1991	\$ 2,802,016	\$169,101	\$81,605	48.3%
1992	\$ 2,964,907	\$176,532	\$85,257	48.3%
1993	\$ 3,069,735	\$181,878	\$88,236	48.5%
1994	\$ 3,225,744	\$189,275	\$92,297	48.8%
1995	\$ 3,413,758	\$200,510	\$98,274	49.0%
1996	\$ 3,612,171	\$212,088	\$104,565	49.3%
1997	\$ 3,872,441	\$228,515	\$112,601	49.3%
1998	\$ 4,177,476	\$246,171	\$121,971	49.5%
1999	\$ 4,456,833	\$264,389	\$132,683	50.2%
2000	\$ 4,823,727	\$291,636	\$149,379	51.2%
2001	\$ 4,948,357	\$299,079	\$151,715	50.7%
2002	\$ 4,993,197	\$297,067	\$148,724	50.1%
2003	\$ 5,133,724	\$303,347	\$150,509	49.6%
2004	\$ 5,419,559	\$319,880	\$158,685	49.6%
2005	\$ 5,694,792	\$330,876	\$163,474	49.4%
2006	\$ 6,060,261	\$349,092	\$172,880	49.5%
2007	\$ 6,414,505	\$370,462	\$184,622	49.8%
2008	\$ 6,546,600	\$378,682	\$190,110	50.2%
2009	\$ 6,261,910	\$362,858	\$182,303	50.2%
2010	\$ 6,394,612	\$372,069	\$188,139	50.6%
2011	\$ 6,651,787	\$386,529	\$196,393	50.8%
2012	\$ 6,870,482	\$393,110	\$201,061	51.1%

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

Consumer Prices. Higher income levels in Massachusetts relative to the rest of the United States are offset to some extent by the higher cost of living in Massachusetts. The following graph presents consumer price trends for the Boston metropolitan area and the United States for the period between January 2002 and May 2013. The table on the following page shows the annual average of the Consumer Price Index for All Urban Consumers (CPI-U) and the percentage change in that average from the previous year. In 2009, the Boston metropolitan area and U.S. experienced their first monthly year-over-year declines in the CPI-U since 1954 and 1955, respectively. The 2013 U.S. CPI-U has increased 8.6 percent since 2009. Boston's CPI-U only increased 6.9 percent during that period. The latest available data for May 2013 show that the CPI-U for the Boston metropolitan area increased at a rate of 1.4 percent over May 2012, while the U.S. index also increased by 1.4 percent over the same period.



Consumer Price Index for All Urban Consumers (CPI-U), 1970-2013

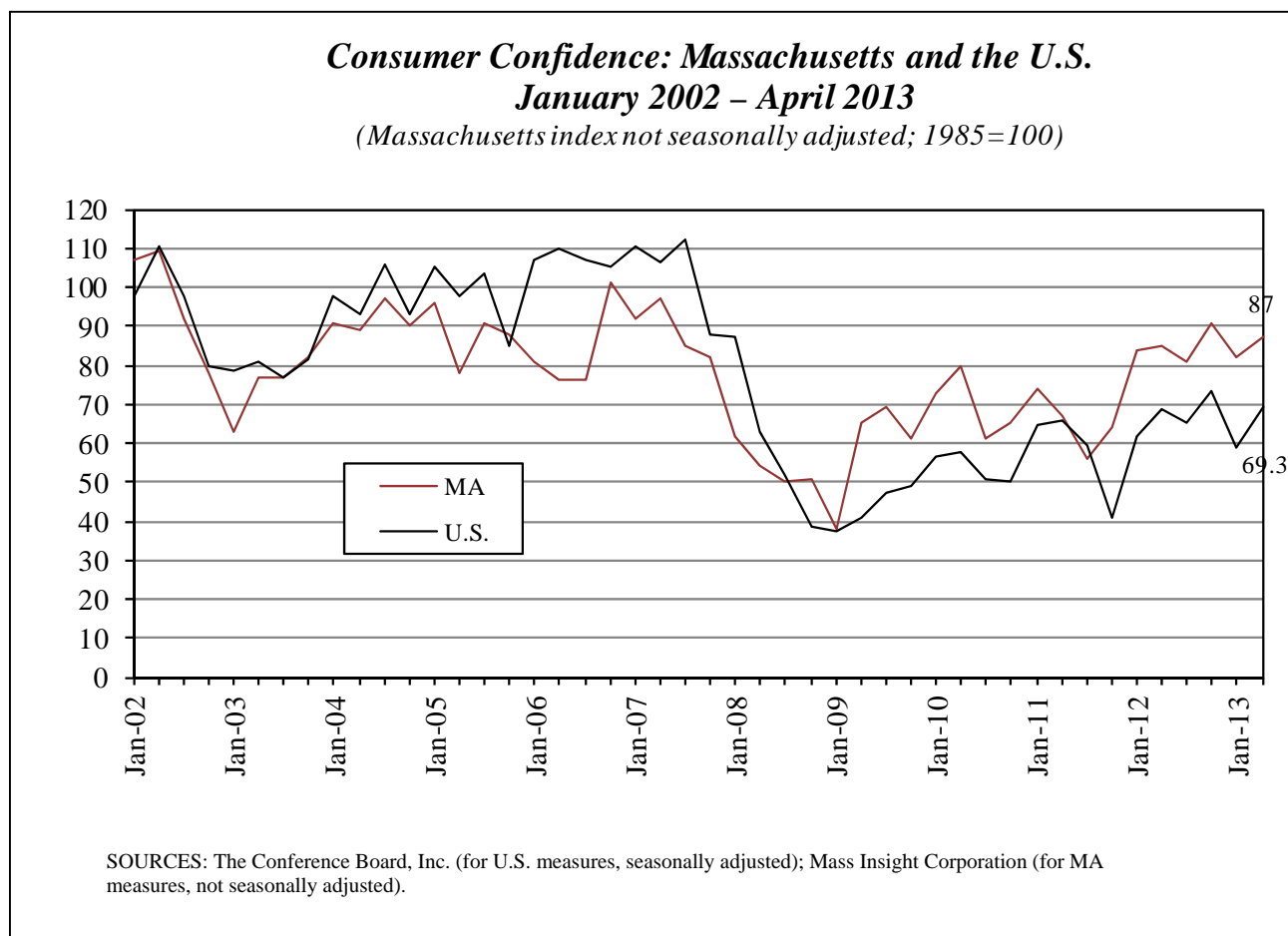
(not seasonally adjusted; 1982-1984 base period average=100)

Year	Boston Metro Area		United States	
	CPI-U	Pct.Change	CPI-U	Pct. Change
1970	40.2		38.8	
1971	42.2	5.0%	40.5	4.4%
1972	43.7	3.6%	41.8	3.2%
1973	46.3	5.9%	44.4	6.2%
1974	51.2	10.6%	49.3	11.0%
1975	55.8	9.0%	53.8	9.1%
1976	60.0	7.5%	56.9	5.8%
1977	63.1	5.2%	60.6	6.5%
1978	66.4	5.2%	65.2	7.6%
1979	73.2	10.2%	72.6	11.3%
1980	82.6	12.8%	82.4	13.5%
1981	91.8	11.1%	90.9	10.3%
1982	95.5	4.0%	96.5	6.2%
1983	99.8	4.5%	99.6	3.2%
1984	104.7	4.9%	103.9	4.3%
1985	109.4	4.5%	107.6	3.6%
1986	112.2	2.6%	109.6	1.9%
1987	117.1	4.4%	113.6	3.6%
1988	124.2	6.1%	118.3	4.1%
1989	131.3	5.7%	124.0	4.8%
1990	138.9	5.8%	130.7	5.4%
1991	145.0	4.4%	136.2	4.2%
1992	148.6	2.5%	140.3	3.0%
1993	152.9	2.9%	144.5	3.0%
1994	154.9	1.3%	148.2	2.6%
1995	158.6	2.4%	152.4	2.8%
1996	163.3	3.0%	156.9	3.0%
1997	167.9	2.8%	160.5	2.3%
1998	171.7	2.3%	163.0	1.6%
1999	176.0	2.5%	166.6	2.2%
2000	183.6	4.3%	172.2	3.4%
2001	191.5	4.3%	177.1	2.8%
2002	196.5	2.6%	179.9	1.6%
2003	203.9	3.8%	184.0	2.3%
2004	209.5	2.7%	188.9	2.7%
2005	216.4	3.3%	195.3	3.4%
2006	223.1	3.1%	201.6	3.2%
2007	227.4	1.9%	207.3	2.8%
2008	235.4	3.5%	215.3	3.8%
2009	233.8	-0.7%	214.5	-0.4%
2010	237.4	1.6%	218.1	1.6%
2011	243.9	2.7%	224.9	3.2%
2012	247.7	1.6%	229.6	2.1%
May-12	246.6		229.8	
May-13	250.0	1.4%	232.9	1.4%

SOURCE: United States Department of Labor, Bureau of Labor Statistics.

Consumer Confidence, Present Situation, and Future Expectations. These three measures offer multiple insights into consumer attitudes. The U.S. measures are compiled from a national monthly survey of 5,000 households and are published by The Conference Board, Inc. The survey for Massachusetts is conducted in a similar manner and the results are published by the Mass Insight Corporation, based on quarterly polling of 500 adult residents of Massachusetts. The "Present Situation" index measures consumers' appraisal of business and employment conditions at the time of the survey. The "Future Expectations" index focuses on consumers' expectations for six months hence regarding business and employment conditions, as well as expected family income. The overall "Consumer Confidence" index is a weighted average of the two sub-indices. Although the U.S. measures are compiled by a different source than the Massachusetts measures, according to the Federal Reserve Bank of Boston, the numbers are generally comparable. A score of 100 is considered neutral.

According to the Conference Board, consumer confidence nationally reached a six-year high point of 111.9 in July 2007, followed by an all time low of 25.3 in February 2009. The Massachusetts index has been higher than the U.S. index since sharing lows in January 2009, except for a brief period when they tracked closely together in 2011. The Mass Insight Corporation reported that the Massachusetts index stood at 82 in January 2013 (the most recent month available for comparison to the U.S. index), well above the comparable U.S. value of 59.7. The following graph and table detail the recent record of these measures.

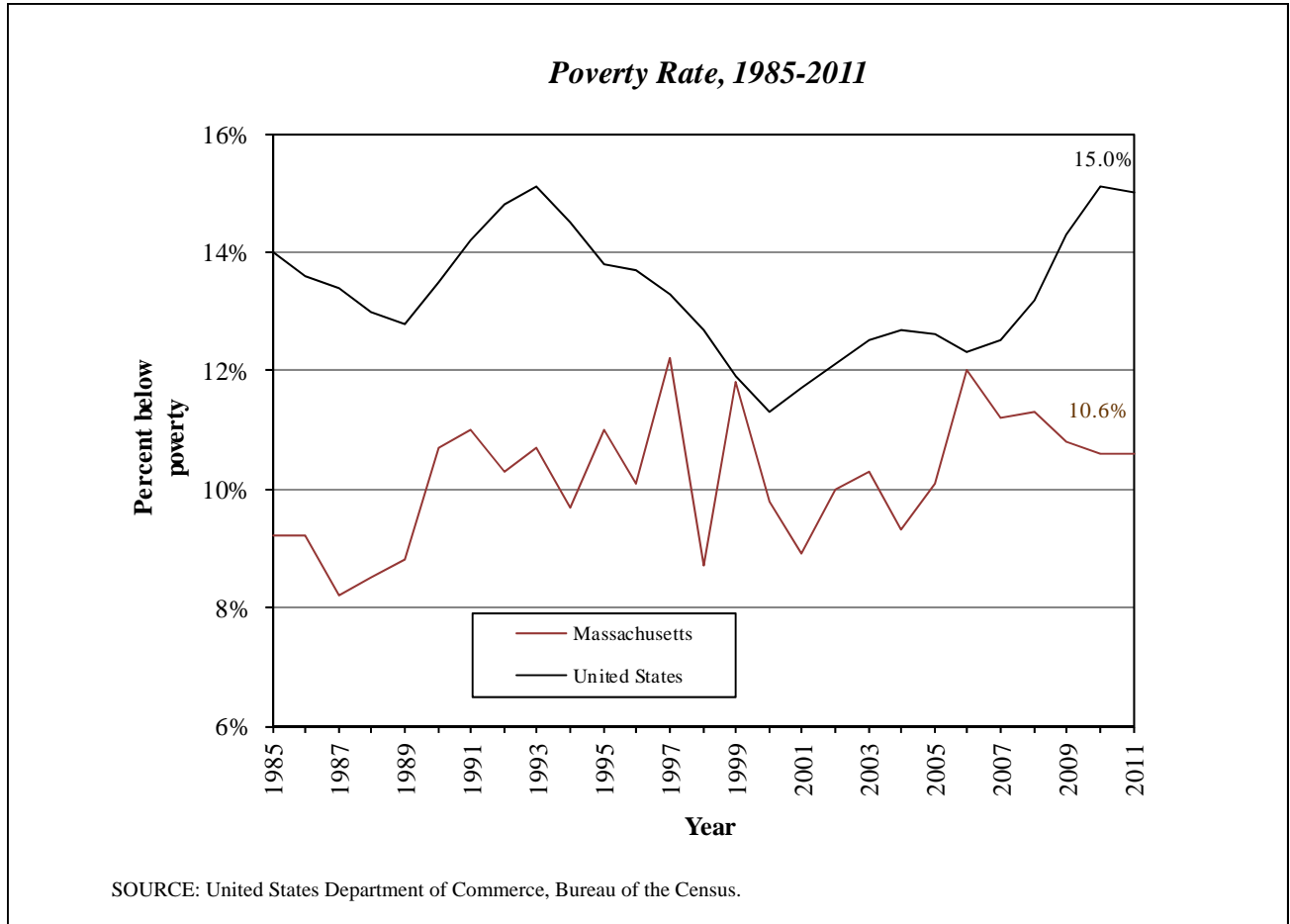


*Consumer Confidence, Present Situation, and Future
Expectations for Massachusetts and the U.S.
(1985=100)*

	Consumer Confidence		Present Situation		Future Expectations	
	MA	U.S.	MA	U.S.	MA	U.S.
Jul-02	92.0	97.4	68.0	99.4	108.0	96.1
Oct-02	78.0	79.6	48.0	77.2	97.0	81.1
Jan-03	63.0	78.8	28.0	75.3	86.0	81.1
Apr-03	77.0	81.0	31.0	75.2	108.0	84.8
Jul-03	77.0	77.0	41.0	63.0	101.0	86.3
Oct-03	82.0	81.7	36.0	67.0	112.0	91.5
Jan-04	91.0	97.7	48.0	86.1	119.0	105.3
Apr-04	89.0	93.0	53.0	90.4	113.0	94.8
Jul-04	97.0	105.7	66.0	106.4	119.0	105.3
Oct-04	90.0	92.9	64.0	94.0	108.0	92.2
Jan-05	96.0	105.1	70.0	112.1	114.0	100.4
Apr-05	78.0	97.5	63.0	113.8	88.0	86.7
Jul-05	91.0	103.6	80.0	119.3	99.0	93.2
Oct-05	88.0	85.2	80.0	107.8	95.0	70.1
Jan-06	81.0	106.8	71.0	128.8	87.0	92.1
Apr-06	76.0	109.8	77.0	136.2	76.0	92.3
Jul-06	76.0	107.0	68.0	134.2	81.0	88.9
Oct-06	101.0	105.1	86.0	125.1	111.0	91.9
Jan-07	92.0	110.2	74.0	133.9	104.0	94.4
Apr-07	97.0	106.3	89.0	133.5	102.0	88.2
Jul-07	85.0	111.9	80.0	138.3	90.0	94.4
Oct-07	82.0	87.8	76.0	115.7	86.0	69.1
Jan-08	62.0	87.3	49.0	114.3	71.0	69.3
Apr-08	54.0	62.8	35.0	81.9	67.0	50.0
Jul-08	50.0	51.9	24.0	65.8	68.0	42.7
Oct-08	51.0	38.8	27.0	43.5	66.0	35.7
Jan-09	38.0	37.4	9.0	29.7	58.0	42.5
Apr-09	65.0	40.8	24.0	25.5	92.0	51.0
Jul-09	69.0	47.4	16.0	23.3	105.0	63.4
Oct-09	61.0	48.7	14.0	21.1	93.0	67.0
Jan-10	73.0	56.5	14.0	25.2	112.0	77.3
Apr-10	80.0	57.7	22.0	28.2	119.0	77.4
Jul-10	61.0	51.0	16.0	26.4	91.0	67.5
Oct-10	65.0	49.9	15.0	23.5	99.0	67.5
Jan-11	74.0	64.8	17.0	31.1	112.0	87.3
Apr-11	67.0	66.0	24.0	40.2	96.0	83.2
Jul-11	56.0	59.5	20.0	35.7	80.0	75.4
Oct-11	64.0	40.9	24.0	27.1	91.0	50.0
Jan-12	84.0	61.5	34.0	38.8	118.0	76.7
Apr-12	85.0	68.7	41.0	51.2	114.0	80.4
Jul-12	81.0	65.4	40.0	45.9	109.0	78.4
Oct-12	91.0	73.1	48.0	56.7	120.0	84.0
Jan-13	82.0	58.6	48.0	57.3	105.0	59.5
Apr-13	87.0	69.3	54.0	61.0	109.0	74.3

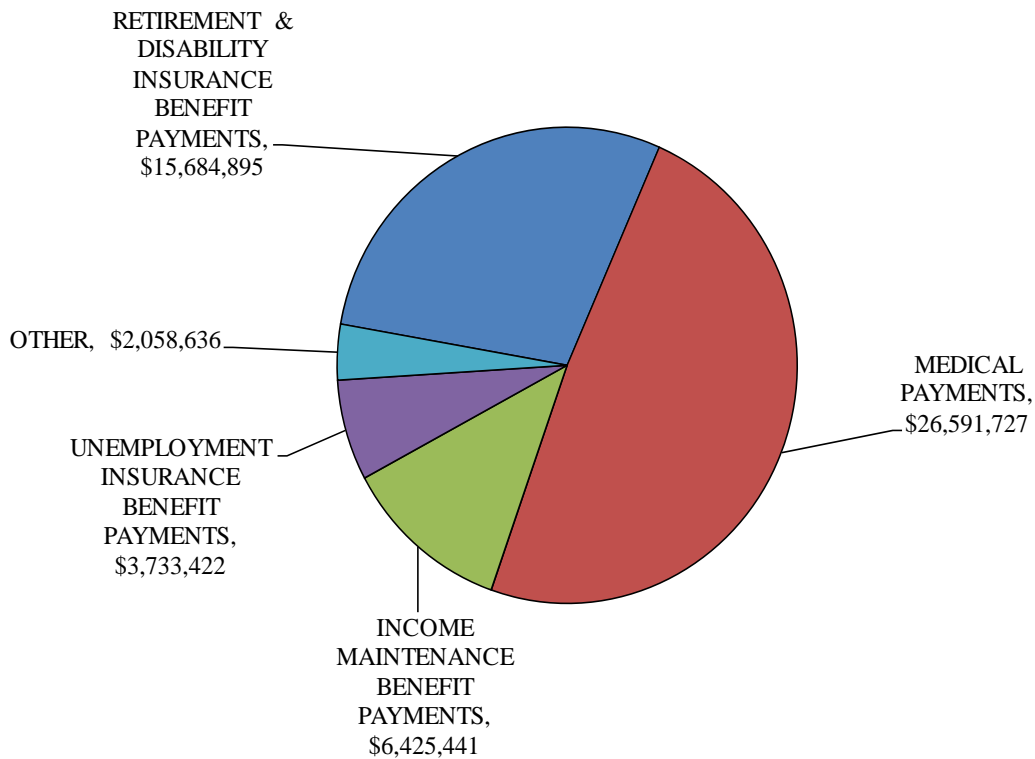
SOURCES: The Conference Board, Inc. (for U.S. measures, seasonally adjusted); Mass Insight Corporation (for MA measures, not seasonally adjusted).

Poverty. Through 2011, the Massachusetts poverty rate remained well below the national average. Since 1980, the percentage of the Massachusetts poverty universe below the poverty line has varied between 7.7 percent and 12.2 percent. During the same time, the national poverty rate varied between 11.3 percent and 15.1 percent. The estimated poverty rate in Massachusetts stayed the same from 2010 at 10.6 percent in 2011, while the poverty rate in the United States decreased slightly from 15.1 percent in 2010 to 15.0 percent in 2011. These official poverty estimates are based on a sample of households and are not adjusted for regional differences in the cost of living. The following chart illustrates the lower poverty rates in Massachusetts (1985 - 2011) compared with the national average during similar periods. Poverty estimates for states are not as reliable as national estimates. Not everyone has a poverty status determined; the poverty universe excludes foster children, college students in dormitories, military personnel in barracks, nursing home residents, and other groups of people in institutionalized settings. Poverty data for 2012 are not yet available.



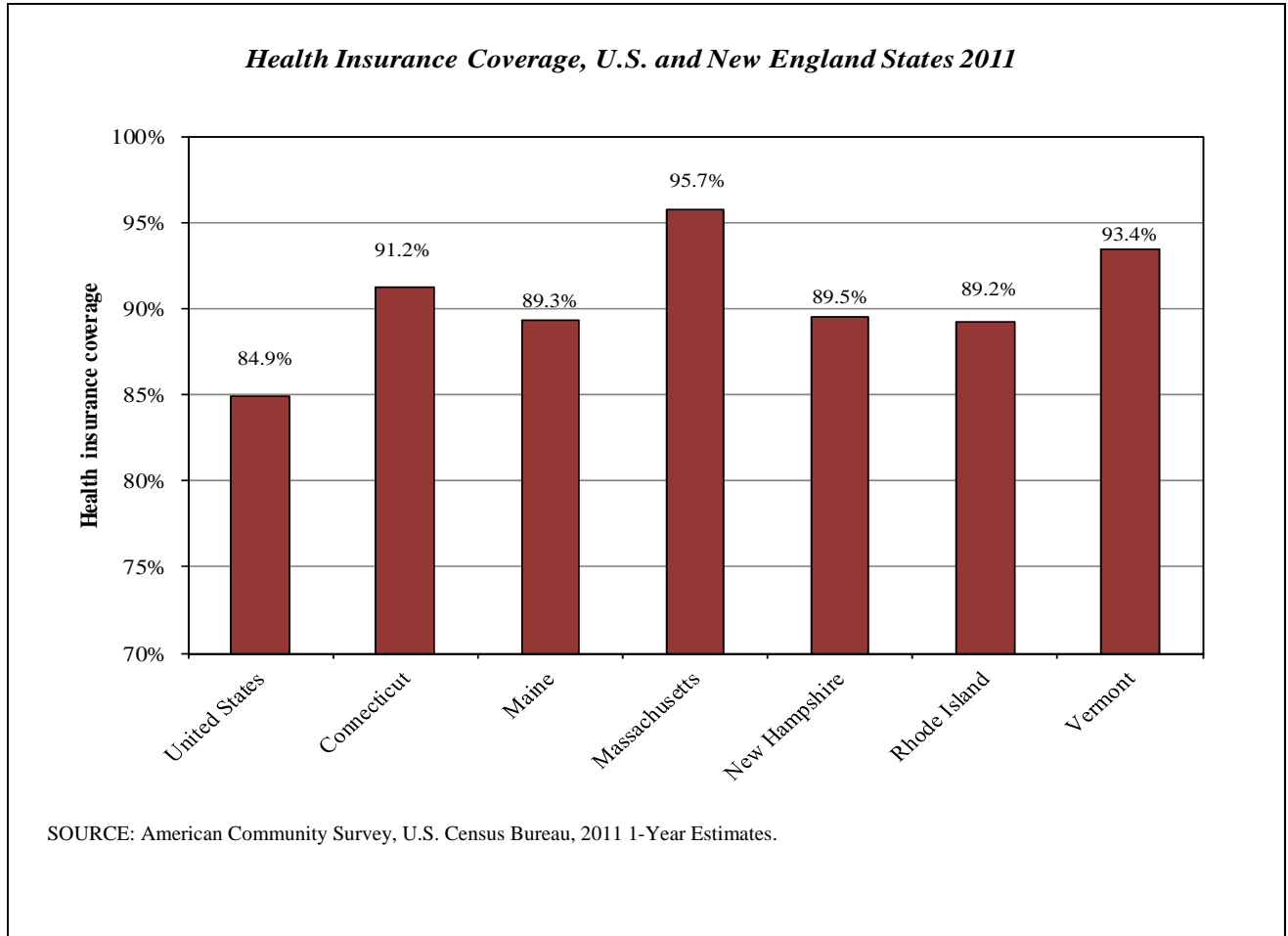
Transfer Payments. Transfer payment income is payment to individuals from all levels of government and from businesses, for which no current services are performed, including payments to nonprofit institutions serving individuals. These payments accounted for 15.9 percent of total personal income in Massachusetts in 2011, dropping from 16.5 percent in 2010. The chart below does not include transfer payments from business or payments to non-profit organizations. Total transfer payments to individuals in Massachusetts from governments and businesses totaled \$55.9 billion for 2011. Nearly 49 percent of government transfer payments to individuals were medical payments, up from just over 47 percent in 2010.

**Transfer Payments from Governments to Individuals in
Massachusetts in 2011**
(From Annual State Personal Income Estimates)
(in thousands of current dollars)



SOURCE: U.S. Department of Commerce, Bureau of Economic Analysis, Annual State Personal Income Estimates.
NOTE: The category "other" includes veterans' benefit payments, federal education and training assistance payments, and a small residual of miscellaneous other payments to individuals.

Health Insurance Coverage. Massachusetts leads the nation in the percent of individuals with health insurance coverage. This is mostly the result of the law passed in 2006 mandating universal coverage in the Commonwealth. In 2011, 95.7 percent of the civilian non-institutionalized population was covered in the state by either public or private insurance, compared with 84.9 percent nationwide. Massachusetts also leads the other New England states in coverage, with Vermont as the next closest at 93.4 percent. All of the New England states have higher rates of coverage than the nation. These data do not indicate the comprehensiveness of coverage, however.



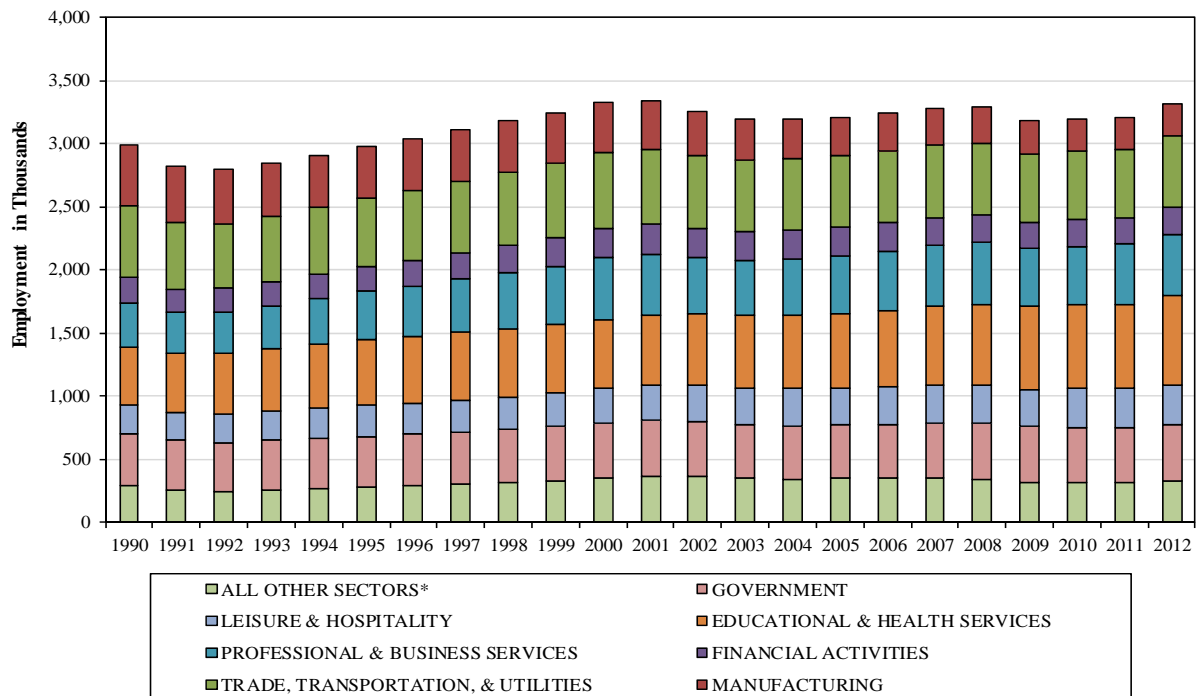
EMPLOYMENT

Employment by Industry. The chart on this page shows the annual level of non-agricultural payroll employment in Massachusetts based on the North American Industry Classification System (NAICS) for the seven largest NAICS supersectors starting with 1990, the earliest year for which NAICS data are available. The chart on the following page compares the super-sector shares for the 2011-2012 period with the corresponding shares for the 1990-1991 period. Like many industrial states, Massachusetts has seen a steady decline of its manufacturing jobs base over the last two decades, not only as a share of total employment, but in absolute numbers of jobs as well. Several NAICS service sectors, Education and Health Services, Professional and Business Services, and Leisure and Hospitality have grown to take the place of manufacturing in driving the Massachusetts economy and now account for almost half of total payroll employment, while Financial Activities, Government, Information, and Trade, Transportation & Utilities have remained relatively level or declined in share.

After significant declines in 2002 and 2003, total non-agricultural employment in Massachusetts eventually increased 0.5 percent in 2005 and continued to increase every year through 2008. After a 0.6 percent increase in 2011, employment grew 2.0 percent in 2012, still 2.0 percent below its 2001 peak. The comparable growth rate for the nation in 2012 was up 1.7 percent from 2011 and up 1.4 percent from 2001. The latest seasonally adjusted estimate for the state (3.32 million for June 2013) is about 65.4 thousand below the peak month in 2001 (3.38 million in February 2001) and about 15.3 thousand more than the last peak in April 2008 (3.30 million).

After years of moderate but steady declines or near-zero growth in the late nineties and early 2000s, manufacturing employment in the state experienced steep annual declines in 2002 (10.2 percent) and 2003 (7.0 percent) before returning to more moderate declines in 2004 (3.5 percent). After a steep decline of 9.5 percent in 2009, the decline returned to a less dramatic 2.2 percent in 2010, a slight uptick of 0.2 percent in 2011 and another drop of 1.8 percent in 2012. The preliminary seasonally adjusted estimates for June 2013 were lower than the estimates for the same period in 2012 (249.5 thousand compared to 253.5 thousand).

*Annual Average Employment in Massachusetts,
NAICS Super-Sectors, 1990-2012*

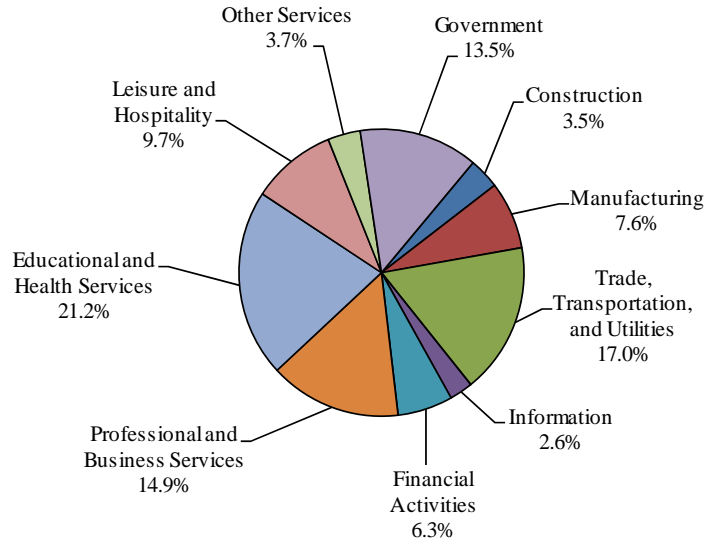


SOURCE: MA Division of Unemployment Assistance.

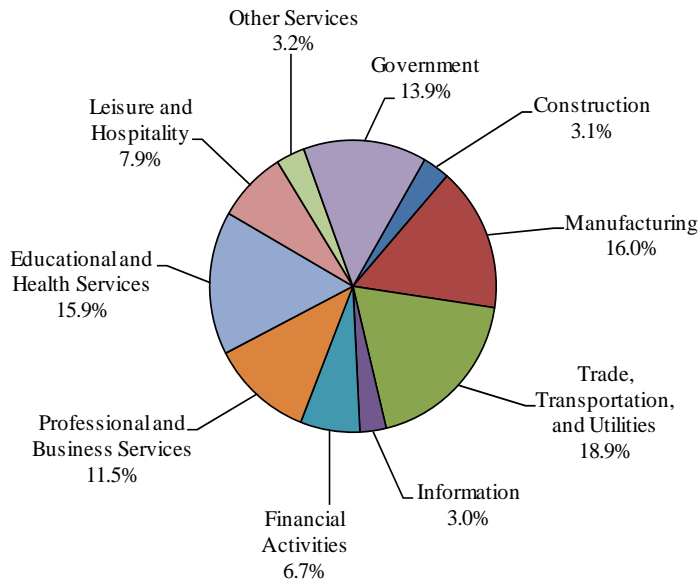
*Includes Mining & Natural Resources, Construction, Information, and Other Services.

**Massachusetts Non-Farm Payroll Employment
(NAICS Industry basis)**

NAICS Super-Sectors: 2011-2012 Average Share



NAICS Super-Sectors: 1990-1991 Average Share



SOURCE: MA Division of Unemployment Assistance.

Largest Employers in Massachusetts. The following inset lists the 25 largest private employers in Massachusetts based upon employment covered by the Unemployment Insurance system for December 2011. Macy's replaces Partners Health Care from the March 2011 list. As noted, the list may not include some employers who do business in the state under multiple legal names or register each facility as a separate employer.

Twenty-five Largest Private Employers in Massachusetts in December 2011

(listed alphabetically)

Bank of America, NA	Massachusetts Institute of Technology
Baystate Medical Center, Inc.	Raytheon Company
Beth Israel Deaconess Medical Center	S & S Credit Company, Inc.
Boston Medical Center Corporation	Shaw's Supermarkets, Inc.
Boston University	Southcoast Hospitals Group, Inc.
Brigham & Women's Hospital, Inc.	State Street Bank & Trust Company
CVS Pharmacy, LLC	Target Corporation
Demoulas Super Markets, Inc.	The Children's Hospital Corporation
E.M.C. Corporation	UMass Memorial Medical Center
General Hospital Corporation	United Parcel Service, Inc.
Harvard University	Verizon New England, Inc.
Home Depot U.S.A., Inc.	Wal-Mart Associates, Inc.
Macy's Retail Holdings, Inc.	

SOURCE: Massachusetts Executive Office of Labor & Workforce Development, Division of Unemployment Assistance, Research Department 7-13-12.

NOTE: This alphabetic listing includes private employers reporting large numbers of jobs covered by the Massachusetts unemployment insurance program. The information is based on December 2011 employment for employers as registered for unemployment insurance. The list may not include those employers who do business in Massachusetts under multiple legal corporations and those who register each store, facility, or franchisee as a separate employer.

Massachusetts Companies in the Fortune 500 List. The economic base of Massachusetts is anchored by the twelve 2013 Fortune 500 companies headquartered here. There were eleven in 2011. When comparing the 2013 Fortune 500 list to the 2012, eight Massachusetts companies gained and four lost rank. Northeast Utilities located in Springfield, climbed 125 places on the list, the largest leap for a Massachusetts company.

Massachusetts Companies in the 2013 Fortune 500

Rank		Company (location)	Industry	2012 revenues
2013	2012			(billions)
81	84	Liberty Mutual Ins. Group (Boston)	Insurance: P & C (stock)	\$36.9
94	121	Mass. Mutual Life Ins. (Springfield)	Insurance: Life, Health (mutual)	\$32.9
115	125	TJX (Framingham)	Specialty Retailers: Apparel	\$25.9
122	114	Staples (Framingham)	Specialty Retailers: Other	\$24.7
124	117	Raytheon (Waltham)	Aerospace and Defense	\$24.4
133	139	EMC (Hopkinton)	Computer Peripherals	\$21.7
157	182	Global Partners (Waltham)	Wholesalers: Diversified	\$17.6
220	225	Thermo Fisher Scientific (Waltham)	Scientific, Photo, Control Equipment	\$12.7
268	262	State St. Corp. (Boston)	Commercial Banks	\$10.1
357	335	Boston Scientific (Natick)	Medical Products & Equipment	\$7.2
402	527	Northeast Utilities (Springfield)	Utilities: Gas and Electric	\$6.3
454	476	Biogen Idec (Weston)	Pharmaceuticals	\$5.5

SOURCE: *Fortune*, May 20, 2013 issue.

Unemployment Insurance Trust Fund. The unemployment insurance system is a federal-state cooperative program established by the Social Security Act and the Federal Unemployment Tax Act to provide for the payment of benefits to eligible individuals when they become unemployed through no fault of their own. Benefits are paid from the Commonwealth's Unemployment Insurance Trust Fund, financed through employer contributions. The assets and liabilities of the Commonwealth Unemployment Insurance Trust Fund are not assets and liabilities of the Commonwealth.

As of September 30, 2012, the Massachusetts Unemployment Trust Fund had a balance of \$496.7 million. This balance is the sum of the private contributory account balance of \$407.8 million and the government contributory account balance of \$88.9 million. This compares to an August 2012 balance of \$640 million with a private contributory portion of \$547 million. The October 2012 Unemployment Insurance Trust Fund report indicated that the private contributory account balance was estimated to be \$1.548 billion by the end of 2016 according to the Moody's-based outlook.

Unemployment. The unemployment rate in Massachusetts was consistently below the national average from mid-1995 through November 2005, with similar patterns of gradual improvement after the mid-2003 peak. The Massachusetts rate exceeded the U.S. rate for fourteen out of seventeen months between January 2006 and May 2007, but only three of those differences exceeded 0.2 percent. Since June 2007, the state rate has been at or below the comparable (seasonally adjusted) U.S. rate. In March 2007 the Massachusetts rate was 4.5 percent, the lowest it had been since October 2001. From October 2009 to June 2010 the rate peaked at 8.7 percent. The latest figure, the Massachusetts June 2013 seasonally adjusted rate was 7.0 percent, 0.6 percent below the national rate. The tables and graphs on the following two pages compare the unemployment rate in the state with those in New England and the U.S.

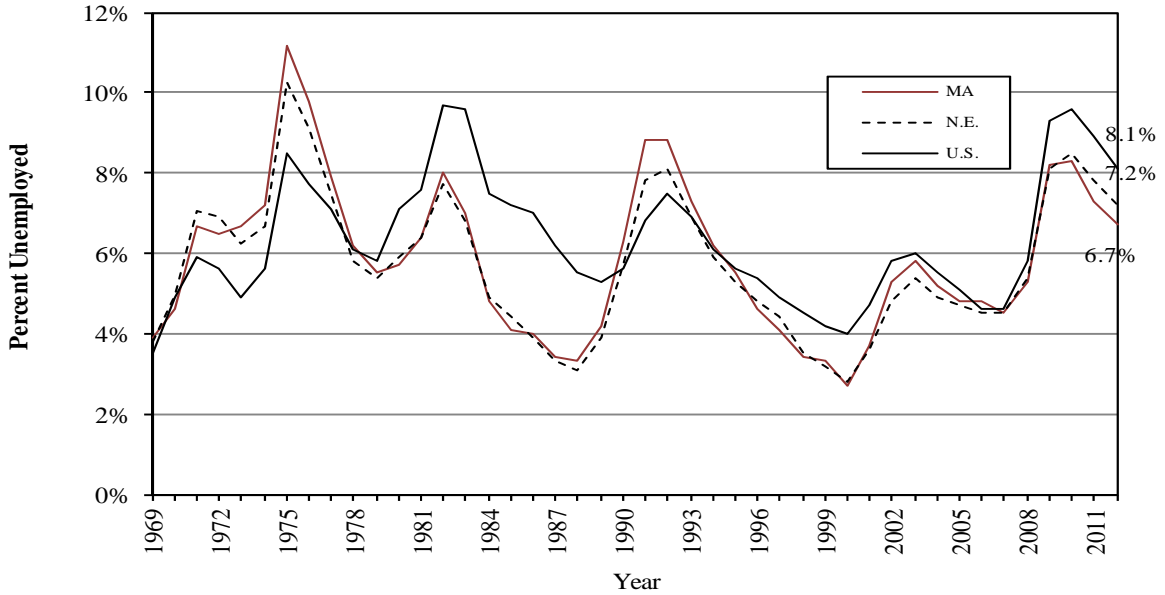
Annual Average Civilian Labor Force and Unemployment, 1969-2012

(in thousands)

Year	Civilian Labor Force			Unemployed			Unemployment Rate			MA Rate as
	MA	N.E.	U.S.	MA	N.E.	U.S.	MA	N.E.	U.S.	Pct. of U.S.
1969	2,581	5,201	80,734	100	198	2,832	3.9%	3.8%	3.5%	111.2%
1970	2,465	5,128	82,771	113	253	4,093	4.6%	4.9%	4.9%	93.7%
1971	2,459	5,157	84,382	163	364	5,016	6.6%	7.1%	5.9%	112.7%
1972	2,487	5,260	87,034	161	363	4,882	6.5%	6.9%	5.6%	115.6%
1973	2,557	5,387	89,429	171	336	4,365	6.7%	6.2%	4.9%	136.1%
1974	2,637	5,514	91,949	190	368	5,156	7.2%	6.7%	5.6%	128.5%
1975	2,725	5,633	93,775	305	578	7,929	11.2%	10.3%	8.5%	131.5%
1976	2,726	5,714	96,158	268	521	7,406	9.8%	9.1%	7.7%	127.3%
1977	2,760	5,820	99,009	218	437	6,991	7.9%	7.5%	7.1%	111.3%
1978	2,809	5,936	102,251	173	343	6,202	6.2%	5.8%	6.1%	101.6%
1979	2,863	6,080	104,962	156	326	6,137	5.5%	5.4%	5.8%	94.8%
1980	2,885	6,154	106,940	164	365	7,637	5.7%	5.9%	7.1%	80.3%
1981	2,938	6,268	108,670	189	400	8,273	6.4%	6.4%	7.6%	84.2%
1982	2,966	6,345	110,204	236	489	10,678	8.0%	7.7%	9.7%	82.5%
1983	2,972	6,386	111,550	209	434	10,717	7.0%	6.8%	9.6%	72.9%
1984	3,032	6,540	113,544	146	318	8,539	4.8%	4.9%	7.5%	64.0%
1985	3,049	6,630	115,461	125	290	8,312	4.1%	4.4%	7.2%	56.9%
1986	3,080	6,724	117,834	123	264	8,237	4.0%	3.9%	7.0%	57.1%
1987	3,114	6,827	119,865	104	228	7,425	3.4%	3.3%	6.2%	54.8%
1988	3,156	6,907	121,669	104	215	6,701	3.3%	3.1%	5.5%	60.0%
1989	3,189	7,004	123,869	132	274	6,528	4.2%	3.9%	5.3%	79.2%
1990	3,226	7,128	125,840	204	409	7,047	6.3%	5.7%	5.6%	112.5%
1991	3,199	7,112	126,346	283	558	8,628	8.8%	7.8%	6.8%	129.4%
1992	3,181	7,105	128,105	281	573	9,613	8.8%	8.1%	7.5%	117.3%
1993	3,173	7,062	129,200	232	486	8,940	7.3%	6.9%	6.9%	105.8%
1994	3,188	7,041	131,056	199	415	7,996	6.2%	5.9%	6.1%	101.6%
1995	3,205	7,053	132,304	176	375	7,404	5.5%	5.3%	5.6%	98.2%
1996	3,231	7,118	133,943	148	340	7,236	4.6%	4.8%	5.4%	85.2%
1997	3,293	7,228	136,297	135	315	6,739	4.1%	4.4%	4.9%	83.7%
1998	3,322	7,257	137,673	113	253	6,210	3.4%	3.5%	4.5%	75.6%
1999	3,355	7,327	139,368	110	234	5,880	3.3%	3.2%	4.2%	78.6%
2000	3,366	7,348	142,583	92	204	5,692	2.7%	2.8%	4.0%	67.5%
2001	3,401	7,424	143,734	126	266	6,801	3.7%	3.6%	4.7%	78.7%
2002	3,424	7,496	144,863	181	363	8,378	5.3%	4.8%	5.8%	91.4%
2003	3,407	7,508	146,510	198	407	8,774	5.8%	5.4%	6.0%	96.7%
2004	3,381	7,476	147,401	177	366	8,149	5.2%	4.9%	5.5%	94.5%
2005	3,383	7,516	149,320	164	353	7,591	4.8%	4.7%	5.1%	94.1%
2006	3,418	7,607	151,428	162	344	7,001	4.8%	4.5%	4.6%	104.3%
2007	3,431	7,646	153,124	154	342	7,078	4.5%	4.5%	4.6%	97.8%
2008	3,463	7,713	154,287	185	418	8,924	5.3%	5.4%	5.8%	91.4%
2009	3,471	7,735	154,142	283	628	14,265	8.2%	8.1%	9.3%	88.2%
2010	3,475	7,761	153,889	288	659	14,825	8.3%	8.5%	9.6%	86.5%
2011	3,470	7,735	153,617	254	601	13,747	7.3%	7.8%	8.9%	83.1%
2012	3,475	7,720	154,975	234	560	12,506	6.7%	7.2%	8.1%	82.7%

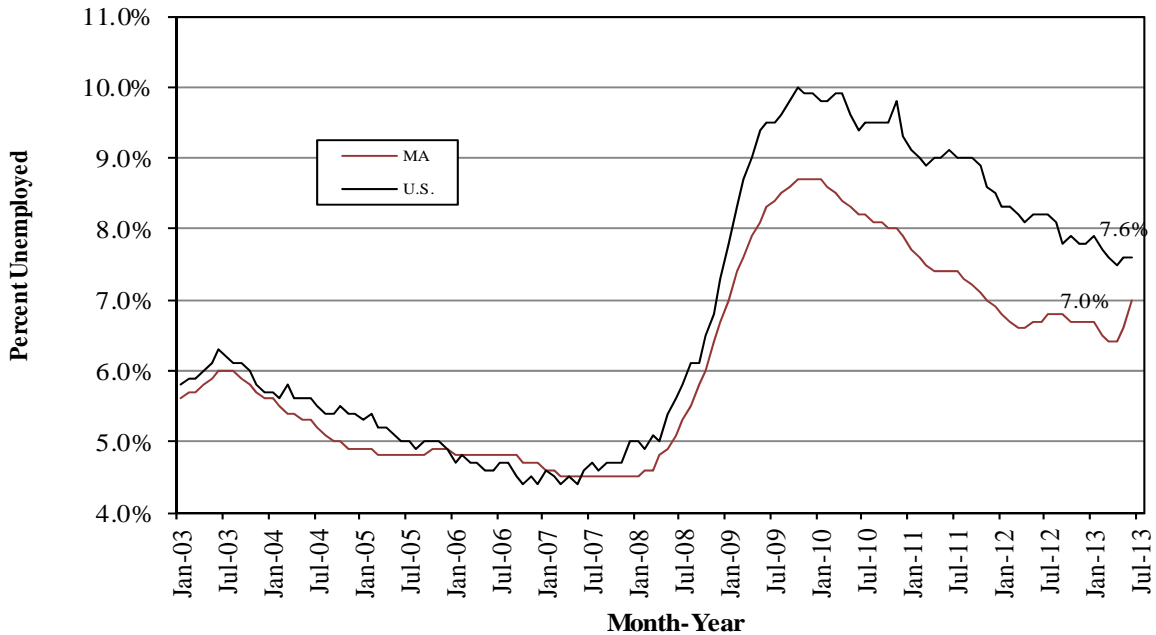
SOURCE: United States Department of Labor, Bureau of Labor Statistics.

**Annual Average Unemployment Rate, 1969-2012
Massachusetts, New England, and United States**



SOURCE: United States Department of Labor, Bureau of Labor Statistics.

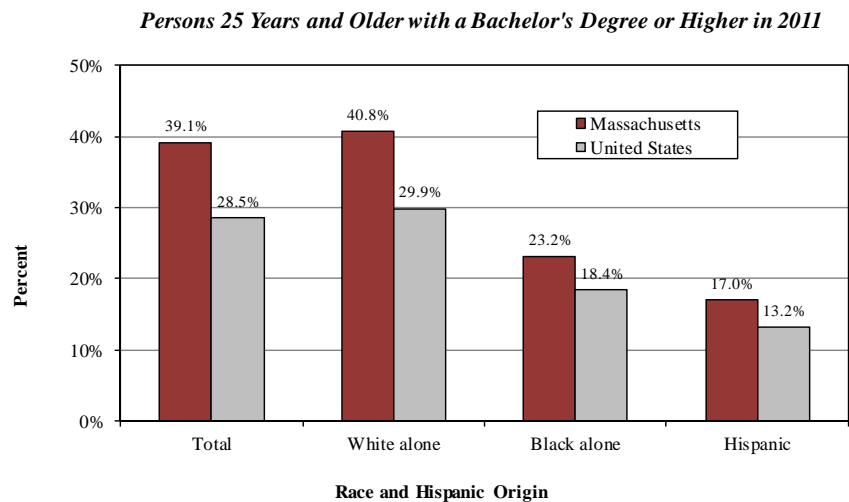
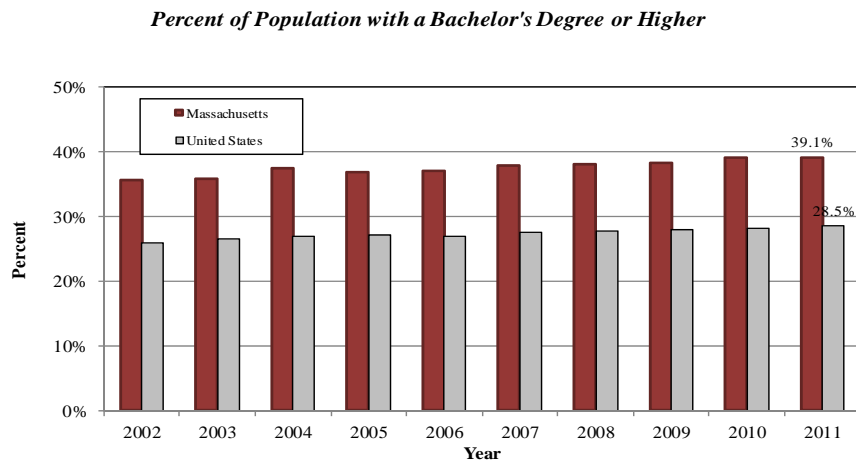
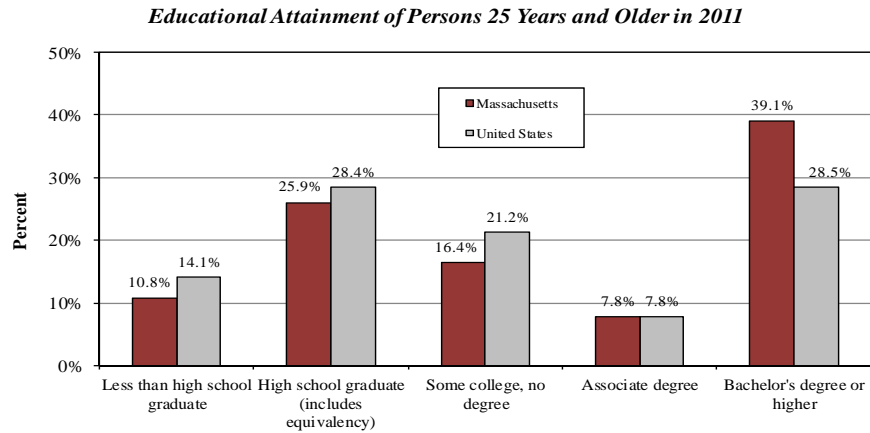
**Monthly Unemployment Rate, January 2003 - June 2013
Massachusetts and United States
(seasonally adjusted)**



SOURCE: MA Division of Unemployment Assistance, United States Department of Labor, Bureau of Labor Statistics.

EDUCATION AND TECHNOLOGY

Educational Attainment. The availability of a skilled and well-educated population is an important resource for the Commonwealth. Only the District of Columbia had a higher percentage of adults with a bachelor's degree or higher in 2011, according to the Census Bureau's American Community Survey (ACS). The ACS also found that Massachusetts had a smaller proportion of persons who had not completed high school, 10.8 percent, than the national average of 14.1. Massachusetts' black and Hispanic populations achieved college degrees at roughly half the rate of its white population but their rates were higher than their national averages. The most current Census data are shown below.



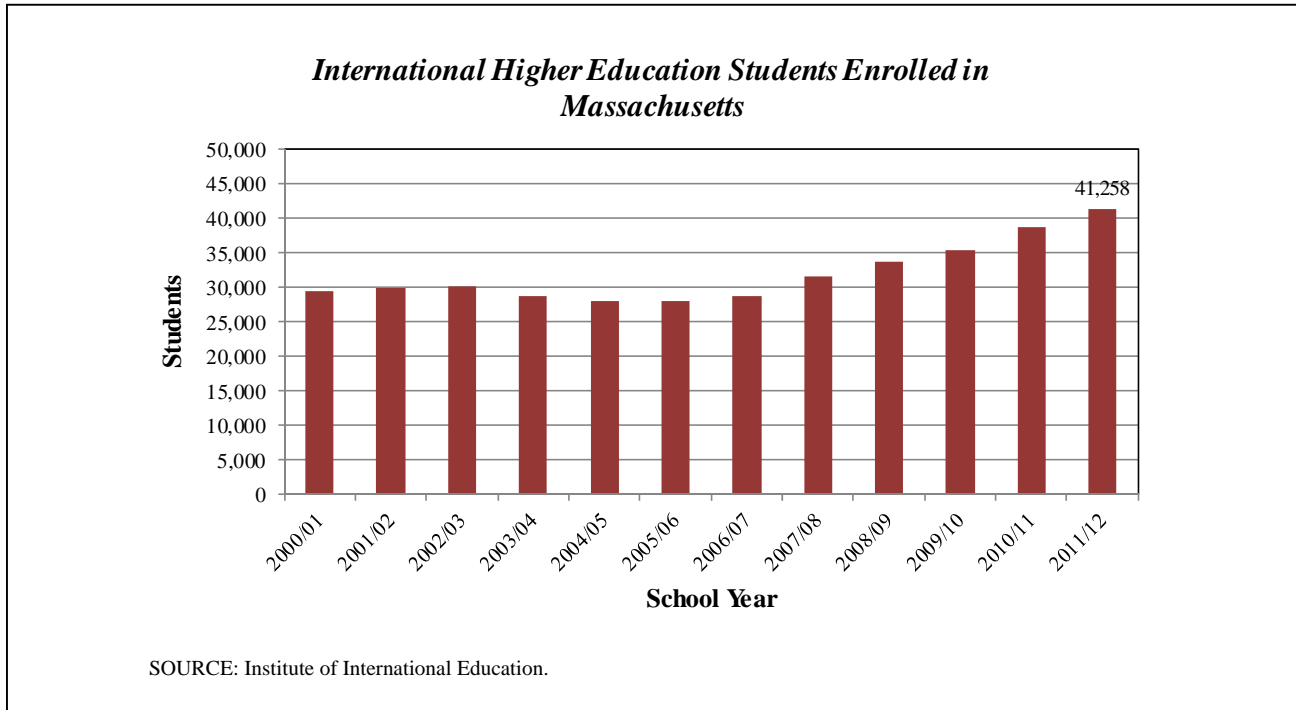
SOURCE: U.S. Census Bureau, ACS Estimates.

Higher Education Data. Minorities residing in Massachusetts have a greater representation in higher education institutions than their overall percent of the 18 and older population. The table below compares higher education enrollment by race and Hispanic origin to the general 18 and older population in the state and the U.S.

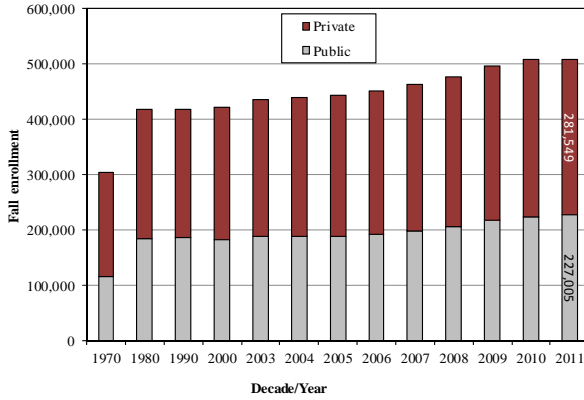
<i>Higher Education Enrollment by Race and Hispanic Origin in 2011</i>			White alone	Black alone	Asian alone	Other race	Hispanic or Latino
United States	Enrollment	23,864,830	69.3%	15.3%	7.4%	8.0%	14.5%
	Population 18 yrs+	237,681,218	75.9%	12.0%	5.0%	7.1%	14.5%
Massachusetts	Enrollment	592,754	74.8%	9.1%	9.5%	6.6%	9.3%
	Population 18 yrs+	5,182,429	82.2%	6.4%	5.5%	5.9%	8.4%

SOURCE: U.S. Census Bureau, American Community Survey estimates.

Survey data released by the Institute of International Education state that 41,258 foreign students were enrolled in Massachusetts colleges and universities in the 2011/2012 school year. This was an increase of 6.6 percent from the previous year. The national enrollment increased 6.5 percent. Massachusetts remains fourth ranked among states for foreign student enrollment.

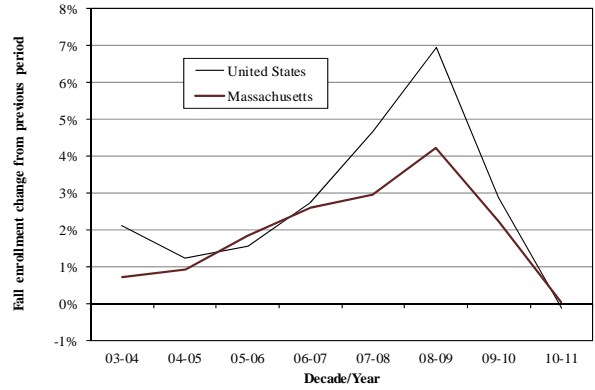


**Massachusetts Higher Education
Public/Private Enrollment**



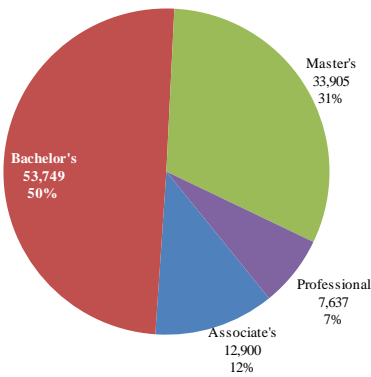
SOURCE: U.S. Department of Education, Digest of Education Statistics.

**Massachusetts Total Higher Education Enrollment
Percent Change in Total Enrollment**



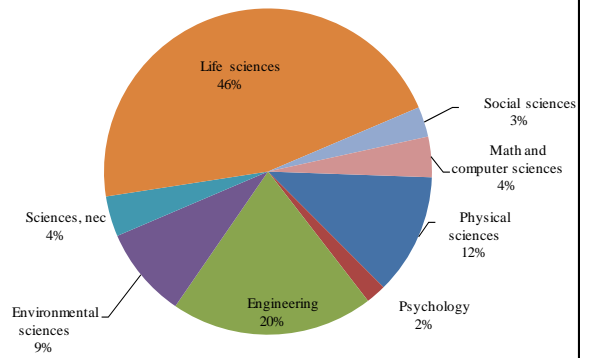
SOURCE: U.S. Department of Education, Digest of Education Statistics.

**Degrees Conferred by Degree-Granting Institutions in
Massachusetts 2010-11**



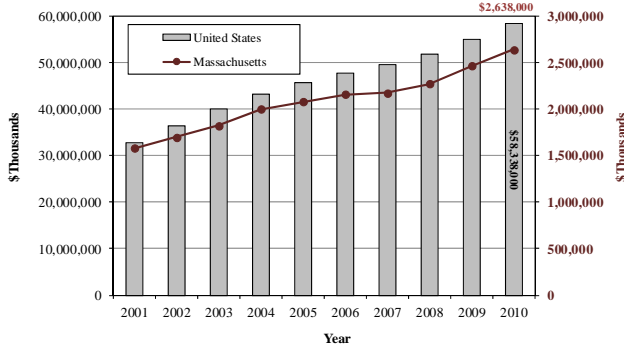
SOURCE: U.S. Department of Education, Digest of Education Statistics.

**R&D Expenditures at Massachusetts Universities and
Colleges, by Science and Engineering Field: FY 2010**



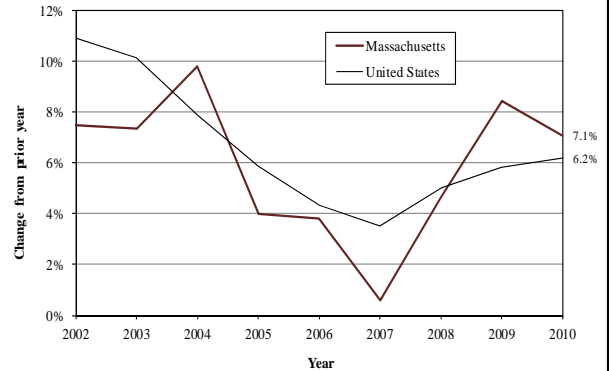
SOURCE: National Science Foundation. \$2.64 Billion in FY 2010.

**Research and Development Expenditures at Universities and
Colleges**



SOURCE: National Science Foundation.

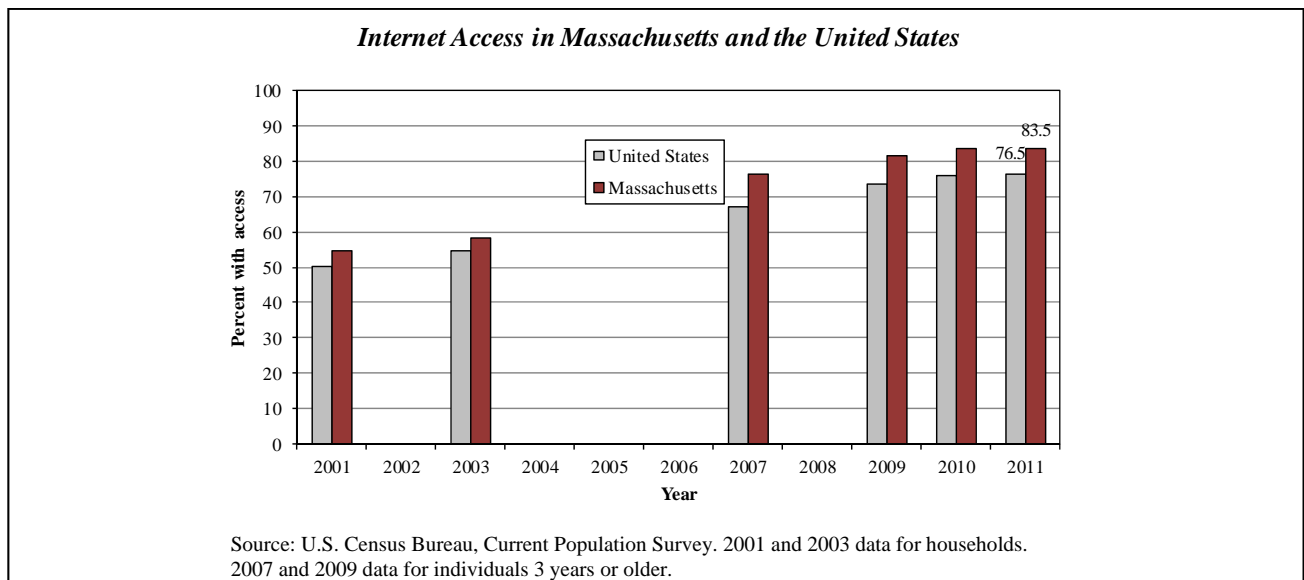
**Research and Development Expenditures at Universities and
Colleges**



SOURCE: National Science Foundation.

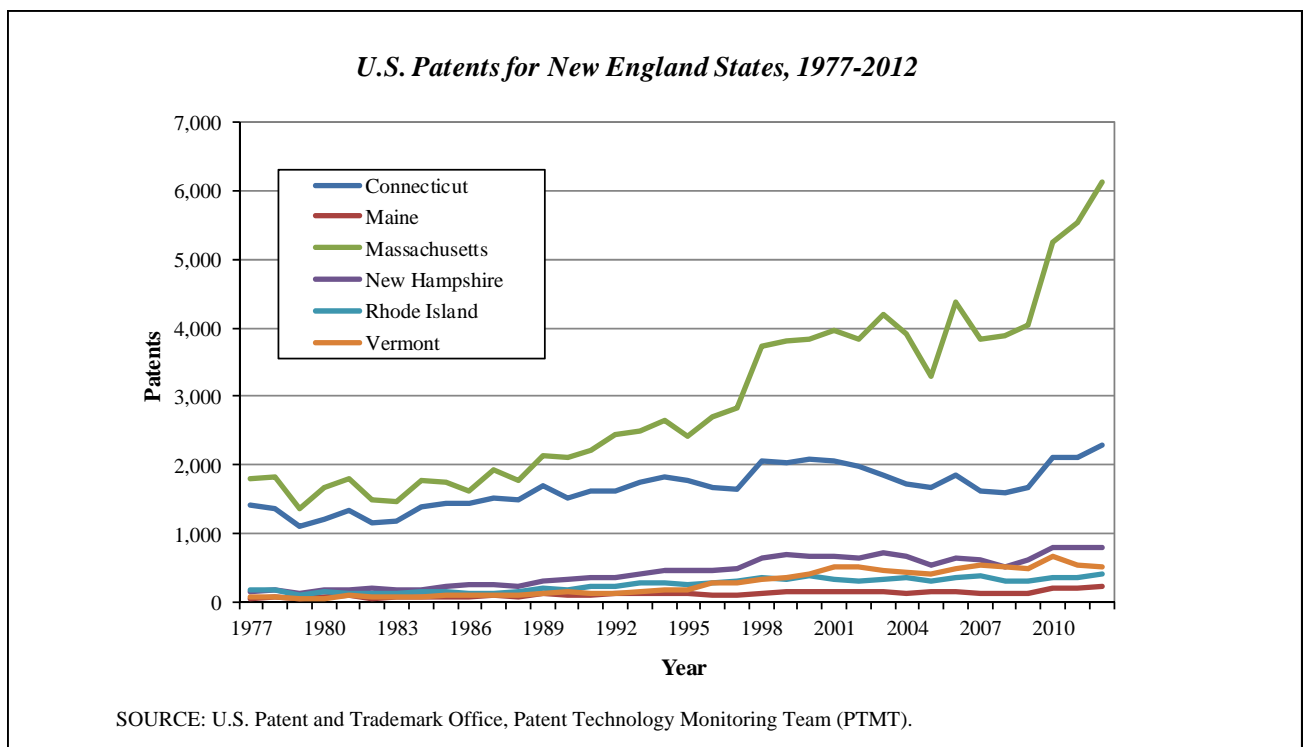
Enrollment - Fall 2011		MA Rank	Degrees Awarded - 2010-11		MA Rank	Research & Development - FY2009		MA Rank
Total	281,549	13	Total	53,749	10	Total (FY2010)	\$2,638,000	6
Public	227,005	24	Associate's	12,900	23	Environmental sciences	9%	3
Private	53,749	7	Bachelor's	53,749	9	Life sciences	46%	8
			Master's	33,905	7	Math/computer sciences	4%	7
			Professional/Doctorate	7,637	7	Physical sciences	12%	3
						Psychology	2%	6
						Social sciences	3%	6
						Sciences, nec	4%	6
						Engineering	20%	2

Internet Access. A larger portion of the state’s population has access to the internet compared to the nation as a whole, according to the latest Census survey taken in 2011. Massachusetts ranked sixth among states and the District of Columbia when comparing the percent (83.5) of individuals who had access to the internet in their household.



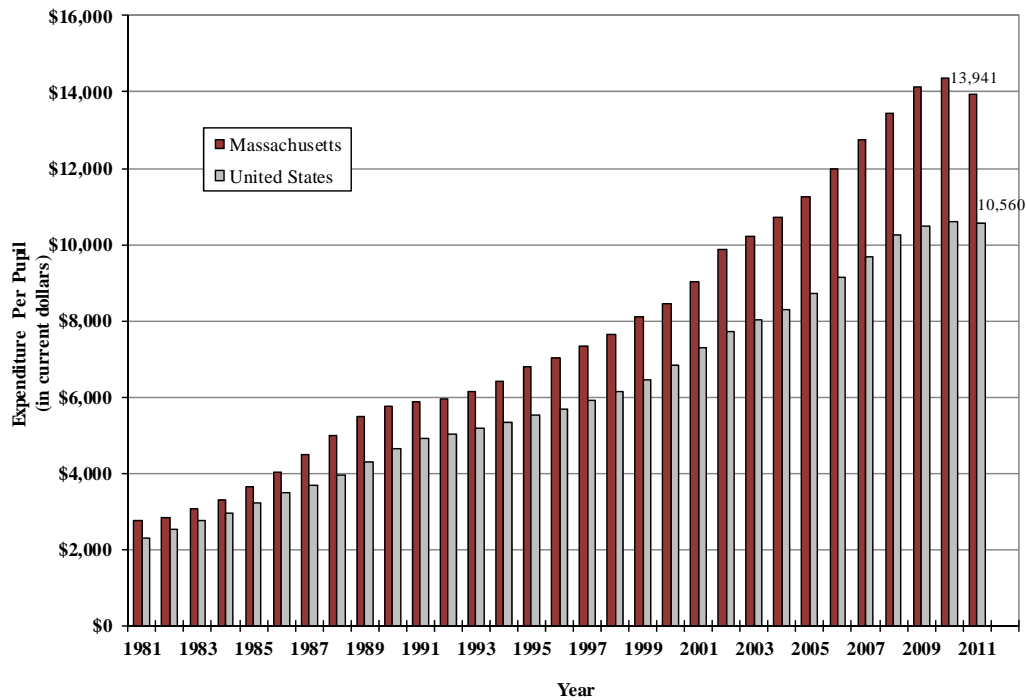
Patents. The U.S. Patent and Trademark Office notes: “This report shows the number of U.S. patent documents (i.e., utility patents, design patents, plant patents, reissue patents, defensive publications, and statutory invention registrations) granted since 1977, broken down by the state or country of origin (patent origin is determined by the residence of the first-named inventor).”

In 2012, Massachusetts was fourth among all states for the number of new patents issued. Only five nations originated more U.S. patents than Massachusetts, putting the state on par with the United Kingdom, France, and Canada for origination of U.S. patents. Since 1977, Massachusetts has received more new patents than any other New England state. With 6119 new patents in 2012, up 11 percent from 2011, Massachusetts innovators were responsible for over twice as many patents as Connecticut, which originated 2,297 patents in 2012.



Primary and Secondary Education Expenditures. Massachusetts has spent from 12 to 35 percent more per pupil on primary and secondary education than the national average since 1981. During the 2010-2011 school year, the average Massachusetts per student expenditures decreased 2.9 percent to \$13,941. Massachusetts is ranked 8th in the nation among states and the District of Columbia. The table and chart below show expenditures per pupil for Massachusetts and the U.S. since fiscal 1981.

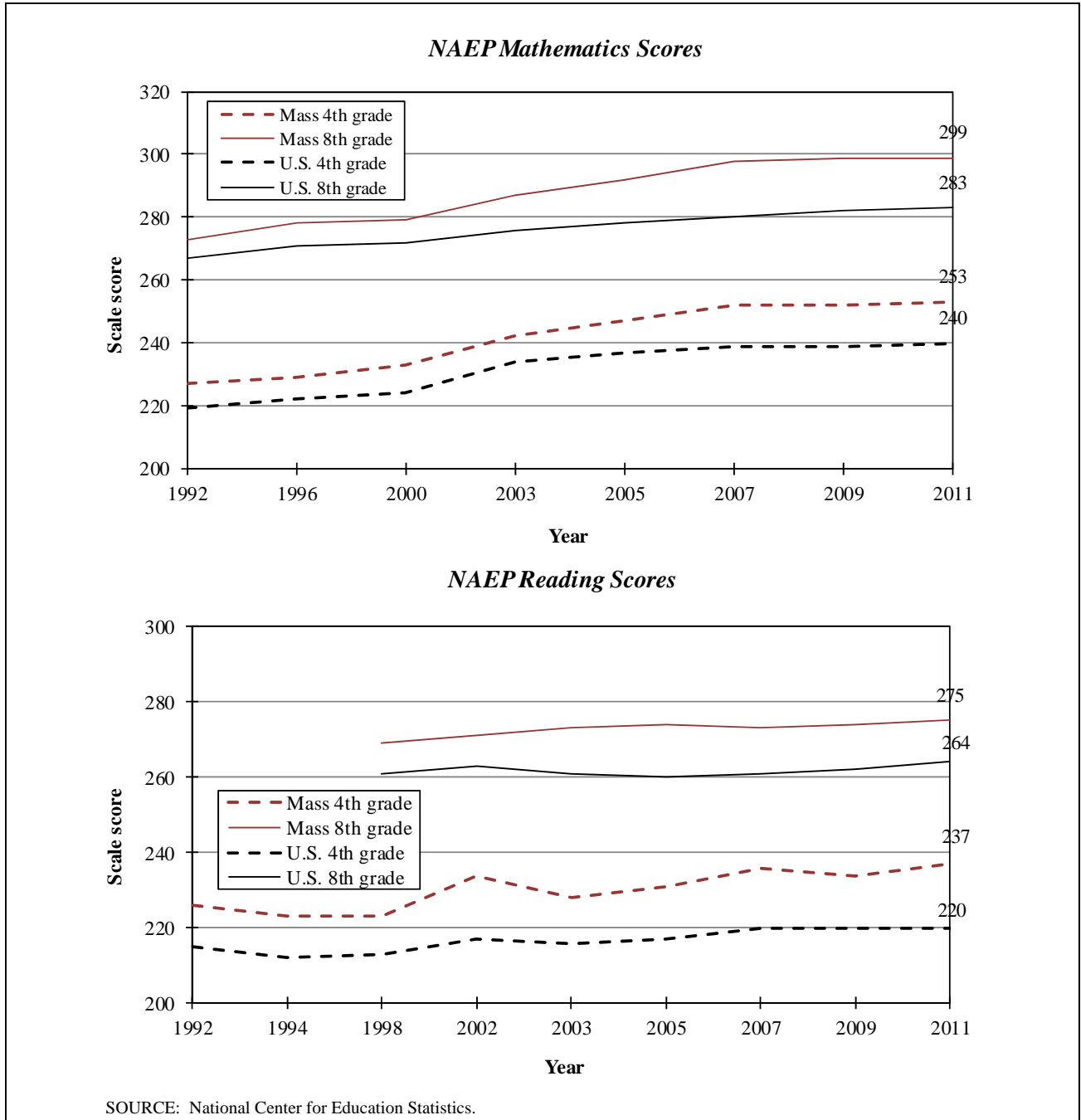
<i>Per Pupil Expenditure in Public Elementary and Secondary Schools</i> <i>(in current, unadjusted dollars)</i>				
Fiscal Year	Massachusetts	United States	Ratio (MA/U.S.)	MA change from previous year
1981	\$2,735	\$2,307	1.19	
1982	2,823	2,525	1.12	3.2%
1983	3,072	2,736	1.12	8.8%
1984	3,298	2,940	1.12	7.4%
1985	3,653	3,222	1.13	10.8%
1986	4,031	3,479	1.16	10.3%
1987	4,491	3,682	1.22	11.4%
1988	4,965	3,927	1.26	10.6%
1989	5,485	4,307	1.27	10.5%
1990	5,766	4,643	1.24	5.1%
1991	5,881	4,902	1.20	2.0%
1992	5,952	5,023	1.18	1.2%
1993	6,141	5,160	1.19	3.2%
1994	6,423	5,327	1.21	4.6%
1995	6,783	5,529	1.23	5.6%
1996	7,033	5,689	1.24	3.7%
1997	7,331	5,923	1.24	4.2%
1998	7,651	6,137	1.25	4.4%
1999	8,106	6,458	1.26	5.9%
2000	8,444	6,836	1.24	4.2%
2001	9,038	7,284	1.24	7.0%
2002	9,856	7,701	1.28	9.1%
2003	10,223	8,019	1.27	3.7%
2004	10,693	8,287	1.29	4.6%
2005	11,267	8,701	1.29	5.4%
2006	11,981	9,138	1.31	6.3%
2007	12,738	9,666	1.32	6.3%
2008	13,454	10,259	1.31	5.6%
2009	14,118	10,499	1.34	4.9%
2010	14,350	10,615	1.35	1.6%
2011	13,941	10,560	1.32	-2.9%



SOURCE: U.S. Census Bureau, <http://www.census.gov/govs/www/school.html>.

National Assessment of Educational Progress (NAEP) scores. The National Assessment of Educational Progress (NAEP), also known as "the Nation's Report Card," is the only nationally representative and continuing assessment of what America's students know and can do in various subject areas. Since 1969, assessments have been conducted periodically in reading, mathematics, science, writing, U.S. history, civics, geography, and the arts. Under the current structure, the Commissioner of Education Statistics, who heads the National Center for Education Statistics in the U.S. Department of Education, is responsible by law for administering the NAEP project.

Since 1990, NAEP assessments have also been conducted to give results for participating states. Those that choose to participate receive assessment results that report on the performance of students in that state. In its content, the state assessment is identical to the assessment conducted nationally. However, because the national NAEP samples were not, and are not currently designed to support the reporting of accurate and representative state-level results, separate representative samples of students are selected for each participating jurisdiction/state. The graphs below compare the data available for Massachusetts to the nation.



ECONOMIC BASE AND PERFORMANCE—STATE OVERVIEW

Comparing BEA GDP for the U.S., the region, and Massachusetts. The U.S. Bureau of Economic Analysis (BEA) defines Gross Domestic Product by State (GDP) as “the value added in production by the labor and property located in a state. GDP for a state is derived as the sum of the gross state product originating in all industries in a state. In concept, an industry’s GDP, referred to as its “value added”, is equivalent to its gross output (sales or receipts and other operating income, commodity taxes, and inventory change) minus its intermediate inputs (consumption of goods and services purchased from other U.S. industries or imported).”

The BEA provides national, quarterly, and annual state GDP estimates by industry. *MassBenchmarks* releases quarterly estimates of Massachusetts economic activity. This is reported in the following section. While we do not have access to many of the components that BEA uses to calculate State GDP in advance of its release, we provide an overview of our state’s components when they are available. Additionally, we provide state economic indexes and industrial sector data that are released more frequently and in some cases, are among the components used to calculate State GDP.

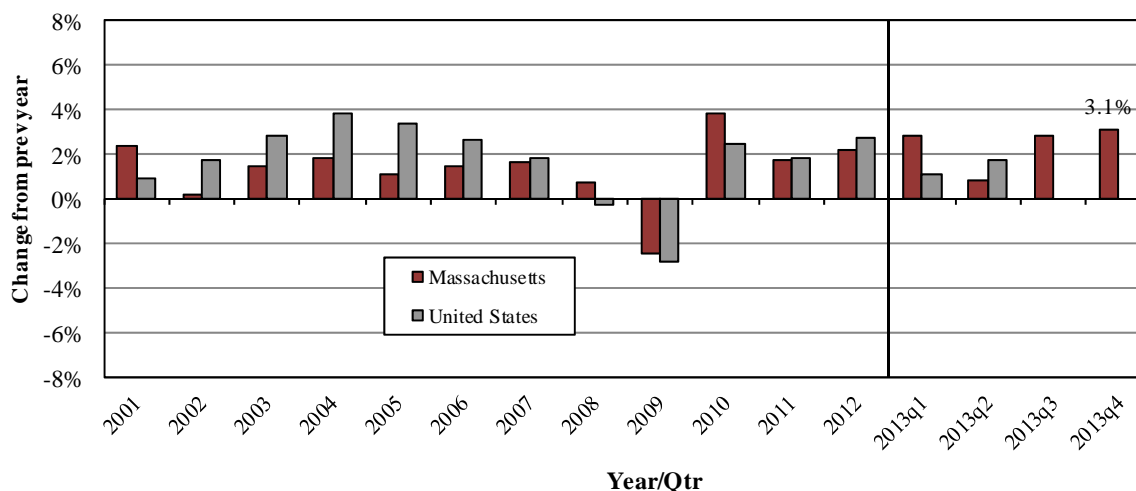
State Gross Domestic Product - Annual Change

(billions of chained 2005 dollars*)

Year	Massachusetts		New England		United States	
	GDP	Annual change	GDP	Annual change	GDP	Annual change
2000	\$302		\$635		\$12,565	
2001	\$309	2.4%	\$647	1.8%	\$12,684	0.9%
2002	\$309	0.2%	\$649	0.3%	\$12,910	1.8%
2003	\$314	1.5%	\$659	1.6%	\$13,270	2.8%
2004	\$320	1.9%	\$679	3.0%	\$13,774	3.8%
2005	\$323	1.1%	\$686	1.0%	\$14,236	3.4%
2006	\$328	1.4%	\$700	2.1%	\$14,615	2.7%
2007	\$333	1.6%	\$710	1.5%	\$14,877	1.8%
2008	\$336	0.7%	\$704	-0.8%	\$14,834	-0.3%
2009	\$328	-2.4%	\$686	-2.6%	\$14,418	-2.8%
2010	\$340	3.8%	\$705	2.8%	\$14,779	2.5%
2011	\$346	1.7%	\$712	1.0%	\$15,052	1.8%
2012	\$354	2.2%	\$721	1.2%	\$15,471	2.8%

Real GDP - Annual and Latest Quarterly Change

Seasonally Adjusted Annual Rates



SOURCE: U.S. Bureau of Economic Analysis and <http://www.MassBenchmarks.org>.

Note: Massachusetts quarterly data are estimates. *U.S. data are chained 2009 dollars as of July 31, 2013.

ECONOMIC BASE AND PERFORMANCE—ECONOMIC INDICATORS

State Coincident Indexes. To track more recent changes in the state and national economies, we use the Federal Reserve Bank of Philadelphia’s Coincident Indexes. It “produces a monthly coincident index for each of the 50 states. The indexes are released a few days after the Bureau of Labor Statistics (BLS) releases the employment data for the states.

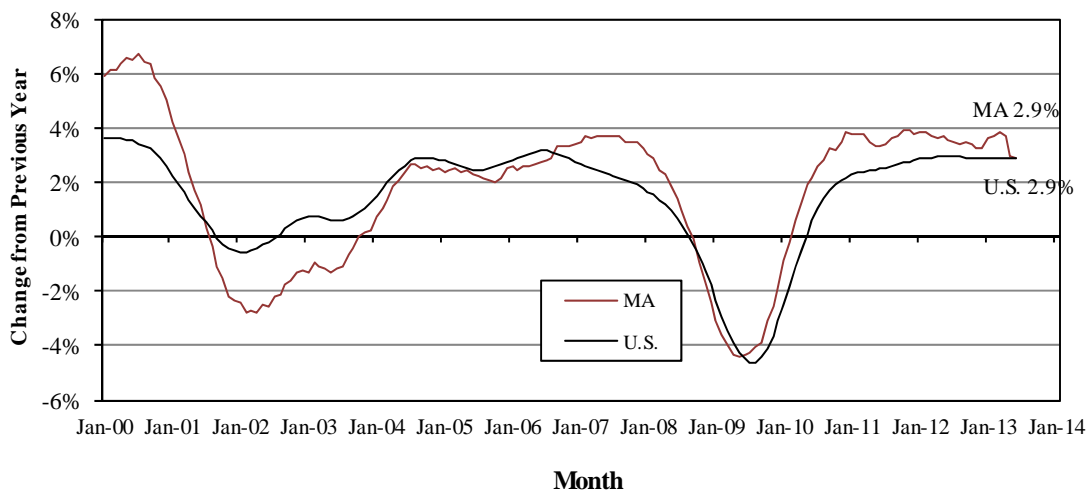
The coincident indexes combine four state-level indicators to summarize current economic conditions in a single statistic. The four state-level variables in each coincident index are nonfarm payroll employment, average hours worked in manufacturing, the unemployment rate, and wage and salary disbursements deflated by the consumer price index (U.S. city average). The trend for each state’s index is set to the trend of its gross domestic product (GDP), so long term growth in the state’s index matches long term growth in its GDP.”

The graph below indicates the state and national index change from 12 months prior. The Massachusetts monthly trend generally follows the nation’s but it outperformed or matched the nation since June 2009. The bottom table compares the Massachusetts index to its New England neighbors and the U.S.

Comparing the U.S. and New England States Coincident Indexes

Area	June 2013	1-Month Change	3-Month Change	12-Month Change
U.S.	155.3	0.2%	0.7%	2.9%
Massachusetts	178.6	0.0%	-0.6%	2.9%
Connecticut	155.8	0.2%	0.6%	3.2%
Maine	137.6	0.2%	1.0%	1.5%
New Hampshire	195.6	0.6%	1.7%	4.2%
Rhode Island	149.5	-0.1%	0.1%	2.3%
Vermont	149.5	-0.2%	0.0%	2.3%

Comparing the U.S. and Massachusetts Coincident Indexes

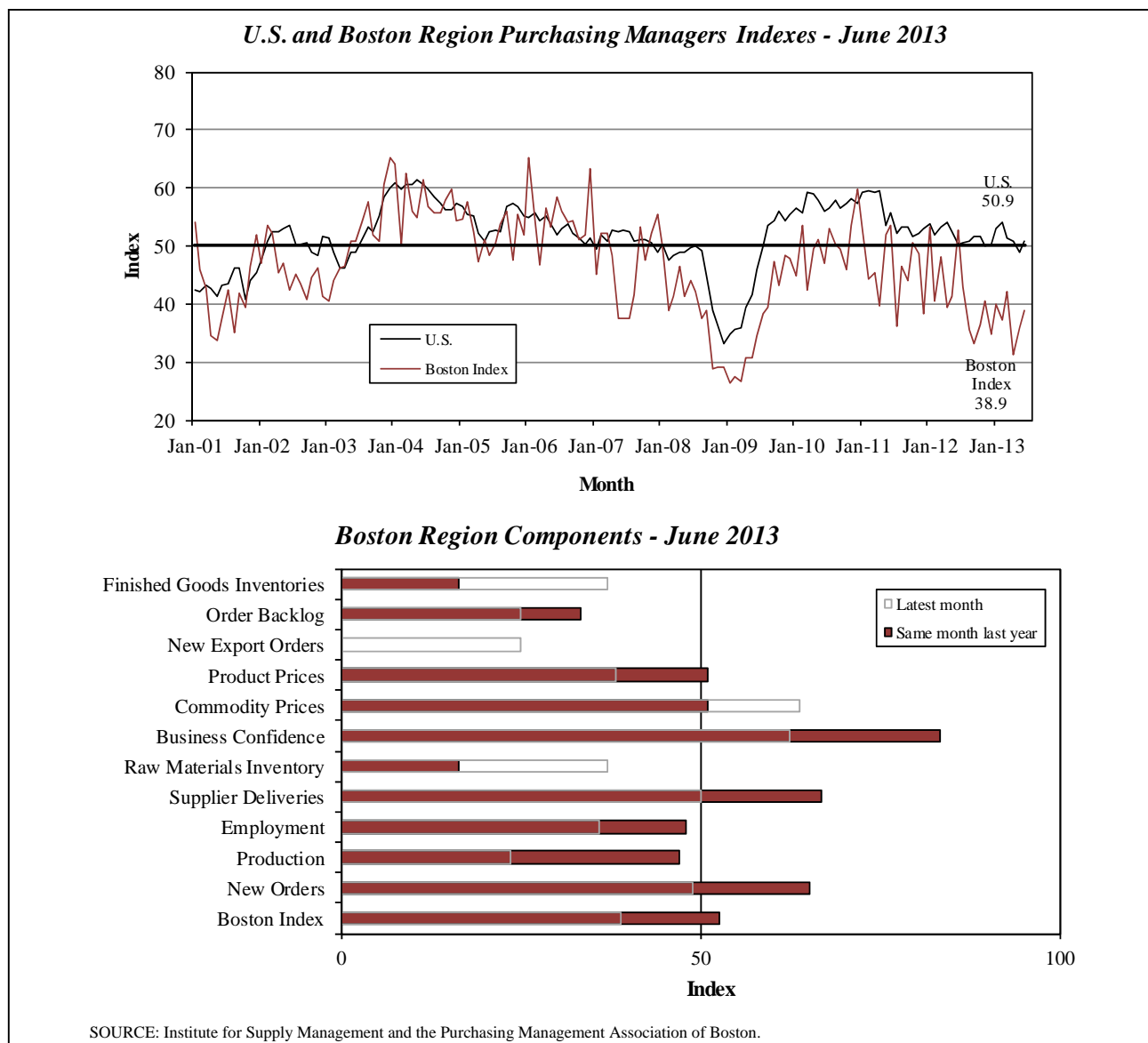


SOURCE: Federal Reserve Bank of Philadelphia.
Note: Indexes are set to 100 at July 1992.

Institute for Supply Management Purchasing Manager Indexes (PMI). These indexes are compiled using survey data from purchasing and supply executives and are used as a leading business indicator. While the national index is based on a survey of manufacturers, the Boston region's is based on a survey of "companies representing industries as diverse as the banking and financial services, pharmaceuticals and biotechnology, software development and communication, medical products and equipment, computers, chemicals, consumer products, education, and the public sector."

Index readings above 50 indicate the economy is generally expanding. Readings below 50 indicate the economy is generally contracting, although a reading above 42 for a period of time indicates the economy is generally expanding. Components of the national index include new orders, production, employment, supplier deliveries, inventories, customer inventories, prices, backlog of orders, exports and imports. The Boston region's components are slightly different and include new orders, production, employment, supplier deliveries, raw monthly materials inventory, business confidence, commodity prices, product prices, new export orders, order backlog and finished goods inventories. These components show which segments of the business supply chain are expanding or contracting.

The June 2013 national index indicated that the manufacturing sector has been expanding since May 2009. The Boston region's March 2013 index indicated that overall business conditions were contracting since July 2012. For the last five years, the average Boston business confidence, commodity prices, employment, new orders and the supplier deliveries indexes have been greater than 50. All other component indexes have been less than 50.

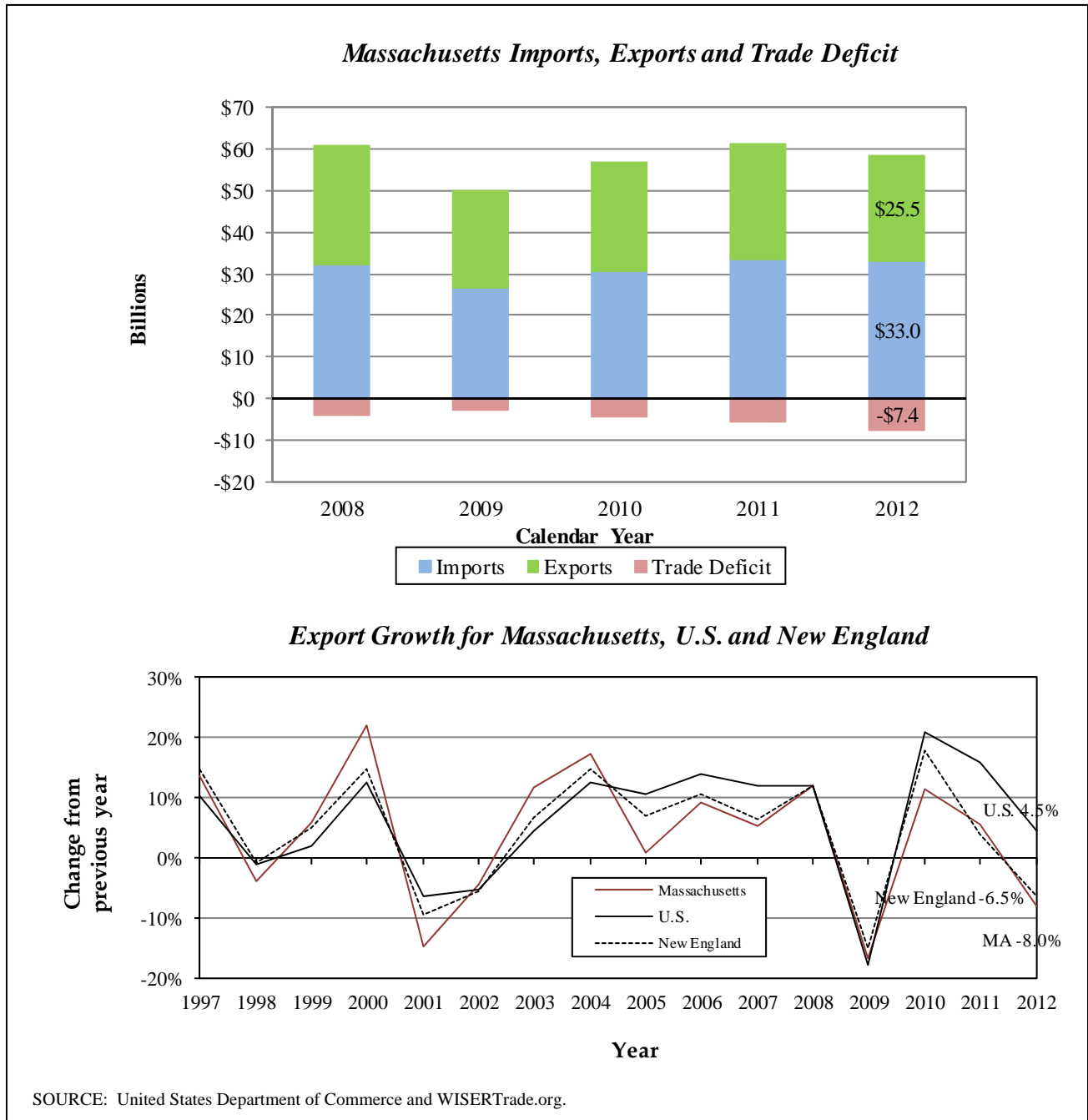


ECONOMIC BASE AND PERFORMANCE—INTERNATIONAL TRADE

Total Trade Volume. Total trade volume, exports and imports, decreased 4.2 percent from 2011 to \$58.5 billion in 2012. Canada trade volume was \$11.1 billion and 18.9 percent of the total state trade and was by far our most valuable trading partner. Massachusetts trade deficit, \$7.4 billion, grew 32.6 percent in 2012. See the appendix for more trade data.

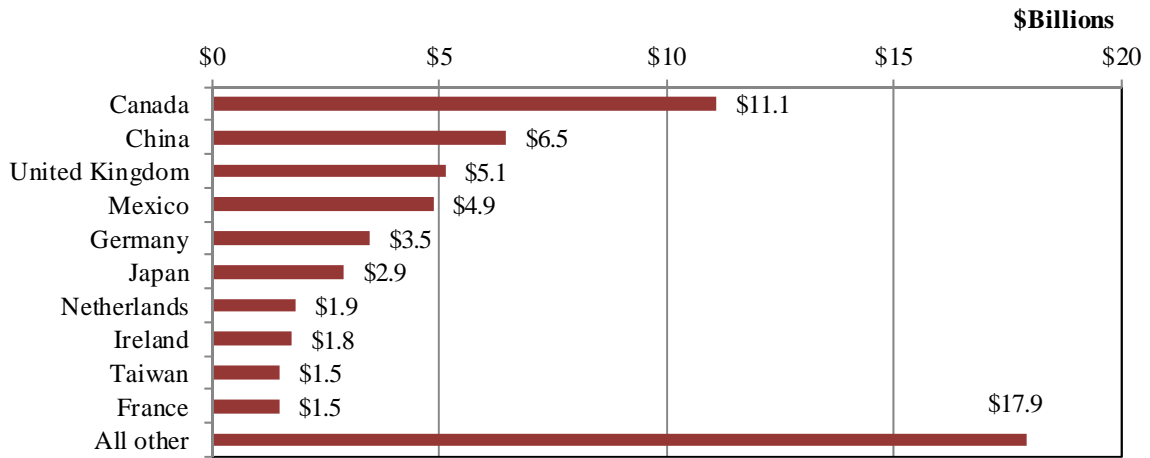
Exports. Massachusetts ranked 18th in the United States in 2012 and first in New England with \$25.5 billion in exports. This was a 8.0 percent decrease from the previous year's export value from the Commonwealth while national exports increased by 4.5 percent. Total exports from New England also fell by 6.5 percent. Canada was our top export destination again with \$3.7 billion in 2012.

Imports. Imports fell to \$33.0 billion in 2012 after expanding 8.8 percent in 2011. Canada was also the largest source for Massachusetts imports in 2012, where we imported \$7.7 billion or 23.3 percent of our total.

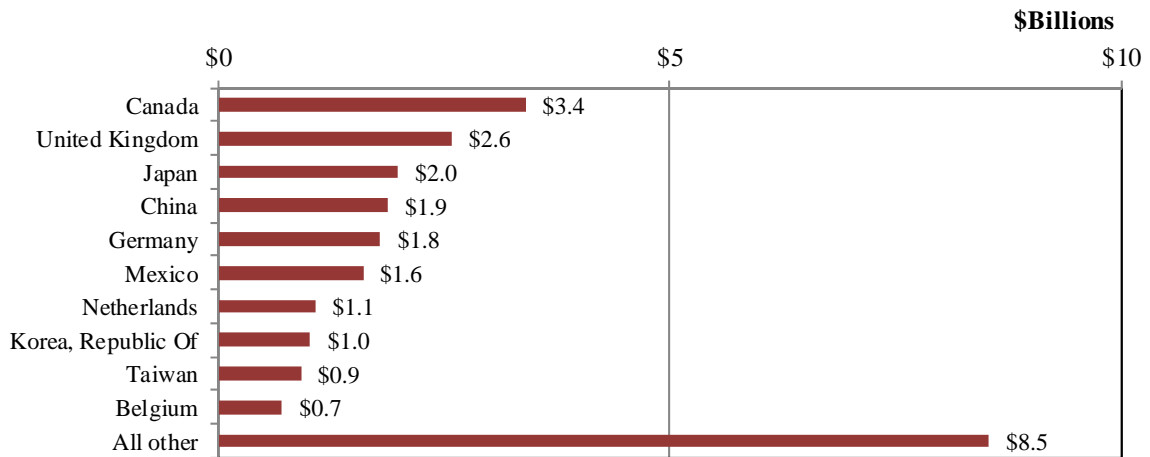


Top Ten Trade Partners by Trade Type.

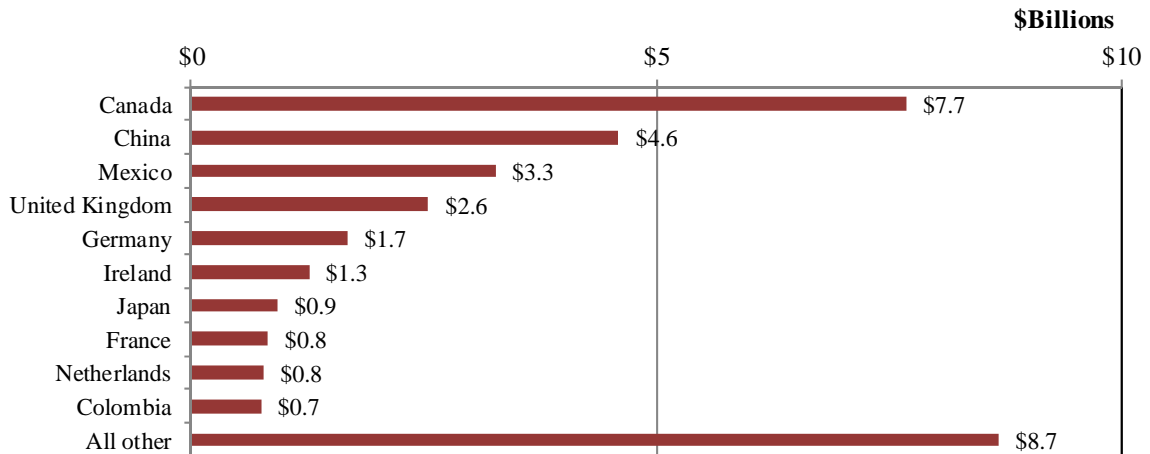
Massachusetts 2012 Top Ten Trade Partners



Massachusetts 2012 Top Ten Export Partners

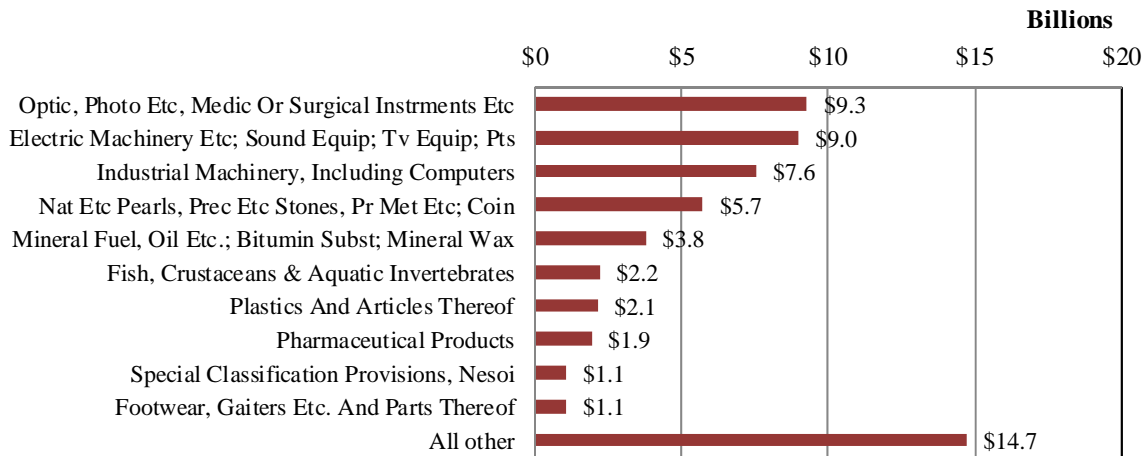


Massachusetts 2012 Top Ten Import Partners

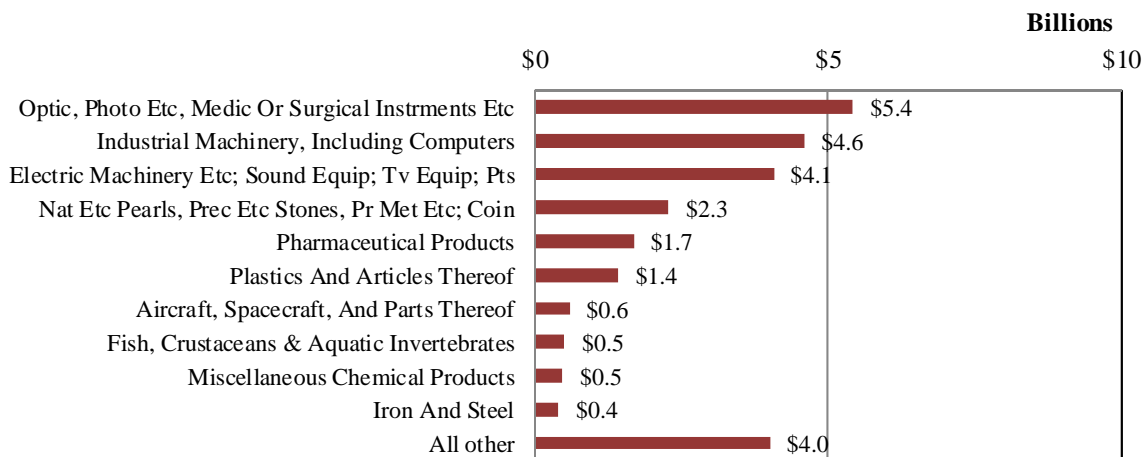


Top Ten Commodities Traded by Trade Type.

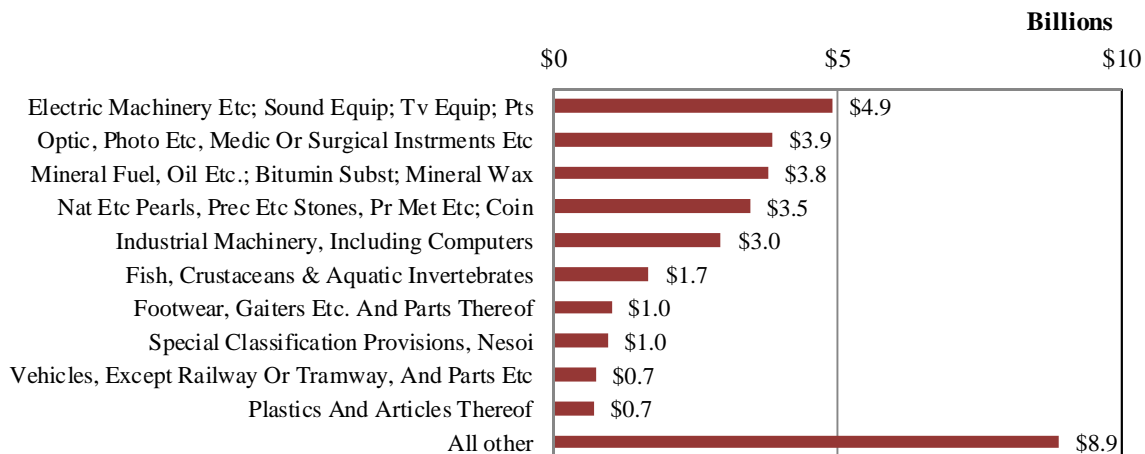
Massachusetts 2012 Top Commodities Imported and Exported



Massachusetts 2012 Top Ten Commodities Exported

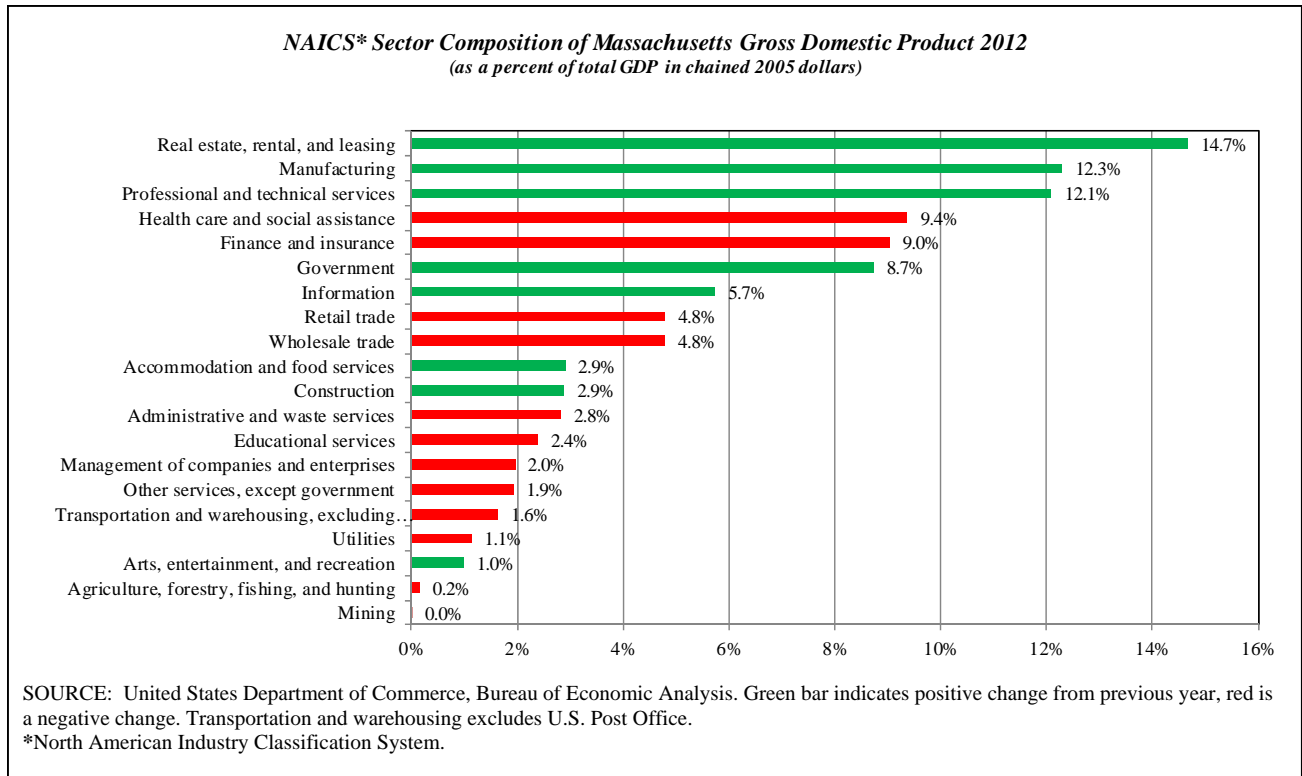


Massachusetts 2012 Top Ten Commodities Imported



ECONOMIC BASE AND PERFORMANCE—INDUSTRY SECTOR DETAIL (NAICS BASIS)

The Massachusetts economy remains diversified among several industrial and non-industrial sectors. The four largest sectors of the economy, real estate, rental and leasing, manufacturing, professional and technical services and finance and health care and social assistance, contributed 48.4 percent of the GDP in 2012. The real estate, rental and leasing sector returned in 2012 as the largest. The following bar chart displays the latest sector contributions to the Massachusetts GDP.



GDP Subsectors. When measured in chained 2005 dollars, the change in Massachusetts total GDP was 10.2 percent between 2003 and 2011. Between 2003 and 2011 (the latest data available for subsector data), several industries grew much faster than the state average. Industry subsectors that experienced substantial cumulative growth or reduction are listed in the following chart.

Industry Subsectors with a Substantial Growth or Reduction
(chained 2005 dollars)

NAICS* Industry Subsector	Percent change 2003-2011
Computer and electronic product manufacturing	278.9%
Computer systems design and related services	106.1%
Publishing industries, except Internet	47.4%
Broadcasting and telecommunications	43.3%
Ambulatory health care services	43.2%
Legal services	-12.5%
Miscellaneous manufacturing	-16.4%
Securities, commodity contracts, investments	-22.1%

SOURCE: United States Department of Commerce, Bureau of Economic Analysis. Updated June 2013.
*North American Industry Classification System.
Note: Subsector represents at least a half percent of Massachusetts GDP in the latest year.

Gross Domestic Product by Industry in Massachusetts

(as a percent of total GDP chained 2005 dollars)

NAICS* Industry Sector	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Gross Domestic Product by State	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Private industries	90.8%	91.0%	91.0%	91.3%	91.5%	91.4%	91.0%	91.2%	91.4%	91.3%
Agriculture, forestry, fishing, and hunting	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
Mining	0.1%	0.1%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Utilities	1.2%	1.2%	1.2%	1.2%	1.2%	1.3%	1.2%	1.3%	1.3%	1.1%
Construction	4.9%	4.6%	4.3%	3.9%	3.5%	3.2%	2.8%	2.8%	2.8%	2.9%
Manufacturing	10.0%	9.9%	10.1%	10.7%	11.3%	11.3%	10.9%	12.3%	11.9%	12.3%
Wholesale trade	5.8%	5.9%	5.5%	5.6%	5.7%	5.7%	5.1%	5.0%	5.0%	4.8%
Retail trade	5.6%	5.5%	5.4%	5.2%	5.0%	4.7%	4.8%	5.0%	4.8%	4.8%
Transportation and warehousing, excluding Postal Service	1.6%	1.6%	1.7%	1.7%	1.7%	1.7%	1.6%	1.6%	1.7%	1.6%
Information	4.2%	4.6%	5.0%	4.8%	5.1%	5.3%	5.0%	5.4%	5.5%	5.7%
Finance and insurance	10.7%	10.5%	10.3%	10.5%	10.0%	9.4%	10.4%	9.5%	9.3%	9.0%
Real estate, rental, and leasing	14.5%	14.4%	14.4%	14.0%	14.0%	14.2%	14.4%	14.3%	14.2%	14.7%
Professional and technical services	9.8%	10.4%	10.7%	11.0%	11.3%	12.0%	11.6%	11.7%	12.1%	12.1%
Management of companies and enterprises	2.5%	2.3%	2.3%	2.2%	2.2%	2.2%	2.3%	2.0%	2.2%	2.0%
Administrative and waste services	2.7%	2.6%	2.8%	2.8%	3.0%	3.0%	2.7%	2.7%	2.9%	2.8%
Educational services	2.7%	2.7%	2.5%	2.5%	2.5%	2.5%	2.6%	2.5%	2.5%	2.4%
Health care and social assistance	8.3%	8.4%	8.5%	8.8%	8.9%	9.3%	9.7%	9.6%	9.6%	9.4%
Arts, entertainment, and recreation	0.9%	0.9%	0.9%	0.9%	1.0%	0.9%	0.9%	1.0%	1.0%	1.0%
Accommodation and food services	2.8%	2.8%	2.8%	2.8%	2.8%	2.6%	2.6%	2.7%	2.9%	2.9%
Other services, except government	2.4%	2.4%	2.3%	2.3%	2.3%	2.1%	2.1%	2.0%	2.0%	1.9%
Government	9.2%	9.0%	9.0%	8.7%	8.5%	8.6%	9.0%	8.8%	8.6%	8.7%

Rank of Industry Contribution to GDP in Massachusetts

(millions of chained 2005 dollars)

NAICS* Industry Sector	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Gross Domestic Product by State										
Private industries										
Agriculture, forestry, fishing, and hunting	19	19	19	19	19	19	19	19	19	19
Mining	20	20	20	20	20	20	20	20	20	20
Utilities	17	17	17	17	17	17	17	17	17	17
Construction	9	9	10	10	10	10	10	10	12	11
Manufacturing	3	4	4	3	2	3	3	2	3	2
Wholesale trade	7	7	7	7	7	7	7	8	8	9
Retail trade	8	8	8	8	9	9	9	9	9	8
Transportation and warehousing, excluding Postal Service	16	16	16	16	16	16	16	16	16	16
Information	10	10	9	9	8	8	8	7	7	7
Finance and insurance	2	2	3	4	4	4	4	5	5	5
Real estate, rental, and leasing	1	1	1	1	1	1	1	1	1	1
Professional and technical services	4	3	2	2	3	2	2	3	2	3
Management of companies and enterprises	14	15	15	15	15	14	14	14	14	14
Administrative and waste services	13	13	11	11	11	11	11	12	11	12
Educational services	12	12	13	13	13	13	13	13	13	13
Health care and social assistance	6	6	6	5	5	5	5	4	4	4
Arts, entertainment, and recreation	18	18	18	18	18	18	18	18	18	18
Accommodation and food services	11	11	12	12	12	12	12	11	10	10
Other services, except government	15	14	14	14	14	15	15	15	15	15
Government	5	5	5	6	6	6	6	6	6	6

SOURCE: United States Department of Commerce, Bureau of Economic Analysis.

* North American Industry Classification System.

Industry Sector Analysis. The following section contains a summary for each of the twenty major NAICS sectors. The data series start in 2001, the last time the state experienced a downturn, commonly referred to as “The Telecom Bubble.” We report the latest quarterly data at an annual rate where available. This may skew sectors that experience seasonal trends, such as construction. Graphs include data value labels for the latest annual and quarterly annualized points.

Not all datasets are reported for all of the major NAICS sectors. The Massachusetts Department of Workforce and Labor Development’s Employment and Wages (ES-202) data series are available for every sector and contain the number of establishments, average monthly employment, total annual wages and average weekly wages for the establishments with employees. The data are reported annually and quarterly for employees in the private, federal government, state government, and local government sectors.

The next graph, nonemployer businesses and receipts, uses the U.S. Census Nonemployer Statistics series and is available for every sector except 55-Management of Companies and Enterprises and 92-Public Administration. Some sectors also lack subsector (we used four digit NAICS) detail. These are annual data, with a two-year reporting lag for businesses that do not have paid employees and are subject to federal income tax. Census reports that “Nonemployers account for a majority of all business establishments, but average less than four percent of all sales or receipts.” These can be second or part-time businesses and not the owner’s primary source of income.

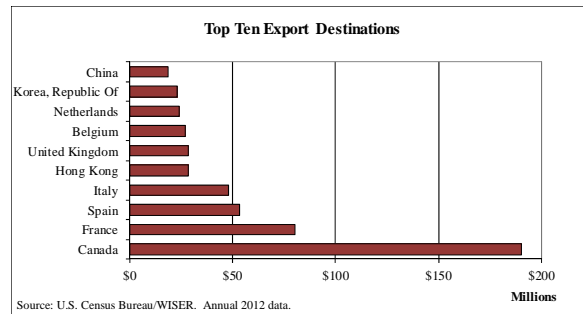
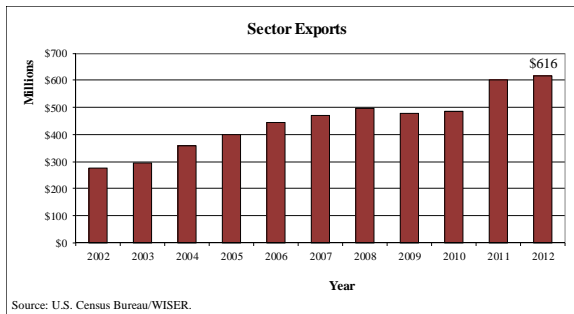
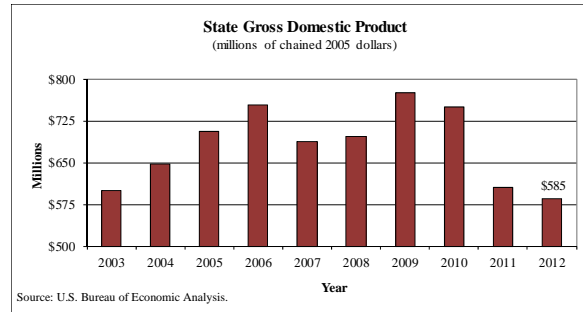
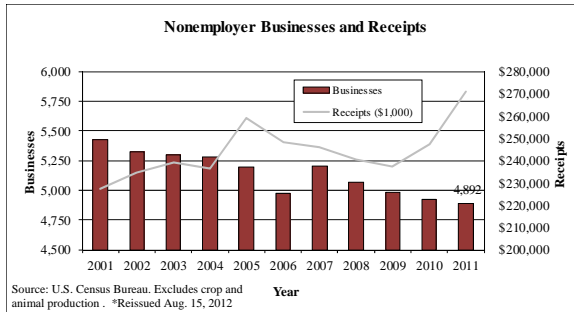
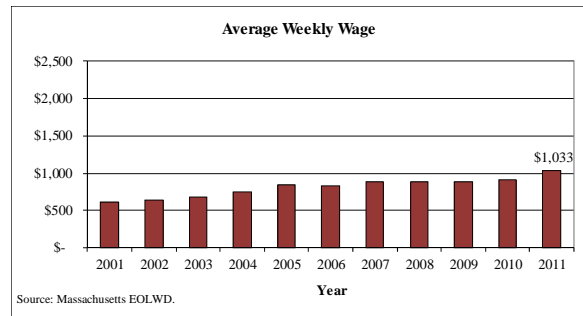
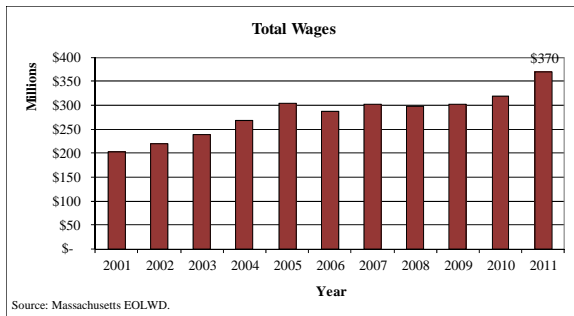
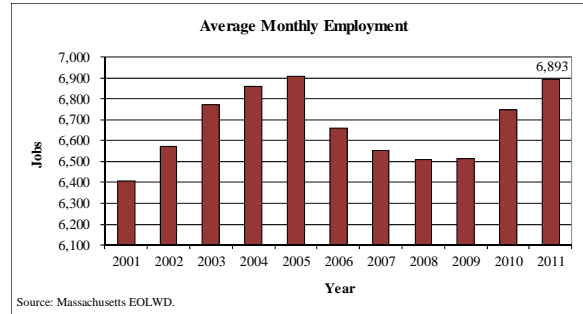
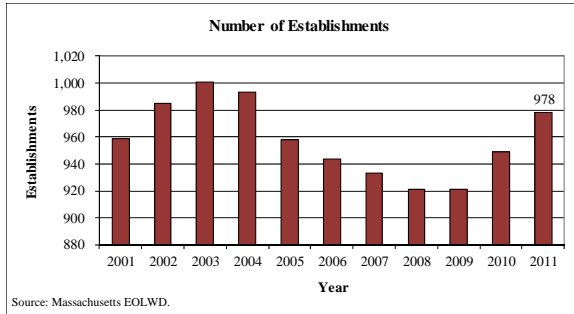
State Gross Domestic Product is an annual series from the U.S. Bureau of Economic Analysis’s Regional Economic Accounts. U.S. and state GDP is inflation adjusted to 2005. U.S. GDP is available quarterly.

Foreign exports from the U.S. Census Bureau’s Foreign Trade Division and WISERTrade, are available for four industries on a monthly basis. Total state exports are available on a monthly basis. Sector exports and the top ten export destinations for this industry sector are by dollar value.

Each sector analysis has a summary at the bottom of each page. The summary provides (when available):

1. GDP contribution to state total: this sector’s GDP divided by the state’s total GDP.
2. GDP rank: this sector’s GDP rank versus all state sectors.
3. Nonemployer to employer establishment ratio: the number of nonemployer establishments divided by the number of establishments with employers. In general, a ratio greater than one means there are more small businesses. A number less than one means there are more large business.
4. Establishments with employees: the subsector with the largest number of establishments who have employees.
5. Nonemployer establishments: the subsector with the largest number of establishments that do not have employees.
6. Employees: the subsector with the largest number of employees, at establishments with employees.
7. Annual wages: the subsector with the largest total annual wages, at establishments with employees.
8. Average weekly wage: the subsector with the largest average weekly wage, at establishments with employees.
9. Annual receipts at nonemployer establishments: the subsector with the most receipts, at establishments that do not have employees.
10. Most valuable export: the subsector export with the highest dollar value.
11. Large employers in Massachusetts: a few of the state’s largest employers in this sector, from ReferenceUSA.com.

NAICS 11 - Agriculture, Forestry, Fishing & Hunting. The Agriculture, Forestry, Fishing and Hunting sector comprises establishments primarily engaged in growing crops, raising animals, harvesting timber, and harvesting fish and other animals from a farm, ranch, or their natural habitats.



Summary.

GDP contribution to state total: **0.17%**

GDP rank: **19 of 20**

Nonemployer to employer establishment ratio: **5.0 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Fishing**

Nonemployer establishments: **Fishing**

Employees: **Fishing and greenhouse and nursery production**

Annual wages: **Fishing**

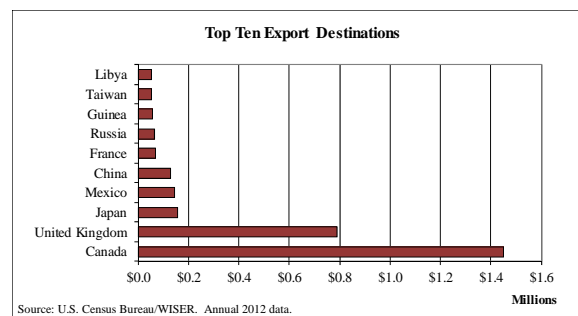
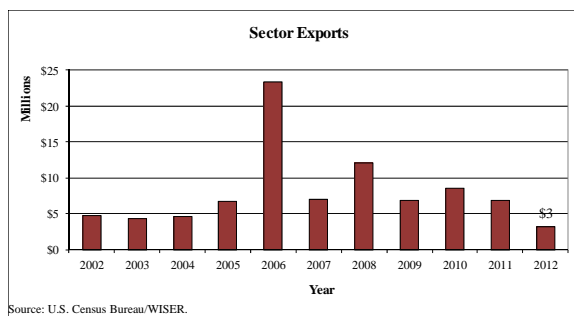
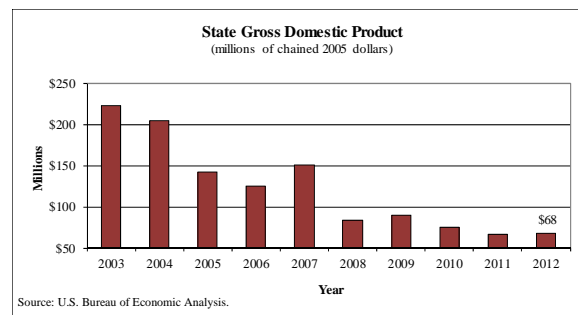
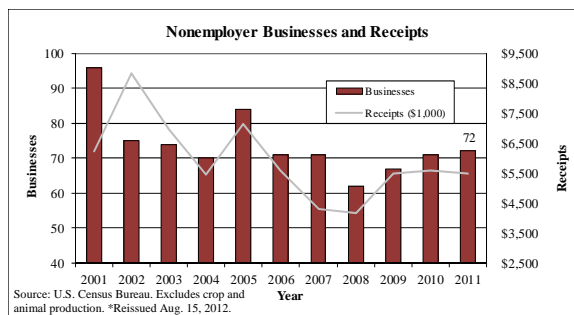
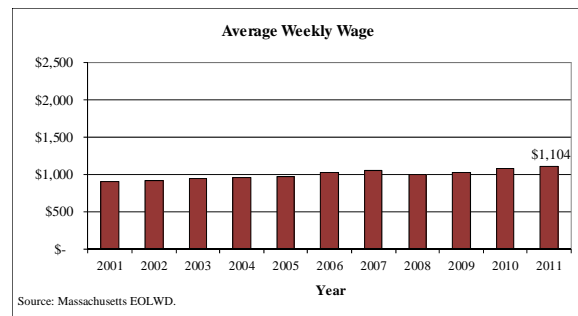
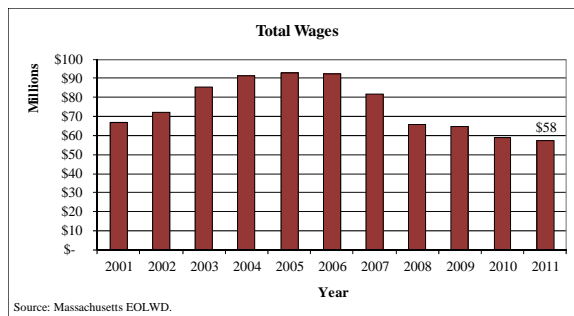
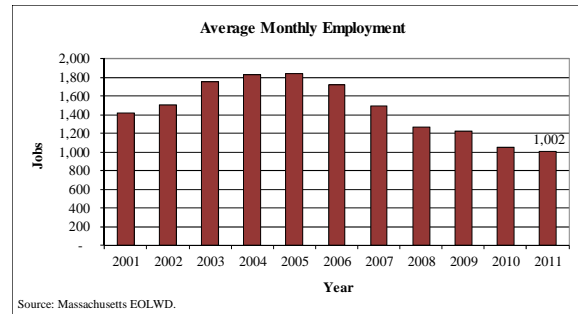
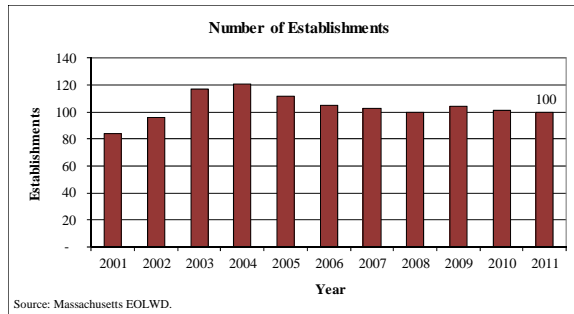
Average weekly wage: **Fishing**

Annual receipts at nonemployer establishments: **Fishing**

Most valuable export: **Fish, fresh, chilled or other frozen marine products**

Large employers in Massachusetts: **Idlywilde Farm, Brown and Regan LLC, Bartlett's Ocean View Farm**

NAICS 21 – Mining. The Mining, Quarrying, and Oil and Gas Extraction sector comprises establishments that extract naturally occurring mineral solids, such as coal and ores; liquid minerals, such as crude petroleum; and gases, such as natural gas. The term mining is used in the broad sense to include quarrying, well operations, beneficiating (e.g., crushing, screening, washing, and flotation), and other preparation customarily performed at the mine site, or as a part of mining activity.



Summary.

GDP contribution to state total: **0.02%**

GDP rank: **20 of 20**

Nonemployer to employer establishment ratio: **0.72 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Nonmetallic mineral mining and quarrying**

Nonemployer establishments: **Nonmetallic mineral mining and quarrying**

Employees: **Nonmetallic mineral mining and quarrying**

Annual wages: **Nonmetallic mineral mining and quarrying**

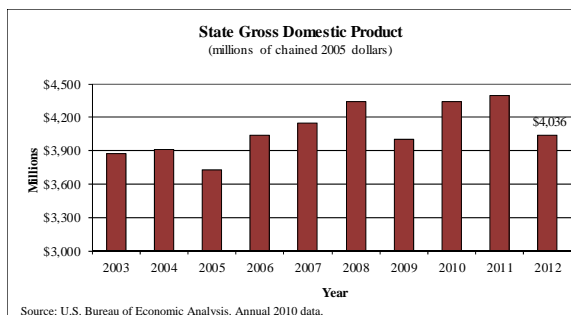
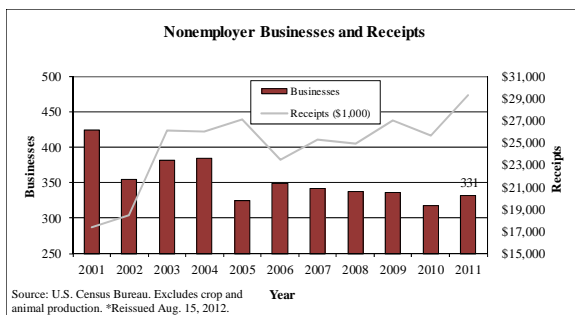
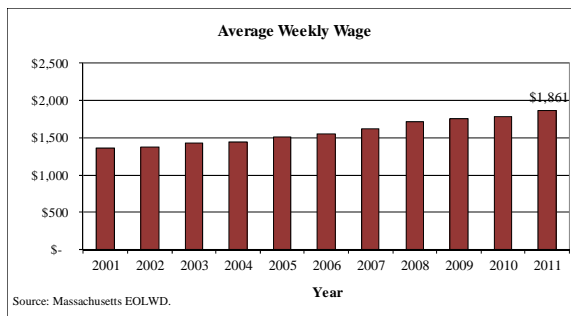
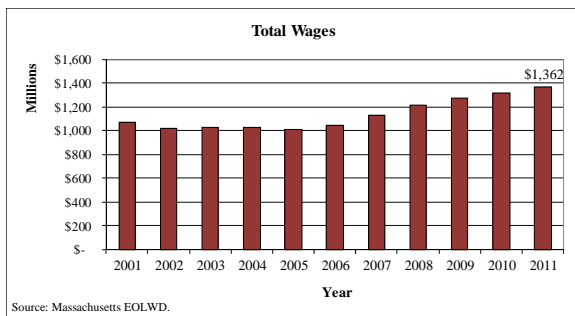
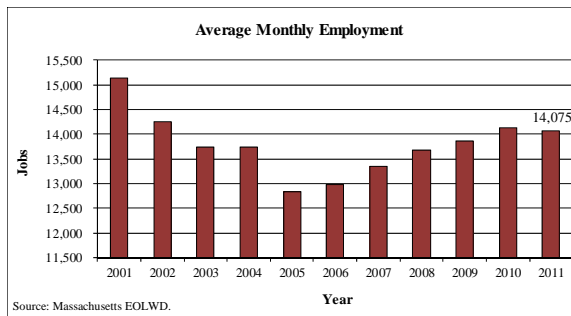
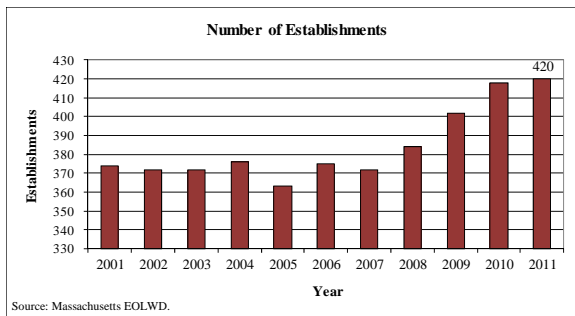
Average weekly wage: **Support activities for mining**

Annual receipts at nonemployer establishments: **Nonmetallic mineral mining and quarrying**

Most valuable export: **Minerals and ores**

Large employers in Massachusetts: **S. M. Larusso and Sons Inc., Hyannis Sand and Gravel Inc.**

NAICS 22 – Utilities. The Utilities sector comprises establishments engaged in the provision of the following utility services: electric power, natural gas, steam supply, water supply, and sewage removal. See the appendix, pages five and six for supplemental tables regarding electricity generation, supply and capacity.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **1.14%**

GDP rank: **17 of 20**

Nonemployer to employer establishment ratio: **0.78 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Water, sewage and other systems**

Nonemployer establishments: Subsector detail N/A

Employees: **Power generation and supply**

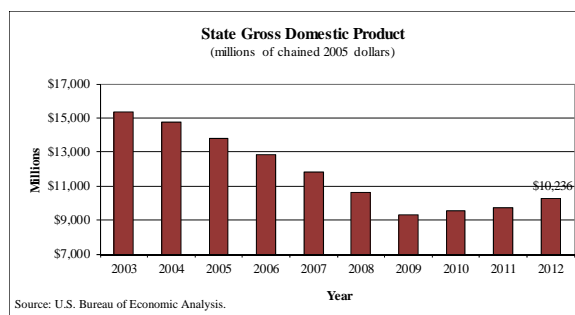
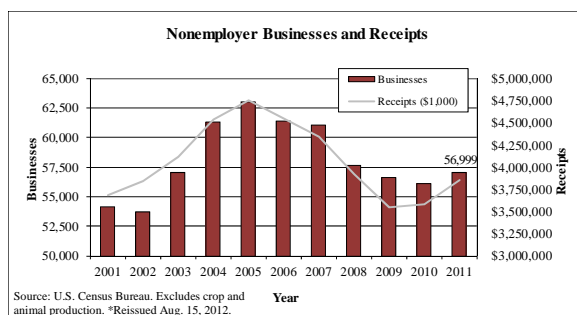
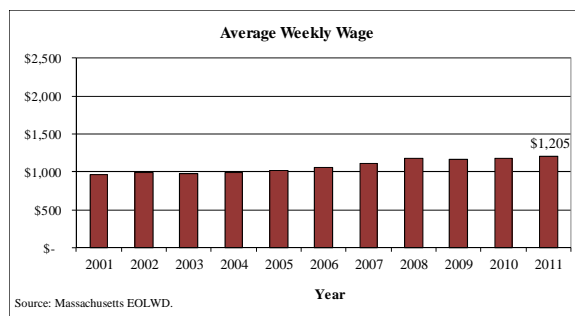
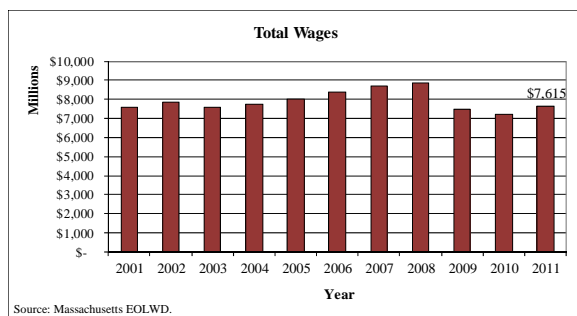
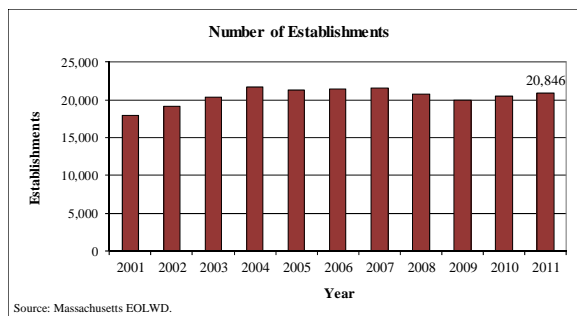
Annual wages: **Power generation and supply**

Average weekly wage: **Power generation and supply**

Annual receipts at nonemployer establishments: Subsector detail N/A

Large employers in Massachusetts: **Columbia Gas of Massachusetts, Pilgrim Nuclear Power Station, Boston Water Commission.**

NAICS 23 – Construction. The Construction sector comprises establishments primarily engaged in the construction of buildings or engineering projects (e.g., highways and utility systems). Establishments primarily engaged in the preparation of sites for new construction and establishments primarily engaged in subdividing land for sale as building sites also are included in this sector. See the appendix pages two through four for housing permits, housing sales, and housing sale prices.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **2.89%**

GDP rank: **11 of 20**

Nonemployer to employer establishment ratio: **2.73 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Specialty Trade Contractors**

Nonemployer establishments: **Building finishing contractors**

Employees: **Building equipment contractors**

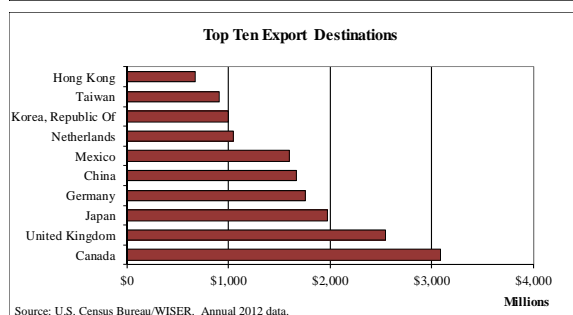
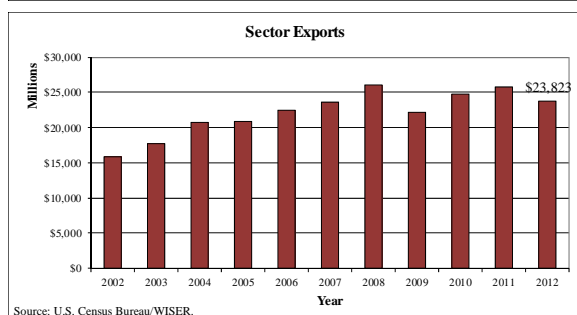
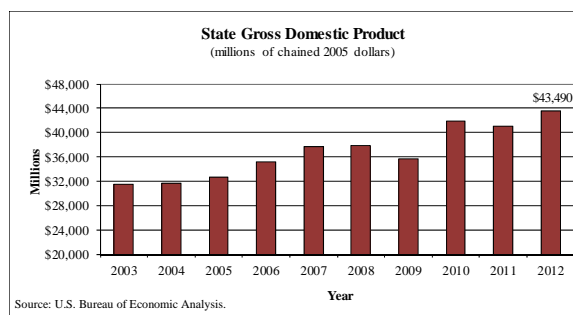
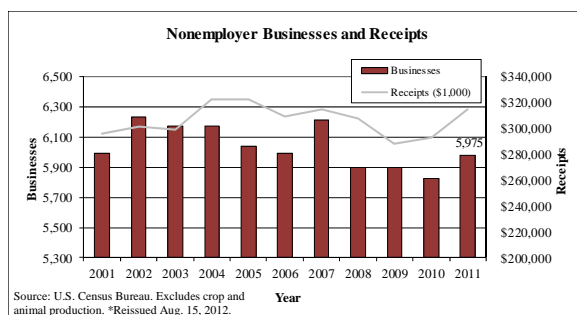
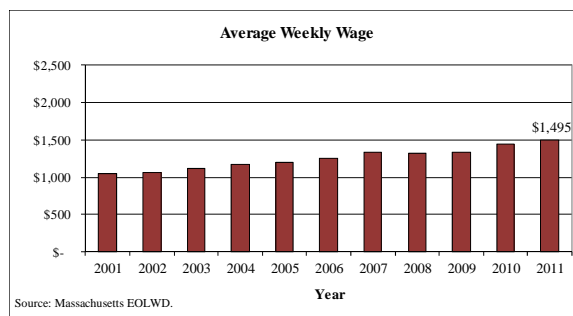
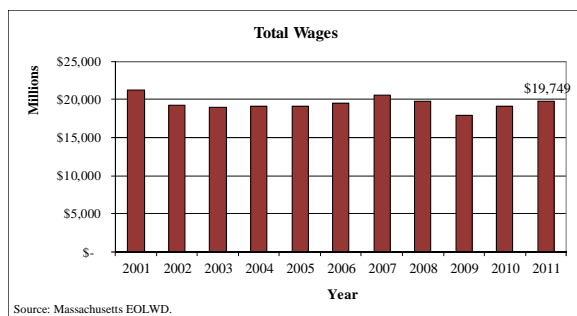
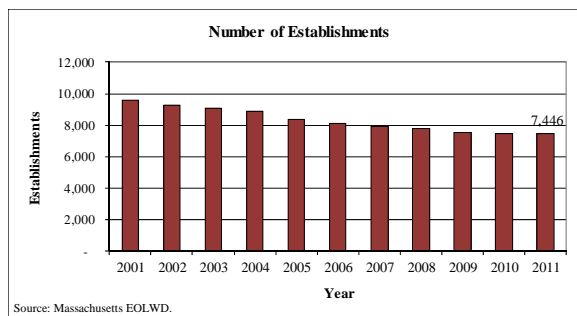
Annual wages: **Building equipment contractors**

Average weekly wage: **Utility system construction**

Annual receipts at nonemployer establishments: **Residential building construction**

Large employers in Massachusetts: **Suffolk Construction Company, J&S Electric Company, R.H. White Company and Interstate Electrical Services Group.**

NAICS 31-33 – Manufacturing. The Manufacturing sector comprises establishments engaged in the mechanical, physical, or chemical transformation of materials, substances, or components into new products. The assembling of component parts of manufactured products is considered manufacturing, except in cases where the activity is appropriately classified in Sector 23, Construction.



Summary.

GDP contribution to state total: **12.30%**

GDP rank: **2 of 20**

Nonemployer to employer establishment ratio: **0.80 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Printing and related support activities**

Nonemployer establishments: **Other miscellaneous manufacturing**

Employees: **Electronic instrument**

Annual wages: **Electronic instrument**

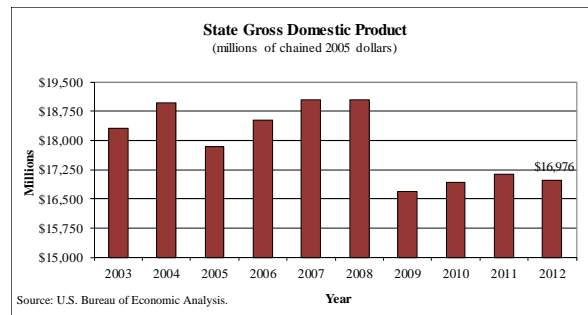
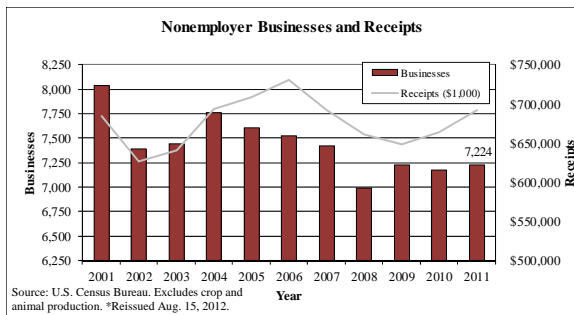
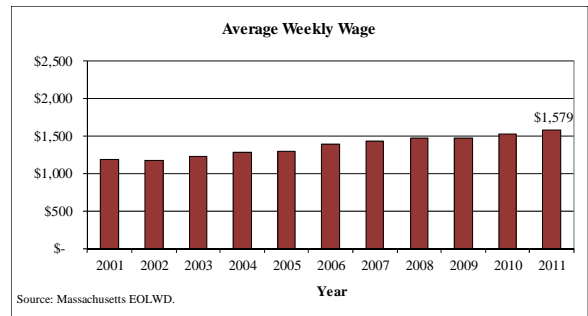
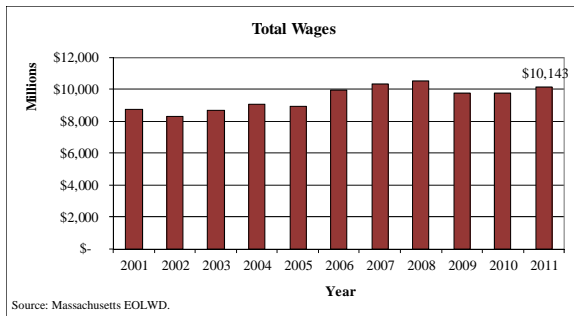
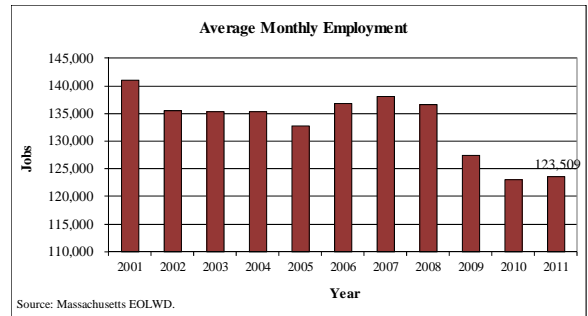
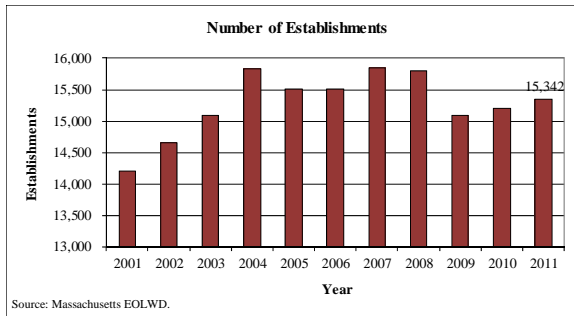
Average weekly wage: **Computers and peripheral equipment**

Annual receipts at nonemployer establishments: **Agricultural chemical mfg.**

Most valuable export: **Computers and electronic products and chemicals**

Large employers in Massachusetts: **Boston Scientific, GE, Genzyme, Gillette, Kronos, Raytheon, Saint-Gobain, Textron, Waters.**

NAICS 42 - Wholesale Trade. The sector comprises establishments engaged in wholesaling merchandise, generally without transformation, and rendering services incidental to the sale of merchandise. The merchandise described in this sector includes the outputs of agriculture, mining, manufacturing, and certain information industries, such as publishing. The wholesaling process is an intermediate step in the distribution of merchandise.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **4.80%**

GDP rank: **9 of 20**

Nonemployer to employer establishment ratio: **0.47 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Electronic markets and agents/brokers**

Nonemployer establishments: **Miscellaneous durable goods merchant wholesalers**

Employees: **Electronic markets and agents/brokers**

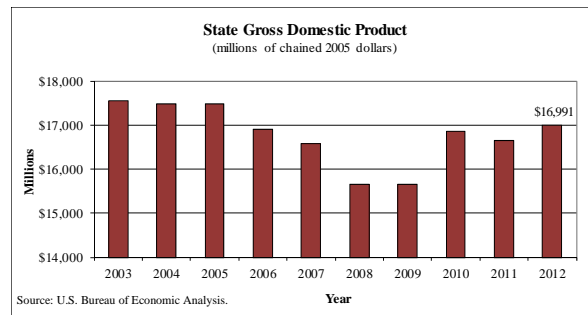
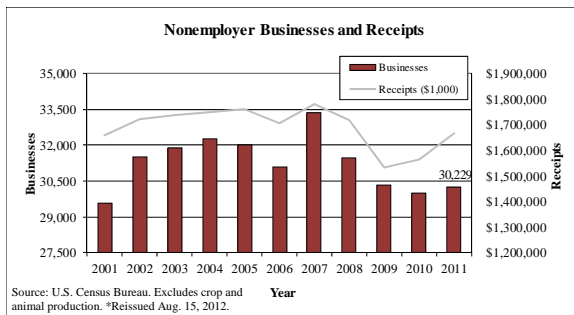
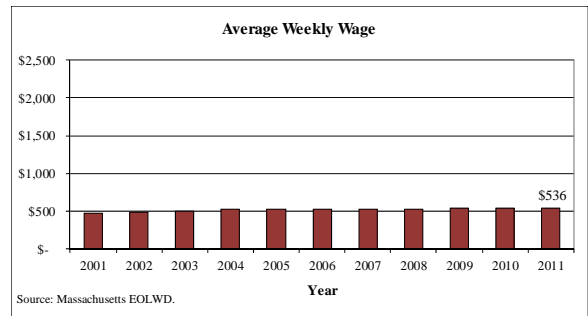
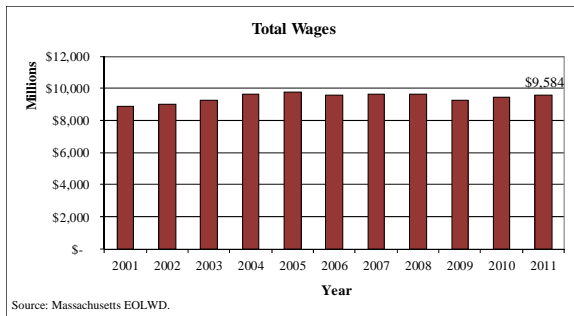
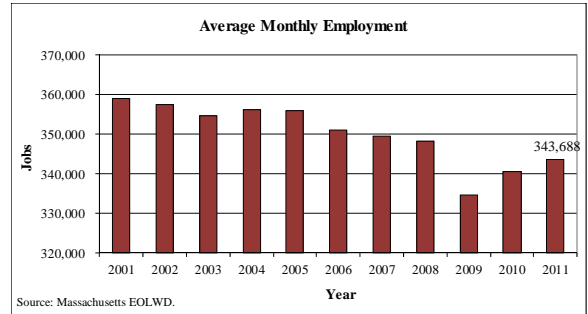
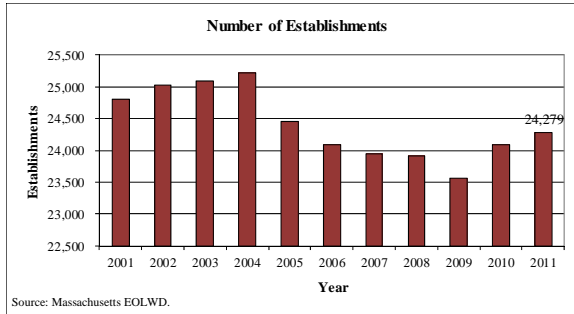
Annual wages: **Electronic markets and agents/brokers**

Average weekly wage: **Druggists' goods merchant wholesalers**

Annual receipts at nonemployer establishments: **Miscellaneous durable goods merchant wholesalers**

Large employers in Massachusetts: **C&S Wholesalers, Pfizer, Philips Healthcare, Teradyne, Vertex Pharmaceuticals.**

NAICS 44-45 - Retail Trade. The Retail Trade sector comprises establishments engaged in retailing merchandise, generally without transformation, and rendering services incidental to the sale of merchandise. The retailing process is the final step in the distribution of merchandise; retailers are therefore organized to sell merchandise in small quantities to the general public. This sector comprises two main types of retailers: store and nonstore retailers.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **4.80%**

GDP rank: **8 of 20**

Nonemployer to employer establishment ratio: **1.25 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Grocery stores**

Nonemployer establishments: **Direct selling establishments**

Employees: **Grocery stores**

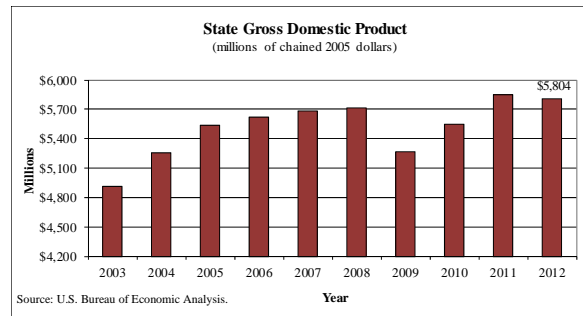
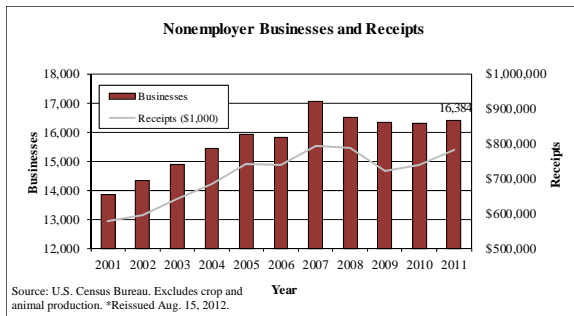
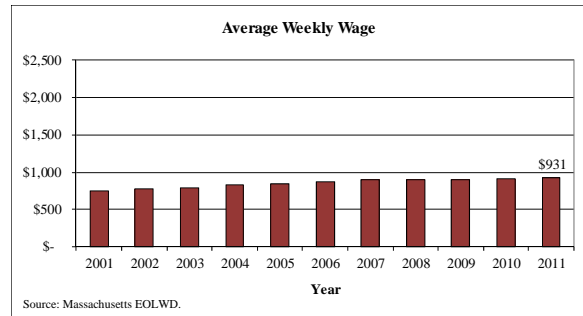
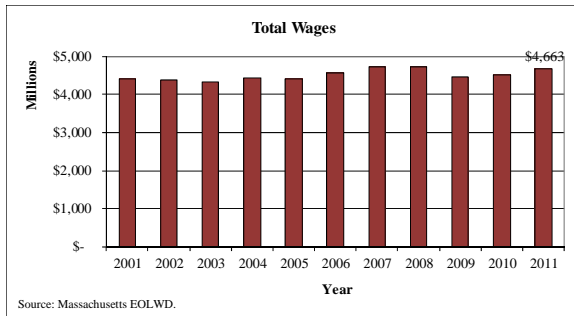
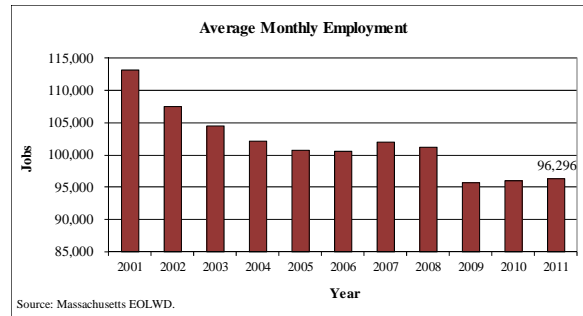
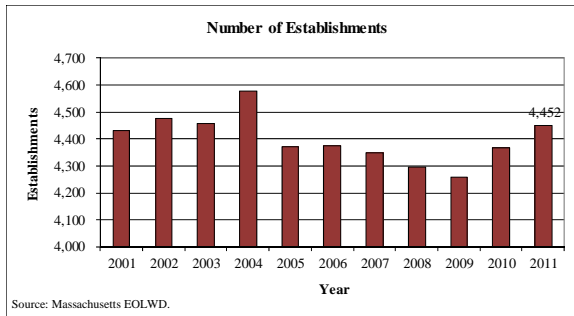
Annual wages: **Grocery stores**

Average weekly wage: **Automobile dealers**

Annual receipts at nonemployer establishments: **Direct selling establishments**

Large employers in Massachusetts: **ARAMARK, B Mango & Bird, Bose, Foodmaster, Marmaxx Group, Sleepy's, Staples, Stop & Shop, Talbots, TJX, Yankee Candle.**

NAICS 48-49 - Transportation and Warehousing. The Transportation and Warehousing sector includes industries providing transportation of passengers and cargo, warehousing and storage for goods, scenic and sightseeing transportation, and support activities related to modes of transportation. Establishments in these industries use transportation equipment or transportation related facilities as a productive asset. The type of equipment depends on the mode of transportation. The modes of transportation are air, rail, water, road, and pipeline. See pages six and seven of the appendix for more information regarding transportation and warehousing.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **1.64%**

GDP rank: **16 of 20**

Nonemployer to employer establishment ratio: **3.68 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **General freight trucking**

Nonemployer establishments: **Taxi and limousine service**

Employees: **Couriers**

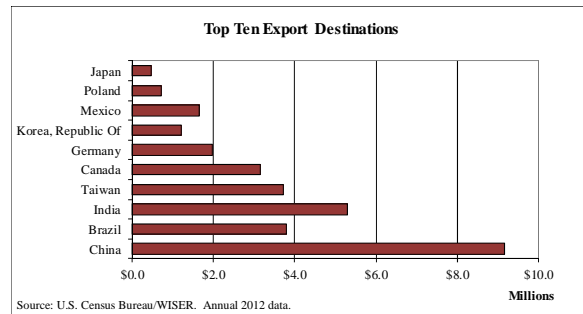
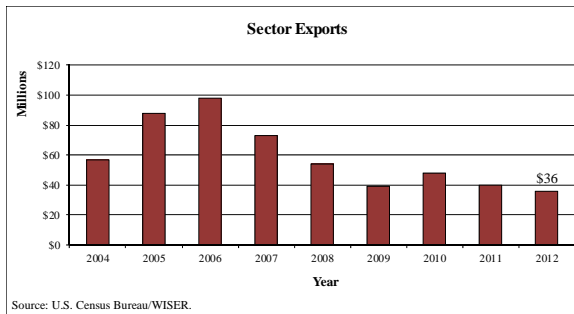
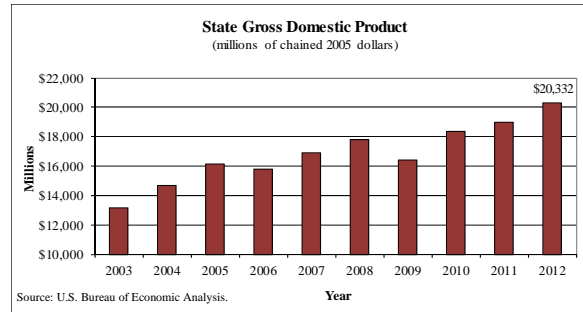
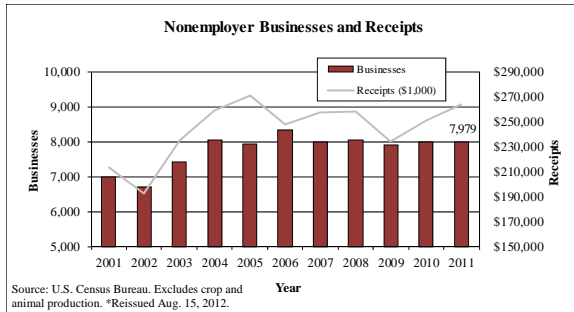
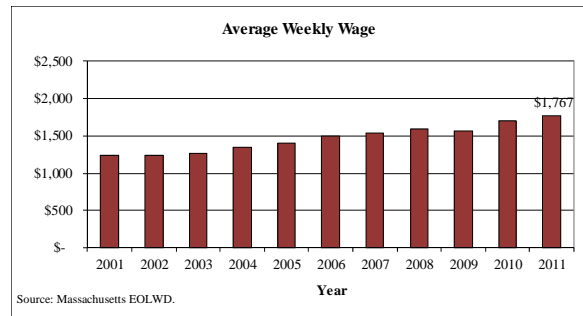
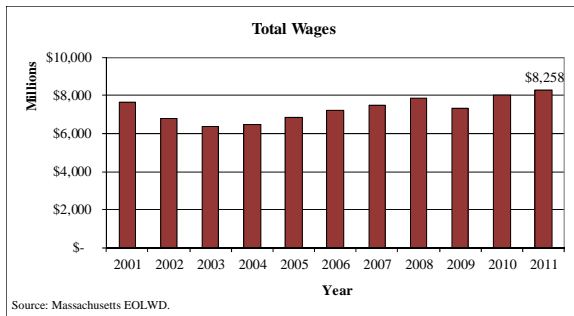
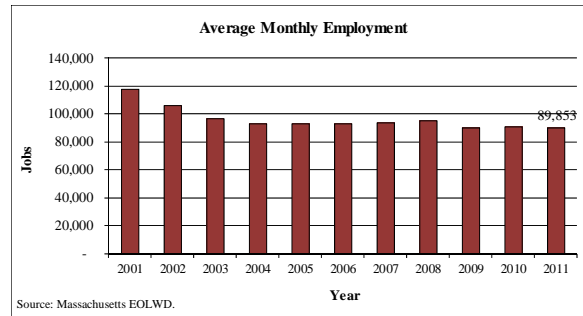
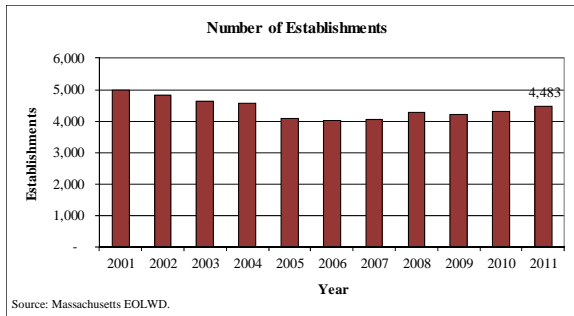
Annual wages: **General freight trucking**

Average weekly wage: **Pipeline transportation of natural gas**

Annual receipts at nonemployer establishments: **General freight trucking**

Large employers in Massachusetts: **Maine Central Railroad, United Vision Logistics, U.S. Post Office.**

NAICS 51 – Information. The Information sector comprises establishments engaged in the following processes: producing and distributing information and cultural products, providing the means to transmit or distribute these products as well as data or communications, and processing data.



Summary.

GDP contribution to state total: **5.75%**

GDP rank: **7 of 20**

Nonemployer to employer establishment ratio: **1.78 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Newspaper, book, & directory publishers**

Nonemployer establishments: **Other information services**

Employees: **Software publishers**

Annual wages: **Software publishers**

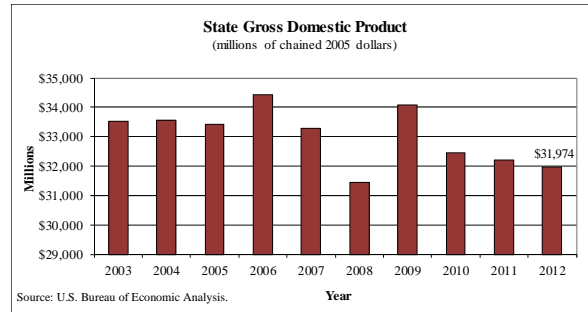
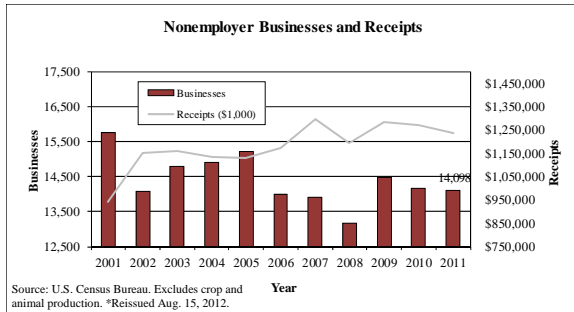
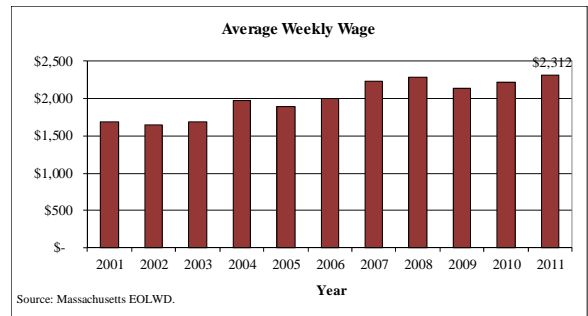
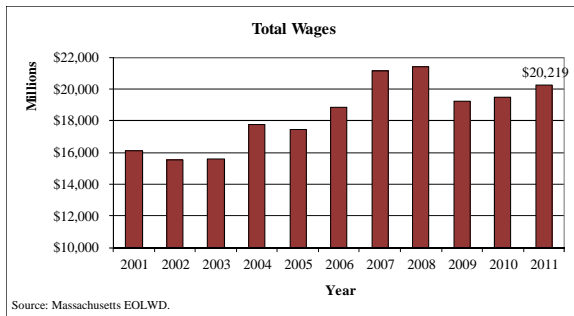
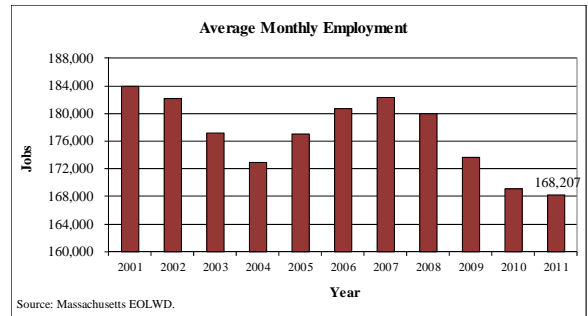
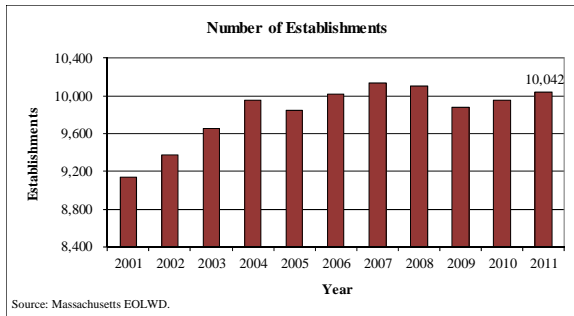
Average weekly wage: **Software publishers**

Annual receipts at nonemployer establishments: **Other information services**

Most valuable export: **Prepackaged software**

Large employers in Massachusetts: **Globe, Houghton Mifflin Harcourt, Pearson Education, Thompson Research, Super Media, WGBH.**

NAICS 52 - Finance and Insurance. The Finance and Insurance sector comprises establishments primarily engaged in financial transactions (transactions involving the creation, liquidation, or change in ownership of financial assets) and/or in facilitating financial transactions.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **9.04%**

GDP rank: **5 of 20**

Nonemployer to employer establishment ratio: **1.40 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Insurance agencies, brokerages & support**

Nonemployer establishments: **Agencies, brokerages, and other insurance related activities**

Employees: **Depository credit intermediation**

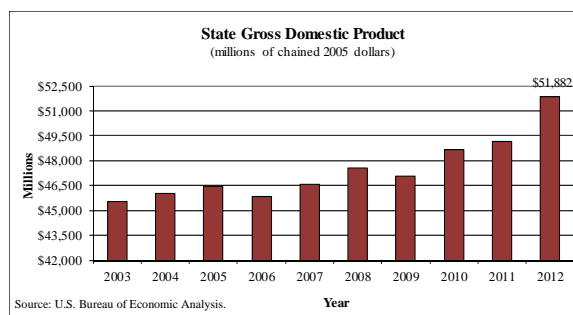
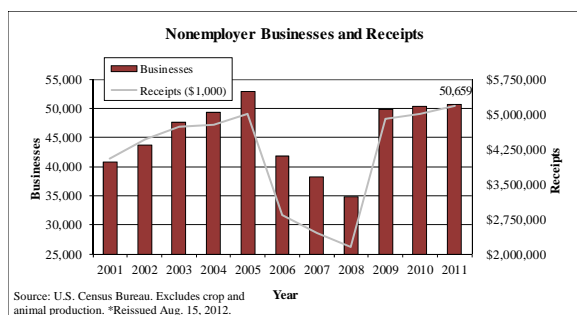
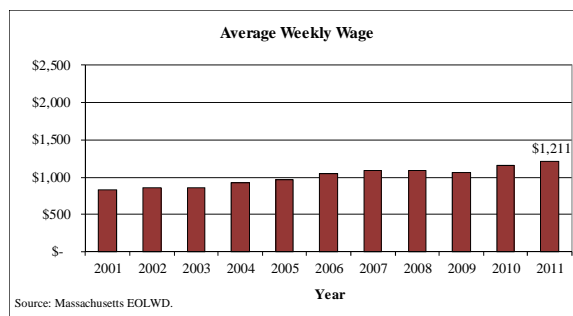
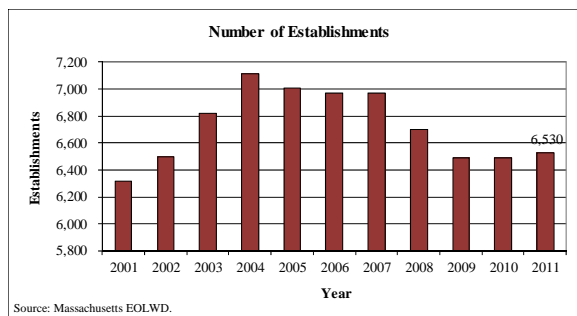
Annual wages: **Other financial investment activities**

Average weekly wage: **Other investment pools and funds**

Annual receipts at nonemployer establishments: **Other financial investment activities**

Large employers in Massachusetts: **John Hancock, Liberty Mutual.**

NAICS 53 - Real Estate and Rental and Leasing. The Real Estate and Rental and Leasing sector comprises establishments primarily engaged in renting, leasing, or otherwise allowing the use of tangible or intangible assets, and establishments providing related services. The major portion of this sector comprises establishments that rent, lease, or otherwise allow the use of their own assets by others. The assets may be tangible, as is the case of real estate and equipment, or intangible, as is the case with patents and trademarks.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **14.67%**

GDP rank: **1 of 20**

Nonemployer to employer establishment ratio: **7.76 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Offices of real estate agents & brokers**

Nonemployer establishments: **Offices of real estate agents and brokers**

Employees: **Activities related to real estate**

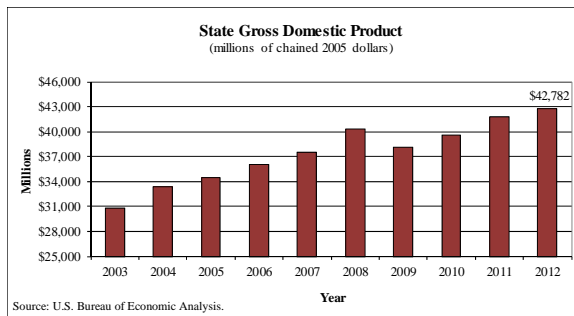
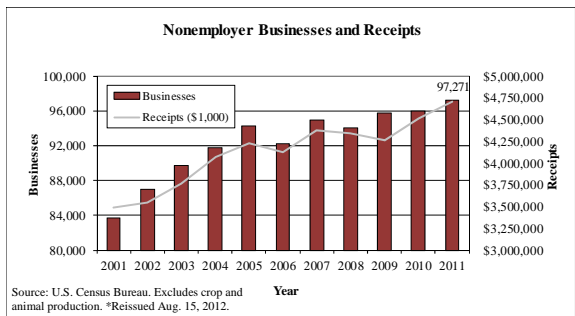
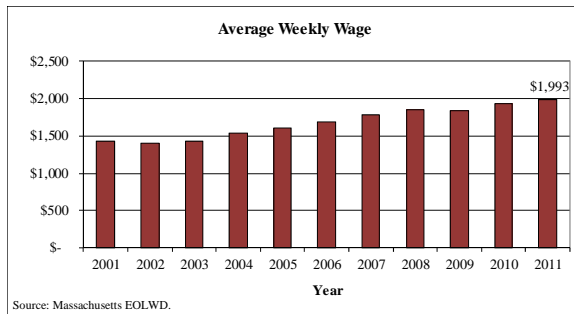
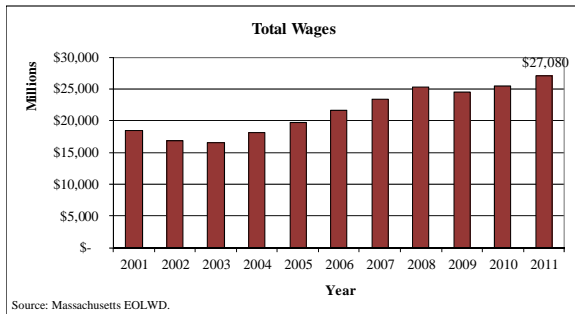
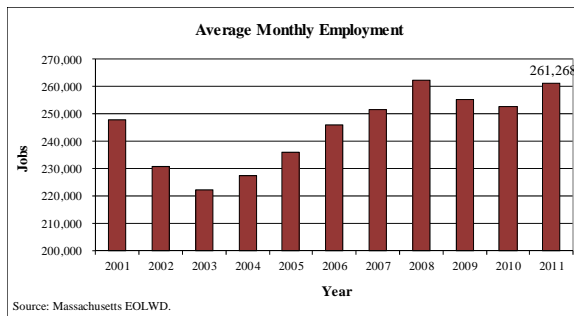
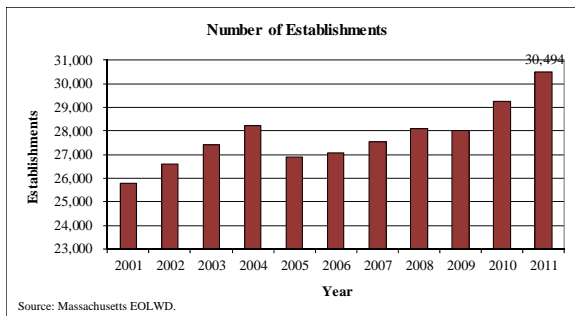
Annual wages: **Activities related to real estate**

Average weekly wage: **Lessors, nonfinancial intangible assets**

Annual receipts at nonemployer establishments: **Lessors of real estate**

Large employers in Massachusetts: **Boston Housing Authority, REIT Management and Research, Milton Medical Office Building**

NAICS 54 - Professional and Technical Services. The Professional and Technical Services sector comprises establishments that specialize in performing professional, scientific, and technical activities for others. These activities require a high degree of expertise and training. The establishments in this sector specialize according to expertise and provide these services to clients in a variety of industries - in some cases, to households. Activities performed include: legal advice and representation, accounting, bookkeeping, and payroll services, architectural, engineering, and specialized design services, computer services, consulting services, research services, advertising services, photographic services, translation and interpretation services, veterinary services, and other professional, scientific, and technical services.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **12.09%**

GDP rank: **3 of 20**

Nonemployer to employer establishment ratio: **3.19 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Computer systems design and related services**

Nonemployer establishments: **Other professional, scientific, and technical services**

Employees: **Computer systems design and related services**

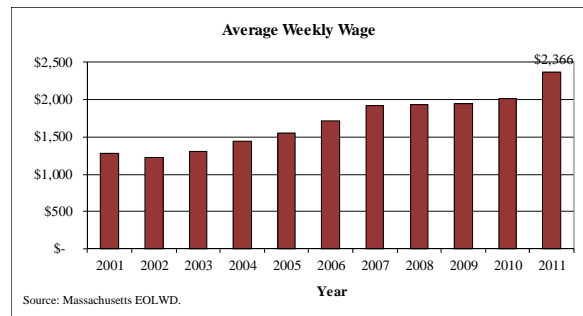
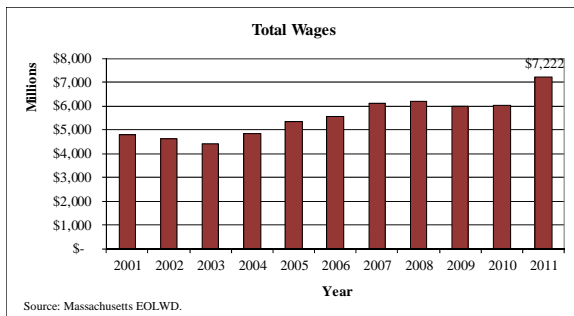
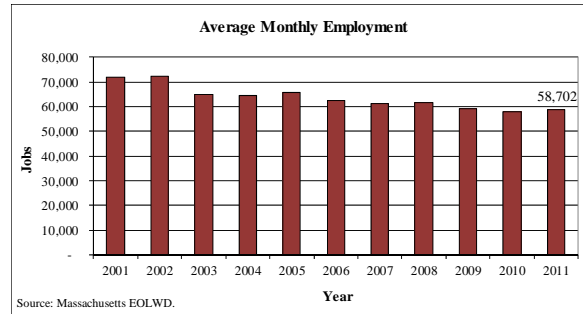
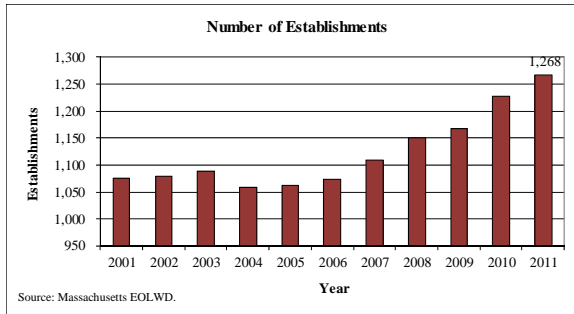
Annual wages: **Computer systems design and related services**

Average weekly wage: **Computer systems design and related services**

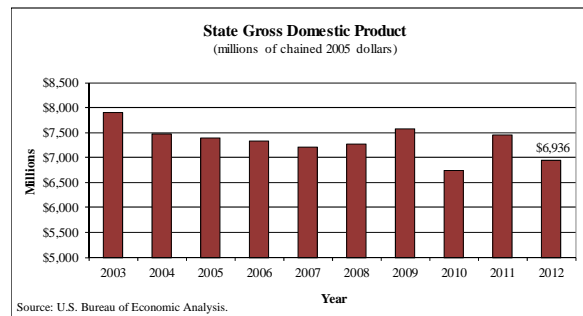
Annual receipts at nonemployer establishments: **Management, scientific, and technical consulting services**

Large employers in Massachusetts: **Research Lab Electronics at Massachusetts Institute of Technology, EMC Corp.**

NAICS 55 - Management of Companies and Enterprises. The Management of Companies and Enterprises sector comprises establishments that hold the securities of (or other equity interests in) companies and enterprises for the purpose of owning a controlling interest or influencing management decisions or establishments (except government establishments) that administer, oversee, and manage establishments of the company or enterprise and that normally undertake the strategic or organizational planning and decision making role of the company or enterprise. Establishments that administer, oversee, and manage may hold the securities of the company or enterprise.



State nonemployer and export data are not available for this sector.



Summary.

GDP contribution to state total: **1.96%**

GDP rank: **14 of 20**

Nonemployer to employer establishment ratio: **N/A**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll, and receipts.

Establishments with employees: Subsector detail N/A

Nonemployer establishments: N/A

Employees: Subsector detail N/A

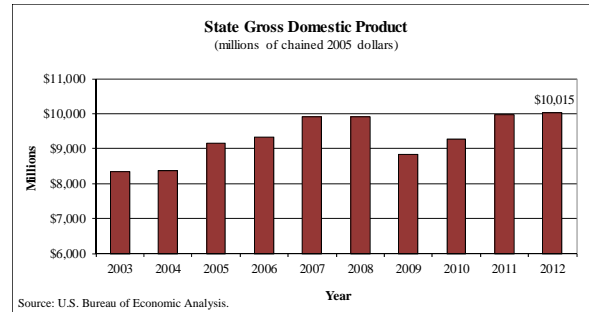
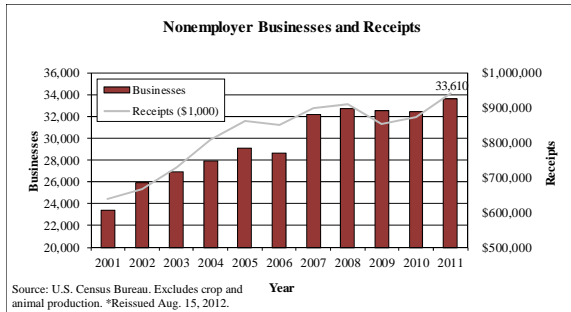
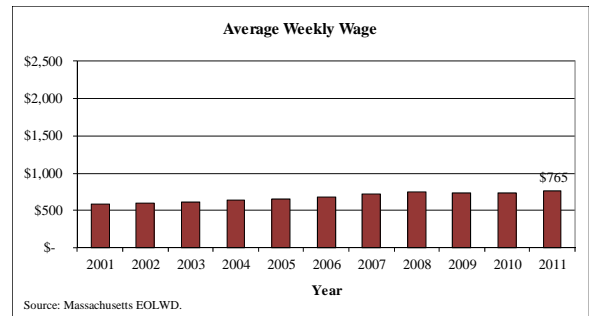
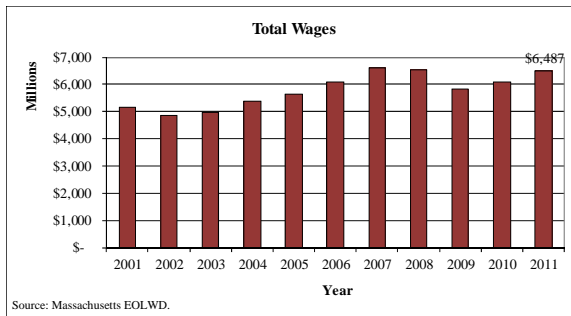
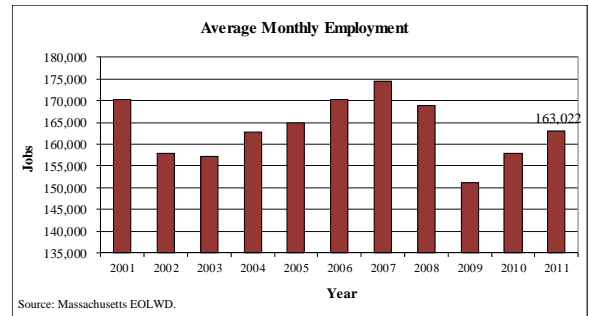
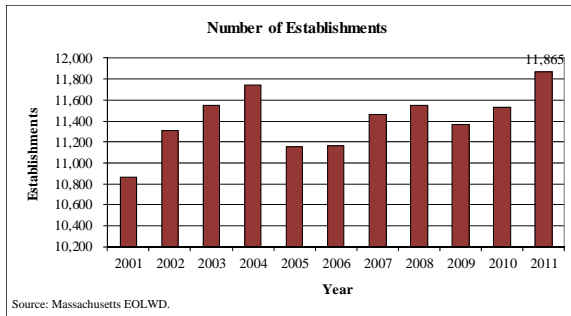
Annual wages: Subsector detail N/A

Average weekly wage: Subsector detail N/A

Annual receipts at nonemployer establishments: N/A

Large employers in Massachusetts: **State Street Corp. and Liberty International Holdings.**

NAICS 56 - Administrative and Waste Services. The Administrative and Waste Services sector comprises establishments performing routine support activities for the day-to-day operations of other organizations. The establishments in this sector specialize in one or more of these support activities and provide these services to clients in a variety of industries and in some cases, to households. Activities performed include: office administration, hiring and placing of personnel, document preparation and similar clerical services, solicitation, collection, security and surveillance services, cleaning, and waste disposal services.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **2.83%**

GDP rank: **12 of 20**

Nonemployer to employer establishment ratio: **2.83 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Services to buildings and dwellings**

Nonemployer establishments: **Services to buildings and dwellings**

Employees: **Employment services**

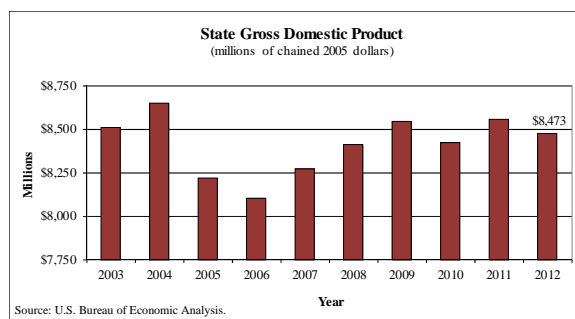
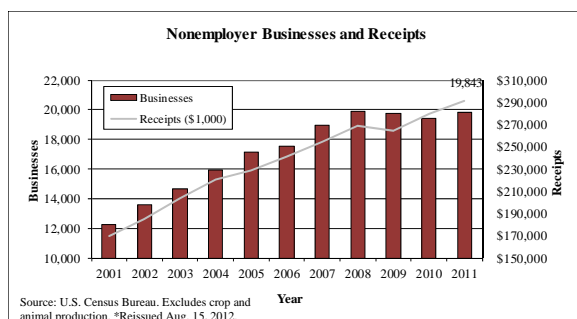
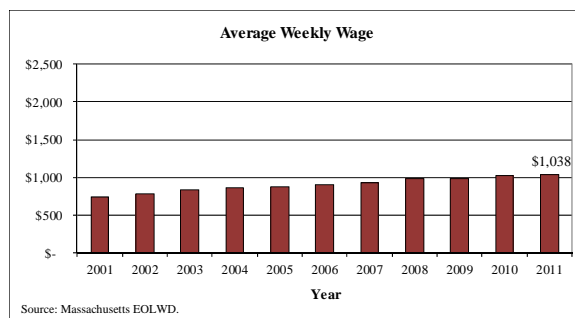
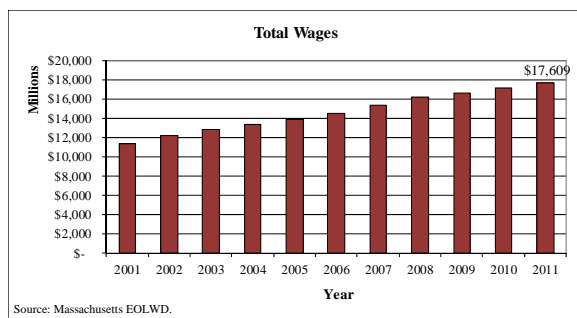
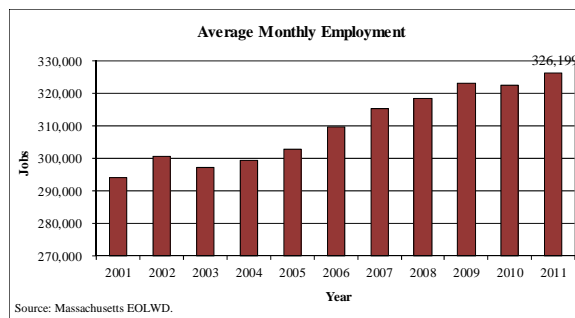
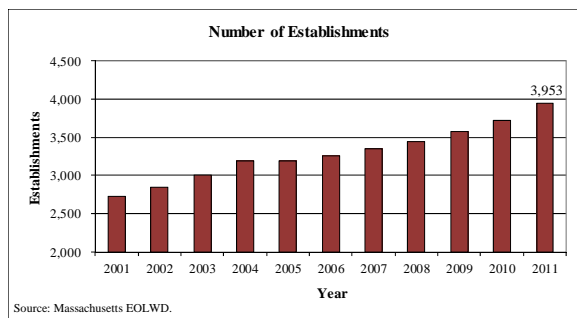
Annual wages: **Employment services**

Average weekly wage: **Office administrative services**

Annual receipts at nonemployer establishments: **Services to buildings and dwellings**

Large employers in Massachusetts: **Seacoast Lock and Safe Company, Nantucket Pest Control, Genesis Consolidated Services.**

NAICS 61 - Educational Services. The Educational Services sector comprises establishments that provide instruction and training in a wide variety of subjects. This instruction and training is provided by specialized establishments, such as schools, colleges, universities, and training centers. These establishments may be privately owned and operated for profit or not for profit, or they may be publicly owned and operated. They may also offer food and/or accommodation services to their students.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **2.40%**

GDP rank: **13 of 20**

Nonemployer to employer establishment ratio: **5.02 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Other schools and instruction**

Nonemployer establishments: Subsector detail N/A

Employees: **Elementary and secondary schools**

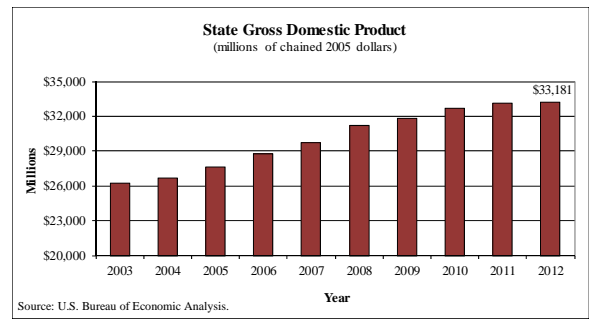
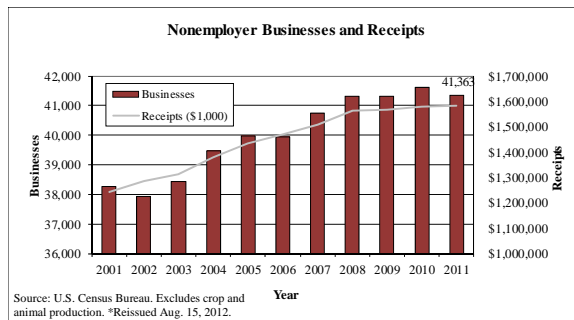
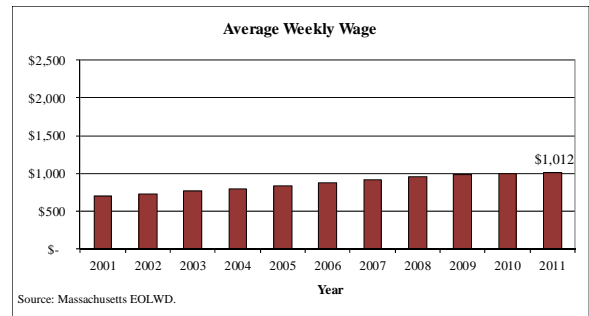
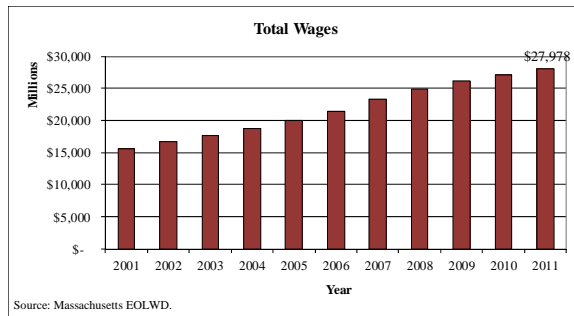
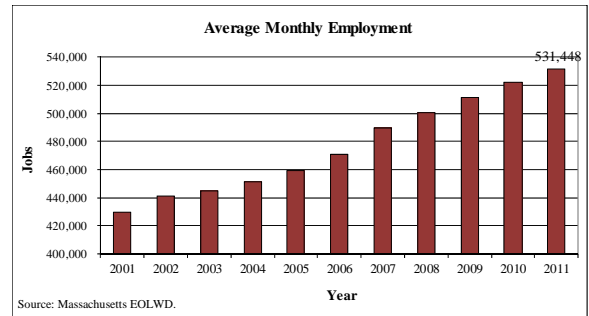
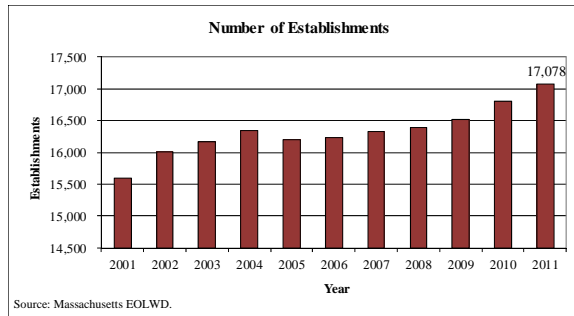
Annual wages: **Elementary and secondary schools**

Average weekly wage: **Colleges and universities**

Annual receipts at nonemployer establishments: Subsector detail N/A

Large employers in Massachusetts: **Harvard University, Boston University**

NAICS 62 - Health Care and Social Assistance. The Health Care and Social Assistance sector comprises establishments providing health care and social assistance for individuals. The sector includes both health care and social assistance because it is sometimes difficult to distinguish between the boundaries of these two activities.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **9.38%**

GDP rank: **4 of 20**

Nonemployer to employer establishment ratio: **2.42 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Offices of physicians**

Nonemployer establishments: **Offices of other health practitioners**

Employees: **General medical and surgical hospitals**

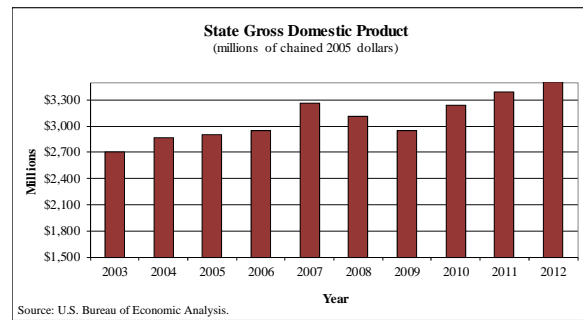
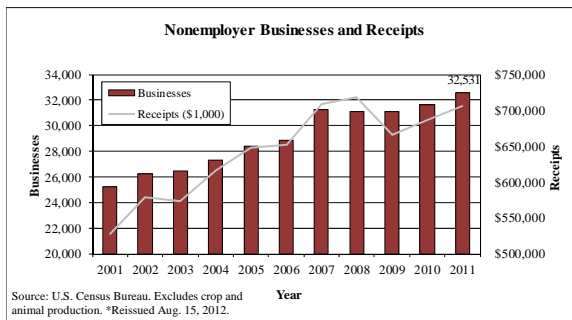
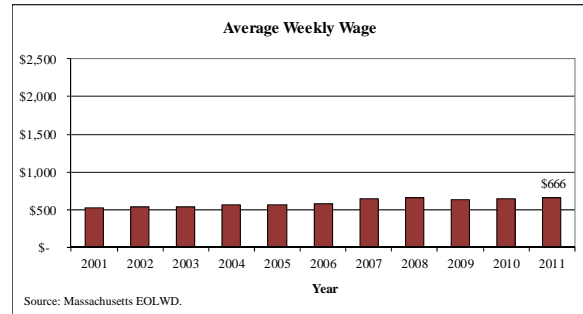
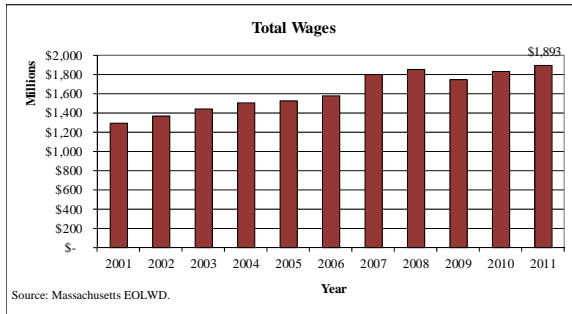
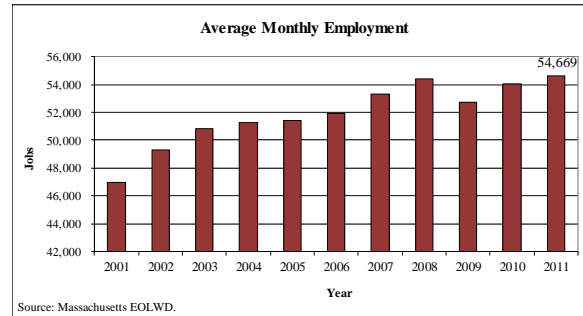
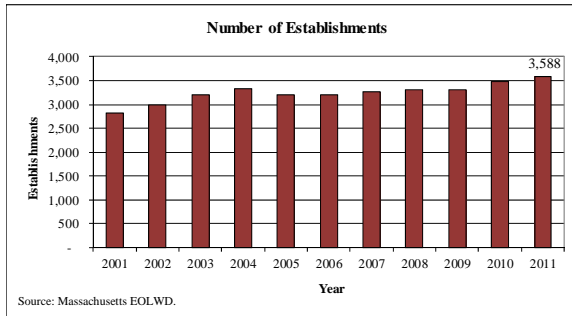
Annual wages: **General medical and surgical hospitals**

Average weekly wage: **Offices of physicians**

Annual receipts at nonemployer establishments: **Offices of other health practitioners**

Large employers in Massachusetts: **Massachusetts General Hospital and Brigham and Women's Hospital**

NAICS 71 - Arts, Entertainment, and Recreation. The Arts, Entertainment, and Recreation sector includes a wide range of establishments that: operate facilities or provide services to meet varied cultural, entertainment, and recreational interests of their patrons, are involved in producing, promoting, or participating in live performances, events, or exhibits intended for public viewing, preserve and exhibit objects and sites of historical, cultural, or educational interest and operate facilities or provide services that enable patrons to participate in recreational activities or pursue amusement, hobby, and leisure-time interests. See the Appendix page six for travel and tourism information.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **0.99%**

GDP rank: **18 of 20**

Nonemployer to employer establishment ratio: **9.07 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Other amusement & recreation industries**

Nonemployer establishments: **Independent artists, writers, and performers**

Employees: **Other amusement & recreation industries**

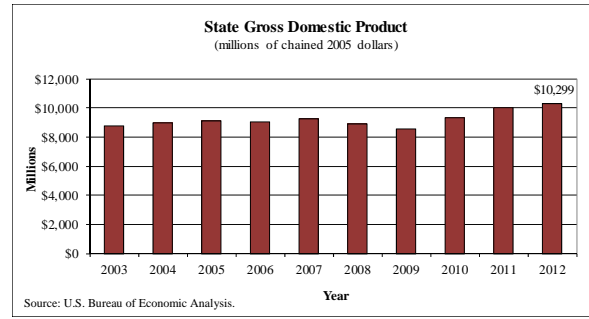
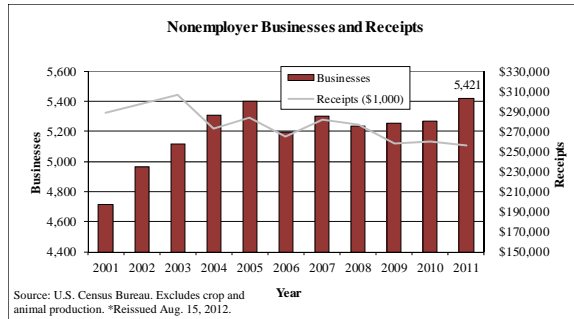
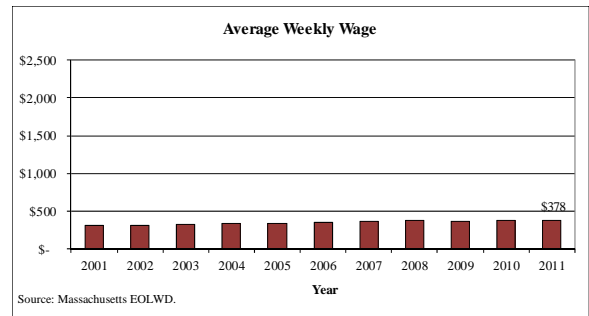
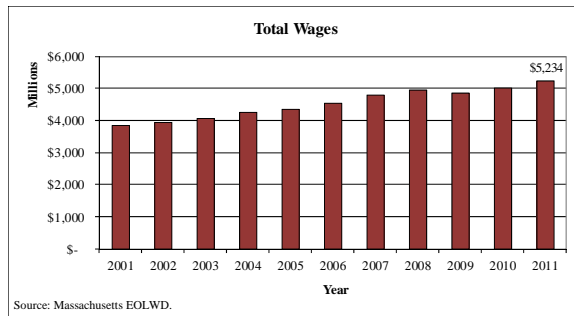
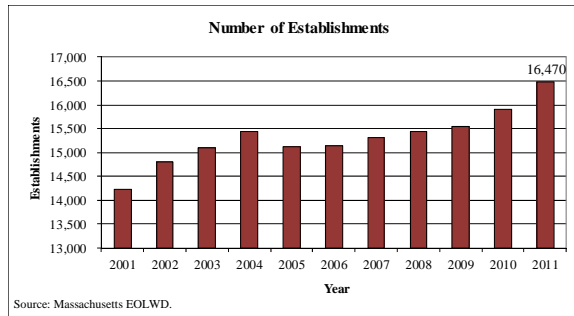
Annual wages: **Other amusement & recreation industries**

Average weekly wage: **Spectator sports**

Annual receipts at nonemployer establishments: **Independent artists, writers, and performers**

Large employers in Massachusetts: **Museum of Fine Arts, Suffolk Downs, Raynham Park, Peabody Essex Museum, Comcast Center**

NAICS 72 - Accommodation and Food Services. The Accommodation and Food Services sector comprises establishments providing customers with lodging and/or preparing meals, snacks, and beverages for immediate consumption. The sector includes both accommodation and food services establishments because the two activities are often combined at the same establishment.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **2.91%**

GDP rank: **10 of 20**

Nonemployer to employer establishment ratio: **0.33 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Limited-service eating places**

Nonemployer establishments: **Special food services**

Employees: **Full-service restaurants**

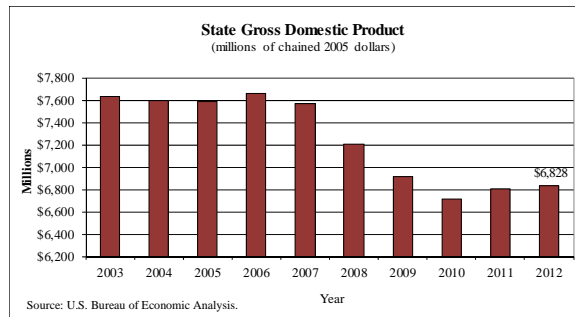
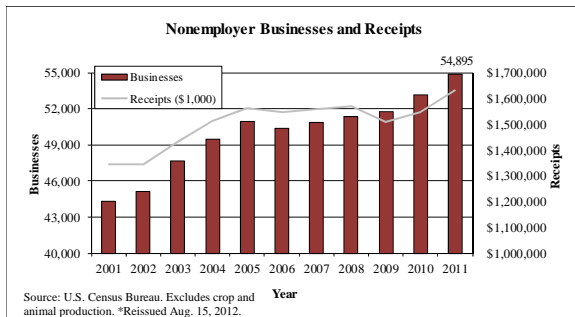
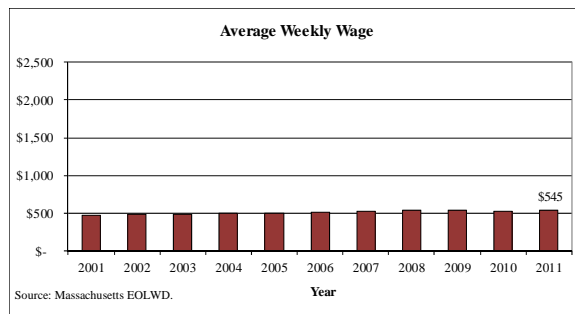
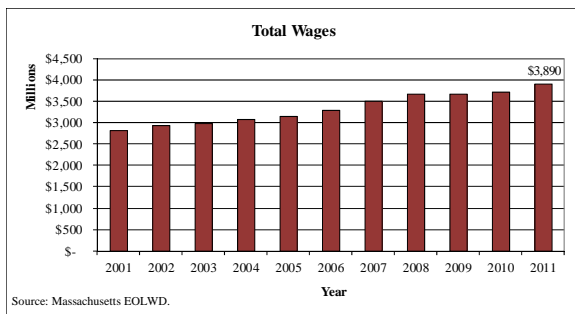
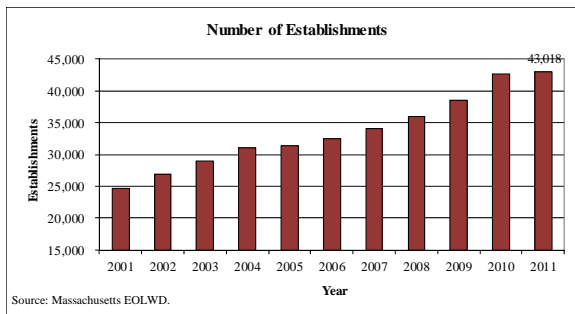
Annual wages: **Full-service restaurants**

Average weekly wage: **Traveler accommodation**

Annual receipts at nonemployer establishments: **Limited-service eating places**

Large employers in Massachusetts: **Wachusett Mountain, Hawthorne Motel, Westin Copley Place, Sheraton Boston.**

NAICS 81 - Other Services, Except Public Administration. The Other Services (except Public Administration) sector comprises establishments engaged in providing services not specifically provided for elsewhere in the classification system. Establishments in this sector are primarily engaged in activities such as equipment and machinery repairing, promoting or administering religious activities, grant making, advocacy, providing dry cleaning and laundry services, personal care services, death care services, pet care services, photofinishing services, temporary parking services, and dating services.



State export data are not available for this sector.

Summary.

GDP contribution to state total: **1.93%**

GDP rank: **15 of 20**

Nonemployer to employer establishment ratio: **1.28 to 1**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Private households**

Nonemployer establishments: **Other personal services**

Employees: **Private households**

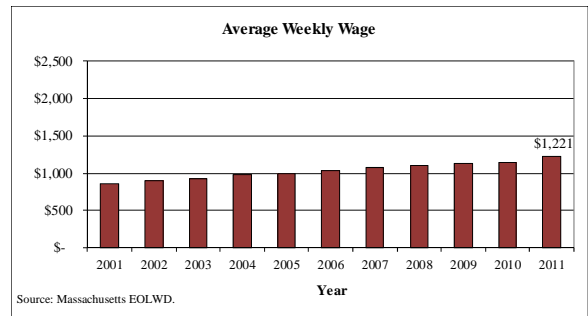
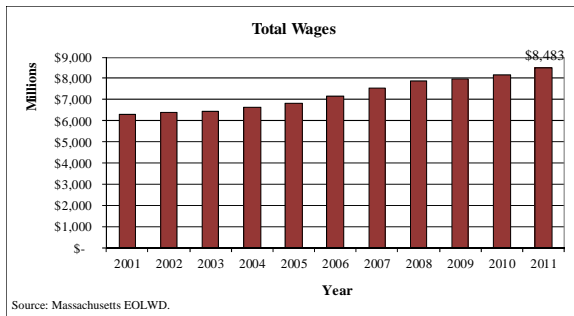
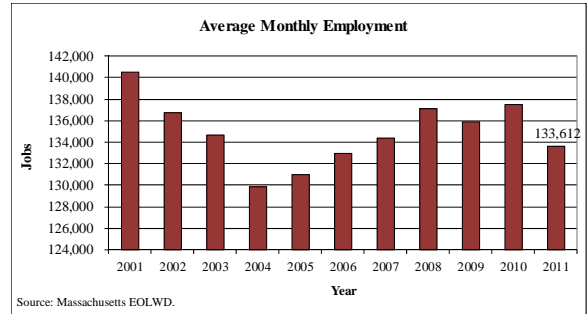
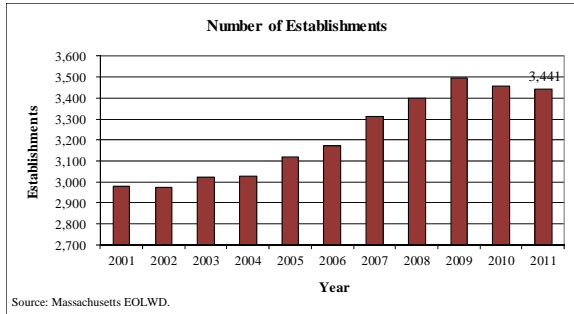
Annual wages: **Automotive repair and maintenance**

Average weekly wage: **Electronic equipment repair/maintenance**

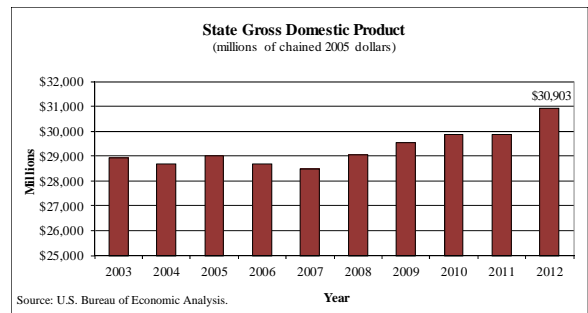
Annual receipts at nonemployer establishments: **Other personal services**

Large employers in Massachusetts: **MITRECorp, VNA Care Network, Christian Science Publishing.**

NAICS 92 - Public Administration. The Public Administration sector consists of establishments of federal, state, and local government agencies that administer, oversee, and manage public programs and have executive, legislative, or judicial authority over other institutions within a given area. These agencies also set policy, create laws, adjudicate civil and criminal legal cases and provide for public safety and national defense.



State nonemployer and export data are not available for this sector.



Summary.

GDP contribution to state total: **8.74%**

GDP rank: **6 of 20**

Nonemployer to employer establishment ratio: **N/A**

Sector leaders. Industry subsectors with the majority of establishments, employees, payroll and receipts.

Establishments with employees: **Executive, legislative, & general government**

Nonemployer establishments: **N/A**

Employees: **Justice, public order, and safety activities**

Annual wages: **Justice, public order, and safety activities**

Average weekly wage: **National security & international affairs**

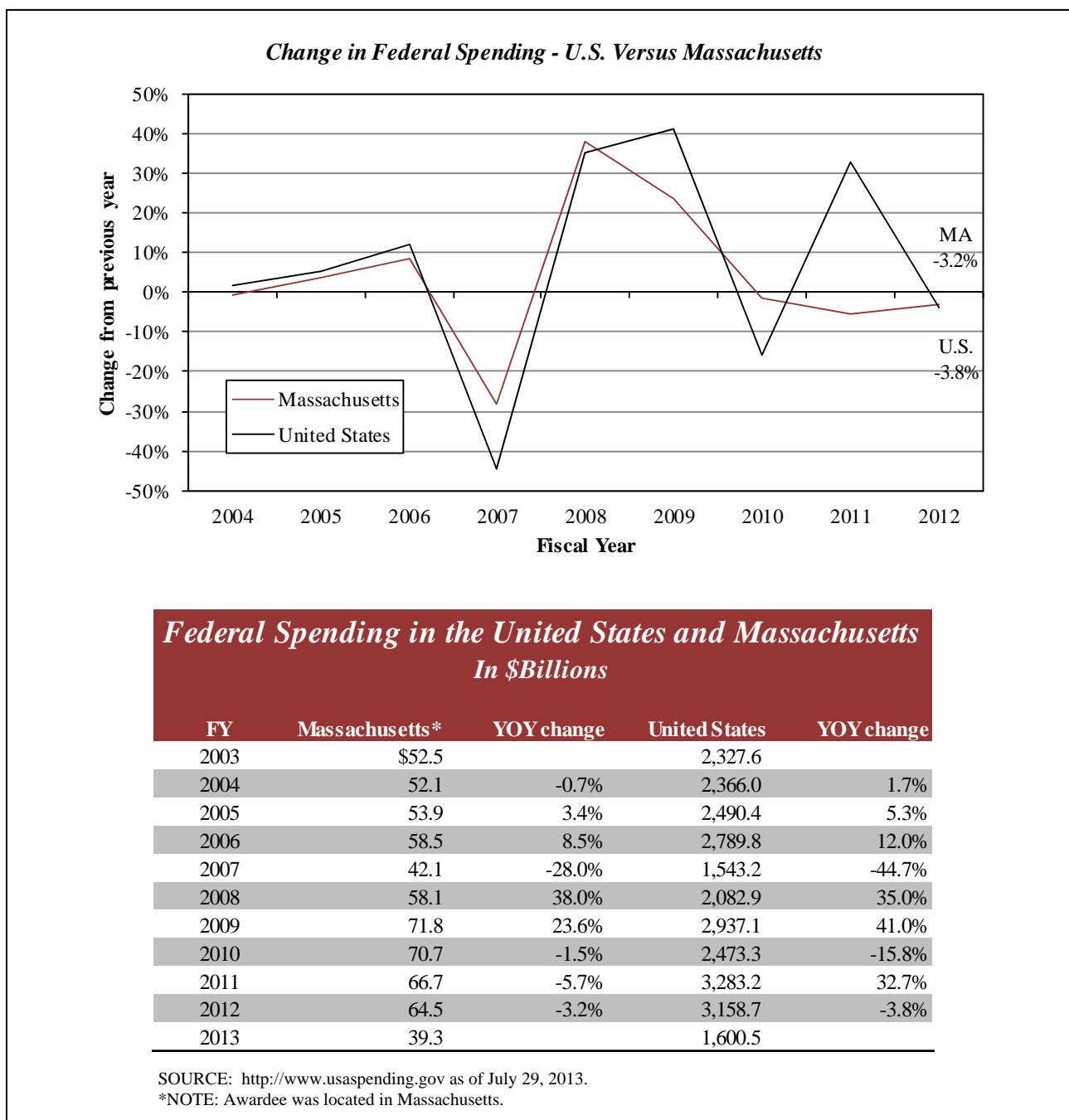
Annual receipts at nonemployer establishments: **N/A**

Large employers in Massachusetts: **Massachusetts Water Resource Authority, Massachusetts Department of Mental Retardation, Massachusetts Department of Transitional Assistance.**

ECONOMIC BASE AND PERFORMANCE—GOVERNMENT REVENUES AND SPENDING

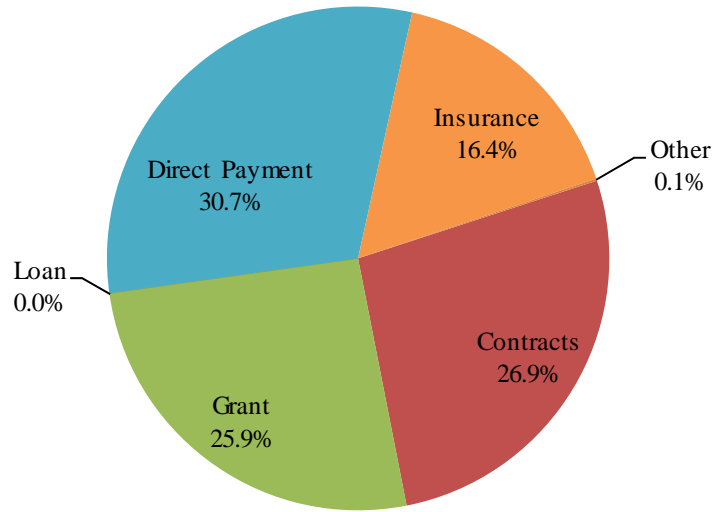
Federal Spending in Massachusetts. Massachusetts received approximately \$64.5 billion in contracts, grants, direct payments, insurance, loans and guarantees, and other spending from the federal government in federal FY2012, the last complete year of federal spending data. Since 2003, Massachusetts received an average of 2.3 percent of the federal government's prime award dollars. In FY 2012 it was 2.0 percent and \$9.1 billion less than its 2.3 percent average.

Note: Due to budget cuts, the U.S. Census Bureau has discontinued the CFFR data series, the previous source for these data. FY 2010 will be the last year reported. The Massachusetts SDC will replace this series with data from USASpending.gov, its source for federal contract data. Historical data from USASpending does not include spending by all federal agencies (81 percent of FY 2010 CFFR total spending) as some agencies were not required to report via that database. USASpending will eventually add all federal agencies to their spending database to meet the requirements of the federal Transparency Act.

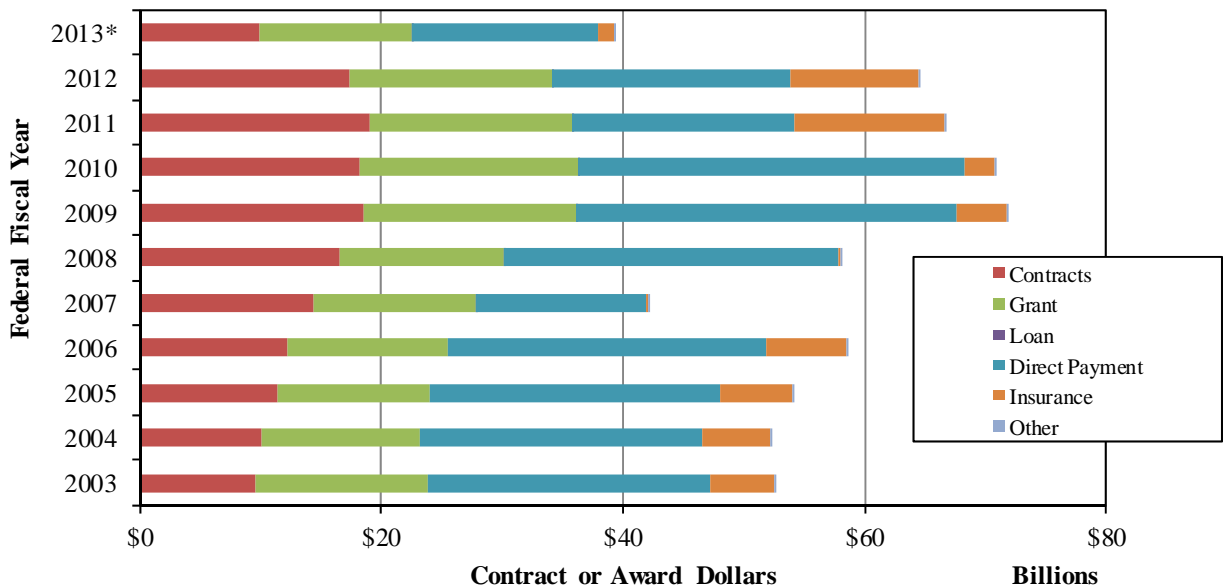


In federal fiscal year 2012, the majority of federal government spending in Massachusetts was for contracted goods and services. Over the past ten years, 2003-2012, the majority (47.1 percent) of federal spending in Massachusetts has been for direct payments such as Social Security, Unemployment Insurance, Housing Choice Vouchers and Federal Pell Grants. The graphs below describe the most recent complete fiscal year and the last ten years of federal spending in Massachusetts as reported by USASpending.gov.

Federal Spending in Massachusetts - Federal Fiscal Year 2012



Composition of Federal Spending Awards to Massachusetts Recipients



SOURCE: USASpending.gov as of July 29, 2013.
*Partial year.

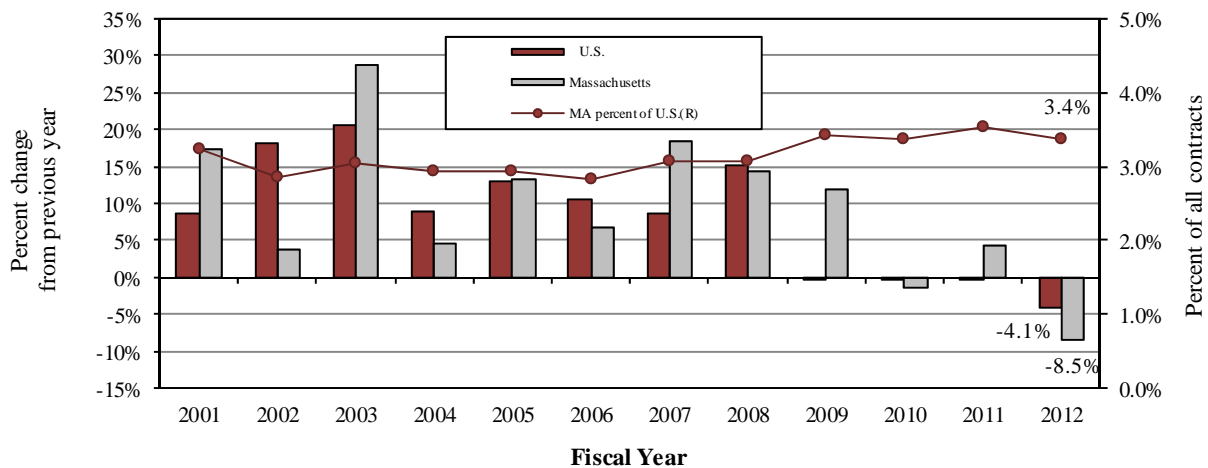
Federal Contracts. The total dollar value of all federal contracts received by Massachusetts contractors increased an average of 16.4 percent per year from 2000 to 2012, 2.8 percent faster than the 13.6 percent U.S. average. The following two pages compare Massachusetts federal contract dollars received and work primarily performed in Massachusetts to the U.S. total and summarize the fiscal year periods from 2000 to 2012 as of April 17, 2013.

Federal Contracts Received by Massachusetts Companies as a Percent all Federal Contracts

(millions of dollars)

Fiscal Year	Massachusetts	MA percent increase from previous year	MA portion of all	U.S.	U.S. percent increase from previous year
2000	\$6,173		3.0%	\$205,564	
2001	7,244	17.4%	3.2%	223,194	8.6%
2002	7,513	3.7%	2.9%	263,507	18.1%
2003	9,670	28.7%	3.0%	318,025	20.7%
2004	10,113	4.6%	2.9%	346,163	8.8%
2005	11,442	13.1%	2.9%	391,164	13.0%
2006	12,210	6.7%	2.8%	431,967	10.4%
2007	14,456	18.4%	3.1%	469,200	8.6%
2008	16,532	14.4%	3.1%	540,871	15.3%
2009	18,477	11.8%	3.4%	540,061	-0.1%
2010	18,192	-1.5%	3.4%	539,680	-0.1%
2011	18,973	4.3%	3.5%	539,107	-0.1%
2012	17,355	-8.5%	3.4%	517,018	-4.1%
2013*	9,895			253,263	
Total	178,244		3.2%	5,578,786	

Massachusetts Federal Contracts FY 2001-2012



SOURCE: <http://www.usaspending.gov>. Federal Fiscal Year Oct 1-Sept 30.

NOTE: Reported as of July 29, 2013.

*Partial year.

Summary of Federal Contracts Performed in Massachusetts

FY 2000 To 2013*

Total Dollars: \$153,256,272,970

Number of Transactions: 1,026,835

Top 5 Products or Services Sold

Gas Turbines & Jet Engines Aircraft	\$13,100,685,175
Precious Metals Primary Forms	\$6,302,890,558
Engineering (Advanced)	\$5,455,176,067
R&D-Electronics & Comm Eq-B Res	\$4,812,288,221
Misc Communication Eq	\$4,656,990,124

Top 5 Prime Award Major Agencies

Department Of Defense	\$123,138,849,831
Department Of Treasury	\$7,136,064,935
Department Of Veterans Affairs	\$4,080,693,516
Department Of Transportation	\$3,511,567,496
Department Of Health And Human Services	\$3,338,167,221

Top 5 Prime Award Sub Agencies

Department Of The Army	\$41,278,776,444
Department Of The Navy	\$38,820,500,453
Department Of The Air Force	\$29,531,917,156
United States Mint	\$6,342,718,322
Defense Logistics Agency	\$4,766,483,429

Top 5 Prime Award Contractors

Raytheon Company	\$36,456,543,089
General Dynamics Corporation	\$17,774,637,174
General Electric Company	\$16,986,797,087
Massachusetts Institute of Technology	\$9,474,855,524
Coins 'N Things Inc.	\$4,892,993,101

Top 5 Contract Sub-Awardees

BAE Systems Information and Electronic Systems Integration Inc.	\$67,769,329
BAE Systems Plc	\$56,627,438
Winchester Systems Inc.	\$55,547,262
Keyw Corporation	\$52,465,475
General Dynamics C4 Systems, Inc.	\$37,099,582

SOURCE: <http://www.usaspending.gov>, Federal Fiscal Year Oct 1-Sept 30.

Note: Reported as of July 29, 2013.

*Partial year.

Federal Contracts Performed in Massachusetts

Fiscal Year: 2013*

Total Dollars: \$8,868,213,331

This amount is 2.93% of all awarded dollars for the fiscal year.

Massachusetts is ranked 8th among states, D.C. and territories for this year.

Number of Transactions: 26,154

Top 5 Products or Services Sold

Precious Metals Primary Forms	\$1,820,784,240
Gas Turbines And Jet Engines, Aircraft, Prime Moving; And Components	\$823,512,839
Miscellaneous Communication Equipment	\$531,011,683
Support- Professional: Engineering/Technical	\$485,975,395
R&D- Defense System: Electronics/Communication Equipment (Basic Research)	\$458,889,299

Top 5 Prime Award Major Agencies

Department of Defense	\$5,786,367,215
Department of Treasury	\$1,829,198,300
Department of Transportation	\$272,304,374
Department of Veterans Affairs	\$268,633,956
Department of Health and Human Services	\$157,375,946

Top 5 Prime Award Sub Agencies

United States Mint	\$1,820,770,354
Department of the Navy	\$1,782,420,037
Department of the Air Force	\$1,620,886,655
Department of the Army	\$1,598,487,692
Missile Defense Agency (MDA)	\$472,973,376

Top 5 Prime Award Contractors

Raytheon Company	\$2,244,973,052
Coins 'N Things Inc.	\$1,356,883,532
General Electric Company	\$830,100,592
General Dynamics Corporation	\$720,038,917
Berkshire Hathaway Inc.	\$463,895,775

Top 5 Contract Sub-Awardees

Keyw Corporation	\$51,976,873
Cobham Electronic Systems Inc.	\$14,690,238
General Dynamics C4 Systems, Inc.	\$9,398,150
Rolls-Royce Naval Marine Inc	\$6,650,202
IPG Photonics Corporation	\$4,530,000

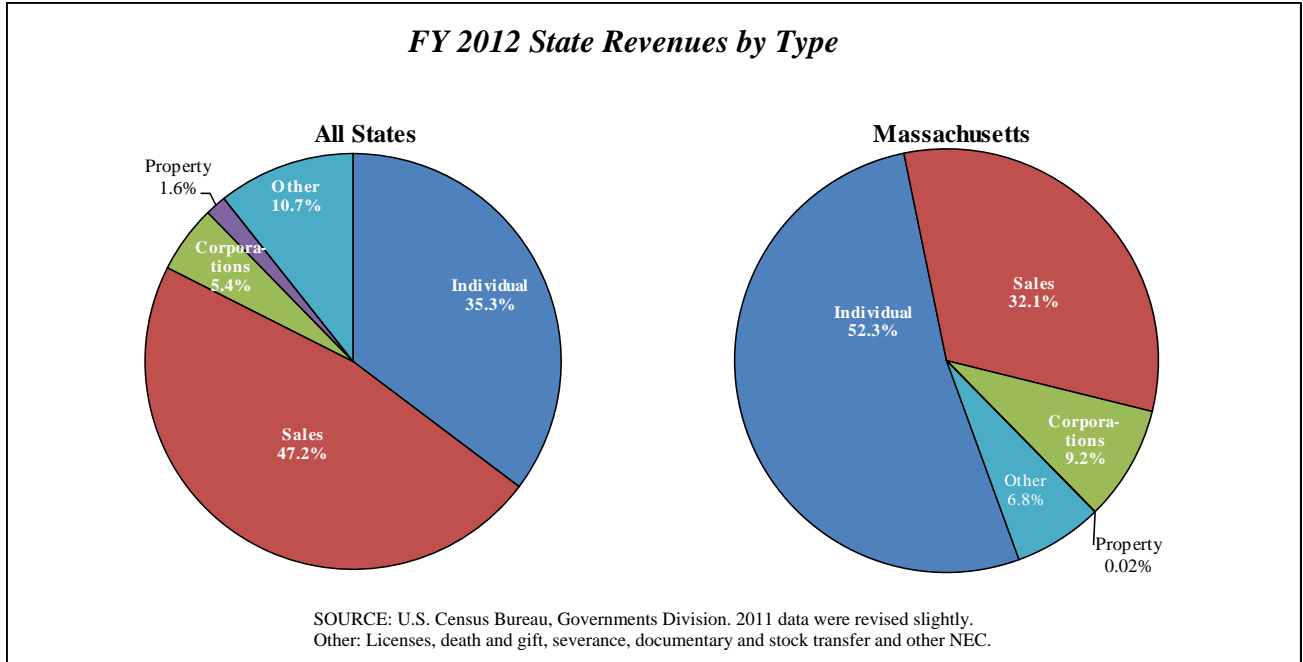
SOURCE: <http://www.usaspending.gov>, Federal Fiscal Year Oct 1-Sept 30.

NOTE: Reported as of July 29, 2013.

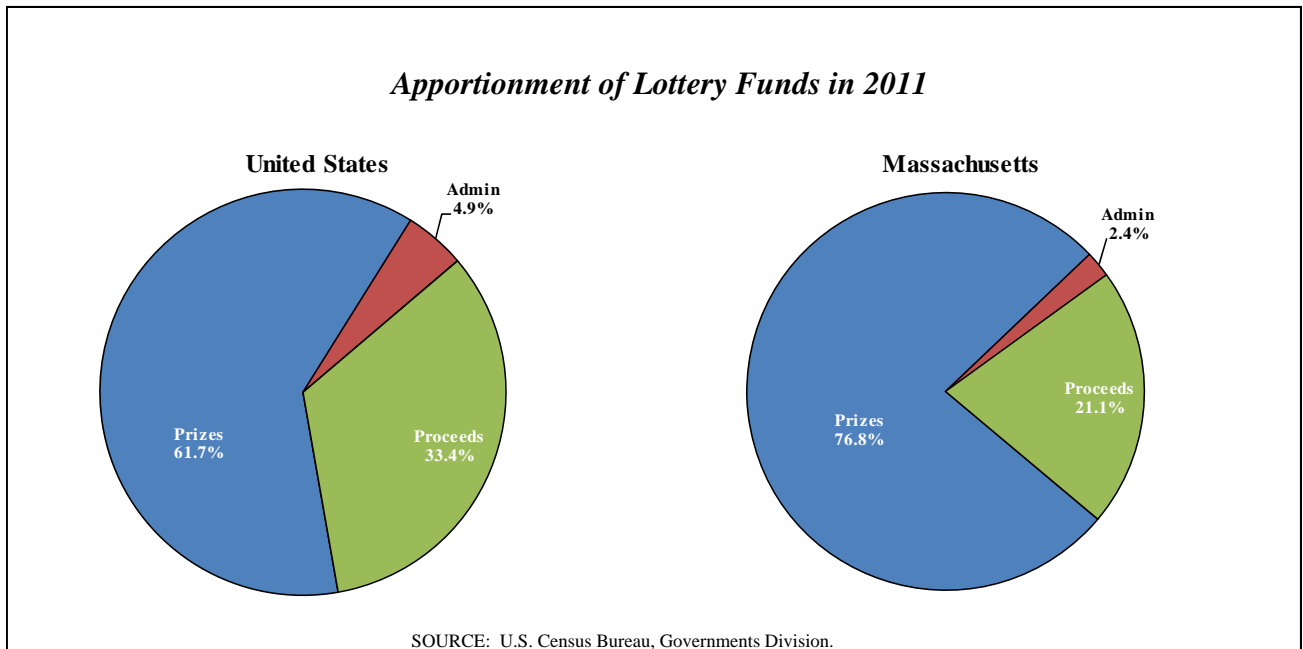
*Partial year.

State Revenues. Taxes collected by all states in FY 2012 totaled \$794.6 billion, 4.5 percent more than FY 2011. Massachusetts collected \$22.8 billion in FY 2012, 3.3 percent more than it did in FY 2011. Massachusetts' revenues grew more than any other New England state with the exception of Connecticut that collected 15% more. Massachusetts ranked 10th in total taxes collected in 2012, up from 11th in 2009-2011.

In fiscal year 2012, Massachusetts collected 52.3 percent of its revenue from individual income tax. Overall, states received 35.3 percent of all revenues from individual income taxes and seven states did not have the tax in 2012. In FY 2012, the state of Massachusetts collected 2.9 percent more individual income taxes than it did in FY 2011.



State Lottery Proceeds. Massachusetts ranked second in revenue, \$4.17 billion, and prize money awarded, \$3.2 billion, among the 42 states with lotteries in FY 2011.



State Expenditures. The following table and graph depict fiscal 2011 per capita state general expenditures by category for the six New England states and the U.S. average state expenditure. Massachusetts ranked 9th in the nation in per capita expenditures, \$7,954 in 2011, while it ranked 8th and spent \$7,901 in 2010. This represents a 0.7 percent increase in per capita expenditures from 2010 to 2011 with the largest per capita dollar increase in the Public Welfare function.

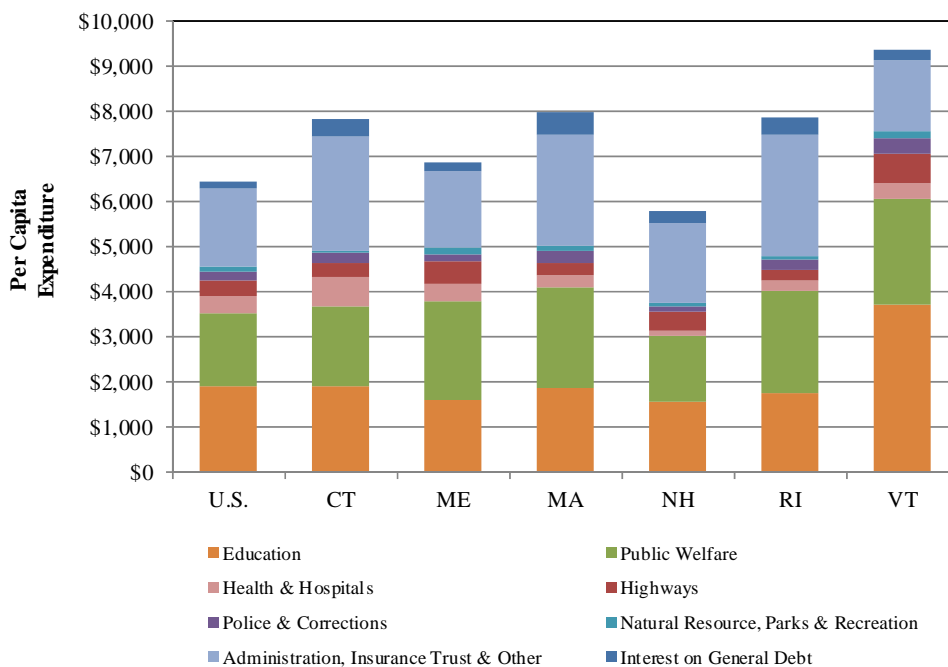
Massachusetts Per Capita State Government General Expenditures, by Type

General expenditures, by function	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Education	\$1,020	\$1,055	\$1,183	\$1,346	\$1,401	\$1,640	\$1,649	\$1,735	\$1,814	\$1,867
Public Welfare	\$932	\$824	\$1,647	\$1,719	\$1,843	\$1,877	\$1,952	\$2,030	\$2,103	\$2,227
Health & Hospitals	\$377	\$372	\$172	\$177	\$187	\$227	\$236	\$237	\$235	\$246
Highways	\$427	\$378	\$471	\$276	\$261	\$267	\$346	\$294	\$298	\$289
Police & Corrections	\$223	\$230	\$215	\$222	\$248	\$274	\$293	\$294	\$279	\$274
Natural Resource, Parks & Recreation	\$86	\$95	\$90	\$76	\$81	\$87	\$89	\$96	\$91	\$89
Administration, Insurance Trust & Other	\$1,630	\$1,755	\$1,815	\$1,660	\$1,690	\$1,890	\$1,901	\$2,126	\$2,558	\$2,488
Interest on General Debt	\$418	\$386	\$401	\$435	\$487	\$518	\$558	\$561	\$522	\$474
Total	\$5,115	\$5,095	\$5,994	\$5,911	\$6,198	\$6,779	\$7,023	\$7,373	\$7,901	\$7,954

Fiscal 2011 Per Capita State Government General Expenditures, by Type
(for the U.S. and the New England States)

General expenditures, by function	U.S.	CT	ME	MA	NH	RI	VT
Education	\$1,901	\$1,881	\$1,597	\$1,867	\$1,530	\$1,728	\$3,707
Public Welfare	\$1,594	\$1,774	\$2,187	\$2,227	\$1,476	\$2,287	\$2,335
Health & Hospitals	\$403	\$672	\$377	\$246	\$105	\$219	\$337
Highways	\$351	\$283	\$487	\$289	\$419	\$242	\$669
Police & Corrections	\$197	\$251	\$161	\$274	\$128	\$241	\$349
Natural Resource, Parks & Recreation	\$89	\$50	\$146	\$89	\$78	\$47	\$155
Administration, Insurance Trust & Other	\$1,742	\$2,509	\$1,707	\$2,488	\$1,762	\$2,701	\$1,590
Interest on General Debt	\$150	\$414	\$188	\$474	\$298	\$407	\$201
Total	\$6,427	\$7,833	\$6,849	\$7,954	\$5,796	\$7,872	\$9,342
State's rank of total per capita expenditures		11	22	9	36	10	4

Fiscal 2011 Per Capita State Government General Expenditures, by Type
U.S. and the New England States

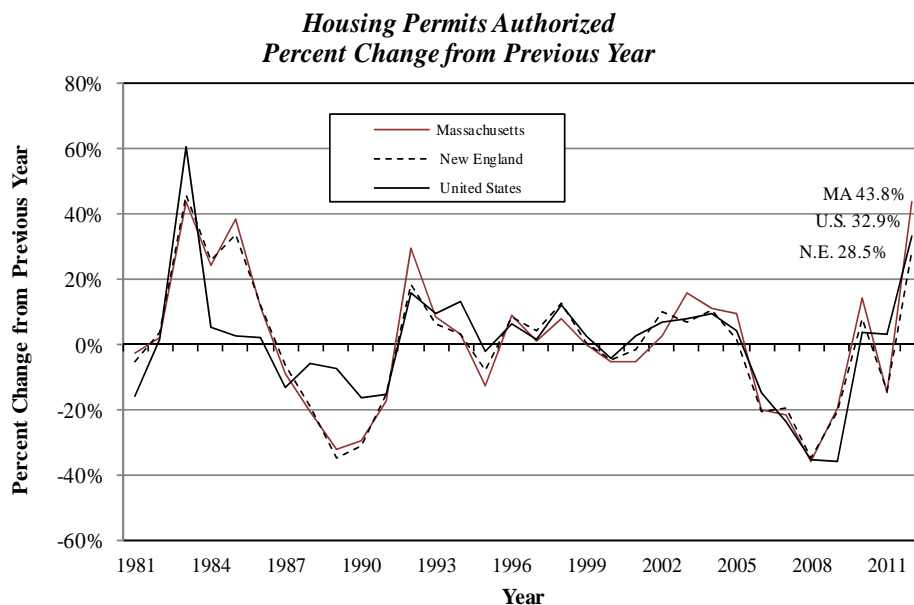


SOURCE: U.S. Census Bureau, Governments Division.

Supplementary Data Section. The following appendix contains more detailed data for industry sectors or subsectors.

Building Permits. The Census Bureau's Residential Construction Branch Building Permits Survey is a leading economic indicator used to track the housing industry.

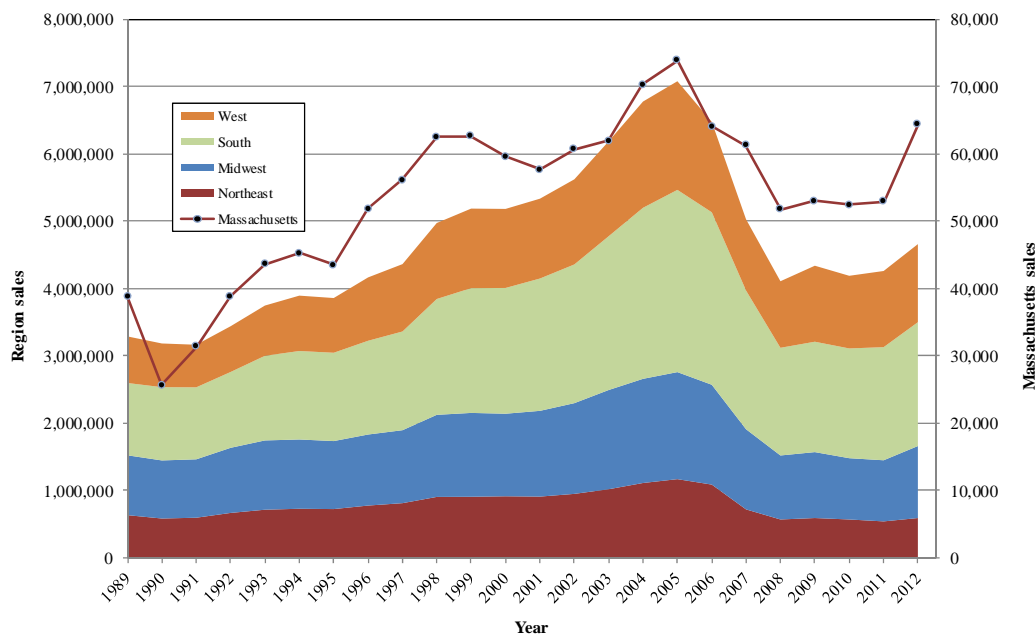
<i>Housing Permits Authorized</i>						
Year	Massachusetts		New England		United States	
	Total Units	Percent Change Previous Year	Total Units	Percent Change Previous Year	Total Units	Percent Change Previous Year
1970	38,330	14.2%	74,068	5.0%	1,354,746	1.8%
1971	52,116	36.0%	97,801	32.0%	1,913,601	41.3%
1976	19,190	8.4%	47,441	13.9%	1,286,942	37.7%
1985	39,360	38.2%	96,832	33.8%	1,732,335	2.5%
1990	15,276	-29.4%	36,811	-31.2%	1,125,583	-16.3%
1995	15,946	-12.9%	37,357	-7.7%	1,335,835	-2.3%
1996	17,360	8.9%	40,425	8.2%	1,419,083	6.2%
1997	17,554	1.1%	42,047	4.0%	1,442,251	1.6%
1998	18,958	8.0%	47,342	12.6%	1,619,500	12.3%
1999	18,967	0.0%	47,632	0.6%	1,663,533	2.7%
2000	18,000	-5.1%	45,335	-4.8%	1,592,267	-4.3%
2001	17,034	-5.4%	44,594	-1.6%	1,636,676	2.8%
2002	17,465	2.5%	49,031	9.9%	1,747,678	6.8%
2003	20,257	16.0%	52,395	6.9%	1,889,214	8.1%
2004	22,477	11.0%	57,858	10.4%	2,070,077	9.6%
2005	24,549	9.2%	58,742	1.5%	2,155,316	4.1%
2006	19,580	-20.2%	46,782	-20.4%	1,838,903	-14.7%
2007	15,358	-21.6%	37,532	-19.8%	1,398,415	-24.0%
2008	9,883	-35.6%	24,454	-34.8%	905,359	-35.3%
2009	7,941	-19.6%	19,463	-20.4%	582,963	-35.6%
2010	9,075	14.3%	20,964	7.7%	604,610	3.7%
2011	7,725	-14.9%	17,987	-14.2%	624,061	3.2%
2012	11,111	43.8%	23,109	28.5%	829,658	32.9%
June 2012 YTD	4,963		10,581		381,291	
June 2013 YTD	7,173	44.5%	14,141	33.6%	477,444	25.2%



SOURCES: United States Census Bureau. July 2013. Reported data plus data imputed for non-reporters & partial reporters.

Home Sales. Sales of existing single-family homes for Massachusetts and the U.S. are presented in the following table and graph. The state existing-home sales report includes single-family houses, condos and co-ops.

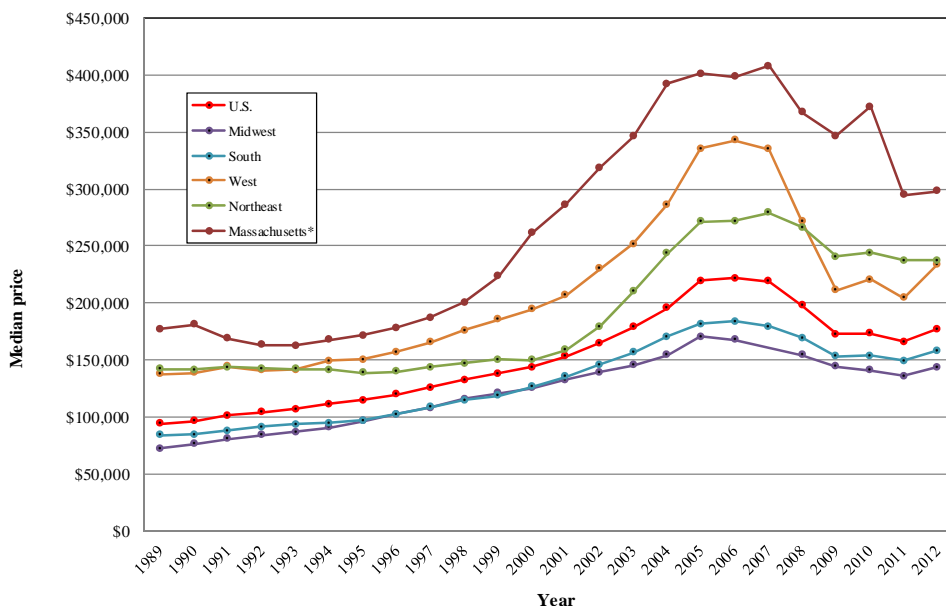
<i>Sales of Existing Homes United States, National Regions and Massachusetts</i>						
Year	U.S.	Northeast	Midwest	South	West	Massachusetts
1989	3,290,000	635,000	889,000	1,073,000	693,000	38,789
1990	3,184,000	583,000	864,000	1,088,000	649,000	25,691
1991	3,146,000	596,000	867,000	1,070,000	633,000	31,379
1992	3,431,000	667,000	967,000	1,127,000	680,000	38,847
1993	3,737,000	714,000	1,031,000	1,257,000	745,000	43,588
1994	3,884,000	728,000	1,031,000	1,313,000	822,000	45,238
1995	3,849,000	725,000	1,010,000	1,312,000	812,000	43,509
1996	4,167,000	776,000	1,056,000	1,393,000	942,000	51,857
1997	4,374,000	813,000	1,084,000	1,466,000	1,001,000	56,107
1998	4,965,000	905,000	1,219,000	1,722,000	1,129,000	62,549
1999	5,179,000	908,000	1,245,000	1,854,000	1,182,000	62,662
2000	5,173,000	915,000	1,226,000	1,867,000	1,175,000	59,602
2001	5,335,000	910,000	1,274,000	1,965,000	1,186,000	57,665
2002	5,634,000	950,000	1,347,000	2,062,000	1,265,000	60,661
2003	6,176,000	1,020,000	1,473,000	2,283,000	1,410,000	61,979
2004	6,778,000	1,111,000	1,549,000	2,540,000	1,578,000	70,342
2005	7,080,000	1,168,000	1,591,000	2,707,000	1,614,000	73,887
2006	6,477,000	1,087,000	1,484,000	2,562,000	1,344,000	64,126
2007	5,030,000	720,000	1,190,000	2,060,000	1,060,000	61,299
2008	4,110,000	570,000	950,000	1,600,000	990,000	51,766
2009	4,340,000	590,000	980,000	1,640,000	1,130,000	52,992
2010	4,190,000	570,000	910,000	1,630,000	1,080,000	52,413
2011	4,260,000	540,000	910,000	1,680,000	1,130,000	52,902
2012	4,660,000	590,000	1,070,000	1,840,000	1,160,000	64,357



SOURCES: National Association of Realtors. p=preliminary.

Home prices. Massachusetts sales prices are much higher than the national median but they are 27% less than the 2007 peak.

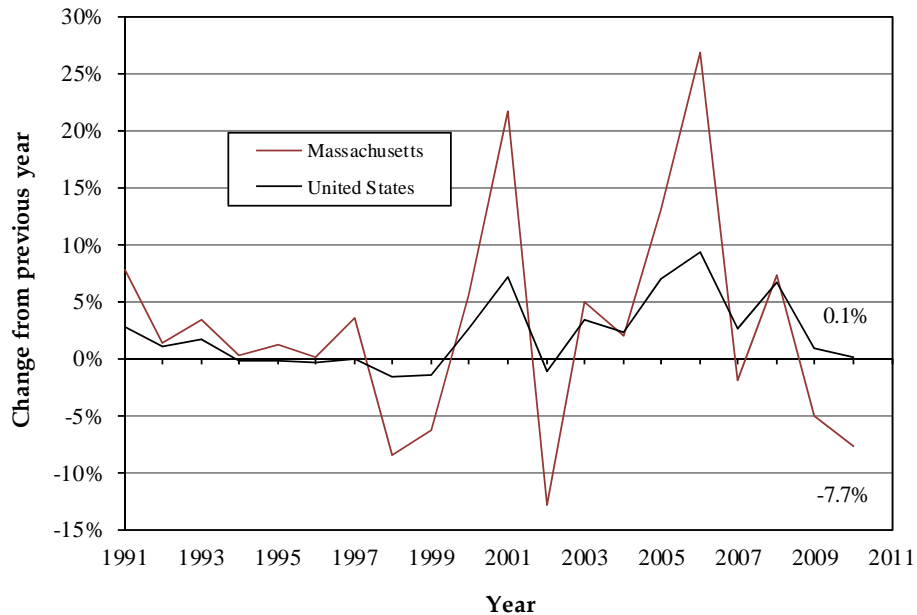
<i>Median Sales Price of Existing Homes United States, National Regions and Massachusetts</i>						
Year	U.S.	Northeast	Midwest	South	West	Massachusetts*
1989	\$94,000	\$142,100	\$72,600	\$84,300	\$137,600	\$177,001
1990	\$96,400	\$141,400	\$76,300	\$84,700	\$138,600	\$181,225
1991	\$101,400	\$143,600	\$80,500	\$88,100	\$144,500	\$168,895
1992	\$104,000	\$142,600	\$84,200	\$91,100	\$141,200	\$163,291
1993	\$107,200	\$142,100	\$87,000	\$93,700	\$141,800	\$162,854
1994	\$111,300	\$141,500	\$90,600	\$94,900	\$149,200	\$167,475
1995	\$114,600	\$138,500	\$96,100	\$96,900	\$150,600	\$171,702
1996	\$119,900	\$139,600	\$102,300	\$102,400	\$157,100	\$178,536
1997	\$126,100	\$143,600	\$108,200	\$108,400	\$165,700	\$187,213
1998	\$132,800	\$147,300	\$115,600	\$115,000	\$175,900	\$200,870
1999	\$138,000	\$150,500	\$121,000	\$118,900	\$185,400	\$223,593
2000	\$143,600	\$149,800	\$125,300	\$126,300	\$194,600	\$261,293
2001	\$153,100	\$158,700	\$132,500	\$135,500	\$207,000	\$286,277
2002	\$164,900	\$179,300	\$139,300	\$146,000	\$230,000	\$318,649
2003	\$178,800	\$210,000	\$145,600	\$156,700	\$251,800	\$346,210
2004	\$195,400	\$243,800	\$154,600	\$170,400	\$286,400	\$392,241
2005	\$219,600	\$271,300	\$170,600	\$181,700	\$335,300	\$401,548
2006	\$221,900	\$271,900	\$167,800	\$183,700	\$342,700	\$398,753
2007	\$219,000	\$279,100	#N/A	\$179,300	\$335,100	\$407,826
2008	\$198,100	\$266,400	\$154,100	\$169,200	\$271,500	\$367,182
2009	\$172,500	\$240,500	\$144,100	\$153,000	\$211,100	\$346,921
2010	\$173,100	\$243,900	\$140,800	\$153,700	\$220,700	\$372,439
2011	\$166,200	\$237,500	\$135,800	\$149,300	\$204,500	\$295,000
2012	\$177,200	\$237,200	\$143,700	\$158,400	\$234,300	\$298,000



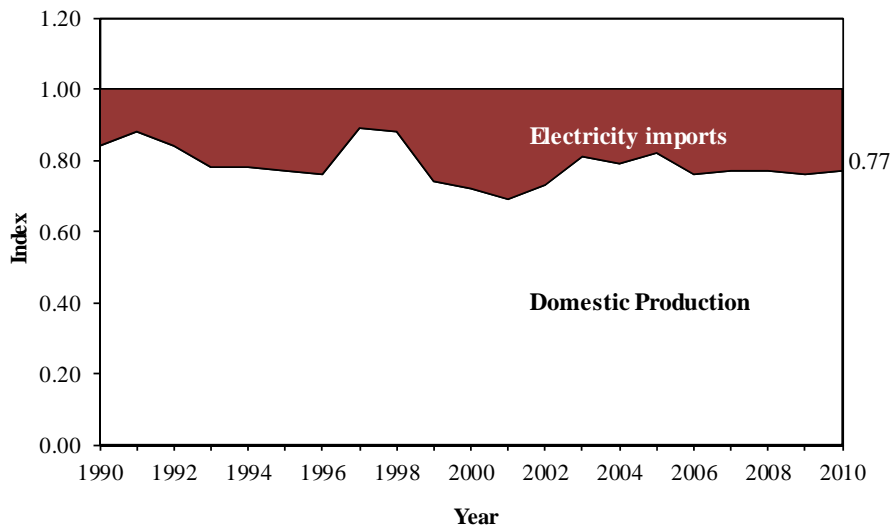
SOURCES: National Association of Realtors. *Note: Massachusetts 2011 and 2012 are for single family only. p= preliminary.

Electricity Prices, Supply and Capacity by Source. Massachusetts had the seventh highest electric rate in the country in 2010, 14.26 cents per kilowatt hour, while the U.S. average was 9.83. This was a decrease of 7.7 percent for Massachusetts and an increase of 0.1 percent for the U.S. from the previous year. Massachusetts electric utilities generated \$8.1 billion in revenue in 2010. This was 3.0 percent less than in 2009, while they sold 5.1 percent more electricity. Massachusetts' latest reported average combined electric rate, year-to-date May 2013, is virtually unchanged at 14.06 cents per kilowatt hour compared to 13.95 for the same period last year. The Massachusetts Net Electricity Trade Index, which represents the state's electricity self-sufficiency, was 0.77 in 2010. This means that Massachusetts imported 23 percent of its electricity supply, 14,030 million kilowatt hours, from out-of-state. In 2010, two-thirds of Massachusetts generating capacity was oil and natural gas based.

Change in Average Retail Price of Electricity, in Cents/kWh

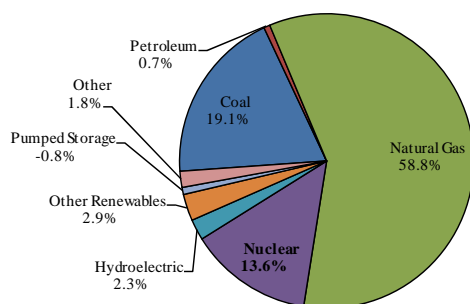


The Massachusetts Electricity Supply - Net Trade Index
(Massachusetts currently imports a quarter of its electricity)

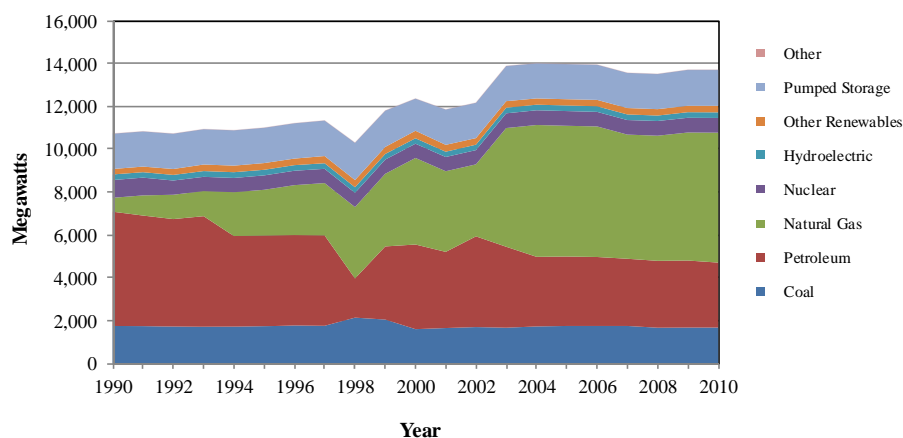


SOURCE: U.S. Dept. of Energy, <http://www.eia.doe.gov/>: state electricity profiles.

**Electric Power Generated in Massachusetts
by Primary Energy Source 2010**



Electric Power Net Summer Capacity by Primary Energy Source



SOURCE: U.S. Dept. of Energy, <http://www.eia.doe.gov/>: state electricity profiles.

Other Renewables includes wood, black liquor, other wood waste, municipal solid waste, landfill gas, sludge waste, agriculture byproducts, other biomass, geothermal, solar thermal, photovoltaic energy, and wind. **Other** includes batteries, chemicals, hydrogen, pitch, purchased steam, sulfur, tire-derived fuels and misc. technologies.

Travel and Tourism. The Massachusetts Office of Travel and Tourism (MOTT) reported a 24.7% percent decrease in museum and attraction attendance, 1.04 million visitors, through February 2013, compared to the same two months in 2012. For FY 2013 March 2013 year-to-date net room occupancy tax collections totaled \$117.3 million, a 7.0% increase from the same period in FY2012.

Transportation and Warehousing. Massachusetts' major air and seaports are managed by the Massachusetts Port Authority (Massport), an independent public authority. Based on total passenger volume in calendar year 2012 data, Logan Airport was the most active airport in New England, remaining the 19th most active in the U.S. according to the Federal Aviation Authority. Massport reported that as of June 2013 year-to-date, total airport flight operations were down 1.9 percent and total airport passengers were up 1.1 percent from the same period in 2012. According to the FAA, in calendar year 2012, Logan Airport ranked 30th in the nation in total air cargo volume. In 2012, Massport reported the airport handled 525 million pounds of cargo; a 0.8 percent decrease from 2011. Massport reported that as of June 2013 year-to-date, the combined cargo volume was up 0.3 percent and total express mail was up 1.4 percent from the same period in 2012. Please refer to the Aviation Activity charts on the following page.

At Massport's Port of Boston properties, total containerized cargo processed fell 4.0 percent in 2012 to 155,421 full TEUs compared to calendar year 2011. It processed 41,120 automobiles, 10.4 percent more, and 380,054 cruise passengers, 22.5 percent more, than in calendar year 2011.

The Army Corps of Engineers reported Massachusetts total waterborne cargo shipped or received in 2011 decreased by 32.0 percent to 15.4 million short tons from 2010. Waterborne cargo in New England decreased 14.5 percent while the U.S. increased 1.4 percent. Please refer to the Waterborne Tonnage by State charts on the following page.

Aviation Activity for Massachusetts' Primary Airports

Passenger Boardings	2004	2005	2006	2007	2008	2009	2010	2011	2012
Logan International	12,758,020	13,214,923	13,544,552	13,783,297	12,820,489	12,566,797	13,561,814	14,180,730	14,293,675
Nantucket Memorial	243,313	252,757	276,866	282,197	258,214	204,981	201,390	169,352	178,918
Barnstable Municipal	167,522	177,761	206,980	204,152	191,906	138,858	124,560	100,596	95,693
Marthas Vineyard	49,480	48,977	45,881	49,205	45,002	42,248	43,904	49,095	50,464
New Bedford Regional	19,686	17,960	15,211	14,567	13,908	11,680	12,363	11,152	12,254
Provincetown Municipal	11,424	10,236	11,375	12,459	11,468	10,747	11,450	10,967	11,577
Worcester Regional	1,274	2,036	14,823	460	3,182	17,241	35,833	53,541	10,746
Hanscom Field	17,049	13,887	14,560	16,568	8,385	7,350	7,952	10,893	9,963
Total	13,267,768	13,738,537	14,130,248	14,362,905	13,352,554	12,999,902	13,806,666	14,586,326	14,663,290

Cargo - Gross Landed Weight	2004	2005	2006	2007	2008	2009	2010	2011	2012
Logan International	1,172,103,700	1,148,881,400	1,100,485,850	1,059,947,900	984,258,400	835,954,035	817,235,460	819,986,332	780,913,850

Change in Aviation Activity at Massachusetts' Primary Airports

Passenger Boardings	2003-2004	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011	2011-2012
Logan International	-10.7%	3.6%	2.5%	1.8%	-7.0%	-2.0%	7.9%	4.6%	0.8%
Nantucket Memorial	36.0%	3.9%	9.5%	1.9%	-8.5%	-20.6%	-1.8%	-15.9%	5.6%
Barnstable Municipal	75.1%	6.1%	16.4%	-1.4%	-6.0%	-27.6%	-10.3%	-19.2%	-4.9%
Marthas Vineyard	-1.9%	-1.0%	-6.3%	7.2%	-8.5%	-6.1%	3.9%	11.8%	2.8%
New Bedford Regional	60.6%	-8.8%	-15.3%	-4.2%	-4.5%	-16.0%	5.8%	-9.8%	9.9%
Provincetown Municipal	-1.3%	-10.4%	11.1%	9.5%	-8.0%	-6.3%	6.5%	-4.2%	5.6%
Worcester Regional	-88.1%	59.8%	628.0%	-96.9%	591.7%	441.8%	107.8%	49.4%	-79.9%
Hanscom Field	71.1%	-18.5%	4.8%	13.8%	-49.4%	-12.3%	8.2%	37.0%	-8.5%
Total	-9.5%	3.5%	2.9%	1.6%	-7.0%	-2.6%	6.2%	5.6%	0.5%

Cargo	2003-2004	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011	2011-2012
Logan International	50.1%	-2.0%	-4.2%	-3.7%	-7.1%	-15.1%	-2.2%	0.3%	-4.8%

SOURCE: Federal Aviation Administration July 8, 2013.

http://www.faa.gov/airports_airtraffic/airports/planning_capacity/passenger_allcargo_stats/

Waterborne Tonnage by State (In Units of 1,000 Tons)

State	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
U.S. total	2,340,292	2,394,199	2,551,939	2,527,622	2,588,440	2,563,972	2,477,094	2,210,752	2,334,399	2,367,484
Massachusetts	26,117	30,655	31,787	28,812	27,411	28,043	25,993	25,018	22,661	15,411
Maine	29,140	31,698	32,447	32,353	28,103	26,839	24,747	22,996	20,907	20,646
Connecticut	17,610	18,579	20,075	19,617	19,340	20,148	18,196	16,767	16,229	12,977
Rhode Island	8,437	9,417	9,764	10,972	11,016	11,184	10,517	8,404	8,315	8,378
New Hampshire	4,108	4,971	4,795	5,254	4,823	4,026	3,833	3,583	2,964	3,347
Vermont	-	-	-	-	-	-	-	-	-	-
New England	85,412	95,320	98,868	97,008	90,693	90,240	83,286	76,768	71,076	60,759

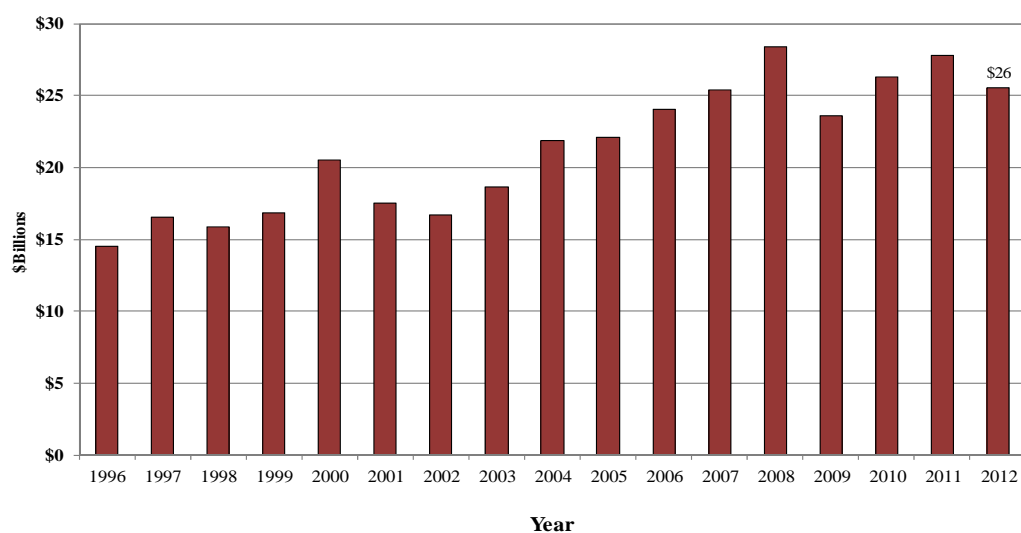
Waterborne Tonnage by State - Percent Change from Previous Year

State	2001-2002	2002-2003	2003-2004	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011
U.S. total	-1.9%	2.3%	6.6%	-1.0%	2.4%	-0.9%	-3.4%	-10.8%	5.6%	1.4%
Massachusetts	-1.2%	17.4%	3.7%	-9.4%	-4.9%	2.3%	-7.3%	-3.8%	-9.4%	-32.0%
Maine	-4.7%	8.8%	2.4%	-0.3%	-13.1%	-4.5%	-7.8%	-7.1%	-9.1%	-1.2%
Connecticut	-3.6%	5.5%	8.1%	-2.3%	-1.4%	4.2%	-9.7%	-7.9%	-3.2%	-20.0%
Rhode Island	-8.0%	11.6%	3.7%	12.4%	0.4%	1.5%	-6.0%	-20.1%	-1.1%	0.8%
New Hampshire	-7.6%	21.0%	-3.5%	9.6%	-8.2%	-16.5%	-4.8%	-6.5%	-17.3%	12.9%
Vermont	-	-	-	-	-	-	-	-	-	-
New England	-3.9%	11.6%	3.7%	-1.9%	-6.5%	-0.5%	-7.7%	-7.8%	-7.4%	-14.5%

SOURCE: Army Corps of Engineers, Waterborne Commerce Statistics Center (WCSC) April 2013.

<http://www.ndc.iwr.usace.army.mil/wcsc/wcsc.htm>

Massachusetts's Annual Exports



Source: <http://www.wisertrade.org>, data from U.S. Census Bureau Foreign, Trade Division.

Massachusetts Top Export Partners

(top ten export destinations ranked by value of 2012 exports, in millions)

Country	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Canada	\$2,646	\$2,917	\$2,927	\$3,166	\$3,480	\$3,907	\$3,086	\$3,242	\$3,797	\$3,404
United Kingdom	\$1,430	\$1,508	\$1,628	\$1,972	\$2,306	\$3,504	\$4,049	\$3,213	\$3,225	\$2,588
Japan	\$1,635	\$1,814	\$1,893	\$2,287	\$2,166	\$2,427	\$1,717	\$2,045	\$2,034	\$1,993
China	\$572	\$894	\$884	\$1,291	\$1,375	\$1,563	\$1,372	\$2,194	\$2,084	\$1,882
Germany	\$1,599	\$2,516	\$2,151	\$2,515	\$2,370	\$2,489	\$1,750	\$1,872	\$2,051	\$1,802
Mexico	\$702	\$755	\$782	\$824	\$996	\$1,163	\$902	\$1,272	\$1,434	\$1,608
Netherlands	\$1,759	\$2,505	\$3,000	\$2,696	\$2,215	\$2,675	\$1,982	\$1,695	\$1,104	\$1,079
Korea, Republic Of	\$558	\$650	\$803	\$875	\$821	\$666	\$624	\$893	\$1,026	\$1,027
Taiwan	\$528	\$951	\$798	\$749	\$1,018	\$709	\$619	\$906	\$956	\$918
Belgium	\$265	\$335	\$336	\$290	\$330	\$331	\$316	\$465	\$621	\$715
Total Exports, Top Destinations	\$11,695	\$14,846	\$15,200	\$16,667	\$17,077	\$19,434	\$16,416	\$17,797	\$18,333	\$17,015
All other countries	\$6,957	\$7,054	\$6,852	\$7,390	\$8,274	\$8,935	\$7,177	\$8,507	\$9,428	\$8,534
Total Exports	\$18,652	\$21,899	\$22,052	\$24,057	\$25,351	\$28,369	\$23,593	\$26,304	\$27,761	\$25,549
Change from Prior Year	6.6%	17.4%	0.7%	9.1%	5.4%	11.9%	-16.8%	11.5%	5.5%	-8.0%

Value of International Shipments from Massachusetts

(top ten industry groups ranked by value of latest exports, in millions)

Major Industry Group/3-Digit NAICS	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Computer And Electronic Products	\$7,688	\$7,519	\$7,012	\$7,513	\$7,711	\$7,821	\$6,600	\$7,488	\$7,685	\$7,310
Machinery, Except Electrical	\$1,672	\$2,447	\$2,311	\$2,739	\$2,881	\$2,615	\$2,008	\$3,462	\$3,628	\$3,386
Chemicals	\$3,216	\$4,910	\$5,285	\$5,189	\$5,258	\$5,515	\$3,863	\$3,620	\$3,361	\$3,416
Miscellaneous Manufactured Commodities	\$1,571	\$1,930	\$2,114	\$2,240	\$2,319	\$3,120	\$2,737	\$3,046	\$3,190	\$3,053
Primary Metal Manufacturing	\$425	\$423	\$405	\$647	\$982	\$2,052	\$2,735	\$2,398	\$2,736	\$1,946
Waste And Scrap	\$184	\$326	\$330	\$597	\$849	\$1,373	\$666	\$654	\$1,099	\$784
Transportation Equipment	\$379	\$461	\$485	\$557	\$932	\$1,237	\$1,107	\$1,059	\$1,115	\$1,079
Fabricated Metal Products, Nesoi	\$534	\$621	\$664	\$679	\$615	\$721	\$605	\$809	\$863	\$734
Plastics And Rubber Products	\$375	\$404	\$470	\$530	\$582	\$587	\$563	\$748	\$809	\$675
Electrical Equipment, Appliances, And Component	\$592	\$752	\$810	\$871	\$769	\$624	\$508	\$557	\$677	\$718
Total Exports, Top Massachusetts Industries	\$16,636	\$19,792	\$19,884	\$21,563	\$22,899	\$25,664	\$21,392	\$23,841	\$25,164	\$23,101
All other exports	\$2,016	\$2,107	\$2,168	\$2,494	\$2,453	\$2,705	\$2,202	\$2,463	\$2,597	\$2,448
Total Exports	\$18,652	\$21,899	\$22,052	\$24,057	\$25,351	\$28,369	\$23,593	\$26,304	\$27,761	\$25,549

SOURCE: United States Department of Commerce and WISERTrade.org.

Sources

Listed below are the web sites of the original data sources used to compile Exhibit A. For more information contact the UMass Donahue Institute Economic and Public Policy Research group Tel: 413-577-2415 Email: di.epr@umassp.edu

Introduction

American Human Development Project
<http://www.measureofamerica.org/>

Population Characteristics

U.S. Department of Commerce, Bureau of the Census
<http://www.census.gov>
U.S. Internal Revenue Service
<http://www.irs.gov>

Personal Income, Consumer Prices, and Poverty

U.S. Department of Commerce, Bureau of Economic Analysis
<http://www.bea.gov/regional/index.htm>
U.S. Department of Labor, Bureau of Labor Statistics
<http://www.bls.gov>
The Conference Board, Inc.
<http://www.conference-board.org>
Mass Insight Corporation
<http://www.massinsight.com/index.asp>
U.S. Department of Commerce, Bureau of the Census
<http://www.census.gov>

Employment

Mass. Executive Office of Labor and Workforce Development, Division of Unemployment Assistance
<http://lmi2.detma.org/Lmi/LMIDataProg.asp>
U.S. Department of Labor, Bureau of Labor Statistics
<http://www.bls.gov/data/home.htm>

Economic Base and Performance

U.S. Department of Commerce, Bureau of Economic Analysis
<http://www.bea.gov/regional/index.htm>
Fortune Magazine
<http://www.fortune.com/fortune/>

Economic Base and Performance - Sector Detail (NAICS Basis)

U.S. Department of Commerce, Bureau of Economic Analysis
<http://www.bea.gov/regional/index.htm>
U.S. Census Bureau, Foreign Trade Division. Prepared by the World Institute for Strategic Economic Research (WISER)
<http://www.wisertrade.org>

Massport

<http://www.massport.com>

Airports Council International
<http://www.aci.aero>

Federal Aviation Administration

http://www.faa.gov/airports_airtraffic/airports/planning_capacity/passenger_allcargo_stats/

Army Corps of Engineers

<http://www.iwr.usace.army.mil.ndc/>

Federal Reserve Bank of Boston

<http://www.bos.frb.org>

U.S. Department of Commerce

<http://www.census.gov>

National Association of Realtors

<http://www.realtor.org/>

<http://www.marealtor.com/content/>

Massachusetts Office of Travel and Tourism

<http://www.massvacation.com>

U.S. Census Bureau, Governments Division

<http://www.census.gov/govs/www/statetax.html>

<http://www.census.gov/govs/www/state.html>

U.S. Department of Commerce, Bureau of the Census, Consolidated Federal Funds Report

<http://www.census.gov/govs/www/cffr.html>

Federal Spending - contract, grant, and other award data

<http://www.usaspending.gov>

Large employers by sector

<http://www.referenceusa.com/Home/Home>

Human Resources and Infrastructure

U.S. Census Bureau

<http://www.census.gov/acs/www/>

Massachusetts Department of Higher Education

<http://www.mass.edu/campuses/facts.asp>

New England Board of Higher Education

<http://www.nebhe.org.connection.html>

National Science Foundation

<http://www.nsf.gov/statistics>

U.S. Department of Education, National Center for

Education Statistics

<http://nces.ed.gov>

Institute of International Education

<http://www.iee.org>

U.S. Patent Office

<http://www.uspto.gov>

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Exhibit B

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COMMONWEALTH OF MASSACHUSETTS

Statutory Basis Financial Report

Fiscal Year Ended June 30, 2013



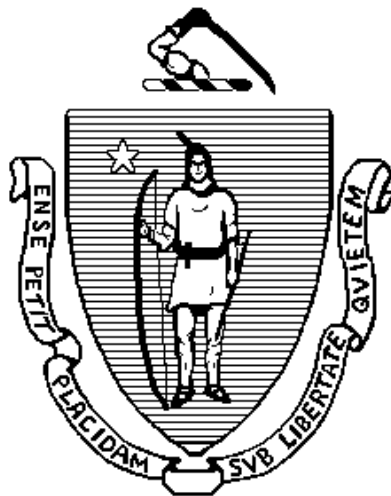
Deval L. Patrick, Governor

Glen Shor, Secretary for Administration and Finance

Martin J. Benison, Comptroller

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Commonwealth of Massachusetts



Statutory Basis Financial Report

For the Fiscal Year Ended June 30, 2013

Martin J. Benison, CGFM
Comptroller of the Commonwealth

Prepared by
*The Financial Reporting and Analysis Bureau
Office of the Comptroller*

This Document is available at the Comptroller's website: www.mass.gov/osc

Gloucester Harbor

Winslow Homer, 1873

In the collection of the Nelson-Atkins Museum of Art, Kansas City, MO

Statutory Basis Financial Report

For the Fiscal Year Ended June 30, 2013

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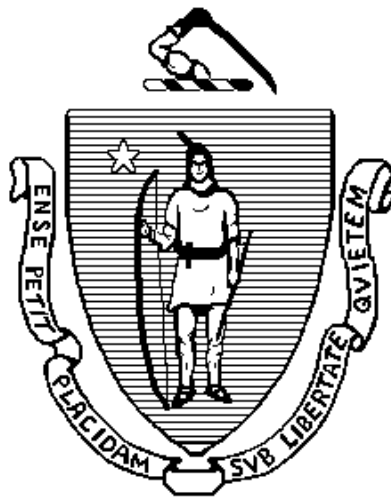
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Introductory Section



Comptroller's Letter of Transmittal
Constitutional, Legislative and Judicial Officers
Organization Chart of State Government
Advisory Board to the Comptroller
Acknowledgements



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*Martin J. Benison, Comptroller
One Ashburton Place
Boston, MA 02108*

November 1, 2013

*To the Citizens of the Commonwealth of Massachusetts,
Governor Deval L. Patrick, and Honorable Members of the
General Court*

I am pleased to present to you the Statutory Basis Financial Report (SBFR) of the Commonwealth for the fiscal year ended June 30, 2013 (FY13).

As of June 30, 2013, the Commonwealth had a budgeted fund balance of approximately \$1.874 billion and completed the fiscal year with a consolidated net surplus of \$106.8 million, sufficient to meet statutory requirements, as set out in the FY14 General Appropriation Act and FY13 final supplemental appropriation bill, to provide \$25 million to the Massachusetts Community Preservation Trust Fund, \$19.5 million to the Massachusetts Life Sciences Investment Fund, \$10 million to the Housing Preservation and Stabilization Trust Fund, \$11.5 million to the Department of Early Education and Care, \$11.5 million to human and social service providers for a one-time reserve payment, \$7.5 million to the Social Innovation Financing Trust Fund and \$21.8 million for information technology operating expenses. The total budgeted fund balance of \$1.874 billion reflects a loss (revenues and other financing sources less than expenditures and other financing uses) of approximately \$115 million, deducted from the FY13 beginning balance of \$1.990 billion. Of the total budgeted fund balance, \$1.557 billion is reserved in the Stabilization Fund, compared to \$1.652 billion at the end of FY12. At the end of FY13, \$297 million is reserved for continuing appropriations (including \$106.8 million in FY13 end of year surplus allocations) and debt service into fiscal year 2014. The remaining undesignated balance of \$21 million is made up of smaller budgeted fund balances.

In FY13, the Commonwealth used \$229 million in funds it received from the federal American Recovery and Reinvestment Act (ARRA) (virtually none of it in the budgeted funds); in FY14, ARRA funds are expected to total approximately \$80 million.

During FY13, budgeted fund tax revenues increased by \$988 million, or 5.0%, from FY12, as the economy continued its moderate recovery. Income taxes increased by \$920 million, or 7.7%, from FY12, and sales and use taxes increased by \$106 million, or 2.1%. Total budgeted fund revenues and other financing sources increased by \$1.657 billion, or 4.9%. More than \$470 million of income tax revenue growth was due to an increase in capital gains tax collections, as taxpayers accelerated capital gains realizations in response to an increase in tax rates effective January 1, 2013.

In FY13, there were approximately \$903 million in one-time revenues and savings used to balance the Commonwealth's budget, up from

approximately \$669 million in one-time FY12 solutions. These were offset by approximately \$500 million in deposits of one-time revenues to the Stabilization Fund.

Significant FY13 use of one-time resources included:

- \$550 million in Stabilization Fund reserves;
- \$112 million in additional revenues as a result of suspension of statutory carry-forwards;
- \$49 million in one-time enhanced federal claims generated by the Executive Office of Health and Human Services;
- \$46 million in additional revenues from a delay in the implementation of the so-called FAS 109 corporate tax deduction;
- \$45 million in one-time transfers from the Group Insurance Trust Funds;
- \$44 million from the use of Commonwealth Care Reserves;
- \$26 million in one-time contributions from quasi-public entities;
- \$11 million in one-time transfers from Commonwealth trust accounts;
- \$10 million in one-time budgetary reductions;
- \$10 million in one-time unclaimed property transfers.

In FY13, \$468 million was transferred to the Commonwealth Stabilization Fund as a result of a statutory requirement that capital gains tax revenues in excess of \$1 billion be deposited in that fund. This requirement, which was triggered for the first time in FY13, is intended to reduce the Commonwealth's reliance on one-time revenue sources. Under a second statutory requirement, also intended to reduce reliance on one-time revenue sources, an additional \$134 million in one-time tax settlements was received in FY13, which normally would have been transferred to the Commonwealth Stabilization Fund. However, budgetary provisions enacted required certain amounts of tax settlements, approximately \$101 million, to be used for other purposes:

- \$46 million to fund various end of year transfers and programs;
- \$30 million was retained in the General Fund to fund the Hinton drug lab remediation;
- \$21 million was retained in the General Fund as reimbursement for revenue foregone during the August 2012 sales tax;
- \$4 million was transferred to the Smart Growth Housing Trust Fund.

During FY13, the Commonwealth also transferred \$5 million in investment income earned by the Stabilization Fund to the General Fund.

As the Commonwealth continued its emergence from a recession that ended nationally in June 2009, employment in the Commonwealth

continued to grow in FY13. Between June 2012 and June 2013, on a seasonally adjusted basis, Massachusetts employment grew by 35,400, or 1.1%, compared to employment growth of 1.7% for the United States as a whole over the same period. In June 2013, the Massachusetts unemployment rate was 7.0%, compared to 7.6% nationally.

The General Appropriation Act for FY14 is based on a consensus tax revenue estimate of approximately \$22.334 billion, of which approximately \$19.179 billion represents taxes available for budget after adjusting for \$3.155 billion in tax revenue that is allocated to state pension contributions (\$1.630 billion), sales tax revenue dedicated to the Massachusetts Bay Transportation Authority (\$799 million) and the Massachusetts School Building Authority (\$704 million) and revenue transferred to the non-budgetary Workforce Training Fund (\$22 million). The FY14 tax revenue estimate was further adjusted to \$22.797 billion (of which \$19.642 billion was available for budget) as a result of several tax law changes included in the FY14 budget or enacted separately.

As of September 30, 2013, FY14 tax collections were \$199 million above the year-to-date benchmark based on the \$22.797 billion estimate. On October 15, 2013 the Executive Office for Administration and Finance reaffirmed the FY14 tax revenue estimate of \$22.797 billion and taxes available for budget of \$19.642 billion.

Overview of the Financial Statements

This report focuses on the Commonwealth's budgeted funds. For the budgeted funds, the activity and balances of each fund are presented separately. For all other funds included in this report, the activity – inflows and outflows – are presented in tabular form.

The financial operations of these funds are maintained in the Massachusetts Management Accounting and Reporting System, (MMARS). The statewide accounting system is operated by the Commonwealth and contains detailed information summarized in this report.

The SBFR is intended to satisfy the requirements of state finance law and to present fairly the results of FY13 activity in the Commonwealth's funds. The report contains computations required by state finance law, including the certification of transfers to and balances in the Stabilization Fund and Tax Reduction Fund.

Basis of Accounting

The statutory basis of accounting, defined in Massachusetts law, is used to budget and control fiscal operations. The statutory basis of accounting is not in conformity with accounting principles generally accepted in the United States of America (GAAP) as defined for governments by the Governmental Accounting Standards Board (GASB). Fiduciary Funds are not included in this presentation. I will report the Commonwealth's financial position on a GAAP basis in December, in the state's Comprehensive Annual Financial Report

(CAFR). That report, which will be prepared in accordance with GAAP, provides a basis for comparison with other governments. There are significant differences between what is contained in the SBFR and what will be presented in the CAFR according to GAAP. The major differences are that the CAFR reflects capital assets and depreciation expense, all types of long-term obligations – including debt – and that in the CAFR the financial statements are presented in an all-encompassing, net position and net expense format.

In accordance with Section 12 of Chapter 7A of the Massachusetts General Laws, as amended, the Office of the Comptroller is required to transmit the SBFR by October 31st. The SBFR for the fiscal year ended June 30, 2013 herein is reviewed, not audited, by KPMG LLP and represents the closing of the Commonwealth’s books for the fiscal year.

American Recovery and Reinvestment Act (ARRA)

For the year ended June 30, 2013, ARRA funds received by the Commonwealth totaled approximately \$229 million, virtually all of it in the non-budgetary funds.

In many respects ARRA has triggered a re-examination of governmental interaction with its citizens nationwide. ARRA requires heightened scrutiny of processes, policies and procedures, achieving a new level of transparency. The Commonwealth has exceeded the reporting requirements of ARRA in building a citizen-focused, transparent website to disclose not only ARRA activities, but all federal activities and results. Information can be found at <http://www.mass.gov/recovery> for daily updates on how ARRA is benefiting the Commonwealth.

Lottery

In FY13, the Commonwealth transferred approximately \$899 million to municipalities in so-called Unrestricted General Government Aid (formerly called Lottery Aid) – \$869 million from Lottery profits along with an additional \$30 million funded from the General Fund.

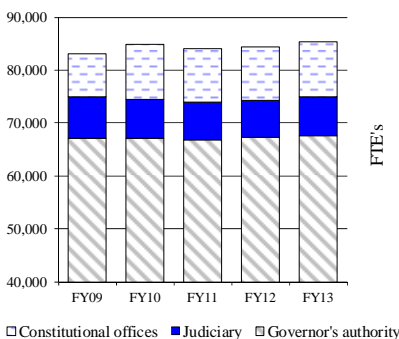
Gross Lottery revenues (including the Arts Lottery) increased from \$4.942 billion in FY12 to \$5.043 billion in FY13, or 2.1%. Lottery profits, after deducting administrative expenses and fringe benefit charges reimbursed to the Commonwealth’s General Fund, totaled \$956 million, a decrease of \$28 million, or 2.8%, from FY12.

The FY14 General Appropriation Act contains provisions for \$920 million in Unrestricted General Government Aid.

Full-Time Equivalent Employment

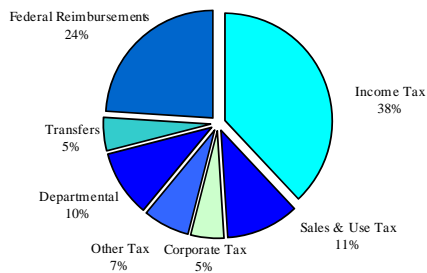
The chart to the left shows the Commonwealth’s full-time equivalent employment including Massachusetts Department of Transportation (MassDOT) for all state funding sources (budgetary, non-budgetary, capital, federal and trust) over the past five fiscal years. In FY13, the number of Commonwealth FTEs increased by approximately 900, to a total of 85,356, with most of the increases in higher education

**Full Time Equivalent Workforce
Including Higher Education
June 2009 – June 2013**



(approximately 350 additional FTEs), public safety (approximately 290 additional FTEs) and the courts (approximately 140 additional FTEs). However, since FY08 the number of FTEs on the Commonwealth's payroll has dropped significantly after adjusting for shifts in the way certain FTEs are accounted for and for entities that were absorbed by the state in FY09 and FY10. In FY09, the state switched approximately 2,500 Higher Education employees to the Commonwealth's payroll system. In FY10, approximately 1,330 employees of the former Massachusetts Turnpike Authority and the Tobin Bridge were transferred to MassDOT. Also in FY10, the sheriff departments of Barnstable, Bristol, Dukes, Nantucket, Norfolk, Plymouth and Suffolk were brought onto the state's accounting and payroll systems, with approximately 2,770 employees. These increases were offset by reductions in state employment due to a combination of employee attrition and layoffs, as the state responded to lower tax revenues caused by the recession. Adjusting for the 6,600 employees brought onto the state payroll system as a result of these accounting changes and reorganizations, state employment levels dropped by a total of approximately 4,900 FTEs between June 30, 2008 and June 30, 2013.

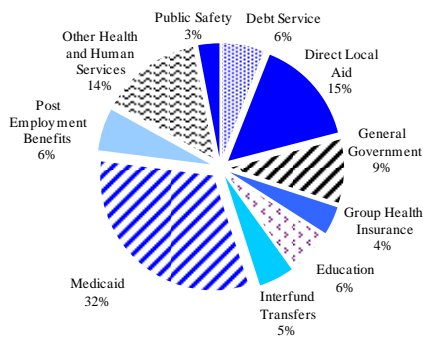
Budgeted Revenues and Other Sources



The Budgeted Funds

The FY13 General Appropriation Act (GAA) authorized approximately \$32.002 billion in spending, exclusive of approximately \$1.552 billion in required pension contributions and \$163 million in FY12 spending authorized to be continued into FY13 as part of FY12 end-of-year supplemental budgets.

Budgeted Expenditures and Other Uses



The FY13 budget as enacted by the Legislature was based on a FY13 consensus tax revenue estimate of \$21.950 billion, of which approximately \$18.902 billion represented taxes available for budget after adjusting for \$3.048 billion in tax revenue allocated to state pension contributions (\$1.552 billion), sales tax revenue dedicated to the Massachusetts Bay Transportation Authority (\$787 million) and the Massachusetts School Building Authority (\$689 million, subsequently adjusted to \$703 million) and revenue deposited in the non-budgeted Workforce Training Fund (\$20 million). FY13 revenues available for budget were further adjusted to \$22.011 billion (with \$18.962 billion available for budget) as a result of several tax law changes included in the enacted FY13 budget or enacted soon after that budget was passed. In December, 2012, the Secretary of Administration and Finance revised the FY13 tax revenue estimate downward by \$515 million to \$21.496 billion. Tax revenues ended the year \$627 million above the final FY13 tax estimate, and \$112 million above the original FY13 tax estimate.

Approximately \$266 million in supplemental appropriations were authorized during FY13 prior to June 30, 2013. Subsequent to year end, an additional supplemental budget was enacted totaling approximately \$175 million in new FY13 appropriations, all of which were continued to FY14 and reappropriated. The year's significant supplemental appropriation activity included approximately:

- \$171 million transfer for the MassHealth Provider Payment;
- \$56 million for a snow and ice reserve;

- \$39 million for emergency assistance for family shelters and services;
- \$35 million for the compensation of private counsel;
- \$30 million for the Hinton Lab response reserve;
- \$20 million to prefund the federally reimbursed home heating assistance program (LIHEAP);
- \$14 million for primary and other elections;
- \$13 million for homeless family shelter overflow;
- \$11 million in facility services program expenses;
- \$10 million for summer jobs for youths-at-risk;
- \$8 million in charter school reimbursements to cities;
- \$8 million for Plymouth Sheriff's department expenses;
- \$8 million for indigent persons' fees and court costs;
- \$6 million for Bristol Sheriff's department expenses;
- \$5 million for the Massachusetts short-term housing program;
- \$5 million for a reserve for certain court judgments;
- \$5 million for Boston Marathon reserve.

Budgeted revenues and other financing sources (before transfers between the budgeted funds, which are included in both spending and revenue and thus have no effect on fund balances) increased by \$1.232 billion, or 3.8%, in FY13. Tax revenue grew by \$988 million, or 5.0%, as a result of continuing growth in the economy and an increase in capital gains tax revenues that resulted from acceleration of capital gains realizations by investors in anticipation of tax increases effective January 1, 2013. Federal reimbursements increased by \$257 million, or 3.2%, primarily due to growth in reimbursable Medicaid spending. Interfund transfers from non-budgeted funds decreased by \$208 million, or 11.8%, primarily due to a decrease of approximately \$75 million in fringe benefit cost recovery resulting from lower fringe benefit and payroll tax rates and a decrease of \$79 million in abandoned property transfers to the General Fund.

The Commonwealth continues to receive revenues from the Master Settlement Agreement (MSA) between the states and the tobacco industry to recover healthcare costs for tobacco-related illnesses. The MSA provides for three sets of payments to the states: Initial Payments in 1999-2003; Annual Payments starting in April 2000 and running in perpetuity; and Strategic Contribution Payments from 2008-2017. The MSA estimates Commonwealth revenues for the first 25 years of the settlement to be approximately \$8.962 billion, including Strategic Contribution Payments. However, this estimate is subject to future adjustments, including adjustments for inflation and changes in the volume of domestic cigarette sales. In FY13, the Commonwealth received \$253 million, a decrease of \$130,000 from FY12. The \$253 million represented approximately 68.5% of the estimated amounts shown in the MSA. By statute, in FY13, 10% of tobacco settlement

payments were deposited in the State Retiree Benefits Trust Fund (SRBTF) to fund the Commonwealth's liability for retiree health care. For FY13, this totaled approximately \$25 million. The portion of the annual tobacco settlements dedicated to the SRBTF will increase 10% per year until it reaches 100% in FY23.

Budgeted expenditures and other financing uses, including transfers to non-budgeted funds (but before transfers between the budgeted funds) increased by \$1.437 billion, or 4.4%, from FY12, due to increases in health care spending, debt service and local aid.

Spending on programs and services grew by \$935 million, or 3.4%. Medicaid expenditures grew by \$369 million, or 3.5%, from \$10.431 billion in FY12 to \$10.800 billion in FY13, due to increased enrollment, rate adjustments and utilization. However, numerous savings initiatives implemented by MassHealth helped contain costs, including maintaining lower rates for managed care, fee-for-service and primary care providers.

Debt service grew by \$194 million, or 10.1%. Interfund transfers to non-budgeted funds (primarily the Universal Health Care funds) increased by \$233 million or 15.7%, as approximately \$47 million of capital gains revenue was transferred to the State Retiree Benefit Trust Fund (\$23.4 million) and the State Pension Liability Fund (\$23.4 million) and the medical assistance transfer (which funds payments to hospitals that care for a disproportionate share of lower-income patients) increased by approximately \$170 million in FY12. Post-employment benefits (for pension contributions and health insurance) grew by \$75 million, or 3.9%. Spending for direct local aid (both education aid and unrestricted aid), at \$5.116 billion, was up \$186 million, or 3.8%, from FY12.

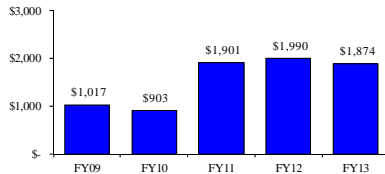
The Budgeted Funds – Operations table on page 8 displays the FY13 summary of budgeted funds compared to FY12. The FY13 financial statements for each of the seven active individual budgeted funds are included in the financial section of this report.

In conducting the budget process, the Commonwealth excludes from its forecast those “interfund” transactions within the budgeted funds that are included in this report; these transactions by their nature have no impact on the combined fund balance of the budgeted funds. The table Budgeted Funds – Operations isolates this “interfund” activity from the budgeted sources and uses to align forecasts prepared during the budget process to actual amounts in this report. In FY13, transfers among the Budgeted Funds increased, primarily as a result of an increase in transfers to and from the Stabilization Fund. A detailed list of these interfund transfers is included in Note 3 of the financial statements and Schedule C of the Supplemental Information section of this report.

Budgeted Funds - Operations
(Amounts in thousands)

	2012	2013
Beginning fund balances:		
Reserved and designated.....	\$ 400,061	\$ 170,467
Reserved for Stabilization Fund.....	1,379,071	1,652,118
Undesignated.....	121,687	167,141
Total.....	<u>1,900,819</u>	<u>1,989,726</u>
Revenues and other financing sources:		
Taxes.....	19,643,721	20,631,882
Federal reimbursements.....	7,971,705	8,228,417
Departmental and other revenues, including tobacco settlement.....	3,175,016	3,370,528
Interfund transfers from non-budgeted funds and other financing sources...	1,756,105	1,548,131
Budgeted revenues and other financing sources.....	<u>32,546,547</u>	<u>33,778,958</u>
Intragovernmental Service Fund revenues.....	295,794	316,540
Interfund transfers among budgeted funds and other financing sources.....	736,512	1,140,020
Total revenues and other financing sources.....	<u>33,578,853</u>	<u>35,235,518</u>
Expenditures and other financing uses:		
Programs and services.....	27,159,830	28,094,482
Debt service.....	1,923,154	2,117,218
Post employment benefits.....	1,892,326	1,967,042
Interfund transfers to non-budgeted funds and other financing uses.....	1,482,330	1,715,585
Budgeted expenditures and other financing uses.....	<u>32,457,640</u>	<u>33,894,327</u>
Intragovernmental Service Fund expenditures.....	295,794	316,540
Interfund transfers among budgeted funds and other financing uses.....	736,512	1,140,020
Total expenditures and other financing uses.....	<u>33,489,946</u>	<u>35,350,887</u>
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses.....	<u>88,907</u>	<u>(115,369)</u>
Ending fund balances:		
Reserved and designated.....	170,467	297,121
Reserved for Stabilization Fund.....	1,652,118	1,556,657
Undesignated.....	167,141	20,579
Total.....	<u>\$ 1,989,726</u>	<u>\$ 1,874,357</u>

Budgeted Funds – Fund Balance
(Amounts in millions)



The graph of Budgeted Funds – Fund Balance on the left portrays the combined fund balance in the budgeted funds for the past five years.

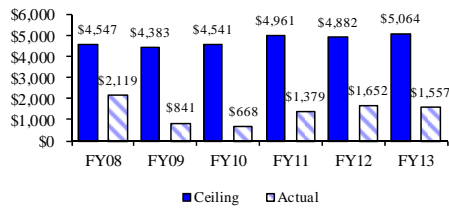
At June 30, 2013, the ending balance is comprised mainly of the fund balance of the General Fund and the Stabilization Fund. Due to designations of fund balances, \$297 million of the total budgeted fund balance, exclusive of the Stabilization Fund, is reserved for appropriations and debt service in FY14. The remainder is undesignated.

The Stabilization Fund

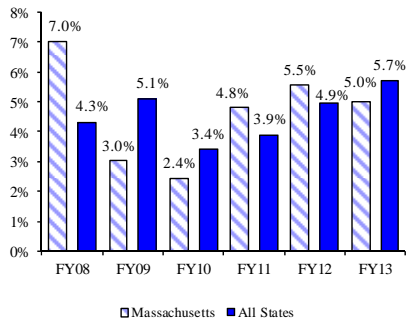
As states around the country continue to struggle with ongoing fiscal challenges, the importance of the Stabilization Fund cannot be overstated. State fiscal conditions improved during FY13, according to the National Association of State Budget Officers’ (NASBO) publication *The Fiscal Survey of the States: Spring 2013*, with eleven states reporting a total of \$1.3 billion in enacted mid-year budget cuts for fiscal 2013, compared with 8 states enacting \$1.7 billion in mid-year budget cuts in fiscal 2012 and 23 states enacting \$7.8 billion in cuts in fiscal 2011. As ARRA revenues were phased out and tax revenue grew

modestly during FY13, the Commonwealth drew on \$550 million in Stabilization Fund transfers to maintain budget balance. In addition, \$5 million of investment income was transferred from the Stabilization Fund to the General Fund per the FY13 budget, and a total of \$47 million in capital gains tax revenue was deposited to the Stabilization Fund and then transferred from the Stabilization Fund to the State Retirement Benefits Trust Fund (SRBTF) (\$23.4 million) and the State Pension Liability Fund (\$23.4 million) in accordance with legislation enacted during the fiscal year that requires 10% of all capital gains taxes over \$1 billion be transferred in equal 5% amounts to the SRBTF and the State Pension Liability Fund. However, these FY13 transfers from the Stabilization Fund were offset by \$500 million in transfers to the Stabilization Fund from the General Fund in accordance with two recent statutory requirements, which mandated that capital gains tax collections in excess of \$1 billion in any fiscal year and judgments and settlements in excess of \$10 million be deposited directly to the Stabilization Fund.

**Stabilization Fund Balance
(Amounts in millions)**



**Stabilization Fund Percentage of
Budget Compared To Other
States**



The FY14 General Appropriation Act and the FY13 final supplemental appropriations bill require that prior to making any FY13 end-of-year Stabilization Fund deposit, the Comptroller transfer \$25 million to the Massachusetts Community Preservation Trust Fund, \$19.5 million to the Massachusetts Life Sciences Investment Fund, \$10 million to the Housing Preservation and Stabilization Trust Fund, \$11.5 million to the Department of Early Education and Care, \$11.5 million to private human and social service providers for a one-time rate reserve payment, \$7.5 million to the Social Innovation Financing Trust Fund and \$21.8 million for information technology operating expenses. These transfers utilized the entire surplus balances in the budgeted funds, so that no residual balance was transferred to the Stabilization Fund at the end of FY13. At the end of FY13, the Stabilization Fund balance was \$1.557 billion, a decline of \$95 million from FY12. For FY14, the General Appropriation Act authorizes that \$350 million be drawn from the Stabilization Fund and mandates that all investment income earned by the Stabilization Fund be transferred to the General Fund. Through September 30, 2013, these withdrawals had been offset by approximately \$70 million in FY14 deposits to the Stabilization Fund due to judgments and settlements exceeding \$10 million.

The top chart on the left shows that the Stabilization Fund balance declined rapidly between FY08 and FY10 as the recession caused reductions in revenues and increased costs for safety net programs, but increased by more than \$709 million in FY11, \$273 million in FY12 but declined by \$95 million in FY13. *The Fiscal Survey of the States* ranked the Commonwealth third in the nation at the end of FY12 (the most recent year for which final stabilization fund balances were available for all states) in terms of the total balance in the Stabilization Fund. Eight states had no stabilization fund balance at the end of FY12. Of the states with over \$10 billion in General Fund expenditures for FY12, the Commonwealth's Stabilization Fund balance as a percentage of General Fund expenditures ranked second in the nation. The FY13 estimates released by NASBO in June 2013, together with the results reported in this SBFR, indicate that Massachusetts's Stabilization Fund balance of \$1.557 billion, or 5.0% of General Fund expenditures, will rank third in the nation in absolute size (behind only Alaska and Texas) and second in the nation as a percentage of expenditures for states with

over \$10 billion in expenditures (behind only Texas). Because the national calculation is skewed by Alaska and Texas (whose revenue streams have benefited from strong oil revenues in recent years and which together accounted for approximately 60% of all stabilization fund balances nationally in FY13), Massachusetts's relative Stabilization Fund balance compared to other states is stronger than it first appears. A better measure of relative performance is the median percentage of Stabilization Fund balances as a percent of total expenditures, which factors out extreme values. By that measure, Massachusetts's Stabilization Fund balance of 5.0% of General Fund expenditures was higher than the estimated national median of 2.6% of expenditures.

The Non-Budgeted Funds

The Non-Budgeted Funds represent operations in which the government has imposed its sovereign authority but has excluded these operations from the annual budget process. During FY13, the Commonwealth maintained 82 non-budgeted funds, while another 20 were inactive.

The largest non-budgeted funds in terms of revenues include the Lottery Fund, the Federal Grants Fund and the Commonwealth Care Trust Fund. Other funds that show large inflows include the MBTA State and Local Contribution Trust Fund, the School Modernization Trust Fund and the Grant Anticipation Notes Trust Fund, which are financed by transfers of tax revenues and federal grant receipts.

The table Non-Budgeted Funds – Operations on page 11 includes a summary of the FY13 non-budgeted funds. A Statement of Revenues, Expenditures and Changes in Fund Balance is presented in a table within this report for each of the individual non-budgeted funds in the financial section of this report.

As previously discussed, the State Lottery Funds ended the year with a profit of \$956 million, with \$79 million transferred to the General Fund, \$8 million to fund various programs and the remaining \$869 million transferred to cities and towns as unrestricted local aid. The FY13 General Appropriation Act mandated a transfer of Unrestricted General Government Aid of no less than \$899 million, with the difference between that amount and Lottery profits coming from the General Fund.

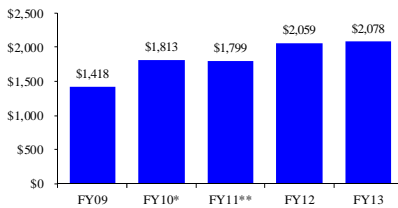
Non-Budgeted Special Revenue Funds - Operations
(Amounts in thousands)

	2012	2013
Beginning fund balance.....	\$ 1,799,478	\$ 2,059,461
Revenues and other financing sources:		
Taxes.....	1,739,826	1,764,078
Assessments.....	526,540	558,172
Federal grants and reimbursements.....	3,534,718	3,227,276
Departmental and miscellaneous.....	5,983,708	6,159,857
Transfers and other financing sources.....	1,602,304	1,825,321
Total revenues and other financing sources.....	<u>13,387,096</u>	<u>13,534,704</u>
Expenditures and other financing uses:		
Programs and services.....	10,941,810	11,445,842
Debt service.....	230,357	233,856
Transfers and other financing uses.....	1,954,946	1,836,268
Total expenditures and other financing uses.....	<u>13,127,113</u>	<u>13,515,966</u>
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses.....	<u>259,983</u>	<u>18,738</u>
Ending fund balance.....	<u>\$ 2,059,461</u>	<u>\$ 2,078,199</u>

Non-Budgeted Funds with operating deficits in excess of \$10 million include:

- \$54 million – Commonwealth Care Trust Fund;
- \$37 million – Convention and Exhibition Center Fund;
- \$35 million – Motor Vehicle Safety Inspection Trust Fund;
- \$33 million – Health Safety Net Trust Fund;
- \$29 million – Infrastructure Development Fund;
- \$17 million – Federal Grants Fund;
- \$16 million – Health Information Technology Trust Fund.

***Non-Budgeted Funds –
Fund Balance***
(Amounts in millions)



* FY10 balances were restated to include operations of three MassDOT funds as reported on MMARS

** FY11 balances were restated to reflect payments to bond escrow agents related to debt refunding transactions

In FY13, \$161 million of the Commonwealth’s federal transportation funds were dedicated to paying off prior year expenditures of the Central Artery/Tunnel Project (CA/T), which were temporarily financed through Federal Grant Anticipation Notes (GANs). In addition, \$27 million in interest payments for the GANs was funded by a General Fund appropriation.

For the eleven Universal Health Care funds, revenues and other financing sources were nearly \$2.237 billion in FY13, an increase of approximately \$284 million from FY12. This increase was due primarily to increased assessments of \$33 million as a result of the Health Care Reform Act, and \$170 million increase in the Medical Assistance Trust Fund transfer.

The graph Non-Budgeted Funds - Fund Balance at left shows the combined fund balance in the Non-Budgeted funds for the past five years.

Individual funds that represent 83.1% of total non-budgeted fund balances include:

- \$833 million – Massachusetts Transportation Trust Fund;
- \$386 million – Central Artery/Tunnel Project Repair and Maintenance Trust Fund;
- \$207 million – Grant Anticipation Note Trust Fund;
- \$102 million – Enhanced 911 Fund;
- \$80 million – Convention and Exhibition Center Fund;
- \$69 million – Health Safety Net Trust Fund;
- \$66 million – Federal Grants Fund.

As noted in previous years’ reports, the Government Land Bank Fund has a chronic structural fund deficit. The FY13 deficit balance of approximately \$35 million remains an unbudgeted drain on the Commonwealth’s General Fund. While steps have been taken to stop the growth in this deficit, the Fund should be abolished and the deficit transferred to the General Fund. As explained in previous years’ financial reports, more consolidation and elimination is needed for the non-budgeted special revenue funds generally.

The Capital Projects Funds

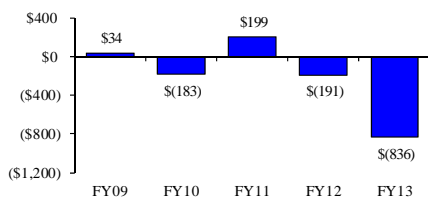
The purpose of these funds is to account for the construction or acquisition of capital assets. The Governor may propose capital outlay budgets, which, upon enactment by the Legislature and approval by the Governor, become capital outlay acts. Capital outlay acts financed through the sale of debt require a two-thirds vote of the Legislature. Numerous acts may be combined for reporting in an individual Capital Projects Fund, but each act is accounted for separately within the fund. These accounts record authorizations for expenditures in itemized capital appropriation accounts and equivalent authorizations to issue bonds or notes.

The structure of these funds is such that each capital outlay authorization is in balance, creating authorization for inflows (which may be from sales of bonds, federal reimbursements or other revenues) and authorization for expenditures. Imbalances due to timing differences develop when the expenditure precedes the inflow of funds from the sale of bonds or federal reimbursements. Because of federal tax arbitrage rules, tax exempt bonds are not routinely sold in anticipation of expenditures.

To fund the FY13 capital budget, the Commonwealth borrowed by issuing \$1.470 billion in long-term bonds, all of which was general obligation debt. In addition, the Commonwealth issued \$231 million in debt to refund already existing obligations, taking advantage of continued low interest rates in FY13.

The graph **Capital Projects Funds – Fund Balance (Deficit)** at left shows the combined fund balance in Capital Projects Funds for the past five years. In some previous years, the combined ending balance in the Capital Projects Funds has been negative, as capital spending occurs

Capital Projects Funds – Fund Balance (Deficit)
(Amounts in millions)*



*FY10 balances were restated to include operations of one MassDOT fund as reported on MMARS

prior to bonds being issued by the Commonwealth. At the end of FY13, the Capital Projects Funds had an \$836 million deficit balance (including \$438 million in accounts payable), as at the end of the fiscal year the Commonwealth had not yet reimbursed itself for capital spending that it typically funds in arrears through subsequent bond issues. Most of this deficit was eliminated in August 2013 when the Commonwealth issued \$600 million in General Obligation bonds.

The Capital Projects Funds – Operations table below includes the FY13 Capital Projects Funds, summarized and compared to FY12. Financial statements for each of the individual funds are included in the financial section of this report.

Capital Projects Funds - Operations
(Amounts in thousands)

	2012	2013
Beginning fund balance (deficit).....	\$ 199,238	\$ (190,649)
Revenues and other financing sources:		
Federal grants and reimbursements.....	79,732	18,686
Departmental and miscellaneous.....	3,294	2,865
Proceeds of general and special obligation bonds.....	1,921,201	1,511,973
Proceeds of refunding bonds.....	479,564	230,539
Transfer for federal reimbursements.....	481,145	430,022
Transfers and other financing sources.....	153,933	38,619
Total revenues and other financing sources.....	3,118,869	2,232,704
Expenditures and other financing uses:		
Acquisition and maintenance of capital assets.....	2,833,457	2,565,077
Payments to advance refunding escrow agent/principal repayment.....	497,049	229,796
Transfers and other financing uses.....	178,250	83,234
Total expenditures and other financing uses.....	3,508,756	2,878,107
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses.....	(389,887)	(645,403)
Ending fund balance (deficit).....	\$ (190,649)	\$ (836,052)

The Administration continues to oversee a coordinated fiscal strategy for the management of Capital Projects Funds. This strategy includes a five year capital budget linked to debt management and capital management. The focus of this strategy is to manage capital spending within outstanding debt levels the Administration considers appropriate for the Commonwealth. An important part of the strategy is to control capital spending within an administrative “cap.”

During FY13, significant capital spending included:

- \$315 million in bridge repair projects under the Commonwealth’s Accelerated Bridge Program;
- \$207 million invested in new academic buildings and improvements to existing buildings on several state university and University of Massachusetts campuses. The

Commonwealth spending leveraged an additional \$52 million in university investments in FY13;

- \$200 million in Chapter 90 municipal road and bridge projects;
- \$54 million spent on Life Science grants;
- \$37 million for open-space land protection;
- \$7 million spent for the Broadband Initiative, which invests capital funds to promote broadband expansion to unserved and underserved areas of Massachusetts.

As part of the development of its annual five-year capital plan, the Commonwealth determines the timing and amount of capital spending and borrowing consistent with established debt affordability measures.

During the fiscal year, the Commonwealth passed or agreed to terms to over approximately \$1.308 billion in bond authorizations. There were no de-authorizations of previously issued capital appropriations in FY13.

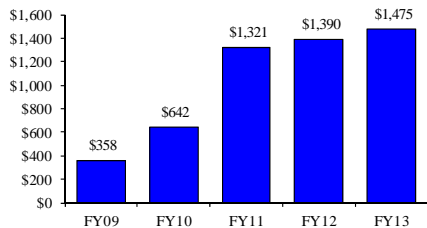
The Non-Appropriated Funds of Higher Education

The statistical section of this SBFR includes data on the financial operations of the non-appropriated funds of the 25 institutions of higher education as reported on MMARS. Each institution of higher education is authorized and directed in its enabling statute to collect, retain and expend certain fees, rents, sales, donations, federal financial participation and other types of revenue through campus-based systems. These financial resources are integral parts of the total financial activity of each campus. They also represent resources in addition to amounts made available from Commonwealth appropriations. Over the past few years, significant efforts have been made by our office and the institutions to improve the accuracy and timeliness of higher education reporting through the issuance of audited financial statements. As budgeted resources are constrained, the Comptroller's Office recommends that the requirement for MMARS reporting by the institutions of higher education be eliminated and that interested parties rely entirely on the audited financial statements.

Non-Appropriated Funds Of Higher Education - Operations
(Amounts in thousands)

	2012	2013
Beginning fund balance.....	\$ 1,321,270	\$ 1,390,239
Revenues and other financing sources:		
Federal grants and reimbursements.....	638,698	609,993
Departmental revenues.....	1,821,568	1,977,642
Transfers and other financing sources.....	1,636,751	1,744,500
Total revenues and other financing sources.....	4,097,017	4,332,135
Expenditures and other financing uses:		
Programs and services.....	4,028,048	4,247,863
Excess/(deficiency) of revenues and other financing sources over expenditures and other financing uses.....	68,969	84,272
Ending fund balance.....	\$ 1,390,239	\$ 1,474,511

Non-Appropriated Funds of Higher Education – Fund Balance
(Amounts in Millions)



The Non-Appropriated Funds of Higher Education – Operations table above includes the FY13 activity in Higher Education funds, summarized and compared to FY12. Financial statements for each of the individual funds are included in the statistical section of this report. The graph Non-Appropriated Funds of Higher Education – Fund Balance shows the combined fund balance for the past five years. The combined balance represents an approximate \$843 million fund balance for the University of Massachusetts, an approximate \$353 million fund balance for the State University (formerly the State College) system and an approximate \$279 million fund balance for the Community Colleges.

As we close the books for FY13, I again would like to express my thanks to the many dedicated employees within the Office of the Comptroller. I am proud to have all the employees of the Comptroller’s Office on my team to help tackle these and other difficult issues as we prepare for the year ahead.

Respectfully submitted,

Martin J. Benison
Comptroller of the Commonwealth

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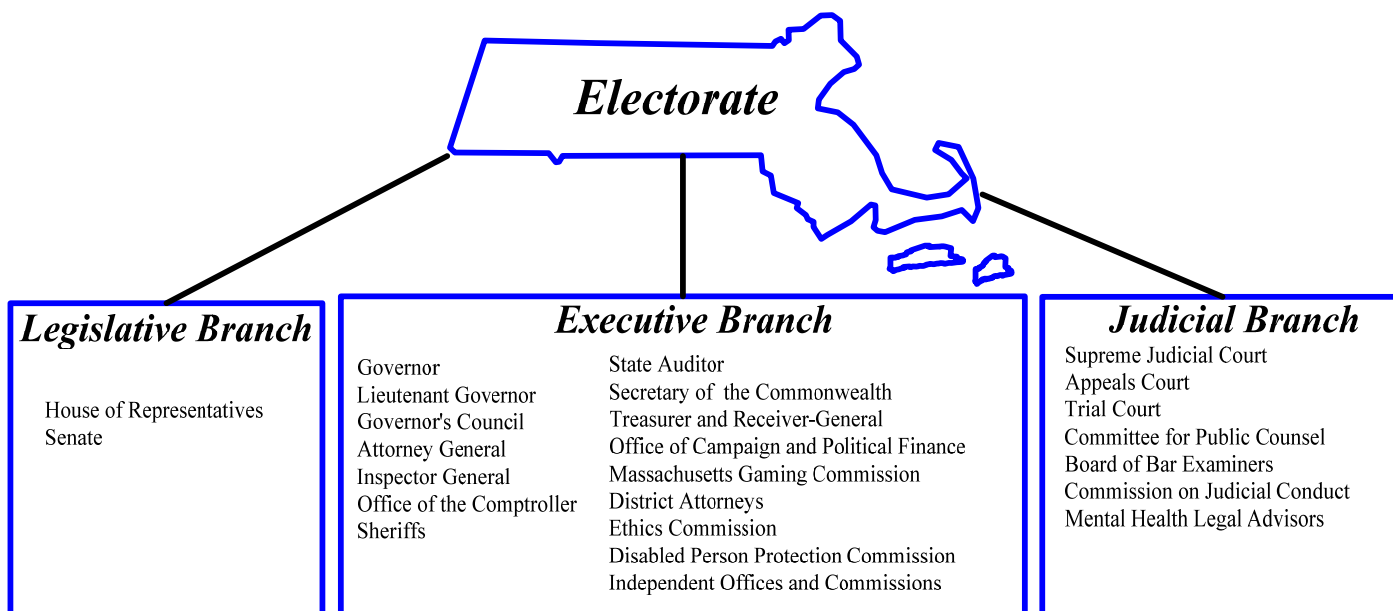
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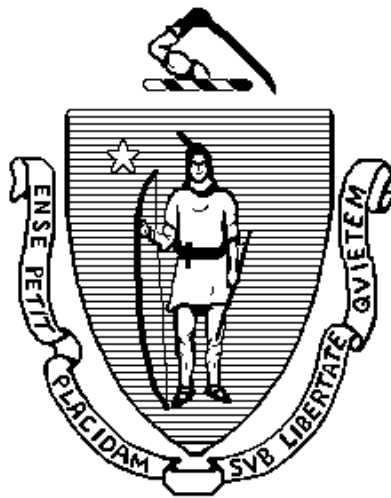
Roderick L. Ireland
Chief Justice, Supreme Judicial Court

Phillip Rapoza
Chief Justice, Appeals Court

Lewis H. Spence
Court Administrator, Trial Court



State Agencies		
<p><u>Administration and Finance</u> Executive Office for Administration and Finance Appellate Tax Board Bureau of the State House Civil Service Commission Department of Revenue Developmental Disabilities Council Division of Administrative Law Appeals Division of Capital Asset Management and Maintenance George Fingold Library Group Insurance Commission Health Policy Commission Human Resource Division Information Technology Division Massachusetts Office on Disability Massachusetts Teachers' Retirement System Operational Services Division Public Employee Retirement Administration Commission</p> <p><u>Public Safety</u> Executive Office of Public Safety and Security Chief Medical Examiner Department of Criminal Justice Information Services Department of Correction Department of Fire Services Department of Public Safety Department of State Police Massachusetts Emergency Management Agency Military Division/ Massachusetts National Guard Municipal Police Training Committee Parole Board Sex Offender Registry</p>	<p><u>Housing and Economic Development</u> Executive Office of Housing and Economic Development Department of Business Development Office of Consumer Affairs & Business Regulations Massachusetts Marketing Partnership Department of Housing & Community Development Department of Telecommunications and Cable Division of Banks Division of Insurance Division of Professional Licensure Division of Standards</p> <p><u>Energy and Environmental Affairs</u> Executive Office of Energy and Environmental Affairs Department of Agricultural Resources Department of Conservation and Recreation Department of Environmental Protection Department of Fish and Game Department of Public Utilities Division of Energy Resources State Reclamation Board</p> <p><u>Transportation and Public Works</u> Department of Transportation</p> <p><u>Executive Office of Labor and Workforce Development</u></p>	<p><u>Health and Human Services</u> Executive Office of Health and Human Services Executive Office of Elder Affairs Department of Children and Families Department of Developmental Services Department of Mental Health Department of Public Health Department of Transitional Assistance Department of Veterans' Services Department of Youth Services Massachusetts Commission for the Blind Massachusetts Commission for the Deaf and Hard of Hearing Massachusetts Rehabilitation Commission Office for Refugees and Immigrants Soldiers' Home, Holyoke Soldiers' Home, Massachusetts</p> <p><u>Education</u> Executive Office of Education Department of Early Education and Care Department of Elementary and Secondary Education Department of Higher Education Community Colleges State Universities University of Massachusetts System</p> <p><u>Health Care Security Trust</u></p> <p><u>Board of Library Commissioners</u></p> <p><u>Commission Against Discrimination</u></p>



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REPORT PREPARED BY:

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Deputy Comptroller

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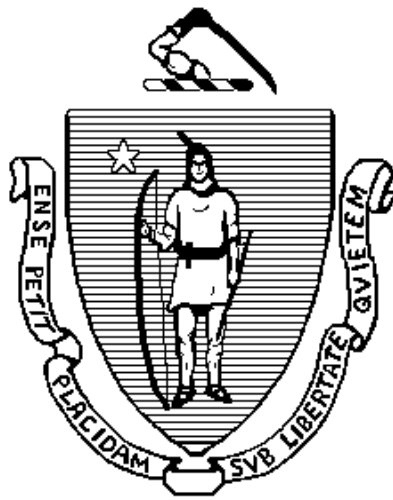
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Art Direction
Scott Olsen

Financial Section



Independent Accountants' Review Report
Combined Financial Statements – Statutory Basis
Combining and Individual Fund Financial Statements – Statutory Basis



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KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Accountants' Review Report

Mr. Martin J. Benison, Comptroller
Commonwealth of Massachusetts:

We have reviewed the accompanying combined financial statements – statutory basis of the Commonwealth of Massachusetts as of and for the year ended June 30, 2013, as listed in the table of contents. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the combined financial statements – statutory basis as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the combined financial statements – statutory basis in accordance with Massachusetts General Laws and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the combined financial statements – statutory basis.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the combined financial statements – statutory basis. We believe that the results of our procedures provide a reasonable basis for our report.

As described in note 1, these combined financial statements – statutory basis were prepared on the basis of accounting that demonstrates compliance with Section 12 of Chapter 7A Massachusetts General Laws, as amended and budgetary principles of the Commonwealth of Massachusetts, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles.

Based on our review, we are not aware of any material modifications that should be made to the accompanying combined financial statements in order for them to be in conformity with the basis of accounting described in note 1.

Our review was made primarily for the purpose of expressing a conclusion that there are no material modifications that should be made to the combined financial statements – statutory basis in order for them to be in conformity with the basis of accounting described in note 1. The introductory section, combining and individual fund financial statements – statutory basis, supplemental information, and statistical section listed in the foregoing table of contents, prepared in conformity with the basis of accounting described in note 1, are presented for purposes of additional analysis and is not a required part of the combined financial statements – statutory basis. The combining and individual fund financial statements – statutory basis and supplemental information have been subjected to the inquiry and analytical procedures applied in the review of the combined financial statements – statutory basis, and we did not become aware of any material modifications that should be made to such information. The introductory and statistical sections have not been subjected to the inquiry and analytical procedures applied in the review of the combined



financial statements – statutory basis, but have been compiled from information that is the representation of management, without audit or review and, accordingly, we do not express an opinion or any other form of assurance on such information.

This report is intended solely for the information and use of elected and appointed officials of the Commonwealth of Massachusetts and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

November 1, 2013

Combined Financial Statements - Statutory Basis

Budgeted Funds
Combined Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	Totals (Memorandum only)	
	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 2,135,842	\$ 1,926,174
Cash with fiscal agent.....	13,932	7,581
Investments.....	258,347	260,058
Receivables, net of allowance for uncollectibles:		
Due from federal government.....	586,074	550,072
Other receivables.....	61,119	17,307
Due from cities and towns.....	9,088	10,915
Total assets.....	<u>\$ 3,064,402</u>	<u>\$ 2,772,107</u>
LIABILITIES AND FUND EQUITY		
Liabilities:		
Deficiency in cash and short-term investments.....	\$ 44,867	\$ -
Accounts payable.....	979,276	640,327
Accrued payroll.....	165,902	142,054
Total liabilities.....	<u>1,190,045</u>	<u>782,381</u>
Fund equity:		
Combined fund balance:		
Reserved for:		
Continuing appropriations.....	283,189	162,886
Commonwealth Stabilization.....	1,556,657	1,652,118
Debt service.....	13,932	7,581
Unreserved:		
Undesignated.....	20,579	167,141
Total fund equity.....	<u>1,874,357</u>	<u>1,989,726</u>
Total liabilities fund equity.....	<u>\$ 3,064,402</u>	<u>\$ 2,772,107</u>

See accompanying notes to financial statements and accountants' review report

Budgeted Funds

Combined Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis - Budget and Actual

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	Budget	Actual	Variance Favorable (Unfavorable)
REVENUES AND OTHER FINANCING SOURCES			
Revenues:			
Taxes.....	\$ 20,567,800	\$ 20,631,882	\$ 64,082
Assessments.....	-	460,086	460,086
Federal grants and reimbursements.....	8,270,200	8,228,417	(41,783)
Tobacco settlement revenue.....	-	228,148	228,148
Departmental.....	3,367,413	2,781,359	(586,054)
Miscellaneous.....	9,087	217,475	208,388
Total revenues.....	<u>32,214,500</u>	<u>32,547,367</u>	<u>332,867</u>
Other financing sources:			
Fringe benefit cost recovery.....	-	294,675	294,675
Lottery reimbursements.....	106,088	93,517	(12,571)
Lottery distributions.....	920,604	949,428	28,824
Operating transfers in.....	508,908	224,067	(284,841)
Stabilization transfer.....	459,100	1,126,464	667,364
Total other financing sources.....	<u>1,994,700</u>	<u>2,688,151</u>	<u>693,451</u>
Total revenues and other financing sources.....	<u>34,209,200</u>	<u>35,235,518</u>	<u>1,026,318</u>
EXPENDITURES AND OTHER FINANCING USES			
Expenditures:			
Legislature.....	66,240	57,254	8,986
Judiciary.....	799,237	790,620	8,617
Inspector General.....	7,007	5,870	1,137
Governor and Lieutenant Governor.....	9,022	5,572	3,450
Secretary of the Commonwealth.....	55,355	43,928	11,427
Treasurer and Receiver-General.....	225,816	192,785	33,031
Auditor of the Commonwealth.....	17,591	17,579	12
Attorney General.....	41,877	40,731	1,146
Ethics Commission.....	1,933	1,904	29
District Attorney.....	105,644	105,110	534
Office of Campaign & Political Finance.....	1,282	1,239	43
Sheriff's Departments.....	541,043	528,489	12,554
Disabled Persons Protection Commission.....	2,294	2,281	13
Board of Library Commissioners.....	21,814	21,775	39
Comptroller.....	12,490	12,038	452
Administration and Finance.....	2,132,341	1,981,484	150,857
Energy and Environmental Affairs.....	213,878	203,062	10,816
Health and Human Services.....	4,969,138	4,848,767	120,371
Massachusetts Department of Transportation.....	160,003	160,000	3
Executive Office of Education.....	1,993,039	1,963,589	29,450
Center for Health Information and Analysis.....	25,030	9,067	15,963
Public Safety and Homeland Security.....	1,038,760	1,002,745	36,015
Housing and Economic Development.....	511,383	460,801	50,582
Labor and Workforce Development.....	70,825	38,902	31,923
Direct local aid.....	5,116,322	5,115,737	585
Medicaid.....	10,871,692	10,799,693	71,999
Post employment benefits.....	1,967,042	1,967,042	-
Debt service:			
Principal retirement.....	1,227,604	1,220,685	6,919
Interest and fiscal charges.....	904,007	896,533	7,474
Total expenditures.....	<u>33,109,709</u>	<u>32,495,282</u>	<u>614,427</u>
Other financing uses:			
Fringe benefit cost assessment.....	2,300	2,460	(160)
Operating transfers out.....	333,668	440,885	(107,217)
State Retiree Benefits transfer.....	-	23,375	(23,375)
State Pension transfer.....	-	23,375	(23,375)
Stabilization transfer.....	464,100	1,126,464	(662,364)
Commonwealth care trust transfer.....	740,272	661,249	79,023
Medical assistance transfer.....	565,007	390,889	174,118
Delivery system transformation initiatives trust transfer.....	186,908	186,908	-
Total other financing uses.....	<u>2,292,255</u>	<u>2,855,605</u>	<u>(563,350)</u>
Total expenditures and other financing uses.....	<u>35,401,964</u>	<u>35,350,887</u>	<u>51,077</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....			
	(1,192,764)	(115,369)	1,077,395
Fund balance (deficit) at beginning of year.....	1,989,726	1,989,726	-
Fund balance (deficit) at end of year.....	<u>\$ 796,962</u>	<u>\$ 1,874,357</u>	<u>\$ 1,077,395</u>

See accompanying notes to financial statements and accountants' review report

Non-Budgeted Special Revenue and Capital Projects Funds
Combined Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Non-Budgeted Special Revenue	Capital Projects	Totals (Memorandum only)	
			2013	2012
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 1,764,078	\$ -	\$ 1,764,078	\$ 1,739,826
Assessments.....	558,172	-	558,172	526,540
Federal grants and reimbursements.....	3,227,276	18,686	3,245,962	3,614,450
Departmental.....	6,029,687	2,544	6,032,231	5,847,136
Miscellaneous.....	130,170	321	130,491	139,866
Total revenues.....	<u>11,709,383</u>	<u>21,551</u>	<u>11,730,934</u>	<u>11,867,818</u>
Other financing sources:				
Proceeds of general obligation bonds.....	-	1,470,474	1,470,474	1,340,367
Proceeds of special obligation bonds.....	-	-	-	419,260
Bonds premiums (discounts).....	-	41,499	41,499	161,574
Proceeds of refunding bonds.....	-	230,539	230,539	479,564
Operating transfers in.....	556,275	-	556,275	566,838
Stabilization transfer.....	-	-	-	15,000
Commonwealth care trust transfer.....	661,249	-	661,249	614,910
Health safety net trust transfer.....	30,000	-	30,000	30,000
Medical assistance transfer.....	390,889	-	390,889	220,900
Federal reimbursement transfer in.....	-	430,022	430,022	481,145
State share of federal highway construction.....	-	38,619	38,619	121,681
Delivery system transformation initiatives trust transfer.....	186,908	-	186,908	186,908
Total other financing sources.....	<u>1,825,321</u>	<u>2,211,153</u>	<u>4,036,474</u>	<u>4,638,147</u>
Total revenues and other financing sources.....	<u>13,534,704</u>	<u>2,232,704</u>	<u>15,767,408</u>	<u>16,505,965</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Judiciary.....	1,186	9,785	10,971	22,127
Inspector General.....	101	-	101	298
Governor and Lieutenant Governor.....	103	-	103	98
Secretary of the Commonwealth.....	4,706	1,528	6,234	6,893
Treasurer and Receiver-General.....	5,660,556	13,990	5,674,546	5,659,817
Auditor of the Commonwealth.....	-	988	988	489
Attorney General.....	9,093	471	9,564	10,823
District Attorney.....	2,560	-	2,560	2,336
Sheriff's Departments.....	10,518	3,626	14,144	16,698
Board of Library Commissioners.....	2,966	16,500	19,466	12,674
Massachusetts Gaming Commission.....	13,336	-	13,336	791
Comptroller.....	1,715	674	2,389	2,061
Administration and Finance.....	1,061,235	548,636	1,609,871	683,746
Energy and Environmental Affairs.....	119,700	166,800	286,500	267,615
Health and Human Services.....	1,727,570	28,592	1,756,162	2,368,342
Massachusetts Department of Transportation.....	819,126	1,460,265	2,279,391	2,163,486
Executive Office of Education.....	959,607	28,774	988,381	1,162,706
Public Safety and Homeland Security.....	284,813	36,691	321,504	267,261
Housing and Economic Development.....	507,539	245,689	753,228	764,675
Labor and Workforce Development.....	259,412	2,068	261,480	352,663
Debt service:				
Principal retirement.....	167,340	-	167,340	267,459
Interest and fiscal charges.....	66,516	-	66,516	81,566
Total expenditures.....	<u>11,679,698</u>	<u>2,565,077</u>	<u>14,244,775</u>	<u>14,114,624</u>
Other financing uses:				
Principal on current refundings.....	-	229,796	229,796	388,049
Fringe benefit cost assessment.....	104,799	44,615	149,414	183,875
Lottery operating reimbursements.....	93,517	-	93,517	88,658
Lottery distributions.....	949,428	-	949,428	977,553
Operating transfers out.....	228,502	-	228,502	250,284
Health safety net trust transfer.....	30,000	-	30,000	30,000
Federal reimbursement transfer out.....	430,022	-	430,022	481,145
State share of federal highway construction.....	-	38,619	38,619	121,681
Total other financing uses.....	<u>1,836,268</u>	<u>313,030</u>	<u>2,149,298</u>	<u>2,521,245</u>
Total expenditures and other financing uses.....	<u>13,515,966</u>	<u>2,878,107</u>	<u>16,394,073</u>	<u>16,635,869</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....				
	18,738	(645,403)	(626,665)	(129,904)
Fund balance (deficit) at beginning of year (restated).....	2,059,461	(190,649)	1,868,812	1,998,716
Fund balance (deficit) at end of year.....	<u>\$ 2,078,199</u>	<u>\$ (836,052)</u>	<u>\$ 1,242,147</u>	<u>\$ 1,868,812</u>

See accompanying notes to financial statements and accountants' review report

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1. FINANCIAL STATEMENT PRESENTATION

A. INTRODUCTION

The accompanying combined financial statements (Statutory Basis Financial Report) of the Commonwealth of Massachusetts (the Commonwealth) are presented in accordance with the requirements of Section 12 of Chapter 7A as amended by Section 4 of Chapter 88 of the Acts of 1997 of the Massachusetts General Laws, as amended most recently by Chapter 26, Section 4 of the Acts of 2009. The Office of the Comptroller also publishes the Commonwealth's Comprehensive Annual Financial Report (CAFR), which is prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for governments.

The Statutory Basis Financial Report (SBFR) includes the budgeted, non-budgeted, special revenue and capital projects funds of the Commonwealth, as recorded by the Office of the Comptroller in compliance with Massachusetts General Laws and in accordance with the Commonwealth's budgetary principles.

The SBFR's financial statements are not intended to include independent authorities, non-appropriated funds of higher education or other organizations included in the Commonwealth's reporting entity as it would be defined under GAAP.

B. GOVERNMENTAL FUND TYPES

The fund types are organized as follows:

Governmental fund types account for the general governmental activities of the Commonwealth.

Budgeted Funds – are the primary operating funds of the Commonwealth. They account for all budgeted governmental transactions. Major budgeted funds include the General, Stabilization and Commonwealth Transportation Funds (which succeeded the Highway Fund effective July 1, 2009), which are identified by the Comptroller as the operating funds of the Commonwealth. In addition, there are three smaller budgeted funds, the Massachusetts Tourism Fund, the Inland Fisheries and Game Fund and the Marine Recreational Fisheries Development Fund.

Non-Budgeted Special Revenue Funds – are established by law to account for revenue sources that have been segregated from the budgeted funds to support specific governmental activities such as federal grants, funds related to the tobacco settlement and the operations of the state lottery.

Capital Projects Funds – account for financial resources used to acquire or construct major capital assets and to finance local capital projects. These resources are derived from proceeds of bonds and other obligations, which are generally received after related expenditures have been incurred, operating transfers authorized by the Legislature and from federal reimbursements. Deficit balances in Capital Projects Funds represent amounts to be financed, primarily through future bond sales.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. STATUTORY BASIS OF ACCOUNTING

The SBFR is prepared from the Commonwealth's books and records and other official reports which are maintained on the basis of accounting used in the preparation of the Commonwealth's legally adopted annual budget (statutory basis). The statutory basis emphasizes accountability and budgetary control of appropriations. The SBFR is not intended to present the Commonwealth's financial condition and results of operations in conformity with GAAP.

Under the statutory basis of accounting, revenues generally are recognized when cash deposits are received by the Treasury. However, revenues receivable for federal grants and reimbursements generally are recognized when related expenditures are incurred. Amounts due from political subdivisions of the Commonwealth are recognized when considered measurable and available. These are largely payments from municipalities reimbursing for pension costs paid by the Commonwealth on their behalf, for 3(8)C pension payments.

Under the statutory basis of accounting, expenditures are generally recorded when the related cash disbursement occurs. At year-end, payroll is accrued and payables are recognized, to the extent of approved encumbrances, for goods or services received by June 30, and payment made by August 31. Costs incurred under the federally-sponsored Medicaid program, amounts required to settle claims and judgments against the Commonwealth and certain other liabilities are not recognized until they are encumbered or otherwise processed for payment.

The accounting policies followed in preparing the accompanying statutory basis financial report are described in the remainder of this section.

B. CASH, SHORT-TERM INVESTMENTS AND INVESTMENTS

The Commonwealth follows the practice of pooling cash and cash equivalents. Cash equivalents consist of short-term investments with an original maturity of three months or less and are stated at cost. Interest earned on pooled cash is allocated to the General Fund and, when so directed by law, to certain other Governmental Funds.

The Office of the Treasurer and Receiver-General (Treasury) manages the Commonwealth's short-term external mixed investment pool, the Massachusetts Municipal Depository Trust (MMDT). MMDT is comprised of two portfolios, a Cash Portfolio and a Short Term Bond Fund. The Cash Portfolio is a money-market-like investment pool; its investments are carried at amortized cost, which approximates fair value. The Short Term Bond Fund investments are carried at fair value. Following a competitive bid process, on March 4, 2013, portfolio management of the MMDT transitioned from Pyramis Global Advisors (a subsidiary of Fidelity Investments) to Federated Investors, Inc.

Investors in MMDT are not allowed to overdraw their shares. For a complete copy of MMDT's separately issued financial statements, please contact the Office of the State Treasurer's Cash Management Department, at (617) 367-9333. The statements can be downloaded from the Cash Management section of the Office of the State Treasurer's website at www.mass.gov/treasury. General Law Chapter 29, Section 38 enumerates the Commonwealth's investment policy for non-pension assets.

C. DEDICATED REVENUE AND PLEDGES

The Commonwealth has a number of bond programs in which bonds are secured by a pledge of dedicated revenues provided to bondholders, pursuant to trust agreements, as well as pledges of revenue for general operations. Like the Commonwealth, certain state authorities have also issued special obligation bonds secured by specific Commonwealth revenues. These other authorities' debts are not included in the SBFR, but are included in the CAFR.

All federal government reimbursements for the Commonwealth's highway spending are dedicated to the repayment of federal grant anticipation notes (GANs) issued in fiscal 1998, 1999, 2001, 2011 and refunding notes in FY03 and FY11. All GANs issued prior to 2010 are scheduled to be repaid and retired by FY15. The Commonwealth will begin repayment of principal of the new-money notes issued in 2010 beginning in FY16, after the original and refunded federal grant anticipation notes have been paid in full. As of June 30, 2013, total principal remaining to be paid on outstanding GANs is approximately \$449 million, with maturities ranging from FY14 through FY23. Principal paid during FY13 was approximately \$161 million and came from federal reimbursements. Interest paid in FY13 was funded by the Commonwealth.

The Commonwealth previously issued special obligation bonds for highway construction purposes under the Commonwealth's Accelerated Bridge Program (ABP). These bonds mature from FY14 to FY41 and are secured by a senior lien on 14.1085 cents of the total 21 cents per gallon gasoline tax, the full 21 cents per gallon of special fuels taxes (comprised primarily of taxes on diesel fuel), the full 19.1% of the average price per gallon tax on liquefied natural gas, and all Registry of Motor Vehicle fees deposited in the Commonwealth Transportation Fund. The bonds also have a subordinate lien on 6.86 cents of the 21 cents per gallon gasoline tax not included in the senior lien. As of June 30, 2013, approximately \$989 million in principal was outstanding on the ABP bonds and approximately \$694 million of interest was expected to be paid through maturity. The ABP projected interest costs are net of federal subsidies under the Build America Bond (BABs) program. BABs is a temporary program under which the Commonwealth and other state and local governments issued taxable bonds in calendar 2009 and 2010 in return for a subsidy from the federal government equal to 35% to 45% (depending on whether the proceeds are used for projects in economically distressed areas) of the interest costs on the bonds.

Other special obligation bonds for highway construction purposes are secured by a pledge of 6.86 cents of the 21 cent per gallon gasoline tax, with no new debt issued during FY13. As of June 30 2013, bonds secured by these pledged funds totaled approximately \$296 million of principal and approximately \$74 million in interest. These bonds mature from FY14 to FY23 and were issued in various series. Principal and interest paid during FY13 amounted to approximately \$42 million and \$18 million, respectively. The lien on these bonds has been closed, meaning that no new additional new-money bonds can be issued against these revenues under this trust agreement.

Portions of Commonwealth sales taxes are pledged as security for bonds issued by the Massachusetts Bay Transportation Authority (MBTA) and the Massachusetts School Building Authority (MSBA). The MBTA receives sales tax revenues equal to 1% of applicable sales, subject to an annual floor set in statute. In FY13, total dedicated sales tax revenue that was directed to the MBTA was approximately \$787 million, \$105 million more than would have been the case were the dedicated revenue equal to 1% of applicable sales. As a result, in FY13 the MBTA received from the Commonwealth sales tax revenues effectively equal to 1.15% of applicable sales, and is expected to receive approximately this percentage of applicable sales for the foreseeable future. Dedicated revenues to the MBTA increase by the lesser of the annual increase in the Boston consumer price index or prior calendar year annual sales taxes, with a floor of 0% and a ceiling of 3.0%.

The MSBA also receives a pledge of sales tax that, starting in FY11, increased to 1.0% of applicable sales in the Commonwealth but with no annual floor or ceiling. In FY13, approximately \$682 million of the dedicated sales tax revenue stream was directed to the MSBA.

The Commonwealth has also pledged sales tax revenue and rooms tax surcharges from areas contiguous to convention centers and the Worcester DCU Arena and Convention Center to support such centers' operations. As of June 30, 2013, taxes within the Convention Center districts support approximately \$639 million of outstanding principal and approximately \$457 million of interest on debts related to these Convention Centers. Taxes collected in FY13 were approximately \$99 million, while debt service on the bonds was approximately \$36 million.

The Transportation Modernization Act of 2009, as amended, made pledges of sales tax revenue to MassDOT through the Commonwealth Transportation Fund (CTF). Beginning in FY11, 0.385% of applicable sales and uses on a total sales tax rate of 6.25% was dedicated to funding the operations of MassDOT. The 2009 Act had a floor amount of \$275 million, with a final transfer occurring on or before September 1st of the following fiscal year. During FY13, approximately \$318 million in sales tax revenue was transferred to MassDOT, \$43 million more than the \$275 million minimum. From the Commonwealth Transportation Fund, \$160 million was dedicated to funding the operations of the MBTA while an additional \$19 million was dedicated to funding the operations of the regional transit authorities. These amounts are transferred through the CTF.

The Legislature enacted additional transportation finance reform, effective July 1, 2013, that included shifting motor vehicle sales tax collections from the General Fund to the CTF and eliminating the 0.385% pledge of regular and meals sales tax.

D. INTERFUND/INTRAFUND TRANSACTIONS

Transactions of a buyer/seller nature between departments within a fund are not eliminated.

Transfers in and out net to approximately \$7 million due to higher education non-appropriated fund activity, which is not included in the combined statements – statutory basis.

E. CURRENT EMPLOYEE BENEFITS

Employees are granted vacation and sick leave in varying amounts based on collective bargaining agreements and state laws. Upon retirement, termination or death, certain employees are compensated for unused vacation and sick leave (subject to certain limitations) at their current rate of pay (not accrued on a statutory basis).

F. FRINGE BENEFIT COST RECOVERY

The Commonwealth pays the fringe benefit costs of its employees and retirees through the General Fund. These fringe benefits include the costs of employees' health insurance, pensions, unemployment compensation, and other costs necessary to support the state work force. As directed by Chapter 29, Sections 5D and 6B(f) of the Massachusetts General Laws, these costs are assessed to other funds based on their payroll costs, net of credits for direct payments.

Since these fringe benefit costs and pensions are not appropriated in the budget, the required assessment creates a variance between budget and actual expenditures at year-end. The fringe benefit cost recoveries of approximately \$294 million into the General Fund results from cost assessments of approximately \$152 million from the other budgeted funds, non-budgeted special revenue funds and capital funds. The remainder of approximately \$142 million was assessed to the non-appropriated activities of higher education, expendable trust and agency funds.

G. LOTTERY REVENUE AND PRIZES

Ticket revenues are recognized when sold and prizes awarded by the Massachusetts State Lottery Commission are recognized as drawings are held. Games expenditures are accrued at year-end only for open jackpots for Mega Millions, Powerball and Megabucks.

H. RECEIVABLES

Reimbursements due to the Commonwealth for its expenditures on federally funded reimbursement and grant programs are reported as "Due from federal government." Other receivables include reimbursement of fringe benefit assessments from authorities and the institutions of higher education along with other departmental receivables.

I. DUE FROM CITIES AND TOWNS

"Due from Cities and Towns" represents reimbursements due to the Commonwealth for its expenditures on certain programs for the benefit of cities and towns.

J. RISK MANAGEMENT

The Commonwealth is self-insured for state employees' workers' compensation, casualty, theft, tort claims and other losses. Such liabilities are not recognized in the governmental funds on the statutory basis until encumbered and/or processed for payment. For employees' workers' compensation, the Commonwealth assumes the full risk of claims filed under a program managed by the Human Resources Division.

For personal injury or property damages, Chapter 258 of the Massachusetts General Laws limits the risk assumed by the Commonwealth to \$100,000 per occurrence, in most circumstances.

The Group Insurance Commission administers contributory health care and other insurance programs for the Commonwealth's employees and retirees.

K. ENCUMBRANCES

Encumbrance accounting is utilized in the Governmental Funds as a significant aspect of budgetary control. The full amounts of purchase orders, contracts and other commitments of appropriated resources are encumbered and recorded as deductions from appropriations prior to actual expenditure, ensuring that such commitments do not exceed appropriations. Encumbrances outstanding at year-end for goods or services received on or before June 30, but paid after, are reported as expenditures and statutory basis liabilities as a component of accounts payable.

L. FUND BALANCES

Fund balance has been reserved as follows:

"Reserved for continuing appropriations" – are unexpended amounts in appropriations, which the Legislature has specifically authorized to be carried into the next fiscal year.

"Reserved for Commonwealth Stabilization" – are amounts set aside in the Commonwealth Stabilization Fund in accordance with Section 5C of Chapter 29 of the Massachusetts General Laws.

"Reserved for debt service" – are amounts held by fiscal agents or the Commonwealth to fund future debt service obligations.

The remainder of fund balance is unreserved and undesignated and consists of cumulative surplus or deficits of the fund not otherwise designated.

M. TOTAL COLUMN – MEMORANDUM ONLY

Total and subtotal columns on the combined financial statements – statutory basis are captioned “Memorandum Only” to indicate that they are presented only to facilitate financial analysis. Data in these columns do not present consolidated financial position, results of operations or changes in financial position. Interfund eliminations have not been made in the aggregation of these data.

The financial statements include certain prior year summarized comparative information in total but not by fund. Such information does not include sufficient detail to constitute a full comparative presentation. Accordingly, such information should be read in conjunction with the Commonwealth’s financial statements for the year ended June 30, 2012, from which the summarized information was derived.

N. ESTIMATES

The preparation of the SBFR requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial report. Estimates also affect the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

O. RECLASSIFICATION

Certain amounts for FY12 were reclassified to conform to current year presentation.

3. BUDGETARY CONTROL

State finance law requires that a balanced budget be approved by the Governor and the Legislature. The Governor presents an annual budget to the Legislature, which includes estimates of revenues and other financing sources and recommended expenditures and other financing uses. The Legislature, which has full authority to amend the budget, adopts an expenditure budget by appropriating monies at the individual appropriation account level in an annual appropriations act.

Before signing the appropriations act, the Governor may veto or reduce any specific item, subject to legislative override. Further changes to the budget established in the annual appropriations act may be made via supplemental appropriation acts or other legislative acts. These must also be signed by the Governor and are subject to the line item veto.

In addition, Massachusetts General Laws authorize the Secretary of Administration and Finance, with the approval of the Governor, upon determination that available revenues will be insufficient to meet authorized expenditures, to withhold allotments of appropriated funds which effectively reduce the account’s expenditure budget.

The majority of the Commonwealth’s appropriations are non-continuing accounts which lapse at the end of each fiscal year. Others are continuing accounts for which the Legislature has authorized that an unspent balance from the prior year be carried forward and made available for spending in the current fiscal year. In addition, the Legislature may direct that certain revenues be retained and made available for spending within an appropriation. Fringe benefits, pension costs, and certain other costs that are mandated by state finance law are not itemized in the appropriation process and are not separately budgeted.

Because revenue budgets are not updated subsequent to the original appropriation act, the comparison of the initial revenue budget to the subsequent, and often modified, expenditure budget can be misleading. Also, these financial statements portray fund accounting with gross inflows and outflows, thus creating a difference to separately published budget documents, which eliminate some interfund activity. In conducting the budget process, the Commonwealth excludes those interfund transactions that by their nature have no impact on the combined fund balance of the budgeted funds.

Generally, expenditures may not exceed the level of spending authorized for an appropriation account. However, the Commonwealth is statutorily required to pay debt service, regardless of whether such amounts are appropriated.

The FY04 General Appropriation Act (Chapter 26, Section 167 of the Acts of 2003), amended section 9C, of chapter 29, directing the Governor to notify the Legislature in writing as to the reasons for and the effect of any reductions in spending.

This proposal must be delivered to the Legislature 15 days before any reductions take effect. Alternatively, funds from the Stabilization Fund may be used to cure the deficiency.

The following table summarizes budgetary activity for FY13 (amounts in thousands):

	Revenues	Expenditures
General Appropriation Act, Chapter 139 of the Acts of 2012:		
Direct appropriations	\$ 32,190,800	\$ 32,001,909
Estimated revenues, transfers, retained revenue appropriations, and appropriations carried forward from FY2012.....	-	1,131,291
Total original budget.....	32,190,800	33,133,200
Supplemental Acts of 2012:		
Chapter 239.....	-	176,282
Supplemental Acts of 2013:		
Chapter 3.....	-	83,179
Chapter 5.....	-	6,500
Chapter 36.....	-	131,882
Chapter 46.....	-	100
Chapter 118.....	-	42,576
Less: Governor's Actions with regard to Chapter 29, Section 9C....	-	(201,979)
Total budgeted revenues and expenditures per Legislative action.....	-	238,540
Plus: Pension contributions and revenue authorized outside of General Appropriations Act, and other transfers of revenue and spending.....	2,018,400	2,030,224
Budgeted revenues and expenditures as reported.....	\$ 34,209,200	\$ 35,401,964

The following table identifies the interfund activity from budgeted sources and uses to reconcile forecasts prepared during the budget process to the results presented in these statements (amounts in thousands):

	Revenues and Other Financing Sources	Expenditures and Other Financing Uses
Actual as presented in the combined budget and actual statement - statutory basis.....	\$35,235,518	\$35,350,887
Adjustments to revenues and expenditures		
Transfer of revenues to the Intragovernmental Service Fund.....	(316,540)	(316,540)
Adjustments to other financing sources and uses:		
Fringe benefit cost assessments.....	(2,460)	(2,460)
Transfer of expenditures from the Intragovernmental Service Fund to the General Fund....	(7,915)	(7,915)
RMV license plates.....	(3,011)	(3,011)
Transfers from the General Fund to the Stabilization Fund.....	(499,998)	(499,998)
Transfers from the Stabilization Fund to the General Fund.....	(555,322)	(555,322)
Transfer to fund the General Fund consolidated net surplus calculation.....	(71,143)	(71,143)
Other.....	(171)	(171)
Actual as presented on budgetary documents.....	\$33,778,958	\$33,894,327

The section divider for the budgeted funds contains a list of budgeted funds grouped by categories.

The Office of the Comptroller has the responsibility to ensure that budgetary control is maintained on an individual appropriation account basis. Budgetary control is exercised through the state accounting system, the Massachusetts Management Accounting and Reporting System (MMARS). Encumbrances and expenditures are not allowed to exceed the appropriation account's spending authorization.

4. MASSACHUSETTS DEPARTMENT OF TRANSPORTATION (MassDOT)

MassDOT is an entity legally separate from the Commonwealth. MassDOT operations are reported separately in the non-budgeted special revenue funds section of this report, which includes all of the Commonwealth's highway and turnpike-related operations as well as the activity of the Registry of Motor Vehicles. MassDOT capital spending and revenue activity are reported in the capital funds section of this report, in the Central Artery Statewide Road and Bridge Infrastructure Fund, the Highway Capital Projects Fund and the Federal Highway Construction Program Fund.

MassDOT financial activity is included in this report in order to reflect all activity reported on the Commonwealth's MMARS accounting system. For the SBFR, MassDOT is treated as an agency or department of the Commonwealth, as specified in Massachusetts General Laws. However, for GAAP reporting purposes, as reflected in the Commonwealth's CAFR, MassDOT will be included as a discretely presented component unit of the Commonwealth.

5. INDIVIDUAL FUND DEFICITS

The following Non-Budgeted Special Revenue and Capital Projects Funds are included in the combined totals and have individual fund deficits at June 30, 2013, as follows (amounts in thousands) (excludes MassDOT):

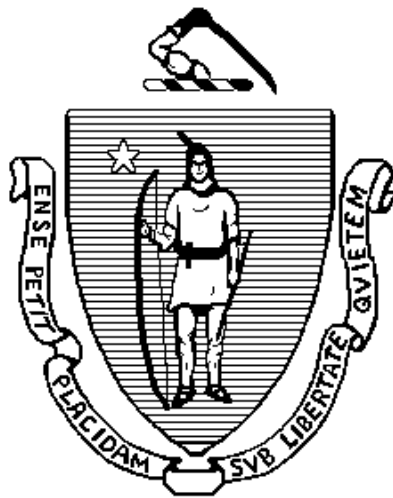
Non-Budgeted Special Revenue:	
Other:	
Government Land Bank Fund.....	\$ (35,033)
Capital Projects:	
Highway Capital Projects Fund.....	(466,861)
General Capital Projects Fund.....	(417,392)
Government Land Bank Capital Projects Fund.....	(414)
Local Aid Capital Projects Fund.....	(327)
Capital improvement and Investment Trust Fund.....	(154)
Total Capital Projects Funds.....	(885,148)
Total.....	\$ (920,181)

None of the funds detailed above were in deficit due to finance-related contractual provisions and all were allowed to be in deficit by General Law.

6. MEDICAID COSTS

Approximately 38.4% of the Commonwealth's budgeted fund spending for programs and services is devoted to Medicaid. It is the largest and has been one of the fastest growing items in the Commonwealth's budget. For the fiscal year ended June 30, 2013, the General Fund includes approximately \$10.800 billion in expenditures for Medicaid claims. The combined financial statements – statutory basis include Medicaid claims processed but unpaid at June 30, 2013 of approximately \$17 million as accounts payable.

Combining and Individual Fund Financial Statements - Statutory Basis



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Individual Budgeted Funds

MAJOR BUDGETED FUNDS:

The General Fund – The General Fund is the Commonwealth’s primary Governmental Fund. All governmental activities not specifically directed to another fund are accounted for in the General Fund. As a result, most budgeted expenditures of the Executive secretariats, the Legislature, constitutional offices, Judiciary, institutions of higher education and independent commissions are paid from the General Fund. It similarly receives a significant portion of sales, individual income and corporate taxes and the full amount of most other governmental taxes.

Commonwealth Transportation Fund – to account for revenues from motor fuels taxes and all fees and fines received by the Registry of Motor Vehicles relating to the use and operation of motor vehicles and trailers. Spending is for debt service on general and special obligation debt formerly paid from the Highway Fund, as well as for amounts, subject to appropriation, to fund the programs and services of the Massachusetts Department of Transportation. This fund also includes activity of the Infrastructure Fund, which was a subfund of the Highway Fund.

The Commonwealth Stabilization Fund – to account for amounts calculated in accordance with state finance law and to maintain a reserve to enhance the Commonwealth's fiscal stability. Tax revenues from certain lottery winners selling their stream of future winnings in exchange for current payments are recorded in this fund, as are fiscal year capital gains tax revenues exceeding \$1 billion (adjusted annually for economy growth) and individual judgments and settlements of more than \$10 million.

ADMINISTRATIVE CONTROL FUND:

This fund accounts for the revenues generated by certain administrative functions of government, for which the Legislature has required that separate funds be established.

Intragovernmental Service Fund – to account for the charges of any state agency for services provided by another state agency.

BUDGETED ENVIRONMENTAL FUNDS:

Inland Fisheries and Game Fund – to account for revenues from license and permit fees for inland fishing, hunting, trapping, and sporting licenses and revenue producing stamps or the sales of land, rights and properties, gifts, interest, and federal grant reimbursements; used for developing, maintaining and operating the Division of Fisheries and Wildlife.

Marine Recreational Fisheries Development Fund – to account for salt water permit fees collected, funds, grants and gifts received as authorized, including investment income; used for development and administration of recreational salt water fishing improvement programs.

OTHER BUDGETED FUND:

This fund accounts for a variety of miscellaneous taxes, fees, fines and other revenues, which are restricted to the financing of specific Commonwealth programs.

Massachusetts Tourism Fund – to account for revenues received from hotel taxes; used to fund the Office of Travel and Tourism promotions and the Massachusetts Convention Center Authority.

The following funds have been enacted in legislation but had no activity in FY13 and are not presented in this report:

Collective Bargaining Reserve Fund – to account for transfers from the General Fund, which may be used to fund negotiated contracts for state employees.

Tax Reduction Fund – to account for the maintenance of a reserve, which shall be used only to reduce personal income taxes.

Dam Safety Trust Fund – to account for all receipts and revenues generated through agreements executed between the department of environmental management and public or private entities for dam safety purposes, and all fines, costs, expenses and interest imposed.

International Educational and Foreign Language Grant Program Fund – to account for appropriations, bond proceeds or other monies authorized to be used by the Commissioner of Education to increase the number of Massachusetts students, teachers, administrators and education policymakers to support programs and activities that advance cultural awareness through grants to local and regional high schools to support international education programs and promote the study of foreign languages.

Gaming Local Aid Fund – to account for gaming tax revenues transferred under Section 59 of Chapter 23K of the General Laws and all monies credited or transferred to the fund from any other fund or source. Monies from the fund shall be used in addition to the balance of the State Lottery Fund for distribution to cities and towns in accordance with Section 35 of Chapter 10 of the General Laws and any monies so distributed shall be considered part of general revenue sharing aid for purposes of annual aid and contribution requirements established pursuant to Chapter 70 of the General Laws or Section 3 of the FY2011 General Appropriation Act.

Education Fund – to account for gaming tax revenues transferred under Section 59 of Chapter 23K of the General Laws and all monies credited to or transferred to the fund from any other fund or source. 35% of the funds received shall be appropriated for the purposes of both K-12 and higher education to supplement, not offset, any reduction in the General Appropriation Act from the previous fiscal year.

Local Aid Stabilization Fund – to account for gaming tax revenues transferred under Section 59 of Chapter 23K of the General Laws, all other monies credited or transferred to it from any other fund or source and proceeds from the investment of such funds. Monies shall be distributed to cities and towns as a supplement to other sources of local aid distributions, but shall not be subject to Section 5C of Chapter 29 of the General Laws.

Gaming Economic Development Fund – to account for gaming tax revenues transferred from the Gaming Revenue Fund established in Section 59 of Chapter 23K of the General Laws. Expenditures from the fund shall be used to support economic development and job growth including, but not limited to: (1) workforce training, including transfers to the Workforce Competitiveness Trust Fund; (2) tourism promotion, including regional tourism promotion agencies and cultural and recreational attraction promotion; (3) summer jobs; (4) the Massachusetts marketing partnership; (5) higher education scholarships; (6) regional economic development initiatives; (7) support for small businesses, including small business lending; (8) green jobs promotion; (9) science, technology, engineering and mathematics career pipeline initiatives; and (10) agricultural development programs, including youth agricultural education.

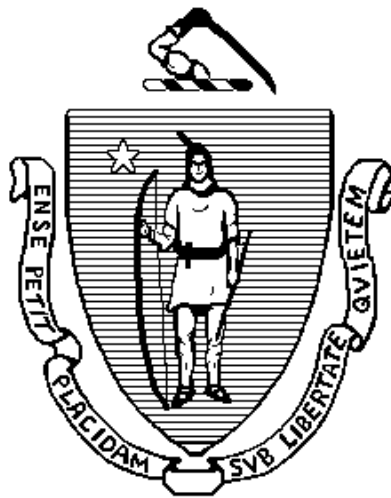
Manufacturing Fund – to account for gaming license fees transferred in accordance with Section 93 of Chapter 194 of the Acts of 2011 and any monies credited or transferred to the fund from any other fund or source.

Community College Fund – to account for gaming license fees transferred in accordance with Section 93 of Chapter 194 of the Acts of 2011 and any monies credited or transferred to the fund from any other fund or source.

Healthcare Payment Reform Fund – to account for gaming license fees transferred in accordance with Section 93 of Chapter 194 of the Acts of 2011 and any monies credited or transferred to the fund from any other fund or source.

Temporary Holding Fund – to account for cumulative tax revenues during the fiscal year in excess of permissible tax revenues as defined in Chapter 62F, Section 6A of the General Laws. The fund balance in the fund closes annually to the Stabilization Fund to the extent of expenditures from that fund. Any remaining balance transfers to the General Fund. This fund was repealed effective January 1, 2013.

Substance Abuse Prevention and Treatment Fund – to account for sales tax revenues (non-dedicated) collected from the sale of alcoholic beverages under Chapter 64H; used for substance abuse treatment and prevention services. In November 2010, the sales tax on alcoholic beverages was repealed via referendum, effective January 1, 2011. As of that date, no monthly sales tax revenue has been deposited in the Substance Abuse Fund.



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Budgeted Funds
Combining Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

ASSETS	General	Commonwealth Transportation	Commonwealth Stabilization
Cash and short-term investments.....	\$ 774,717	\$ -	\$ 1,298,310
Cash with fiscal agent.....	-	13,932	-
Investments.....	-	-	258,347
Receivables, net of allowance for uncollectibles:			
Due from federal government.....	586,074	-	-
Other receivables.....	15,607	45,512	-
Due from cities and towns.....	9,088	-	-
Total assets.....	<u>\$ 1,385,486</u>	<u>\$ 59,444</u>	<u>\$ 1,556,657</u>
LIABILITIES AND FUND BALANCES			
Liabilities:			
Deficiency in cash and short-term investments.....	\$ -	\$ 44,867	\$ -
Accounts payable.....	951,066	545	-
Accrued payroll.....	161,190	-	-
Total liabilities.....	<u>1,112,256</u>	<u>45,412</u>	<u>-</u>
Fund balance:			
Reserved for:			
Continuing appropriations.....	273,230	100	-
Commonwealth Stabilization.....	-	-	1,556,657
Debt service.....	-	13,932	-
Unreserved:			
Undesignated.....	-	-	-
Total fund equity.....	<u>273,230</u>	<u>14,032</u>	<u>1,556,657</u>
Total liabilities and fund equity.....	<u>\$ 1,385,486</u>	<u>\$ 59,444</u>	<u>\$ 1,556,657</u>

See accountants' review report

Administrative Control	Environmental			Budgeted Other	Totals (Memorandum only)	
	Inland Fisheries and Game	Marine Recreational Fisheries Development	Massachusetts Tourism		2013	2012
Intragovernmental Service						
\$ 40,234	\$ 19,524	\$ 2,096	\$ 961	\$ 2,135,842	\$ 1,926,174	
-	-	-	-	13,932	7,581	
-	-	-	-	258,347	260,058	
-	-	-	-	586,074	550,072	
-	-	-	-	61,119	17,307	
-	-	-	-	9,088	10,915	
<u>\$ 40,234</u>	<u>\$ 19,524</u>	<u>\$ 2,096</u>	<u>\$ 961</u>	<u>\$ 3,064,402</u>	<u>\$ 2,772,107</u>	
\$ -	\$ -	\$ -	\$ -	\$ 44,867	\$ -	
26,109	617	107	832	979,276	640,327	
4,342	304	13	53	165,902	142,054	
<u>30,451</u>	<u>921</u>	<u>120</u>	<u>885</u>	<u>1,190,045</u>	<u>782,381</u>	
9,783	-	-	76	283,189	162,886	
-	-	-	-	1,556,657	1,652,118	
-	-	-	-	13,932	7,581	
-	18,603	1,976	-	20,579	167,141	
<u>9,783</u>	<u>18,603</u>	<u>1,976</u>	<u>76</u>	<u>1,874,357</u>	<u>1,989,726</u>	
<u>\$ 40,234</u>	<u>\$ 19,524</u>	<u>\$ 2,096</u>	<u>\$ 961</u>	<u>\$ 3,064,402</u>	<u>\$ 2,772,107</u>	

Budgeted Funds

Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	General	Commonwealth Transportation	Commonwealth Stabilization	Administrative Control
				Intragovernmental Service
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 19,615,891	\$ 968,615	\$ 1,291	\$ -
Assessments.....	438,295	21,791	-	-
Federal grants and reimbursements.....	8,221,900	-	-	-
Tobacco settlement revenue.....	228,148	-	-	-
Departmental.....	1,886,898	557,684	-	328,654
Miscellaneous.....	211,446	666	5,322	-
Total revenues.....	<u>30,602,578</u>	<u>1,548,756</u>	<u>6,613</u>	<u>328,654</u>
Other financing sources:				
Fringe benefit cost recovery.....	294,675	-	-	-
Lottery reimbursements.....	93,517	-	-	-
Lottery distributions.....	949,428	-	-	-
Operating transfers in.....	212,118	11,779	-	-
Stabilization transfer.....	626,466	-	499,998	-
Total other financing sources.....	<u>2,176,204</u>	<u>11,779</u>	<u>499,998</u>	<u>-</u>
Total revenues and other financing sources.....	<u>32,778,782</u>	<u>1,560,535</u>	<u>506,611</u>	<u>328,654</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Legislature.....	57,254	-	-	-
Judiciary.....	790,620	-	-	-
Inspector General.....	5,870	-	-	-
Governor and Lieutenant Governor.....	5,555	-	-	-
Secretary of the Commonwealth.....	43,815	-	-	113
Treasurer and Receiver-General.....	192,785	-	-	-
Auditor of the Commonwealth.....	17,579	-	-	-
Attorney General.....	40,731	-	-	-
Ethics Commission.....	1,904	-	-	-
District Attorney.....	105,110	-	-	-
Office of Campaign & Political Finance.....	1,239	-	-	-
Sheriff's Departments.....	528,489	-	-	-
Disabled Persons Protection Commission.....	2,281	-	-	-
Board of Library Commissioners.....	21,775	-	-	-
Comptroller.....	8,116	-	-	3,922
Administration and Finance.....	1,791,545	-	-	189,939
Energy and Environmental Affairs.....	188,527	-	-	1,259
Health and Human Services.....	4,768,918	-	-	79,849
Massachusetts Department of Transportation.....	-	160,000	-	-
Executive Office of Education.....	1,963,499	-	-	90
Center for Health Information and Analysis.....	9,067	-	-	-
Public Safety and Homeland Security.....	959,953	-	-	42,792
Housing and Economic Development.....	442,689	-	-	1,147
Labor and Workforce Development.....	38,902	-	-	-
Direct local aid.....	5,115,737	-	-	-
Medicaid.....	10,799,693	-	-	-
Post employment benefits.....	1,967,042	-	-	-
Debt service:				
Principal retirement.....	668,923	551,762	-	-
Interest and fiscal charges.....	432,648	463,885	-	-
Total expenditures.....	<u>30,970,266</u>	<u>1,175,647</u>	<u>-</u>	<u>319,111</u>
Other financing uses:				
Fringe benefit cost assessment.....	-	-	-	-
Operating transfers out.....	97,891	335,079	-	7,915
State Retiree Benefits transfer.....	-	-	23,375	-
State Pension transfer.....	-	-	23,375	-
Stabilization transfer.....	499,998	43,358	555,322	-
Commonwealth care transfer.....	661,249	-	-	-
Medical assistance transfer.....	390,889	-	-	-
Delivery system transformation initiatives trust transfer.....	186,908	-	-	-
Total other financing uses.....	<u>1,836,935</u>	<u>378,437</u>	<u>602,072</u>	<u>7,915</u>
Total expenditures and other financing uses.....	<u>32,807,201</u>	<u>1,554,084</u>	<u>602,072</u>	<u>327,026</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	(28,419)	6,451	(95,461)	1,628
Fund balance (deficit) at beginning of year.....	301,649	7,581	1,652,118	8,155
Fund balance (deficit) at end of year.....	<u>\$ 273,230</u>	<u>\$ 14,032</u>	<u>\$ 1,556,657</u>	<u>\$ 9,783</u>

See accountants' review report

Environmental		Budgeted	Totals	
Marine Recreational		Other	(Memorandum only)	
Inland Fisheries and Game	Fisheries Development	Massachusetts Tourism	2013	2012
\$ 857	\$ -	\$ 45,228	\$ 20,631,882	\$ 19,643,721
-	-	-	460,086	459,911
6,517	-	-	8,228,417	7,971,705
-	-	-	228,148	253,628
6,893	1,230	-	2,781,359	2,511,978
41	-	-	217,475	245,293
<u>14,308</u>	<u>1,230</u>	<u>45,228</u>	<u>32,547,367</u>	<u>31,086,236</u>
-	-	-	294,675	369,083
-	-	-	93,517	88,658
-	-	-	949,428	977,553
170	-	-	224,067	350,221
-	-	-	1,126,464	707,102
<u>170</u>	<u>-</u>	<u>-</u>	<u>2,688,151</u>	<u>2,492,617</u>
<u>14,478</u>	<u>1,230</u>	<u>45,228</u>	<u>35,235,518</u>	<u>33,578,853</u>
-	-	-	57,254	58,337
-	-	-	790,620	757,507
-	-	-	5,870	2,818
-	-	17	5,572	6,543
-	-	-	43,928	35,996
-	-	-	192,785	187,115
-	-	-	17,579	17,052
-	-	-	40,731	42,624
-	-	-	1,904	1,729
-	-	-	105,110	99,031
-	-	-	1,239	1,196
-	-	-	528,489	515,153
-	-	-	2,281	2,210
-	-	-	21,775	21,441
-	-	-	12,038	11,512
-	-	-	1,981,484	1,882,078
12,544	732	-	203,062	188,058
-	-	-	4,848,767	4,793,301
-	-	-	160,000	160,000
-	-	-	1,963,589	1,867,271
-	-	-	9,067	-
-	-	-	1,002,745	968,625
-	-	16,965	460,801	437,598
-	-	-	38,902	37,832
-	-	-	5,115,737	4,929,489
-	-	-	10,799,693	10,431,108
-	-	-	1,967,042	1,892,326
-	-	-	1,220,685	1,043,636
-	-	-	896,533	879,518
<u>12,544</u>	<u>732</u>	<u>16,982</u>	<u>32,495,282</u>	<u>31,271,104</u>
1,995	81	384	2,460	2,663
-	-	-	440,885	471,359
-	-	-	23,375	-
-	-	-	23,375	-
-	-	27,786	1,126,464	722,102
-	-	-	661,249	614,910
-	-	-	390,889	220,900
-	-	-	186,908	186,908
<u>1,995</u>	<u>81</u>	<u>28,170</u>	<u>2,855,605</u>	<u>2,218,842</u>
<u>14,539</u>	<u>813</u>	<u>45,152</u>	<u>35,350,887</u>	<u>33,489,946</u>
(61)	417	76	(115,369)	88,907
18,664	1,559	-	1,989,726	1,900,819
<u>\$ 18,603</u>	<u>\$ 1,976</u>	<u>\$ 76</u>	<u>\$ 1,874,357</u>	<u>\$ 1,989,726</u>

Budgeted Funds

Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis - Budget And Actual

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	General			Commonwealth Transportation		
	Budget	Actual	Variance Favorable (Unfavorable)	Budget	Actual	Variance Favorable (Unfavorable)
REVENUES AND OTHER FINANCING SOURCES						
Revenues:						
Taxes.....	\$ 19,523,900	\$ 19,615,891	\$ 91,991	\$ 998,300	\$ 968,615	\$ (29,685)
Assessments.....	-	438,295	438,295	-	21,791	21,791
Federal grants and reimbursements.....	8,264,700	8,221,900	(42,800)	-	-	-
Tobacco settlement revenue.....	-	228,148	228,148	-	-	-
Departmental.....	2,823,800	1,886,898	(936,902)	535,900	557,684	21,784
Miscellaneous.....	-	211,446	211,446	-	666	666
Total revenues.....	<u>30,612,400</u>	<u>30,602,578</u>	<u>(9,822)</u>	<u>1,534,200</u>	<u>1,548,756</u>	<u>14,556</u>
Other financing sources:						
Fringe benefit cost recovery.....	-	294,675	294,675	-	-	-
Lottery reimbursements.....	106,088	93,517	(12,571)	-	-	-
Lottery distributions.....	920,604	949,428	28,824	-	-	-
Operating transfers in.....	508,808	212,118	(296,690)	-	11,779	11,779
Stabilization transfer.....	359,100	626,466	267,366	-	-	-
Total other financing sources.....	<u>1,894,600</u>	<u>2,176,204</u>	<u>281,604</u>	<u>-</u>	<u>11,779</u>	<u>11,779</u>
Total revenues and other financing sources.....	<u>32,507,000</u>	<u>32,778,782</u>	<u>271,782</u>	<u>1,534,200</u>	<u>1,560,535</u>	<u>26,335</u>
EXPENDITURES AND OTHER FINANCING USES						
Expenditures:						
Legislature.....	66,240	57,254	8,986	-	-	-
Judiciary.....	799,237	790,620	8,617	-	-	-
Inspector General.....	7,007	5,870	1,137	-	-	-
Governor and Lieutenant Governor.....	9,005	5,555	3,450	-	-	-
Secretary of the Commonwealth.....	55,239	43,815	11,424	-	-	-
Treasurer and Receiver-General.....	219,598	192,785	26,813	-	-	-
Auditor of the Commonwealth.....	17,591	17,579	12	-	-	-
Attorney General.....	41,877	40,731	1,146	-	-	-
Ethics Commission.....	1,933	1,904	29	-	-	-
District Attorney.....	105,644	105,110	534	-	-	-
Office of Campaign and Political Finance.....	1,282	1,239	43	-	-	-
Sheriff's Departments.....	541,043	528,489	12,554	-	-	-
Disabled Persons Protection Commission.....	2,294	2,281	13	-	-	-
Board of Library Commissioners.....	21,814	21,775	39	-	-	-
Comptroller.....	8,116	8,116	-	-	-	-
Administration and Finance.....	1,858,705	1,791,545	67,160	1,129	-	1,129
Energy and Environmental Affairs.....	198,779	188,527	10,252	-	-	-
Health and Human Services.....	4,851,794	4,768,918	82,876	-	-	-
Massachusetts Department of Transportation.....	-	-	-	160,000	160,000	-
Executive Office of Education.....	1,991,202	1,963,499	27,703	-	-	-
Center for Health Information and Analysis.....	25,030	9,067	15,963	-	-	-
Public Safety and Homeland Security.....	985,189	959,953	25,236	-	-	-
Housing and Economic Development.....	491,884	442,689	49,195	-	-	-
Labor and Workforce Development.....	51,784	38,902	12,882	-	-	-
Direct local aid.....	5,116,322	5,115,737	585	-	-	-
Medicaid.....	10,871,692	10,799,693	71,999	-	-	-
Post employment benefits.....	1,967,042	1,967,042	-	-	-	-
Debt service:						
Principal retirement.....	672,074	668,923	3,151	555,530	551,762	3,768
Interest and fiscal charges.....	423,049	432,648	(9,599)	480,958	463,885	17,073
Total expenditures.....	<u>31,402,466</u>	<u>30,970,266</u>	<u>432,200</u>	<u>1,197,617</u>	<u>1,175,647</u>	<u>21,970</u>
Other financing uses:						
Fringe benefit cost assessment.....	-	-	-	-	-	-
Operating transfers out.....	1,500	97,891	(96,391)	332,168	335,079	(2,911)
State Retiree Benefits transfer.....	-	-	-	-	-	-
State Pension transfer.....	-	-	-	-	-	-
Stabilization transfer.....	100,000	499,998	(399,998)	-	43,358	(43,358)
Commonwealth care transfer.....	740,272	661,249	79,023	-	-	-
Medical assistance transfer.....	565,007	390,889	174,118	-	-	-
Delivery system transformation initiatives trust transfer.....	186,908	186,908	-	-	-	-
Total other financing uses.....	<u>1,593,687</u>	<u>1,836,935</u>	<u>(243,248)</u>	<u>332,168</u>	<u>378,437</u>	<u>(46,269)</u>
Total expenditures and other financing uses.....	<u>32,996,153</u>	<u>32,807,201</u>	<u>188,952</u>	<u>1,529,785</u>	<u>1,554,084</u>	<u>(24,299)</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	(489,153)	(28,419)	460,734	4,415	6,451	2,036
Fund balances (deficit) at beginning of year.....	301,649	301,649	-	7,581	7,581	-
Fund balances (deficit) at end of year.....	<u>\$ (187,504)</u>	<u>\$ 273,230</u>	<u>\$ 460,734</u>	<u>\$ 11,996</u>	<u>\$ 14,032</u>	<u>\$ 2,036</u>

See accountants' review report

Commonwealth Stabilizator			Administrative Control		
			Intragovernmental Service		
Budget	Actual	Variance Favorable (Unfavorable)	Budget	Actual	Variance Favorable (Unfavorable)
\$ -	\$ 1,291	\$ 1,291	\$ -	\$ -	\$ -
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	328,654	328,654
9,087	5,322	(3,765)	-	-	-
9,087	6,613	(2,474)	-	328,654	328,654
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
100,000	499,998	399,998	-	-	-
100,000	499,998	399,998	-	-	-
109,087	506,611	397,524	-	328,654	328,654
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	116	113	3
-	-	-	6,218	-	6,218
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	4,374	3,922	452
-	-	-	272,507	189,939	82,568
-	-	-	1,291	1,259	32
-	-	-	117,344	79,849	37,495
-	-	-	-	-	-
-	-	-	1,837	90	1,747
-	-	-	-	-	-
-	-	-	53,571	42,792	10,779
-	-	-	2,462	1,147	1,315
-	-	-	19,041	-	19,041
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	478,761	319,111	159,650
-	-	-	-	-	-
-	-	-	-	7,915	(7,915)
-	23,375	(23,375)	-	-	-
-	23,375	(23,375)	-	-	-
364,100	555,322	(191,222)	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
364,100	602,072	(237,972)	-	7,915	(7,915)
364,100	602,072	(237,972)	478,761	327,026	151,735
(255,013)	(95,461)	159,552	(478,761)	1,628	480,389
1,652,118	1,652,118	-	8,155	8,155	-
\$ 1,397,105	\$ 1,556,657	\$ 159,552	\$ (470,606)	\$ 9,783	\$ 480,389

continued

Budgeted Funds

Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis - Budget And Actual

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Environmental					
	Inland Fisheries and Game			Marine Recreational Fisheries Developmen		
	Budget	Actual	Variance Favorable (Unfavorable)	Budget	Actual	Variance Favorable (Unfavorable)
REVENUES AND OTHER FINANCING SOURCES						
Revenues:						
Taxes.....	\$ 900	\$ 857	\$ (43)	\$ -	\$ -	\$ -
Assessments.....	-	-	-	-	-	-
Federal grants and reimbursements.....	5,500	6,517	1,017	-	-	-
Tobacco settlement revenue.....	-	-	-	-	-	-
Departmental.....	6,665	6,893	228	1,048	1,230	182
Miscellaneous.....	-	41	41	-	-	-
Total revenues.....	<u>13,065</u>	<u>14,308</u>	<u>1,243</u>	<u>1,048</u>	<u>1,230</u>	<u>182</u>
Other financing sources:						
Fringe benefit cost recovery.....	-	-	-	-	-	-
Lottery reimbursements.....	-	-	-	-	-	-
Lottery distributions.....	-	-	-	-	-	-
Operating transfers in.....	100	170	70	-	-	-
Stabilization transfer.....	-	-	-	-	-	-
Total other financing sources.....	<u>100</u>	<u>170</u>	<u>70</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total revenues and other financing sources.....	<u>13,165</u>	<u>14,478</u>	<u>1,313</u>	<u>1,048</u>	<u>1,230</u>	<u>182</u>
EXPENDITURES AND OTHER FINANCING USES						
Expenditures:						
Legislature.....	-	-	-	-	-	-
Judiciary.....	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	-	-	-	-
Auditor of the Commonwealth.....	-	-	-	-	-	-
Attorney General.....	-	-	-	-	-	-
Ethics Commission.....	-	-	-	-	-	-
District Attorney.....	-	-	-	-	-	-
Office of Campaign and Political Finance.....	-	-	-	-	-	-
Sheriff's Departments.....	-	-	-	-	-	-
Disabled Persons Protection Commission.....	-	-	-	-	-	-
Board of Library Commissioners.....	-	-	-	-	-	-
Comptroller.....	-	-	-	-	-	-
Administration and Finance.....	-	-	-	-	-	-
Energy and Environmental Affairs.....	13,041	12,544	497	767	732	35
Health and Human Services.....	-	-	-	-	-	-
Massachusetts Department of Transportation.....	-	-	-	-	-	-
Executive Office of Education.....	-	-	-	-	-	-
Center for Health Information and Analysis.....	-	-	-	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	-
Housing and Economic Development.....	-	-	-	-	-	-
Labor and Workforce Development.....	-	-	-	-	-	-
Direct local aid.....	-	-	-	-	-	-
Medicaid.....	-	-	-	-	-	-
Post employment benefits.....	-	-	-	-	-	-
Debt service:						
Principal retirement.....	-	-	-	-	-	-
Interest and fiscal charges.....	-	-	-	-	-	-
Total expenditures.....	<u>13,041</u>	<u>12,544</u>	<u>497</u>	<u>767</u>	<u>732</u>	<u>35</u>
Other financing uses:						
Fringe benefit cost assessment.....	1,900	1,995	(95)	-	81	(81)
Operating transfers out.....	-	-	-	-	-	-
State Retiree Benefits transfer.....	-	-	-	-	-	-
State Pension transfer.....	-	-	-	-	-	-
Stabilization transfer.....	-	-	-	-	-	-
Commonwealth care transfer.....	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-
Total other financing uses.....	<u>1,900</u>	<u>1,995</u>	<u>(95)</u>	<u>-</u>	<u>81</u>	<u>(81)</u>
Total expenditures and other financing uses.....	<u>14,941</u>	<u>14,539</u>	<u>402</u>	<u>767</u>	<u>813</u>	<u>(46)</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	(1,776)	(61)	1,715	281	417	136
Fund balances (deficit) at beginning of year.....	18,664	18,664	-	1,559	1,559	-
Fund balances (deficit) at end of year.....	<u>\$ 16,888</u>	<u>\$ 18,603</u>	<u>\$ 1,715</u>	<u>\$ 1,840</u>	<u>\$ 1,976</u>	<u>\$ 136</u>

See accountants' review report

Budgeted Other Massachusetts Tourism			Totals (Memorandum only)		
Budget	Actual	Variance Favorable (Unfavorable)	Budget	Actual	Variance Favorable (Unfavorable)
\$ 44,700	\$ 45,228	\$ 528	\$ 20,567,800	\$ 20,631,882	\$ 64,082
-	-	-	-	460,086	460,086
-	-	-	8,270,200	8,228,417	(41,783)
-	-	-	-	228,148	228,148
-	-	-	3,367,413	2,781,359	(586,054)
-	-	-	9,087	217,475	208,388
<u>44,700</u>	<u>45,228</u>	<u>528</u>	<u>32,214,500</u>	<u>32,547,367</u>	<u>332,867</u>
-	-	-	-	294,675	294,675
-	-	-	106,088	93,517	(12,571)
-	-	-	920,604	949,428	28,824
-	-	-	508,908	224,067	(284,841)
-	-	-	459,100	1,126,464	667,364
-	-	-	1,994,700	2,688,151	693,451
<u>44,700</u>	<u>45,228</u>	<u>528</u>	<u>34,209,200</u>	<u>35,235,518</u>	<u>1,026,318</u>
-	-	-	66,240	57,254	8,986
-	-	-	799,237	790,620	8,617
-	-	-	7,007	5,870	1,137
17	17	-	9,022	5,572	3,450
-	-	-	55,355	43,928	11,427
-	-	-	225,816	192,785	33,031
-	-	-	17,591	17,579	12
-	-	-	41,877	40,731	1,146
-	-	-	1,933	1,904	29
-	-	-	105,644	105,110	534
-	-	-	1,282	1,239	43
-	-	-	541,043	528,489	12,554
-	-	-	2,294	2,281	13
-	-	-	21,814	21,775	39
-	-	-	12,490	12,038	452
-	-	-	2,132,341	1,981,484	150,857
-	-	-	213,878	203,062	10,816
-	-	-	4,969,138	4,848,767	120,371
3	-	3	160,003	160,000	3
-	-	-	1,993,039	1,963,589	29,450
-	-	-	25,030	9,067	15,963
-	-	-	1,038,760	1,002,745	36,015
17,037	16,965	72	511,383	460,801	50,582
-	-	-	70,825	38,902	31,923
-	-	-	5,116,322	5,115,737	585
-	-	-	10,871,692	10,799,693	71,999
-	-	-	1,967,042	1,967,042	-
-	-	-	1,227,604	1,220,685	6,919
-	-	-	904,007	896,533	7,474
<u>17,037</u>	<u>16,982</u>	<u>75</u>	<u>33,109,709</u>	<u>32,495,282</u>	<u>614,427</u>
400	384	16	2,300	2,460	(160)
-	-	-	333,668	440,885	(107,217)
-	-	-	-	23,375	(23,375)
-	-	-	-	23,375	(23,375)
-	27,786	(27,786)	464,100	1,126,464	(662,364)
-	-	-	740,272	661,249	79,023
-	-	-	565,007	390,889	174,118
-	-	-	186,908	186,908	-
<u>400</u>	<u>28,170</u>	<u>(27,770)</u>	<u>2,292,255</u>	<u>2,855,605</u>	<u>(563,350)</u>
<u>17,457</u>	<u>45,152</u>	<u>(27,695)</u>	<u>35,401,964</u>	<u>35,350,887</u>	<u>51,077</u>
27,243	76	(27,167)	(1,192,764)	(115,369)	1,077,395
-	-	-	1,989,726	1,989,726	-
<u>\$ 27,243</u>	<u>\$ 76</u>	<u>\$ (27,167)</u>	<u>\$ 796,962</u>	<u>\$ 1,874,357</u>	<u>\$ 1,077,395</u>

General Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 774,717	\$ 478,176
Receivables, net of allowance for uncollectibles:		
Due from federal government.....	586,074	550,072
Other receivables.....	15,607	17,307
Due from cities and towns.....	9,088	10,915
Total assets.....	\$ 1,385,486	\$ 1,056,470
 LIABILITIES AND FUND BALANCE		
Liabilities:		
Accounts payable.....	\$ 951,066	\$ 616,625
Accrued payroll.....	161,190	138,196
Total liabilities.....	1,112,256	754,821
Fund balance:		
Reserved fund balance:		
Reserved for continuing appropriations.....	273,230	154,731
Unreserved fund balance:		
Undesignated.....	-	146,918
Total fund balance.....	273,230	301,649
Total liabilities and fund balance.....	\$ 1,385,486	\$ 1,056,470

See accountants' review report

General Fund
Statement Of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 19,523,900	\$ 19,615,891	\$ 91,991	\$ 18,626,161
Assessments.....	-	438,295	438,295	438,400
Federal grants and reimbursements.....	8,264,700	8,221,900	(42,800)	7,966,393
Tobacco settlement revenue.....	-	228,148	228,148	253,628
Departmental.....	2,823,800	1,886,898	(936,902)	1,697,875
Miscellaneous.....	-	211,446	211,446	234,486
Total revenues.....	<u>30,612,400</u>	<u>30,602,578</u>	<u>(9,822)</u>	<u>29,216,943</u>
Other financing sources:				
Fringe benefit cost recovery.....	-	294,675	294,675	369,083
Lottery reimbursements.....	106,088	93,517	(12,571)	88,658
Lottery distributions.....	920,604	949,428	28,824	977,553
Operating transfers in.....	508,808	212,118	(296,690)	337,103
Stabilization transfer.....	359,100	626,466	267,366	215,408
Total other financing sources.....	<u>1,894,600</u>	<u>2,176,204</u>	<u>281,604</u>	<u>1,987,805</u>
Total revenues and other financing sources.....	<u>32,507,000</u>	<u>32,778,782</u>	<u>271,782</u>	<u>31,204,748</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Legislature.....	66,240	57,254	8,986	58,337
Judiciary.....	799,237	790,620	8,617	757,507
Inspector General.....	7,007	5,870	1,137	2,818
Governor and Lieutenant Governor.....	9,005	5,555	3,450	6,466
Secretary of the Commonwealth.....	55,239	43,815	11,424	35,880
Treasurer and Receiver-General.....	219,598	192,785	26,813	187,115
Auditor of the Commonwealth.....	17,591	17,579	12	17,052
Attorney General.....	41,877	40,731	1,146	42,624
Ethics Commission.....	1,933	1,904	29	1,729
District Attorney.....	105,644	105,110	534	99,031
Office of Campaign and Political Finance.....	1,282	1,239	43	1,196
Sheriff's Departments.....	541,043	528,489	12,554	515,153
Disabled Persons Protection Commission.....	2,294	2,281	13	2,210
Board of Library Commissioners.....	21,814	21,775	39	21,441
Comptroller.....	8,116	8,116	-	7,867

continued

General Fund
Statement Of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
Expenditures (continued):				
Administration and Finance.....	1,858,705	1,791,545	67,160	1,702,381
Energy and Environmental Affairs.....	198,779	188,527	10,252	175,432
Health and Human Services.....	4,851,794	4,768,918	82,876	4,710,533
Executive Office of Education.....	1,991,202	1,963,499	27,703	1,867,271
Center for Health Information and Analysis.....	25,030	9,067	15,963	-
Public Safety and Homeland Security.....	985,189	959,953	25,236	929,682
Housing and Economic Development.....	491,884	442,689	49,195	425,066
Labor and Workforce Development.....	51,784	38,902	12,882	37,832
Direct local aid.....	5,116,322	5,115,737	585	4,929,489
Medicaid.....	10,871,692	10,799,693	71,999	10,431,108
Post employment benefits.....	1,967,042	1,967,042	-	1,892,326
Debt service:				
Principal retirement.....	672,074	668,923	3,151	583,991
Interest and fiscal charges.....	423,049	432,648	(9,599)	436,232
Total expenditures.....	<u>31,402,466</u>	<u>30,970,266</u>	<u>432,200</u>	<u>29,877,769</u>
Other financing uses:				
Operating transfers out.....	1,500	97,891	(96,391)	78,488
Stabilization transfer.....	100,000	499,998	(399,998)	375,021
Commonwealth care transfer.....	740,272	661,249	79,023	614,910
Medical assistance transfer.....	565,007	390,889	174,118	220,900
Delivery system transformation initiatives trust transfer.....	186,908	186,908	-	186,908
Total other financing uses.....	<u>1,593,687</u>	<u>1,836,935</u>	<u>(243,248)</u>	<u>1,476,227</u>
Total expenditures and other financing uses.....	<u>32,996,153</u>	<u>32,807,201</u>	<u>188,952</u>	<u>31,353,996</u>
Excess (deficiency) of revenues and other financing sources				
over / (under) expenditures and other financing uses.....	(489,153)	(28,419)	460,734	(149,248)
Fund balance (deficit) at beginning of year.....	<u>301,649</u>	<u>301,649</u>	<u>-</u>	<u>450,897</u>
Fund balance (deficit) at end of year.....	<u>\$ (187,504)</u>	<u>\$ 273,230</u>	<u>\$ 460,734</u>	<u>\$ 301,649</u>

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Commonwealth Transportation Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ -	\$ 855
Cash with fiscal agent.....	13,932	7,581
Receivables, net of allowance for uncollectibles:		
Other receivable.....	45,512	-
Total assets.....	\$ 59,444	\$ 8,436
LIABILITIES AND FUND BALANCE		
Liabilities:		
Deficiency in cash and short-term investments.....	\$ 44,867	\$ -
Accounts payable.....	545	855
Total liabilities.....	45,412	855
Fund balance:		
Reserved fund balance:		
Reserved for continuing appropriations.....	100	-
Reserved for debt service.....	13,932	7,581
Total fund balance.....	14,032	7,581
Total liabilities and fund balance.....	\$ 59,444	\$ 8,436

See accountants' review report

Commonwealth Transportation Fund
Statement of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 998,300	\$ 968,615	\$ (29,685)	\$ 972,760
Assessments.....	-	21,791	21,791	21,511
Departmental.....	535,900	557,684	21,784	498,522
Miscellaneous.....	-	666	666	369
Total revenues.....	<u>1,534,200</u>	<u>1,548,756</u>	<u>14,556</u>	<u>1,493,162</u>
Other financing sources:				
Operating transfers in.....	-	11,779	11,779	12,314
Total other financing sources.....	<u>-</u>	<u>11,779</u>	<u>11,779</u>	<u>12,314</u>
Total revenues and other financing sources.....	<u>1,534,200</u>	<u>1,560,535</u>	<u>26,335</u>	<u>1,505,476</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Administration and Finance.....	1,129	-	1,129	5,396
Massachusetts Department of Transportation.....	160,000	160,000	-	160,000
Debt service:				
Principal retirement.....	555,530	551,762	3,768	459,645
Interest and fiscal charges.....	480,958	463,885	17,073	443,286
Total expenditures.....	<u>1,197,617</u>	<u>1,175,647</u>	<u>21,970</u>	<u>1,068,327</u>
Other financing uses:				
Operating transfers out.....	332,168	335,079	(2,911)	375,740
Stabilization transfer.....	-	43,358	(43,358)	84,987
Total other financing uses.....	<u>332,168</u>	<u>378,437</u>	<u>(46,269)</u>	<u>460,727</u>
Total expenditures and other financing uses.....	<u>1,529,785</u>	<u>1,554,084</u>	<u>(24,299)</u>	<u>1,529,054</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....				
	4,415	6,451	2,036	(23,578)
Fund balance (deficit) at beginning of year.....	7,581	7,581	-	31,159
Fund balance (deficit) at end of year.....	<u>\$ 11,996</u>	<u>\$ 14,032</u>	<u>\$ 2,036</u>	<u>\$ 7,581</u>

See accountants' review report

Commonwealth Stabilization Fund
Balance Sheet- Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 1,298,310	\$ 1,392,060
Investments.....	258,347	260,058
Total assets.....	\$ 1,556,657	\$ 1,652,118
LIABILITIES AND FUND EQUITY		
Liabilities:		
Accounts payable.....	\$ -	\$ -
Total liabilities.....	-	-
Fund balance:		
Reserved fund balance:		
Reserved for Commonwealth Stabilization.....	1,556,657	1,652,118
Total fund balance.....	1,556,657	1,652,118
Total liabilities and fund balance.....	\$ 1,556,657	\$ 1,652,118

See accountants' review report

Commonwealth Stabilization Fund
Statement of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ -	\$ 1,291	\$ 1,291	\$ 1,353
Miscellaneous.....	9,087	5,322	(3,765)	10,408
Total revenues.....	<u>9,087</u>	<u>6,613</u>	<u>(2,474)</u>	<u>11,761</u>
Other financing sources:				
Stabilization transfer.....	100,000	499,998	399,998	491,694
Total other financing sources.....	<u>100,000</u>	<u>499,998</u>	<u>399,998</u>	<u>491,694</u>
Total revenues and other financing sources.....	<u>109,087</u>	<u>506,611</u>	<u>397,524</u>	<u>503,455</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Administration and Finance.....	-	-	-	-
Total expenditures.....	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other financing uses:				
State Retiree Benefits transfer.....	-	23,375	(23,375)	-
State Pension transfer.....	-	23,375	(23,375)	-
Stabilization transfer.....	364,100	555,322	(191,222)	230,408
Total other financing uses.....	<u>364,100</u>	<u>602,072</u>	<u>(237,972)</u>	<u>230,408</u>
Total expenditures and other financing uses.....	<u>364,100</u>	<u>602,072</u>	<u>(237,972)</u>	<u>230,408</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	(255,013)	(95,461)	159,552	273,047
Fund balance (deficit) at beginning of year.....	<u>1,652,118</u>	<u>1,652,118</u>	<u>-</u>	<u>1,379,071</u>
Fund balance (deficit) at end of year.....	<u>\$ 1,397,105</u>	<u>\$ 1,556,657</u>	<u>\$ 159,552</u>	<u>\$ 1,652,118</u>

See accountants' review report

Intragovernmental Service Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 40,234	\$ 33,911
Total assets.....	\$ 40,234	\$ 33,911
LIABILITIES AND FUND BALANCE		
Liabilities:		
Accounts payable.....	\$ 26,109	\$ 22,239
Accrued payroll.....	4,342	3,517
Total liabilities.....	30,451	25,756
Fund balance:		
Reserved fund balance:		
Reserved for continuing appropriations.....	9,783	8,155
Total fund balance	9,783	8,155
Total liabilities and fund balance.....	\$ 40,234	\$ 33,911

See accountants' review report

Intragovernmental Service Fund
Statement of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Departmental.....	\$ -	\$ 328,654	\$ 328,654	\$ 306,628
Total revenues.....	-	328,654	328,654	306,628
Other financing sources:				
Operating transfers in.....	-	-	-	14
Total other financing sources.....	-	-	-	14
Total revenues and other financing sources.....	-	328,654	328,654	306,642
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Governor and Lieutenant Governor.....	-	-	-	60
Secretary of the Commonwealth.....	116	113	3	116
Treasurer and Receiver - General.....	6,218	-	6,218	-
Comptroller.....	4,374	3,922	452	3,645
Administration and Finance.....	272,507	189,939	82,568	174,301
Energy and Environmental Affairs.....	1,291	1,259	32	1,250
Health and Human Services.....	117,344	79,849	37,495	82,768
Executive Office of Education.....	1,837	90	1,747	-
Public Safety and Homeland Security.....	53,571	42,792	10,779	38,943
Housing and Economic Development.....	2,462	1,147	1,315	910
Labor and Workforce Development.....	19,041	-	19,041	-
Total expenditures.....	478,761	319,111	159,650	301,993
Other financing uses:				
Operating transfers out.....	-	7,915	(7,915)	611
Total other financing uses.....	-	7,915	(7,915)	611
Total expenditures and other financing uses.....	478,761	327,026	151,735	302,604
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....				
	(478,761)	1,628	480,389	4,038
Fund balance (deficit) at beginning of year.....	8,155	8,155	-	4,117
Fund balance (deficit) at end of year.....	\$ (470,606)	\$ 9,783	\$ 480,389	\$ 8,155

See accountants' review report

Inland Fisheries And Game Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 19,524	\$ 19,427
Total assets.....	\$ 19,524	\$ 19,427
LIABILITIES AND FUND BALANCE		
Liabilities:		
Accounts payable.....	\$ 617	\$ 481
Accrued payroll.....	304	282
Total liabilities.....	921	763
Fund balance:		
Unreserved fund balance:		
Undesignated.....	18,603	18,664
Total fund balance.....	18,603	18,664
Total liabilities and fund balance.....	\$ 19,524	\$ 19,427

See accountants' review report

Inland Fisheries And Game Fund
Statement Of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 900	\$ 857	\$ (43)	\$ 873
Federal grants and reimbursements.....	5,500	6,517	1,017	5,312
Departmental.....	6,665	6,893	228	7,719
Miscellaneous.....	-	41	41	30
Total revenues.....	<u>13,065</u>	<u>14,308</u>	<u>1,243</u>	<u>13,934</u>
Other financing sources:				
Operating transfers in.....	<u>100</u>	<u>170</u>	<u>70</u>	<u>177</u>
Total other financing sources.....	<u>100</u>	<u>170</u>	<u>70</u>	<u>177</u>
Total revenues and other financing sources.....	<u>13,165</u>	<u>14,478</u>	<u>1,313</u>	<u>14,111</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Energy and Environmental Affairs.....	<u>13,041</u>	<u>12,544</u>	<u>497</u>	<u>11,055</u>
Total expenditures.....	<u>13,041</u>	<u>12,544</u>	<u>497</u>	<u>11,055</u>
Other financing uses				
Fringe benefit cost assessment.....	<u>1,900</u>	<u>1,995</u>	<u>(95)</u>	<u>2,201</u>
Total other financing uses.....	<u>1,900</u>	<u>1,995</u>	<u>(95)</u>	<u>2,201</u>
Total expenditures and other financing uses.....	<u>14,941</u>	<u>14,539</u>	<u>402</u>	<u>13,256</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	(1,776)	(61)	1,715	855
Fund balance (deficit) at beginning of year.....	<u>18,664</u>	<u>18,664</u>	<u>-</u>	<u>17,809</u>
Fund balance (deficit) at end of year.....	<u>\$ 16,888</u>	<u>\$ 18,603</u>	<u>\$ 1,715</u>	<u>\$ 18,664</u>

See accountants' review report

Marine Recreational Fisheries Development Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 2,096	\$ 1,578
Total assets.....	\$ 2,096	\$ 1,578
LIABILITIES AND FUND BALANCE		
Liabilities:		
Accounts payable.....	\$ 107	\$ 8
Accrued payroll.....	13	11
Total liabilities.....	120	19
Fund balance:		
Unreserved fund balance:		
Undesignated.....	1,976	1,559
Total fund balance.....	1,976	1,559
Total liabilities and fund balance.....	\$ 2,096	\$ 1,578

See accountants' review report

Marine Recreational Fisheries Development Fund
Statement Of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Departmental.....	\$ 1,048	\$ 1,230	\$ 182	\$ 1,234
Total revenues.....	<u>1,048</u>	<u>1,230</u>	<u>182</u>	<u>1,234</u>
Other financing sources:				
Operating transfers in.....	-	-	-	613
Total other financing sources.....	<u>-</u>	<u>-</u>	<u>-</u>	<u>613</u>
Total revenues and other financing sources.....	<u>1,048</u>	<u>1,230</u>	<u>182</u>	<u>1,847</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Energy and Environmental Affairs.....	767	732	35	321
Total expenditures.....	<u>767</u>	<u>732</u>	<u>35</u>	<u>321</u>
Other financing uses				
Fringe benefit cost assessment.....	-	81	(81)	30
Total other financing uses.....	<u>-</u>	<u>81</u>	<u>(81)</u>	<u>30</u>
Total expenditures and other financing uses.....	<u>767</u>	<u>813</u>	<u>(46)</u>	<u>351</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	281	417	136	1,496
Fund balance (deficit) at beginning of year.....	<u>1,559</u>	<u>1,559</u>	<u>-</u>	<u>63</u>
Fund balance (deficit) at end of year.....	<u>\$ 1,840</u>	<u>\$ 1,976</u>	<u>\$ 136</u>	<u>\$ 1,559</u>

See accountants' review report

Massachusetts Tourism Fund
Balance Sheet - Statutory Basis

June 30, 2013
(Amounts in thousands)

	2013	2012
ASSETS		
Cash and short-term investments.....	\$ 961	\$ 167
Total assets.....	\$ 961	\$ 167
LIABILITIES AND FUND BALANCE		
Liabilities:		
Accounts payable.....	\$ 832	\$ 119
Accrued payroll.....	53	48
Total liabilities.....	885	167
Fund balance:		
Reserved fund balance:		
Reserved for continuing appropriations.....	76	-
Total fund balance.....	76	-
Total liabilities and fund balance.....	\$ 961	\$ 167

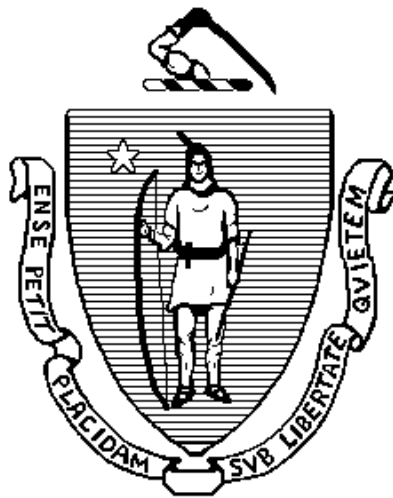
See accountants' review report

Massachusetts Tourism Fund
Statement Of Revenues, Expenditures And Changes In Fund Balance - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	2013 Budget	2013 Actual	Variance Favorable (Unfavorable)	2012 Actual
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 44,700	\$ 45,228	\$ 528	\$ 42,574
Total revenues.....	44,700	45,228	528	42,574
Other financing sources:				
Operating transfers in.....	-	-	-	-
Total other financing sources.....	-	-	-	-
Total revenues and other financing sources.....	44,700	45,228	528	42,574
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Governor and Lieutenant Governor.....	17	17	-	17
Massachusetts Department of Transportation.....	3	-	3	-
Housing and Economic Development.....	17,037	16,965	72	11,622
Total expenditures.....	17,057	16,982	72	11,639
Other financing uses:				
Fringe benefit cost assessment.....	400	384	16	432
Operating transfers out.....	-	-	-	6,045
Stabilization transfer.....	-	27,786	(27,786)	31,686
Total other financing uses.....	400	28,170	(27,770)	38,163
Total expenditures and other financing uses.....	17,457	45,152	(27,698)	49,802
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	27,243	76	(27,167)	(7,228)
Fund balance (deficit) at beginning of year.....	-	-	-	7,228
Fund balance (deficit) at end of year.....	\$ 27,243	\$ 76	\$ (27,167)	\$ -

See accountants' review report



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Non-Budgeted Funds

SPECIAL REVENUE FUNDS:

These funds account for the proceeds of specific revenue sources that are restricted to finance specific functions. Funds that are not subject to appropriation are considered Non-Budgeted Special Revenue Funds.

Federal Grants Fund – to account for federal grants that are designated for specific programs, excluding federal highway construction grants, which are accounted for in the Federal Highway Construction Capital Projects Fund, and federal reimbursement programs, such as Medicaid, which are accounted for in the General Fund.

LOTTERY FUNDS:

The two lottery funds account for the operations of the State and Arts Lotteries.

State Lottery Fund – to account for revenue from the sale of lottery tickets and for the payment of prizes, expenses of the State Lottery Commission and the distribution to municipalities and school districts. Transfers are made from lottery profits to the General Fund.

Arts Lottery Fund – to account for revenues from the sale of lottery tickets, for payment of prizes and the expenses of the State Lottery Commission, and for the administration of the Arts Lottery Council. Transfers are made to the General Fund at the end of the fiscal year.

GAMING:

This fund accounts for the operations of the Massachusetts Gaming Commission (MGC).

Massachusetts Gaming Control Fund – to account for all gaming fees and assessments not recorded in other funds by legislative mandate and other monies authorized by the General Court. Expenditures are to finance the activities of the Massachusetts Gaming Commission (MGC).

UNIVERSAL HEALTH CARE FUNDS:

The eleven Universal Healthcare Funds account for assessments and other revenues that are dedicated to making health care and health insurance accessible and affordable to all citizens of the Commonwealth.

Catastrophic Illness in Children Relief Fund – to account for receipts from a portion of an employer’s unemployment health insurance contribution and certain Federal financial participation. The assistance is for medical expenses of childhood catastrophic illnesses not covered by any other state and federal program and subject to certain family income limits.

Commonwealth Care Trust Fund – to collect fair share employer assessments, free rider surcharges, cigarette tax revenues, transfers from the Health Safety Net Trust Fund and any funds that may be appropriated or transferred for deposit into the trust fund for the purpose of providing health care coverage in accordance with Chapter 58 of the Acts of 2006.

Medical Assistance Trust Fund – to account for any funds directed to the Commonwealth from public entities and federal revenues related to medical assistance; to be used for medical assistance payments to entities authorized by the general court.

Health Safety Net Trust Fund – to account for reimbursing hospitals and community health centers for a portion of the cost of reimbursable health services provided to low-income, uninsured or underinsured residents of the Commonwealth.

Delivery System Transformation Initiatives Trust Fund – to account for funds expended for delivery system transformation initiatives payments to qualifying providers under an approved federal waiver.

Money Follows the Person Rebalancing Demonstration Grant Trust Fund – to account for funds used for expenses that primarily benefit individuals who have disabilities or long-term illnesses or who are elders. The funds shall be used to fund slots for participants in the two new “money follows the person” home and community-based waiver programs established to support the commonwealth’s rebalancing initiative. Monies equal to the amount of federal financial participation collected from the previous quarter shall be transferred to the fund.

Medical Security Trust Fund – to account for premiums, fees, and contributions; used for health insurance for workers receiving unemployment insurance.

Healthcare Payment Reform Fund – to account for any gaming license fees transferred under Section 93 of Chapter 194 of the Acts of 2011, as amended by Section 10 of Chapter 3 of the Acts of 2013, 5% of the acute hospital assessments and any monies credited or transferred to the fund from any other fund or source. The Health Policy Commission is the trustee of the fund and

may expend from the fund, without further appropriation, to carry out the purposes of Chapter 224 of the Acts of 2012, which is to improve the quality of and reduce the cost of health care in the Commonwealth.

Distressed Hospital Trust Fund – to account for public and private sources such as gifts, grants and donations, interest earned on such revenues, 60% of the acute hospital assessment established in Section 241 of Chapter 224 of the Acts of 2012, and any funds provided from other sources. All expenditures from the Distressed Hospital Trust Fund shall support the State’s efforts to meet the health care cost growth benchmark established in Section 9 of Chapter 6D of the General Laws and shall be consistent with any activities funded by the e-Health Institute, the Healthcare Payment Reform Fund, and any delivery system transformation initiative funds authorized by the federal government. No more than 10% of the amounts held in the fund in any 1 year shall be used by the commission for the combined cost of program administration, technical assistance to grantees or program evaluation.

Prevention and Wellness Trust Fund – to account for: (1) any revenue from appropriations or other monies authorized by the General Court and specifically designated to be credited to the fund; (2) any fines and penalties allocated to the fund; (3) any funds from public and private sources such as gifts, grants and donations to further community-based prevention activities; (4) any interest earned on such revenues; and (5) any funds provided from other sources. Also, 26 2/3% of the acute hospital assessment established in Section 241 of Chapter 224 of the Acts of 2012 shall be credited to this fund. All expenditures from the fund shall support the state’s efforts to meet the health care cost growth benchmark established in Section 9 of Chapter 6D of the General Laws and any activities funded by the Healthcare Payment Reform Fund and other health related purposes. No more than 15% of the amounts held in the fund in any 1 year shall be used by the department for the combined cost of program administration, technical assistance to grantees or program evaluation.

Massachusetts Health Information Exchange Fund – to account for expenditures to support the dissemination and development of the statewide health information exchange. There shall be credited to the fund any appropriations, proceeds of any bonds or notes of the commonwealth issued for the purpose, or other monies authorized by the general court and designated thereto; any federal grants or loans; any private gifts, grants or donations made available; and any income derived from the investment of amounts credited to the fund.

OTHER FUNDS:

The other special revenue funds account for a variety of miscellaneous taxes, assessments, fees, fines and other revenues, which are restricted to the financing of specific Commonwealth programs.

Department of Telecommunication and Energy Trust Fund – to account for expenditures by the Department of Telecommunications and Energy for activities of the Department related to the regulation of electric companies.

Liability Management and Reduction Fund – to account for chargebacks assessed to departments as premiums for the provision of insurance coverage for state agencies to cover payment of judgments, settlements and litigation costs in tort claims.

Commonwealth of Massachusetts Civil Monetary Penalty (CMP) Fund – to account for civil monetary penalties paid by nursing homes participating in the medical program for the protection of health and property of residents in a nursing home if the facility is found deficient.

MBTA State and Local Contribution Fund – to account for the transfer of dedicated sales tax revenue and MBTA service area assessments from the Commonwealth to the MBTA as set forth in Massachusetts General Laws, Chapter 10, Section 35T.

MBTA Infrastructure Renovation Fund – to account for supplemental appropriations beyond the MBTA State and Local Contribution Fund for certain MBTA infrastructure improvements. Funds are to be used for, but not limited to, compliance with the American with Disabilities Act, elevator and escalator improvements, waterproofing, fare gates, signage, lighting and structural improvements. No rolling stock is to be acquired through the fund.

Community Preservation Trust Fund – to account for revenues received from surcharges on real estate property taxes, public and private sources as gifts, grants and donations, from damages, penalties costs from litigation settlements and surcharge on municipal liens imposed by the cities and towns that accept funds from the trust, to further community open space preservation programs.

Health Insurance Portability and Accountability Act Fund – to account for revenues received from Federal reimbursements under the Social Security Act, other Federal reimbursements, grants, gifts or other contributions to meet the costs of compliance with the Federal Health Insurance Portability and Accountability Act of 1996 (HIPPA).

State Racing Fund – to account for racing-related taxes and assessments, to be used for expenditures governing simulcasting and to provide certain relief to the racing industry in the Commonwealth.

Division of Professional Licensure Trust Fund – to support programs and administrative costs of the Division of Professional Licensure. Revenues are from professional registration fees and expenditures are for regulatory purposes. Any year-end balance in excess of 20% of the prior year's expenditures is transferred to the General Fund.

Victims of Drunk Driving Trust Fund – to account for fines collected from individuals convicted of driving under the influence of various substances defined by the law. Expenditures are for grants to community based programs to provide counseling and support services to victims of accidents.

State Athletic Commission Fund – to account for licensing fees, other fees and fines collected up to a maximum of \$200,000 per year. All revenues in excess of \$200,000 shall be transferred to the General Fund.

Organ and Tissue Donor Registration Fund – to account for funds received from public and private donations, fees collected by the department of Public Health, including interest revenue, for the purpose of registration of residents of the Commonwealth as organ and tissue donors. Administrative costs cannot exceed 3% per annum of the funds held in the fund in any given fiscal year.

Department of Fire Services Hazardous Materials Emergency Mitigation Response Recovery Trust Fund – to account for monies received from fees, fines and investment income up to a maximum of \$250,000 per year. All revenues in excess of \$250,000 are transferred to the General Fund. Expenditures are for emergency hazardous materials response and mitigation costs.

Registers Technological Fund – to account for funds received from deed surcharges for the benefit of abolished counties. Expenditures are for technological improvements at the registries of deeds in those counties.

County Registers Technological Fund – to account for monies received from deed surcharges for Barnstable, Bristol, Dukes, Norfolk, Plymouth and Nantucket Counties. Expenditures are for technical improvements at those counties.

State Election Campaign Fund – to account for the costs of quadrennial statewide elections provided for through contributions from citizens.

Enhanced 911 Fund – to account for expenditures by the State Police and the Executive Office of Public Safety and Security to automatically identify a telephone number used to place or route a 911 call.

Counsel for Indigent Salary Enhancement Trust Fund – to account for fees collected for private applications for criminal complaints for misdemeanors in Commonwealth courts, including investment income. Expenditures are for rate enhancements for advocates for the indigent.

Smart Growth Housing Trust Fund – to account for revenues from state surplus property sold for between \$25 million to \$50 million, or appropriations from the General Fund and monetary sanctions imposed by the department. This fund is controlled by the Department of Housing and Community Development for the purpose of making payments to communities under the Smart Growth and Housing Production program.

Special Projects Permitting and Oversight Fund – to account for environmental permitting fees. Expenditures are for permitting, technical assistance, compliance and other activities related to environmental oversight.

Division of Energy Resources Credit Trust Fund – to account for the receipt, retention, redemption, sale or transfer of energy conservation credits, renewable energy certificates or credits, emission credits and similar allowances. The Division of Energy Resources may expend these funds, without further appropriation for the implementation of programs for energy reliability, renewable energy, public procurement of energy and energy efficiency and climate change.

School Modernization and Reconstruction Trust Fund – to account for dedicated sales tax revenues in support of the School Building Assistance Program.

Roche Community Rink Fund – to account for revenues generated from fees, fines, leases, gifts, grants, interest or any other revenue sources at the Roche Community Rink, formerly the Bryant Rink, in the West Roxbury section of the city of Boston. Expenditures are for operational costs, capital improvements, equipment and maintenance of said rink, including the costs of personnel.

Health Care Workforce Transformation Fund – to account for all revenue received under Section 28 of Chapter 224 of the Acts of 2012, including payments made under the healthcare workforce loan repayment program, appropriations made by General Court and gifts, grants and interest income. Expenditures of not more than 10% of the amount held in the fund in any one year shall be used by the Secretary of Health and Human

Services for the combined cost of program administration, technical assistance to grantees and program evaluation. Funds of not less than 20% may be transferred to the Department of Public Health and up to 10% may be transferred to the Massachusetts Nursing and Allied Health Workforce Development Trust Fund. Funds remaining shall be expended by the Executive Office of Labor and Workforce Development for various healthcare related jobs programs.

Workforce Competitiveness Trust Fund – to account for funds to support the development and implementation of employer and work responsive programs to enhance worker skills, income, productivity and retention and to increase the quality and competitiveness of Massachusetts firms. The fund is administered by the Executive Office of Labor and Workforce Development.

Fire Prevention and Public Safety Fund – to account for all penalties recovered under the Cigarette Fire Safety Regulation Act to be used for fire safety and prevention programs.

Cigarette Fire Safety and Firefighter Protection Act Enforcement Fund – to account for the fire safety certification fees submitted by cigarette manufacturers. The fund is used solely to support state processing, testing, enforcement and oversight activities related to implementation of the cigarette fire safety regulation.

Massachusetts Board of Higher Education Scholar-Internship Match Fund – to provide a match for industry scholarships given to Massachusetts students going on to study for a post-secondary degree at Massachusetts public higher education institutions. The amount to be matched through the Scholar-Internship Match Fund shall not exceed \$5,000 per student, contingent upon receiving a corresponding industry scholarship or internship of up to the same amount.

District Local Technical Assistance Fund – to account for grants to regional planning agencies for technical assistance to municipalities and to develop a statewide permitting model. Technical assistance services funded by these grants shall include services for zoning, land use planning, conservation, public safety planning, information technology and statistical trend modeling. Expenditures from this fund may not exceed \$2.8 million in any fiscal year.

Educational Rewards Grant Program Fund – to account for grants to students in accredited post-secondary certificate or vocational technology programs or associate degrees in targeted high-demand occupations.

Massachusetts Nursing and Allied Health Workforce Development Trust Fund – to account for funds appropriated, grants, loans or private donations received to increase the number of public and private higher education faculty and students who participate in programs that support careers in fields related to nursing and allied health.

Health Information Technology Trust Fund – to account for federal reimbursements received under the Health Information Technology for Economic and Clinical Health Act and other revenues received from or in support of the health care provider incentive payment program for incentive payments to eligible Massachusetts Medicaid health care providers and for the promotion of electronic health record adoption and health information exchange in the Commonwealth. This fund may incur a deficit, after approval from the Secretary of Administration and Finance, in an amount not to exceed the most recent revenue estimate as certified by the MassHealth Director.

Build America Bonds Subsidy Trust Fund – to account for subsidies from the United States Treasury related to taxable Build America bonds issued by the Commonwealth. Expenditures are used to pay debt service related to these bonds.

Government Land Bank Fund – to account for proceeds from disposition, conversion and redevelopment of land used for industrial and low income housing developments to fund payments of principal and interest on bonds and notes of the Massachusetts Development Finance Agency.

Natural Heritage and Endangered Species Fund – to account for revenues from public and private sources and/or the federal government as reimbursements, grants, donations or other receipts; used to acquire by purchase, lease, easement or license land critical to nongame wildlife and endangered species for purposes of protecting and enhancing nongame wildlife.

Massachusetts Mathematics, Science, Technology and Engineering Grant Fund – to account for support provided to Massachusetts students who participate in programs that support careers in fields related to mathematics, science, technology and engineering. The grants also support curriculum development in those fields.

Commonwealth Covenant Fund – to support programs that provide accessible tuition loan repayments to students who attend public universities or colleges in Massachusetts and remain in the Commonwealth to pursue careers in the STEM (science, technology, engineering and mathematics) fields.

Massachusetts Alternative and Clean Energy Investment Trust Fund – to account for any funds invested in clean energy technology research and issued as seed grants to companies, universities and nonprofits to encourage the creation of clean technology ventures and the training of workers to perform associated green jobs.

Regional Greenhouse Gas Initiatives (RGGI) Auction Trust Fund – to account for auction proceeds under the carbon dioxide cap and trade program. Expenditures from the fund shall be made by the Department of Environmental Protection in consultation with the Department of Energy Resources to adopt rules and regulations establishing a carbon dioxide cap to limit and reduce the total carbon dioxide emissions released by electricity-generating stations.

Mosquito and Greenhead Fly Control Fund – to account for assessments to cities and towns of various mosquito control districts; to support activities designed to control mosquitoes and/or “greenhead” flies.

Ocean Resources and Waterways Trust Fund – to account for funds appropriated, investment income, grants or ocean development mitigation fees received; for use in restoring or enhancing marine habitat and resources affected by project developments.

Off Highway Vehicle Program Fund – to account for fees, fines and investment income collected for use in enforcement and environmental development, repair and restorations of trails and facilities.

Workforce Training Trust Fund – to account for revenues from the unemployment surcharge on taxable wages on employers; to provide grants to employers, employer groups, labor organizations and training providers for projects to provide education and training to existing employees and newly hired workers.

Oil Overcharge Fund – to account for the fines and penalties collected under federal litigation from certain oil companies; used to provide fuel assistance and home insulation for low-income residents.

Infrastructure Development Fund – to create jobs and stimulate economic development through infrastructure-related investments. The fund may be used for shovel-ready infrastructure projects including, but not limited to, transit and highway projects, business expansion and redevelopment use and other related projects to create economic opportunity and jobs. Funds may be used to support matching funds for certain capital expenditures which are sponsored by higher educational institutions for

scientific or technology research and development. This fund expired on June 30, 2013.

Substance Abuse Services Fund – to account for funds used to expand inpatient treatment facilities and ongoing case management for individuals civilly committed under Section 35 of Chapter 123 of the General Laws. This fund shall remain in effect until June 30, 2014.

State Low Income Housing Tax Credit Fund – to account for funds used to offset General Fund costs associated with the state low income housing tax credit claimed annually by eligible taxpayers. The aggregate amount of transferred funds for all fiscal years during which the fund is effective shall not exceed \$9.5 million. The fund shall remain in effect until June 30, 2014.

Human Service Salary Reserve Fund – to account for funds transferred from the General Fund to provide a one-time subsidy to personnel earning less than \$40,000 in annual compensation who are employed by private human service providers that deliver human and social services under contracts with departments within the Executive Office of Health and Human Services and the Executive Office of Elder Affairs.

Department of Public Utilities Storm Trust Fund – to account for assessments charged against each electric company under the jurisdictional control of the Department of Public Utilities and any income derived from the investment of amounts credited to the Fund. Monies from this fund shall be used in investigating the preparation for and response to storm and other emergency events by electric companies in the Commonwealth.

Homeless Animal Prevention and Care Fund – to offset costs associated with the vaccination, spaying and neutering of homeless dogs and cats, owned by low-income residents and to assist with the training of animal control officers consistent with Section 151C of Chapter 140 of the General Laws. The fund shall consist of all revenues received by the Commonwealth pursuant to the voluntary check-off donation indicated on the Department of Revenue’s annual income tax return and from public and private sources as gifts, grants and donations to further reduce the population of homeless animals.

Horseneck Beach Reservation Trust Fund – to account for the long-term preservation, maintenance, nourishment and public safety of Horseneck Beach in the Town of Westport. Revenues credited to the fund shall consist of a surcharge of \$1 imposed by the Department of Conservation and Recreation upon each fee charged and collected from admission to and parking in the Horseneck

Beach Reservation. Expenditures from the fund for public safety may be made available to the town of Westport's police, fire, ambulance and emergency personnel.

Environmental Trust Fund – to account for fines, gifts and grants used for restoration, protection and improvement of the quality of Boston Harbor, Lynn Harbor, Massachusetts Bay, Buzzards Bay and Cape Cod Bay.

Children's Trust Fund – to account for gifts, grants, interest and donations to the Child Abuse Prevention Board and certain appropriations designated to be transferred to the fund; used for support programs to raise awareness of child abuse and prevention programs.

Child Support Enforcement Fund – to account for federal grants used for activities associated with the collection of child support.

Massachusetts Military Family Relief Fund – to account for revenues received by the Commonwealth pursuant to the voluntary check-off donation indicated on the Department of Revenue's annual income tax return, from public and private sources as gifts, grants, and donations to further the purposes of the fund, which is to help members of the Massachusetts National Guard and Massachusetts residents who are members of the Armed Forces of the United States and who were called to active duty after September 11, 2001.

Department of Industrial Accidents Special Fund – to account for assessments to employers and cities and towns for workers' compensation insurance premiums and penalties assessed against employers who fail to insure for workers' compensation; used to reimburse the General Fund for the operating account of the Department of Industrial Accidents and for administrative overhead.

Massachusetts AIDS Fund – to account for revenues received by the Commonwealth pursuant to the voluntary check-off donation indicated on the Department of Revenue's annual income tax return, from public and private sources as gifts, grants, and donations; used for research, treatment, and education related to acquired immune deficiency syndrome.

Trust Fund for the Head Injury Treatment Services Fund – to account for revenues from a surcharge on fines resulting from "driving under the influence" convictions; funds the Massachusetts Rehabilitation Commission's statewide head injury program to develop and maintain non-residential rehabilitation services for head injured persons.

Board of Registration in Medicine Fund – to account for certain revenues and expenditures of the Board.

Water Pollution Abatement Projects Administration Fund – to account for transfers from the Water Pollution Abatement Trust and general obligation bond proceeds; used for the administration of the Department of Environmental Protection to fund water pollution abatement projects.

Child Care Quality Fund – to account for revenues received from the sale of "Invest in Children" distinctive registration plates issued by the Registrar of Motor Vehicles and the expenditures by the commissioner of the Office for Children for providing grants for not-for-profit childcare organizations for the purpose of improving childcare services.

Convention and Exhibition Center Fund – to account for certain rooms and sales and use taxes, surcharges imposed on tourist tickets, including cruises and land-based sightseeing located in the Commonwealth, to finance the construction and operating expenses of a new Boston Convention Center and convention centers in Worcester and Springfield.

Firearms Fingerprint Identity Verification Trust Fund – to account for fees paid in firearms registrations for the purpose of financing fingerprint identification verifications with the fingerprint records maintained by the Federal Bureau of Investigations or any other federal agency for the verification of firearms license application identities.

Grant Anticipation Note Trust Fund – to account for proceeds to cover federal grant anticipation note expenditures and pay the related debt service.

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION (MassDOT) FUNDS:

Massachusetts Transportation Trust Fund – to account for assessments, federal grants, departmental revenues, transfers and expenditures related to MassDOT.

Central Artery / Tunnel Project Repair and Maintenance Trust Fund – to account for any costs incurred in connection with the repairs and maintenance of the Central Artery and the Ted Williams Tunnel.

Motor Vehicle Safety Inspection Trust Fund – to account for motor vehicle inspection fees for administration and operation of safety inspection programs by the Registry of Motor Vehicles.

The following funds have been enacted in legislation but were inactive in FY13 and are not presented in this report:

Essential Community Provider Trust Fund – to account for amounts appropriated for transfers and interest earned by the fund; used for payments to acute care hospitals and community health centers, as defined in Chapter 58 of the Acts of 2006, Section 8.

Department of Mental Retardation Trust Fund – to account for any receipts from assessments, transfers by the Department of Mental Retardation for public facilities and any other federal financial participation. Expenditures are for operating the intermediate care facilities and community residences serving individuals with mental retardation.

Dam and Seawall Repair or Removal Fund – to account for amounts credited or transferred to the fund by the General Court or any other source including, without limitation, federal grants; loan repayments; investment earnings on monies in the fund; and any other amounts required to be credited to the fund by operation of law, resolution or agreement entered into by the Department of Conservation and Recreation. Amounts credited to the fund shall be used to provide grants or loans to local governmental bodies, charitable organizations and private dam owners to finance or refinance costs related to dams and flood or wave control repair or remediation projects. Grants from the fund shall only be available to local governmental bodies and charitable organizations.

Fingerprint-Based Background Check Trust Fund – to account for any appropriations or other monies authorized by the General Court and specifically designated to be credited thereto and any additional funds designated for deposit into the fund, including any private donations made available for deposit into the fund. Expenditures shall be for the sole purpose of carrying out state and national criminal background checks and verifications.

Natural Resources Damages Trust Fund – to account for gifts, grants and other contributions received to fund natural resources restoration projects.

Agricultural Inspection and Infrastructure Trust Fund – to account for agricultural inspection fee revenues, interest or investment earnings on such monies; and all other monies credited or transferred to the fund by law. Expenditures from the fund shall be for agricultural programs and costs related to the Agricultural Innovation Center. Any unexpended balance in the fund at the end of the fiscal year, not to exceed \$200,000, shall not revert to the General Fund but shall remain available for expenditure in subsequent fiscal years.

Financial Literacy Trust Fund – to account for private contributions, publicly or privately-funded grants and funds appropriated by the state or federal government. The fund shall be used to encourage financial literacy and education for residents, institutions, community organizations and entities that will promote financial literacy.

Social Innovation Financing Trust Fund – to account for funding contracts to improve outcomes and lower costs for contracted government services. The Secretary of Administration and Finance may provide that payments in future years under any such contracts shall constitute a general obligation of the Commonwealth for which the full faith and credit of the Commonwealth shall be pledged for the benefit of the providers of the contracted government services, but the total amount of payments under such contracts secured by a pledge of the full faith and credit of the Commonwealth shall not exceed, in the aggregate, \$50 million.

Commonwealth Sewer Rate Relief Fund – to account for transfers of amounts from the General Fund or other funds; used for the purpose of mitigating sewer rate increases and making sewer rate relief grants to municipalities.

Regional Transit Authorities Forward Funding Trust Fund – to account for revenues allocated to support capital or other eligible activities for regional transit authorities.

County Correction Fund – to account for approximately 7.5% of the deeds excise tax distributed to counties for the operation of county correctional facilities. With consolidation of counties into the Commonwealth in FY10, this fund became inactive in FY11.

Public Health Trust Fund – to account for the collection of fees on slot machines assessed under Section 56 of Chapter 23K of the General Laws and all other monies credited or transferred to the fund from any other source under law. Funds shall be expended to assist social service and public health programs dedicated to addressing problems associated with compulsive gambling including, but not limited to, gambling prevention and addiction services, substance abuse services, educational campaigns to mitigate the potential addictive nature of gambling and any studies and evaluations necessary.

Gaming Revenue Fund – to account for revenues collected from taxes on gross gaming revenue received from gaming licenses. The revenues shall be transferred to other funds in accordance with Section 59 of Chapter 23K of the General Laws.

Race Horse Development Fund – to account for the daily assessment of 9% of gross gaming revenues collected by slot machine-only venues, in accordance with Section 55c of Chapter 23K of the General Laws. Expenditures from this fund shall be made to each licensee under Chapter 128A of the General Laws.

Community Mitigation Fund – to account for gaming tax revenue transferred under Section 59 of Chapter 23K of the General Laws and all other monies credited or transferred to the fund from any other fund or source. Funds shall be expended to assist the host community and surrounding communities in offsetting costs related to the construction and operation of a gaming establishment including, but not limited to, communities and water and sewer districts in the vicinity of a gaming establishment, local and regional education, transportation, infrastructure, housing, environmental issues and public safety, including the office of the county district attorney, police, fire and emergency services.

Transportation Infrastructure and Development Fund – to account for monies transferred from the Gaming Revenue Fund and all other monies credited or transferred to the fund from any other fund or source and proceeds from the investment of such funds. Expenditures shall not be made until the Secretary of Administration and Finance has provided written approval annually of a proposed spending plan. Any expenditures from this fund shall be solely for the purpose of transportation and related infrastructure projects including but not limited to, transit expansion and maintenance. Not less than 50% of such expenditures shall be dedicated for the purpose of supplementing, and not offsetting, any expenditures made for the construction and reconstruction of municipal ways as described in Section 4 of Chapter 6C of the General Laws.

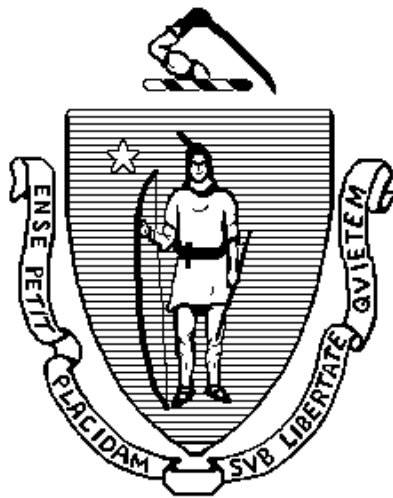
Local Capital Projects Fund – to account for funds transferred from the Gaming Revenue Fund established in Section 59 of Chapter 23K of the General Laws and any monies credited to or transferred to the fund from any other fund or source.

Gaming Licensing Fund – to account for the collection of all gaming establishment licensing fees established under Chapter 23K of the General Laws and excluding initial application fees. Monies from this fund shall be transferred to various funds in accordance with Section 93 of Chapter 194 of the Acts of 2011. This fund shall expire on December 31, 2015.

Victims of Human Trafficking Trust Fund – to account for the proceeds of assets seized and forfeited and fines and assessments collected along with any interest earned.

Funds shall be transferred to the Victim and Witness Assistance Board to administer grants to public, private non-profit or community-based programs in the Commonwealth.

Health Care Security Trust Fund – to account for revenues received from tobacco companies under the tobacco settlement and interest income for health-related services and programs intended to control or reduce the use of tobacco in the Commonwealth. For FY2013, per statute, tobacco revenues were deposited directly into the General Fund, not into this fund.



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Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	Lotteries			Gaming	Universal Health Care Funds		
	Federal Grants	State Lottery	Arts Lottery	Massachusetts Gaming Control	Catastrophic Illness in Children Relief	Commonwealth Care Trust	Medical Assistance Trust
REVENUES AND OTHER FINANCING SOURCES							
Revenues:							
Taxes.....	\$ -	\$ 683	\$ -	\$ -	\$ -	\$ 141,289	\$ -
Assessments.....	-	-	-	-	-	-	-
Federal grants and reimbursements.....	2,396,175	-	-	-	-	-	-
Departmental.....	-	4,966,124	75,564	9,899	-	16,000	152,000
Miscellaneous.....	-	961	44	-	1	63,379	-
Total revenues.....	2,396,175	4,967,768	75,608	9,899	1	220,668	152,000
Other financing sources:							
Operating transfers in.....	-	-	74,645	-	-	-	-
Stabilization transfer.....	-	-	-	-	-	-	-
Commonwealth care trust transfer.....	-	-	-	-	-	661,249	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-	390,889
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-	-
Total other financing sources.....	-	-	74,645	-	-	661,249	390,889
Total revenues and other financing sources.....	2,396,175	4,967,768	150,253	9,899	1	881,917	542,889
EXPENDITURES AND OTHER FINANCING USES							
Expenditures:							
Judiciary.....	1,186	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	854	-	-	-	-	-	-
Treasurer and Receiver-General.....	1,858	3,927,982	65,178	-	-	-	-
Attorney General.....	8,660	-	-	-	-	-	-
District Attorney.....	2,300	-	-	-	-	-	-
Sheriff's Departments.....	3,835	-	-	-	-	-	-
Board of Library Commissioners.....	2,966	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	12,722	-	-	-
Comptroller.....	-	-	-	-	-	-	-
Administration and Finance.....	6,306	-	-	-	-	886,726	-
Energy and Environmental Affairs.....	49,784	-	-	-	-	-	-
Health and Human Services.....	434,523	-	-	-	165	-	544,282
Massachusetts Department of Transportation.....	2,104	-	-	-	-	-	-
Executive Office of Education.....	957,433	-	-	-	-	-	-
Public Safety and Homeland Security.....	218,857	-	-	-	-	-	-
Housing and Economic Development.....	470,940	-	-	33	-	-	-
Labor and Workforce Development.....	157,448	-	-	-	-	-	-
Debt service:							
Principal retirement.....	-	-	-	-	-	-	-
Interest and fiscal charges.....	-	-	-	-	-	-	-
Total expenditures.....	2,319,054	3,927,982	65,178	12,755	165	886,726	544,282
Other financing uses:							
Fringe benefit cost assessment.....	50,732	7,271	-	420	42	-	-
Lottery operating reimbursements.....	-	87,056	6,461	-	-	-	-
Lottery distributions.....	-	870,814	78,614	-	-	-	-
Operating transfers out.....	43,726	74,645	-	-	23	18,825	-
Health safety net trust transfer.....	-	-	-	-	-	30,000	-
Federal reimbursement transfer out.....	-	-	-	-	-	-	-
Total other financing uses.....	94,458	1,039,786	85,075	420	65	48,825	-
Total expenditures and other financing uses.....	2,413,512	4,967,768	150,253	13,175	230	935,551	544,282
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....							
	(17,337)	-	-	(3,276)	(229)	(53,634)	(1,393)
Fund balance (deficit) at beginning of year.....	83,713	-	-	14,145	244	53,634	1,393
Fund balance (deficit) at end of year.....	\$ 66,376	\$ -	\$ -	\$ 10,869	\$ 15	\$ -	\$ -

See accountants' review report

Universal Health Care Funds								Non-Budgeted Other Funds
Health Safety Net Trust	Delivery System Transformation Initiatives Trust	Money Follows the Person Rebalancing Demonstration Grant Trust	Medical Security Trust	Healthcare Payment Reform	Distressed Hospital Trust	Prevention and Wellness Trust	Massachusetts Health Information Exchange	Department of Telecommunication and Energy Trust
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
333,232	-	-	-	2,280	25,994	11,553	-	5,606
985	-	-	-	-	-	-	-	-
187	22,427	-	197,503	-	-	-	185	-
334,404	22,427	-	197,503	2,280	25,994	11,553	185	5,606
-	-	1,319	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
30,000	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	186,908	-	-	-	-	-	-	-
30,000	186,908	1,319	-	-	-	-	-	-
364,404	209,335	1,319	197,503	2,280	25,994	11,553	185	5,606
-	-	-	-	-	-	-	-	-
49	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	11
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	3,665
397,571	208,472	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	79,796	-	-	-	-	-
-	-	-	-	-	-	-	-	-
397,620	208,472	-	79,796	-	-	-	-	3,676
90	-	-	741	-	-	-	-	651
-	-	-	-	-	-	-	-	-
123	-	-	66	-	-	-	-	171
-	-	-	-	-	-	-	-	-
213	-	-	807	-	-	-	-	822
397,833	208,472	-	80,603	-	-	-	-	4,498
(33,429)	863	1,319	116,900	2,280	25,994	11,553	185	1,108
102,015	82	177	(77,031)	-	-	-	-	1,359
\$ 68,586	\$ 945	\$ 1,496	\$ 39,869	\$ 2,280	\$ 25,994	\$ 11,553	\$ 185	\$ 2,467

continued

Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	Non-Budgeted Other Funds						
	Liability Management and Reduction	Commonwealth of Massachusetts Civil Monetary Penalty (CMP)	MBTA State and Local Contribution	MBTA Infrastructure Renovation	Community Preservation Trust	Health Insurance Portability and Accountability Act	State Racing
REVENUES AND OTHER FINANCING SOURCES							
Revenues:							
Taxes.....	\$ -	\$ -	\$ 786,867	\$ -	\$ 30,598	\$ -	\$ 1,830
Assessments.....	-	-	155,769	-	-	-	408
Federal grants and reimbursements.....	-	-	-	-	-	15,677	-
Departmental.....	1,918	476	-	-	-	-	257
Miscellaneous.....	2	-	-	-	23	-	1
Total revenues.....	1,920	476	942,636	-	30,621	15,677	2,496
Other financing sources:							
Operating transfers in.....	-	-	-	-	-	-	-
Stabilization transfer.....	-	-	-	-	-	-	-
Commonwealth care trust transfer.....	-	-	-	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-	-
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-	-
Total other financing sources.....	-	-	-	-	-	-	-
Total revenues and other financing sources.....	1,920	476	942,636	-	30,621	15,677	2,496
EXPENDITURES AND OTHER FINANCING USES							
Expenditures:							
Judiciary.....	-	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	942,636	3,325	-	-	-
Attorney General.....	36	-	-	-	-	-	-
District Attorney.....	-	-	-	-	-	-	-
Sheriff's Departments.....	-	-	-	-	-	-	-
Board of Library Commissioners.....	-	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	-	-	-	614
Comptroller.....	1,715	-	-	-	-	-	-
Administration and Finance.....	-	-	-	-	27,813	-	-
Energy and Environmental Affairs.....	-	-	-	-	-	-	-
Health and Human Services.....	-	287	-	-	-	18,899	110
Massachusetts Department of Transportation.....	-	-	-	-	-	-	-
Executive Office of Education.....	-	-	-	-	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	-	-
Housing and Economic Development.....	-	-	-	-	-	-	1,018
Labor and Workforce Development.....	-	-	-	-	-	-	-
Debt service:							
Principal retirement.....	-	-	-	-	-	-	-
Interest and fiscal charges.....	-	-	-	-	-	-	-
Total expenditures.....	1,751	287	942,636	3,325	27,813	18,899	1,742
Other financing uses:							
Fringe benefit cost assessment.....	15	-	-	-	25	33	151
Lottery operating reimbursements.....	-	-	-	-	-	-	-
Lottery distributions.....	-	-	-	-	-	-	-
Operating transfers out.....	-	-	-	-	16	223	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Federal reimbursement transfer out.....	-	-	-	-	-	-	-
Total other financing uses.....	15	-	-	-	41	256	151
Total expenditures and other financing uses.....	1,766	287	942,636	3,325	27,854	19,155	1,893
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....							
	154	189	-	(3,325)	2,767	(3,478)	603
Fund balance (deficit) at beginning of year.....	2,948	1,372	-	3,325	27,396	8,699	748
Fund balance (deficit) at end of year.....	\$ 3,102	\$ 1,561	\$ -	\$ -	\$ 30,163	\$ 5,221	\$ 1,351

See accountants' review report

Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	Non-Budgeted Other Funds						
	Counsel for Indigent Salary Enhancement Trust	Smart Growth Housing Trust	Special Projects Permitting and Oversight	Division of Energy Resources and Credit Trust	School Modernization and Reconstruction Trust	Roche Community Rink	Healthcare Workforce Transformation Trust
REVENUES AND OTHER FINANCING SOURCES							
Revenues:							
Taxes.....	\$ -	\$ -	\$ -	\$ -	\$ 682,046	\$ -	\$ -
Assessments.....	-	-	-	-	-	-	-
Federal grants and reimbursements.....	-	-	-	-	-	-	-
Departmental.....	64	-	6,446	-	-	50	-
Miscellaneous.....	-	-	-	131	-	-	-
Total revenues.....	64	-	6,446	131	682,046	50	-
Other financing sources:							
Operating transfers in.....	-	4,000	-	-	-	-	20,000
Stabilization transfer.....	-	-	-	-	-	-	-
Commonwealth care trust transfer.....	-	-	-	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-	-
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-	-
Total other financing sources.....	-	4,000	-	-	-	-	20,000
Total revenues and other financing sources.....	64	4,000	6,446	131	682,046	50	20,000
EXPENDITURES AND OTHER FINANCING USES							
Expenditures:							
Judiciary.....	-	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	-	-	682,046	-	-
Attorney General.....	-	-	-	-	-	-	-
District Attorney.....	-	-	-	-	-	-	-
Sheriff's Departments.....	-	-	-	-	-	-	-
Board of Library Commissioners.....	-	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	-	-	-	-
Comptroller.....	-	-	-	-	-	-	-
Administration and Finance.....	-	-	-	-	-	-	-
Energy and Environmental Affairs.....	-	-	2,009	1	-	-	-
Health and Human Services.....	-	-	-	-	-	-	-
Massachusetts Department of Transportation.....	-	-	-	-	-	-	-
Executive Office of Education.....	-	-	-	-	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	-	-
Housing and Economic Development.....	-	525	-	-	-	-	-
Labor and Workforce Development.....	-	-	-	-	-	-	-
Debt service:							
Principal retirement.....	-	-	-	-	-	-	-
Interest and fiscal charges.....	-	-	-	-	-	-	-
Total expenditures.....	-	525	2,009	1	682,046	-	-
Other financing uses:							
Fringe benefit cost assessment.....	-	-	465	-	-	-	-
Lottery operating reimbursements.....	-	-	-	-	-	-	-
Lottery distributions.....	-	-	-	-	-	-	-
Operating transfers out.....	-	-	977	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Federal reimbursement transfer out.....	-	-	-	-	-	-	-
Total other financing uses.....	-	-	1,442	-	-	-	-
Total expenditures and other financing uses.....	-	525	3,451	1	682,046	-	-
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	64	3,475	2,995	130	-	50	20,000
Fund balance (deficit) at beginning of year.....	221	1,035	2,375	2,118	-	303	-
Fund balance (deficit) at end of year.....	\$ 285	\$ 4,510	\$ 5,370	\$ 2,248	\$ -	\$ 353	\$ 20,000

See accountants' review report

Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	Non-Budgeted Other Funds						
	Government Land Bank	Natural Heritage and Endangered Species	Massachusetts Mathematics, Science, Technology and Engineering Grant	Commonwealth Covenant	Massachusetts Alternative and Clean Energy Investment Trust	Regional Greenhouse Gas Initiative (RGGI) Auction Trust	Mosquito and Greenhead Fly Control
REVENUES AND OTHER FINANCING SOURCES							
Revenues:							
Taxes.....	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Assessments.....	-	-	-	-	-	-	10,220
Federal grants and reimbursements.....	-	1,070	-	-	-	-	-
Departmental.....	-	473	-	-	-	52,203	695
Miscellaneous.....	-	155	25	-	-	-	-
Total revenues.....	-	1,698	25	-	-	52,203	10,915
Other financing sources:							
Operating transfers in.....	9,226	-	1,500	-	-	-	-
Stabilization transfer.....	-	-	-	-	-	-	-
Commonwealth care trust transfer.....	-	-	-	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-	-
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-	-
Total other financing sources.....	9,226	-	1,500	-	-	-	-
Total revenues and other financing sources.....	9,226	1,698	1,525	-	-	52,203	10,915
EXPENDITURES AND OTHER FINANCING USES							
Expenditures:							
Judiciary.....	-	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	-	35	-	-	-
Attorney General.....	-	-	-	-	-	-	-
District Attorney.....	-	-	-	-	-	-	-
Sheriff's Departments.....	-	-	-	-	-	-	-
Board of Library Commissioners.....	-	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	-	-	-	-
Comptroller.....	-	-	-	-	-	-	-
Administration and Finance.....	-	-	-	-	-	-	-
Energy and Environmental Affairs.....	-	1,192	-	-	-	41,062	9,158
Health and Human Services.....	-	-	-	-	-	-	95
Massachusetts Department of Transportation.....	-	-	-	-	-	-	-
Executive Office of Education.....	-	-	1,477	-	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	-	-
Housing and Economic Development.....	-	-	-	-	-	-	-
Labor and Workforce Development.....	-	-	-	-	-	-	-
Debt service:							
Principal retirement.....	6,055	-	-	-	-	-	-
Interest and fiscal charges.....	3,171	-	-	-	-	-	-
Total expenditures.....	9,226	1,192	1,477	35	-	41,062	9,253
Other financing uses:							
Fringe benefit cost assessment.....	-	82	33	-	-	-	1,076
Lottery operating reimbursements.....	-	-	-	-	-	-	-
Lottery distributions.....	-	-	-	-	-	-	-
Operating transfers out.....	-	-	23	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Federal reimbursement transfer out.....	-	-	-	-	-	-	-
Total other financing uses.....	-	82	56	-	-	-	1,076
Total expenditures and other financing uses.....	9,226	1,274	1,533	35	-	41,062	10,329
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....	-	424	(8)	(35)	-	11,141	586
Fund balance (deficit) at beginning of year.....	(35,033)	1,127	641	101	24	26,729	1,044
Fund balance (deficit) at end of year.....	\$ (35,033)	\$ 1,551	\$ 633	\$ 66	\$ 24	\$ 37,870	\$ 1,630

See accountants' review report

Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	Non-Budgeted Other Funds						
	Homeless Animal Prevention and Care	Horseneck Beach Reservation	Environmental Trust	Children's Trust	Child Support Enforcement	Massachusetts Military Family Relief	Department of Industrial Accidents Special
REVENUES AND OTHER FINANCING SOURCES							
Revenues:							
Taxes.....	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Assessments.....	-	-	-	-	-	-	12,919
Federal grants and reimbursements.....	-	-	-	-	26,626	-	-
Departmental.....	-	-	832	-	4,894	-	5,555
Miscellaneous.....	196	13	9	-	37	243	6
Total revenues.....	196	13	841	-	31,557	243	18,480
Other financing sources:							
Operating transfers in.....	-	-	-	-	-	-	-
Stabilization transfer.....	-	-	-	-	-	-	-
Commonwealth care trust transfer.....	-	-	-	-	-	-	-
Health safety net trust transfer.....	-	-	-	-	-	-	-
Medical assistance transfer.....	-	-	-	-	-	-	-
Delivery system transformation initiatives trust transfer.....	-	-	-	-	-	-	-
Total other financing sources.....	-	-	-	-	-	-	-
Total revenues and other financing sources.....	196	13	841	-	31,557	243	18,480
EXPENDITURES AND OTHER FINANCING USES							
Expenditures:							
Judiciary.....	-	-	-	-	-	-	-
Inspector General.....	-	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	-	-	9	-	-
Attorney General.....	-	-	-	-	-	-	-
District Attorney.....	-	-	-	-	235	-	-
Sheriff's Departments.....	-	-	-	-	-	-	-
Board of Library Commissioners.....	-	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	-	-	-	-
Comptroller.....	-	-	-	-	-	-	-
Administration and Finance.....	-	-	-	-	35,561	-	-
Energy and Environmental Affairs.....	-	-	938	-	-	-	-
Health and Human Services.....	-	-	-	-	-	-	-
Massachusetts Department of Transportation.....	-	-	-	-	-	-	-
Executive Office of Education.....	-	-	6	25	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	200	-
Housing and Economic Development.....	-	-	-	-	-	-	-
Labor and Workforce Development.....	-	-	-	-	44	-	-
Debt service:							
Principal retirement.....	-	-	-	-	-	-	-
Interest and fiscal charges.....	-	-	-	-	-	-	-
Total expenditures.....	-	-	944	25	35,849	200	-
Other financing uses:							
Fringe benefit cost assessment.....	-	-	55	1	872	-	3,311
Lottery operating reimbursements.....	-	-	-	-	-	-	-
Lottery distributions.....	-	-	-	-	-	-	-
Operating transfers out.....	-	-	25	5	501	-	17,211
Health safety net trust transfer.....	-	-	-	-	-	-	-
Federal reimbursement transfer out.....	-	-	-	-	-	-	-
Total other financing uses.....	-	-	80	6	1,373	-	20,522
Total expenditures and other financing uses.....	-	-	1,024	31	37,222	200	20,522
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....							
	196	13	(183)	(31)	(5,665)	43	(2,042)
Fund balance (deficit) at beginning of year.....	-	-	4,129	231	53,928	849	14,294
Fund balance (deficit) at end of year.....	\$ 196	\$ 13	\$ 3,946	\$ 200	\$ 48,263	\$ 892	\$ 12,252

See accountants' review report

Non-Budgeted Other Funds								MassDOT
Massachusetts AIDS	Trust Fund for the Head Injury Treatment Services	Board of Registration in Medicine	Water Pollution Abatement Projects Administration	Child Care Quality	Convention and Exhibition Center	Firearms Fingerprint Identity Verification Trust	Grant Anticipation Note Trust	Massachusetts Transportation Trust
\$ -	\$ -	\$ -	\$ -	\$ -	\$ 98,519	\$ -	\$ -	\$ -
-	-	-	-	-	-	-	600,585	48,790
-	6,203	8,920	-	260	-	1,965	-	395,949
89	1	-	8,819	-	2,112	-	760	21,664
89	6,204	8,920	8,819	260	100,631	1,965	601,345	466,403
-	-	-	-	-	-	-	19,585	420,600
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	19,585	420,600
89	6,204	8,920	8,819	260	100,631	1,965	620,930	887,003
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	52
-	-	-	-	-	-	-	-	103
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	931	224
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	738
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	101,183	-	-	1,650
-	-	-	5,948	-	-	-	-	2,575
130	5,430	5,976	-	-	-	-	-	292
-	-	-	-	-	-	-	-	799,791
-	-	-	-	39	-	-	-	-
-	-	-	-	-	-	1,275	-	91
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	161,285	-
-	-	-	-	-	36,469	-	26,876	-
130	5,430	5,976	5,948	39	137,652	1,275	189,092	805,516
-	159	972	1,304	-	-	-	-	31,831
-	-	-	-	-	-	-	-	-
-	52	516	1,643	-	-	-	-	1,983
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	430,022	-
-	211	1,488	2,947	-	-	-	430,022	33,814
130	5,641	7,464	8,895	39	137,652	1,275	619,114	839,330
(41)	563	1,456	(76)	221	(37,021)	690	1,816	47,673
119	2,732	4,605	1,042	883	116,752	2,628	205,055	785,657
\$ 78	\$ 3,295	\$ 6,061	\$ 966	\$ 1,104	\$ 79,731	\$ 3,318	\$ 206,871	\$ 833,330

continued

Non-Budgeted Special Revenue Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	MassDOT		Totals	
	Central Artery/ Tunnel Project Repairs and Maintenance Trust	Motor Vehicle Safety Inspection Trust	(Memorandum only)	
			2013	2012
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ -	\$ -	\$ 1,764,078	\$ 1,739,826
Assessments.....	-	-	558,172	526,540
Federal grants and reimbursements.....	-	-	3,227,276	3,534,718
Departmental.....	-	30,862	6,029,687	5,846,922
Miscellaneous.....	6,087	44	130,170	136,786
Total revenues.....	6,087	30,906	11,709,383	11,784,792
Other financing sources:				
Operating transfers in.....	-	-	556,275	534,586
Stabilization transfer.....	-	-	-	15,000
Commonwealth care trust transfer.....	-	-	661,249	614,910
Health safety net trust transfer.....	-	-	30,000	30,000
Medical assistance transfer.....	-	-	390,889	220,900
Delivery system transformation initiatives trust transfer.....	-	-	186,908	186,908
Total other financing sources.....	-	-	1,825,321	1,602,304
Total revenues and other financing sources.....	6,087	30,906	13,534,704	13,387,096
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Judiciary.....	-	-	1,186	1,439
Inspector General.....	-	-	101	298
Governor and Lieutenant Governor.....	-	-	103	98
Secretary of the Commonwealth.....	-	-	4,706	5,321
Treasurer and Receiver-General.....	-	-	5,660,556	5,509,177
Attorney General.....	-	-	9,093	9,560
District Attorney.....	-	-	2,560	2,336
Sheriff's Departments.....	-	-	10,518	12,369
Board of Library Commissioners.....	-	-	2,966	2,833
Massachusetts Gaming Commission.....	-	-	13,336	791
Comptroller.....	-	-	1,715	1,818
Administration and Finance.....	-	-	1,061,235	105,171
Energy and Environmental Affairs.....	-	2,239	119,700	125,620
Health and Human Services.....	-	-	1,727,570	2,343,685
Massachusetts Department of Transportation.....	5,946	11,285	819,126	600,940
Executive Office of Education.....	-	-	959,607	1,104,611
Public Safety and Homeland Security.....	-	-	284,813	230,850
Housing and Economic Development.....	-	-	507,539	533,684
Labor and Workforce Development.....	-	-	259,412	351,209
Debt service:				
Principal retirement.....	-	-	167,340	158,459
Interest and fiscal charges.....	-	-	66,516	71,898
Total expenditures.....	5,946	13,524	11,679,698	11,172,167
Other financing uses:				
Fringe benefit cost assessment.....	-	1,024	104,799	127,306
Lottery operating reimbursements.....	-	-	93,517	88,658
Lottery distributions.....	-	-	949,428	977,553
Operating transfers out.....	-	51,231	228,502	250,284
Health safety net trust transfer.....	-	-	30,000	30,000
Federal reimbursement transfer out.....	-	-	430,022	481,145
Total other financing uses.....	-	52,255	1,836,268	1,954,946
Total expenditures and other financing uses.....	5,946	65,779	13,515,966	13,127,113
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....				
	141	(34,873)	18,738	259,983
Fund balance (deficit) at beginning of year.....	385,624	44,953	2,059,461	1,799,478
Fund balance (deficit) at end of year.....	\$ 385,765	\$ 10,080	\$ 2,078,199	\$ 2,059,461

See accountants' review report

Capital Projects Funds

The Capital Projects Funds are used to account for the financial resources used to acquire or construct major capital assets of the Commonwealth and to finance local governmental capital projects.

General Capital Projects Fund – to account for proceeds of bonds sold to fund the construction or acquisition of capital assets for general Commonwealth purposes, excluding highway construction and projects targeted for specific localities or purposes. Effective September 1, 2009, this fund includes reimbursements to MassDOT for capital projects activity.

Convention and Exhibition Center Capital Fund – to account for proceeds of bonds to finance the construction of a convention center in Boston.

Capital Improvements and Investment Trust Fund – to account for the Commonwealth's reimbursement to cities and towns for expenses incurred for projects for construction and reconstruction of town and county ways.

Highway Capital Projects Fund – to account for the proceeds of bonds sold to finance construction of state highways and to fund the Commonwealth's share of Federally sponsored highway construction.

Federal Highway Construction Program – to account for federal highway construction grants which, with the Commonwealth's required share of matching funds, finance interstate highways and similar projects within Massachusetts to promote a nationwide highway system.

OTHER FUNDS:

This fund accounts for the proceeds of bonds used to finance land and transportation equipment for economic development.

Government Land Bank Capital Projects Fund – to account for proceeds of bonds used to finance the acquisition, holding, protection, maintenance, repair or use of lands and for personnel and the administrative costs of the Massachusetts Development Finance Agency.

LOCAL AID FUND:

Local Aid Capital Projects Fund – to account for the proceeds of bonds sold to finance the construction of correctional facilities, water pollution abatement projects and other local projects in specific localities of the Commonwealth. The fund accounts for the proceeds of bonds to finance improvements to lockup facilities, state police lockup facilities and to finance improvements to County Correctional Facilities, and other monies received by the Department of Conservation and Recreation pertaining to state parks, reservations and recreation areas outside the metropolitan parks district.

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION (MassDOT) FUND:

Central Artery Statewide Road and Bridge Infrastructure Fund – to account for bond proceeds, certain revenues from Registry of Motor Vehicle fees, (net of debt service expenditures) and payments from authorities. The purpose of expenditures of the fund is to meet the estimated additional costs associated with the Central Artery/Ted Williams Tunnel Project and for costs of the statewide road and bridge program.

The following fund has been enacted in legislation but was inactive in FY13 and not presented in this report:

Capital Investment Trust Fund – to account for a transfer from the General Fund to finance appropriated items of a capital nature pursuant to sections 2E and 107 of Chapter 88 of the Acts of 1997.

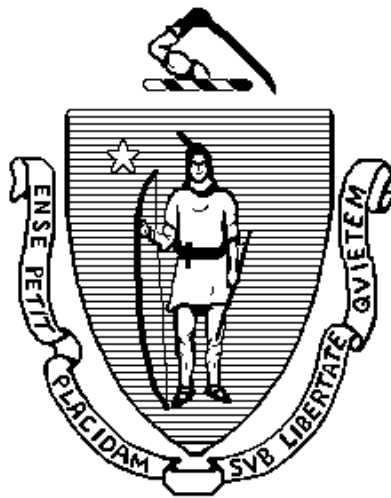
Capital Projects Funds
 Combining Statements Of Revenues, Expenditures And Changes In Fund Balances - Statutory Basis

Fiscal Year Ended June 30, 2013
 (Amounts in thousands)

	General Capital Projects	Convention and Exhibition Center Capital	Capital Improvements and Investment Trust	Highway Capital Projects
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Federal grants and reimbursements.....	\$ 9,918	\$ -	\$ -	\$ -
Departmental.....	-	-	-	-
Miscellaneous.....	-	-	-	175
Total revenues.....	<u>9,918</u>	<u>-</u>	<u>-</u>	<u>175</u>
Other financing sources:				
Proceeds of general obligation bonds.....	908,730	-	356	561,091
Proceeds of special obligation bonds.....	-	-	-	-
Bonds premiums (discounts).....	27,968	-	-	13,531
Proceeds of refunding bonds.....	68,355	-	2,229	99,508
Operating transfers in.....	-	-	-	-
Federal reimbursement transfer in.....	-	-	-	-
State share of federal highway construction.....	-	-	-	-
Total other financing sources.....	<u>1,005,053</u>	<u>-</u>	<u>2,585</u>	<u>674,130</u>
Total revenues and other financing sources.....	<u>1,014,971</u>	<u>-</u>	<u>2,585</u>	<u>674,305</u>
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Judiciary.....	9,785	-	-	-
Secretary of the Commonwealth.....	1,528	-	-	-
Treasurer and Receiver-General.....	13,989	-	-	1
Auditor of the Commonwealth.....	988	-	-	-
Attorney General.....	201	-	-	269
Sheriff's Departments.....	3,626	-	-	-
Board of Library Commissioners.....	16,500	-	-	-
Comptroller.....	674	-	-	-
Administration and Finance.....	546,865	-	-	336
Energy and Environmental Affairs.....	158,314	-	375	7,409
Health and Human Services.....	28,592	-	-	-
Massachusetts Department of Transportation.....	103,801	-	-	871,855
Executive Office of Education.....	28,774	-	-	-
Public Safety and Homeland Security.....	36,691	-	-	-
Housing and Economic Development.....	212,629	-	-	33,060
Labor and Workforce Development.....	2,068	-	-	-
Debt service:				
Principal retirement.....	-	-	-	-
Interest and fiscal charges.....	-	-	-	-
Total expenditures.....	<u>1,165,025</u>	<u>-</u>	<u>375</u>	<u>912,930</u>
Other financing uses:				
Principal on current refundings.....	67,613	-	2,229	99,507
Fringe benefit cost assessment.....	11,041	-	-	26,055
State share of federal highway construction.....	-	-	-	38,619
Total other financing uses.....	<u>78,654</u>	<u>-</u>	<u>2,229</u>	<u>164,181</u>
Total expenditures and other financing uses.....	<u>1,243,679</u>	<u>-</u>	<u>2,604</u>	<u>1,077,111</u>
Excess (deficiency) of revenues and other financing sources over / (under) expenditures and other financing uses.....				
	(228,708)	-	(19)	(402,806)
Fund balance (deficit) at beginning of year.....	(188,684)	8,393	(135)	(64,221)
Fund balance (deficit) at end of year.....	<u>\$ (417,392)</u>	<u>\$ 8,393</u>	<u>\$ (154)</u>	<u>\$ (467,027)</u>

See accountants' review report

Federal Highway Construction Program	Government Land Bank Capital Projects	Local Aid Capital Projects	MassDOT	Totals	
			Central Artery Statewide Road and Bridge Infrastructure	(Memorandum only)	
				2013	2012
\$ 8,768	\$ -	\$ -	\$ -	\$ 18,686	\$ 79,732
2,535	-	-	9	2,544	214
-	-	-	146	321	3,080
11,303	-	-	155	21,551	83,026
-	269	28	-	1,470,474	1,340,367
-	-	-	-	-	419,260
-	-	-	-	41,499	161,574
-	-	1,811	58,636	230,539	479,564
-	-	-	-	-	32,252
430,022	-	-	-	430,022	481,145
38,619	-	-	-	38,619	121,681
468,641	269	1,839	58,636	2,211,153	3,035,843
479,944	269	1,839	58,791	2,232,704	3,118,869
-	-	-	-	9,785	20,688
-	-	-	-	1,528	1,572
-	-	-	-	13,990	150,640
-	-	-	-	988	489
1	-	-	-	471	1,263
-	-	-	-	3,626	4,329
-	-	-	-	16,500	9,841
-	-	-	-	674	243
512	683	240	-	548,636	578,575
480	-	127	95	166,800	141,995
-	-	-	-	28,592	24,657
467,874	-	-	16,735	1,460,265	1,562,546
-	-	-	-	28,774	58,095
-	-	-	-	36,691	36,411
-	-	-	-	245,689	230,991
-	-	-	-	2,068	1,454
-	-	-	-	-	109,000
-	-	-	-	-	9,668
468,867	683	367	16,830	2,565,077	2,942,457
-	-	1,811	58,636	229,796	388,049
7,519	-	-	-	44,615	56,569
-	-	-	-	38,619	121,681
7,519	-	1,811	58,636	313,030	566,299
476,386	683	2,178	75,466	2,878,107	3,508,756
3,558	(414)	(339)	(16,675)	(645,403)	(389,887)
-	-	12	53,986	(190,649)	199,238
\$ 3,558	\$ (414)	\$ (327)	\$ 37,311	\$ (836,052)	\$ (190,649)



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Supplemental Information



Calculation of Transfers – Stabilization and Tax Reduction Funds
Non-Tax Revenue Initiatives
Schedule of Pension Funding Progress – Last Six Fiscal Years

See review report

Calculation of Transfers: Stabilization Fund

June 30, 2013
(Amounts are in thousands)

This statement is prepared on the statutory basis of accounting pursuant to General Laws Chapter 29, Section 5c, as amended by Section 155 of Chapter 139 of the Acts of 2012, and subsequent acts, which superseded certain parts of Section 5c. It presents information contained in the official books and accounting records of the Commonwealth. Financial statements supporting this calculation are presented in the Financial Section of this report.

	General	Commonwealth Transportation	Massachusetts Tourism	Total
Undesignated Budgeted Fund Balances (Consolidated Net Surplus).....	\$ 35,657	\$ 43,358	\$ 27,785	\$ 106,800
Year-end Transfers to the General Fund to Fund Statutory Allocations.....	71,143	(43,358)	(27,785)	-
<u>Disposition of Consolidated Net Surplus per Sec. 155 of Chapter 139 of the Acts of 2012, as Amended:</u>				
\$25 million to the Massachusetts Community Preservation Trust Fund.....	(25,000)	-	-	(25,000)
\$19.5 million to the Massachusetts Life Sciences Investment Fund.....	(19,500)	-	-	(19,500)
\$10 million to the Housing Preservation and Stabilization Trust Fund.....	(10,000)	-	-	(10,000)
\$11.5 million to the Department of Early Education and Care.....	(11,500)	-	-	(11,500)
\$11.5 million to provide human and social service providers for a one-time reserve payment.....	(11,500)	-	-	(11,500)
\$7.5 million to the Social Innovation Financing Trust Fund.....	(7,500)	-	-	(7,500)
\$21.8 million for information technology operating expenses.....	(21,800)	-	-	(21,800)
Remaining Consolidated Net Surplus to be Deposited in Stabilization Fund per Sec. 155 of Ch. 139 of the Acts of 2012, as Amended.....	\$ -	\$ -	\$ -	\$ -
<u>Stabilization Balance Reconciliation:</u>				
Balance as of July 1, 2012.....				\$ 1,652,118
Capital Gains Tax Transfers to Stabilization Fund during FY 2013 per Chapter 29, Section 5G.....				467,500
Judgments and Settlements In Excess of \$10 Million Transferred to Stabilization Fund per Ch. 29, Section 2H, Adjusted to Bring Consolidated Net Surplus to \$106.8 Million.....				32,497
Investment income, certain tax revenues and other recoveries.....				8,418
Change in Market Value from General Fund per Sec.160 of Ch. 139 of the Acts of 2012.....				(1,804)
Less Transfers from Stabilization Fund:				
Investment Income to General Fund per Sec.160 of Ch. 139 of the Acts of 2012.....			(5,322)	
5% Capital Gains Tax Transfer to the State Retiree Benefits Trust Fund per Chapter 29, Section 5G.....			(23,375)	
5% Capital Gains Tax Transfer to the State Pension Liability Fund per Chapter 29, Section 5G.....			(23,375)	
To General Fund Per Sec. 16 of Ch. 3 of the Acts of 2013.....			(550,000)	
Total Transfers from Stabilization Fund during FY 2013.....				(602,072)
Remaining Consolidated Net Surplus Deposited in Stabilization Fund, per Calculation Above.....				-
Stabilization Fund Balance as of June 30, 2013.....				\$ 1,556,657

Calculation Of Transfers: Tax Reduction Fund

June 30, 2013
(Amounts in thousands)

This statement is prepared pursuant to Chapters 29 Sections 2H and 2I of the Massachusetts General Laws, as amended. It is prepared on the statutory basis of accounting and presents information contained in the official books and accounting records of the Commonwealth. Supporting information is presented in individual schedules, as indicated, and in the Financial Section of this report.

The computation is as follows:

Part 1: Comparison of Stabilization Fund, after current fiscal year transfers,
to 15% of budgeted revenues and other financial resources:

Undesignated fund balance in the Stabilization Fund.....	\$ 1,556,657
Allowable Stabilization Fund balance (per Schedule B).....	<u>5,066,844</u>
Stabilization Fund excess, if any, transferable to Tax Reduction Fund.....	<u>\$ -</u>

Part 2: Status of Stabilization Fund after transfers:

Stabilization Fund balance.....	\$ 1,556,657
Transfer to Tax Reduction Fund.....	<u>-</u>
Stabilization Fund balance after transfer to Tax Reduction Fund.....	<u>\$ 1,556,657</u>

Part 3: Status of Tax Reduction Fund after transfers:

Tax Reduction Fund balance.....	\$ -
Transfers from Stabilization Fund.....	<u>-</u>
Tax Reduction Fund balance after transfers.....	<u>\$ -</u>

Schedule A
FY2013 Tax Revenues By Revenue Class and
Calculation of Allowable Net Surplus

June 30, 2013
(Amounts in thousands)

Alcoholic beverages.....	\$	76,313
Banks: financial institutions.....		78,007
Cigarette.....		440,079
Cigarette excise - Commonwealth Care.....		118,218
Corporations.....		1,821,950
Deeds.....		188,867
Estate and inheritance.....		313,394
Health care coverage penalty - Commonwealth Care.....		23,070
Income.....		12,830,920
Insurance.....		373,141
Motor and special fuels.....		651,375
Public utilities*.....		(11,508)
Room occupancy.....		193,346
Sales and use.....		5,184,312
Club alcoholic beverages.....		1,044
Motor vehicle excise.....		73
Convention center surcharges.....		14,020
Community preservation.....		30,598
Satellite.....		11,392
State racing - Mass Gaming Commission.....		1,830
Beano.....		1,708
Raffles and bazaars.....		918
Boxing.....		44
DOI excess and surplus lines.....		30,646
UI surcharge.....		22,202
		22,395,959
FY 2013 state tax revenue.....	\$	22,395,959
0.5% of total tax revenue - <i>not applicable for FY2013 per Chapter 38, Section 145</i> <i>of the Acts of 2013</i>		111,980
Allowable consolidated net surplus.....	\$	111,980

This schedule is prepared on the statutory basis of accounting. It presents tax revenues as reported in the governmental funds of the Commonwealth. It differs from the schedule of tax collections prepared by the Comptroller, Commissioner of Revenue and State Auditor for calculations in accordance with Chapter 62F, of the General Laws as amended. The differences are due to 2/5ths of Beano revenue and the health care coverage penalty in the Commonwealth Care Fund, both of which are recognized on the statutory basis of accounting but are not accounted for on the schedule of tax collections prepared by DOR.

*Negative amount in public utilities tax primarily due to a change in corporate tax law, which resulted in some taxes in this category being paid under the Corporations Tax.

Schedule B
Calculation of Cap on Stabilization Fund

June 30, 2013
(Amounts in thousands)

Total budgeted revenues and other financial resources pertaining to the budgeted funds.....	\$	35,235,518
Elimination of budgetary interfund activity exclusive of fund closure (per Schedule C).....		<u>(1,456,561)</u>
Budgeted revenues and other financial resources pertaining to the budgeted funds.....		<u>33,778,957</u>
Allowable Stabilization Fund balance, 15% of budgeted revenue.....	\$	<u><u>5,066,844</u></u>

Calculation of Stabilization Fund Cap as defined by Massachusetts General Laws Chapter 29 section 2H.

Schedule C
Detail of Elimination of Budgetary Inter Fund Activity

June 30, 2013
(Amounts in thousands)

Adjustments to revenues :	
Transfer to the Intragovernmental Service Fund Revenues.....	\$ (316,540)
Adjustments to other financing sources and uses:	
Fringe benefit cost assessments.....	(2,460)
Transfer from the Intragovernmental Service Fund to the General Fund.....	(7,915)
RMV license-plates.....	(3,011)
Transfer to Stabilization Fund from General Fund.....	(499,998)
Transfer to fund the General Fund consolidated net surplus calculation.....	(71,143)
Transfer to Budgeted Funds from Stabilization Fund.....	(555,322)
Other.....	<u>(172)</u>
Elimination of budgetary interfund activity	<u><u>\$ (1,456,561)</u></u>

Schedule D Calculation of Transfers: Temporary Holding Fund

June 30, 2013
(Amounts in thousands)

This statement is prepared on the statutory basis of accounting pursuant to the Massachusetts General Laws Chapter 62F, Section 6A, as amended most recently by Chapter 26 of the Acts of 2003, Sections 203 and 715. It presents information contained in the official books and accounting records of the Commonwealth.

Section 118 of Chapter 165 of the Acts of 2012 (the Act), repealed the Temporary Holding Fund effective January 1, 2013. This schedule reports the calculation for periods prior to the effective date of this change. The Commissioner of Revenue's Certification is usually prepared in the month following the end of the quarter. The Act went into effect prior to the certification by the Commissioner of Revenue, therefore, only the first quarter of FY2013 is presented.

Period Ending:	<u>September 30, 2012</u>
Cumulative net state tax revenues, 2013	\$ 5,151,315
Cumulative net state tax revenues, 2012.....	5,136,829
Permissible growth rate defined as inflation plus 2%, but not less than 0%*.....	4.99%
Permissible state tax revenues defined as cumulative net state tax revenues, 2011 multiplied by 1 plus the permissible growth rate.....	<u>5,393,311</u>
Cumulative net state tax revenues 2013 in excess of permissible state tax revenues.....	<u>\$ -</u>

* Inflation is defined as the year-over year change in the implicit price deflator for state and local government purchases.

Non-Tax Revenue Initiatives

June 30, 2013
(Amounts in thousands)

Chapter 653, Acts of 1989, amended Chapter 29 of the Massachusetts General Laws by adding Sections 29D and 29E, which authorize certain non-tax revenue initiatives and require reporting thereon, as follows.

I. Debt Collection:

Pursuant to Massachusetts General Laws Chapter 29, Section D, Chapter 7A Section 8, allows private debt collection agencies to engage in debt collection for the Commonwealth. The fees paid are contingency-based from the proceeds collected. Collections and fees paid during FY13 were (amounts in thousands):

Department Collectors	Collections	Fees
Collecto, Inc.....	\$ 3,094	\$ 529
Allen Daniels.....	1,684	313
Delta.....	607	99
Glenn Associates, Inc.....	594	95 **
NCO.....	205	33 **
Windham Professionals.....	351	56 **
Financial Asset Management Systems, Inc.....	21	3 *
Premier Credit of North America, LLC.....	14	3 *
Linebarger, Goggan, Blair & Sampson LLP.....	4	1 *
Total.....	\$ 6,574	\$ 1,132

Under the same program, the following amounts were collected and fees paid for Institutions of Higher Education (these figures are as subset of the above) (amounts in thousands):

Department Collectors	Collections	Fees
Collecto, Inc.....	\$ 2,447	\$ 416
Allen Daniels.....	589	96
Delta.....	489	79
Glenn Associates, Inc.....	433	69 **
Windham Professionals.....	146	25 **
NCO.....	75	12 **
Premier Credit of North America, LLC.....	13	2 *
Total.....	\$ 4,192	\$ 699

* New contractors

** Contractors not renewed under the new contract

II. Revenue Maximization:

Pursuant to Massachusetts General Law Chapter 29 Section 29E, contractors were engaged on a contingent fee basis to assist several of the Commonwealth's departments in the identification and collection of federal and other non-tax revenues. During FY13, the following amounts were generated (amounts in thousands):

Gross revenue maximization realized.....	\$ 2,120,276
Amounts credited to the federal government.....	(48,303)
Contractor payments.....	<u>(26,466)</u>
Net revenue maximization realized.....	\$ 2,045,507

III. Cost Avoidance:

The Comptroller's appropriation authorizes contract arrangements engaged on a contingent fee basis for the purpose of identification and pursuit of cost saving/avoidance opportunities. During FY13, the following amounts were generated (amounts in thousands):

State expenditures avoided.....	\$ 219,733
Amounts credited to the federal government in provider offsets.....	(19,450)
Contractor payments.....	<u>(13,866)</u>
Net cost savings/avoidance.....	\$ 186,417

IV. Intercept:

Intercept is authorized by M.G.L. Chapter 7A Section 3 and 815 CMR 9:06. Intercept is an automated process that offsets Commonwealth payments to delinquent receivables that have been approved by the Office of the State Comptroller. FY13 activity (amounts in thousands):

Total Commonwealth intercepts.....	\$ 9,953
Amounts included above that were intercepted on behalf of the Institutions of Higher Education.....	\$ 5,515

Schedule of Post Employment Benefits

(Amounts in thousands except for percentages)

Pension Funding Progress for the last six fiscal years

	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a % of Covered Payroll
State Employees' Retirement System						
Actuarial Valuation as of January 1, 2013....	\$ 20,317,389	\$ 29,385,442	\$ 9,068,053	69.1%	\$ 5,183,195	175.0%
Actuarial Valuation as of January 1, 2012....	20,507,644	27,784,731	7,277,087	73.8%	4,922,388	147.8%
Actuarial Valuation as of January 1, 2011....	21,244,900	26,242,776	4,997,876	81.0%	4,808,250	103.9%
Actuarial Valuation as of January 1, 2010....	19,019,062	24,862,421	5,843,359	76.5%	4,711,563	124.0%
Actuarial Valuation as of January 1, 2009....	16,992,214	23,723,240	6,731,026	71.6%	4,712,655	142.8%
Actuarial Valuation as of January 1, 2008....	20,400,656	22,820,502	2,419,846	89.4%	4,574,233	52.9%
Teachers' Retirement System						
Actuarial Valuation as of January 1, 2013....	\$ 21,787,470	\$ 39,135,218	\$ 17,347,748	55.7%	\$ 5,783,294	300.0%
Actuarial Valuation as of January 1, 2012....	22,141,475	36,483,027	14,341,552	60.7%	5,655,353	253.6%
Actuarial Valuation as of January 1, 2011....	23,117,952	34,890,991	11,773,039	66.3%	5,558,311	211.8%
Actuarial Valuation as of January 1, 2010....	21,262,462	33,738,966	12,476,504	63.0%	5,509,698	226.4%
Actuarial Valuation as of January 1, 2009....	18,927,731	32,543,782	13,616,051	58.2%	5,389,895	252.6%
Actuarial Valuation as of January 1, 2008....	22,883,553	30,955,504	8,071,951	73.9%	5,163,498	156.3%

For a complete analysis of the Commonwealth's actuarial valuation report, please go to <http://www.mass.gov/perac>.

Alternatively, copies of the Commonwealth's actuarial valuation may be obtained by contacting the Massachusetts Public Employee Retirement Administration Commission, 5 Middlesex Avenue, Suite 304, Somerville, MA 02145. Telephone number: (617) 666-4446.

State Retiree Benefits Trust Fund

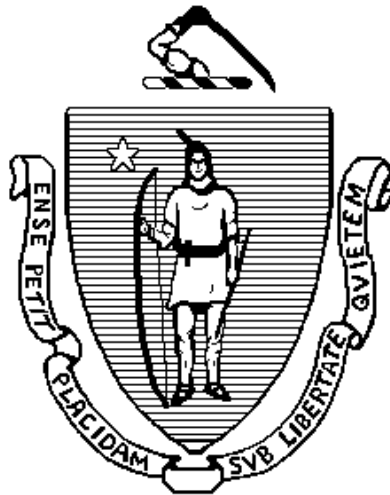
	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a % of Covered Payroll
Actuarial Valuation as of January 1, 2013....	\$ 406,700	\$ 15,784,100	\$ 15,377,400	2.6%	\$ 5,183,195	296.7%
Actuarial Valuation as of January 1, 2012....	360,500	16,659,400	16,298,900	2.2%	4,922,388	331.1%
Actuarial Valuation as of January 1, 2011....	350,500	16,568,600	16,218,100	2.1%	4,808,250	337.3%
Actuarial Valuation as of January 1, 2010....	310,000	15,166,000	14,856,000	2.0%	4,711,563	315.3%
Actuarial Valuation as of January 1, 2009....	273,500	15,305,000	15,031,500	1.8%	4,712,655	319.0%
Actuarial Valuation as of January 1, 2008....	329,000	11,649,000	11,320,000	2.8%	4,574,233	247.5%

For a complete analysis of the Commonwealth's actuarial valuation report, please contact the Office of the State Comptroller, 1 Ashburton Place, 9th Floor, Boston, MA 02108. Telephone number: (617) 727-5000.



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Statistical Section



Ten-Year Schedules – Statutory Basis
Higher Education Non-appropriated Funds – Statutory Basis

See review report

Ten-Year Schedule of Revenues And Other Financing Sources
All Governmental Fund Types - Statutory Basis

June 30, 2013
(Amounts in millions)

	2013	%	2012	%	2011	%	2010	%
		Total		Total		Total		Total
Taxes.....	\$ 22,396	43.9	\$ 21,384	42.7	\$ 20,776	38.2	\$ 18,792	40.3
Federal reimbursements.....	9,078	17.8	8,931	17.8	10,151	18.6	9,374	20.1
Federal grants.....	2,396	4.7	2,655	5.3	3,097	5.7	3,134	6.7
Lotteries.....	5,043	9.9	4,941	9.9	4,632	8.5	4,629	9.9
Assessments.....	1,018	2.0	986	2.0	960	1.8	971	2.1
Motor vehicle licenses and registrations.....	487	1.0	474	0.9	497	0.9	463	1.0
Fees, investment earnings, etc.....	3,860	7.5	3,582	7.2	3,462	6.4	2,830	6.0
Proceeds of general and special obligation bonds and related premiums.....	1,512	3.0	1,921	3.8	2,306	4.2	1,672	3.6
Proceeds of refunding bonds.....	231	0.5	480	1.0	947	1.7	538	1.2
Other interfund transfers.....	4,982	9.8	4,731	9.4	7,618	14.0	4,233	9.1
Total revenues and other financing sources.....	\$ 51,003	100.0	\$ 50,085	100.0	\$ 54,446	100.0	\$ 46,636	100.0

	2009	% Total	2008	% Total	2007	% Total	2006	% Total	2005	% Total	2004	% Total
\$	18,513	38.8	\$ 21,009	44.6	\$ 19,849	44.4	\$ 18,593	43.9	\$ 17,192	40.7	\$ 16,055	36.8
	9,139	19.1	6,937	14.7	6,830	15.3	6,307	14.9	6,018	14.3	6,331	14.5
	2,646	5.5	2,065	4.4	1,989	4.5	2,046	4.8	1,996	4.7	2,024	4.6
	4,649	9.7	4,915	10.4	4,670	10.4	4,739	11.2	4,705	11.2	4,605	10.6
	894	1.9	806	1.7	794	1.8	793	1.9	785	1.9	746	1.7
	383	0.8	376	0.8	374	0.8	361	0.9	401	1.0	376	0.9
	2,800	5.9	3,200	6.8	2,450	5.6	2,891	6.8	2,945	6.8	2,556	5.9
	2,141	4.5	1,306	2.8	1,604	3.6	1,838	4.3	1,354	3.2	1,993	4.6
	390	0.8	-	0.0	1,531	3.4	633	1.5	1,385	3.3	3,302	7.6
	6,197	13.0	6,538	13.9	4,605	10.3	4,145	9.8	5,409	12.8	5,629	12.9
<u>\$</u>	<u>47,752</u>	<u>100.0</u>	<u>\$ 47,152</u>	<u>100.0</u>	<u>\$ 44,696</u>	<u>100.0</u>	<u>\$ 42,346</u>	<u>100.0</u>	<u>\$ 42,190</u>	<u>100.0</u>	<u>\$ 43,617</u>	<u>100.0</u>

Ten-Year Schedule of Tax Revenues By Source
All Governmental Fund Types - Statutory Basis

June 30, 2013
(Amounts in millions)

	2013	%	2012	%	2011	%	2010	%
		Total		Total		Total		Total
Income.....	\$ 12,831	57.3	\$ 11,911	55.7	\$ 11,576	55.7	\$ 10,110	53.8
Sales and use.....	5,184	23.1	5,079	23.8	4,921	23.7	4,626	24.6
Corporations.....	1,822	8.1	1,771	8.3	1,951	9.4	1,600	8.5
Motor fuels.....	651	2.9	662	3.1	661	3.2	655	3.5
Cigarette.....	440	2.0	451	2.1	454	2.2	456	2.4
Insurance.....	373	1.7	318	1.5	296	1.4	285	1.5
Estate and inheritance.....	313	1.4	293	1.4	310	1.5	221	1.2
Banks: Financial Institutions*.....	78	0.3	267	1.2	(11)	-0.1	235	1.3
Alcoholic beverages.....	77	0.3	77	0.4	73	0.4	72	0.4
Other.....	625	2.7	555	2.5	545	2.6	532	2.8
Total taxes.....	\$ 22,396	100.0	\$ 21,384	100.0	\$ 20,776	100.0	\$ 18,792	100.0

*Negative amounts in FY11 are primarily due to changes in corporate tax laws, which resulted in some financial institutions tax being classified as corporation tax.

	2009	% Total	2008	% Total	2007	% Total	2006	% Total	2005	% Total	2004	% Total
\$	10,584	57.2	\$ 12,484	59.4	\$ 11,400	57.4	\$ 10,483	56.4	\$ 9,690	56.4	\$ 8,830	55.0
	3,880	21.0	4,098	19.5	4,076	20.5	4,009	21.6	3,891	22.6	3,743	23.3
	1,549	8.4	1,512	7.2	1,588	8.0	1,391	7.5	1,063	6.2	998	6.2
	654	3.5	673	3.2	676	3.4	672	3.6	685	4.0	684	4.3
	457	2.5	437	2.1	438	2.2	435	2.3	424	2.5	425	2.6
	309	1.7	369	1.8	369	1.9	397	2.1	373	2.2	374	2.3
	260	1.4	254	1.2	250	1.3	196	1.1	255	1.5	195	1.2
	243	1.3	548	2.6	341	1.7	350	1.9	199	1.2	239	1.5
	73	0.4	72	0.3	71	0.4	70	0.4	69	0.4	69	0.4
	504	2.6	562	2.7	640	3.2	590	3.1	543	3.3	498	3.2
\$	18,513	100.0	\$ 21,009	100.0	\$ 19,849	100.0	\$ 18,593	100.0	\$ 17,192	100.0	\$ 16,055	100.0

Ten-Year Schedule of Expenditures And Other Financing Uses By Secretariat
All Governmental Fund Types - Statutory Basis

June 30, 2013
(Amounts in millions)

	2013	%	2012	%	2011	%	2010	%
		Total		Total		Total		Total
Legislature.....	\$ 57	0.1	\$ 58	0.1	\$ 58	0.1	\$ 59	0.1
Judiciary.....	802	1.5	780	1.6	788	1.5	788	1.7
Inspector General.....	6	-	3	-	3	-	4	-
Governor and Lieutenant Governor.....	6	-	7	-	5	-	5	-
Secretary of the Commonwealth.....	50	0.1	43	0.1	46	0.1	54	0.1
Treasurer and Receiver-General.....	5,867	11.3	5,847	11.7	5,610	10.6	5,483	11.5
Auditor of the Commonwealth.....	19	-	18	-	17	-	17	-
Attorney General.....	50	0.1	53	0.1	51	0.1	53	0.1
Ethics Commission.....	2	-	2	-	2	-	2	-
District Attorney.....	108	0.2	101	0.2	97	0.2	96	0.2
Office of Campaign and Political Finance.....	1	-	1	-	3	-	1	-
Sheriff's Departments.....	543	1.0	532	1.1	511	1.0	378	0.8
Disabled Persons Protection Commission.....	2	-	2	-	2	-	2	-
Board of Library Commissioners.....	41	0.1	34	0.1	34	0.1	34	0.1
Massachusetts Gaming Commission.....	14	-	1	-	-	-	-	-
Comptroller.....	14	-	13	-	14	-	15	-
Administration and Finance.....	8,665	16.8	7,456	14.9	7,206	13.7	7,040	14.9
Energy and Environmental Affairs.....	490	0.9	456	0.9	482	0.9	529	1.1
Housing and Community Development.....	-	-	-	-	-	-	-	-
Health and Human Services.....	17,447	33.7	17,632	35.2	17,737	33.5	16,044	33.8
Transportation and Public Works.....	-	-	-	-	-	-	509	1.1
Massachusetts Department of Transportation..	2,439	4.7	2,323	4.6	2,278	4.3	1,542	3.2
Executive Office of Education.....	2,952	5.7	3,030	6.0	3,225	6.1	3,184	6.7
Center for Health Information and Analysis...	9	-	-	-	-	-	-	-
Public Safety and Homeland Security.....	1,324	2.6	1,236	2.5	1,172	2.2	1,308	2.7
Housing and Economic Development	1,214	2.3	1,203	2.4	1,283	2.4	1,245	2.6
Labor and Workforce Development.....	300	0.6	390	0.8	428	0.8	403	0.8
Post employment benefits.....	1,967	3.8	1,892	3.8	1,839	3.5	1,749	3.7
Debt service.....	2,351	4.5	2,272	4.5	2,128	4.0	2,117	4.5
Payments to advance refunding escrow								
agent/Principal on current refunding.....	230	0.4	388	0.8	540	1.0	538	1.1
Other fund deficit support.....	-	-	-	-	-	-	-	-
Other interfund transfers.....	4,775	9.2	4,352	8.7	7,337	13.9	4,373	9.2
Total expenditures and other financing uses....	<u>\$ 51,745</u>	<u>100.0</u>	<u>\$ 50,125</u>	<u>100.0</u>	<u>\$ 52,896</u>	<u>100.0</u>	<u>\$ 47,572</u>	<u>100.0</u>

Schedule reflects changes in accordance with Article 87 reorganizations of the Massachusetts constitution at various times over the last ten years at point of implementation.

For fiscal years 2009 to 2013, this schedule reflects Budgeted, Non-Budgeted and Capital Projects expenditures and other financing uses only.

2009	% Total	2008	% Total	2007	% Total	2006	% Total	2005	% Total	2004	% Total
\$ 60	0.1	\$ 58	0.1	\$ 59	0.2	\$ 55	0.1	\$ 54	0.1	\$ 51	0.1
814	1.6	831	1.7	788	1.8	672	1.6	634	1.5	599	1.4
3	-	3	-	3	-	3	-	4	-	2	-
8	-	9	-	5	-	5	-	5	-	5	-
53	0.1	53	0.1	55	0.1	45	0.1	50	0.1	45	0.1
6,043	12.2	5,640	11.8	5,267	11.7	5,635	13.6	5,760	13.7	4,600	11.1
20	-	19	-	18	-	19	-	18	-	16	-
57	0.1	56	0.1	52	0.1	49	0.1	45	0.1	44	0.1
2	-	2	-	2	-	1	-	2	-	1	-
104	0.2	104	0.2	96	0.2	88	0.2	82	0.2	81	0.2
1	-	1	-	2	-	1	-	1	-	1	-
295	0.6	296	0.7	275	0.6	251	0.6	226	0.5	218	0.5
3	-	2	-	2	-	2	-	2	-	2	-
48	0.1	46	0.1	42	0.1	49	0.1	47	0.1	48	0.1
-	-	-	-	-	-	-	-	-	-	-	-
14	-	14	-	14	-	14	0.0	21	-	35	0.1
6,892	14.2	7,059	14.8	7,043	15.7	6,601	16.1	6,235	14.8	6,184	15.0
526	1.1	473	1.0	450	1.0	390	0.9	346	0.8	336	0.8
-	-	-	-	509	1.1	659	1.6	597	1.4	589	1.4
16,468	33.3	15,504	32.5	14,456	32.2	13,539	32.6	13,383	31.8	12,504	30.1
1,689	3.4	1,378	2.9	1,404	3.1	1,376	3.3	1,569	3.7	1,586	3.8
-	-	-	-	-	-	-	-	-	-	-	-
3,390	6.9	2,989	6.3	2,936	6.5	2,726	6.6	2,250	5.4	2,481	6.0
-	-	-	-	-	-	-	-	-	-	-	-
1,456	2.9	1,381	2.9	1,253	2.8	1,180	2.8	1,111	2.6	1,160	2.8
981	2.0	857	1.8	508	1.1	323	0.8	299	0.7	326	0.8
331	0.7	274	0.6	67	0.1	-	-	-	-	-	-
1,314	2.7	1,399	2.9	1,335	3.0	1,275	3.1	1,217	2.9	702	1.7
2,145	4.3	2,239	4.7	2,352	5.2	2,028	4.9	1,719	4.1	1,605	3.9
-	-	-	-	1,531	3.4	633	1.5	1,153	2.7	2,833	6.8
220	0.4	1,593	3.3	-	-	-	-	-	-	-	-
6,456	13.1	5,403	11.3	4,383	9.8	3,887	9.4	5,197	12.4	5,503	13.2
<u>\$ 49,393</u>	<u>100.0</u>	<u>\$ 47,683</u>	<u>100.0</u>	<u>\$ 44,907</u>	<u>100.0</u>	<u>\$ 41,506</u>	<u>100.0</u>	<u>\$ 42,027</u>	<u>100.0</u>	<u>\$ 41,556</u>	<u>100.0</u>

**Ten-Year Schedule of Budgeted Funds Expenditures and Other Financing Uses By
Major Program Category**
June 30, 2013
(Amounts in millions)

	2013	2012	2011	2010	2009	2008*	2007	2006	2005	2004
Direct local aid.....	\$ 5,116	\$ 4,929	\$ 4,785	\$ 4,837	\$ 4,724	\$ 5,040	\$ 5,033	\$ 4,619	\$ 4,477	\$ 4,784
Medicaid**.....	10,800	10,431	10,237	9,287	8,537	8,104	7,413	6,726	5,857	5,742
Other Health and Human Services.....	4,769	4,711	4,615	4,616	4,970	5,014	-	-	-	-
Public Assistance.....	-	-	-	-	-	-	1,258	1,129	1,095	1,019
Elementary and Secondary Education.....	489	436	349	358	496	486	-	-	-	-
Higher Education.....	991	937	943	846	1,036	1,085	1,116	988	915	831
Early education and care.....	483	494	515	513	560	550	-	-	-	-
Public Safety and Homeland Security.....	960	930	905	1,053	1,224	1,265	-	-	-	-
Energy and Environmental Affairs.....	202	187	186	202	216	227	-	-	-	-
MBTA and regional transit authorities.....	-	-	-	-	-	-	52	50	49	53
Post employment benefits.....	1,967	1,892	1,839	1,749	1,314	1,399	1,335	1,275	1,217	702
Group health insurance.....	1,278	1,206	1,130	1,064	973	853	1,022	964	846	788
Debt service.....	2,117	1,923	1,664	1,860	1,891	1,868	2,085	1,666	1,581	1,420
Major programs.....	29,172	28,076	27,168	26,385	25,941	25,891	19,314	17,417	16,037	15,339
Other program expenditures.....	3,007	2,899	2,851	2,999	2,762	2,739	8,343	7,777	7,247	6,819
Interfund transfers and other financing uses.....	3,172	2,515	5,520	1,810	3,867	4,405	1,819	1,749	2,726	2,749
Total expenditures and other financing uses.....	\$ 35,351	\$ 33,490	\$ 35,539	\$ 31,194	\$ 32,570	\$ 33,035	\$ 29,476	\$ 26,943	\$ 26,010	\$ 24,907

* Current presentation aligned with Bond Official Statements - Commonwealth Expenditures - Budgeted Operating Funds

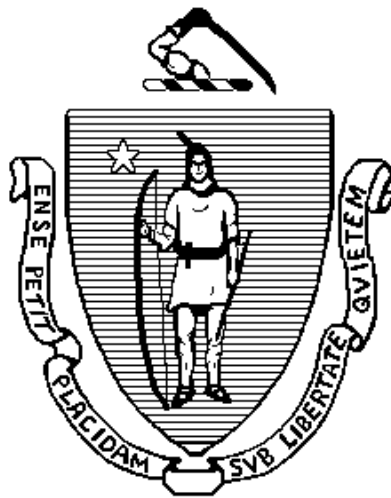
** Exclusive of Non-Budgeted Medicaid spending from FY03 through FY2007 within the Health Care Quality Improvement Fund, totaling \$201 million, \$288 million, \$292 million, \$292 million and \$290 million in FY03 through FY07, respectively.

Ten-Year Schedule of Long-Term Bonds And Notes Outstanding

Fiscal Year Ended June 30, 2013
(Amounts in millions)

	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004
General obligation bonds.....	\$19,140	\$18,852	\$18,517	\$17,683	\$17,052	\$ 16,085	\$ 16,033	\$ 15,393	\$ 14,492	\$ 14,143
Grant anticipation notes*.....	449	610	766	991	1,134	1,536	1,666	1,789	1,907	1,907
Special obligation bonds.....	1,924	1,972	1,592	1,053	1,079	1,113	1,249	1,279	1,458	1,332
Commonwealth long-term bonds..	\$ 21,513	\$ 21,434	\$ 20,875	\$ 19,727	\$ 19,265	\$ 18,734	\$ 18,948	\$ 18,461	\$ 17,857	\$ 17,382

*Inclusive of cross-over refunding notes but exclusive of unamortized premiums.



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HIGHER EDUCATION NON- APPROPRIATED ACTIVITY

The Commonwealth's Public Institutions of Higher Education are allowed, by their enabling statutes, to collect, retain, and expend certain fees, rents, donations and other types of revenue. These financial resources are important elements in the overall financial operations of the respective institutions, and are in addition to amounts made available from appropriations. The Public Institutions of Higher Education include:

University of Massachusetts System – The University system includes the campuses at Amherst, Worcester, Boston, Lowell, Dartmouth and certain institutes and programs operated by the Office of the University President.

State University Systems – The State College and University Systems include the three state colleges, and six state universities, which provide four-year post-secondary education programs. These include:

Bridgewater State University
Framingham State University
Fitchburg State University
Massachusetts College of Art & Design
Massachusetts Maritime Academy
Massachusetts College of Liberal Arts
Salem State University
Worcester State University
Westfield State University

Community College System - The Community College System includes the fifteen community colleges, which provide two-year post secondary education programs.

Berkshire Community College
Bunker Hill Community College
Bristol Community College
Cape Cod Community College
Greenfield Community College
Holyoke Community College
Massasoit Community College
Massachusetts Bay Community College
Middlesex Community College
Mount Wachusett Community College
Northern Essex Community College
North Shore Community College
Quinsigamond Community College
Roxbury Community College
Springfield Technical Community College

Higher Education System
Combining Higher Education Non-Appropriated Activity - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	University of Massachusetts	State Universities and Colleges	Community Colleges	Totals	
				2013	2012
Revenues and other financing sources					
Federal grants and reimbursements.....	\$ 379,593	\$ 51,260	\$ 179,140	\$ 609,993	\$ 638,698
Departmental revenue.....	1,164,742	415,753	397,147	1,977,642	1,821,568
Miscellaneous revenue.....	1,046,438	376,968	321,094	1,744,500	1,636,751
Total revenues and other financing sources.....	<u>2,590,773</u>	<u>843,981</u>	<u>897,381</u>	<u>4,332,135</u>	<u>4,097,017</u>
Expenditures and other financing uses (by MMARS subsidiary):					
AA Regular employee compensation.....	646,668	155,318	200,100	1,002,086	930,639
BB Regular employee related expenses.....	22,197	4,542	4,126	30,865	30,843
CC Special employees and contracted services.....	234,688	120,422	211,971	567,081	547,044
DD Pension and insurance.....	171,950	37,340	38,687	247,977	286,344
EE Administrative expenditures.....	220,797	63,123	85,736	369,656	363,385
FF Facility operational supplies.....	174,451	13,063	24,236	211,750	225,595
GG Energy costs and space rental.....	138,844	31,794	25,660	196,298	183,593
HH Consultant services.....	216,577	13,082	12,837	242,496	219,995
JJ Operational services.....	39,577	33,621	8,169	81,367	76,893
KK Equipment purchase.....	21,517	7,641	9,279	38,437	41,507
LL Equipment leases, maintenance and repair.....	21,598	7,419	6,884	35,901	36,341
MM Purchased client services and programs.....	31,631	2,844	3,577	38,052	25,416
NN Construction and improvements.....	130,151	58,262	17,776	206,189	150,023
PP Aid to local governments.....	1	77	308	386	416
RR Benefit programs.....	224,358	75,803	171,051	471,212	423,746
SS Debt payment.....	1,338	9,702	2,912	13,952	9,809
TT Loans and special payments.....	188,250	140,906	30,789	359,945	345,889
UU Information technology (IT) expenses	71,055	24,957	38,201	134,213	130,570
Total expenditures and other financing uses.....	<u>2,555,648</u>	<u>799,916</u>	<u>892,299</u>	<u>4,247,863</u>	<u>4,028,048</u>
Excess (deficiency) of revenues and other financing sources over/(under) expenditures and other financing uses.....	35,125	44,065	5,082	84,272	68,969
Fund balance at beginning of year.....	808,089	308,677	273,473	1,390,239	1,321,270
Fund balance at end of year.....	<u>\$ 843,214</u>	<u>\$ 352,742</u>	<u>\$ 278,555</u>	<u>\$ 1,474,511</u>	<u>\$ 1,390,239</u>

University of Massachusetts
Higher Education Non-Appropriated Activity - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	<u>2013</u>	<u>2012</u>
Revenues and other financing sources		
Federal grants and reimbursements.....	\$ 379,593	\$ 404,707
Departmental revenue.....	1,164,742	1,061,880
Miscellaneous revenue.....	<u>1,046,438</u>	<u>1,015,762</u>
Total revenues and other financing sources.....	<u>2,590,773</u>	<u>2,482,349</u>
Expenditures and other financing uses		
(by MMARS subsidiary):		
AA Regular employee compensation.....	646,668	612,273
BB Regular employee related expenses.....	22,197	22,529
CC Special employees and contracted services.....	234,688	228,776
DD Pension and insurance.....	171,950	201,411
EE Administrative expenditures.....	220,797	224,678
FF Facility operational supplies.....	174,451	190,713
GG Energy costs and space rental.....	138,844	130,107
HH Consultant services.....	216,577	198,014
JJ Operational services.....	39,577	39,118
KK Equipment purchase.....	21,517	25,443
LL Equipment leases, maintenance and repair.....	21,598	22,818
MM Purchased client services and programs.....	31,631	18,352
NN Construction and improvements.....	130,151	98,858
RR Benefit programs.....	224,358	174,080
SS Debt payment.....	1,338	362
TT Loans and special payments.....	188,250	176,505
UU Information technology (IT) expenses	<u>71,055</u>	<u>77,821</u>
Total expenditures and other financing uses.....	<u>2,555,648</u>	<u>2,441,858</u>
Excess (deficiency) of revenues and other financing sources over/(under) expenditures and other financing uses.....	35,125	40,491
Fund balance at beginning of year.....	<u>808,089</u>	<u>767,598</u>
Fund balance at end of year.....	<u>\$ 843,214</u>	<u>\$ 808,089</u>

State University and College System
Combining Higher Education Non-Appropriated Activity - Statutory Basis

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	Bridgewater State University	Framingham State University	Fitchburg State University	Massachusetts College of Art
Revenues and other financing sources				
Federal grants and reimbursements.....	\$ 13,058	\$ 5,053	\$ 6,632	\$ 2,436
Departmental revenue.....	107,116	44,362	47,402	26,367
Miscellaneous revenue.....	69,856	47,309	44,017	17,587
Total revenues and other financing sources.....	190,030	96,724	98,051	46,390
Expenditures and other financing uses (by MMARS subsidiary):				
AA Regular employee compensation.....	55,996	8,575	15,473	10,025
BB Regular employee related expenses.....	1,312	416	362	407
CC Special employees and contracted services.....	37,533	10,028	11,869	5,710
DD Pension and insurance.....	14,709	2,233	3,823	1,014
EE Administrative expenditures.....	9,318	32,427	734	2,279
FF Facility operational supplies.....	1,841	1,709	1,241	1,137
GG Energy costs and space rental.....	5,698	3,138	4,581	1,663
HH Consultant services.....	3,344	1,271	645	1,655
JJ Operational services.....	10,435	5,899	1,124	1,961
KK Equipment purchase.....	3,120	704	1,064	552
LL Equipment leases, maintenance and repair.....	2,272	840	770	252
MM Purchased client services and programs.....	1,273	323	211	-
NN Construction and improvements.....	5,305	2,711	23,515	5,360
PP Aid to local governments.....	-	77	-	-
RR Benefit programs.....	19,573	7,082	8,798	6,520
SS Debt payment.....	1,132	40	-	-
TT Loans and special payments.....	13,898	10,762	16,978	6,907
UU Information technology (IT) expenses.....	4,578	3,067	3,254	2,011
Total expenditures and other financing uses.....	191,337	91,302	94,442	47,453
Excess (deficiency) of revenues and other financing sources over/(under) expenditures and other financing uses...	(1,307)	5,422	3,609	(1,063)
Fund balance at beginning of year.....	35,914	41,209	48,430	15,163
Fund balance at end of year.....	\$ 34,607	\$ 46,631	\$ 52,039	\$ 14,100

Note: Details might not add up due to rounding

Massachusetts Maritime Academy	Massachusetts College of Liberal Arts	Salem State University	Worcester State University	Westfield State University	Totals	
					2013	2012
\$ 1,137	\$ 3,300	\$ 11,755	\$ 271	\$ 7,618	\$ 51,260	\$ 49,182
29,347	22,016	18,549	52,759	67,835	415,753	392,689
15,190	13,303	119,675	17,892	32,139	376,968	336,813
<u>45,674</u>	<u>38,619</u>	<u>149,979</u>	<u>70,922</u>	<u>107,592</u>	<u>843,981</u>	<u>778,684</u>
9,332	9,816	25,001	2,816	18,284	155,318	143,177
776	421	208	36	604	4,542	4,621
5,999	7,123	16,875	7,775	17,510	120,422	115,910
1,524	1,034	6,893	422	5,688	37,340	42,413
1,180	2,446	9,020	3,096	2,623	63,123	62,007
938	590	2,752	1,727	1,128	13,063	13,183
2,311	1,776	4,553	3,004	5,070	31,794	29,302
673	1,434	1,709	1,404	947	13,082	12,259
7,315	3,662	1,382	721	1,122	33,621	30,037
407	202	529	545	518	7,641	6,792
564	619	460	953	689	7,419	7,812
-	-	563	-	474	2,844	3,066
8,440	1,698	4,357	2,130	4,746	58,262	31,927
-	-	-	-	-	77	93
1,107	5,955	7,978	9,431	9,359	75,803	80,808
-	40	-	333	8,157	9,702	7,623
4,286	1,610	58,643	4,868	22,954	140,906	141,038
2,018	1,012	4,126	2,192	2,699	24,957	19,298
<u>46,870</u>	<u>39,438</u>	<u>145,049</u>	<u>41,453</u>	<u>102,572</u>	<u>799,916</u>	<u>751,366</u>
(1,196)	(819)	4,930	29,469	5,020	44,065	27,318
<u>18,164</u>	<u>15,048</u>	<u>33,851</u>	<u>63,149</u>	<u>37,750</u>	<u>308,677</u>	<u>281,359</u>
<u>\$ 16,968</u>	<u>\$ 14,229</u>	<u>\$ 38,781</u>	<u>\$ 92,618</u>	<u>\$ 42,770</u>	<u>\$ 352,742</u>	<u>\$ 308,677</u>

Community College System
Combining Higher Education Non-Appropriated Activity - Statutory Basis

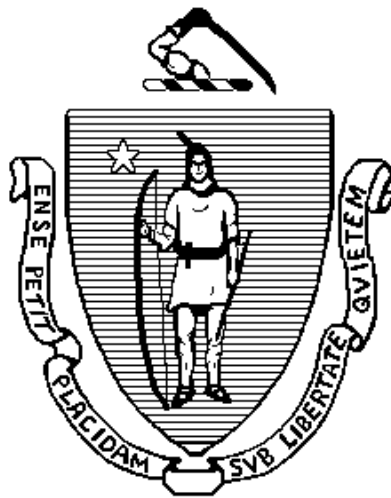
Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Berkshire Community College	Bunker Hill Community College	Bristol Community College	Cape Cod Community College	Greenfield Community College	Holyoke Community College	Massasoit Community College
Revenues and other financing sources							
Federal grants and reimbursements.....	\$ 4,500	\$ 26,765	\$ 9,635	\$ 5,583	\$ 6,407	\$ 13,860	\$ 17,618
Departmental revenue.....	11,508	66,611	5,977	12,159	19,933	15,257	31,035
Miscellaneous revenue.....	7,569	30,389	52,324	15,088	7,716	18,569	21,239
Total revenues and other financing sources.....	23,577	123,765	67,936	32,830	34,056	47,686	69,892
Expenditures and other financing uses							
(by MMARS subsidiary):							
AA Regular employee compensation.....	4,687	40,036	16,388	6,246	9,858	7,285	12,874
BB Regular employee related expenses.....	108	163	430	161	663	431	103
CC Special employees and contracted services.....	6,126	17,098	27,595	9,796	6,790	8,965	18,823
DD Pension and insurance.....	1,333	2,564	4,759	2,035	2,703	1,896	3,826
EE Administrative expenditures.....	1,137	2,846	1,617	1,271	763	1,714	1,875
FF Facility operational supplies.....	853	1,293	845	512	805	3,463	1,437
GG Energy costs and space rental.....	717	2,021	2,591	1,257	1,241	1,102	1,204
HH Consultant services.....	243	574	539	223	599	276	295
JJ Operational services.....	520	1,887	513	308	752	847	277
KK Equipment purchase.....	97	1,813	746	759	81	269	355
LL Equipment leases, maintenance and repair.....	145	853	214	94	248	164	600
MM Purchased client services and programs.....	30	440	748	-	9	16	511
NN Construction and improvements.....	413	3,065	1,874	2,380	301	1,016	2,136
PP Aid to local governments.....	-	-	165	-	-	-	1
RR Benefit programs.....	6,494	27,604	7,506	7,179	7,875	16,208	13,129
SS Debt payment.....	23	245	-	-	-	196	550
TT Loans and special payments.....	246	175	438	223	155	161	5,931
UU Information technology (IT) expenses.....	798	4,003	1,592	1,033	612	2,376	2,102
Total expenditures and other financing uses.....	23,970	106,680	68,560	33,477	33,455	46,385	66,029
Excess (deficiency) of revenues and other financing sources over/(under) expenditures and other financing uses.....	(393)	17,085	(624)	(647)	601	1,301	3,863
Fund balance at beginning of year.....	3,235	23,916	15,385	17,743	678	11,171	18,962
Fund balance at end of year.....	\$ 2,842	\$ 41,001	\$ 14,761	\$ 17,096	\$ 1,279	\$ 12,472	\$ 22,825

Note: Details might not add up due to rounding

Massachusetts Bay Community College	Middlesex Community College	Mount Wachusett Community College	Northern Essex Community College	North Shore Community College	Quinsigamond Community College	Roxbury Community College	Springfield Technical Community College	Totals	
								2013	2012
\$ 5,861	\$ 21,087	\$ 819	\$ 13,699	\$ 16,970	\$ 15,542	\$ 5,430	\$ 15,364	\$ 179,140	\$ 184,809
20,190	33,368	30,924	43,048	30,542	44,354	1,872	30,369	397,147	366,999
13,931	33,548	19,424	26,344	19,175	9,622	32,717	13,439	321,094	284,176
39,982	88,003	51,167	83,091	66,687	69,518	40,019	59,172	897,381	835,984
4,402	24,089	24,982	6,840	26,026	12,141	2,030	2,216	200,100	175,189
139	559	279	38	182	449	73	348	4,126	3,693
13,273	26,394	7,862	7,690	8,324	14,182	29,880	9,173	211,971	202,358
1,935	6,920	1,996	1,830	2,212	3,357	592	729	38,687	42,520
19,716	3,473	1,826	41,617	1,965	2,591	707	2,618	85,736	76,700
504	1,605	1,297	9	3,631	5,122	1,217	1,643	24,236	21,699
2,203	6,327	1,990	72	1,363	1,155	870	1,547	25,660	24,184
-	2	504	37	1,334	5,850	819	1,542	12,837	9,722
-	-	366	41	229	301	747	1,381	8,169	7,738
-	666	1,008	7	346	447	343	2,342	9,279	9,272
-	531	1,160	5	145	1,022	162	1,541	6,884	5,711
280	-	753	-	202	-	-	588	3,577	3,998
2,277	-	267	220	1,409	1,440	360	618	17,776	19,238
-	-	112	-	-	-	28	2	308	323
6,031	294	4,356	24,675	14,718	17,494	325	17,163	171,051	168,858
89	-	351	-	1,458	-	-	-	2,912	1,824
119	20,660	1,879	163	176	283	180	-	30,789	28,346
19,891	81	48	72	1,883	3,089	560	61	38,201	33,451
70,859	91,601	51,036	83,316	65,603	68,923	38,893	43,512	892,299	834,824
(30,877)	(3,598)	131	(225)	1,084	595	1,126	15,660	5,082	1,160
42,750	8,597	7,519	8,588	12,179	3,568	16,053	83,130	273,473	272,313
\$ 11,873	\$ 4,999	\$ 7,650	\$ 8,363	\$ 13,263	\$ 4,163	\$ 17,179	\$ 98,790	\$ 278,555	\$ 273,473



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Exhibit C

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Commonwealth of Massachusetts



Comprehensive Annual Financial Report

For the Fiscal Year Ended June 30, 2013

*Martin J. Benison, CGFM
Comptroller of the Commonwealth*

This document and related information are available at

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Cover picture – Gloucester Harbor

Paintings by Winslow Homer (February 24, 1836 – September 29, 1910)

In the collection of the Nelson-Atkins Museum of Art, Kansas City, MO and on www.winslow-homer.com

Comprehensive Annual Financial Report

For the Fiscal Year Ended June 30, 2013

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Introductory Section

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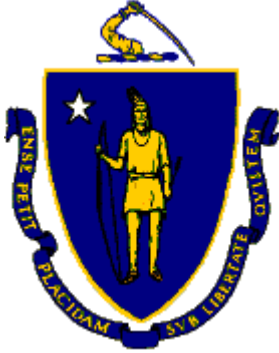


The Boston Common

Letter of Transmittal
Constitutional Officers
Commonwealth Organizational Structure
Advisory Board to the Comptroller
Acknowledgements
Certificate of Achievement



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*Martin J. Benison, Comptroller
One Ashburton Place
Boston, MA 02108*

December 20, 2013

*To the Citizens of the Commonwealth of Massachusetts,
Governor Deval L. Patrick and Honorable Members of the
General Court*

I am pleased to transmit the Commonwealth's fiscal year 2013 (FY13) Comprehensive Annual Financial Report (CAFR) prepared in accordance with Generally Accepted Accounting Principles (GAAP) in the United States of America. The objective of this report is to provide a clear picture of our government as a single, unified entity.

This document presents the Commonwealth's financial information on three bases of accounting, each serving a different purpose. The back of the report includes "required supplementary information" budgetary basis statements, which are prepared in accordance with the Commonwealth's budgetary basis of accounting or statutory basis. More detailed information on the statutory basis of accounting and the results of operating on that basis from FY13 are found in the Statutory Basis Financial Report (SBFR) issued separately this past November. The SBFR report documents compliance with the legislatively adopted budget at a fund level. Further documentation is found within the Commonwealth's accounting system, the Massachusetts Management Accounting and Reporting System (MMARS). Each state maintains different rules for budgetary reporting and therefore the SBFR should not be used for comparison across states.

The fund perspective statements present the governmental operations on a modified accrual basis of accounting. The fund perspective is designed to measure inter-period equity, the extent to which current resources (available within the next year) fully fund all current services provided by the government. Long-term liabilities are excluded with the implicit assumption that future tax revenues will fund these liabilities as they come due. This fund perspective provides results similar to the statutory basis financial statements published in November.

In addition to the fund perspective, this CAFR presents a government-wide perspective. This perspective combines all governmental and business-type activities in a statement of net position and a statement of activities, presenting all functions on a full accrual basis of accounting. All capital assets are added to the government-wide statements as are all long-term liabilities. Funds that are shown as fiduciary under the fund perspective are not portrayed in the government-wide statements, as the assets do not belong to the Commonwealth.

In the government-wide statements, the balance sheet has been organized into a "net position format." This format classifies all assets and liabilities as short and long-term and then subtracts liabilities from assets to arrive at net position.

The Commonwealth's government-wide revenues, expenses and activities are included in the statement of activities. The expenses of the Commonwealth, organized by function, are netted against fees, fines, grant revenues and assessments generated to fund each function in an attempt to derive the net cost to the taxpayer of each function. This format allows the reader of the financial statements to discern the net cost of a particular function of government funded by taxation and other general revenues by a review of this statement.

This CAFR is presented in three sections: **Introductory**, **Financial** and **Statistical**. The **Introductory Section** contains an overview of current initiatives and summary financial data. The **Financial Section** contains the Management's Discussion and Analysis (MD&A) section and the Commonwealth's Basic Financial Statements. GAAP requires that management provide a narrative overview and analysis to accompany the basic financial statements in the form of an MD&A. This letter of transmittal is designed to complement the MD&A, where the financial analysis is presented. The Commonwealth's MD&A can be found immediately following the independent auditors' report. The **Statistical Section** contains selected financial and demographic information. It also contains background information on the Commonwealth.

PROFILE OF THE COMMONWEALTH

The Commonwealth of Massachusetts was the sixth of the original 13 colonies to ratify the United States Constitution, joining the United States on February 6, 1788. Boston, the capital of the Commonwealth since its founding, dates from 1630. The Commonwealth has an area of 8,257 square miles. Geographically, the Commonwealth includes 351 cities and towns. The largest city is the capital, Boston. Employment is largely in the education, health services, wholesale and retail trade, financial and public sectors. Due to the Commonwealth's high levels of basic education and the presence of world-class educational institutions, the Commonwealth's economy is driven in large part by innovation in high technology, life sciences, health care and business services.

The Massachusetts Constitution was ratified in 1780 while the Revolutionary War was still in progress, nine years before the United States Constitution was adopted, and is the oldest written Constitution now in use. It specified three branches of Government: Legislative, Executive, and Judicial. "The Great and General Court," elected every two years, is made up of a Senate of forty members and a House of Representatives of one hundred and sixty members. It is the second oldest democratic deliberative body in the world.

The table on page 3 reconciles the fund balances on three bases of accounting: the statutory basis presented in separately issued financial statements this past November; the fund basis; and entity-wide basis statements, the latter two of which are included in this report.

**Governmental Funds - Statutory to GAAP - Fund Perspective and to Governmental Net
Position
(Amounts in millions)**

Governmental Funds - Statutory Basis, June 30, 2013:	
Budgeted Fund Balance.....	\$ 1,874.4
Non Budgeted Special Revenue Fund Balance.....	2,078.2
Capital Projects Fund Balance.....	<u>(836.1)</u>
Governmental Fund Balance - Statutory Basis, June 30, 2013.....	\$ 3,116.5
Plus: Expendable Trust and Similar Fund Statutory Balances that are considered Governmental Funds for GAAP reporting purposes.....	514.9
Less: Massachusetts Department of Transportation Funds.....	<u>(1,266.5)</u>
Adjusted Statutory Governmental Fund Balance.....	2,364.9
Short term accruals, net of allowances and deferrals for increases /(decreases):	
Taxes, net of refunds and abatements.....	\$ 1,834.5
Tobacco Settlement Agreement receivable.....	126.8
Medicaid.....	(261.6)
Other short term accruals:	
Assessments and other receivables.....	281.9
Amounts due to authorities and municipalities, net.....	(548.2)
Claims, judgments and other risks.....	(12.8)
Amounts due to health care providers and insurers.....	(64.2)
Workers' compensation and group insurance.....	(134.5)
Other accruals, net.....	<u>233.0</u>
Net increase to governmental fund balances.....	<u>1,454.8</u>
Massachusetts School Building Authority fund balance.....	<u>1,050.3</u>
Total changes to governmental funds.....	<u>2,505.0</u>
Governmental fund balance (fund perspective).....	\$ 4,870.0
Plus: Capital assets including infrastructure, net of accumulated depreciation.....	4,366.1
Deferred revenue, net of other eliminations.....	1,167.4
Long term accruals:	
Pension Benefits cumulative over / (under) funding.....	(1,815.0)
Post employment benefits other than pensions cumulative over / (under) funding.....	(4,147.0)
Environmental Remediation Liability.....	(230.8)
Massachusetts School Building Authority debt and school construction payables.....	(7,154.6)
Long term debt, unamortized premiums and deferred losses on debt refundings.....	(21,971.2)
Compensated Absences.....	(518.3)
Capital leases.....	(50.8)
Accrued interest on bonds.....	(346.5)
Other Long term liabilities.....	<u>(109.0)</u>
Total governmental net position (entity wide perspective).....	\$ <u>(25,939.9)</u>

The deficit of \$25.940 billion in governmental net position is largely attributable to the Commonwealth's policy decision to finance the construction of assets owned by other government entities, particularly Commonwealth roads and bridges, which as a result of transportation reform completed during FY10 shifted these assets from the books of the Commonwealth to the Massachusetts Department of Transportation (MassDOT), a component unit of the Commonwealth. At the end of FY13, MassDOT held \$22.320 billion in road, bridge and other transportation-related assets (excluding assets of the Massachusetts Bay

Transportation Authority) net of related depreciation, the vast majority of which were formerly held by the Commonwealth. Those assets were financed by the Commonwealth and the debt remains a long-term obligation of the Commonwealth. In addition, the Commonwealth has a net liability of \$6.036 billion for debt and grant obligations for the School Building Assistance Program that finances construction of schools for the Commonwealth's cities and towns. Finally, the Commonwealth has financed significant transportation and non-transportation assets currently held by Massachusetts Institutions of Higher Education, Massachusetts' cities and towns and quasi-public authorities. While the exact amount of Commonwealth-funded assets held by these entities is difficult to determine, between FY05 and FY13 the Commonwealth's capital spending on Higher Education capital projects exceeded \$875 million, capital spending for transportation-related financial assistance to local governments totaled more than \$1.7 billion and other grants and financial assistance for non-Commonwealth entities such as cities and towns and quasi-public authorities funded through the Commonwealth's capital budget exceeded \$3.5 billion, including \$1 billion to fund the Massachusetts School Building Authority in FY05 and FY06. As almost all of this capital spending was financed by Commonwealth debt, the liabilities are retained by the Commonwealth while the assets are held by the Institutions of Higher Education, Massachusetts cities and towns and entities such as local housing authorities and quasi-governmental authorities.

*Statement of Net Position
Governmental Activity
Including MassDOT
(Amounts in thousands)*

Net Position as of June 30, 2013:

Commonwealth's Governmental Activity.....	\$ (25,939,876)
Massachusetts Department of Transportation (major assets include roads and bridges).....	<u>20,914,904</u>
Total Net Position of the Commonwealth, including MassDOT...	<u>\$ (5,024,972)</u>

Since MassDOT ended FY13 with positive net position of \$23.900 billion, it is more informative to view the Commonwealth's financial statements in combination with MassDOT than to analyze the two separately, while also keeping in mind that significant assets owned by the Institutions of Higher Education and local governments and authorities were financed by liabilities still on the Commonwealth's books.

The deficit in the net position of the governmental activities grew by almost \$1.642 billion in FY13. While tax revenue experienced healthy growth in FY13, this growth was offset by adjustments that reduced the fund balance and ending net position. The main factors underlying the change in the net deficit were as follows:

- Tax revenues grew by \$1.196 billion, or 5.6%, from FY12, mainly due to higher income taxes, much of which resulted from growth in capital gains tax collections. As a result of recently enacted legislation, \$468 million in capital gains tax revenue, which accounted for 2.2% of the 5.6% in tax revenue growth, was deposited directly into the Stabilization Fund and was not available for use. There was virtually no net growth in non-tax governmental revenues, as federal stimulus money under the American Recovery and Reinvestment Act (ARRA) was phased out and other non-tax revenue grew slowly.
- The final year of phased-in recognition of declines in the asset value of the Commonwealth's pension fund due to stock market losses during the recession of 2008-2009 resulted in an increased liability accrual of \$396 million growth in the underfunding of the Commonwealth's pension obligations;

- The Commonwealth’s pension funding schedule is updated every three years, while the Annual Required Contribution (ARC) is updated annually. Changes in the market value of assets are amortized over a five year period (“smoothed”). When pension fund asset values decline or increase, the Commonwealth’s annual pension funding will lag the ARC. The triennial updating of the pension fund schedule, combined with the dramatic stock market downturn in 2008-2009, has resulted in a cumulative underfunding of the Commonwealth’s ARC to fund the pension liability of \$1.815 billion since 2009.
- The Commonwealth funds its other post-employment benefits (OPEB) liability on a pay-as-you-go basis. GAAP requires the accrual of a liability for the difference between this amount and the actuarially required contribution. The change in the accrual was \$701 million in FY13, reducing net position;
- The Commonwealth continues to fund, through its own debt, transportation-related assets that are owned by the Massachusetts Department of Transportation (MassDOT), Institutions of Higher Education, cities and towns and quasi-public authorities. In FY13, approximately \$1.7 billion of the almost \$2.2 billion in state-funded capital spending generated assets not owned by the Commonwealth, including \$1.05 billion in transportation spending (including more than \$220 million in grants and other financial assistance to cities and towns), \$250 million for Institutions of Higher Education (which are attributed to the Commonwealth’s business-type activities) and approximately \$390 million in other capital grants and financial assistance to local governments and quasi-public entities. While the assets created by this spending are recorded on the books of MassDOT and other non-Commonwealth entities, the liability for the debt remains with the Commonwealth.

The net deficit in government-wide activities, which includes the Commonwealth’s business-type as well as governmental activities, increased by \$1.137 billion from FY12.

REPORTING ENTITY

The financial statements incorporate activity from over 150 departments. These departments include the various agencies, boards, and commissions, the 25 Institutions of Higher Education, the judicial and legislative branches of government, and constitutional offices. The departments record their daily financial operations in the state accounting system, MMARS, operated by the Office of the Comptroller.

In addition, the financial statements include 40 independent public authorities. These entities are defined as component units and meet the criteria for inclusion in the Commonwealth’s reporting entity in accordance with GAAP. They are further described in Note 1 to the basic financial statements. The MSBA is blended into the Commonwealth’s operations.

INDEPENDENT AUDIT

The Commonwealth's independent auditors, KPMG LLP, have performed an independent audit of the Commonwealth for the fiscal year ended June 30, 2013. The independent auditors' report is presented in the Financial Section.

The Office of the Comptroller prepares these financial statements and is responsible for the completeness and reliability of the information presented in this report. To provide a reasonable basis for making these representations, the Office of the Comptroller, working in conjunction with the State Auditor, has established a comprehensive internal control framework that is designed to protect the Commonwealth's assets from loss, theft, or misuse and to compile sufficient reliable information for the preparation of the Commonwealth's financial statements in conformity with GAAP. Because of the cost, internal controls should not outweigh their benefits. The Commonwealth's comprehensive framework of internal controls has been designed to provide reasonable, rather than absolute assurance that the financial statements will be free from material misstatement.

I would like to express my thanks to the many dedicated employees within the Office of the Comptroller. Continuing to carry out our mission and meet the goals that are set meant another successful year. I am proud to have them all on my team as another year of initiatives is now underway.

Respectfully submitted,

Martin J. Benison
Comptroller of the Commonwealth



On the Beach, Marshfield

CONSTITUTIONAL OFFICERS

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Governor

William F. Galvin
Secretary of State

Martha Coakley
Attorney General

Steven Grossman
Treasurer and Receiver-General

Suzanne Bump
Auditor

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Therese Murray
President of the Senate

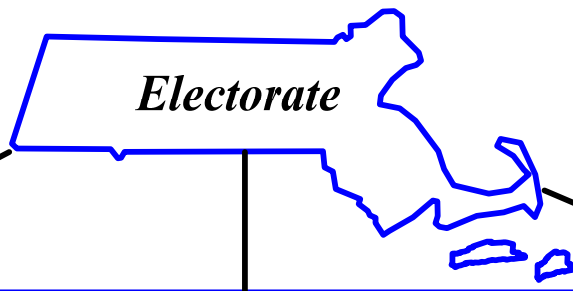
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Speaker of the House

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Chief Justice, Supreme Judicial Court

Phillip Rapoza
Chief Justice, Appeals Court

Lewis H. Spence
Court Administrator, Trial Court



Electorate

Legislative Branch

House of Representatives
Senate

Executive Branch

Governor	State Auditor
Lieutenant Governor	Secretary of the Commonwealth
Governor's Council	Treasurer and Receiver-General
Attorney General	Office of Campaign and Political Finance
Inspector General	Massachusetts Gaming Commission
Office of the Comptroller	District Attorneys
Sheriffs	Ethics Commission
	Disabled Person Protection Commission
	Independent Offices and Commissions

Judicial Branch

Supreme Judicial Court
Appeals Court
Trial Court
Committee for Public Counsel
Board of Bar Examiners
Commission on Judicial Conduct
Mental Health Legal Advisors

State Agencies

Administration and Finance

Executive Office for Administration and Finance
Appellate Tax Board
Bureau of the State House
Civil Service Commission
Department of Revenue
Developmental Disabilities Council
Division of Administrative Law Appeals
Division of Capital Asset Management and Maintenance
George Fingold Library
Group Insurance Commission
Health Policy Commission
Human Resource Division
Information Technology Division
Massachusetts Office on Disability
Massachusetts Teachers' Retirement System
Operational Services Division
Public Employee Retirement Administration Commission

Public Safety

Executive Office of Public Safety and Security
Chief Medical Examiner
Department of Criminal Justice Information Services
Department of Correction
Department of Fire Services
Department of Public Safety
Department of State Police
Massachusetts Emergency Management Agency
Military Division/ Massachusetts National Guard
Municipal Police Training Committee
Parole Board
Sex Offender Registry

Housing and Economic Development

Executive Office of Housing and Economic Development
Department of Business Development
Office of Consumer Affairs & Business Regulations
Massachusetts Marketing Partnership
Department of Housing & Community Development
Department of Telecommunications and Cable
Division of Banks
Division of Insurance
Division of Professional Licensure
Division of Standards

Energy and Environmental Affairs

Executive Office of Energy and Environmental Affairs
Department of Agricultural Resources
Department of Conservation and Recreation
Department of Environmental Protection
Department of Fish and Game
Department of Public Utilities
Division of Energy Resources
State Reclamation Board

Transportation and Public Works

Department of Transportation

Executive Office of Labor and Workforce Development

Health and Human Services

Executive Office of Health and Human Services
Executive Office of Elder Affairs
Department of Children and Families
Department of Developmental Services
Department of Mental Health
Department of Public Health
Department of Transitional Assistance
Department of Veterans' Services
Department of Youth Services
Massachusetts Commission for the Blind
Massachusetts Commission for the Deaf and Hard of Hearing
Massachusetts Rehabilitation Commission
Office for Refugees and Immigrants
Soldiers' Home, Holyoke
Soldiers' Home, Massachusetts

Education

Executive Office of Education
Department of Early Education and Care
Department of Elementary and Secondary Education
Department of Higher Education
Community Colleges
State Universities
University of Massachusetts System

Health Care Security Trust

Board of Library Commissioners

Commission Against Discrimination

ADVISORY BOARD TO THE COMPTROLLER

Glen Shor
Secretary of Administration and Finance

Suzanne Bump
Auditor

Steven Grossman
Treasurer and Receiver-General

Lewis H. Spence
Chief Administrator, Trial Court

Martha Coakley
Attorney General

Michael Esmond
Gubernatorial Appointee

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Financial Report
for the Fiscal Year Ended

June 30, 2012

Executive Director/CEO



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Financial Section



The Fountain on Boston Common

Independent Auditors' Report

Management's Discussion and Analysis

Basic Financial Statements

Notes to the Basic Financial Statements

Required Supplementary Information Other Than Management's Discussion and Analysis

Other Supplementary Information



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KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

Mr. Martin Benison, Comptroller
The Commonwealth of Massachusetts
Boston, Massachusetts

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Commonwealth of Massachusetts (the Commonwealth), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Commonwealth's basic financial statements as listed in the accompanying table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the University of Massachusetts, the State Colleges and certain of the Community Colleges all of which are major enterprise funds and represent 86% of the total assets and deferred outflows of the business-type activities. We did not audit 63% of the total assets and deferred outflows of the Community Colleges major enterprise fund. Additionally, we did not audit the financial statements of the nonmajor component units, which represent 8% of the total assets and deferred outflows of the aggregate discretely presented component units. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions, insofar as it relates to the amounts included for those entities, is based solely on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. The financial statements of certain entities identified in Note 13 of the basic financial statements were not audited in accordance with *Government Auditing Standards*.



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

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

Opinions

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Commonwealth of Massachusetts as of June 30, 2013, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in conformity with U.S. generally accepted accounting principles.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis and required supplementary information, as listed in the accompanying table of contents (collectively referred to as RSI), be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the RSI 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.

Supplementary and Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Commonwealth's basic financial statements. The introductory section, other supplementary information and statistical section as listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the basic



financial statements. The other supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the other supplementary information is fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 20, 2013, on our consideration of the Commonwealth of Massachusetts' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Commonwealth's internal control over financial reporting and compliance.

KPMG LLP

December 20, 2013



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Management's Discussion and Analysis (Unaudited)

This analysis, prepared by the Office of the Comptroller, offers readers of the Commonwealth's financial statements a narrative overview of the activities of the Commonwealth for the fiscal year ended June 30, 2013 (FY13). We encourage readers to consider this information in conjunction with the additional information that is furnished in the letter of transmittal and with the Commonwealth's financial statements, which follow. This analysis is required by the Governmental Accounting Standards Board (GASB), which provides preparers with guidelines on what must be included in and excluded from this analysis.

Financial Highlights – Primary Commonwealth Government

Government–Wide Highlights

Net Position – The liabilities of the primary government exceeded its assets at the end of FY13 by almost \$21.099 billion, an increase in the net deficit of \$1.137 billion from FY12, after factoring out a \$575 million downward restatement of the FY13 beginning balance in the Commonwealth's business-type activities resulting from a change in the way the Commonwealth accounts for foundations of the Institutions of Higher Education as a result of implementing GASB Statement 61, *The Financial Reporting Entity: Omnibus*. In FY13 the foundations are included in the Commonwealth's component units, while in FY12 they were included in the Commonwealth's business-type activities, which resulted in a \$575 million increase in the net position of the component units and a decrease in the net position of the Commonwealth.

Of the \$21.099 billion deficit, “unrestricted net position” has a deficit of \$25.708 billion, and there is a \$2.013 billion positive balance attributable to the net investment in capital assets. There are five primary reasons for the negative unrestricted net position:

1. The Commonwealth has a net liability of \$6.036 billion for its share of the construction costs of schools owned and operated by municipalities through the Massachusetts School Building Authority (MSBA);
2. In FY10, the Commonwealth implemented transportation reform, which created the Massachusetts Department of Transportation (MassDOT) and transferred to that entity virtually all highway and bridge assets of the Commonwealth totaling approximately \$15.521 billion, as of the date of the transfer, net of depreciation. The Commonwealth, however, originally paid and continues to pay for the construction of these assets and retains a large amount of transportation-related debt, which is now be unrelated to any capital asset owned by the Commonwealth.
3. The Commonwealth, through debt issuances, also pays for non-transportation capital assets not owned by the Commonwealth, particularly assets held by quasi-public entities and local governments and housing authorities.

4. The Commonwealth's pension funding schedule is updated every three years, while the Annual Required Contribution (ARC) is updated annually. Changes in the market value of assets are amortized over a five year period ("smoothed").

When pension fund asset values decline or increase, the Commonwealth's annual pension funding will lag the ARC. The triennial updating of the pension fund schedule, combined with the dramatic stock market downturn in 2008-2009, has resulted in a cumulative underfunding of the Commonwealth's ARC to fund the pension liability of \$1.815 billion since 2009.

5. The Commonwealth funds its retiree health insurance benefits (Other Post-Employment Benefits, or OPEB) on a pay-as-you-go basis. As a result, as of June 30, 2013, it had accumulated a \$4.147 billion unfunded liability for OPEB.

At the end of FY13, the Commonwealth also held \$2.596 billion in "restricted net position", assets that are restricted primarily for payment of debt service, unemployment insurance benefits and the Institutions of Higher Education. Approximately \$1.003 billion in restricted net position balances were set aside for unemployment benefits, an additional \$1.033 billion was restricted for debt retirement, of which \$724 million is restricted for MSBA debt retirement, \$354 million for other governmental purposes and \$206 million was restricted for Higher Education.

The Commonwealth's governmental activities (which excludes the "business-type activities" of the Institutions of Higher Education and Unemployment Insurance) net deficit increased by \$1.642 billion, to \$25.940 billion, and its governmental activities unrestricted net deficit increased by approximately \$1.829 billion in FY13, to \$26.734 billion. Approximately \$1.097 billion of the increase in the net deficit was due to increases in the liabilities for state pension and post-employment health benefits.

Total revenues of the primary government increased by \$624 million, or 1.2% in FY13, to \$52.163 billion. Total expenses of the primary government increased by \$853 million, or approximately 1.6%, to \$53.300 billion. Detail on revenue and expenses can be found on pages 28 to 30.

Net position of business-type activities (factoring out the \$575 million beginning balance adjustment as noted on page 21) increased by \$505 million, due to net surpluses of \$174 million in the Unemployment Insurance Trust Fund and \$331 million for Higher Education activity.

At June 30, 2013, the Commonwealth's governmental funds reported a combined ending fund balance of about \$4.870 billion, a decrease of \$1.449 billion from June 30, 2012. Of the ending balances:

- \$914,000 is nonspendable, \$1.558 billion is restricted, \$2.324 billion is committed, \$595 million is assigned and \$392 million is unassigned fund balance. (A full discussion of these classifications is included in Note 1 to the basic financial statements, on pages 69 - 72)

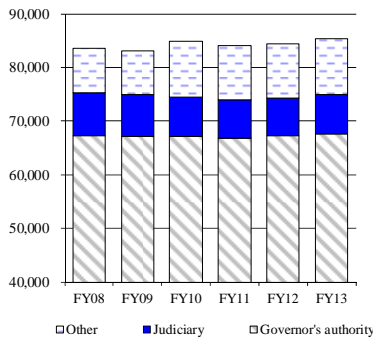
- The MSBA’s fund balance of approximately \$1.050 billion is blended into the Commonwealth. Within this fund balance is over \$942 million in cash and restricted investments which were funded by bond proceeds in FY13 and previous fiscal years, and other assets, less approximately \$68 million in liabilities. In FY13, over \$735 million was apportioned to the MSBA from the Commonwealth from sales taxes, adjusted for accruals, and the MSBA issued \$1.682 billion in long-term refunding bonds.
- Lottery revenues for FY13 were \$5.043 billion, an increase of approximately \$99 million, or 2.0%, from FY12. Prizes were approximately \$3.993 billion and operating expenses and mandated transfers to the governmental funds were \$1.050 billion.

Other highlights of FY13 financial operations include:

- Tobacco settlement proceeds for the year were approximately \$253 million on a GAAP basis, the same as received in the prior year. Approximately \$127 million has been reported as a receivable in the governmental funds, equal to half of the anticipated tobacco settlement proceeds to be received in FY14. During FY13, 10.0% of tobacco settlement payments (approximately \$25 million) was deposited in the State Retiree Benefits Trust Fund (SRBTF) to fund the Commonwealth’s liability for retiree health care. The portion of the annual tobacco settlement payments dedicated to the SRBT will increase 10% per year until it reaches 100% in FY23, although in FY14 an amount equal to 20% of tobacco settlement proceeds will be transferred to the SRBTF through a different funding mechanism.
- During the fiscal year, the Commonwealth passed or agreed to terms of approximately \$1.313 billion in bond authorizations and approximately \$5 million in de-authorizations of previously issued capital appropriations. The Commonwealth determines the timing and extent of capital spending and bonding as part of its five-year capital plan.

**Full Time Equivalent Workforce
Including Higher Education and the
Massachusetts Department of
Transportation**

June 2008 – June 2013



Full-Time Equivalent Employment

The chart to the left shows the Commonwealth’s full-time equivalent employment (including MassDOT) for all state funding sources (budgetary, non-budgetary, capital, federal and trust) over the past six fiscal years. In FY13, the number of Commonwealth FTEs increased by approximately 900, to a total of 85,356. However, since June 30, 2008, the number of FTEs on the Commonwealth’s payroll has dropped by 4,900 after adjusting for 6,600 FTEs that were brought onto state payroll as a result of changes in the way certain employees are accounted for and for entities that were absorbed by the state in FY09 and FY10. In FY09, the state switched approximately 2,500 Higher Education employees to the Commonwealth’s payroll system. In FY10, approximately 1,330 employees of the former Massachusetts Turnpike Authority and the Tobin Bridge were transferred to the Massachusetts Department of Transportation (MassDOT). Also in FY10, the sheriff

departments of Barnstable, Bristol, Dukes, Nantucket, Norfolk, Plymouth and Suffolk were brought onto the state's accounting and payroll systems, with approximately 2,770 employees. These increases were offset by reductions in state employment due to a combination of employee attrition and layoffs, as the state responded to lower tax revenues caused by the recession.

OVERVIEW OF THE FINANCIAL STATEMENTS

This MD&A is intended to serve as an introduction to the Commonwealth's basic financial statements. The Commonwealth's basic financial statements are made up of three components: 1) government-wide financial statements; 2) fund financial statements; and 3) notes to the financial statements. This report also contains additional required supplementary information in the form of budgetary schedules, which are prepared on the statutory basis of accounting, as well as pension and other postemployment benefits (OPEB) funding schedules. Other supplementary information is also provided to furnish additional detail to support the basic financial statements.

Government–Wide Financial Statements

The government-wide financial statements present the reader with a broad overview of the Commonwealth's finances in a manner similar to a private sector business. The statements include the *Statement of Net Position*, which presents the assets, liabilities and net position for the government as a whole. Also presented is the *Statement of Activities*, which presents the functional expenses, offsetting revenues and changes in net position of the Commonwealth. The statements report the Commonwealth's net position and changes in net position. An increase or decrease in the Commonwealth's net position is one way to measure financial health as well as the trend of increases or decreases over time. Non-financial measures such as capital investments, changes in taxation, population, employment and economic conditions are also indicators of the overall health of any government.

Both the statement of net position and the statement of activities have separate sections for three different categories of the Commonwealth's operations. These activities are Governmental Activities, Business-type Activities and Discretely Presented Component Units. Governmental activities are where the Commonwealth's basic services are reported. Business-type activities are those for which fees are charged for a particular service. For the Commonwealth, business-type activities are comprised of the Institutions of Higher Education the unemployment insurance compensation system. The component units are separate legal entities that are included in this report due to the nature of their governance and financial relationship with the Commonwealth.

The government–wide financial statements can be found on pages 40-43 of this report.

Fund Financial Statements and Component Unit Financial Statements

Funds are groups of related accounts that are used to maintain control over resources that have been segregated for specific activities or objectives. The Commonwealth, like other governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Within the funds, budgetary compliance is demonstrated at the appropriation level for budgeted expenditures.

Only the major funds are shown separately in the fund financial statements, with the remaining funds included aggregated and reported as nonmajor funds.

Fund financial statements focus on individual parts of the Commonwealth, reporting its operations in more detail than the government-wide statements. The Commonwealth's funds can be divided into three categories: *Governmental Funds, Proprietary Funds and Fiduciary Funds*. It is important to realize that these fund categories use different bases of accounting and should be interpreted differently. Further discussion of the funds can be found in the section "Financial Analysis of the Commonwealth's Funds" and in Note 1 to the basic financial statements.

Component unit financial statements are presented for entities where the Commonwealth has financial accountability, but the entities are independent of the core Commonwealth operations. Most component units operate similar to private-sector businesses.

Although the Massachusetts School Building Authority (MSBA) is a component unit, the MSBA's operations have been determined by management to operate in a similar fashion to a Commonwealth department due to the MSBA's service to the Commonwealth and because it relies on a pledged portion of the Commonwealth's sales tax revenue to fund its debt service. In FY05, legislation changed the funding of school construction from a direct appropriation of the Commonwealth to a dedicated portion of the sales tax allocated to the MSBA. Because of the nature of transactions between the Commonwealth and this authority, per GASB Statement No. 39, *Determining Whether Certain Organizations Are Component Units* and GASB Statement No. 61, *The Financial Reporting Entity: Omnibus*, the authority's operations are reported within a governmental fund as a "blended component unit" and on the government-wide financial statements.

**Notes to the Financial Statements,
Required Supplementary Information
and Other Supplementary
Information**

The notes to the financial statements provide additional information that is essential to a full understanding of the financial statements as of the date provided in the government-wide and the fund financial statements. The notes to the financial statements can be found on pages 63-118.

The required supplementary information section includes a budgetary comparison schedule for the General Fund, along with a reconciliation comparing the original General Appropriation Act and supplemental appropriations to actual budgetary spending. A variance column is also provided. A further reconciliation schedule of the budgeted revenues and expenses to governmental fund perspective revenues and expenditures for the General Fund is also provided. A schedule of pension and OPEB funding progress and the Commonwealth's annual required pension and OPEB contributions are also included in this section.

Other supplementary information is not required, but is included to present combining schedules of various nonmajor funds and component units.

GOVERNMENT-WIDE ANALYSIS

***Major Long – Term Obligations for
Assets of Political Subdivisions
(amounts in thousands)***

Massachusetts School Building	
Authority net deficit.....	\$ 6,035,635
Outstanding bonds issued to fund the MBTA..	207
Debt related to MassDOT assets.....	<u>9,705,981</u>
Effect on unrestricted net position of items unique to the Commonwealth.....	<u>\$ 15,741,823</u>

The primary government’s combined net position (governmental and business-type activities) showed a net deficit of almost \$21.099 billion at the end of FY13, an increase in the net deficit of \$1.137 billion, not including the \$575 million decrease, due to the beginning balance adjustment in business-type activities, noted on page 21. Governmental activities unrestricted net position is negative by over \$26.734 billion. As explained previously, a substantial portion of this deficit is a result of programs where the Commonwealth decided to fund assets that are owned by political subdivisions of the Commonwealth, and in particular the result of the transfer of assets to MassDOT during FY10, as well as continued borrowing by the Commonwealth that funds, through its capital budget and debt issuance, construction of new assets owned by MassDOT, local governments and local authorities. In FY13, MassDOT reports these capital assets on their financial statements, which are incorporated into the Commonwealth’s financial statements similarly to other component units.

The Commonwealth’s FY13 capital spending included approximately \$1.7 billion in state-funded capital spending that did not result in capital assets attributed to governmental activities of the Commonwealth, comprised of approximately \$1.05 billion in transportation spending (including more than \$220 million in grants and other financial assistance to cities and towns), \$250 million for Institutions of Higher Education (which are attributed to the Commonwealth’s business-type activities) and approximately \$390 million in other capital grants and financial assistance to local governments and quasi-public entities. Between FY05 and FY13 the Commonwealth’s capital spending on projects owned by non-Commonwealth entities or by the Institutions of Higher Education (part of the Commonwealth’s business-type but not governmental activities totaled approximately \$12.9 billion. These include Higher Education capital projects totaling \$875 million, capital spending for transportation projects now owned by the Massachusetts Department of Transportation totaling approximately \$6.7 billion, transportation-related financial assistance to local governments totaling more than \$1.7 billion and other grants and financial assistance for non-Commonwealth entities such as cities and towns and quasi-public authorities funded through the Commonwealth’s capital budget exceeding \$3.5 billion, including \$1 billion in FY05 and FY06 to capitalize the Massachusetts School Building Authority.

The Commonwealth also funds school construction through debt issued by the MSBA, and includes the MSBA’s debt on its balance sheet, but the assets paid for with that debt are owned by Massachusetts cities, towns and school districts.

Current assets and liabilities are amounts that are available in the current period and obligations that will be paid within one year of the financial statement date, respectively. As of June 30, 2013, the Commonwealth’s government-wide current cash and short-term investments totaled \$4.291 billion, a decrease of \$1.138 billion from June 30, 2012. Total current assets were \$9.943 billion, a decrease of \$1.267 billion from June 30, 2013. The primary reason for the decline in current assets is that as of June 30, 2013 the Commonwealth had not yet issued debt to reimburse itself for almost \$900 million in capital spending that had occurred in the fourth quarter of FY13. To bridge the gap between seasonal receipts, such as tax revenues, and major

expenses, such as the payment of local aid, in FY13 the Commonwealth issued \$1.2 billion in revenue anticipation notes (RANS). The RANS were retired in April and May 2013. As of June 30, 2013, the Commonwealth's current liabilities were \$8.364 billion.

The primary government's non-current assets totaled \$16.226 billion, an increase of \$869 million from June 30, 2012. This increase was due mainly to an \$889 million increase in capital assets, most of which occurred in business-type of activities, as the result of increases in assets recorded by the Institutions of Higher Education.

The Commonwealth holds \$10.025 billion in traditional capital assets such as land, construction in process, buildings, infrastructure and equipment, net of accumulated depreciation. GASB requires the reporting of the value of investments in the Commonwealth's infrastructure, including roads, bridges, beaches, dams and other immovable assets on the face of the Commonwealth's financial statements. As these assets provide services to citizens, they are not available to finance future spending unless they are sold. Although the Commonwealth's investment in its capital assets is also reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

The table on page 28 shows the Commonwealth's net position. Restricted net position represents resources that are subject to external constraints.

In addition to the Commonwealth funding assets owned by other entities, the primary reasons for the increase in net deficit were:

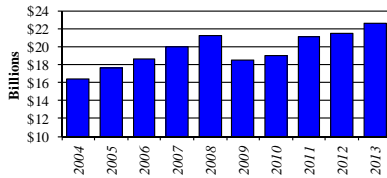
- The final year of the five year phased-in recognition of declines in the asset value of the Commonwealth's pension fund due to stock market losses during the recession of 2008-2009 resulted in an increased accrual of \$396 million due to growth in the underfunding of the Commonwealth's pension obligations. As described in more detail on page 22, the combination of the stock market decline and the fact that the pension funding schedule is updated only triennially but the pension Annual Required Contribution (ARC) is updated annually has resulted in the Commonwealth underfunding its ARC by a total of \$1.815 billion since 2009;
- The Commonwealth funds its other post-employment benefits (OPEB) liability on a pay-as-you-go basis. GAAP requires the accrual of a liability for the difference between this amount and the actuarially required contribution. The change in the accrual was \$701 million in FY13, reducing net position; cumulative underfunding of the Commonwealth's OPEB obligation was \$4.147 billion as of June 30, 2013.

Net Position as of June 30, 2013 and 2012
(in thousands of dollars)

	Governmental Activities		Business - Type Activities		Total Primary Government	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Current assets.....	\$ 8,315,303	\$ 9,468,600	\$ 1,627,511	\$ 1,740,922	\$ 9,942,814	\$ 11,209,522
Non-capital non-current assets.....	3,782,145	3,437,342	2,418,725	2,783,206	6,200,870	6,220,548
Capital assets.....	4,366,071	4,259,869	5,658,798	4,876,356	10,024,869	9,136,225
Deferred outflows of resources.....	566,095	564,287	72,304	110,092	638,399	674,379
Total assets and deferred outflows.....	17,029,614	17,730,098	9,777,338	9,510,576	26,806,952	27,240,674
Current liabilities.....	7,337,053	7,134,569	1,026,890	954,232	8,363,943	8,088,801
Long term liabilities.....	35,632,437	34,893,317	3,895,042	3,644,132	39,527,479	38,537,449
Deferred inflows of resources.....	-	-	14,283	-	14,283	-
Total liabilities and deferred outflows.....	42,969,490	42,027,886	4,936,215	4,598,364	47,905,705	46,626,250
Net position:						
Net investment in capital assets.....	(592,483)	(849,338)	2,605,263	2,366,038	2,012,780	1,516,700
Restricted.....	1,386,416	1,456,715	1,209,630	1,576,865	2,596,046	3,033,580
Unrestricted.....	(26,733,809)	(24,905,165)	1,026,230	969,309	(25,707,579)	(23,935,856)
Total net position.....	\$ (25,939,876)	\$ (24,297,788)	\$ 4,841,123	\$ 4,912,212	(21,098,753)	\$(19,385,576)

Changes in Net Position

**Revenue from Taxation
FY04-FY13**



As noted earlier, the Commonwealth’s total primary government net deficit increased by approximately \$1.137 billion between FY12 and FY13. The table on page 29 shows the major categories of government-wide revenues and expenses for FY12 and FY13, as well as net position for the two fiscal years. In FY13, approximately 43.3% of the Commonwealth’s total revenue came from taxes, while the remainder resulted from programmatic revenues, including charges for services and grants and contributions, the bulk of which is federal aid. Total revenues increased by \$624 million or 1.2%, with tax revenue increasing by \$1.196 billion, or 5.6%, from FY12. The increase in tax revenue was attributable primarily to growth of \$946 million, or 7.9%, in personal income tax, as taxpayers accelerated capital gains realizations in response to changes in federal tax law and as withholding on wages grew due to a modest economic recovery. Sales tax revenue grew by \$165 million, or 3.2%, while corporate excise taxes declined by \$85 million, or 4.2%.

Operating grants and contributions (including federal revenue for Medicaid and Unemployment Insurance) decreased by \$808 million, or 5.2%, in FY13, as unemployment insurance benefit reimbursements from the federal government declined by \$711 million as the extended unemployment benefits program expired and federal stimulus funding under the American Recovery and Reinvestment Act (ARRA) fell by \$257 million as the ARRA program continues to wind down. These declines in federal funding were partially offset by an increase of \$141 million, or 2.0%, in federal Medicaid reimbursements due to growth in state Medicaid spending.

Total charges for services increased by approximately \$685 million, or 5.3%, due to an increase of \$212 million in charges for Human Services programs, \$174 million in charges for Medicaid services, \$125 million in charges for Group Health Insurance, \$101 million in Lottery charges and \$136 million in Higher Education charges, offset by declines of \$106 million in General Government charges and \$59 million in

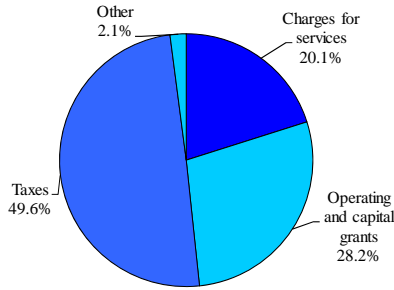
unemployment insurance charges. Government-wide restricted net position increased by \$66 million after adjusting for the \$575 million beginning balance adjustment in business-type activities (which mostly affected restricted net assets of the Higher Education Foundations), due primarily to a \$173 million increase in assets restricted for unemployment benefits, offset by a \$53 million decrease in assets restricted for debt service as well as other smaller changes.

Total primary government spending increased by \$853 million, or 1.6%, from FY12, with governmental activities spending growing by \$1.499 billion, or 3.4%, to \$46.144 billion, and business-type activities spending declining by \$646 million, or 8.3%, to \$7.156 billion. Medicaid expenses increased by \$578 million, or 4.9%, and unemployment insurance compensation declined by \$748 million, or 21.6%, as unemployment declined in the Commonwealth and benefit levels were reduced. Other significant spending changes occurred in health and human services, which grew by \$143 million, or 1.9%, transportation and public works, which grew by \$114 million, or 6.5%, the Lottery, which, grew by \$105 million, or 2.7%, direct local aid, which increased by \$188 million, or 3.8% and general government expenses, which grew by \$196 million, or 8.2%.

Changes in Net Position during the Fiscal Years Ended June 30, 2013 and 2012
(in thousands of dollars except percentages)

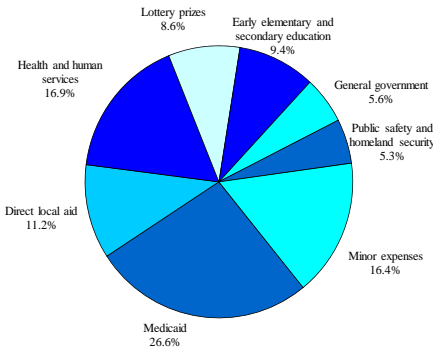
	<u>Governmental Activities</u>		<u>Business - Type Activities</u>		<u>Total Primary Government</u>		<u>Total Primary Government</u>		
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012	'13 to '12
							Distribution	Distribution	% Change
Revenues									
Program Revenues:									
Charges for services.....	\$ 9,158,100	\$ 8,549,722	\$ 4,378,547	\$ 4,301,855	\$ 13,536,647	\$ 12,851,577	26.0%	24.9%	5.3%
Operating grants and contributions.....	12,836,122	12,909,908	1,791,196	2,525,342	14,627,318	15,435,250	28.0%	29.9%	-5.2%
Capital grants and contributions.....	18,726	79,733	-	-	18,726	79,733	0.0%	0.2%	-76.5%
General Revenues:									
Taxes.....	22,599,332	21,403,426	-	-	22,599,332	21,403,426	43.3%	41.5%	5.6%
Other.....	985,713	1,393,094	395,228	376,327	1,380,941	1,769,421	2.7%	3.3%	-22.0%
Total Revenues.....	45,597,993	44,335,883	6,564,971	7,203,524	52,162,964	51,539,407	100.0%	100.0%	1.2%
Expenses									
Medicaid.....	12,286,342	11,708,397	-	-	12,286,342	11,708,397	23.1%	22.3%	4.9%
Direct local aid.....	5,179,104	4,991,532	-	-	5,179,104	4,991,532	9.7%	9.5%	3.8%
Health and human services.....	7,787,051	7,643,950	-	-	7,787,051	7,643,950	14.6%	14.6%	1.9%
Lottery.....	3,982,700	3,877,305	-	-	3,982,700	3,877,305	7.5%	7.4%	2.7%
Higher education.....	-	-	4,437,894	4,336,195	4,437,894	4,336,195	8.3%	8.3%	2.3%
Early elementary and secondary education.....	4,335,639	4,259,568	-	-	4,335,639	4,259,568	8.1%	8.1%	1.8%
Unemployment compensation.....	-	-	2,718,447	3,466,500	2,718,447	3,466,500	5.1%	6.6%	-21.6%
Other.....	12,573,184	12,164,099	-	-	12,573,184	12,164,099	23.6%	23.2%	3.4%
Total Expenses.....	46,144,020	44,644,851	7,156,341	7,802,695	53,300,361	52,447,546	100.0%	100.0%	1.6%
Excess/(Deficiency)									
before transfers.....	(546,027)	(308,968)	(591,370)	(599,171)	(1,137,397)	(908,139)			
Transfers.....	(1,096,061)	(1,155,955)	1,096,061	1,155,955	-	-			
Change in net position (deficits).....	(1,642,088)	(1,464,923)	504,691	556,784	(1,137,397)	(908,139)			
Net position - beginning, as restated.....	(24,297,788)	(22,832,865)	4,336,432	4,355,428	(19,961,356)	(18,477,437)			
Net position - ending.....	\$ (25,939,876)	\$ (24,297,788)	\$ 4,841,123	\$ 4,912,212	\$ (21,098,753)	\$ (19,385,576)			

Revenue—Governmental Activities
Fiscal Year Ending June 30, 2013



The largest category of tax revenue is income taxes. Of the \$22.599 billion in tax revenue within governmental activities, \$12.898 billion, or 57.1% of total taxes, was from income taxes, \$5.251 billion, or 23.2% of total taxes, was from sales taxes, \$1.943 billion, or 8.6% of total taxes, was from corporate taxes, \$650 million, or 2.9% of total taxes, was from motor fuels taxes and \$1.856 billion, or 8.2% of total taxes, was from other forms of taxation. Lottery revenues of \$5.041 billion made up 55.0% of the Commonwealth’s governmental charges for services. The largest operating grants were federal Medicaid subsidies, which totaled \$7.092 billion, other health and human services grants of \$2.777 billion and education grants of \$1.197 billion. Most of the state’s capital grants are for highway construction, and those federal grants are recorded not in the Commonwealth’s financial statements but in the financial statements of the Massachusetts Department of Transportation

Major Expenses—Governmental Activities
Fiscal Year Ending June 30, 2013



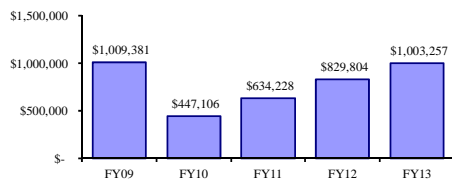
Medicaid expenses of \$12.286 billion accounted for 26.6% of the Commonwealth’s governmental activities expenses. However, half of Medicaid expenses have been historically reimbursed by the federal government. These subsidies are noted herein in the “operating grants and contributions” segment. The largest expense that is not subsidized by program revenues is direct local aid to the municipalities of the Commonwealth.

Other large expenditures for governmental activities included non-Medicaid health and human services costs of approximately \$7.787 billion, accounting for 16.9% of governmental expenses, pre-kindergarten through secondary education costs of approximately \$4.336 billion, accounting for 9.4% of governmental expenses and public safety and homeland security costs of approximately \$2.440 billion, accounting for 5.3% of governmental expenses. State employees’ pensions and other post-employment benefits, which are included in the department spending amounts above, were \$1.975 billion.

Business—Type Activities

Business-type activities are functions that equate to activities of a private enterprise. In the Commonwealth, the institutions of higher education are deemed to be business-type activities because of their lack of separate taxation. Also, unemployment compensation is considered to be a business-type activity.

Unemployment Compensation Fund
Net Position
Fiscal Years 2009 - 2013
(Amounts in Thousands)



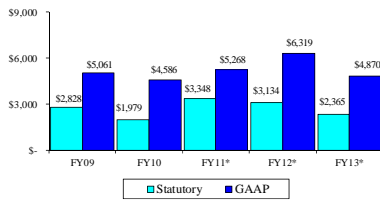
Business-type activities increased the Commonwealth’s net position by approximately \$505 million in FY13. Operating grants and contributions dropped by \$734 million, due almost entirely to reduced unemployment insurance reimbursements from the federal government as unemployment fell in the Commonwealth. Charges for services increased by \$77 million due largely to increased sales and service revenue from the Institutions of Higher Education. As a result, total revenues of business-type activities dropped by \$639 million, but this decline was offset by a decline in unemployment insurance benefit spending, which dropped by \$748 million as the economy recovered. As a result, net position of the Unemployment Compensation Trust Fund increased by \$174 million. Including a decrease in transfers from the Commonwealth of \$60 million, net position of the schools of higher education increased by \$331 million.

FINANCIAL ANALYSIS OF THE COMMONWEALTH'S FUNDS

The Commonwealth uses fund accounting to demonstrate inter-period equity and the extent to which current resources are financing the full cost of services that citizens are receiving. The basic governmental funds financial statements can be found immediately following the government-wide financial statements.

Governmental Funds

Governmental Fund Balance Statutory vs. GAAP (Amounts in Millions)



*Statutory basis excludes MassDOT

Governmental funds account for the near term inflows, outflows and balances of expendable resources of the Commonwealth's core functions and services. Each major fund is presented in a separate column in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures and changes in fund balances.

The General Fund is the primary operating fund of the Commonwealth. At the end of FY13, the fund balance of the General Fund was \$3.233 billion. Of this amount, \$1.557 billion represents the balance in the Commonwealth's Stabilization Fund. \$283 million was also assigned for continuing appropriations from FY13 into FY14.

The Federal Grants Fund is used to manage categorical grants funded in their entirety by the federal government. Between FY09 and FY11, this fund saw a significant increase in activity as a result of ARRA, with annual ARRA revenues in excess of \$2 billion, but by FY13 ARRA revenues had declined to approximately \$229 million and are expected to be below \$100 million in FY14. Also reported in this fund is almost \$1.394 billion in food stamp benefit payments, \$66 million of childhood immunization grant and \$23 million from the USDA's food program, which do not flow through the Commonwealth but are included in this report under governmental accounting rules.

Governmental Fund Operations - GAAP Basis - Fund Perspective (Amounts in thousands)

	FY13	FY12	FY11	FY10	FY09
Beginning fund balances.....	\$ 6,318,958	\$ 5,267,628	\$ 4,585,715	\$ 5,061,342	\$ 7,062,663
Revenues and other financing sources.....	55,289,871	54,370,101	53,898,404	49,853,115	49,787,963
Expenditures and other financing uses.....	56,738,878	53,318,771	53,216,491	50,328,742	51,789,284
Excess/(deficiency).....	(1,449,007)	1,051,330	681,913	(475,627)	(2,001,321)
Ending fund balances.....	<u>\$ 4,869,951</u>	<u>\$ 6,318,958</u>	<u>\$ 5,267,628</u>	<u>\$ 4,585,715</u>	<u>\$ 5,061,342</u>

Governmental fund tax revenues increased by \$857 million, or 4.0%, primarily due to growth in income, sales and corporate taxes as the Massachusetts economy continued to recover from recession. Federal grants and reimbursements decreased by \$119 million, or 0.9%, due to a decline of approximately \$257 million in ARRA revenue. Assessments, fees and investment earnings combined increased by \$109 million, or 1.1%. Revenues from other financing sources increased by \$72 million, or 0.7%. Overall revenues increased by \$920 million, or approximately 1.7%.

During FY13, governmental fund expenditures and other financing uses increased by \$3.420 billion, or 6.4%, with Medicaid expenditures increasing by \$578 million, or 4.9%, debt service expenditures growing

by \$249 million, or 10.0%, Lottery expenditures were up \$100 million, or 2.0%.

As of the end of FY13, the Commonwealth's governmental funds reported combined ending fund balances of \$4.870 billion, a decrease of \$1.449 billion from the previous year. The decline in fund balance was due primarily to distribution of school building grants by the MSBA that were funded by debt issued in FY12 (which reduced fund balance by \$714 million in FY13) and capital projects fund spending in the last half of FY13 that was not reimbursed by debt issuance until FY14 (which reduced fund balance by \$624 million). Of the \$4.870 billion balance, the following amounts are classified as nonspendable, restricted and unrestricted under GASB 54 definitions.

Governmental Funds - Fund Balance Classification
(Amounts in thousands)

	2013	2012	Change	Percentage Change
<u>Nonspendable/Restricted:</u>				
Nonspendable.....	\$ 914	\$ 914	\$ -	0.0%
Restricted.....	1,557,928	2,195,287	(637,359)	-29.0%
Total Nonspendable/Restricted.....	1,558,842	2,196,201	(637,359)	-29.0%
<u>Unrestricted</u>				
Committed.....	2,324,228	2,404,158	(79,929)	-3.3%
Assigned.....	595,085	574,621	20,464	3.6%
Unassigned.....	391,795	1,143,978	(752,183)	-65.8%
Total Unrestricted.....	3,311,108	4,122,757	(811,648)	-19.7%
Total fund balances.....	\$ 4,869,951	\$ 6,318,958	\$ (1,449,007)	-22.9%

Nonspendable amounts represent loans receivable. Restricted fund balances represent amounts restricted for Commonwealth and MSBA debt service or restricted by bond covenants, funds that are restricted in capital projects and special revenue funds, balances in the federal grants funds and most of the balances held in expendable trusts. Unrestricted amounts include fund balances classified as committed, including those generated by revenue sources directed to specific purposes but with a lower level of constraints on their use than restricted balances, as well as fund balances in the Stabilization Fund. Unrestricted amounts also included prior appropriations continued, which are classified as assigned, and residual balances in the General Fund, which are classified as unassigned. A full discussion of the Commonwealth's fund balance classification policy under GASB 54 can be found in Note 1 to the basic financial statements, on pages 69 -72.

Proprietary Funds

Proprietary Funds report activities of the Commonwealth that are structured similar to for-profit businesses. Proprietary fund financial statements provide the same type of information as the government-wide financial statements, only in greater detail.

As discussed above, the business-type activities increased the Commonwealth's net position by approximately \$505 million.

BUDGETARY HIGHLIGHTS

The FY13 General Appropriation Act (GAA) authorized approximately \$32.002 billion in spending, exclusive of approximately \$1.552 billion in required pension contributions and \$163 million in FY12 spending

authorized to be continued into FY13 as part of FY12 end-of-year supplemental budgets.

The FY13 budget as enacted by the Legislature was based on a FY13 consensus tax revenue estimate of \$21.950 billion, of which approximately \$18.902 billion represented taxes available for budget after adjusting for \$3.048 billion in tax revenue allocated to state pension contributions (\$1.552 billion), sales tax revenue dedicated to the Massachusetts Bay Transportation Authority (\$787 million) and the Massachusetts School Building Authority (\$689 million, subsequently adjusted to \$703 million) and revenue deposited in the non-budgeted Workforce Training Fund (\$20 million). FY13 revenues available for budget were further adjusted to \$22.011 billion (with \$18.962 billion available for budget) as a result of several tax law changes included in the enacted FY13 budget or enacted soon after that budget was passed.

In December, 2012, the Secretary of Administration and Finance revised the FY13 tax revenue estimate downward by \$515 million to \$21.496 billion. Tax revenues ended the year \$627 million above the final FY13 tax estimate, and \$112 million above the original FY13 tax estimate.

Approximately \$266 million in supplemental appropriations were authorized during FY13 prior to June 30, 2013. Subsequent to year end, an additional supplemental budget was enacted totaling approximately \$175 million in new FY13 appropriations, all of which were continued to FY14 and reappropriated. The year's significant supplemental appropriation activity included approximately:

- \$171 million transfer for the MassHealth Provider Payment;
- \$56 million for a snow and ice reserve;
- \$39 million for emergency assistance for family shelters and services;
- \$35 million for the compensation of private counsel;
- \$30 million for the Hinton Lab response reserve;
- \$20 million to prefund the federally reimbursed home heating assistance program (LIHEAP);
- \$14 million for primary and other elections;
- \$13 million for homeless family shelter overflow;
- \$11 million in facility services program expenses;
- \$10 million for summer jobs for youths-at-risk;
- \$8 million in charter school reimbursements to cities;
- \$8 million for Plymouth Sheriff's department expenses;
- \$8 million for indigent persons' fees and court costs;
- \$6 million for Bristol Sheriff's department expenses;
- \$5 million for the Massachusetts short-term housing program;
- \$5 million for a reserve for certain court judgments;

- \$5 million for Boston Marathon reserve.

Budgeted revenues and other financing sources (before transfers between the budgeted funds, which are included in both spending and revenue and thus have no effect on ending fund balances) increased by \$1.232 billion, or 3.8%, in FY13. Tax revenue grew by \$988 million, or 5.0%, as a result of continuing growth in the economy and an increase in capital gains tax revenues that resulted from acceleration of capital gains realizations by investors in anticipation of tax increases effective January 1, 2013. Federal reimbursements increased by \$257 million, or 3.2%, primarily due to growth in reimbursable Medicaid spending. Interfund transfers from non-budgeted funds decreased by \$208 million, or 11.8%, primarily due to a decrease of approximately \$75 million in fringe benefit cost recovery resulting from lower fringe benefit and payroll tax rates and a decrease of \$79 million in abandoned property transfers to the General Fund.

Budgeted expenditures and other financing uses, including transfers to non-budgeted funds (but before transfers between the budgeted funds) increased by \$1.437 billion, or 4.4%, from FY12, due to increases in health care spending, debt service and local aid.

Spending on programs and services grew by \$935 million, or 3.4%. Medicaid expenditures grew by \$369 million, or 3.5%, from \$10.431 billion in FY12 to \$10.800 billion in FY13, due to increased enrollment, rate adjustments and utilization. However, numerous savings initiatives implemented by MassHealth (which administers the state Medicaid program) helped contain costs; including maintaining lower rates for managed care, fee-for-service and primary care providers.

Budgeted fund debt service grew by \$194 million, or 10.1%. Interfund transfers to non-budgeted funds (primarily the Universal Health Care funds) increased by \$233 million or 15.7%, as approximately \$47 million of capital gains revenue was transferred to the State Retiree Benefit Trust Fund (\$23.4 million) and the State Pension Liability Fund (\$23.4 million) and the medical assistance transfer (which funds payments to hospitals that care for a disproportionate share of lower-income patients) increased by approximately \$170 million. Post-employment benefits (for pension contributions and health insurance) grew by \$75 million, or 3.9%. Spending for direct local aid (both education aid and unrestricted aid), at \$5.116 billion, was up \$186 million, or 3.8%, from FY12.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

Capital assets of the Commonwealth include land, buildings, improvements, equipment, vehicles and infrastructure. The Commonwealth’s investment in capital assets for its governmental and business-type activities as of June 30, 2013 amounts to approximately \$17.381 billion, with accumulated depreciation of approximately \$7.356 billion, leaving a net book value of \$10.025 billion. Infrastructure includes assets that are normally immovable and of value only to the Commonwealth, such as roads, bridges, piers and dams. The investments in capital assets noted above are net of capital assets transferred to MassDOT as part of the Commonwealth’s Transportation Reform, which occurred in FY10. The total increase in the Commonwealth’s investment in capital assets from 2012 to 2013 was approximately \$889 million, with \$106 million in governmental activities and \$783 million in business-type activities. The major increases in the net value of capital assets was in construction in process for governmental activities and construction in process, buildings and machinery and equipment for the business-type activities.

The table details the capital asset activity for the Commonwealth.

Capital Assets at Year - End
(net of depreciation)
(amounts in thousands)

	Governmental Activities		Business - Type Activities		Total	
	2013	2012	2013	2012	2013	2012
Land.....	\$ 822,076	\$ 801,836	\$ 113,193	\$ 117,192	\$ 935,269	\$ 919,028
Historical treasures.....	-	-	1,348	878	1,348	878
Construction in process.....	649,712	533,963	1,308,113	1,172,513	1,957,825	1,706,476
Buildings.....	2,546,882	2,556,024	3,386,066	3,230,743	5,932,948	5,786,767
Machinery and equipment.....	241,082	279,007	753,279	253,171	994,361	532,178
Infrastructure, excluding central artery.....	106,319	89,039	-	-	106,319	89,039
Library collections.....	-	-	96,799	101,859	96,799	101,859
Total	\$ 4,366,071	\$ 4,259,869	\$ 5,658,798	\$ 4,876,356	\$ 10,024,869	\$ 9,136,225

Additional detail on the Commonwealth’s FY13 capital asset activity can be found in Note 5 to the basic financial statements (“Capital Assets”) on pages 86 – 87.

Debt Administration

The Commonwealth issues short-term and long-term debt. Debt that is general obligation in nature is backed by the full faith and credit of the Commonwealth and paid from governmental funds. Additionally, short-term notes are issued and redeemed annually.

To fund the FY13 capital budget, the Commonwealth borrowed by issuing \$1.470 billion in long-term bonds, all of which was general obligation debt. All new bond sales were either for general government purposes or unallocated as of year-end and assumed to be for general purposes, including for construction and equipment purchases. In addition, the Commonwealth issued \$231 million in debt to refund already existing debt, taking advantage of continued low interest rates in FY13.

Approximately 19.6% percent of the Commonwealth’s \$19.140 billion in general obligation debt outstanding as of June 30, 2013

has been issued as variable rate bonds. Included in this variable rate debt was approximately \$402 million in auction rate securities (about 2.1% of all general obligation debt).

The table below details the Commonwealth’s debt by type for the fiscal year compared to the prior fiscal year, excluding premiums and discounts.

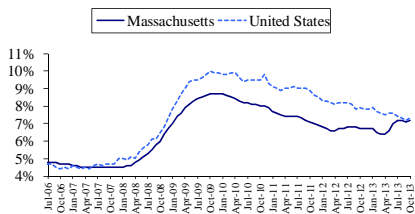
Additional detail on the Commonwealth’s short-term debt can be found in Note 6 (“Short-Term Financing and Credit Arrangements”) on page 87 and Note 7 (“Long-Term Obligations”) on pages 88 – 102.

Outstanding Long - Term Debt Obligations
(Amounts in thousands)

	Governmental Activities		Business - Type Activities		Total	
	2013	2012	2013	2012	2013	2012
General obligation bonds.....	\$ 19,140,239	\$ 18,851,538	\$ -	\$ -	\$ 19,140,239	\$ 18,851,538
Special obligation bonds (excluding GANs).....	1,923,700	1,971,630	-	-	1,923,700	1,971,630
Revenue obligation bonds.....	-	-	3,736,432	3,370,389	3,736,432	3,370,389
Grant anticipation notes.....	449,100	610,385	-	-	449,100	610,385
Subtotal.....	21,513,039	21,433,553	3,736,432	3,370,389	25,249,471	24,803,942
Massachusetts School Building Authority.....	5,195,160	5,443,265	-	-	5,195,160	5,443,265
Total.....	\$ 26,708,199	\$ 26,876,818	\$ 3,736,432	\$ 3,370,389	\$ 30,444,631	\$ 30,247,207

ECONOMIC FACTORS AFFECTING NEXT YEAR’S BUDGET

*Unemployment Rate
July 2007 – October 2013*



The Commonwealth, with an international reputation for medical, cultural, historical and educational institutions remains the economic and educational hub of New England. The Commonwealth’s economy remains diversified, but its strongest component is its knowledge-based technology and service industries and consequently relies heavily on a highly educated workforce. The Commonwealth is home to sixteen S&P 500 companies, among them eight Fortune 500 headquarters.

In December 2007, the nation entered into a recession caused by the downturn in the housing markets that worsened due to the global capital markets crisis that occurred starting in September 2008. Rates of economic decline were sharp during the recession as the nation’s gross domestic product fell and unemployment hit the highest levels in decades, and, while the national recession ended in June 2009, recovery has been slow compared to previous recessions and as of October 2013 the nation and the state had still not reached employment levels that obtained before the start of the most recent downturn.

Massachusetts’ economy outperformed the nation’s economy as a whole during and immediately following the most recent recession. Home prices fell in Massachusetts by approximately 18% at their lowest point during the recession, compared to a decline of 34% nationally. The unemployment rate for the Commonwealth rose from 5.2% in July of 2008 to a high of 9.5% in February 2011, declined to a low of 6.0% in June 2013, and stood at 7.1% as of November 2013. Nationally, the unemployment rose from 5.8% in July 2008 to a high of

10.1% in October 2009 (a rate that had not been seen since 1983), and had declined to 7.0% as of October 2013. However, based on the “establishment survey” of employment, which is considered by most economists to be more accurate than the “household survey” upon which the unemployment rate is based, Massachusetts employment growth continues to exceed the nation’s both since the start and end of the most recent recession.

At the time of its enactment, the Commonwealth’s FY14 statutory-based budget assumed revenues of \$35.383 billion (net of tax revenues dedicated to funding the Massachusetts Bay Transit Authority and Massachusetts School Building Authority, and tax revenues allocated to the non-budgeted Workforce Training Fund), an increase of \$1.808 billion, or 5.4% from FY13, and expenditures of \$35.996 billion, an increase of 2.102 billion, or 6.2% from FY13. Tax revenues available for budget were projected to total \$21.342 billion, representing growth of \$710 million, or 3.4% from FY13.

Based on tax revenue collections through September 2013, the Secretary for Administration and Finance affirmed the tax revenue estimate reflected in the enacted budget. Through November 30, 2013, tax revenue collections were reported by the Department of Revenue to have been \$359 million above the year-to-date benchmark based on the FY14 official tax revenue estimate.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Commonwealth’s finances and accountability for all of the Commonwealth’s citizens, taxpayers, customers, investors and creditors. Questions concerning any of the information provided in this report or requests for additional information should be addressed via email to comptroller.info@state.ma.us or mail to: Commonwealth of Massachusetts, Office of the State Comptroller, 1 Ashburton Place, 9th Floor, Boston, Massachusetts, 02108. You may also download this report at: <http://www.mass.gov/osc/publications-and-reports/financial-reports/cafr-reports.html>.



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Basic Financial Statements



Gloucester Harbor and Dory

Government-wide Financial Statements
Statement of Net Position
Statement of Activities

Statement of Net Position

June 30, 2013

(Amounts in thousands)

	Primary Government			Component Units
	Governmental Activities	Business-Type Activities	Government Wide Total	
ASSETS AND DEFERRED OUTFLOWS				
Current assets:				
Cash, cash equivalents and short-term investments.....	\$ 3,143,396	\$ 838,318	\$ 3,981,714	\$ 2,418,741
Cash with fiscal agent.....	308,867	-	308,867	-
Assets held in trust.....	-	-	-	194,563
Receivables, net of allowance for uncollectibles:				
Taxes.....	2,698,780	-	2,698,780	-
Federal grants and reimbursements receivable.....	1,680,069	89,385	1,769,454	148,386
Loans.....	7,378	45,547	52,925	335,446
Other receivables.....	410,986	626,142	1,037,128	244,048
Due from cities and towns.....	9,088	-	9,088	-
Due from component units.....	45,967	423	46,390	-
Internal balances.....	10,655	(10,655)	-	-
Due from primary government.....	-	-	-	519,702
Other current assets.....	117	38,351	38,468	69,500
Total current assets.....	8,315,303	1,627,511	9,942,814	3,930,386
Noncurrent assets:				
Cash and cash equivalents - restricted.....	-	676,664	676,664	1,090,032
Long - term investments.....	-	960,209	960,209	1,895,321
Investments, restricted investments and annuity contracts.....	2,495,977	-	2,495,977	168,282
Receivables, net of allowance for uncollectibles:				
Taxes.....	979,005	-	979,005	-
Federal grants and reimbursements receivable.....	56,411	-	56,411	-
Loans.....	108,328	12,481	120,809	4,244,938
Other receivables.....	131,956	39,634	171,590	13,128
Due from component units.....	10,468	-	10,468	-
Due from primary government.....	-	-	-	1,604
Non-depreciable capital assets.....	1,471,788	1,422,654	2,894,442	6,089,513
Depreciable capital assets, net.....	2,894,283	4,236,144	7,130,427	26,146,934
Other noncurrent assets.....	-	47,132	47,132	75,323
Other noncurrent assets - restricted.....	-	682,605	682,605	-
Total noncurrent assets.....	8,148,216	8,077,523	16,225,739	39,725,075
Deferred outflows of resources.....	566,095	72,304	638,399	615,561
Total assets and deferred outflows.....	17,029,614	9,777,338	26,806,952	44,271,022
LIABILITIES				
Current liabilities:				
Accounts payable and other liabilities.....	2,943,944	359,133	3,303,077	874,250
Accrued payroll.....	182,769	180,200	362,969	879
Compensated absences.....	339,943	138,352	478,295	27,568
Accrued interest payable.....	346,500	22,960	369,460	234,277
Tax refunds and abatements payable.....	812,931	34,608	847,539	-
Due to component units.....	520,931	380	521,311	-
Due to primary government.....	-	-	-	878
Due to federal government.....	23,668	-	23,668	-
Claims and judgments.....	12,831	-	12,831	-
Deferred revenue.....	-	105,578	105,578	296,276
Deposits and unearned revenue.....	-	66,398	66,398	-
School construction grants payable.....	372,018	-	372,018	-
Capital leases.....	8,199	6,422	14,621	42,651
Massachusetts School Building Authority bonds and unamortized premiums.....	151,514	-	151,514	-
Unamortized deferred loss on refunding.....	(6,271)	-	(6,271)	-
Bonds payable and unamortized premiums.....	1,620,810	111,477	1,732,287	804,908
Environmental remediation liability.....	7,266	1,382	8,648	-
Total current liabilities.....	7,337,053	1,026,890	8,363,943	2,281,687

Statement of Net Position

June 30, 2013

(Amounts in thousands)

	Primary Government			Component Units
	Governmental Activities	Business-Type Activities	Government Wide Total	
Noncurrent liabilities:				
Compensated absences.....	178,366	62,654	241,020	22,671
Accrued interest payable.....	-	-	-	179,000
Due to primary government.....	-	-	-	10,468
Due to federal government - grants.....	-	12,604	12,604	-
Deferred revenue.....	-	-	-	29,473
Prizes payable.....	1,486,299	-	1,486,299	-
Capital leases.....	42,632	12,877	55,509	72,005
Bonds payable and unamortized premiums.....	20,380,883	3,624,955	24,005,838	11,713,999
Unamortized deferred loss on refunding.....	(24,178)	-	(24,178)	-
Massachusetts School Building Authority bonds and unamortized premiums.....	5,546,083	-	5,546,083	-
School construction grants payable.....	1,147,750	-	1,147,750	-
Retirement system net pension obligations.....	1,815,009	-	1,815,009	-
Post - employment benefits obligations.....	4,147,000	-	4,147,000	735,285
Environmental remediation liability.....	223,518	85	223,603	-
Liability for derivative instruments.....	404,724	70,610	475,334	495,666
Other noncurrent liabilities.....	284,351	111,257	395,608	332,958
Total noncurrent liabilities.....	35,632,437	3,895,042	39,527,479	13,591,525
Deferred inflows of resources.....	-	14,283	14,283	428
Total liabilities and deferred inflows.....	42,969,490	4,936,215	47,905,705	15,873,640
NET POSITION				
Net investment in capital assets.....	(592,483)	2,605,263	2,012,780	25,171,182
Restricted for:				
Unemployment benefits.....	-	1,003,257	1,003,257	-
Retirement of indebtedness.....	1,032,617	-	1,032,617	-
Higher education endowment funds.....	-	18,112	18,112	-
Higher education academic support and programs.....	-	2,850	2,850	-
Higher education scholarships and fellowships:				
Nonexpendable.....	-	3,043	3,043	-
Expendable.....	-	5,628	5,628	-
Other nonexpendable purposes.....	-	5,381	5,381	-
Capital projects - expendable purposes.....	-	2,437	2,437	-
Other purposes.....	353,799	168,922	522,721	3,453,555
Unrestricted (deficits).....	(26,733,809)	1,026,230	(25,707,579)	(227,355)
Total net position.....	\$ (25,939,876)	\$ 4,841,123	\$ (21,098,753)	\$ 28,397,382

The notes to the financial statements are an integral part of this statement.

(concluded)

Statement of Activities
Fiscal Year Ended June 30, 2013
(Amounts in thousands)

Functions/Programs	Program Revenues				Net (Expenses) Revenues and Changes in Net Assets			Component Units
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Primary Government			
					Governmental Activities	Business-Type Activities	Total	
Primary government:								
Governmental Activities:								
General government.....	\$ 2,587,273	\$ 352,291	\$ 765,261	\$ -	\$ (1,469,722)	\$ -	\$ (1,469,722)	\$ -
Judiciary.....	1,002,797	111,384	1,344	-	(890,069)	-	(890,069)	-
Direct local aid.....	5,179,104	-	-	-	(5,179,104)	-	(5,179,104)	-
Medicaid.....	12,286,342	471,539	7,092,436	34	(4,722,333)	-	(4,722,333)	-
Group health insurance.....	1,282,661	619,982	-	-	(662,679)	-	(662,679)	-
Energy and environmental affairs.....	532,330	228,019	210,800	-	(93,511)	-	(93,511)	-
Housing and economic development.....	1,252,292	150,690	62,081	-	(1,039,521)	-	(1,039,521)	-
Health and human services.....	7,787,051	1,143,551	2,776,904	9,924	(3,856,672)	-	(3,856,672)	-
Transportation and public works.....	1,879,271	567,348	2,023	8,768	(1,301,132)	-	(1,301,132)	-
Early elementary and secondary education.....	4,335,639	6,748	1,197,226	-	(3,131,665)	-	(3,131,665)	-
Public safety and homeland security.....	2,440,212	218,643	552,982	-	(1,668,587)	-	(1,668,587)	-
Labor and workforce development.....	389,806	246,577	175,065	-	31,836	-	31,836	-
Lottery.....	3,982,700	5,041,329	-	-	1,058,629	-	1,058,629	-
Interest (unallocated).....	1,206,542	-	-	-	(1,206,542)	-	(1,206,542)	-
Total governmental activities.....	46,144,020	9,158,100	12,836,122	18,726	(24,131,072)	-	(24,131,072)	-
Business-Type Activities:								
Unemployment Compensation.....	2,718,447	1,923,476	968,424	-	-	173,453	173,453	-
Higher Education:								
University of Massachusetts.....	2,759,488	1,640,296	519,232	-	-	(599,960)	(599,960)	-
State Universities.....	864,161	533,347	60,910	-	-	(269,904)	(269,904)	-
Community Colleges.....	814,245	281,428	242,630	-	-	(290,187)	(290,187)	-
Total business-type activities.....	7,156,341	4,378,547	1,791,196	-	-	(986,598)	(986,598)	-
Total primary government.....	\$ 53,300,361	\$ 13,536,647	\$ 14,627,318	\$ 18,726	(24,131,072)	(986,598)	(25,117,670)	-
Component Units:								
Massachusetts Department of Transportation.....	\$ 4,693,855	\$ 1,259,902	\$ 1,667,735	\$ 1,970,429	-	-	-	204,211
Commonwealth Health Insurance Connector.....	918,270	894,265	26,134	-	-	-	-	2,129
Massachusetts Water Pollution Abatement Trust.....	202,622	157,052	33,895	78,670	-	-	-	66,995
Other nonmajor component units.....	441,287	314,624	135,922	52,966	-	-	-	62,225
Total component units.....	\$ 6,256,034	\$ 2,625,843	\$ 1,863,686	\$ 2,102,065	-	-	-	335,560

(continued)

	Primary Government			Component Units
	Governmental Activities	Business-Type Activities	Total	
General revenues:				
Taxes:				
Income.....	12,898,020	-	12,898,020	-
Sales taxes.....	5,251,444	-	5,251,444	-
Corporate taxes.....	1,943,169	-	1,943,169	-
Motor and special fuel taxes.....	650,484	-	650,484	-
Other taxes.....	1,856,215	-	1,856,215	-
Miscellaneous:				
Investment earnings.....	38,062	65,796	103,858	60,834
Tobacco settlement.....	228,148	-	228,148	-
Contribution from municipalities.....	49,542	-	49,542	-
Other revenue.....	669,961	329,432	999,393	71,021
Other losses.....	-	-	-	-
Transfers.....	(1,096,061)	1,096,061	-	-
Total general revenues and transfers	22,488,984	1,491,289	23,980,273	131,855
Change in net position	(1,642,088)	504,691	(1,137,397)	467,415
Net position (deficits) - beginning, as restated.....	(24,297,788)	4,336,432	(19,961,356)	27,929,967
Net position (deficits) - ending	\$ (25,939,876)	\$ 4,841,123	\$ (21,098,753)	\$ 28,397,382

The notes to the financial statements are an integral part of this statement.

(concluded)



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Balance Sheet
Governmental Funds
June 30, 2013
(Amounts in thousands)

	General	Lotteries	Massachusetts School Building Authority	Federal Grants	Other Governmental Funds	Total
ASSETS						
Cash, cash equivalents and short-term investments.....	\$ 1,530,953	\$ 52,178	\$ 190,815	\$ -	\$ 1,369,450	\$ 3,143,396
Cash with fiscal agent.....	-	-	-	-	308,867	308,867
Investments and restricted investments.....	258,347	-	751,331	-	-	1,009,678
Receivables, net of allowance for uncollectibles:						
Taxes.....	3,456,814	-	51,491	-	169,480	3,677,785
Due from federal government.....	1,288,903	-	-	355,958	91,619	1,736,480
Loan receivable.....	-	-	114,792	-	914	115,706
Other receivables.....	251,366	4,409	9,706	-	274,035	539,516
Due from cities and towns.....	9,088	-	-	-	-	9,088
Due from other funds.....	591,707	-	-	-	71,351	663,058
Due from component units.....	455	-	-	-	45,512	45,967
Total assets.....	\$ 7,387,633	\$ 56,587	\$ 1,118,135	\$ 355,958	\$ 2,331,228	\$ 11,249,541
LIABILITIES AND FUND BALANCES						
Liabilities:						
Accounts payable.....	\$ 2,005,684	\$ 50,319	\$ -	\$ 259,320	\$ 559,390	\$ 2,874,713
Accrued payroll.....	165,532	-	-	10,149	7,088	182,769
Tax refunds and abatements payable.....	812,614	-	133	-	184	812,931
Due to other funds.....	-	-	-	8,191	644,212	652,403
Due to component units.....	69,820	-	-	-	451,111	520,931
Due to federal government.....	23,668	-	-	-	-	23,668
Deferred revenue.....	1,064,523	4,206	-	-	98,643	1,167,372
Claims and judgments.....	12,831	-	-	-	-	12,831
School construction grants payable.....	-	-	62,741	-	-	62,741
Other accrued liabilities.....	-	-	5,000	-	64,231	69,231
Total liabilities.....	4,154,672	54,525	67,874	277,660	1,824,859	6,379,590
Fund balances (deficits):						
Nonspendable.....	-	-	-	-	914	914
Restricted.....	-	-	740,251	78,298	739,379	1,557,928
Committed.....	1,556,657	-	-	-	767,571	2,324,228
Assigned.....	283,013	2,062	310,010	-	-	595,085
Unassigned.....	1,393,291	-	-	-	(1,001,496)	391,795
Fund balances (deficits).....	3,232,961	2,062	1,050,261	78,298	506,369	4,869,951
Total liabilities and fund balances.....	\$ 7,387,633	\$ 56,587	\$ 1,118,135	\$ 355,958	\$ 2,331,228	\$ 11,249,541

The notes to the financial statements are an integral part of this statement.

**Reconciliation of Governmental Fund Balances
to the Statement of Net Position**

June 30, 2013
(Amounts in thousands)

Total fund balances - governmental funds	\$	4,869,951
Amounts reported for governmental activities in the statement of net position are different because:		
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds. Those assets consist of:		
Capital assets not being depreciated.....	\$ 1,471,788	
Capital assets being depreciated, net.....	2,894,283	
Capital assets, net of accumulated depreciation.....		4,366,071
Amounts presented in the statement of net position, but not in fund balances due to differences in revenue recognition under different basis of accounting.....		
Massachusetts School Building Authority assets and deferred outflows.....		1,167,372
Massachusetts School Building Authority assets and deferred outflows.....		164,914
Lottery annuity contracts.....		1,486,299
Due from component units.....		10,468
Certain liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds. These liabilities include:		
Pension over/(under) funding State Retirement Systems		
net pension obligation.....	(1,815,009)	
Net post-employment benefits obligations.....	(4,147,000)	
Commonwealth bonded debt.....	(21,513,039)	
Unamortized bond premiums.....	(488,654)	
Unamortized deferred loss on refunding.....	30,449	
Accrued interest on bonds.....	(346,500)	
Massachusetts School Building Authority bonded debt.....	(5,697,597)	
Massachusetts School Building Authority grants to municipalities.....	(1,457,027)	
Lottery prizes payable.....	(1,486,299)	
Capital leases.....	(50,831)	
Environmental remediation liability.....	(230,784)	
Employee benefits, including compensated absences, health insurance benefits and other compensation claims.....	(802,660)	
Long - term liabilities (including current portions).....		(38,004,951)
Total net position - governmental activities	\$	(25,939,876)

The notes to the financial statements are an integral part of this statement.

Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	General	Lotteries	Massachusetts School Building Authority	Federal Grants	Other Governmental Funds	Total
REVENUES						
Taxes.....	\$ 19,555,246	\$ 683	\$ 735,450	\$ -	\$ 2,099,255	\$ 22,390,634
Assessments.....	438,602	-	-	-	654,815	1,093,417
Federal grants and reimbursements.....	8,153,126	-	-	3,886,332	827,532	12,866,990
Departmental.....	2,169,251	5,041,460	-	-	1,204,014	8,414,725
Miscellaneous.....	378,041	1,004	10,454	-	475,690	865,189
Total revenues.....	30,694,266	5,043,147	745,904	3,886,332	5,261,306	45,630,955
EXPENDITURES						
Current:						
Legislature.....	57,254	-	-	-	-	57,254
Judiciary.....	790,047	-	-	1,186	271	791,504
Inspector General.....	5,870	-	-	-	49	5,919
Governor and Lieutenant Governor.....	5,555	-	-	-	88	5,643
Secretary of the Commonwealth.....	43,928	-	-	854	3,852	48,634
Treasurer and Receiver-General.....	201,122	3,993,292	14,267	1,858	1,096,900	5,307,439
Auditor of the Commonwealth.....	17,579	-	-	-	-	17,579
Attorney General.....	53,562	-	-	8,660	13,432	75,654
Ethics Commission.....	1,904	-	-	-	-	1,904
District Attorney.....	105,110	-	-	2,300	7,487	114,897
Office of Campaign and Political Finance.....	1,239	-	-	-	-	1,239
Sheriff's Departments.....	528,609	-	-	3,835	8,460	540,904
Disabled Persons Protection Commission.....	2,281	-	-	-	-	2,281
Board of Library Commissioners.....	21,775	-	-	2,966	119	24,860
Massachusetts Gaming Commission.....	-	-	-	-	14,347	14,347
Comptroller.....	12,038	-	-	-	2,434	14,472
Administration and Finance.....	1,951,136	-	-	6,306	337,166	2,294,608
Energy and Environmental Affairs.....	190,786	-	-	49,784	124,399	364,969
Health and Human Services.....	4,761,824	-	-	1,894,602	727,129	7,383,555
Massachusetts Department of Transportation.....	-	-	-	2,104	1,782,471	1,784,575
Executive Office of Education.....	2,013,662	-	-	975,589	18,316	3,007,567
Center for Health and Information Analysis.....	9,067	-	-	-	-	9,067
Massachusetts School Building Assistance.....	-	-	1,036,795	-	-	1,036,795
Public Safety and Homeland Security.....	1,002,745	-	-	218,857	73,992	1,295,594
Housing and Economic Development.....	443,994	-	-	470,940	73,542	988,476
Labor and Workforce development.....	33,503	-	-	157,448	159,256	350,207
Medicaid.....	10,836,442	-	-	-	1,449,900	12,286,342
Post employment benefits.....	878,011	-	-	-	-	878,011
Direct local aid.....	5,178,737	-	-	-	-	5,178,737
Capital outlay:						
Local aid.....	-	-	-	-	367	367
Capital acquisition and construction.....	-	-	-	-	853,653	853,653
Debt service.....	-	-	402,641	-	2,351,074	2,753,715
Total expenditures.....	29,147,780	3,993,292	1,453,703	3,797,289	9,098,704	47,490,768
Excess (deficiency) of revenues over (under) expenditures.....	1,546,486	1,049,855	(707,799)	89,043	(3,837,398)	(1,859,813)
OTHER FINANCING SOURCES						
Bonds premium.....	-	-	356,742	-	41,499	398,241
Issuance of general and special obligation bonds.....	-	-	-	-	1,470,474	1,470,474
Issuance of refunding bonds.....	-	-	1,682,490	-	230,539	1,913,029
Proceeds of capital leases.....	757	-	-	-	-	757
Transfers in for debt service.....	-	-	-	-	2,351,074	2,351,074
Transfers in.....	1,701,453	-	-	-	1,823,887	3,525,340
Total other financing sources.....	1,702,210	-	2,039,232	-	5,917,474	9,658,915
OTHER FINANCING USES						
Payments to refunding bond escrow agent.....	-	-	2,045,838	-	-	2,045,838
Principal on current refundings.....	-	-	-	-	229,796	229,796
Transfers out.....	1,281,249	1,050,215	-	94,458	959,204	3,385,126
Transfers of appropriations.....	980,260	-	-	-	2,652	982,912
Transfers of bond proceeds.....	-	-	-	-	253,363	253,363
Transfers out for debt service.....	1,101,571	-	-	-	1,249,503	2,351,074
Total other financing uses.....	3,363,080	1,050,215	2,045,838	94,458	2,694,518	9,248,110
Total other financing sources and uses.....	(1,660,870)	(1,050,215)	(6,606)	(94,458)	3,222,955	410,806
Net change in fund balances.....	(114,384)	(360)	(714,405)	(5,415)	(614,443)	(1,449,007)
Fund balances (deficits) at beginning of year.....	3,347,345	2,422	1,764,666	83,713	1,120,812	6,318,958
Fund balances (deficits) at end of year.....	\$ 3,232,961	\$ 2,062	\$ 1,050,261	\$ 78,298	\$ 506,369	\$ 4,869,951

The notes to the financial statements are an integral part of this statement

**Reconciliation of Statement of Revenues, Expenditures and
Changes in Fund Balances of Governmental Funds
to the Statement of Activities**

For the fiscal year ended June 30, 2013

(Amounts in thousands)

Net change in fund balances - total governmental funds..... \$ **(1,449,007)**

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This amount represents capital outlays including increases to construction in process, but excluding reductions and dispositions..... 303,767

Current year depreciation expense..... (197,565)

Amounts presented in the statement of activities, but not in the change in fund fund balances due to difference in revenue and expense recognition under different bases of accounting..... 277,955

The issuance of long - term debt provides current financial resources to governmental funds, while the repayment of principal of long - term debt consumes the current financial resources of governmental funds. Neither transaction has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized as part of the statement of activities. This amount is the net effect of these differences in the treatment of long - term debt and related items..... (100,595)

Decrease in capital leases..... 9,626

Massachusetts School Building Authority..... 548,394

Net underfunding of post employment benefit obligations..... (1,097,115)

Some expenses reported in the statement of activities do not require the use of current financial resources and therefore, are not reported as expenditures in governmental funds. These expenses include accrued interest, lottery prizes, claims and benefits that are reported in the statement of activities, but not in funds..... 62,453

Change in net position of governmental activities **\$ (1,642,088)**

The notes to the financial statements are an integral part of this statement



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Proprietary Fund Financial Statements



Shipbuilding at Gloucester

Statement of Net Position
Proprietary Funds
June 30, 2013
(Amounts in thousands)

	Unemployment Compensation Trust Fund	University of Massachusetts	State Universities	Community Colleges	Total
ASSETS AND DEFERRED OUTFLOWS					
Current assets:					
Cash and cash equivalents.....	\$ 14,849	\$ 117,822	\$ 353,994	\$ 100,636	\$ 587,301
Short-term investments.....	-	170,916	22,445	57,656	251,017
Receivables, net of allowance for uncollectibles:					
Federal grants and reimbursements receivable.....	-	82,085	1,333	5,967	89,385
Loans.....	-	43,956	1,339	252	45,547
Other receivables.....	438,022	122,681	21,640	31,338	613,681
Contribution receivables, net.....	-	12,461	-	-	12,461
Due from foundation.....	-	230	31	162	423
Other current assets.....	-	29,743	4,512	4,096	38,351
Total current assets.....	452,871	579,894	405,294	200,107	1,638,166
Noncurrent assets:					
Cash and cash equivalents - restricted.....	-	632,130	41,994	2,540	676,664
Long-term investments.....	-	717,729	198,012	44,468	960,209
Accounts receivable, net.....	-	39,388	246	-	39,634
Loans receivable, net.....	-	-	11,957	524	12,481
Non-depreciable capital assets.....	-	977,315	385,607	59,732	1,422,654
Depreciable capital assets, net.....	-	2,728,201	1,132,642	375,301	4,236,144
Other noncurrent assets.....	-	36,017	10,983	132	47,132
Other noncurrent assets - restricted.....	682,605	-	-	-	682,605
Total noncurrent assets.....	682,605	5,130,780	1,781,441	482,697	8,077,523
Deferred outflows of resources.....	-	40,207	30,812	1,285	72,304
Total assets and deferred outflows.....	1,135,476	5,750,881	2,217,547	684,089	9,787,993
LIABILITIES AND DEFERRED INFLOWS					
Current liabilities:					
Accounts payable and other liabilities.....	97,611	187,621	48,853	25,048	359,133
Accrued payroll.....	-	106,016	42,328	31,856	180,200
Compensated absences.....	-	73,118	31,835	33,399	138,352
Accrued interest payable.....	-	22,316	302	342	22,960
Tax refunds and abatements payable.....	34,608	-	-	-	34,608
Deferred revenue.....	-	-	103,452	2,126	105,578
Student deposits and unearned revenues.....	-	40,388	7,971	18,039	66,398
Due to Foundation.....	-	380	-	-	380
Due to Commonwealth.....	-	10,655	-	-	10,655
Capital leases.....	-	4,307	817	1,298	6,422
Environmental remediation liability.....	-	-	1,382	-	1,382
Bonds, notes payable and other obligations.....	-	77,846	29,848	3,783	111,477
Total current liabilities.....	132,219	522,647	266,788	115,891	1,037,545
Noncurrent liabilities:					
Compensated absences.....	-	30,410	15,832	16,412	62,654
Due to federal government - grants.....	-	-	12,582	22	12,604
Capital leases.....	-	2,233	6,827	3,817	12,877
Environmental remediation liability.....	-	-	85	-	85
Bonds, notes payable and other obligations.....	-	2,395,056	1,173,230	56,669	3,624,955
Liability for derivative instruments.....	-	69,325	-	1,285	70,610
Other noncurrent liabilities.....	-	94,969	11,063	5,225	111,257
Total noncurrent liabilities.....	-	2,591,993	1,219,619	83,430	3,895,042
Deferred inflows of resources.....	-	-	13,849	434	14,283
Total liabilities and deferred inflows.....	132,219	3,114,640	1,500,256	199,755	4,946,870
NET POSITION					
Net investment in capital assets.....	-	1,682,173	547,895	375,195	2,605,263
Restricted for:					
Unemployment benefits.....	1,003,257	-	-	-	1,003,257
Higher education endowment funds.....	-	18,058	34	20	18,112
Higher education academic support and programs.....	-	-	-	2,850	2,850
Higher education scholarships and fellowships:					
Nonexpendable.....	-	-	3,043	-	3,043
Expendable.....	-	-	4,723	905	5,628
Other nonexpendable purposes.....	-	-	5,381	-	5,381
Capital projects - expendable purposes.....	-	-	2,437	-	2,437
Other purposes.....	-	156,469	10,173	2,280	168,922
Unrestricted.....	-	779,541	143,605	103,084	1,026,230
Total net position.....	\$ 1,003,257	\$ 2,636,241	\$ 717,291	\$ 484,334	\$ 4,841,123

The notes to the financial statements are an integral part of this statement.

Statement of Revenues, Expenses and Changes in Net Position

Proprietary Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Unemployment Compensation Trust Fund	University of Massachusetts	State Universities	Community Colleges	Total
Operating revenues:					
Unemployment compensation contribution.....	\$ 1,883,674	\$ -	\$ -	\$ -	\$ 1,883,674
Net tuition and fees.....	-	707,495	341,210	220,872	1,269,577
Federal grants and reimbursements.....	-	512,458	60,910	242,630	815,998
Auxiliary enterprises.....	-	319,544	97,813	15,307	432,664
Sales & services.....	-	512,418	82,945	27,585	622,948
Miscellaneous.....	39,802	100,839	11,379	17,664	169,684
Total operating revenues.....	1,923,476	2,152,754	594,257	524,058	5,194,545
Operating expenses:					
Unemployment compensation.....	2,718,447	-	-	-	2,718,447
Instruction.....	-	661,467	269,578	303,774	1,234,819
Research.....	-	405,326	5	8	405,339
Academic support.....	-	147,031	75,453	89,905	312,389
Student services.....	-	109,737	86,097	110,308	306,142
Scholarships and fellowships.....	-	49,731	21,189	78,881	149,801
Public service.....	-	74,620	5,328	9,676	89,624
Operation and maintenance of plant.....	-	204,449	82,410	74,468	361,327
Institutional support.....	-	202,331	101,289	98,150	401,770
Other operating expenses.....	-	378,128	3,181	3,758	385,067
Depreciation.....	-	182,252	64,050	27,824	274,126
Auxiliary operations.....	-	248,765	114,157	15,289	378,211
Total operating expenses.....	2,718,447	2,663,837	822,737	812,041	7,017,062
Operating income/(loss).....	(794,971)	(511,083)	(228,480)	(287,983)	(1,822,517)
Nonoperating revenues/(expenses):					
Other federal revenues.....	957,023	6,774	-	-	963,797
Other revenues.....	-	212,074	96,683	20,675	329,432
Other expenses.....	-	(95,651)	(41,424)	(2,204)	(139,279)
Investment income/(loss).....	11,401	56,037	5,212	4,547	77,197
Total nonoperating revenues/(expenses).....	968,424	179,234	60,471	23,018	1,231,147
Income/(loss) before transfers.....	173,453	(331,849)	(168,009)	(264,965)	(591,370)
Transfers, net.....	-	578,714	245,058	272,289	1,096,061
Change in net position.....	173,453	246,865	77,049	7,324	504,691
Total net position - beginning, as restated.....	829,804	2,389,376	640,242	477,010	4,336,432
Total net position - ending	\$ 1,003,257	\$ 2,636,241	\$ 717,291	\$ 484,334	\$ 4,841,123

The notes to the financial statements are an integral part of this statement.

Statement of Cash Flows

Proprietary Funds

June 30, 2013

(Amounts in thousands)

	Unemployment Compensation Trust Fund	University of Massachusetts	State Universities	Community Colleges	Total
CASH FLOWS FROM OPERATING ACTIVITIES					
Collection of unemployment contributions.....	\$ 1,694,956	\$ -	\$ -	\$ -	\$ 1,694,956
Tuition, residence, dining and other student fees.....	-	780,541	349,109	236,419	1,366,069
Research grants and contracts.....	-	695,492	138,632	266,660	1,100,784
Payments to suppliers.....	-	(1,038,532)	(228,283)	(206,937)	(1,473,752)
Payments to employees.....	-	(1,575,960)	(421,219)	(459,400)	(2,456,579)
Payments to students.....	-	(56,954)	(18,570)	(71,213)	(146,737)
Payments for unemployment benefits.....	(2,703,903)	-	-	-	(2,703,903)
Collection of loans to students and employees.....	-	5,755	1,604	26	7,385
Income from contract services.....	-	-	5,286	2,702	7,988
Maintenance costs.....	-	-	(1,361)	-	(1,361)
Auxiliary enterprise charges.....	-	305,907	56,229	(4,929)	357,207
Other receipts.....	39,802	554,665	2,592	31,522	628,581
Net cash used by operating activities.....	(969,145)	(329,086)	(115,981)	(205,150)	(1,619,362)
CASH FLOW FROM NON-CAPITAL FINANCING ACTIVITIES					
State appropriations.....	-	542,738	207,595	215,478	965,811
Grants and contracts.....	957,023	70,586	1,211	1,580	1,030,400
Student organizations agency transactions.....	-	(518)	-	(452)	(970)
Other receipts (payments).....	-	29,821	3,713	(123)	33,411
Net cash provided by non-capital financing activities.....	957,023	642,627	212,519	216,483	2,028,652
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES					
Capital appropriations.....	-	112,582	6,112	4,702	123,396
Purchases of capital assets.....	-	(810,935)	(178,976)	(18,821)	(1,008,732)
Proceeds from sales of capital assets.....	-	-	-	(1,453)	(1,453)
Proceeds from revenue obligation debt issuance.....	-	303,752	227,317	15,486	546,555
Other capital asset activity.....	-	38,173	(47,470)	130	(9,167)
Investments held by bond trustee, net.....	-	-	658	15	673
Contract revenue.....	-	-	410	-	410
Principal paid on capital debt and leases.....	-	(76,347)	(38,179)	(6,607)	(121,133)
Interest paid on capital debt and leases.....	-	(95,550)	(53,691)	(2,395)	(151,636)
Net cash provided by (used in) capital financing activities.....	-	(528,325)	(83,819)	(8,943)	(621,087)
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from sales and maturities of investments.....	-	1,067,589	252,025	83,401	1,403,015
Purchases of investments.....	-	(1,022,629)	(231,159)	(89,669)	(1,343,457)
Investment earnings.....	11,401	9,172	6,008	1,148	27,729
Net cash provided by (used by) investing activities.....	11,401	54,132	26,874	(5,120)	87,287
Net increase (decrease) in cash and cash equivalents.....	(721)	(160,652)	39,593	(2,730)	(124,510)
Cash and cash equivalents at the beginning of the fiscal year, as restated.....	15,570	910,604	356,395	105,906	1,388,475
Cash and cash equivalents at the end of the fiscal year.....	\$ 14,849	\$ 749,952	\$ 395,988	\$ 103,176	\$ 1,263,965
Reconciliation of net operating revenues and expenses to cash used by operating activities:					
Operating loss.....	\$ (794,971)	\$ (511,083)	\$ (228,480)	\$ (287,983)	\$ (1,822,517)
Adjustments to reconcile operating loss to net cash used by operating activities:					
Depreciation expense.....	-	182,252	64,050	27,824	274,126
Fringe benefits paid by the Commonwealth.....	-	-	50,161	56,920	107,081
Changes in assets and liabilities:					
Accounts receivable, prepaids and other assets.....	2,574	(21,681)	(4,610)	(6,782)	(30,499)
Accounts payable, accrued liabilities and benefits.....	14,544	6,593	5,001	244	26,382
Student deposits and other unearned and deferred revenues.....	-	(3,124)	(3,384)	2,237	(4,271)
Other noncurrent assets - restricted and liabilities.....	(191,292)	17,957	1,281	2,390	(169,664)
Net cash used by operating activities.....	\$ (969,145)	\$ (329,086)	\$ (115,981)	\$ (205,150)	\$ (1,619,362)

Non-cash investing, capital and financing activities:

The University System had approximately \$61 million of non-cash activities, and the State and Community Colleges had approximately \$182 million of non-cash activities, including new capital leases.

The notes to the financial statements are an integral part of this statement.

Fiduciary Fund Financial Statements



The Lobster Pot

Statement of Net Position

Fiduciary Funds

June 30, 2013

(Amounts in thousands)

	Post-Employment Benefits Trust Funds	External Investment Trust Funds	Private Purpose Funds	Agency Funds
ASSETS				
Cash and short-term investments.....	\$ -	\$ -	\$ 819	\$ 427,744
Assets held in trust for post-employment benefits:				
Cash and short-term investments.....	280,464	24,448	-	-
Investments at fair value:				
Short-term.....	767,775	161,918	-	-
Fixed income.....	10,299,862	2,172,164	-	-
Equity.....	18,688,469	3,941,259	-	-
Real estate.....	4,858,752	1,024,675	-	-
Timber.....	1,130,000	238,309	-	-
Private equity.....	5,252,816	1,107,780	-	-
Hedge funds.....	4,109,090	866,576	-	-
Total investments at fair value.....	45,106,764	9,512,681	-	-
Assets held in trust for pool participants:				
Cash and short-term investments.....	-	2,713,321	-	-
Investments, restricted investments and annuity contracts.....	-	-	-	1,486,299
Assets held in trust.....	-	-	-	729,384
Receivables, net of allowance for uncollectibles:				
Taxes.....	-	-	-	2,417
Other receivables.....	624,948	106,906	-	139,403
Other assets.....	467,312	95,673	-	-
Total assets.....	46,479,488	12,453,029	819	2,785,247
LIABILITIES				
Loans and other liabilities.....	2,239,669	417,265	-	-
Due to cities and towns.....	-	-	-	23,450
Lottery prizes payable.....	-	-	-	1,486,299
Agency liabilities.....	-	-	-	1,191,115
Accounts payable and other accrued liabilities.....	-	53,275	-	84,383
Total liabilities.....	2,239,669	470,540	-	\$ 2,785,247
NET POSITION				
Restricted for employees' post-employment benefits.....	44,239,819	-	-	
Restricted for external investment trust fund participants.....	-	11,982,489	-	
Restricted for private purposes.....	-	-	819	
Total net position.....	\$ 44,239,819	\$ 11,982,489	\$ 819	

The notes to the financial statements are an integral part of this statement.

Statement of Changes in Net Position

Fiduciary Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Post - Employment Benefits Trust Funds	External Investment Trust Funds	Private Purpose Funds
ADDITIONS			
Contribution:			
Employer contributions.....	\$ 1,999,672	\$ -	\$ -
Employee contributions.....	1,172,237	580,179	-
Proceeds from sale of units.....	-	16,673,202	-
Other additions.....	294,233	-	-
Total contributions.....	3,466,142	17,253,381	-
Net investment gain/(loss):			
Investment gain/(loss).....	5,209,426	1,103,110	-
Less: investment expense.....	(234,267)	(54,279)	-
Net investment gain/(loss).....	4,975,159	1,048,831	-
Total additions.....	8,441,301	18,302,212	-
DEDUCTIONS			
Administration.....	57,434	-	-
Retirement benefits and refunds.....	4,731,584	683,279	-
Payments to State Boston Retirement System.....	94,846	-	-
Cost of units redeemed.....	-	17,048,361	-
Total deductions.....	4,883,864	17,731,640	-
Net increase/(decrease).....	3,557,437	570,572	-
Net position - beginning.....	40,682,382	11,411,917	819
Net position - ending.....	\$ 44,239,819	\$ 11,982,489	\$ 819

The notes to the financial statements are an integral part of this statement



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Discretely Presented Component Unit Financial Statements



Boys Fishing, Gloucester Harbor

Statement of Net Position

Component Units

June 30, 2013

(Amounts in thousands)

	Massachusetts Department of Transportation	Commonwealth Health Insurance Connector	Massachusetts Water Pollution Abatement Trust	Nonmajor Component Units	Total
ASSETS AND DEFERRED OUTFLOWS					
Current assets:					
Cash and cash equivalents.....	\$ 316,779	\$ 29,217	\$ 454,452	\$ 186,262	\$ 986,710
Short-term investments.....	-	-	43,248	206,055	249,303
Restricted cash and investments.....	1,094,365	7,458	-	80,905	1,182,728
Assets held in trust.....	-	-	23,747	170,816	194,563
Receivables, net of allowance for uncollectibles:					
Federal grants and reimbursement receivable.....	69,806	15,604	61,408	1,568	148,386
Loans.....	-	-	274,421	61,025	335,446
Other receivables.....	136,343	1,414	61,287	45,004	244,048
Due from primary government.....	449,502	-	-	70,200	519,702
Inventory.....	-	-	-	204	204
Other current assets.....	60,219	107	-	8,970	69,296
Total current assets.....	2,127,014	53,800	918,563	831,009	3,930,386
Noncurrent assets:					
Cash and cash equivalents - restricted.....	1,020,565	-	-	69,467	1,090,032
Long-term investments.....	-	-	1,321,216	574,105	1,895,321
Restricted investments and annuity contracts.....	-	-	-	168,282	168,282
Accounts receivables, net.....	5,881	-	-	7,247	13,128
Loans receivables, net.....	-	-	3,711,065	533,873	4,244,938
Due from primary government.....	1,604	-	-	-	1,604
Non-depreciable capital assets.....	5,877,659	-	-	211,854	6,089,513
Depreciable capital assets, net.....	25,115,733	1,579	-	1,029,622	26,146,934
Other noncurrent assets.....	64,196	-	1,469	9,658	75,323
Total noncurrent assets.....	32,085,638	1,579	5,033,750	2,604,108	39,725,075
Deferred outflows from derivative instruments.....	527,546	-	72,071	15,944	615,561
Total assets and deferred outflows.....	34,740,198	55,379	6,024,384	3,451,061	44,271,022
LIABILITIES AND DEFERRED INFLOWS					
Current liabilities:					
Accounts payable and other liabilities.....	727,181	23,812	23,660	99,597	874,250
Accrued payroll.....	-	454	-	425	879
Compensated absences.....	24,939	288	-	2,341	27,568
Accrued interest payable.....	162,075	-	68,024	4,178	234,277
Due to primary government.....	-	-	-	878	878
Deferred revenue.....	52,708	-	28,385	215,183	296,276
Capital leases.....	42,651	-	-	-	42,651
Bonds, notes payable and other obligations.....	556,235	-	215,753	32,920	804,908
Total current liabilities.....	1,565,789	24,554	335,822	355,522	2,281,687
Noncurrent liabilities:					
Compensated absences.....	21,301	-	-	1,370	22,671
Accrued interest payable.....	179,000	-	-	-	179,000
Due to primary government.....	-	-	-	10,468	10,468
Deferred revenue.....	1,418	-	-	28,055	29,473
Capital leases.....	72,005	-	-	-	72,005
Bonds, notes payable and other obligations.....	7,551,388	-	3,555,255	607,356	11,713,999
Post-employment benefits obligations.....	728,017	2,529	-	4,739	735,285
Liability for derivative instruments.....	476,287	-	3,435	15,944	495,666
Other noncurrent liabilities.....	244,693	-	58,979	29,286	332,958
Total noncurrent liabilities.....	9,274,109	2,529	3,617,669	697,218	13,591,525
Deferred inflows of resources.....	258	170	-	-	428
Total liabilities and deferred inflows.....	10,840,156	27,253	3,953,491	1,052,740	15,873,640
NET POSITION					
Net investment in capital assets.....	24,107,138	1,579	-	1,062,465	25,171,182
Restricted for:					
Clean energy trusts.....	-	-	-	189,992	189,992
Economic development financing.....	-	-	-	152,131	152,131
Other purposes.....	788,877	-	1,658,888	663,667	3,111,432
Unrestricted.....	(995,973)	26,547	412,005	330,066	(227,355)
Total net position.....	\$ 23,900,042	\$ 28,126	\$ 2,070,893	\$ 2,398,321	\$ 28,397,382

The notes to the financial statements are an integral part of this statement.

Statement of Revenues, Expenses and Changes in Net Position

Component Units

Fiscal Year Ending June 30, 2013

(Amounts in thousands)

	Massachusetts Department of Transportation	Commonwealth Health Insurance Connector	Massachusetts Water Pollution Abatement Trust	Nonmajor Component Units	Total
Operating revenues:					
Charges for services.....	\$ 1,194,227	\$ 893,937	\$ 6,986	\$ 179,960	\$ 2,275,110
Other.....	65,675	328	150,066	134,664	350,733
Total operating revenues.....	1,259,902	894,265	157,052	314,624	2,625,843
Operating expenses:					
Cost of services.....	2,871,911	907,849	197,576	242,445	4,219,781
Administration costs.....	830,553	10,384	5,046	139,493	985,476
Depreciation.....	991,391	37	-	59,349	1,050,777
Total operating expenses.....	4,693,855	918,270	202,622	441,287	6,256,034
Operating income (loss).....	(3,433,953)	(24,005)	(45,570)	(126,663)	(3,630,191)
Nonoperating revenues (expenses):					
Operating grants.....	1,667,735	26,134	33,895	135,922	1,863,686
Interest income.....	17,490	79	-	43,265	60,834
Other nonoperating revenues (expenses).....	52,551	-	-	18,470	71,021
Nonoperating revenues (expenses), net.....	1,737,776	26,213	33,895	197,657	1,995,541
Income (loss) before contributions.....	(1,696,177)	2,208	(11,675)	70,994	(1,634,650)
Capital contributions.....	1,970,429	-	78,670	52,966	2,102,065
Change in net position.....	274,252	2,208	66,995	123,960	467,415
Net position - beginning, as restated.....	23,625,790	25,918	2,003,898	2,274,361	27,929,967
Net position - ending.....	\$ 23,900,042	\$ 28,126	\$ 2,070,893	\$ 2,398,321	\$ 28,397,382



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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. FINANCIAL REPORTING ENTITY – BASIS OF PRESENTATION

The accompanying financial statements of the Commonwealth of Massachusetts (Commonwealth) have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the recognized standard-setting body for establishing governmental accounting and financial reporting principles. The significant Commonwealth accounting policies are described below.

The Commonwealth is comprised of three branches: the Executive Branch, with the Governor as the chief executive officer; the Legislative Branch, consisting of a Senate of 40 members and a House of Representatives of 160 members; and the Judicial Branch, made up of the Supreme Judicial Court, the Appeals Court and the Trial Court. In addition, the Legislature has established 57 independent authorities and agencies. Below the level of state government are 351 cities and towns exercising the functions of local governments. The cities and towns of the Commonwealth are also organized into 14 counties, but 7 of those county governments have been abolished in recent years.

For financial reporting purposes, the Commonwealth has included all funds, organizations, agencies, boards, commissions and institutions. The Commonwealth has also considered all potential component units for which it is financially accountable, as well as other organizations for which the nature and significance of their relationship with the Commonwealth is such that exclusion would cause the Commonwealth's financial statements to be misleading or incomplete. As required by GAAP, these financial statements present the Commonwealth (the primary government) and its component units. The Commonwealth has included 40 entities as component units in the reporting entity because of the significance of their operational and/or financial relationships with the Commonwealth. Additional information related to the component units are found in note 13 to the basic financial statements.

Blended Component Units – Blended component units are entities that are legally separate from the Commonwealth but are so related to the Commonwealth, that they are, in substance, the same as the Commonwealth or entities providing services entirely or almost entirely to the Commonwealth. The net position and results of operations of the following legally separate entities are presented as part of the Commonwealth's operations:

The Massachusetts School Building Authority (MSBA) is charged with administering the Commonwealth's school construction and renovation program. The MSBA's sole revenues are from dedicated sales taxes from the Commonwealth. The MSBA's bonded debt is secured by these sales tax revenues. Any deficiency in the sales tax revenue was born by the Commonwealth up to a minimum floor that was adjusted annually by Commonwealth statute through FY09. Expenditures by the MSBA are made on behalf of the Commonwealth as a successor to a long-standing Commonwealth program of school construction. The MSBA's operations and results thereon are blended with the Commonwealth and as such are reported as a major governmental fund.

The Pension Reserves Investment Trust Fund (PRIT) is the investment portfolio for the pension assets of the Commonwealth and as such, is presented as a blended component unit. PRIT is managed by the Pension Reserves Investment Management (PRIM) Board. Certain portions of PRIT's net position totaling approximately \$9.271 billion relate to holdings on behalf of cities and towns that participate in the Pool and are reported as an external investment trust within the fiduciary fund type.

The Massachusetts Municipal Depository Trust (MMDT) is an investment pool of the Commonwealth and its political subdivisions. The various local governments and other political subdivisions share of net position is approximately \$2.712 billion at June 30, 2013, and is reported as an external investment trust within the fiduciary fund type.

Departments Audited Separately from the Commonwealth but not legally separate from the Commonwealth - the following entities are audited separately from the Commonwealth but are not legally separate from the Commonwealth:

The Massachusetts State Lottery Commission, a division of the Office of the State Treasurer and Receiver-General, operates the Commonwealth's lottery. The net position of the Commission and results thereon are presented as a major governmental fund.

The Institutions of Higher Education of the Commonwealth are also not legally separate from the Commonwealth and have operations and net position that are presented as part of the Commonwealth's business-type activities. These systems include:

The University of Massachusetts System including the University of Massachusetts Building Authority, and the Worcester City Campus Corporation. The Worcester City Campus Corporation includes a not-for-profit subsidiary, the Worcester Foundation for Biomedical Research, Inc.

The State University and Community College Systems including the 9 state universities and 15 community colleges located throughout the Commonwealth and the Massachusetts State College Building Authority.

Other Discretely Presented Component Units that are Separately Audited – Discrete component units are entities which are legally separate (often called Authorities) but financially accountable to the Commonwealth, or whose relationships with the Commonwealth are such that exclusion would cause the Commonwealth's financial statements to be misleading or incomplete. The component units column of the basic financial statements includes the financial data of the following entities:

Major component units:

The Massachusetts Department of Transportation (MassDOT) incorporates the former Massachusetts Turnpike Authority and has jurisdiction over the Massachusetts Bay Transportation Authority (MBTA) and the Regional Transit Authorities.

The Massachusetts Water Pollution Abatement Trust (MWPAT) provides a combination of federal and Commonwealth funds for water and sewer projects around the Commonwealth as operator of the Commonwealth's State Revolving Fund.

Commonwealth Insurance Connector Authority administers the Commonwealth health insurance programs to facilitate subsidized health insurance for individuals without access to employer-sponsored health insurance as well as offer an affordable commercial health insurance product named Commonwealth Care to small businesses that are eligible for the program.

The Massachusetts Department of Transportation

The Commonwealth made a significant structural change to the government operations in FY10. Understanding the financial impact of this change is integral to understanding the Commonwealth financial statements. In June of 2009, the Commonwealth enacted legislation effective on November 1, 2009, implementing sweeping transportation reform and creating a new entity, the Massachusetts Department of Transportation (MassDOT).

MassDOT has attributes of a state department as well as an authority. It operates like a state department for purposes of state finance laws and is reported as part of the Commonwealth for compliance with federal and state tax law as well as the State Single Audit. In this unique relationship all road and bridge assets of the Commonwealth and the Turnpike Authority have been transferred to MassDOT, while the Commonwealth will continue to hold current and future debt for the construction repair, improvement and replacement of these assets. The Commonwealth also retains the liabilities for pension and other post-employment benefits (OPEB) costs for the former Commonwealth employees transferred to this entity and has assumed these liabilities for the 1,200 employees and 700 retirees of the former Turnpike Authority. MassDOT is assessed a fringe benefit rate on their current employee base to share in these pension and OPEB costs as well as to reimburse the Commonwealth for their employee health care costs, which are paid from the Commonwealth's General Fund. MassDOT's capital authorizations are authorized by the legislature and controlled by the Executive Office for Administration and Finance like other state departments. Toll revenues are retained and expended by MassDOT. All non-toll revenues (primarily Registry fees and federal reimbursements) are deposited with the Commonwealth and used to finance MassDOT operating appropriations and infrastructure improvements. The result of this unique structure is that the Commonwealth retains significant liabilities for resources dedicated to the construction of assets controlled and managed by MassDOT.

Related Organizations

The following are “related organizations” under GASB Statement No. 14, *The Financial Reporting Entity*, as amended by Statement No. 39, *Determining Whether Certain Organizations are Component Units – an Amendment of GASB Statement No. 14* and Statement No. 61, *The Financial Reporting Entity: Omnibus, an amendment of GASB Statements No. 14 and No. 34*: Massachusetts Port Authority, Massachusetts Housing Finance Agency and MassVentures. The Commonwealth is responsible for appointing a voting majority of the members of each entity’s board, but the Commonwealth’s accountability does not extend beyond the appointments. These entities do not meet the criteria for inclusion as component units of the Commonwealth and therefore are not part of these financial statements.

Availability of Financial Statements

The separately audited financial statements of the Commonwealth’s component units and funds may be obtained from the various entities, or contact the Office of the Comptroller, Financial Reporting and Analysis Bureau, at (617) 973-2660 for the contact information.

B. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The Statement of Net Position and the Statement of Activities report information on all non-fiduciary activities of the primary government and its component units. Primary government activities are defined as either governmental or business-type activities. Governmental activities generally are financed through taxes, intergovernmental revenues and other non-exchange revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods and services.

C. MEASUREMENT FOCUS AND BASIS OF ACCOUNTING

Government-Wide Financial Statements

The **Statement of Net Position** presents all of the reporting entity’s non-fiduciary assets and liabilities, with the difference reported as net position. Net position is reported in three categories:

- **Net investment in capital assets** consists of capital assets, net of accumulated depreciation and reduced by outstanding balances for bonds, notes and other debt that are attributed to the acquisition, construction or improvement of those assets.
- **Restricted net position** result when constraints placed on net position use are either externally imposed by creditors, grantors, contributors, and the like, or imposed by law through enabling legislation.
- **Unrestricted net position** consists of net position which does not meet the definition of the two preceding categories.

Resources from restricted net position are used prior to those from unrestricted net position.

The **Statement of Activities** demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable within a specific function. Program revenues include charges to customers or applicants who purchase, use or directly benefit from goods, services or privileges that are restricted to meeting the operational or capital requirements of a particular function. Taxes and other items not meeting the definition of program revenues are instead reported as general revenue and offset or supplant the net operating deficit or surplus from governmental or business-type operations.

Fund Financial Statements

The fund financial statements present a balance sheet and a statement of revenues, expenditures and changes in fund balances for its major and aggregated non-major funds.

Separate financial statements are provided for governmental funds, proprietary funds and fiduciary funds. Major individual governmental funds and major individual proprietary funds are reported as separate columns in the fund financial statements pursuant to GASB reporting standards, with non-major funds being combined into a single column.

The Commonwealth reports its financial position and results of operations in funds, each of which is considered a separate accounting entity. The operations of each fund are accounted for with a set of self-balancing accounts that comprise its assets, liabilities, fund equity, revenues and expenditures/expenses. Transactions between funds within a fund type, if any, have not been eliminated.

Governmental Activities – Government-wide financial statements are reported using the economic resources management focus and the full accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of cash flows. Grants and similar items are recognized as revenues as soon as all eligibility requirements have been met.

Governmental Funds – Fund financial statements account for the general governmental activities of the Commonwealth. Governmental fund statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as they become susceptible to accrual and are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. Significant revenues susceptible to accrual include income, sales and use, corporation and other taxes, federal grants, federal reimbursements and other reimbursements for use of materials and services are recognized in the year the materials are received, the grants are expended or services are provided. The measurement period for accrual for taxes earned is generally one year for income, corporate and other taxes and within thirty days for sales and use taxes. For federal and other reimbursements, the measurement period for accrual is generally sixty days if the related expenditures being reimbursed occurred prior to year end. Expenditures are recorded in the period in which the related fund liability is incurred. Principal and interest on general long-term obligations are recorded as fund liabilities when due. Compensated absences, claims and judgments, termination benefits and similar activities are recognized to the extent that they are normally expected to be liquidated with expendable available financial resources. Amounts incurred but not reported for Medicaid are reported to the extent that services are rendered before June 30th.

Business-Type Activities – Government-wide financial statements account for activities for which a fee is charged to external users for goods or services. In these services, debt may be issued backed solely by these fees and charges.

There may be also a legal requirement or a policy decision to recover costs. As such, these funds account for operations similarly to a for-profit business. The Commonwealth's Institutions of Higher Education's operations are reported as systems within the proprietary funds. Proprietary fund types are described in more detail below.

Proprietary and Fiduciary Funds – Fund financial statements are presented on the same basis of accounting as the business-type activities in the government-wide financial statements. Post-employment benefits and refunds are recognized when due and payable.

The Commonwealth reports the following fund types:

Governmental Fund Types:

General Fund, a governmental fund, is the primary operating fund of the Commonwealth. It is used to account for all governmental transactions, except those required to be accounted for in another fund.

Special Revenue Funds account for specific revenue sources that have been aggregated according to Commonwealth general laws to support specific governmental activities.

Debt Service Fund accounts for the accumulation of resources for and the payment of debt.

Capital Projects Funds account for the acquisition or construction of major Commonwealth capital facilities financed primarily from bonds and federal reimbursements.

Within the governmental fund types, the Commonwealth has established the following major funds, in addition to the General Fund:

Lottery Funds are governmental funds and account for the operations of the State and Arts Lotteries, which primarily finance payments for local aid to cities and towns.

The Massachusetts School Building Authority is presented as a governmental fund. This is comprised of the activity of the blended component unit, the Massachusetts School Building Authority, accounting for grants to cities, towns and regional school districts for school construction and renovation projects.

Federal Grants Fund accounts for grants and federal reimbursement programs.

Proprietary Fund Types:

Business-Type Activities account for programs financed in whole or in part by fees charged to external parties for goods and services. Major Proprietary Funds are the Unemployment Compensation Fund, the University of Massachusetts, State Universities and Community Colleges.

The proprietary funds include the following:

Unemployment Compensation Fund reports the taxes collected from employers and held by the United States Treasury in the Federal Unemployment Trust Fund, from which funds are drawn for the payment of benefits to the unemployed.

College and University Information, is presented here, aggregated by the University's activity, the State Universities' activity and the Community Colleges' activity.

Fiduciary Fund Types:

Post-Employment Benefit Trust Funds report resources that are required to be held in trust for the members and beneficiaries of the Commonwealth's post-employment benefit plans. These funds recognize employer and participant contributions in the period when contributions are due, and the Commonwealth has made a formal commitment to provide the contributions via an appropriation. Further information on the significant accounting policies for post-employment benefit trust funds may be found in note 9 to the basic financial statements on pages 102 - 109.

External Investment Trust Funds account for the portion of pooled cash and pension assets held under the custodianship of the Commonwealth for the benefit of cities, towns and other political subdivisions of the Commonwealth.

Private Purpose Funds account for various gifts and bequests held by the Commonwealth of which only the income is expendable for purposes specified by the donor. The majority of the individual accounts are for perpetual cemetery care endowments on behalf of deceased individuals.

Agency Funds account for assets the Commonwealth holds on behalf of others. Agency Funds are custodial in nature and do not involve measurement of operations.

Fund Balances:

Governmental fund balances are considered nonspendable, restricted, committed, assigned, and unassigned, based on the relative strength of spending constraints.

Nonspendable fund balances are those that cannot be spent because they are either: (a) not in spendable form; or (b) legally or contractually required to be maintained intact, such as balances in the form of inventories, permanent funds, and notes receivable. For the Commonwealth, the only nonspendable balances are notes receivable in the non-major governmental funds.

Restricted fund balances are those where constraints on their use are: a) externally imposed by creditors (such as through debt covenants), grantors, contributors or laws or regulations of other governments; or b) imposed by constitutional provisions or enabling legislation such that there is a legally enforceable requirement that those resources be used only for the specific purposes stipulated. Legal enforceability means that a government can be compelled by an external party—such as

citizens, public interest groups, or the judiciary—to use resources created by enabling legislation only for the stipulated purposes.

Committed balances are those that can be used only for specific purposes pursuant to constraints imposed by formal action of the government’s highest level of decision-making authority, which in the case of the Commonwealth is the Legislature and Governor. Committed amounts cannot be used for other than the specified purposes unless the Governor and Legislature remove or change the specified use through legislation. The authorization specifying the purposes for which amounts can be used must have the consent of both the legislative and executive branches of the government prior to the end of the reporting period.

Assigned balances are amounts that are constrained by the government’s intent to be used for specific purposes, but are neither restricted nor committed. Intent should be expressed by: (a) the governing body itself; or (b) a body (a budget or finance committee, for example) or official to which the governing body has delegated the authority to assign amounts to be used for specific purposes. The Massachusetts Legislature has the authority to assign or modify previously assigned fund balance. In distinction to restricted and committed balances, the authority for making an assignment is not required to be the government’s highest level of decision-making authority, i.e., the Legislature and Governor, and the action to assign fund balance can occur after the end of the year. Furthermore, the nature of the actions necessary to remove or modify an assignment is not as prescriptive as it is with committed fund balances—constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed. Per GASB 54, assigned balances include those funds remaining at the end of the fiscal year that are reappropriated for the following fiscal year.

Unassigned fund balance is the residual classification for the General Fund. This classification represents fund balance that has not been assigned to other funds and that has not been restricted, committed, or assigned to specific purposes in the General Fund. The General Fund is the only fund that reports a positive unassigned fund balance amount. In addition, in accordance with GASB No. 54, negative balances in other governmental funds are classified as unassigned.

While the Commonwealth has not announced a formal policy governing the priority of spending fund balances, in conformance with GASB 54 requirements, when an expenditure is incurred for purposes for which both restricted and unrestricted resources are available, restricted resources are spent first, followed by committed resources, assigned resources and unassigned resources.

Detail of FY13 ending fund balances is shown in the table on page 71.

Governmental Fund Balances at June 30, 2013
(amounts in thousands)

	Nonspendable Purposes	Restricted Purposes	Committed Purposes	Assigned Purposes	Unassigned Purposes	Totals
General Fund						
General Government.....	\$ -	\$ -	\$ -	\$ -	\$ 1,393,291	\$ 1,393,291
Stabilization Fund.....	-	-	1,556,657	-	-	1,556,657
FY 13 Appropriations.....	-	-	-	283,013	-	283,013
Subtotals, General Fund.....	-	-	1,556,657	283,013	1,393,291	3,232,961
Lottery Funds						
Lottery Operations.....	-	-	-	2,062	-	2,062
Subtotals, Lottery Funds.....	-	-	-	2,062	-	2,062
Massachusetts School Building Authority (MSBA)						
Debt Service.....	-	723,750	-	-	-	723,750
Grants to Cities, Towns and Local School Districts.....	-	16,501	-	310,010	-	326,511
Subtotals, MSBA.....	-	740,251	-	310,010	-	1,050,261
Federal Grants Fund						
Restricted by Federal Grantors.....	-	78,298	-	-	-	78,298
Subtotals, Federal Grants Fund.....	-	78,298	-	-	-	78,298
Other Governmental Funds						
Environmental.....	-	2,451	69,930	-	-	72,381
Public Safety.....	-	-	105,307	-	-	105,307
Health Care.....	-	-	232,410	-	-	232,410
Child Support.....	-	51,584	-	-	-	51,584
Workforce Training.....	-	-	23,402	-	-	23,402
Convention Centers.....	-	90,502	10,804	-	-	101,306
General Government Capital Projects Fund.....	-	-	-	-	(425,772)	(425,772)
Highway Capital Projects Fund.....	-	-	-	-	(509,286)	(509,286)
General Government Debt Service.....	-	20,241	-	-	-	20,241
Transportation (GANS*/Commonwealth Transportation Fund)....	-	220,803	9,424	-	-	230,227
Gaming.....	-	-	10,869	-	-	10,869
Expendable Trusts.....	914	353,799	176,899	-	-	531,612
Other.....	-	-	128,526	-	(66,438)	62,088
Subtotals, Other Governmental Funds.....	914	739,379	767,571	-	(1,001,496)	506,369
Totals.....	\$ 914	\$ 1,557,928	\$ 2,324,228	\$ 595,085	\$ 391,795	\$ 4,869,951

*Federal Grant Anticipation Notes

The Commonwealth does not have a formally adopted minimum fund balance policy. However, most governmental funds cannot end a fiscal year in deficit. Those funds that are authorized to end a fiscal year in deficit are discussed in note 8 to the basic financial statements, "Individual Fund Deficits" on page 102.

Stabilization Fund Arrangements:

In accordance with Section 2H of Chapter 29 of the Massachusetts General Laws, the Commonwealth maintains a Stabilization ("Rainy Day") Fund. Per Chapter 29, balances in the Stabilization Fund can be expended only when non-routine budget shortfalls occur and upon appropriation by the Legislature and approval by the Governor. Chapter 29 requires that after calculating the Commonwealth's "consolidated net surplus" (the sum of the "undesignated" balances in certain specific state budgeted funds, equal to balances that are not restricted nor reappropriated for the following fiscal year) any remaining surplus be transferred to the Stabilization Fund. In addition, withholding taxes on certain Lottery winnings are required to be transferred to the Stabilization Fund. Starting in FY10, statute requires the Comptroller, after certification by the Commissioner of Revenue, to transfer any capital gains tax revenues in excess of \$1 billion during a fiscal year to the Stabilization Fund. Starting in FY12, statute requires the Comptroller, after certification by the Commissioner of Revenue and the Attorney General, to transfer to the Stabilization Fund all revenue from individual settlements and judgments that exceed \$10 million.

Historically, balances in the Stabilization Fund have been used almost exclusively during recessionary periods to offset budget shortfalls after other budgetary measures have been taken. Per Chapter 29, the Commonwealth is required to maintain a balanced budget, and if a revenue shortfall is projected, the Secretary of Administration and Finance is required to reduce state agencies' spending authorizations in an amount equal to any projected shortfall.

The Stabilization Fund ended FY13 with a balance of \$1.557 billion. For the fiscal year ending June 30, 2013, the Stabilization Fund's balance decreased by \$95 million as a result of inflows, including approximately \$467 million in capital gains tax revenue, \$32 million in judgment and settlement receipts and \$1 million in statutorily mandated transfers of withholding taxes on certain Lottery proceeds, offset by \$602 million in withdrawals during the fiscal year. In accordance with GASB 54 requirements, balances in the Stabilization Fund are classified as committed.

Fiscal Year-End

All funds and component units are reported using fiscal years, which end on June 30.

Program Revenue

Program revenue is defined by the Commonwealth to be the revenue from fees and assessments collected by departments that are directly applicable to that department's operations.

Operating and non-operating revenues and expenses

Revenues and expenses of business-type activities and proprietary funds are classified as operating or non-operating and are subclassified by object. Operating revenues and expenses generally result from providing services and producing and delivering goods. All other revenues and expenses are reported as non-operating.

D. CASH, SHORT-TERM INVESTMENTS AND INVESTMENTS

The Commonwealth follows the practice of pooling cash and cash equivalents. Cash equivalents consist of short-term investments with an original maturity of three months or less and are stated at cost. Interest earned on pooled cash is allocated to the General Fund and, when so directed by law, to certain other Governmental Funds.

The Office of the Treasurer and Receiver-General (Treasury) manages the Commonwealth's short-term external mixed investment pool, the Massachusetts Municipal Depository Trust (MMDT). MMDT is comprised of two portfolios, a Cash Portfolio and a Short Term Bond Portfolio. The Cash Portfolio is a money-market-like investment pool; its investments are carried at amortized cost, which approximates fair value. The Short Term Bond Portfolio investments are carried at fair value. Following a competitive bid process, on March 4, 2013, portfolio management of the MMDT transitioned from Pyramis Global Advisors (a subsidiary of Fidelity Investments) to Federated Investors, Inc.

Investors in MMDT are not allowed to overdraw their shares. For a complete copy of MMDT's separately issued financial statements, please contact the Office of the State Treasurer's Cash Management Department, at (617) 367-9333 or download the statements from the Cash Management section of the Office of the State Treasurer's website at www.mass.gov/treasury. General Law Chapter 29, Section 38 enumerates the Commonwealth's investment policy for non-pension assets.

The post-employment benefit trust funds invest in the Pension Reserves Investment Trust (PRIT) Fund, an external investment pool managed by the Pension Reserves Investment Management (PRIM) Board. The State Employees', Teachers' Public Employee Retirement Systems (PERS) and the State Retiree's Benefit Trust (SRBT) are required to invest in the PRIT Fund and comprise approximately 39.5%, 42.2% and 0.9% respectively, of the net position of the PRIT Fund. For a complete copy of PRIT's separately issued financial statements, contact the PRIM Board at 84 State Street, Boston, MA 02109.

The Commonwealth's investments, including those of the PRIT Fund, are comprised of investments in marketable securities - primarily domestic and international equities and fixed income securities - as well as non-marketable securities - primarily real estate, venture capital and private equity limited partnerships, hedge fund of funds and other alternative investments. Marketable securities are reported at fair value based upon quoted market prices. Non-marketable securities are reported at estimated fair values as determined by management with input from the PRIM Board and its investment managers. Non-marketable securities comprise approximately 33.2% of the total assets of the PRIT Fund.

The investments of the PRIT are held separately from those of other Commonwealth funds, with the exception of their investments in the MMDT. PRIT funds invested in the MMDT are accounted for separately. Security transactions are

recorded on the trade date the securities are purchased or sold. The cost of a security is the purchase price or, in the case of assets transferred to PRIT by a Participating or Purchasing System, the fair value of the securities on the transfer date.

Investments of the University of Massachusetts (UMass) are stated at fair value. Annuity contracts represent guaranteed investment contracts and are carried at present value.

E. RECEIVABLES

In general, tax revenue is recognized on the government-wide statements when assessed or levied and on the governmental financial statements to the extent that it is both measurable and available, based upon collection experience. If revenue is not received by year-end, receivables are declared. Receivables are stated net of estimated allowances for uncollectible accounts.

Reimbursements due to the Commonwealth for its expenditures on federally-funded-reimbursement and grant programs are reported as "Federal grants and reimbursements" or "Due from federal government" in the statement of net position.

"Other Receivables" represent amounts due to Commonwealth including Lottery revenues and Higher Education receivables from students, amounts due to the University of Massachusetts from related organizations and other items.

Included in receivables for FY13 are amounts due to the Commonwealth under provisions of the Master Settlement Agreement between five tobacco companies and 46 states, including the Commonwealth. Pursuant to provisions of GASB Technical Bulletin No. 2004-1 "Tobacco Settlement Recognition and Financial Reporting Entity Issues", a receivable has been declared for approximately \$127 million, representing 50% of the amounts expected to be received during FY14 and is included as part of other non-major governmental fund activity.

F. DUE FROM CITIES AND TOWNS

"Due from Cities and Towns" represents reimbursements due to the Commonwealth for its expenditures on certain programs for the benefit of cities and towns.

The MSBA has entered into various loan agreements with municipalities at a 2.0% interest rate with principal to be paid in equal installments for varying terms. Currently, the longest repayment schedule has a final payment in FY41. This program is designed to assist school districts with unanticipated inflationary construction costs over the district's original amount budgeted for a project. The loans outstanding as of June 30, 2013 were \$114.8 million, of which \$6 million is due in FY14. During FY13, the MSBA executed no new loans and collected \$6 million of scheduled principal payments. Subsequent to June 30, 2013, the MSBA expects to execute one loan for \$6.25 million in FY14 that is anticipated to have a final maturity date of November 1, 2042.

G. CAPITAL ASSETS

Capital assets, which include property, plant, equipment and infrastructure (e.g. roads, bridges, ramps and other similar items), are reported in the applicable governmental or business-type activity columns of the government-wide financial statements.

Methods used to value capital assets

Capital assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at fair market value at the date of donation.

Capitalization policies

All land, non-depreciable land improvements and donated historical treasures or works of art are capitalized. Single pieces of equipment, vehicles, computer equipment and software that equal or exceed \$50,000 (\$1,000 for the University of Massachusetts) are capitalized. Buildings and infrastructure projects with a cost that equals or exceeds \$100,000 are capitalized. The costs of normal maintenance and repairs that do not add to the value of assets or materially extend asset lives are not capitalized.

Capital assets of the Component Units are capitalized upon purchase and depreciated on a straight-line basis over the estimated useful lives of the assets.

Depreciation and useful lives

Applicable capital assets are depreciated using the straight-line method. Unless unallocable, depreciation expense is charged to the function of the capital asset being depreciated. Estimated useful lives are as follows:

<u>Type of Asset</u>	<u>Estimated Useful Life (in years)</u>
Buildings.....	40
Infrastructure - roads, bridges and tunnels.....	40
Infrastructure - beaches, boardwalks, bikeways, etc.....	20
Infrastructure - dams, water and sewer systems.....	50
Furniture.....	10
Library collections that are not historical treasures.....	15
Equipment, office equipment and life safety equipment.....	10
Computer hardware and software.....	3 to 7
Vehicles.....	5

Road and Bridge Assets

Effective November 1, 2009 all road and bridge assets formerly owned by the Commonwealth are owned by MassDOT. The debt incurred for the construction of these assets remains a liability of the Commonwealth.

Construction in process

Construction in process includes all associated cumulative costs of a constructed capital asset. Construction in process is relieved at the point at which an asset is placed in service for its intended use.

H. INTERFUND / INTRAFUND TRANSACTIONS

As a general rule, the effect of interfund activity has been eliminated in the government-wide statements. Exceptions to this rule are: 1) activities between funds reported as governmental activities and funds reported as business-type activities and 2) activities between funds that are reported in different functional categories in either the governmental or business-type activities column. Elimination of these activities would distort the direct costs and program revenues for the functions concerned. Interfund receivables and payables have been eliminated from the Statement of Net Position, except for the residual amounts due between governmental and business-type activities.

I. STATEWIDE COST ALLOCATION PLAN – FRINGE BENEFIT COST RECOVERY

The Commonwealth has elected not to present its cost allocation and recovery separately on the statement of activities. Certain costs of nine “central service” agencies of the Commonwealth are recovered from the remaining agencies in a federally approved statewide cost allocation plan. These costs that are allocated are based upon benefits received by the user agency that benefit from these services. The Commonwealth also appropriates and pays the fringe benefit costs of its employees and retirees, as well as MassDOT employees and retirees, through the General Fund. These fringe benefits include the costs of employees’ group health insurance, pensions, unemployment compensation and other costs necessary to support the workforce. As directed by Massachusetts General Laws, these costs are assessed to other funds based on payroll costs, net of credits for direct payments. Since fringe benefit costs are not separately appropriated or otherwise provided for in these funds, the required assessment creates an unfavorable budget variance in the budgeted funds. The employees’ group health insurance and workers’ compensation activity is accounted for in the governmental funds.

J. SCHOOL CONSTRUCTION GRANTS, CONTRACT ASSISTANCE AND OTHER PAYABLES

Under the former school building assistance program (prior to the creation of the MSBA) the Commonwealth reimbursed 50% to 90% of approved eligible construction and borrowing costs for school construction and renovation to municipalities and regional school districts for 728 previously approved projects noted by MSBA as Prior Grant projects. The MSBA has assumed responsibility for these projects under its enabling statute. The liability for these projects, \$1.2 billion as of June 30, 2013, will be reduced over time through annual payments, savings from project audits made by the MSBA and savings from refundings of debt related to the project. In addition, the MSBA is retiring the liabilities and commitments related to 428 school projects that were maintained on a waiting list for funding under the former program (prior to the creation of the MSBA). The MSBA funds projects on the waiting list via a lump sum, annual payments, or through progress payments. Each funding method has different eligibility requirements and is determined in part by the method of finance used by the local district to fund the capital project. Lump sum payment projects have a liability that is recognized once construction has started. For progress payment projects, a liability is generally recognized once a grantee requests reimbursement from the MSBA. Projects on the waiting list that receive annual payments, because the local district had permanently financed both the local and Commonwealth share, have a liability that is recognized based on the final audit conducted by the MSBA, which liability will be reduced over time through annual payments and any savings from refundings of debt related to the project. Projects not recognized are noted as commitments by the MSBA. The MSBA is committed to paying for its share of projects on the waiting list once communities meet all eligibility requirements for receiving grants. As of June 30, 2013, MSBA had an outstanding liability of \$175 million, and \$31 million of commitments outstanding, for the waiting list projects. New programs have been established by the MSBA under which communities submit monthly requests for reimbursement in order to receive grants. These New Program projects are funded via the progress payment method, and a liability is generally recognized once a grantee requests reimbursement from the MSBA. Outstanding grants for projects that have approved funding agreements with the MSBA, but for which eligible project costs have not been submitted, are considered commitments of the MSBA. As of June 30, 2013, MSBA had an outstanding liability of \$132 million, and \$1.4 billion of commitments outstanding, for the New Program projects. The Commonwealth dedicates a 1% statewide sales tax (drawn from the existing statewide 6.25% sales tax), excluding sales tax revenues on meals and from certain additional statutorily exempted revenues from sales, to the School Modernization and Reconstruction Trust Fund (the "SMART Fund"), in support of these grant programs and for all other operations of the MSBA, including debt service.

The Commonwealth recognizes contract assistance on an annual basis due to the Massachusetts Water Pollution Abatement Trust (MWPAT). This assistance is applied as a subsidy to repayments from MWPAT loan borrowers. The expectation is that the assistance will be available for the life of the MWPAT financing agreement. The assistance is drawn from the Commonwealth on a 20-year repayment stream, even if the loan is for a longer period. If there is a differential between the assistance received and the amounts needed for loan subsidies, that amount is invested by MWPAT in an annuitized fashion to be used beyond year 20. If assistance is not provided by the Commonwealth, the MWPAT borrower is obligated for any shortfall.

Accounts payable includes amounts due to vendors of the Commonwealth for goods and services delivered before June 30th but paid for after year-end, the largest of which is Medicaid for \$893 million.

K. COMPENSATED ABSENCES

Compensated absences are recorded as a long-term liability in the statement of net position. For the governmental fund statements, accumulated vacation and sick leave are reported as expenditures and fund liabilities when incurred upon retirement, termination or death. Sick and vacation payments to terminated employees as of June 30, 2013 but paid after the fiscal year end are also reported in the funds.

Employees are granted vacation and sick leave in varying amounts based on collective bargaining agreements and state laws. Upon retirement, termination or death, certain employees are compensated for unused vacation and sick leave (subject to certain limitations) at their current rate of pay.

Compensated absences in the governmental funds are liquidated from the same sources that fund the personnel expenses of the employees who are compensated for unused vacation and sick leave pay. In most cases, this is the General Fund, but also includes non-General Fund sources to the extent that personnel expenses are charged to those funding sources.

In the business-type activity and the discretely presented component units, employees' accumulated vacation and sick leave are recorded as an expense and liability as the benefits accrue.

L. DEDICATED REVENUES AND PLEDGES

The Commonwealth has a number of pledges of revenue streams for its own bonds and various other bond issues of other authorities. Commonwealth debt supported by dedicated revenue streams include special obligation bonds for road and bridge construction secured by motor fuels taxes and federal grant anticipation notes (GANS) secured by federal grants for highway construction. Detailed information on pledges for the Commonwealth's own debt is included in sections B and C of note 7, on page 92

Portions of Commonwealth sales taxes are pledged as security for bonds issued by the Massachusetts Bay Transportation Authority (MBTA) and the Massachusetts School Building Authority (MSBA). The MBTA receives sales tax revenues equal to 1% of applicable sales, subject to an annual floor set in statute. In FY13, total dedicated sales tax revenue that was directed to the MBTA was approximately \$787 million, \$105 million more than would have been the case were the dedicated revenue equal to 1% of applicable sales. As a result, in FY13 the MBTA received from the Commonwealth sales tax revenues effectively equal to 1.15% of applicable sales, and is expected to receive approximately this percentage of applicable sales for the foreseeable future. Dedicated revenues to the MBTA increase by the lesser of the annual increase in the Boston consumer price index or prior calendar year annual sales taxes, with a floor of 0% and a ceiling of 3.0%.

The MSBA also receives a pledge of sales tax that, starting in FY11, increased to 1.0% of applicable sales in the Commonwealth but with no annual floor or ceiling. In FY13, approximately \$735 million of the dedicated sales tax revenue stream was directed to the MSBA.

The Commonwealth has also pledged sales tax revenue and rooms tax surcharges from areas contiguous to convention centers and the Worcester DCU Arena and Convention Center to support such centers' operations. As of June 30, 2013, taxes within the Convention Center districts support approximately \$639 million of outstanding principal and approximately \$457 million of interest on debts related to these Convention Centers. Taxes collected in FY13 were approximately \$99 million, while debt service on the bonds was approximately \$36 million.

The Transportation Modernization Act of 2009, as amended, made pledges of sales tax revenue to MassDOT through the Commonwealth Transportation Fund (CTF). Beginning in FY11, 0.385% of applicable sales and uses on a total sales tax rate of 6.25% was dedicated to funding the operations of MassDOT. The 2009 Act had a floor amount of \$275 million, with a final transfer occurring on or before September 1st of the following fiscal year. During FY13, approximately \$318 million in sales tax revenue was transferred to MassDOT, \$43 million more than the \$275 million minimum. From the Commonwealth Transportation Fund, \$160 million was dedicated to funding the operations of the MBTA while an additional \$19 million was dedicated to funding the operations of the regional transit authorities. These amounts are transferred through the CTF.

The Legislature enacted additional transportation finance reform, effective July 1, 2013, that included shifting motor vehicle sales tax collections from the General Fund to the CTF and eliminating the 0.385% pledge of regular and meals sales tax.

M. LOTTERY REVENUE AND PRIZES

Ticket revenues and prizes awarded by the Massachusetts Lottery Commission are recognized as drawings are held. For certain prizes payable in installments, the Commonwealth purchases annuities and principal-only and interest-only treasury strips in the Commonwealth's name, which are recorded as annuity contracts and prizes payable in the agency fund and on the statement of net position. Though the annuities are in the Commonwealth's name in the case of a default, they are solely for the benefit of the prizewinner. The Commonwealth retains the risk related to such annuities.

N. RISK FINANCING

The Commonwealth self-insures for employees' workers' compensation, casualty, theft, tort claims and other losses. Such losses, including estimates of amounts incurred but not reported, are included as accrued liabilities in the accompanying financial statements when the loss is incurred. For employees' workers' compensation, the Commonwealth assumes the full risk of claims filed under a program managed by the Human Resources Division. For personal injury or property damages,

Massachusetts General Laws limit the risk assumed by the Commonwealth to \$100,000 per occurrence, in most circumstances. The Group Insurance Commission administers health care and other insurance for the Commonwealth's employees and retirees.

O. NET POSITON

The Commonwealth reports net position as restricted where legally segregated for a specific future use by enabling legislation. Otherwise, these balances are considered unrestricted.

Net position has been restricted as follows:

“Restricted for unemployment benefits” – identifies amounts solely for the payment of unemployment compensation under federal labor laws.

“Restricted for retirement of indebtedness” – identifies amounts held by fiscal agents to fund future debt service obligations pertaining to Special Obligation Revenue Bonds authorized under Section 20 of Chapter 29 of the Massachusetts General Laws and Chapter 33, Acts of 1991. It also includes amounts held for Grant Anticipation Notes authorized by Chapter 11 of the Acts of 1997 and Chapter 121 of the Acts of 1998. Escrows related to crossover refundings are also restricted. Because removal of monies from these restrictions will constitute a technical default to bondholders, the amounts are restricted

“Restricted for other purposes” – identifies amounts held for various externally imposed restrictions either by creditors, grantors or laws and regulations of other governments.

“Restricted for nonexpendable purposes” – identifies amounts held as permanent investments for a specific purpose.

As of June 30, 2013, the government-wide statement of net position reports the following as restricted net position (amounts in thousands):

	Governmental Activities	Business-Type Activities	Government Wide Total
Restricted for:			
Unemployment benefits.....	\$ -	\$ 1,003,257	\$ 1,003,257
Retirement of indebtedness.....	1,032,617	-	1,032,617
Restricted for other purposes including:			
Higher education endowment funds.....	-	18,112	18,112
Higher education academic support and programs.....	-	2,850	2,850
Higher education scholarships and fellowships:			
Nonexpendable.....	-	3,043	3,043
Expendable.....	-	5,628	5,628
Other nonexpendable purposes.....	-	5,381	5,381
Capital projects - expendable trusts.....	-	2,437	2,437
Other purposes.....	353,799	168,922	522,721
Total restricted net position.....	<u>\$ 1,386,416</u>	<u>\$ 1,209,630</u>	<u>\$ 2,596,046</u>

The net position of the Pension Trust Funds and the Pension Reserves Investment Trust portion of the External Investment Trust Funds are restricted for post-employment benefits. These restrictions identify resources held in trust for the members and beneficiaries of the Commonwealth's post-employment plans. The Pension Reserves Investment Trust portion of the External Investment Trust Funds also includes pooled cash and pension assets held under the custodianship of the Commonwealth for the benefits of cities, towns and other political subdivisions of the Commonwealth.

P. RECLASSIFICATIONS

Certain amounts in the separately issued component units' financial statements have been reclassified to conform to the accounting classifications used by the Commonwealth.

Q. ESTIMATES

The preparation of the Comprehensive Annual Financial Report requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial report.

Estimates also affect the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

R. RESTATEMENTS

The beginning net position of the University of Massachusetts, State Universities and Community Colleges, all presented as business-type activities, and various discretely presented component units have been restated to reflect the implementation of GASB Statement No. 61, *The Financial Reporting Entity: Omnibus, an amendment of GASB Statements No. 14 and No. 34*.

Certain of the discretely presented component units also early implemented GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. The Commonwealth did not early implement Statement No. 65 due to the immaterial impact on the net position of its governmental activities and will implement this Statement during FY14.

One of the discretely presented component units reported a prior period adjustment due to pieces of land not previously reported.

The table below details the restatements and prior period adjustments:

	<u>Business-type Activities</u>	<u>Discretely Presented Component Units</u>
Net position as of June 30, 2012, as previously reported.....	\$ 4,912,212	\$ 27,352,452
Plus:		
Prior period adjustments.....	-	49,460
Less:		
Reclassification of the Institutions of the Higher Education Foundations from business-type to discretely presented component units due to implementation of GASB Statement No. 61.....	(574,512)	574,512
Restatement due to the early implementation of GASB Statement No. 65.....	-	(46,457)
Other restatements.....	<u>(1,268)</u>	<u>-</u>
Net position as of July 1, 2012, as restated.....	<u>\$ 4,336,432</u>	<u>\$ 27,929,967</u>

2. DEPOSITS, SHORT-TERM INVESTMENTS AND INVESTMENTS**Primary Government**

The Commonwealth maintains cash in the MMDT Cash Portfolio that is available for use by all funds. Each fund type's net equity in the Cash Portfolio is displayed in the basic financial statements as "cash and cash equivalents".

Pooled cash and short-term investments include the following (amounts in thousands):

	Governmental Activities	Business-Type Activities	Government Wide Total
Cash and cash equivalents.....	\$ 1,258,580	\$ 587,301	\$ 1,845,881
Short-term investments.....	1,884,816	251,017	2,135,833
Cash with fiscal agent.....	308,867	-	308,867
Total.....	<u>\$ 3,452,263</u>	<u>\$ 838,318</u>	<u>\$ 4,290,581</u>

Lottery Annuity Contracts

The Massachusetts State Lottery Commission, a division of the Office of the State Treasurer and Receiver-General, purchases annuity contracts from insurance companies and United States treasury strips to fund the Commonwealth's liability for future installment prize obligations. These annuities and treasury strips represent an obligation of the insurance company and the custodial bank, respectively, to provide a fixed series of payments over a specified period. Only the annuity investments are subject to credit risk. For the annuity contracts, risk is controlled by purchasing these investments only from insurance companies with the top two ratings issued by a national recognized ratings organization. However, due to the nature of these annuity contracts, the credit quality of the insurance company issuer is subject to change. As of June 30, 2013, the amortized cost of annuities is approximately \$155 million. At June 30, 2013, the Commonwealth held these investments with a maturity value of approximately \$1.711 billion and with a carrying value of approximately \$1.332 billion. Over 88.4% of these amounts are held in United States Treasury strips at a custodial bank. No insurance company has an amount of annuities over 3.6% of the overall portfolio.

MSBA Deposits and Investments

The MSBA is authorized to invest in obligations of the US Treasury, its agencies and instrumentalities, bonds or notes of public agencies or municipalities, bank time deposits, guaranteed investment contracts, money market accounts and repurchase agreements. These investments are recorded at fair value. The MSBA has an investment policy that establishes the minimum credit quality for certain instruments, outlines investment procedures and updates for periodic reporting. The MSBA investment policy does not specifically limit the amount the MSBA may invest in any one issuer.

As of June 30, 2013, the MSBA held the following deposits and investments which are a component of Governmental Activities above (amounts in thousands):

Cash and cash equivalents.....	\$ 130,764
Cash and cash equivalents held in pooled cash.....	60,051
Restricted investments.....	751,331
Total.....	<u>\$ 942,146</u>

Custodial Credit Risk – Pooled Cash

Custodial credit risk is the risk that in the event of a bank failure, deposits and investments may not be returned to the Commonwealth. Cash balances represent amounts held in bank depository accounts that may be subject to custodial credit risk.

The Commonwealth requires all bank deposits in excess of insurance coverage by the Federal Deposit Insurance Corporation (FDIC) to be collateralized with a perfected pledge of eligible collateral or a letter of credit. For programs created by the Treasury, such as the Small Business Banking Program, eligible collateral must be pledged in an amount equal to 102% of the amount of the deposits that exceed FDIC insurance. Sufficient collateral to cover total Commonwealth deposits in excess of the FDIC insured amount must be pledged and held in safekeeping by a custodian that is approved by and under the control of the Treasurer and Receiver General.

Membership by a financial institution in the Depositors Insurance Fund (DIF) or the Share Insurance Fund (SIF) will be accepted by the Treasurer and Receiver General's Office as alternative security, provided that the financial institution submits proof of membership in the DIF or the SIF. Membership in the DIF is limited to Massachusetts chartered savings banks while membership in the SIF is limited to Massachusetts cooperative banks.

Custodial Credit Risk – Higher Education

The Institutions of Higher Education have investment policies that may vary by institution for custodial credit risk. Each institution carries deposits that are fully insured by the FDIC, as well as uninsured deposits. As of June 30, 2013, the bank balances of uninsured deposits totaled approximately \$344 million.

Custodial Credit Risk – MSBA

The MSBA does not have a formal investment policy for custodial credit risk. The MSBA carries deposits that are fully insured by the Federal Deposit Insurance Corporation (FDIC) insurance, as well as deposits that are fully collateralized. As of June 30, 2013, all MSBA bank balances were fully protected against loss.

Interest Rate Risk – MMDT

Interest rate risk is the extent that changes in interest rates of debt investments will adversely affect the fair value of an investment. These investments include certain short-term cash equivalents, various long-term items and restricted assets by maturity in years. The Treasury cash portfolio minimizes the risk of the market value of securities falling due to changes in interest rates by maintaining a dollar-weighted average portfolio maturity of 60 days or less. The Treasury cash portfolio's assets are managed to maintain a dollar-weighted average life to maturity of 120 days or less.

The MMDT Cash Portfolio's dollar-weighted average maturity fluctuated from 30 to 65 days under Federated Investors Inc.'s management (March 4, 2013 to June 30, 2013). Investments in the MMDT Short Term Bond Portfolio are made in investment-grade securities as defined by national statistical rating agencies. The Commonwealth assesses risk for the Short Term Bond Portfolio by using duration. Duration is the weighted maturity of the security's cash flows, where the present values of the cash flows serve as weights.

For the MMDT Short Term Bond Portfolio, the duration fluctuated from 2.49 to 2.55 years under Federated Investors Inc.'s management. At June 30, 2013, investments in the MMDT Short Term Bond Portfolio had a total net position of \$342 million with investment maturities ranging from less than one year to ten years. At June 30, 2013, the Short Term Bond Portfolio's effective maturity schedule was as follows:

<u>Securities with an Effective Maturity of</u>	<u>Percentage of Total Net Position</u>
Less than one year.....	11.50%
One to five years.....	85.50%
Six to ten years.....	<u>1.00%</u>
Total*	<u><u>98.00%</u></u>

*The remaining 2.0% consists of cash equivalents and other assets.

Interest Rate Risk – Higher Education

As of June 30, 2013, the Institutions of Higher Education had debt investments stated at fair value of approximately \$590 million and had investment maturities ranging from less than one year to more than ten years, with approximately 34.5% of the investment's fair values maturing in less than 1 year, approximately 32.2% from one to five years, approximately 16.1% from six to ten years, and approximately 17.2% more than ten years.

Interest Rate Risk - MSBA

The MSBA's investment policy does not specifically limit investment maturities as a means of managing its exposure to fair value losses arising from interest rates. As of June 30, 2013, the MSBA had approximately \$226 million invested in a collateralized guaranteed investment contract and approximately \$321 million invested in U.S. Treasury Bonds and Municipal Bonds. These investments are included in restricted investments on the balance sheet. The guaranteed investment contract matures on August 15, 2030 while the U. S. Treasury Bonds and Municipal Bonds mature from 2019 to 2040. These investments represent approximately 72.9% of the MSBA's total investments.

Credit Risk – MMDT

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Commonwealth, exclusive of Pension Trust Funds, minimizes concentration of credit risk, the risk attributed to the magnitude of the investment in a single issuer. The Commonwealth's investment policy prohibits the Treasury from investing more than 5% of the total investment portfolio in any single financial institution or issuer, excluding various public entity securities and repurchase agreements. There are no restrictions on the amount that can be invested in public entity securities and the portfolio may be invested in U.S. Treasury and other Government Sponsored Enterprises (GSE's) obligations and repurchase agreements.

The Treasury cash portfolio is invested only in First Tier and Second Tier Securities as defined by the Securities and Exchange Commission's Rule 2A-7 of the [Investment Company Act of 1940](#). The Treasury does not have any additional policies regarding credit ratings of investments. At June 30, 2013, the Cash Portfolio's securities were rated as follows: First tier 96.6% and Second Tier 3.4%.

At June 30, 2013, the Short Term Bond Portfolio's follows:

<u>Portfolio Composition</u>	<u>Percentage of Total Net Position</u>
AAA.....	63.70%
AA.....	11.60%
A.....	15.90%
BBB.....	6.80%
Total*	<u>98.00%</u>

* - The remaining 2.0% consists of cash equivalents and other assets.

Credit Risk – Higher Education

For the Institutions of Higher Education presented in the Business-Type Activities, fair values of debt investments were approximately \$321 million at AAA, approximately \$140 million from AA+ to A- and approximately \$129 million either unrated, BBB+ or less.

Credit Risk - MSBA

The MSBA's investment policy generally limits investments in fixed income products with institutions that have an investment grade rating as determined by one of the nationally recognized rating agencies. The MSBA's policy requires issuers of investment contracts to be rated AA or above by at least two of the nationally recognized rating agencies or A with pledged collateral equal to 102% of the principal balance.

As of June 30, 2013, the guaranteed investment contracts were not rated; however, the issuer was rated AA-. As of June 30, 2013, the MSBA's investments in municipal bonds were rated AA+ or above.

Interest Rate Risk – PRIT Funds

As pension trust funds have a longer investment horizon than many of the Commonwealth's other investments, the PRIM Board manages PRIT's exposure to fair value loss arising from movements in interest rates by establishing duration guidelines with its debt securities investment managers. The guidelines with each individual manager require that the duration of the domestic debt investment portfolio be within a specified percentage or number of years of the duration band of the appropriate benchmark index. For emerging markets fixed income investments, the portfolio must have a duration with a band ranging from three to eight years.

Effective duration is a measure of a fixed income investment's exposure to fair value changes arising from changes in interest rates. Effective duration makes assumptions regarding the most likely timing and amounts of variable cash flows. These assumptions take into consideration factors indicative of investments highly sensitive to interest rate changes, including callable options, prepayments and other factors.

The PRIM Board compares the effective duration of a manager's portfolio to the Barclays Capital Aggregate Index for domestic core "fixed income" securities and the Merrill Lynch® High Yield Master II Index for domestic high yield fixed income securities. The PRIT Fund had fixed income and short-term investments totaling approximately \$13.402 billion at fair value with an effective weighted average duration range from 0.25 to 10.78 years at June 30, 2013.

Credit Risk – PRIT Funds

The PRIM Board establishes credit investment guidelines with each of its fixed income securities investment managers in establishing a diversified portfolio. These guidelines vary depending on the manager's strategy and the role of its portfolio to the overall diversification of the PRIT fund. The guidelines for the PRIT Fund's core fixed income portfolio establish the minimum credit rating for any security in the portfolio and the overall weighted average credit rating of the portfolio. The guidelines for the PRIT Fund's high yield, fixed income portfolio establish a market value range of securities to be held with a specific minimum credit rating and the overall weighted average credit rating of the portfolio.

Credit risk for derivative instruments held by PRIT results from counterparty risk. PRIT is exposed to credit risk resulting from counterparties being unable to meet their obligations under the terms of the derivative agreements. The weighted average quality rating of the debt securities portfolio, excluding pooled investments, investments explicitly backed by the United States Government and other nonrated investments was BBB+ at June 30, 2013.

Credit ratings associated with the Commonwealth's investment in the PRIT Fund ranged from AAA to A- investments with a fair value of approximately \$3.035 billion, BBB+ to B- investments with a fair value of approximately \$2.514 billion, \$207 million rated CCC+ to D, \$4.605 billion are unrated and the remaining \$3.041 billion are investments that are explicitly backed by the U. S. Government.

Foreign Currency Risk – PRIT Funds

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of investments. The Treasury does not have a policy regarding foreign currency risk for the Pension Trust. The PRIM Board manages PRIT's exposure to foreign currencies by hedging a percentage of PRIT's non-U.S. dollar denominated investments through forward foreign currency contracts. The PRIT Fund's investments in foreign currency denominated investments as of June 30, 2013 were approximately \$122 million in cash and investments, \$11.613 billion in equities, \$1.604 billion in fixed income investments and \$1.284 billion in private equity investments. An additional \$2.683 billion is invested in international investments denominated in U. S. dollars.

Concentration of Credit Risk – PRIT

The PRIM Board manages PRIT's exposure to concentration of credit risk by establishing guidelines with each investment manager that limit the percent of investment in any single issue or issuer.

MMDT and PRIT have no investments at fair value that exceed 5% of PRIT's net position held in trust for pool participants as of June 30, 2013.

A. DERIVATIVE INSTRUMENTS

PRIT may invest in derivative transactions. In accordance with GASB Statement No 53, *Accounting and Financial Reporting for Derivative Instruments*, PRIT's derivatives are accounted for as investment derivatives and are reported at fair value.

Forward Currency Contracts

PRIT enters into forward currency contracts to hedge the exposure to changes in foreign currency exchange rates on foreign portfolio holdings. The market value of the contracts will fluctuate with changes in currency exchange rates. Risks may arise from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar.

The contracts are marked-to-market daily and the change in market value is recorded as an unrealized gain or loss by PRIT.

When a contract is closed, PRIT records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

As of June 30, 2013, PRIT had open foreign exchange contracts with combined net unrealized gains of approximately \$8 million with various delivery dates.

Further information on derivative instruments can be found in the notes to PRIT's basic financial statements.

Futures Contracts

PRIT may purchase and sell financial futures contracts to hedge against changes in the values of securities the fund owns or expects to purchase.

Upon entering such contracts, they must pledge to the broker an amount of cash or securities equal to a percentage of the contract amount.

The potential risk is that the change in the value of futures contracts may not correspond to the change in the value of underlying instruments, which may not correspond to the change in value of the hedged instruments. In addition, there is a risk that PRIT may not be able to close out its future positions due to a non-liquid secondary market. Risks may also arise from the potential inability of a counterparty to meet the terms of a contract and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar.

PRIT may also invest in financial futures contracts for non-hedging purposes.

PRIT held contracts outstanding at June 30, 2013 with various expirations from FY14 to FY16. These contracts are for cash and cash equivalents, fixed income, equities and commodities. A portion of the contracts were short contracts. The aggregated notional exposure amount as of June 30, 2013 was approximately \$1.990 billion with a fair value of \$1.969 billion, yielding an unrealized net loss of approximately \$21 million.

Payments are made or received by PRIT each day, depending on the daily fluctuations in the value of the underlying security and are recorded as unrealized gains or losses. When the contracts are closed, the PRIT Fund recognizes a realized gain or loss.

Swaps – PRIT

PRIT has entered into swap agreements to gain exposure to certain markets and actively hedge other exposures to market and credit risk. The swap contracts are reported at fair value, which represents their estimated liquidation values (costs). PRIT either receives cash from the swap counterparties or pays the swap counterparties monthly depending on whether the fixed-rate interest is lower or higher than the variable-rate interest. Changes in fair value are included as part of investment income.

As of June 30, 2013, PRIT had contracts in effect with an aggregated notional amount of approximately \$1.159 billion to various investment banks that had maturity dates from FY14 to FY46. The contracts have an aggregate fair value gain of approximately \$20 million. PRIT values these contracts using standard methods and techniques including the discounted cash flow analysis and option pricing models.

PRITs counterparty exposure was with various major investment companies with ratings ranging from AA- to A- and various other banks with other ratings. Open swap contracts as of June 30, 2013 were as follows (amounts in thousands):

Counterparty	Credit Ratings	Interest Rate Swaps		Credit Default Swaps	
		Gross Notional	Fair Value	Gross Notional	Fair Value
Goldman Sachs International	A	\$ -	\$ -	\$ 17,300	\$ (247)
Chicago Mercantile Exchange Inc.	AA-	362,939	12,003	84,761	(714)
Deutsche Bank Securities Inc.	A	26,344	959	23,260	128
HSBC Securities Inc.	A+	2,457	(74)	32,050	(346)
Barclays Global Investors	A-	14,468	(38)	10,800	122
Morgan Stanley Capital	A-	4,936	(38)	15,700	77
U.S. Bank National Association	AA-	500,000	7,856	-	-
UBS Financial Services, Inc.	A	-	-	27,199	(133)
All others	Various	1,680	256	34,641	201
Totals		\$ 912,824	\$ 20,924	\$ 245,711	\$ (912)

B. DISCRETELY PRESENTED COMPONENT UNIT INVESTMENTS

Component units invest in derivative transactions. Detailed information on those transactions is found in the notes to the basic financial statements for those component units.

3. RECEIVABLES

Taxes, federal reimbursements, loans and other receivables are presented in the statement of net position, exclusive of amounts due from cities and towns and component units as follows (amounts in thousands):

Primary Government	Taxes Receivable	Federal Grants and Reimbursements	Loans	Other Receivables	Total
Governmental activities:					
Gross receivables	\$ 5,865,685	\$ 1,743,922	\$ 115,706	\$ 1,900,988	\$ 9,626,301
Less: allowance for uncollectibles	(2,187,900)	(7,442)	-	(1,358,046)	(3,553,388)
Receivables, net of allowance for uncollectibles	3,677,785	1,736,480	115,706	542,942	6,072,913
Less: current portion	(2,698,780)	(1,680,069)	(7,378)	(410,986)	(4,797,213)
Noncurrent receivables	\$ 979,005	\$ 56,411	\$ 108,328	\$ 131,956	\$ 1,275,700
Business-Type activities:					
Gross receivables	\$ -	\$ 92,374	\$ 59,281	\$ 942,393	\$ 1,094,048
Less: allowance for uncollectibles	-	(2,989)	(1,253)	(276,617)	(280,859)
Receivables, net of allowance for uncollectibles	-	89,385	58,028	665,776	813,189
Less: current portion	-	(89,385)	(45,547)	(626,142)	(761,074)
Noncurrent receivables	\$ -	\$ -	\$ 12,481	\$ 39,634	\$ 52,115

4. INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS BETWEEN FUNDS

The purposes of interfund receivables, payables and transfers between funds vary by legislative authority. Transfers include the following: intergovernmental services, fringe benefit cost assessments, the year-end Stabilization Fund transfer, certain license fees collected by the registry of motor vehicles that fund various highway project initiatives, fund closure transfers, transfers from the Stabilization Fund to fund current operations and various other transfers for operations, largely for Institutions of Higher Education. Activity between funds reflected as due to/from primary government in the various statements is summarized as follows (amounts in thousands):

	General	Lotteries	Federal Grants	Other Governmental Funds	Total
Governmental funds:					
<u>Transfers in:</u>					
Debt service.....	\$ -	\$ -	\$ -	\$ 2,351,074	\$ 2,351,074
Transfers in.....	1,701,453	-	-	1,823,887	3,525,340
Subtotal.....	1,701,453	-	-	4,174,961	5,876,414
<u>Transfers out:</u>					
Appropriations.....	(980,260)	-	-	(2,652)	(982,912)
Transfer of bond proceeds.....	-	-	-	(253,363)	(253,363)
Debt service.....	(1,101,571)	-	-	(1,249,503)	(2,351,074)
Transfers out.....	(1,281,249)	(1,050,215)	(94,458)	(959,204)	(3,385,126)
Subtotal.....	(3,363,080)	(1,050,215)	(94,458)	(2,464,722)	(6,972,475)
Total governmental funds.....	(1,661,627)	(1,050,215)	(94,458)	1,710,239	(1,096,061)
Proprietary funds:					
	University of Massachusetts	State Universities	Community Colleges		Total
<u>Transfers in:</u>					
Transfers in from the General Fund and other governmental funds.....	\$ 665,603	\$ 271,894	\$ 298,777		\$ 1,236,274
<u>Transfers out:</u>					
Transfers out to the General Fund.....	(86,890)	(26,836)	(26,487)		(140,213)
Total proprietary funds.....	\$ 578,713	\$ 245,058	\$ 272,290		1,096,061
Net transfers in / (out) between funds....					\$ -

Due to/from component units on the Statement of Net Position reflects a timing difference for a payment of approximately \$46 million at year end.

Remaining receivables and payables between funds as of June 30, 2013 largely occur due to the timing of accruals and the funding of escrows. The University also reported unremitted benefits costs as of June 30, 2013. The amount due to the General Fund largely represents deficits funded by the General Fund. The following is a summary of receivables and payables between funds remaining as of June 30, 2013 (amounts in thousands):

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
Governmental Funds:		
General	Federal Grants.....	\$ 8,191
	Nonmajor Governmental Funds.....	572,861
Non-major Governmental Funds	Nonmajor Governmental Funds.....	71,351
Total Governmental Funds.....		652,403
Governmental Funds: Proprietary Funds:		
General	University of Massachusetts.....	10,655
Total amounts due.....		\$ 663,058

5. CAPITAL ASSETS

Capital asset activities for the fiscal year ended June 30, 2013 were as follows (amounts in thousands):

<i>Primary Government Governmental Activities</i>	July 1, 2012 Beginning Balance*	Increases	Decreases and Reclassifications	June 30, 2013 Ending Balance
Capital assets not being depreciated:				
Land.....	\$ 801,836	\$ 24,347	\$ (4,107)	\$ 822,076
Construction in process.....	533,963	247,282	(131,533)	649,712
Total capital assets not being depreciated.....	<u>1,335,799</u>	<u>271,629</u>	<u>(135,640)</u>	<u>1,471,788</u>
Capital assets being depreciated:				
Buildings.....	5,358,301	100,003	(48,054)	5,410,250
Machinery and equipment.....	999,262	52,090	(22,683)	1,028,669
Infrastructure non - central artery/tunnel project.....	308,432	24,572	-	333,004
Total capital assets being depreciated.....	<u>6,665,995</u>	<u>176,665</u>	<u>(70,737)</u>	<u>6,771,923</u>
Less, accumulated depreciation:				
Buildings.....	(2,802,277)	(104,446)	43,355	(2,863,368)
Machinery and equipment.....	(720,255)	(85,827)	18,495	(787,587)
Infrastructure non - central artery/tunnel project.....	(219,393)	(7,292)	-	(226,685)
Total accumulated depreciation.....	<u>(3,741,925)</u>	<u>(197,565)</u>	<u>61,850</u>	<u>(3,877,640)</u>
Total capital assets being depreciated, net.....	<u>2,924,070</u>	<u>(20,900)</u>	<u>(8,887)</u>	<u>2,894,283</u>
Governmental activity capital assets, net.....	<u>4,259,869</u>	<u>250,729</u>	<u>(144,527)</u>	<u>4,366,071</u>
<i>Business - Type Activities</i>				
Capital assets not being depreciated:				
Land.....	91,287	22,029	(123)	113,193
Construction in process.....	1,182,522	1,013,233	(887,642)	1,308,113
Historical treasures.....	1,453	460	(565)	1,348
Total capital assets not being depreciated.....	<u>1,275,262</u>	<u>1,035,722</u>	<u>(888,330)</u>	<u>1,422,654</u>
Capital assets being depreciated:				
Buildings.....	5,686,574	1,410,759	(490,115)	6,607,218
Machinery and equipment.....	995,563	50,892	(52,718)	993,737
Library collections, not including historical treasures.....	122,173	529	(8,964)	113,738
Total capital assets being depreciated.....	<u>6,804,310</u>	<u>1,462,180</u>	<u>(551,797)</u>	<u>7,714,693</u>
Less, accumulated depreciation:				
Buildings.....	(3,039,555)	(216,935)	35,338	(3,221,152)
Machinery and equipment.....	(185,594)	(56,871)	2,007	(240,458)
Library collections, not including historical treasures.....	(16,678)	(320)	59	(16,939)
Total accumulated depreciation.....	<u>(3,241,827)</u>	<u>(274,126)</u>	<u>37,404</u>	<u>(3,478,549)</u>
Total capital assets being depreciated, net.....	<u>3,562,483</u>	<u>1,188,054</u>	<u>(514,393)</u>	<u>4,236,144</u>
Business - type activity capital assets, net.....	<u>4,837,745</u>	<u>2,223,776</u>	<u>(1,402,723)</u>	<u>5,658,798</u>
Total Primary Government capital assets, net.....	<u>\$ 9,097,614</u>	<u>\$ 2,474,505</u>	<u>\$ (1,547,250)</u>	<u>\$ 10,024,869</u>

*As restated and are more fully described in footnote #1

Depreciation expense was charged to the various functions of governmental and business-type activities as follows (amounts in thousands):

<u>Function:</u>	<u>Amount</u>
General government.....	\$ 54,336
Judiciary.....	32,800
Health and human services.....	48,153
Early elementary and secondary education.....	1,422
Public safety and homeland security.....	56,431
Housing and economic development.....	48
Labor and workforce development.....	4,375
Total depreciation, governmental activities.....	<u>\$ 197,565</u>
University of Massachusetts.....	\$ 182,252
State universities.....	64,050
Community colleges.....	27,824
Total depreciation, business-type activities.....	<u>\$ 274,126</u>

6. SHORT-TERM FINANCING AND CREDIT AGREEMENTS

Massachusetts General Laws authorize the Treasurer to issue temporary notes in anticipation of revenue or bond financing. Short-term borrowing may be issued as fixed rate notes, floating rate notes or through a commercial paper program supported by bank liquidity facilities maintained by the Commonwealth. Per the State Constitution, revenue anticipation notes (RANs) issued for cash flow purposes are required to be paid within the same fiscal year. Temporary financings for capital needs, such as bond anticipation notes may be outstanding for up to five years, per statute.

A. GENERAL FUND

The balance of revenue anticipation notes (RANs) and commercial paper outstanding may fluctuate during a fiscal year, but all short-term borrowing for cash flow purposes must be reduced to zero by June 30. During FY13, the Commonwealth issued no commercial paper. In terms of short-term borrowing for cash flow purposes, the Commonwealth borrowed \$1.2 billion by selling RANs in October 2012. All of the \$1.2 billion in RANs were retired in April and May of 2013.

The following schedule details short-term financing for all funds for the fiscal year (amounts in thousands):

	Beginning Balance July 1, 2012	Issued / Drawn	Redeemed / Repaid	Ending Balance June 30, 2013
General Fund:				
Revenue anticipation notes.....	\$ -	\$ 1,200,000	\$ (1,200,000)	\$ -

B. CREDIT FACILITIES

During FY13, the Commonwealth maintained credit facilities to provide liquidity support for commercial paper notes totaling \$400 million. The Commonwealth started FY13 with a total of two credit facilities to provide such liquidity support, each in the amount of \$200 million. These facilities expire in periods at various times in FY14 and FY15. In addition, to credit facilities for commercial paper, the Commonwealth maintained standby bond purchase agreements for Variable Rate (VR) Demand Bonds sold from FY97 through FY06. These VR bonds require external liquidity support because bond holders have the right to sell the bonds back to the Commonwealth at par at any time. As of June 30, 2013, these agreements totaled \$813 million.

7. LONG-TERM OBLIGATIONS

Section 1 of Article 62 of the Massachusetts Constitution empowers the State Legislature to borrow money on the credit of the Commonwealth for various public purposes. Under the state Constitution, the Commonwealth may pledge its credit to borrow money only by a vote of two-thirds of each house of the Legislature. Borrowed funds may be used for defense of the state or of the United States, and in anticipation of receipts from taxes or other sources, “any such loan to be paid out of the revenue of the year in which the loan is made”. The Legislature may not in any manner allow the Commonwealth’s credit to be given or loaned to or in aid of any individual, or of any private association, or of any corporation, which is privately owned or managed. The Constitution further provides that borrowed money shall not be expended for any other purpose than that for which it was borrowed or for the reduction or discharge of the principal of the loan.

Statutorily, the authority to borrow is delegated to the Massachusetts State Treasurer & Receiver General pursuant to Chapter 29 of the Massachusetts General Laws. Section 49 of Chapter 29 of the Massachusetts General Laws is the primary statute governing the issuance of Commonwealth debt and contains a number of provisions spelling out the process for the issuance of bonds.

The issuance of bonds to fund the Commonwealth’s capital needs must be authorized by the Legislature. Pursuant to legislative authorizations to borrow, the Governor determines the amount and timing of any authorized borrowing to fund capital investments. At the request of the Governor, the State Treasurer & Receiver General borrows by issuing bonds to the public. The Governor approves the use of the bond proceeds by agencies to pay for authorized and budgeted capital projects.

Massachusetts General Law provides for the allocation of bond proceeds to bond authorizations and capital spending in arrears (as needed), as expenditures are made, or at the time of issuance of the bonds. In general, bond proceeds are primarily allocated to capital spending that has already occurred. When allocating in arrears, the allocation of segregated bond proceeds is a reimbursement to the General Fund.

Bond proceeds that are awaiting allocation are typically invested by the State Treasurer in the Commonwealth’s primary investment vehicle, the Massachusetts Municipal Depository Trust (MMDT), which is structured similarly to an SEC – registered money market fund (for more information please see the notes on the Commonwealth’s short-term investments). Bond proceeds are segregated from other funds until they are allocated to capital expenditures, a process that requires review by the Commonwealth’s bond counsel.

The Commonwealth has waived its sovereign immunity and consented to be sued on contractual obligations, including bonds and notes issued by it and all claims with respect hereto. However, the property of the Commonwealth is not subject to attachment or levy to pay a judgment, and the satisfaction of any judgment generally requires legislative appropriation. Enforcement of a claim for the payment of principal or interest on bonds and notes of the Commonwealth may also be subject to the provisions of federal or Commonwealth statutes, if any, enacted to extend the time for payment or impose other constraints upon enforcement. The Commonwealth cannot file for bankruptcy under the United States Bankruptcy code.

As of June 30, 2013, the Commonwealth had issued two types of long-term debt obligations: general obligation bonds and special obligation bonds. General obligation bonds, which account for the large majority of outstanding Commonwealth bonds, are backed by the full faith and credit of the Commonwealth. Special obligation bonds, however, are bonds secured by all or a portion of a specific revenue source that are pledged to bondholders and are not general obligations of the Commonwealth. For these types of securities, bondholders rely on pledged revenue only for repayment of principal and interest.

The following is a summary of the Commonwealth’s outstanding debt, exclusive of capital leases, (amounts in thousands):

<u>Type of Bond</u>	<u>Amount Outstanding</u>
General obligation bonds, net proceeds	\$ 19,573,718
Special obligation bonds (including GANs), net proceeds	<u>2,427,975</u>
Outstanding Commonwealth bonds, net proceeds	22,001,693
MSBA bonds, net proceeds	<u>5,697,598</u>
Total governmental activities, net proceeds	27,699,291
Less:	
Unamortized premiums and bond issuance costs on general obligation bonds	(433,479)
Unamortized premiums and bond issuance costs on special obligation bonds	(55,175)
Unamortized premiums on MSBA bonds	<u>(502,438)</u>
Total governmental activities, principal	\$ 26,708,199

The general obligation (GO) bonds listed in the table above include outstanding tax-exempt bonds, taxable bonds including Build America Bonds, College Opportunity Bonds, and debt assumed from former counties. The special obligation (SO) bonds listed above include outstanding tax-exempt and taxable bonds (including Build America Bonds and Recovery Zone Economic Development Bonds) secured by indentures that legally define the specific revenues pledged to bondholders, as defined in the trust agreement. This includes outstanding bonds or notes secured by Federal Highway funds to be received by the Commonwealth, certain portions of the Commonwealth’s motor fuel excise taxes and Registry of Motor Vehicle fees and dedicated taxes and fees levied in certain geographic areas of the state to support the Commonwealth’s convention center facilities. As of June 30, 2013, there were five different special obligation bond programs with bonds outstanding. It should be noted that two of the five bond programs have closed liens, meaning, no additional new-money bonds will be issued under those specific special obligation bond indentures.

The following is a table of GO bonds principal outstanding as of June 30, 2013, (amounts in thousands):

<u>General Obligation Bonds</u>	<u>Principal Outstanding</u>	<u>Percent of Total GO</u>
Fixed rate bonds	\$ 15,388,399	80.4%
Variable rate bonds	<u>3,751,840</u>	<u>19.6%</u>
Total	<u>\$ 19,140,239</u>	<u>100.0%</u>

The following is a table of the different types of outstanding variable rate GO bonds, (amounts in thousands):

<u>Variable Rate GO Bonds</u>	<u>Principal Outstanding</u>	<u>Percent of Total GO</u>
Direct purchase bonds	\$ 445,875	2.4%
Variable rate demand bonds	812,320	4.3%
Auction rate securities	401,500	2.1%
CPI-index bonds	168,765	0.9%
LIBOR index bonds	845,795	4.4%
SIFMA index bonds	<u>1,077,585</u>	5.6%
Total	<u>\$ 3,751,840</u>	

The following is a table of hedged and unhedged variable rate GO bonds, (amounts in thousands):

	<u>Principal Outstanding</u>	<u>Percent of Total Variable Rate GO Bonds</u>
Hedged variable rate GO bonds.....	\$ 2,898,840	77.3%
Unhedged variable rate GO bonds..	<u>853,000</u>	<u>22.7%</u>
Total variable rate GO bonds.....	<u>\$ 3,751,840</u>	<u>100.0%</u>

The following is a table of SO bond principal, by rate structure, outstanding as of June 30, 2013, (amounts in thousands):

<u>Special Obligation Bonds</u>	<u>Principal Outstanding</u>	<u>Percent of Total SO</u>
Fixed rate bonds.....	\$ 2,189,720	92.3%
Variable rate bonds.....	<u>183,080</u>	<u>7.7%</u>
Total.....	<u>\$ 2,372,800</u>	<u>100.0%</u>

The following is a table of the different types of outstanding SO bonds (amounts in thousands):

<u>Special Obligation Bonds</u>	<u>Amount Outstanding</u>
Special obligation dedicated tax revenue bonds, net proceeds:	
Fixed rate convention center bonds.....	\$ 557,125
CPI variable rate convention center bonds.....	<u>86,590</u>
Total convention center bonds, net proceeds.....	643,715
Special obligation revenue bonds, net proceeds:	
Fixed rate gas tax bonds.....	204,119
CPI variable rate gas tax bonds.....	<u>96,490</u>
Total gas tax bonds, net proceeds.....	300,609
Special obligation revenue bonds, net proceeds:	
Accelerated bridge program.....	1,028,950
Special obligation federal highway grant anticipation notes and accelerated bridge program.....	<u>454,701</u>
Total special obligation bonds, net proceeds.....	2,427,975
Less: unamortized premiums and bond issuance costs, net.....	<u>(55,175)</u>
Outstanding special obligation principal.....	<u>\$ 2,372,800</u>

A. GENERAL OBLIGATION BONDS

General obligation bonds are authorized and issued primarily to provide funds for the Commonwealth's five-year capital improvement program (CIP), including capital infrastructure projects throughout the state as well as Commonwealth-supported local government capital improvements. The five-year plan is developed by the Executive Office for Administration and Finance (A&F) and updated annually. The CIP is primarily funded through the issuance of bonds that are sold by the State Treasurer and Receiver General. The Commonwealth borrows from the capital markets by selling GO bonds and notes pursuant to Chapter 29 of the Massachusetts General Laws. GO bonds are backed by the full faith and credit of the Commonwealth and are paid mainly from the Governmental Funds, to which debt service principal and interest payments are appropriated in the state's operating budget.

In addition to GO bonds issued to fund the state's capital needs, certain bonds are approved by the Legislature to be issued for specific programs. These bonds, known as College Opportunity Bonds, are issued pursuant to statute directly to the Massachusetts Educational Financing Authority for its pre-paid tuition program called the "U.Plan". As of June 30, 2013, the Commonwealth had approximately \$139 million in "U. Plan" bonds (at accreted value) outstanding. Pursuant to statute, all of the outstanding bonds are variable rate bonds. Interest on the bonds is based on the percentage change in the consumer price index plus 2.0% together with current interest at the rate of 0.5%.

In terms of bond structure, the large majority of GO bonds have been sold as fixed rate obligations. As of June 30, 2013, approximately 80.4% of the Commonwealth's outstanding GO debt is in the form of fixed-rate bonds. The remaining 19.6% of outstanding GO debt is in the form of variable rate bonds – bonds whose rate of interest fluctuate based on market or market index changes. The outstanding GO variable rate debt consists of several different variable rate structures. For example, most of the Commonwealth's outstanding variable rate debt is in the form of variable rate demand bonds or "VRDBs", which are long-term bonds whose interest rates re-set daily or weekly through an active remarketing process. Because these bonds provide bondholders with a "put" or tender feature enabling the bonds to be sold back to the Commonwealth at par at any time, they are supported by standby liquidity facilities provided by third-party commercial banks which require the applicable bank to purchase any bonds that are tendered by investors and not successfully remarketed. As of June 30, 2013, the Commonwealth had approximately \$812 million in outstanding VRDBs. This accounts for approximately 4.3% of total GO debt and approximately 21.7% of total GO variable-rate debt. All of these bonds are uninsured. As of June 30, 2013, none of the Commonwealth's outstanding VRDBs have been subject to failed remarketing and "put" back to the Commonwealth; consequently, there have not been any draws on any of the outstanding bank liquidity facilities.

The Commonwealth has also issued GO variable-rate debt in the form of auction-rate securities. Like VRDBs, these are long-term bonds whose interest rates are re-set at pre-determined, short-term intervals. Unlike VRDBs, these bonds do not provide bondholders with a "put" feature and therefore do not require a supporting credit facility from a commercial bank. The Commonwealth's outstanding auction-rate securities have long-term nominal maturities of over 20 years with interest rates re-set every seven days. A periodic "Dutch auction" process is designed to provide a mechanism of liquidity to bondholders, with bonds re-priced and traded in auctions managed by broker-dealers. Beginning in February 2008, however, and continuing through FY13, all of the Commonwealth's outstanding auction rate securities experienced auction failure on the days interest rates were to re-set, meaning there were insufficient bids from new investors to purchase the securities being offered for sale by existing bondholders. Upon auction failure, the interest rate paid to existing bondholders is the failure rate as specified in the bond documents. For the series of Commonwealth bonds whose auctions have experienced failed auctions (approximately \$401.5 million in total outstanding debt obligations, including Commonwealth of Massachusetts GO Bonds, Series 2000D, 2000E, 2000F, and 2000G), the failure rate is based on a multiple of the 7-day non-financial commercial paper rate as published by the Federal Reserve, with a maximum failure rate of 12%. The failed auctions have resulted in actual interest costs to the Commonwealth that were consistently below budgeted debt service levels of 5%.

A portion of the Commonwealth's outstanding bonds have been directly purchased by banks (or "direct purchase bonds"). These variable rate, direct purchase bonds bear interest at an index rate and are payable on the first business day of each month until maturity. As of June 30, 2013, the Commonwealth had \$446 million direct purchase bonds outstanding. All of these bonds are general obligations of the Commonwealth. This includes \$200 million of the Commonwealth's Consolidated Loan of 2006 (Variable Rate Demand Bonds), Series B. Those bonds were tendered by the Commonwealth in FY2013, converted to direct purchase bonds from variable rate demand bonds, and purchased by JP Morgan Chase Bank and TD Bank, NA. The final portion of outstanding direct purchase bonds were purchased from the Commonwealth by Royal Bank of Canada in FY2012. All of the bonds are subject to bondholder agreements.

The remaining outstanding GO variable-rate debt pays interest to bondholders based on certain indices. For example, as of June 30, 2013, the Commonwealth had approximately \$169 million of bonds that pay interest based on the consumer price index (CPI); \$846 million of bonds that pay interest based on the three-month London Interbank Offered Rate (LIBOR); and \$1.078 billion of bonds that pay interest based on the Securities Industry and Financial Markets Association (SIFMA) Index. These bonds make up approximately 1%, 4.4% and 5.6% of total outstanding general obligation indebtedness, respectively.

To fund the FY13 capital budget, the Commonwealth borrowed by issuing \$1.701 billion in long-term GO bonds, \$1.470 billion of which was for new-money needs, with the remainder for refunding already existing debt in one current fiscal year refunding transaction. The present value savings of this refunding transaction is immaterial to these financial statements.

MSBA Debt

As of June 30, 2013, the MSBA had outstanding approximately \$5.698 billion of Dedicated Sales Tax bonds, including approximately \$502 million of unamortized premiums for the purpose of funding school construction and renovation projects. Coupons on the bonds range from approximately 2.0% to 5.715% and each series is payable semiannually with the latest maturity occurring in FY42. A portion of the interest on the Dedicated Sales Tax Bonds is reimbursed by the federal government. Of the \$5.2 billion of debt outstanding as of June 30, 2013, \$450 million in taxable Build America Bonds for which the MSBA is eligible to receive a 35% interest subsidy directly from the United States Treasury. In addition, \$293 million of the Subordinated Dedicated Sales Tax Bonds were issued as “Qualified School Construction Bonds” for which the MSBA is eligible to receive a 100% interest subsidy payment directly from the United States Treasury. During FY13, the federal government implemented automatic budget cuts imposed through sequestration required pursuant to the Budget Control Act of 2011. Subsidy payments received from March 1, 2013 through September 30, 2013 were reduced by 8.7% (5.1% on an annualized basis) due to sequestration. This reduction was approximately \$662 thousand on the 2010 Series A Bonds and 2011 Series A Bonds in FY13. On September 30, 2013, the IRS published a notice indicating that subsidy payments processed on or after October 1, 2013 and on or before September 30, 2014 will be reduced by the FY14 sequestration rate of 7.2 percent. The notice states that the sequestration reduction rate will be applied unless and until a law is enacted that cancels or otherwise modifies the sequester.

B. SPECIAL OBLIGATION BONDS*Commonwealth Transportation Fund (CTF)*

The largest amount of special obligation bonds outstanding (by par) are bonds secured by certain revenues of the Commonwealth Transportation Fund. The Commonwealth previously issued special obligation bonds under the Accelerated Bridge Program (ABP). These bonds mature from FY14 to FY41 and are secured by a senior lien on 14.1085 cents of the total 21 cents per gallon gasoline tax, the full 21 cents per gallon of special fuels taxes (comprised primarily of taxes on diesel fuel), the full 19.1% of the average price per gallon tax on liquefied natural gas and all Registry Of Motor Vehicle fees deposited into the CTF. These bonds also have a subordinate lien on 6.86 cents of the 21 cent per gallon gasoline tax not included in the senior lien. As of June 30, 2013, approximately \$989 million in principal was outstanding on the ABP bonds and approximately \$693 million of interest (net of the federal subsidy) was expected to be paid through maturity.

Motor Fuels Tax Bonds

Other special obligation bonds for highway construction purposes are secured by a pledge of 6.86 cents of the 21 cent per gallon gasoline tax, with no new issues during FY13. As of June 30, 2013, bonds secured by these pledged funds totaled approximately \$296 million of principal and approximately \$74 million in interest. These bonds mature from FY14 to FY23 and were issued in various series. Principal and interest paid during FY13 amounted to approximately \$42 million and \$18 million, respectively.

Convention Center Fund

Chapter 152 of the Acts of 1997, as amended, authorizes \$694 million of special obligation bonds to be issued for the purposes of building a new convention center in Boston (\$609 million), the Springfield Civic Center (\$66 million) and the Worcester Convention Center (\$19 million). The bonds are payable from monies credited to the Convention Center Fund created by such legislation, which include certain hotel tax receipts from hotels in Boston, Cambridge, Springfield and Worcester, a surcharge on car rentals in Boston, a parking surcharge at all three facilities, a surcharge on sightseeing tours and cruises in Boston and sales tax receipts from certain hotels and other retail establishments in Boston, Cambridge and Springfield. The legislation requires a capital reserve fund to be maintained at a level equal to maximum annual debt service and provides that if the fund falls below its required balance, the 2.75% convention center financing fee in Boston is to be increased (though the overall hotel tax in Boston, including the fee, cannot exceed 14%). As of June 30, 2013, taxes within the Convention Center districts support approximately \$639 million of outstanding principal and approximately \$457 million of interest on debts related to these Convention Centers. Taxes collected in FY13 were approximately \$99 million, while debt service on the bonds was approximately \$34 million.

C. FEDERAL GRANT ANTICIPATION NOTES

All federal highway reimbursements are dedicated to funding the principal portion only of federal grant anticipation notes (GANs) issued in fiscal 1998, 1999, 2001, 2011 and refunding notes in fiscal 2003 and fiscal 2011. As of June 30, 2013, total principal remaining to be paid is approximately \$449 million. Maturities are from FY15 through FY23. Debt service paid during FY13 was approximately \$187 million.

The legislation authorizing such notes contains a statutory covenant that as long as any such GANs remain outstanding, the Commonwealth will deposit all federal highway reimbursements into the Grant Anticipation Note Trust Fund, to be released to the Commonwealth once all the debt service and reserve funding obligations of the trust agreement securing the GANs have been met. If the United States Congress reduces the aggregate amount appropriated nationwide to less than \$17.1 billion and debt service coverage with respect to the notes falls below 120%, then the legislation further pledges that an additional 10 cents per gallon of existing motor fuel tax collections will be deposited into the trust fund, to be used for debt service on the notes, subject to legislative appropriation. Principal amortization of the notes began in fiscal 2006 and will continue through fiscal 2015. Under the trust agreement securing the notes, aggregate annual debt service on GANs may not exceed \$216 million unless the rating agencies rating the notes confirm that exceeding \$216 million in annual debt service will not cause them to withdraw or reduce their credit ratings. Such notes and the interest thereon are secured solely by the pledge of federal highway construction reimbursement payments and by a contingent pledge of certain motor fuels excises. In practice, the interest on such notes has been paid from Commonwealth appropriations.

D. THE BUILD AMERICA BOND PROGRAM

As part of the federal America Recovery and Reinvestment Act (ARRA) in 2009, municipal issuers were authorized to issue taxable bonds to fund new capital expenditures and receive an interest rate subsidy from the U.S. Treasury. As part of the temporary Build America Bond (BABs) program issuers, including the Commonwealth, issued taxable bonds in calendar years 2009 and 2010 in return for a subsidy from the federal government equal to 35% to 45% of the interest costs on the bonds, depending on whether the proceeds are used for projects in economically distressed areas. Between the GO bond program and the special obligation bond programs, the Commonwealth issued a total of \$2.791 billion in Build America Bonds and Recovery Zone Economic Development Bonds in six separate financings over the two year period of the temporary program. All of the bonds were issued as "direct pay to issuer", meaning that the interest rate subsidies would be paid to the Commonwealth from the U.S. Treasury and not pledged to bondholders. As of June 30, 2013, the expected interest rate subsidy to be received through final maturity of all of the bonds issued as part of this program totaled \$912 million. The Commonwealth's repayment obligation to bondholders is based on the gross interest rate. From a budgetary perspective, the bonds' debt service is budgeted at the net-of-interest-rate subsidy rate.

Given the interest rate subsidy from the U.S. Treasury and given market conditions at the time of the Commonwealth's BABs sales, this program resulted in borrowings whose net interest costs will be significantly lower than the interest on traditional tax-exempt bonds. The BABs program expired on December 31, 2010.

E. INTEREST RATE SWAP AGREEMENTS – OBJECTIVES AND RISKS

Over the last twenty years, the Commonwealth has periodically entered into interest rate swap agreements for the sole purpose of hedging changes in the interest rates on a portion of its outstanding variable rate bonds, taking advantage of the fact that these bonds, combined with interest rate swaps, generally result in lower interest costs than fixed-rate bonds. Of the Commonwealth's variable-rate debt outstanding of approximately \$3.752 billion, approximately \$3.110 billion were hedged via floating-to-fixed interest rate swap agreements. Of this amount, \$2.927 billion are for G.O. bonds and the remainder on outstanding special obligation bonds.

Under the terms of these floating-to-fixed rate hedge agreements, counterparties to the hedge agreements are obligated to pay the Commonwealth an amount equal to or approximately equal to the variable-rate interest payment to bondholders of the related bonds or an interest payment based on a market index. In return, the Commonwealth is obligated to pay counterparties a stipulated fixed rate. The floating rate payments received by the Commonwealth from its swap counterparties are used to offset the variable rate payments paid to bondholders. Only the net difference in interest payments is actually exchanged with the swap counterparty. The net payments made or received on these hedge agreements are reported as part of interest expense on the Commonwealth's basic financial statements. In all cases, the Commonwealth remains responsible for making interest payments to the variable rate bondholders.

Objective of the Interest Rate Swap Agreements

In connection with the issuance of variable rate GO refunding bonds in 1997, 1998, 2001, 2003, 2005, 2006, and 2007, the Commonwealth entered into interest rate swap hedge agreements with certain counterparties to hedge against the volatility of the interest rates on certain bonds whose interest costs were floating and not fixed. Additional swap agreements were entered into to hedge this same volatility on certain special obligation bonds, including the Commonwealth's Series 2005 Special Obligation Tax Revenue (Gas Tax) Bonds and the Series 2004 Special Obligation Dedicated Tax Revenue (Convention Center) Bonds. In addition, a floating-to-fixed rate swap agreement was novated or transferred to the Commonwealth from the Route 3 North Transportation Improvements Association (secured by Commonwealth Contract Assistance) in November 2008 after the lease revenue bonds associated with that swap experienced remarketing failure. The swap was assigned to a portion of the Commonwealth's previously unhedged variable rate bonds that were outstanding.

The intended effect of these agreements is essentially to fix the Commonwealth's interest rate obligations with respect to its variable-rate bonds in order to hedge or mitigate the Commonwealth's exposure to changes in interest rates on these bonds. For example, during a period when interest rates rise, the Commonwealth would receive higher payments from swap counterparties that would be used to offset higher payments to bondholders of the outstanding variable rate bonds. During a period when interest rates decline, the reduction in interest payments to bondholders would offset the higher payments made to swap counterparties. But in both scenarios, the net obligation of the Commonwealth is essentially fixed through the life of the swap and bonds. This allows the Commonwealth to finance its capital budget using floating rate bonds, which, combined with interest rate hedges, are less costly than fixed-rate bonds while hedging the risk of rising interest rates on those bonds to provide long-term budgetary and cash flow certainty. As of June 30, 2013, all of the Commonwealth's interest rate swaps were floating-to-fixed rate agreements and were deemed effective hedges pursuant to GASB Statement No. 53.

Terms of the Interest Rate Swap Agreements

The variable rate bonds and their related swap agreements have final maturities ranging from 2013 to 2037. The swaps' total notional value of approximately \$3.110 billion effectively matches the par amount of the related variable-rate bonds.

Under the swap agreements, the Commonwealth pays the relevant counterparties fixed rates ranging from 3.486% to 5.250% and receives variable-rate payments equal to or approximately equal to the amount of variable rate payments the Commonwealth pays on the related variable-rate refunding bonds or a payment based on a market index. In some of the outstanding swap agreements, the Commonwealth receives an interest rate based on changes to Libor, the SIFMA index, or the CPI index. In other agreements, the floating payment received by the Commonwealth is precisely equal to the variable rate payment paid to bondholders based on an active remarketing of those bonds.

Credit Risk of the Interest Rate Swap Agreements

As of June 30, 2013, the Commonwealth is not exposed to credit risk because the swaps had a negative fair value. Should interest rates change and the fair value of the swaps become positive, the Commonwealth would be exposed to credit risk in the amount of the swap's fair value. All of the Commonwealth's counterparties are required to post collateral in certain circumstances, including credit rating downgrades. The Commonwealth is not required to post collateral in any of its existing swap agreements.

The chart below details the Commonwealth's outstanding swaps and related bond issuances (amounts in thousands except for percentages).

Associated Bond Issue	Notional Amounts Outstanding (thousands)	Effective Date	Terms		Fair value at June 30		Change in Fair Value	Final Termination Date	Counterparty	Counterparty Credit Rating Moody's/S&P/Fitch
			Fixed Rate Paid (Range)	Variable Rate Received	2013	2012				
<i>General Obligation Bonds:</i>										
Series 1997B	\$ 84,510	8/12/1997	4.659%	Cost of Funds/VRDBs	\$ (4,013)	\$ (7,941)	\$ 3,928	8/1/2015	Goldman Sachs Mit Mar Der Prod	Aa2 / AAA / NA
Series 1997B	56,340	9/1/2010	4.659%	SIFMA	(2,633)	(5,209)	2,576	8/1/2015	Sumitomo Mitsui Banking Corp	Aa3 / A+ / A-
Series 1998A	120,794	9/17/1998	4.174%	Cost of Funds/VRDBs	(7,452)	(12,125)	4,673	9/1/2016	Citi Swapco, Inc	Aa2 / AAA / NR
Series 1998A, Series 2006A, Series 2000A, & Series 2000B	181,191	11/17/2008	4.174%	60% 1-Month LIBOR + 25 basis points	(10,608)	(17,577)	6,969	9/1/2016	Deutsche Bank AG	A2 / A+ / A+
Series 2000A	106,675	8/16/2007	3.942%	SIFMA - 3 basis points	(11,693)	(15,181)	3,488	8/1/2018	Merrill Lynch Cap Svcs	Baa2 / A- / A
Series 2000A	53,575	8/16/2007	3.942%	SIFMA - 3 basis points	(5,882)	(7,636)	1,754	8/1/2018	Bear Stearns Fin Prod / JP Morgan	Aa3 / A+ / A+
Series 2001B & C	491,755	2/20/2001	4.150%	Cost of Funds/VRDBs	(71,913)	(93,759)	21,846	1/1/2021	Morgan Stanley Capital Services	Baa1 / A- / A
Series 2003B	58,765	3/12/2003	4.500%	Cost of Funds/CPI	(979)	(1,946)	967	12/1/2014	Goldman Sachs Mit Mar Der Prod	Aa2 / AAA / NA
Series 2003B	10,000	10/8/2008	4.500%	Cost of Funds/CPI	(93)	(193)	100	12/1/2013	Deutsche Bank AG	A2 / A+ / A+
Series 2006B, Series 2000D	294,000	4/2/2009	4.515%	67% 3-Month LIBOR	(81,725)	(113,553)	31,828	6/15/2033	Barclays Bank PLC	A2 / A+ / A
Series 2006C	100,000	1/1/2007	3.73%-3.85%	Cost of Funds/CPI	(4,813)	(4,596)	(217)	11/1/2020	Citibank N.A.	A3 / A / A
Series 2007A	400,000	10/8/2008	4.420%	Cost of Funds/FRN	(41,967)	(58,805)	16,838	5/1/2037	Barclays Bank PLC	A2 / A+ / A
Series 2007A (refunding)	414,130	10/8/2008	3.936 - 4.083%	Cost of Funds/FRN	(66,641)	(95,773)	29,132	11/1/2025	Bank of NY Mellon	Aa1 / AA- / AA-
Series 2007A (refunding)	31,665	10/8/2008	3.936%	Cost of Funds/FRN	(4,575)	(6,250)	1,675	11/1/2020	Deutsche Bank AG	A2 / A+ / A+
Series 2010A, 2011A, 2012A(refunding) & 2013A	523,745	3/15/2005	3.486% - 4.004%	SIFMA	(78,161)	(113,203)	35,042	2/1/2028	Citibank N.A.	A3 / A / A
Subtotal	2,927,145				(393,148)	(553,747)	160,599			
<i>Special Obligation Dedicated Tax Revenue Bonds</i>										
Series 2004 (Convention Ctr)	28,863	6/29/2004	4.45% - 5.25%	Cost of Funds/CPI	(1,861)	(1,895)	34	1/1/2018	Goldman Sachs Cap Markets	A2 / A- / A
Series 2004 (Convention Ctr)	28,863	6/29/2004	4.45% - 5.25%	Cost of Funds/CPI	(1,861)	(1,938)	77	1/1/2018	JPMorgan Chase Bank	Aa3 / A+ / A+
Series 2004 (Convention Ctr)	28,864	6/29/2004	4.45% - 5.25%	Cost of Funds/CPI	(1,861)	(1,897)	36	1/1/2018	JPMorgan Chase Bank	A2 / A / A+
Series 2005A (Gas Tax)	96,490	1/12/2005	4.771% - 5.059%	Cost of Funds/CPI	(5,993)	(4,810)	(1,183)	6/1/2022	Merrill Lynch Cap Serv	Baa2 / A- / A
Subtotal	183,080				(11,576)	(10,540)	(1,036)			
Total	\$ 3,110,225				\$(404,724)	\$(564,287)	\$ 159,563			

Fair value of the Interest Rate Swap Agreements

The aggregate fair value balance of interest rate swaps at June 30, 2013 is negative \$405 million and is reflected on the statement of net position as a liability for derivative instruments which is offset by deferred outflows from derivative instruments. The fair values of the interest rate swaps are estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps. Because all of the interest rate swaps were deemed effective hedges, changes in fair value of the interest rate swaps during the fiscal year ended June 30, 2013 were recognized as deferred outflows resulting in no impact on the Statement of Activities.

If all the Commonwealth's swap agreements had been terminated as of the end of FY13, the Commonwealth would have been required to make a payment of this magnitude. Although the Commonwealth has the option of terminating its swap agreements at any time (and either make or receive any termination payment due), the Commonwealth's counterparties do not have such an option. Therefore, the Commonwealth would only have to make a payment of the amount estimated above if certain termination events occurred, as described herein. Based on the terms and provisions of the swap agreements and the Commonwealth's current bond ratings, an involuntary termination of the swap agreements due to an event of the Commonwealth is remote. In the case of a voluntary termination due to an event of a counterparty, the Commonwealth would likely seek to maintain the existing hedge by replacing that counterparty with another.

Basis and Market-Access Risk of the Interest Rate Swap Agreements

Because the terms on most of the interest rate swap hedge agreements require the Commonwealth's counterparties to make variable rate payments equal or approximately equal to those the Commonwealth makes on the related variable rate bonds, the Commonwealth is not subject to significant basis risk as a result of the terms of these agreements. Under certain circumstances, such as a downgrade of the credit rating of the bonds being hedged or the enactment of tax-related legislation which causes the related bonds to trade differently, certain of the swap agreements provide that the Commonwealth's counterparties, may, at their option, pay a variable rate that is based on one or more market indices such as LIBOR or the SIFMA swap index. Under these circumstances, the Commonwealth would be subject to basis risk if these indices varied from the basis for the variable rates that were paid to bondholders that were determined for the Commonwealth's variable-rate demand bonds through the associated remarketing process. For certain other interest rate swap agreements, the variable rate on the swap is based on a market index that differs from the variable rate on the hedged bonds, which is generally remarketed or auction rate. The Commonwealth is subject to basis risk on these agreements.

A majority of the swap contracts have the same maturity dates and amortizations as the related bonds. For two of the swap agreements, the underlying bonds have maturity dates that come due before the termination date of the associated swaps. This applies to the 2006B and 2000D bonds being hedged by the \$294 million hedge agreement with Barclays and the 2010A bonds being hedged by the \$524 million swap with Citibank NA. The Commonwealth's stated debt plan is to extend the underlying variable rate bonds to match the terms and amounts of the associated swaps. If the Commonwealth is unable to extend the underlying variable rate bonds or identify other variable rate bonds the swaps may hedge, the Commonwealth would be required to make net settlement payments on the swaps without the offsetting effects of changes in variable rate bond settlement payments.

Termination Risk of the Interest Rate Swap Agreements

The swap agreements are based on the International Swap Dealers Association (ISDA) Master Agreement, which includes standard termination events, such as failure to pay and bankruptcy. The swap agreements include termination events additional to those in the standard ISDA master agreement based on credit ratings. The swap agreements are not otherwise subject to termination except at the Commonwealth's option. The swap agreements require that the Commonwealth's counterparties maintain certain ratings levels. If they fail to maintain such ratings, the Commonwealth would have the option to terminate the related swap agreement and receive or pay a termination payment depending on the interest rates at the time. Similarly, the Commonwealth is required to maintain certain credit ratings under the agreements, generally 'BBB-' or above, well above the current credit rating of 'AA+' (based on long-term ratings assigned by Standard & Poor's). If the Commonwealth's rating fell below the defined threshold levels, the Commonwealth's counterparties would have the option to terminate the related swap agreements or for certain agreements choose to make variable rate payments based on a market index (instead of the actual bond rate) which would subject the Commonwealth to basis risk, as previously described. If one or more of the swap agreements were terminated, then the related variable rate bonds would no longer be hedged and the Commonwealth would no longer be paying a synthetic fixed rate with respect to the bonds. In addition, if at the time of termination, the swap had a negative fair value, the Commonwealth would incur a loss and would be required to settle with the related counterparty or counterparties at the swaps' fair market values. However, to avoid a termination payment and to maintain the interest rate hedge, when the terminating event is an event of the counterparty, the Commonwealth would likely seek to replace counterparties to the swap agreement. Based on the terms and provisions of the swap agreements and the Commonwealth's current bond ratings, an involuntary termination of the swaps due to an event of the Commonwealth is remote.

F. OUTSTANDING SWAPPED DEBT*Security for Interest Rate Swap Agreements*

Under legislation approved by the Governor on August 11, 2008, scheduled, periodic payments to be made by the Commonwealth pursuant to swap agreements in existence on August 1, 2008 or entered into after such date shall constitute general obligations of the Commonwealth for which its full faith and credit is pledged.

Future bond interest payments are calculated using rates applicable to the scheduled payment nearest to June 30, 2013 for variable rate bonds. The net swap payments are calculated by subtracting the projected future variable rate interest payment

per the swap agreement from the projected future fixed rate payment per the swap agreement. Projected future variable rate payments on the swap agreements are based on variable rates applicable to the scheduled payment nearest to June 30, 2013. The actual amount of variable rate interest paid to bondholders and net swap payments made to counterparties are affected by changes in variable interest rates, changes in inflation (CPI), as well as changes in the London Interbank Offered Rate (LIBOR) and the Securities Industry and Financial Markets Association (SIFMA) floating rate indices. Changes in the amounts paid to bondholders versus amounts paid to counterparties are largely offsetting.

Debt service requirements to maturity for variable-rate bonds hedged by interest rate swap agreements and projected future net settlement payments on interest rate swap agreements at June 30, 2013 are provided below (amounts in thousands):

Fiscal Year Ending June 30	Variable-Rate Bonds		Interest Rate Swaps, Net	Total
	Principal	Interest		
2014.....	\$ 152,430	\$ 16,383	\$ 110,755	\$ 279,568
2015.....	240,930	14,786	102,776	358,491
2016.....	252,485	13,339	94,260	360,084
2017.....	349,585	12,445	84,732	446,762
2018.....	114,840	10,604	75,934	201,377
2019-2023.....	1,006,945	37,858	273,258	1,318,061
2024-2028.....	655,030	14,021	114,823	783,873
2029-2033.....	228,785	6,833	43,779	279,397
2034-2038.....	109,195	1,727	8,188	119,110
Total.....	<u>\$ 3,110,225</u>	<u>\$ 127,994</u>	<u>\$ 908,505</u>	<u>\$4,146,724</u>

Business - Type Activities – Swapped Debt

The University System has various swaps. At June 30, 2013, the fair value liability of the universities' outstanding interest rate swaps was \$69 million.

For financial reporting purposes, long-term debt is carried at its face value. Unamortized discounts and premiums are shown separately. For capital appreciation bonds, the outstanding amount represents total principal and accreted interest to be repaid.

Component Unit – Swapped Debt

At June 30, 2013, the majority of interest rate swaps outstanding are held by MassDOT, which in aggregate have a negative fair value of approximately \$476 million. For complete details, see separate MassDOT financial statements.

G. OUTSTANDING LONG-TERM DEBT AND CHANGES IN LONG TERM DEBT

The amount of long-term debt authorized but unissued is measured in accordance with the statutory basis of accounting.

Long-term debt principal outstanding and debt authorized and unissued at June 30, 2013 is as follows (amounts in thousands):

Purpose	Principal Outstanding	Fiscal Year Maturities	Authorized and Unissued
GANs.....	\$ 449,100	2014-2023	\$ -
Capital projects:			
General.....	8,716,611	2014-2043	8,171,229
Highway.....	10,324,183	2014-2043	5,572,328
Local aid.....	1,384,445	2014-2038	18,700
Other.....	638,700	2015-2034	-
Subtotal.....	21,063,939		13,762,257
Subtotal - governmental activities debt (exclusive of MSBA).....	21,513,039		\$ 13,762,257
MSBA debt.....	5,195,160		
Governmental activities debt.....	\$ 26,708,199		

Interest rates on the Commonwealth's outstanding debt at the end of FY13 ranged from 0.5% to 6.6%.

Changes in long-term debt outstanding (excluding discount and premium) and bonds authorized - unissued for the year ended June 30, 2013 are as follows (amounts in thousands):

	Governmental Funds		Governmental	
	Debt - Primary Government	MSBA	Funds Bonded Debt	Authorized and Unissued*
Balance July 1, 2012.....	\$ 21,433,553	\$ 5,443,265	\$ 26,876,818	\$ 13,893,469
Plus: Increases in bonds authorized.....	-	-	-	1,313,288
Less: Authorizations deauthorized.....	-	-	-	(5,054)
General and special obligation bonds:				
Proceeds, as defined as principal, premium less discount and issuance costs.....	1,742,512	2,029,920	3,772,432	(1,439,446)
Less: Net premium.....	(41,499)	(347,430)	(388,929)	-
Less: Principal on refunded bonds.....	(235,000)	(1,822,430)	(2,057,430)	-
Less: Bonds retired.....	(1,386,527)	(108,165)	(1,494,692)	-
Outstanding principal June 30, 2013.....	\$ 21,513,039	\$ 5,195,160	\$ 26,708,199	\$ 13,762,257

*includes unallocated proceeds of approximately \$73 million

Business - Type Activities – Colleges and University Debt

Building authorities related to the University of Massachusetts and the state universities have issued bonds for construction of higher education facilities and equipment. Such bonds are guaranteed by the Commonwealth in an aggregate amount not to exceed \$200 million. The bond agreements generally provide that revenues from student fees are pledged as collateral on the bonds and establish bond reserve funds, bond funds, and maintenance reserve funds. The University of Massachusetts and state universities have also entered into various loan agreements as participants in the MassDevelopment's ongoing capital asset program to finance construction projects and equipment.

At June 30, 2013, debt service requirements to maturity for principal and interest are as follows (amounts in thousands):

Fiscal Year Ended June 30	Governmental Activities					Business - Type Activities	
	Excluding MSBA Debt		MSBA Debt			Revenue Obligation	
	Principal	Interest *	Principal	Interest	Interest subsidies	Principal	Interest
2014.....	\$ 1,589,387	\$ 906,107	\$ 111,690	\$ 255,975	\$ (23,519)	\$ 111,477	\$ 164,870
2015.....	1,606,269	846,386	116,555	251,113	(24,213)	121,587	156,018
2016.....	1,490,031	784,324	115,375	244,886	(24,213)	128,218	152,335
2017.....	1,243,471	727,945	128,420	239,237	(24,213)	128,843	147,791
2018.....	1,120,519	677,402	132,665	233,026	(24,213)	134,577	139,474
2019 - 2023.....	5,253,637	2,637,280	736,570	1,062,596	(121,065)	706,104	629,784
2024 - 2028.....	3,854,509	1,548,439	919,530	869,231	(112,809)	731,844	484,250
2029 - 2033.....	2,793,546	789,675	1,277,485	571,627	(46,751)	671,534	298,209
2034 - 2038.....	1,665,770	349,392	1,257,705	282,481	(24,171)	604,169	162,181
2039 - 2043.....	895,900	91,028	399,165	36,011	(2,289)	359,603	40,927
2044 - 2048.....	-	-	-	-	-	35,849	3,185
2049 - 2053.....	-	-	-	-	-	2,627	147
Total long - term debt....	21,513,039	9,357,978	5,195,160	4,046,183	(427,456)	3,736,432	2,379,171
Less: current portion.....	(1,589,387)	(906,107)	(111,690)	(255,975)	23,519	(111,477)	(164,870)
Long - term debt.....	\$ 19,923,652	\$ 8,451,871	\$ 5,083,470	\$ 3,790,208	\$ (403,937)	\$ 3,624,955	\$ 2,214,301

*for all variable rate interest not hedged by swap agreements the budgeted interest rate is 5%

H. PRIOR DEFEASANCE

In prior years, the Commonwealth defeased certain general and special obligation bonds by purchasing securities from the proceeds of advance refunding bonds or from surplus operating funds and placing them in irrevocable trusts to provide for all future debt service payments on the defeased bonds. The trust account assets and the liabilities for the defeased bonds are not included in the financial statements. As of June 30, 2013, approximately \$2.783 billion of bonds outstanding from advance refunding activities in prior fiscal years is considered defeased.

I. STATUTORY DEBT LIMIT

The Massachusetts General Laws, as recently amended, establishes limits on the amount of direct debt outstanding. By statutorily limiting the Commonwealth's ability to issue direct debt, this limit provides a control on annual capital spending. The direct debt limit for FY13 was approximately \$17.924 billion. Outstanding debt subject to the limit at June 30, 2013 was approximately \$17.073 billion.

For purposes of determining compliance with the limit, outstanding direct debt is defined by statute, as amended on June 10, 2013 (effective January 1, 2013), as principal outstanding. It excludes BANs, discount and issuance costs, if any, special obligation bonds, GANs, refunded bonds, certain refunding bonds, debt issued by counties, debt issued in conjunction with the MBTA Forward Funding, certain Central Artery/Tunnel debt and debt issued for the SMART program. The amounts excluded from the debt limit are as follows (amounts in thousands):

	<u>Principal Outstanding</u>
Statutory debt June 30, 2013.....	\$ 21,513,039
Less amounts excluded:	
Special obligation.....	(935,095)
Accelerated bridge program.....	(988,605)
GANs.....	(449,100)
MBTA forward funding.....	(207)
SMART bonds.....	(764,337)
Central artery/tunnel.....	<u>(1,303,013)</u>
Outstanding direct debt.....	<u>\$ 17,072,682</u>

J. ADMINISTRATION DEBT LIMIT

During FY09, the administration announced a policy that sets the annual borrowing limit at a level designed to keep debt service at a maximum of 8% of budgeted revenues. For this purpose, debt service includes principal and interest payments on all general obligation debt, special obligation gas tax debt, interest on federal grant anticipation notes, general obligation contract assistance payment obligations and budgetary contract assistance payment obligations on certain capital lease financings. Debt of the Massachusetts School Building Authority and of the Massachusetts Bay Transportation Authority that is supported by the portion of the sales tax legally dedicated to such entities is not included for purposes of this analysis, as the Commonwealth is not liable for such debt; similarly, the sales tax revenues legally dedicated to such entities are not included in the budgeted revenue projections.

In addition to keeping debt service at a maximum of 8% of budgeted revenues, the debt management policy limits future annual growth in the bond cap to not more than \$125 million through fiscal 2013. This additional constraint is designed to ensure that projected growth in the bond cap will be held to stable and sustainable levels.

The Administration intends to treat all debt and debt-like obligations of the Commonwealth as subject to the bond cap for purposes of developing the annual capital budget, except in limited circumstances when there is a sound policy justification for not including a particular debt issue. Debt may be excluded from the bond cap, for example, where there is a new, dedicated source of project-related revenues supporting the payment of debt service on such debt; in such cases, the dedicated revenue would also be excluded from projected budgeted revenues for purposes of determining the bond cap as described above.

The following table shows the annual bond cap, the resulting total annual debt service payment obligations and debt service as a percentage of budgeted revenues.

	<u>Fiscal 2013</u>
Bond cap as approved by the Governor.....	\$ 1,968,155
Total annual debt service obligations.....	2,321,067
Budgeted fund revenues.....	35,235,518
Debt service as % of budgeted revenues.....	6.6%

K. CHANGES IN LONG-TERM LIABILITIES

The following table summarizes changes in long-term liabilities for both governmental activities and business-type activities (amounts in thousands):

<i>Changes in Long Term Liabilities - Governmental Activities:</i>					
Description	Beginning Balance	Additions	Deletions	Ending Balance	Due Within One Year
Other long-term obligations:					
Compensated absences.....	\$ 503,974	\$ 518,309	\$ 503,974	\$ 518,309	\$ 339,943
Claims and judgments.....	40,000	9,002	36,171	12,831	12,831
Prizes payable.....	1,385,875	346,650	246,226	1,486,299	-
School construction grants payable.....	1,893,646	675,172	1,049,050	1,519,768	372,018
Retirement system pension obligations.....	1,418,894	1,833,148	1,437,033	1,815,009	-
Post employment benefit obligations.....	3,446,000	1,286,000	585,000	4,147,000	-
Environmental remediation liability.....	240,761	-	9,977	230,784	7,266
Lottery instant grand prizes.....	40,672	-	10,901	29,771	-
Workers' compensation.....	276,132	58,354	51,792	282,694	39,860
Arbitrage rebate - MSBA.....	7,595	2,427	-	10,022	-
Group insurance claims.....	92,176	1,282,661	1,278,481	96,356	94,633
Total other long-term obligations.....	9,345,725	6,011,723	5,208,605	10,148,843	866,551
Liability for derivative instruments.....	564,287	404,724	564,287	404,724	-
Bonded Debt:					
Bonds and notes payable - non MSBA.....	21,433,553	1,701,013	1,621,527	21,513,039	1,589,387
Unamortized bond and note premiums - non MSBA.....	474,130	41,499	26,975	488,654	31,423
Deferred loss on refunding.....	(37,034)	-	(6,585)	(30,449)	(6,271)
MSBA Bonds and notes payable excluding premium.....	5,443,265	1,682,490	1,930,595	5,195,160	111,690
Unamortized bond and note premiums - MSBA.....	276,670	356,742	130,974	502,438	39,824
Other financing arrangements:					
Capital leases.....	60,457	757	10,383	50,831	8,199
Total bonded debt and other financing arrangements.....	27,651,041	3,782,501	3,713,869	27,719,673	1,774,252
Long-term liabilities, governmental activities.....	\$ 37,561,053	\$ 10,198,948	\$ 9,486,761	\$ 38,273,240	\$ 2,640,803
<i>Changes in Major Long Term Liabilities - Business-Type Activities:</i>					
Description	Beginning Balance*	Additions	Deletions	Ending Balance	Due Within One Year
Other long-term obligations:					
Compensated absences.....	\$ 192,631	\$ 29,841	\$ 21,466	\$ 201,006	\$ 138,352
Environmental remediation liability.....	1,470	62	65	1,467	1,382
Total other long-term obligations.....	194,101	29,903	21,531	202,473	139,734
Liability for derivative instruments.....	108,107	-	37,497	70,610	-
Bonded Debt:					
Bonds and notes payable, including MSCBA.....	3,355,588	500,735	119,891	3,736,432	111,477
Other financing arrangements:					
Capital leases.....	23,327	3,515	7,543	19,299	6,422
Total bonded debt and other financing arrangements.....	3,378,915	504,250	127,434	3,755,731	117,899
Long-term liabilities, business - type activities.....	\$ 3,681,123	\$ 534,153	\$ 186,462	\$ 4,028,814	\$ 257,633

*as restated and more fully described in footnote 1

Governmental long-term liabilities, other than debt, are typically liquidated by using the General Fund resources.

Discretely Presented Component Units – The change in bonds and notes outstanding at June 30, 2013, net of unamortized discounts and premiums and compensated absences are as follows (amounts in thousands):

<i>Discretely Presented Component Units</i>			July 1, 2012			June 30, 2013	Due		
	<u>Interest Rates</u>	<u>Maturities</u>	Beginning Balance*	Increases	Decreases	Ending Balance	Within One Year	Long Term	
Major component units:									
MassDOT.....	0.00 - 7.00%	2014-2041	\$ 8,137,820	\$ 20,343	\$ (50,540)	\$ 8,107,623	\$ 556,235	\$ 7,551,388	
MWPAT.....	1.00 - 6.375%	2014-2043	3,715,203	242,657	(186,852)	3,771,008	215,753	3,555,255	
Nonmajor component units.....	1.00 - 6.50%	2014-2038	625,611	78,558	(63,893)	640,276	32,920	607,356	
Total bonds and notes payable.....			12,478,634	341,558	(301,285)	12,518,907	804,908	11,713,999	
Compensated absences, net.....			48,776	3,658	(2,195)	50,239	27,568	22,671	
Total long term liabilities.....			\$ 12,527,410	\$ 345,216	\$ (303,480)	\$ 12,569,146	\$ 832,476	\$ 11,736,670	

*As restated and more fully described in footnote 1

Further information on debt is found in the notes to the basic financial statements for the various component units.

8. INDIVIDUAL FUND DEFICITS

Certain funds within the Governmental Fund Type had fund deficits at June 30, 2013. None of these funds were in deficit due to finance-related contractual provisions and were allowed to be in deficit by General Law. The amounts are as follows (amounts in thousands):

Other Governmental Funds	Amount
Other Special Revenue Funds:	
Government land bank fund.....	\$ 35,033
Highway capital projects fund.....	509,286
General capital projects fund.....	425,618
Other Capital Project Funds:	
Federal highway construction program capital projects fund.....	30,664
Government land bank capital projects fund.....	414
Local aid capital projects fund.....	327
Capital improvement and investment trust fund.....	154

Some of the funds above are consolidated within supplementary information. The Commonwealth may fund these deficits with appropriations, or in the case of capital funds, proceeds from bond issuances or payments from third parties.

9. RETIREMENT AND OTHER POST EMPLOYMENT BENEFITS

A. PLAN DESCRIPTIONS

Primary Government

The Commonwealth is statutorily responsible for the pension benefits for Commonwealth employees (members of the State Employees’ Retirement System) and for teachers of the cities, towns, regional school districts throughout the Commonwealth and Quincy College (members of the Teachers’ Retirement System). The members of the retirement systems do not participate in the Social Security System.

The Massachusetts *State Employees’ Retirement System* (SERS) is a single employer defined benefit public employee retirement system (PERS), covering substantially all employees of the Commonwealth and certain employees of the

independent authorities and agencies, including the state police officers at the Massachusetts Port Authority. The former Massachusetts Turnpike Authority (MTA) employees and retirees became members of SERS upon the creation of MassDOT. Other employees who transferred to MassDOT had been, and remain, members of SERS. The assets and liabilities of the former MTA have been transferred to SERS. SERS is administered by the Massachusetts State Retirement Board and is part of the reporting entity and does not issue a stand-alone audited financial report.

The Massachusetts *Teachers' Retirement System* (MTRS) is a defined benefit PERS managed by the Commonwealth on behalf of municipal teachers and municipal teacher retirees. The Commonwealth is a non-employer contributor and is responsible for all contributions and future benefit requirements of the MTRS. The MTRS covers certified teachers in cities towns, regional school districts and Quincy College. Consequently, the Commonwealth reports the MTRS as a single employer PERS with special funding responsibilities. The MTRS is administered by the Commonwealth and is part of the reporting entity and does not issue a stand-alone audited financial report.

Certain Commonwealth employees and current retirees employed prior to the establishment of the State Employees' Retirement System are covered on a "pay-as-you-go" basis. Benefits are recorded when due and payable.

Membership – Membership in SERS and MTRS as of January 1, 2013, the date of the most recent valuation, is as follows:

	<u>SERS</u>	<u>MTRS</u>
Retirees and beneficiaries		
currently receiving benefits.....	55,383	59,019
Terminated employees entitled to		
benefits but not yet receiving them.....	<u>4,067</u>	<u>-</u>
Subtotal.....	59,450	59,019
Current members.....	<u>87,175</u>	<u>87,765</u>
Total.....	<u><u>146,625</u></u>	<u><u>146,784</u></u>

Legally Required Reserve Accounts - The balances of legally required reserves at June 30, 2013 were as follows (amounts in thousands):

	<u>SERS</u>	<u>MTRS</u>	<u>Purpose</u>
Annuity Savings Fund.....	\$ 5,462,801	\$ 5,919,540	Active members' contribution balance
Annuity Reserve Fund.....	1,460,454	2,505,338	Retired members' contribution account
Special Military Service Fund.....	48	219	Members' contribution account while on military leave
Pension Reserve Fund.....	<u>14,161,655</u>	<u>14,272,205</u>	Amounts appropriated to fund future retirement benefits
Total	<u><u>\$21,084,958</u></u>	<u><u>\$22,697,302</u></u>	

Boston teachers are members of the State Boston Retirement System (SBRS) and are not included in this membership data.

B. BENEFIT PROVISIONS

Massachusetts General Laws establish uniform benefit and contribution requirements for all contributory PERS. These requirements provide for superannuation retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. Benefit payments are based upon a member's age, length of creditable service, and group creditable service, and group classification. The authority for amending these provisions rests with the Legislature.

C. FUNDING AND CONTRIBUTIONS POLICY

Members become vested after ten years of creditable service. A superannuation retirement allowance may be received upon the completion of twenty years of service or upon reaching the age of 55 with ten years of service. Normal retirement for most employees occurs at age 65; for certain hazardous duty and public safety positions, normal retirement is at age 55.

D. OTHER FINANCING SITUATIONS

Chapter 112 of the Acts of 2010, signed on May 22, 2010, changed the methodology for the Commonwealth funding of Boston teachers in the SBRS and created a special funding situation for the Commonwealth. The cost of pension benefits of the other participants of the SBRS is the responsibility of the City of Boston. Chapter 112 clarified that the Commonwealth is responsible for all contributions and future benefit requirements for Boston Teachers that are members of the SBRS. For the fiscal year ending June 30, 2013, the Commonwealth contributed \$95 million in satisfaction of its actuarially required contribution to the SBRS. The SBRS is a cost sharing multiple employer pension system that is not administered by the Commonwealth and is not part of the reporting entity of the Commonwealth. For a complete copy of SBRS’s separately issued financial statements, please contact the City of Boston Retirement Board at 617-635-4305, or you may download this report at <http://www.cityofboston.gov/retirement/investment.asp>.

The retirement systems’ funding policies have been established by Chapter 32 of the Massachusetts General Laws. The Legislature has the authority to amend these policies. The annuity portion of the SERS and TRS retirement allowance is funded by employees, who contribute a percentage of their regular compensation. Costs of administering the plan are funded out of plan assets.

The Commonwealth is financially responsible for the cost of living adjustment (COLA) granted to participants in various retirement systems of cities, towns and counties in fiscal years 1981 to 1997. Chapter 17 of the Acts of 1997 effective for fiscal year 1998 transferred the responsibility for funding COLAs for separate (non-teacher) retirement systems of cities and towns to their respective systems. Any future COLA granted by the Legislature to employees of these plans will be the responsibility of the individual system, assuming approval by the local board. The individual employer governments are also responsible for the basic pension benefits.

The actuarial accrued liability for COLAs as of January 1, 2013 was \$244 million.

The policy for post-retirement benefit increases for all retirees of the SERS, MTRS, for those participants who serve in the City of Boston’s School Department in a teaching capacity and COLAs of local governments is subject to legislative approval.

The total contributions required for SERS and TRS are based on the entry age normal cost method using the same actuarial assumptions used to compute the net pension obligation.

A table of Pension Funding Progress and the Commonwealth’s annual pension contributions for the past six fiscal years is presented as supplemental information of this report.

Member contributions vary depending on the most recent date of membership:

Hire Date	% of Compensation
Prior to 1975.....	5% of regular compensation
1975 - 1983.....	7% of regular compensation
1984 to 6/30/1996.....	8% of regular compensation
7/1/1996 to present.....	9% of regular compensation except for State Police which is 12% of regular compensation
7/1/2001 to present.....	11% of regular compensation (for teachers hired after 7/1/01 and those accepting provisions of Chapter 114 of the Acts of 2000)
1979 to present.....	An additional 2% of regular compensation in excess of \$30,000

Schedule of Annual Required Contributions and Calculation Methodology

Chapter 32 of the General Laws directs the Secretary of Administration and Finance to prepare a funding schedule to meet actuarially determined requirements, and to update this funding schedule every three years on the basis of new actuarial valuation reports prepared under the Secretary’s direction. Any such schedule is subject to legislative approval. If a schedule

is not so approved, payments are to be made in accordance with the most recently approved schedule. Under the current schedule adopted in 2011, the amortization payments are designed to eliminate the unfunded liability by FY40 according to the following schedule: in FY14 5.0%, increasing to 6.0% in FY15 through FY17. In FY18 the unfunded actuarial liability will be amortized on a 4.0% annual increasing basis to FY40. The funding schedule as published follows an acceptable actuarial funding methodology to compute normal cost and the unfunded accrued actuarial liability.

Contributions by the Commonwealth of \$1.552 billion were made during the fiscal year ended June 30, 2013. Of this amount \$20 million represents budgeted payments for COLAs granted to participants in retirement systems of cities, towns and counties and approximately \$95 million represents payments for Boston Teachers.

GAAP requires that pension expenditures (costs) be based on the actuarially required contribution determined using an acceptable actuarial cost method and that they are not less than:

- Normal cost plus amortization of net pension obligation cost
- Interest and amortization on any unfunded prior service costs

The Commonwealth contributed approximately 79.5% of its annual required contribution in FY13.

The following table shows the detail of annual required contributions (ARC) and Commonwealth contribution, as well as pension cost contributions exclusive of cost of living adjustments (amounts in thousands):

	SERS	MTRS	Total
<u>2013</u>			
Annual required contribution.....	\$ 699,962	\$ 1,104,486	\$ 1,804,448
Interest on net pension obligation.....	23,935	74,904	98,839
Adjustment to annual required contribution.....	(16,985)	(53,154)	(70,139)
Annual pension cost.....	706,912	1,126,236	1,833,148
Less: Contributions made, excluding COLAs.....	(545,453)	(891,580)	(1,437,033)
Increase in net pension obligation.....	161,459	234,656	396,115
Net pension obligation beginning of year.....	379,597	1,039,297	1,418,894
Net pension obligation end of year.....	<u>\$ 541,056</u>	<u>\$ 1,273,953</u>	<u>\$ 1,815,009</u>
<u>2012</u>			
Annual pension cost.....	\$ 625,165	\$ 962,782	\$ 1,587,947
Percentage of annual pension cost contributed.....	83.0%	88.2%	86.2%
Net pension obligation end of year.....	\$ 379,597	\$ 1,039,297	\$ 1,418,894
<u>2011</u>			
Annual pension cost.....	\$ 476,874	\$ 790,721	\$ 1,267,595
Percentage of annual pension cost contributed.....	90.4%	108.2%	101.5%
Net pension obligation end of year.....	\$ 273,350	\$ 926,011	\$ 1,199,361

E. FUNDED STATUS AND FUNDING PROCESS

The funded status of SERS and MTRS as of January 1, 2013, the most recent actuarial valuation date, is as follows (amounts in thousands except for percentages)

	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll *	UAAL as a % of Covered Payroll *
State Employees Retirement System						
Actuarial Valuation as of January 1, 2013.	\$ 20,317,389	\$ 29,385,442	\$ 9,068,053	69.1%	\$ 5,183,195	175.0%
Teachers' Retirement System						
Actuarial Valuation as of January 1, 2013.	\$ 21,787,470	\$ 39,135,218	\$ 17,347,748	55.7%	\$ 5,783,294	300.0%

* The covered payroll amount approximates the employer payroll

The following table displays the Schedule of Net Position and the Schedule of Changes in Net Position for the SERS, the MTRS and the SRBT as of June 30, 2013, (amounts in thousands):

	Pension Trust Funds		OPEB Trust Fund	
	State Employees' PERS	Teachers' PERS	State Retiree Benefits	Total
ASSETS				
Cash and short-term investments.....	\$ 104,223	\$ 175,034	\$ 1,207	\$ 280,464
Investments at fair value:				
Short-term.....	367,148	392,635	7,992	767,775
Fixed Income.....	4,925,377	5,267,276	107,209	10,299,862
Equity.....	8,936,795	9,557,150	194,524	18,688,469
Real Estate.....	2,323,447	2,484,731	50,574	4,858,752
Timber.....	540,364	577,874	11,762	1,130,000
Private equity.....	2,511,888	2,686,253	54,675	5,252,816
Hedge funds.....	1,964,960	2,101,359	42,771	4,109,090
Total investments at fair value.....	21,569,979	23,067,278	469,507	45,106,764
Other receivables.....	265,254	354,485	5,209	624,948
Other assets.....	216,944	245,648	4,720	467,312
Total assets.....	22,156,400	23,842,445	480,643	46,479,488
LIABILITIES				
Loans and other liabilities.....	1,071,442	1,145,143	23,084	2,239,669
Net position available for post-employment benefits.....	\$ 21,084,958	\$ 22,697,302	\$ 457,559	\$ 44,239,819
ADDITIONS				
Contribution:				
Employer contributions.....	\$ 565,673	\$ 937,066	\$ 496,933	\$ 1,999,672
Employee contributions.....	529,519	642,718	-	1,172,237
Other additions.....	41,820	251,933	480	294,233
Total contributions.....	1,137,012	1,831,717	497,413	3,466,142
Net investment gain (loss):				
Investment gain (loss).....	2,530,368	2,630,660	48,398	5,209,426
Less: investment expense.....	(112,063)	(120,186)	(2,018)	(234,267)
Net investment gain (loss).....	2,418,305	2,510,474	46,380	4,975,159
Total additions.....	3,555,317	4,342,191	543,793	8,441,301
DEDUCTIONS				
Administration.....	18,613	38,820	-	57,433
Retirement benefits and refunds.....	1,847,759	2,517,231	458,979	4,823,969
Payments to State Boston Retirement System.....	-	2,462	-	2,462
Total deductions.....	1,866,372	2,558,513	458,979	4,883,864
Net increase(decrease).....	1,688,945	1,783,678	84,814	3,557,437
Net position available for post-employment benefits at beginning of year.....	19,396,013	20,913,624	372,745	40,682,382
Net position available for post-employment benefits at end of year.....	\$ 21,084,958	\$ 22,697,302	\$ 457,559	\$ 44,239,819

F. ADDITIONAL ACTUARIAL INFORMATION

The schedules of funding progress, presented as required supplementary information (RSI) following the notes to the basic financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liability (AALs) for benefits.

Additional information as of the latest actuarial valuation is as follows:

1. The annual required contribution for 2013 was determined as part of the January 1, 2013 actuarial valuation using the entry age normal cost method.
2. The actuarial assumptions included (a) 8.00% investment rate of return, (b) 3.50% interest rate credited to the annuity savings fund and (c) 3.00% cost of living increase per year.
3. Salary increases are based on analyses of past experience but range from 3.5% to 9.0% depending on group and length of service.
4. The assumptions do not include post-retirement benefit increases, which are taken into account when granted under amendments to General Laws.
5. The actuarial value of assets was determined using various techniques that smooth the effects of short-term volatility in the market value of investments, with a phased-in approach. Under this approach, 20% of the gains or losses occurring in the prior year are recognized, 40% of those occurring two years prior, etc., so that 100% of gains and losses occurring five years prior are recognized. The actuarial value of assets is adjusted if necessary in order to remain between 90% and 110% of market value.
6. Normal costs are amortized using level percentage of payroll, closed.
7. The remaining amortization period for the unfunded pension liability at January 1, 2013 was 28 years to FY40.

G. COMMONWEALTH POST EMPLOYMENT OBLIGATIONS OTHER THAN PENSIONS

In addition to providing pension benefits, under Chapter 32A of the Massachusetts General Laws the Commonwealth is required to provide certain health care and life insurance benefits for retired employees of the Commonwealth, housing authorities, redevelopment authorities and certain other governmental agencies. Substantially all of the Commonwealth's employees may become eligible for these benefits if they reach retirement age while working for the Commonwealth. Eligible retirees are required to contribute a specified percentage of the health care/benefit costs which are comparable to contributions required from employees. The Commonwealth is reimbursed for the cost of benefits to retirees of the eligible authorities and non-state agencies.

The Group Insurance Commission (GIC) of the Commonwealth manages the Commonwealth's defined benefit OPEB plan as an agent multiple employer program including the Commonwealth and 370 municipalities and other non-Commonwealth governmental entities. These entities that participate in the GIC are responsible for paying premiums at the same rate to the GIC and therefore benefit from the Commonwealth's premium rates. The GIC has representation on the Board of Trustees of the State Retiree Benefits Trust (SRBT).

At the inception of MassDOT, the employees of the former MTA became eligible to participate in the Commonwealth's OPEB plan. All other employees of MassDOT were members of the plan prior to the creation of MassDOT and remain so. The liability for MassDOT (including former MTA employees) is included in the Commonwealth's liability. The former MTA had established an irrevocable trust to fund OPEB liabilities. That trust had a balance of approximately \$68 million as of June 30, 2013. The trustees have yet to make a decision on the disposition of that Trust. No adjustment has been made in the Commonwealth OPEB valuation for these assets.

The SRBT is set up solely to pay for OPEB benefits and the cost to administer those benefits. It can only be revoked when all such health care and other non-pension benefits, current and future, have been paid or defeased. GIC administers benefit payments, while the Trustees are responsible for investment decisions. The FY13 General Appropriation Act transferred approximately \$415 million to the Trust for the purpose of benefits payments.

Funding Policy

Employer and employee contribution rates are set in General Law. The Commonwealth recognizes its share of the costs on an actuarial basis. As of June 30, 2013 and as of the valuation date (January 1, 2013), Commonwealth participants contributed 0% to 20% of premium costs, depending on the date of hire and whether the participant is active, retiree or survivor status. As part of the FY13 General Appropriation Act, all active employees pay an additional 5% of premium costs. Normal costs paid for OPEB to retirees during FY13 totaled approximately \$585 million. There are approximately 149,675 participants eligible to receive benefits at June 30, 2013.

Annual OPEB Cost and Net OPEB Obligation, Funded Status and Funding Progress

The Commonwealth is not required to contribute the actuarially determined annual required contribution (ARC) under the provisions of GASB Statement No. 45 and under Commonwealth general laws. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. For FY13, the Commonwealth’s annual OPEB contribution of approximately \$585 million for retiree benefits was less than the ARC. The Commonwealth’s annual OPEB cost, the percentage of annual OPEB cost contributed to the SRBT and the net OPEB obligation for the Commonwealth for FY13 are as follows from the valuation calculated as of January 1, 2013 (amounts in millions except percentages):

<u>2013</u>	<u>SRBT</u>
Annual required contribution (ARC).....	\$ 1,251
Interest on net OPEB obligation.....	155
Adjustment to annual required contribution.....	(120)
	<hr/>
Annual OPEB cost (AOC).....	1,286
Less: Contributions made*.....	(585)
	<hr/>
Increase in net OPEB obligation.....	701
Net OPEB obligation as reported at beginning of year.....	3,446
	<hr/>
Net OPEB obligation - end of year.....	<u>\$ 4,147</u>
<u>2012</u>	
Annual OPEB cost.....	\$ 1,313
Percentage of annual OPEB cost contributed.....	42.4%
Net OPEB obligation - end of year.....	\$ 3,446
<u>2011</u>	
Annual OPEB cost.....	\$ 1,295
Percentage of annual OPEB cost contributed.....	43.0%
Net OPEB obligation - end of year.....	\$ 2,691

*Includes approximately \$31 million in Medicare Part D Retiree Drug Subsidy Payments

The funded status of the Commonwealth’s OPEB obligation is as follows: (amounts in thousands except for percentages)

	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a % of Covered Payroll
Actuarial Valuation as of January 1, 2013...	\$ 406,700	\$ 15,784,100	\$ 15,377,400	2.6%	\$ 5,183,195	296.7%

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the SRBT and the annual required contributions of the Commonwealth are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the Commonwealth and those non-Commonwealth governments that participate in the GIC) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs on a premium basis between the Commonwealth and those non-Commonwealth governments that participate in the GIC to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The actuarial assumptions included a 4.5% investment rate of return (net of administrative expenses) and an annual healthcare cost trend rate of 7.0%, decreasing by 0.5% for five years to an ultimate rate of 5.0%.

Administrative expenses are expected to rise 5.0% per annum. The Commonwealth's unfunded actuarial accrued liability is being amortized as a level percentage of projected payroll on a closed basis for a period of thirty years, increasing at a rate of 4.5% per year, the same rate as the projected salary increases.

A schedule of funding progress for OPEB is presented as Required Supplementary Information (RSI).

The most recent OPEB actuarial valuation for the Commonwealth is available on the Comptroller's web site at <http://www.mass.gov/osc/publications-and-reports/financial-reports/opeb.html>. There is currently no separate, audited GAAP-basis postemployment benefit plan report available for the Commonwealth.

MSBA

The MSBA has a separate OPEB trust fund. The amount of assets and actuarial accrued liabilities related to MSBA's OPEB plan are not material to the Commonwealth (approximately \$2 million) and are therefore, not included in these financial statements.

10. LEASES

Primary Government

In order to finance the acquisition of equipment, the Commonwealth has entered into various lease/purchase agreements, including tax-exempt lease purchase (TELP) agreements, which are accounted for as capital leases. Included in the capital assets of the Commonwealth are additions financed by capital leases. For FY13, these additions are approximately \$757,000. Lease agreements are for various terms and contain clauses indicating that their continuation is subject to appropriation by the Legislature.

The Commonwealth has numerous operating lease agreements for real property and equipment with varying terms. These agreements contain provisions indicating that continuation is subject to appropriation by the Legislature.

The Institutions of Higher Education lease real property and equipment under numerous operating lease agreements for varying terms. The following schedule summarizes future minimum payments under non-cancelable leases for governmental activities and for the Institutions of Higher Education – reported as a business-type activity, for the fiscal year ended June 30, 2013 (amounts in thousands):

Fiscal Year Ended June 30	Governmental Activities					Business - Type Activities				
	Capital Leases		Operating Leases	MSBA Operating Leases	Governmental Activities Total	Capital Leases		Operating Leases	Business -Type Activities Total	
	Principal	Interest				Principal	Interest			
2014.....	\$ 8,199	\$ 2,245	\$ 147,727	\$ 981	\$ 159,152	\$ 6,422	\$ 706	\$ 24,355	\$ 31,483	
2015.....	7,187	1,968	118,561	579	128,295	4,290	473	22,789	27,552	
2016.....	6,058	1,659	99,547	-	107,264	1,993	357	19,567	21,917	
2017.....	4,651	1,274	81,094	-	87,019	1,571	285	16,873	18,729	
2018.....	3,174	867	68,677	-	72,718	557	250	12,154	12,961	
2019 - 2023.....	14,634	4,007	150,210	-	168,851	2,425	898	28,743	32,066	
2024 - 2028.....	6,886	1,886	58,024	-	66,796	2,041	216	1,891	4,148	
2029 - 2033.....	42	11	53,263	-	53,316	-	-	40	40	
Total lease obligations.....	50,831	13,917	777,103	1,560	843,411	19,299	3,185	126,412	148,896	
Less: current portion.....	(8,199)	(2,245)	(147,727)	(981)	(159,152)	(6,422)	(706)	(24,355)	(31,483)	
Long - term lease obligations....	\$ 42,632	\$ 11,672	\$ 629,376	\$ 579	\$ 684,259	\$ 12,877	\$ 2,479	\$ 102,057	\$ 117,413	

Capital assets acquired under capital lease (amounts in thousands):

Asset type:	Primary Government	
	Governmental Activities	Business-type Activities
Buildings.....	\$ -	\$ 14,634
Machinery and equipment.....	66,963	71,476
Total assets.....	66,963	86,110
Less: accumulated depreciation.....	(16,065)	(64,049)
Total.....	\$ 50,898	\$ 22,061

11. COMMITMENTS

A. PRIMARY GOVERNMENT

The Commonwealth continues to guarantee certain Massachusetts Bay Transportation Authority (MBTA) debt outstanding at June 30, 2013, totaling approximately \$389 million.

The MBTA's Forward Funding legislation of 1999 provides for the MBTA to issue general obligation, revenue or other debt secured by a pledge or conveyance of all or a portion of revenues, receipts or other assets or funds of the MBTA. Accordingly, all MBTA debt issued after this legislation is not backed by the full faith and credit of the Commonwealth.

Additional commitments of the Commonwealth remain for the University of Massachusetts Building Authority and the Massachusetts State College Building Authority. As of June 30, 2013, the University of Massachusetts Building Authority has approximately \$2.127 billion, of outstanding debt, of which approximately \$30 million is guaranteed by the Commonwealth. The Massachusetts State College Building Authority has approximately \$1.169 billion of outstanding debt, of which approximately \$25 million is guaranteed by the Commonwealth.

B. SALTONSTALL BUILDING

The Massachusetts Development Finance Agency (MDFA) was authorized in legislation to undertake redevelopment of the Saltonstall State Office Building (Building) and its surrounding area. Under the provisions of MDFA's bond authorization, the Building is to be leased by the MDFA for a lease term of up to 50 years with extension terms permitted for an aggregate 30 more years. The MDFA renovated the Building and leased half of it back to the Commonwealth for office space and related parking for a comparable lease term. The remainder of the Building and surrounding area has been redeveloped as private office space, housing and retail establishments. The Commonwealth is obligated for future lease payments for space it rents.

However, this obligation is not a general obligation or a pledge of credit of the Commonwealth. Though MDFA's bonds are revenue obligations, with pledges of the public and private lease payments, the Commonwealth's lease payments are due upon occupancy and are subject to annual appropriation.

C. OTHER CONSTRUCTION COMMITMENTS

At June 30, 2013, the Commonwealth had commitments of approximately \$566 million related to ongoing construction projects.

D. CONTRACTUAL ASSISTANCE TO AUTHORITIES

The Commonwealth is also authorized to pledge its credit in aid of and provide contractual support for certain independent authorities and political subdivisions within the Commonwealth. These Commonwealth liabilities are classified as: (a) general obligation contract assistance; (b) budgetary contractual assistance liabilities; or (c) contingent liabilities. In addition, the Commonwealth is authorized to pledge its credit in support of scheduled, periodic payments to be made by the Commonwealth under interest rate swaps and other hedging agreements related to bonds or notes of the Commonwealth.

General obligation contract assistance arise from statutory requirements for payments by the Commonwealth to the Massachusetts Water Pollution Abatement Trust, the Massachusetts Department of Transportation and the Massachusetts Development Finance Agency that are used by such entities to pay a portion of the debt service on certain of their outstanding bonds. Such assistance constitutes a pledge of the Commonwealth's credit for which a two-thirds vote of the Legislature is required.

Budgetary contract assistance liabilities do not constitute a pledge of the Commonwealth's credit. Contingent liabilities relate to debt obligations of independent authorities and agencies of the Commonwealth, or payment obligations of such entities on hedging transactions related to such debt, that are expected to be paid without Commonwealth assistance, but for which the Commonwealth has some kind of liability if expected payment sources do not materialize. These contingent liabilities consist of guarantees and similar obligations with respect to which the Commonwealth's credit has been or may be pledged. Under legislation approved by the Governor during FY09, the Commonwealth may pledge its credit to guarantee payment obligations of the Massachusetts Turnpike Authority (succeeded by MassDOT in FY10) with respect to certain hedging transactions or provide financial support subject to annual appropriation and without a pledge of the Commonwealth's credit. The same legislation authorizes the Commonwealth to provide credit support to the Turnpike Authority (succeeded by MassDOT) in connection with the issuance of certain refunding bonds, subject to annual appropriation and without a pledge of the Commonwealth's credit. In addition, the Commonwealth has certain statutorily contemplated payment obligations with respect to which the Commonwealth's credit has not been pledged, as in the case of the Commonwealth's obligation to replenish the capital reserve funds securing certain debt obligations of the Massachusetts Housing Finance Agency and the Commonwealth's obligation to fund debt service, solely from monies otherwise appropriated for the affected institution, owed by certain community colleges and state universities on bonds issued by the Massachusetts Health and Educational Facilities Authority and the Massachusetts State College Building Authority.

E. MSBA

The MSBA has estimated the amount of outstanding Waiting commitments and New Program commitments at June 30, 2013 to be \$31 million and \$1.4 billion, respectively.

12. CONTINGENCIES

A number of lawsuits are pending or threatened against the Commonwealth, which arise from the ordinary course of operations. These include claims for property damage and personal injury, breaches of contract, condemnation proceedings and other alleged violations of law. The Commonwealth records a liability for those cases in which it is probable that a loss will be incurred and the amount of the potential judgment can be reasonably estimated or a settlement or judgment has been reached but not paid. A short term liability of approximately \$13 million is recorded based on historical payments made.

Workers' compensation costs are recognized when claims are presented and paid. The Commonwealth's outstanding liability for such claims at June 30, 2013 is estimated to be \$283 million of which approximately \$40 million is expected to be paid during FY14.

The Commonwealth receives significant financial assistance from the federal government. Entitlement to these resources is generally contingent upon compliance with terms and conditions of the grant or reimbursement agreements and with applicable federal regulations, including the expenditure of the resources for eligible purposes. Substantially all federal financial assistance is subject to financial and compliance audits.

Chapter 200A of the Massachusetts General Laws, the Commonwealth's Abandoned Property Law, requires deposit of certain unclaimed assets into a managed Fiduciary Fund. These unclaimed assets are to be remitted to the General Fund each June 30, where it is included as miscellaneous revenue. Amounts remitted during FY13 totaled approximately \$105 million. A portion of accumulated claims since the law's enactment represent a contingency, because claims for refunds can be made by the owners of the property.

Drug Testing Laboratory disputes. On August 28, 2012, a chemist formerly employed at the Department of Public Health's drug testing laboratory in Boston admitted to several types of misconduct involving her handling of laboratory samples, which were used in criminal cases. The Governor was informed and ordered the immediate closure of the laboratory. The Governor established a central office to identify individuals who may have been affected by the chemist's alleged malfeasance, which the office has estimated as possibly tens of thousands of criminal drug cases. The Governor also announced that Inspector General Glenn Cunha is conducting an independent assessment of the laboratory's operations. In addition, the Attorney General's Office is conducting a criminal investigation. On December 17, 2012, the former chemist was indicted by a Statewide Grand Jury on 27 charges in connection with altering drug evidence during the testing process and obstructing justice. She was arraigned on December 20, 2012 in Suffolk Superior Court. There likely will be significant, but as yet undetermined, state costs required to investigate and respond to the chemist's alleged malfeasance. In addition, there may be costs to defend civil complaints alleging state liability in both state and federal court and for potential judgments. As neither the criminal investigation nor the determination of the number of specific cases affected has been completed, there is not sufficient information to fully estimate these additional state costs at this time. Supplemental appropriations totaling \$30 million were approved during fiscal 2013 to create a fund to reimburse agencies and cities for costs associated with investigating and responding to misconduct at the state drug testing laboratory.

A. TOBACCO SETTLEMENT

A Master Settlement Agreement (MSA) was executed in November of 1998 between five tobacco companies and 46 states, including the Commonwealth. Several additional tobacco companies have joined the MSA and are bound by its terms.

The MSA called for, among other things, annual payments to the states in perpetuity. These payments have been estimated to total more than \$200 billion over the first 25 years, subject to various offsets, reductions and adjustments. In FY13, the Commonwealth received approximately \$253.5 million or 68.5% of the estimated amounts shown in the MSA. During FY13, 10.0% of tobacco settlement payments, or approximately \$25 million, was deposited in the State Retiree Benefits Trust (SRBT) to fund the Commonwealth's liability for retiree health care, with the remainder deposited in the General Fund. The portion of the annual tobacco settlement payments dedicated to the SRBT will increase by 10.0% per year until it reaches 100% in FY23. Amounts received in FY13 continued to be less than had previously been projected as payments under the MSA, primarily because the payment amounts are related to national tobacco sales volumes, which have continued to decline since the settlement. The Commonwealth's allocable share of the base amounts payable under the MSA is approximately 4.04%. The Commonwealth's allocable share of the base amounts under the agreement through 2025 is \$8.96 billion, which is subject to adjustments, reductions and offsets. However, in pending litigation, tobacco manufacturers are claiming that

because of certain developments, they are entitled to reduce future payments under the MSA and, from FY06 to the present, certain manufacturers have withheld portions of the payments due to the states. The Commonwealth continues to pursue legal action to compel the payment of these additional funds and to obtain a legal determination that the Commonwealth is immune from any downward adjustment to its settlement payments.

In FY04, a Suffolk Superior Court jury rejected the claims of the Commonwealth's private tobacco attorneys that they should be paid a fee amounting to 25% of the Commonwealth's tobacco settlement money. The jury awarded the plaintiffs 10.5% of the amount the Commonwealth receives under the MSA through 2025, minus an offset for amounts received by the attorneys from the tobacco companies pursuant to an arbitration award. To date, however, the attorneys have received more than 10.5% of what the Commonwealth has received under the MSA. As of June 30, 2013, the Commonwealth owes nothing under the jury award. Whether the Commonwealth will in the future be required to pay any sum on private counsel's claim will depend on the actual payments received by the Commonwealth under the MSA through 2025, as well as on the amounts the attorneys receive through the arbitration payments.

B. WORKERS' COMPENSATION AND GROUP INSURANCE LIABILITIES

Workers' Compensation is managed as part of the course of the Commonwealth's general operations. No separate fund for workers' compensation is provided for in Massachusetts General Laws. Claims for compensation are not separately insured and are funded by the Commonwealth only when incurred. Such losses, including estimates of amounts incurred, but not reported, are included as accrued liabilities in the accompanying financial statements when the loss is incurred. The Commonwealth assumes the full risk of claims filed under a program managed by the Human Resources Division. For personal injury, Massachusetts General Laws limit the risk assumed by the Commonwealth to \$100,000 per occurrence, in most circumstances.

Based on actuarial calculations as of June 30 2013, discounted, the Commonwealth is liable for unfunded claims and incurred but not reported claims totaling approximately \$283 million.

Changes in the Commonwealth's liability relating to workers' compensation claims in FY13 and FY12 were (amounts in thousands):

	FY13	FY12
Claim liability, beginning of year.....	\$ 276,132	\$ 285,400
Increase in liability estimate.....	58,354	43,188
Payments and decreases in liability estimate.....	(51,792)	(52,456)
Claims liability, end of year.....	<u>\$ 282,694</u>	<u>\$ 276,132</u>

The Group Insurance Commission (GIC), a department of the Commonwealth, manages health insurance claims of the Commonwealth's active and retired employees. The Commonwealth is self-insured and various health insurance providers provide health care services to the employees. The accrued liability is estimated based on data provided to the GIC by the insurance companies who participate in the self-insured plans.

Based on GIC estimates, the Commonwealth is liable for an amount of \$141 million, net of the employees' reserve of \$89 million. Changes in the Commonwealth's liability relating to Group Insurance claims in FY13 and FY12 were (amounts in thousands):

	FY13	FY12
Claim liability, beginning of year.....	\$ 92,176	\$ 80,327
Increase in liability estimate.....	1,282,661	1,218,079
Payments and decreases in liability estimate.....	(1,278,481)	(1,206,230)
Claims liability, end of year.....	<u>\$ 96,356</u>	<u>\$ 92,176</u>

C. OTHER CLAIMS & JUDGMENTS

The following amounts were recognized for claims and judgments in FY13 and FY12 (amounts in thousands):

	FY13	FY12
Unpaid claims, beginning of year.....	\$ 40,000	\$ 40,000
Incurred claims.....	9,002	11,925
Claim payments and reductions.....	(36,171)	(11,925)
Unpaid claims end of year.....	<u>\$ 12,831</u>	<u>\$ 40,000</u>

D. ENVIRONMENTAL REMEDIATION

Governmental Accounting Standards Board Statement No 49, *Accounting and Financial Reporting for Pollution Remediation Obligations* (GASB 49) became effective in FY09. GASB 49 provides guidance in estimating and reporting the potential costs of pollution remediation. While GASB 49 does not require the Commonwealth to search for pollution, it does require the Commonwealth to reasonably estimate and report a remediation liability when any of the following obligating events has occurred:

- Pollution poses an imminent danger to the public and the Commonwealth is compelled to take action;
- The Commonwealth is found in violation of a pollution-related permit or license;
- The Commonwealth is named, or has evidence that it will be named, as a responsible party by a regulator;
- The Commonwealth is named, or has evidence that it will be named, in a lawsuit to enforce a cleanup;
- The Commonwealth commences or legally obligates itself to conduct remediation activities.

Site investigation, planning and design, cleanup and site monitoring are typical remediation activities underway across the Commonwealth. Several Commonwealth agencies have dedicated programs, rules and regulations that routinely deal with remediation related issues; others become aware of pollution conditions in the fulfillment of their missions. The Commonwealth has the knowledge and expertise to estimate the remediation obligations presented herein based upon prior experience in identifying and funding similar remediation activities.

The standard requires the Commonwealth to calculate pollution remediation liabilities using the expected cash flow technique, which measures the liability as the sum of probability-weighted amounts in a range of possible estimated amounts. Where the Commonwealth cannot reasonably estimate a pollution remediation obligation it does not report a liability. Several state departments perform continual monitoring of polluted sites. Since the monitoring for such sites is perpetual, undiscounted multi-year costs for such sites have not been estimated. Because of a lack of information about the type and extent of the remediation effort that could be required, no range of outlays for the overall remediation effort for such sites could be developed at this time.

The remediation obligation estimates that appear in this report are subject to change over time. Cost may vary due to price fluctuations, changes in technology, changes in potential responsible parties, results of environmental studies, changes to statutes or regulations and other factors that could result in revisions to these estimates. Prospective recoveries from responsible parties may reduce the Commonwealth’s obligation. Capital assets may be created when pollution remediation outlays are made under specific circumstances.

During the fiscal year, the Commonwealth had the following activity related to GASB 49 (amounts in thousands):

	Governmental Activities	Business-Type Activities	Government-Wide Total
Environmental remediation liability, beginning of year.....	\$ 240,761	\$ 1,470	\$ 242,231
Expected additional future outlays, changes in liability estimates..	(1,688)	62	(1,626)
FY13 outlays for environmental remediation	(8,289)	(65)	(8,354)
Environmental remediation liability, end of year.....	<u>\$ 230,784</u>	<u>\$ 1,467</u>	<u>\$ 232,251</u>

The Boston Harbor Clean-Up. The Commonwealth is engaged in various lawsuits in the United States District Court concerning environmental and related laws, including an action brought by the federal Environmental Protection Agency alleging violations of the Clean Water Act and seeking to reduce the pollution in Boston Harbor, e.g., *United States v. Metropolitan District Commission; Conservation Law Foundation v. Metropolitan District Commission*. The Massachusetts Water Resources Authority (MWRA), successor in liability to the Metropolitan District Commission, has assumed primary responsibility for developing and implementing a court-approved plan and timetable for the construction of the treatment facilities necessary to achieve compliance with the federal requirements. Under the Clean Water Act, the Commonwealth may be liable for any cost of complying with any judgment in these or any other Clean Water Act cases to the extent that the MWRA or a municipality is prevented by state law from raising revenues necessary to comply with such a judgment. The total cost of construction of the wastewater facilities required under the federal district court's order, not including combined sewer overflow (CSO) abatement costs, has been approximately \$3.8 billion. The MWRA has also spent approximately \$846 million through June 2013 in developing and implementing the CSO plan and its projects. Thus, the cost of construction of water treatment facilities required under the court's order has now amounted to approximately \$4.65 billion. Going forward, the MWRA anticipates spending at least an additional \$54 million on remaining design and construction work on CSO projects. These figures do not include routine ongoing costs, such as maintenance expenses and capital spending for plant and system retrofits, and replacements.

Massachusetts Military Reservation. The Commonwealth, through the Executive Office of Energy and Environmental Affairs, the Department of Environmental Protection and the Attorney General's office, were engaged in discussions with federal Natural Resource Trustees, including the United States Army and Air Force, the Department of the Interior and the National Oceanic and Atmospheric Administration and private contractors regarding natural resource damages at the Massachusetts Military Reservation on Cape Cod. Federal Trustees and private contractors claim that the Commonwealth and others are liable for natural resource damages due to widespread contamination primarily from past military activities at the Reservation and are responsible for response actions and related clean-up activities. The assessment process for natural resource damages is set out in federal regulations and has not been completed. While no recent comprehensive estimate of natural resource damages and response actions is available, it is expected that the damages and response actions may cost at least tens of millions of dollars. In 2013, the state and federal trustees reopened preliminary discussions per a Trustee Council resolution on a potential settlement framework.

Closed State Facilities. The Commonwealth has 17 facilities which contain a total of 235 buildings, mainly in closed state hospitals that may have varying degrees of asbestos, polychlorinated biphenyl (PCB's) and other compounds that are currently in a dormant state. The Commonwealth typically sells these facilities at minimal cost to private developers who assume full responsibility for all cleanup activity. Cost estimates are only performed during the sale process. At this time, the Commonwealth has no estimate of any potential asset that would be developed from these activities that would ready these sites for sale.

13. COMPONENT UNITS AND DETAILS OF DEPARTMENTS AND ENTITIES THAT ARE SEPARATELY AUDITED

The Commonwealth has also considered all potential component units for which it is financially accountable as well as other organizations for which the nature and significance of their relationship with the Commonwealth is such that exclusion would cause the Commonwealth's financial statements to be misleading or incomplete. As required by GAAP, these financial statements present the Commonwealth of Massachusetts (the primary government) and its component units. The Commonwealth has included 40 entities as component units in the reporting entity because of the significance of their operational and/or financial relationships with the Commonwealth. Details of those entities' operations can be found in those entities' basic financial statements and notes to those entities' basic financial statements.

The following entities are presented in the basic financial statements (all having a June 30, 2013 fiscal year end) (entities marked with an * are not legally separate from the Commonwealth but have separately audited financial statements). Entities that are marked with a § also were not audited in accordance with *Governmental Auditing Standards* as promulgated by the Comptroller General of the United States.

Entities Audited by KPMG LLP:

The Massachusetts School Building Authority (MSBA)
The Pension Reserves Investment Trust Fund (PRIT)
*The Massachusetts State Lottery Commission
The Massachusetts Department of Transportation (MassDOT)
The Massachusetts Water Pollution Abatement Trust (MWPAT)
Commonwealth Health Insurance Connector Authority
*§The Massachusetts Municipal Depository Trust (MMDT)

***Community Colleges:**

Bunker Hill Community College
Greenfield Community College
Middlesex Community College
North Shore Community College

Entities Audited by Other Auditors:

*The University of Massachusetts System
*Community Colleges (in addition to the four Community Colleges audited by KPMG LLP, above):

Berkshire Community College
Bristol Community College
Cape Cod Community College
Holyoke Community College
Massasoit Community College
Massachusetts Bay Community College
Mount Wachusett Community College
Northern Essex Community College
Quinsigamond Community College
Roxbury Community College
Springfield Technical Community College

***State Universities**

Bridgewater State University
Fitchburg State University
Framingham State University
Massachusetts College of Art
Massachusetts Maritime Academy
Massachusetts College of Liberal Arts
Salem State University
Westfield State University
Worcester State University
The Massachusetts State College Building Authority

Massachusetts Convention Center Authority (MCCA)

§Massachusetts Development Finance Agency (MassDevelopment)

§Massachusetts Technology Park Corporation (MTPC)

Massachusetts Clean Energy Center (CEC)

Massachusetts Housing Partnership (MHP)

Economic Development Entities (5 separate entities) including:

Massachusetts Growth Capital Corporation (MGCC)
Commonwealth Corporation
Community Economic Development Assistance Corporation (CEDAC)
§Massachusetts Life Sciences Center
Commonwealth Zoological Corporation (Zoo)

Higher Education Foundations (25 separate entities) including:

Berkshire Community College Foundation
Bristol Community College Foundation
Bunker Hill Community College Foundation
Cape Cod Community College Educational Foundation, Inc.
Greenfield Community College Foundation, Inc.
Holyoke Community College Foundation
Massachusetts Bay Community College Foundation, Inc.
Massasoit Community College Foundation
Middlesex Community College Foundation, Inc.
North Shore Community College Foundation
Springfield Technical Community College Foundation
The Mount Wachusett Community College Foundation, Inc.
The Northern Essex Community College Foundation, Inc.
The Quinsigamond Community College Foundation, Inc.
The Roxbury Community College Foundation, Inc.

Bridgewater State University Foundation:

The Bridgewater State University Foundation
The Bridgewater Alumni Association of Bridgewater State University

Fitchburg State University Foundation, Inc.
Framingham State University Foundation, Inc.
Massachusetts College of Art Foundation, Inc.
Massachusetts College of Liberal Arts Foundation, Inc.
The Massachusetts Maritime Academy Foundation, Inc.

Salem State University Foundation:

The Salem State University Foundation, Inc.
Salem State University Assistance Corporation

Westfield State University Foundation, Inc.
Worcester State Foundation

The University of Massachusetts System Foundation

14. SUBSEQUENT EVENTS***SUBSEQUENT BOND ISSUANCES***

On July 2, 2013, the Commonwealth issued \$469 million in General Obligation Refunding Bonds 2013 Series B. These bonds were issued to advance refund approximately \$487 million of various General Obligation Bonds and carry interest rates from 2.00% to 5.00% with final maturity on August 1, 2023. The refunding resulted in reduced debt service principal of \$17 million and a present value savings of \$34 million over the life of the bonds.

On July 2, 2013, the MSBA issued \$549 million 2013 Series A Senior Dedicated Sales Tax Bonds plus approximately \$46.9 million of unamortized premiums for the purpose of funding school construction and renovation projects. Coupons on the bonds range from approximately 3.0% to 5.0% and this series is payable semiannually with the last maturity occurring in FY43.

On August 1, 2013, the Commonwealth issued approximately \$11 million in General Obligation College Opportunity Bonds, 2013 Series A. The bonds carry an interest rate of 0.50% with the first annual payment due August 1, 2018 and final maturity on August 1, 2033.

On August 7, 2013, the Commonwealth issued \$600 million in General Obligation Bonds, Consolidated Loan of 2013, Series E. These bonds carry interest rates from 4.00% to 5.00% with the first annual payment due August 1, 2023 and final maturity on August 1, 2043.

On September 20, 2013, the Commonwealth entered into novation agreements with Citibank NA, Citi Swapco, Inc. and Wells Fargo, NA in order to transfer two interest rate swap agreements from Citibank NA and one from Citi Swapco Inc. to Wells Fargo NA. The purpose of the novations were to reduce the Commonwealth's swap counterparty risk by moving the three hedge agreements to a higher rated counterparty. At the time of the novations, Wells Fargo NA was rated Aa3/AA- (Moody's/S&P), Citibank NA was rated A2/A and Citi Swapco, Inc. was rated Aa2/AA. The three novated agreements are associated with the following refunding bonds: 1998A, 2006C, 2010A, 2011A, 2012A and 2013A. The total notional amount of the three hedge agreements is approximately \$685 million.

On September 25, 2013, the Commonwealth issued \$800 million in Revenue Anticipation Notes (RANs). The RANs were issued in three Series; 2013 Series A for \$200 million, 2013 Series B for \$300 million and 2013 Series C for \$300 million. All three Series RANs carry a 2.00% interest rate. The 2013 Series A, 2013 Series B and 2013 Series C RANs mature on April 24, 2014, May 29, 2014 and June 26, 2014, respectively.

On November 5, 2013, the Commonwealth issued approximately \$424 million in Commonwealth Transportation Fund Revenue Bonds 2013 Series A as part of the Accelerated Bridge Program. Of the total issuance, approximately \$415.3 million was issued as new money bonds with the remaining \$8.4 million issued to advance refund the Special Obligation Revenue Bonds 2005 Series A. These bonds carry interest rates from 3.50% to 5.00% with the first annual payment due June 1, 2023 and final maturity on June 1, 2038.

On November 6, 2013 the Commonwealth issued approximately \$253 million in Federal Highway Grant Anticipation Notes (GANs) 2013 Series A as part of the Accelerated Bridge Program. The GANs carry interest rates from 3.00% to 5.00% with the first annual payment due June 15, 2016 and final maturity on June 15, 2027.

All debt issues were sold as tax exempt.

Required Supplementary Information Other Than Management Discussion and Analysis

(Unaudited)



Gloucester Boys

Schedule of Revenue, Expenditures And Changes In Fund Balances – Statutory Basis – Budget and Actual – General Fund

Explanation of Differences Between Revenues, Expenditures and Other Financing Sources for the General Fund on a Budgetary Basis and GAAP Basis

Notes to Required Supplementary Information – Budgetary Reporting

Schedule of Pension Funding Progress – Last Six Fiscal Years

Schedule of Post Employment Benefit Funding Progress – State Retiree Benefits Trust Fund

Schedule of Revenues, Expenditures and Changes In Fund Balances - Statutory Basis - Budget and Actual

General Fund

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Original Budget	Final Budget	Actual	Variance
REVENUES AND OTHER FINANCING SOURCES				
Revenues:				
Taxes.....	\$ 19,523,900	\$ 19,523,900	\$ 19,617,182	\$ 93,282
Assessments.....	-	-	438,295	438,295
Federal grants and reimbursements.....	8,264,700	8,264,700	8,221,900	(42,800)
Tobacco settlement revenue.....	-	-	228,148	228,148
Departmental.....	2,823,800	2,823,800	2,215,552	(608,248)
Miscellaneous.....	9,087	9,087	216,768	207,681
Total revenues.....	30,621,487	30,621,487	30,937,845	316,358
Other financing sources:				
Fringe benefit cost recovery.....	-	-	294,675	294,675
Lottery reimbursements.....	106,088	106,088	93,517	(12,571)
Lottery distributions.....	920,604	920,604	949,428	28,824
Operating transfers in.....	508,808	508,808	212,118	(296,690)
Stabilization transfer.....	459,100	459,100	1,126,464	667,364
Total other financing sources.....	1,994,600	1,994,600	2,676,202	681,602
Total revenues and other financing sources.....	32,616,087	32,616,087	33,614,047	997,960
EXPENDITURES AND OTHER FINANCING USES				
Expenditures:				
Legislature.....	66,240	66,240	57,254	8,986
Judiciary.....	799,236	799,237	790,620	8,617
Inspector General.....	7,007	7,007	5,870	1,137
Governor and Lieutenant Governor.....	9,005	9,005	5,555	3,450
Secretary of the Commonwealth.....	55,239	55,355	43,928	11,427
Treasurer and Receiver-General.....	1,092,533	225,816	192,785	33,031
Auditor of the Commonwealth.....	17,591	17,591	17,579	12
Attorney General.....	41,877	41,877	40,731	1,146
Ethics Commission.....	1,933	1,933	1,904	29
District Attorney.....	105,553	105,644	105,110	534
Office of Campaign & Political Finance.....	1,282	1,282	1,239	43
Sheriff's Departments.....	541,043	541,043	528,489	12,554
Disabled Persons Protection Commission.....	2,294	2,294	2,281	13
Board of Library Commissioners.....	21,814	21,814	21,775	39
Comptroller.....	1,924,142	12,491	12,038	453
Administration and finance.....	1,975,221	2,131,212	1,981,484	149,728
Energy and environmental affairs.....	198,729	200,070	189,786	10,284
Health and human services.....	4,848,795	4,969,138	4,848,767	120,371
Executive office of education.....	1,990,662	1,993,039	1,963,589	29,450
Center for Health Information and Analysis.....	25,030	25,030	9,067	15,963
Public safety and homeland security.....	982,082	1,038,759	1,002,745	36,014
Housing and economic development.....	458,884	494,346	443,836	50,510
Labor and workforce development.....	51,309	70,825	38,902	31,923
Direct local aid.....	5,116,322	5,116,322	5,115,737	585
Medicaid.....	10,871,692	10,871,692	10,799,693	71,999
Post employment benefits.....	-	1,967,042	1,967,042	-
Debt service:				
Principal retirement.....	672,073	672,074	668,923	3,151
Interest and fiscal charges.....	423,049	423,049	432,648	(9,599)
Total expenditures.....	32,300,639	31,881,228	31,289,377	591,851
Other financing uses:				
Operating transfers out.....	2,268,439	1,500	105,806	(104,306)
Commonwealth care transfer.....	-	740,272	661,249	79,023
Medical assistance transfer.....	-	565,007	390,889	174,118
Stabilization transfer.....	-	464,100	1,055,320	(591,220)
Delivery system transformation initiatives trust transfer.....	-	186,908	186,908	-
State Retiree Benefits transfer.....	-	-	23,375	(23,375)
State Pension transfer.....	-	-	23,375	(23,375)
Total other financing uses.....	2,268,439	1,957,787	2,446,922	(489,135)
Total expenditures and other financing uses.....	34,569,078	33,839,015	33,736,299	102,716
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses.....	315,448	(1,222,928)	(122,252)	1,100,676
Fund balances (deficit) at beginning of year.....	1,961,922	1,961,922	1,961,922	-
Fund balances (deficits) at end of year.....	\$ 2,277,370	\$ 738,994	\$ 1,839,670	\$ 1,100,676

See Independent Auditor's Report and notes to required supplementary information

**Explanation of Differences between Revenues, Expenditures and Other Financing Sources (Uses)
for the General Fund on a Budgetary Basis and GAAP Basis (in thousands):**

	<u>General</u>
REVENUES	
Actual amounts (budgetary basis) "revenues" from the budgetary comparison schedules.....	\$ 30,937,845
Adjustments for amounts budgeted for on a cash basis, rather than on the modified accrual basis:	
Tax revenue.....	(61,936)
Federal reimbursements and other receivables.....	(36,212)
Reclassifications:	
Higher education revenue is reclassified for GAAP reporting.....	(145,886)
Inflows from component units and other miscellaneous financing sources.....	455
Total revenues as reported on the Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds.....	<u>\$ 30,694,266</u>
EXPENDITURES	
Actual amounts (budgetary basis) "expenditures" from the budgetary comparison schedule.....	\$ 31,289,377
Adjustments for amounts budgeted for on a cash basis, rather than on the modified accrual basis:	
Medicaid payments.....	(50,700)
Compensated absences and other accrued liabilities.....	23,509
Reclassifications:	
State Retiree Benefits Trust Fund transfers are reclassified to expenditures for GAAP reporting.....	46,750
Outflows from component units and other miscellaneous financing sources.....	69,820
Budgetary debt service are reclassified to transfers out to a debt service fund for GAAP purposes as the Commonwealth does not have a statutory debt service fund.....	(1,101,571)
Higher education expenditures are reclassified for GAAP reporting.....	(1,129,405)
Total expenditures as reported on the Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds.....	<u>\$ 29,147,780</u>
OTHER FINANCING SOURCES	
Actual amounts (budgetary basis) "other financing sources" from the budgetary comparison schedule.....	\$ 2,676,202
Adjustments:	
Consolidation of transfers between funds.....	(1,063,235)
Inflows from component units and other miscellaneous financing sources.....	89,243
Total other financing sources as reported on the Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds.....	<u>\$ 1,702,210</u>
OTHER FINANCING USES	
Actual amounts (budgetary basis) "other financing uses" from the budgetary comparison schedule.....	\$ 2,446,922
Adjustments and Reclassifications:	
Consolidation of transfers between funds.....	(1,063,235)
Budgetary higher education amounts are reclassified to transfers under the modified accrual basis.....	980,260
State Retiree Benefits Trust Fund transfers are reclassified to expenditures for GAAP reporting.....	(46,750)
Budgetary debt service are reclassified to transfers out to a debt service fund for GAAP purposes as the Commonwealth does not have a statutory debt service fund.....	1,101,571
Outflows from component units and other miscellaneous financing sources.....	(55,688)
Total other financing uses as reported on the Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds.....	<u>\$ 3,363,080</u>

See Independent Auditor's Report and notes to required supplementary information

Note to Required Supplementary Information – Budgetary Reporting

The Commonwealth passes a combined budget for all budgeted operations. State finance law requires that a balanced budget be approved by the Governor and the Legislature. The Governor presents an annual budget to the Legislature, which includes estimates of revenues and other financing sources and recommended expenditures and other financing uses. The Legislature, which has full authority to amend the budget, adopts an expenditure budget by appropriating monies at the individual appropriation account level in an annual appropriations act. Generally, expenditures may not exceed the level of spending authorized for an appropriation account.

Before signing the appropriations act, the Governor may veto or reduce any specific item, subject to legislative override. Further changes to the budget established in the annual appropriations act may be made via supplemental appropriation acts or other legislative acts. These must also be signed by the Governor and are subject to the line item veto.

In addition, Massachusetts General Laws authorize the Secretary of Administration and Finance, with the approval of the Governor, upon determination that available revenues will be insufficient to meet authorized expenditures, to withhold allotments of appropriated funds which effectively reduce the account's expenditure budget.

The majority of the Commonwealth's appropriations are non-continuing accounts which lapse at the end of each fiscal year. Others are continuing accounts for which the Legislature has authorized that an unspent balance from the prior year be carried forward and made available for spending in the current fiscal year. In addition, the Legislature may direct that certain revenues be retained and made available for spending within an appropriation. Fringe benefits, pension costs, and certain other costs which are mandated by state finance law are not itemized in the appropriation process and are not separately budgeted.

Because revenue budgets are not updated subsequent to the original appropriation act, the comparison of the initial revenue budget to the subsequent, and often modified, expenditure budget can be misleading. Also, these financial statements portray fund accounting with gross inflows and outflows, thus creating a difference to separately published budget documents, which eliminate some interfund activity. In conducting the budget process, the Commonwealth excludes those interfund transactions that by their nature have no impact on the combined fund balance of the budgeted funds.

The FY04 General Appropriation Act (Chapter 26, Section 167 of the Acts of 2003), amended section 9C, directing the Governor to notify the Legislature in writing as to the reasons for and the effect of any reductions in spending. Alternatively, the Governor may propose specific additional revenues to fund the deficiency. The Governor may also propose to transfer funds from the Stabilization Fund to cure the deficiency. This proposal must be delivered to the Legislature 15 days before any reductions take effect.

The table on the following page summarizes budgetary activity for FY13 (amounts in thousands):

	<u>Revenues</u>	<u>Expenditures</u>
General Appropriation Act, Chapter 139 of the Acts of 2012:		
Direct appropriations.....	\$ 32,190,800	\$ 32,001,909
Estimated revenues, transfers, retained revenue appropriations, and appropriations carried forward from FY2012.....	<u>-</u>	<u>1,131,291</u>
Total original budget.....	<u>32,190,800</u>	<u>33,133,200</u>
Supplemental Acts of 2012:		
Chapter 239.....	-	176,282
Supplemental Acts of 2013:		
Chapter 3.....	-	83,179
Chapter 5.....	-	6,500
Chapter 36.....	-	131,882
Chapter 46.....	-	100
Chapter 118.....	-	42,576
Less: Governor's Actions with regard to Chapter 29, Section 9C....	<u>-</u>	<u>(201,979)</u>
Total budgeted revenues and expenditures per Legislative action.....	-	238,540
Plus: Pension contributions and revenue authorized outside of General Appropriations Act, and other transfers of revenue and spending.....	<u>2,018,400</u>	<u>2,030,224</u>
Budgeted revenues and expenditures as reported.....	<u>\$ 34,209,200</u>	<u>\$ 35,401,964</u>

As the budget is not passed taking into account the structure of funds, but of appropriations, reports contained within the Commonwealth's MMARS accounting system demonstrate budgetary compliance by appropriation. Those reports are available upon request at the Office of the State Comptroller, Financial Reporting and Analysis Bureau, at (617) 973-2660.

Schedule of Post Employment Benefits

(Amounts in thousands except for percentages)

Pension Funding Progress for the last six fiscal years

	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a % of Covered Payroll
State Employees' Retirement System						
Actuarial Valuation as of January 1, 2013....	\$ 20,317,389	\$ 29,385,442	\$ 9,068,053	69.1%	\$ 5,183,195	175.0%
Actuarial Valuation as of January 1, 2012....	20,507,644	27,784,731	7,277,087	73.8%	4,922,388	147.8%
Actuarial Valuation as of January 1, 2011....	21,244,900	26,224,776	4,979,876	81.0%	4,808,250	103.6%
Actuarial Valuation as of January 1, 2010....	19,019,062	24,862,421	5,843,359	76.5%	4,711,563	124.0%
Actuarial Valuation as of January 1, 2009....	16,992,214	23,723,240	6,731,026	71.6%	4,712,655	142.8%
Actuarial Valuation as of January 1, 2008....	20,400,656	22,820,502	2,419,846	89.4%	4,574,233	52.9%
Teachers' Retirement System						
Actuarial Valuation as of January 1, 2013....	\$ 21,787,470	\$ 39,135,218	\$ 17,347,748	55.7%	\$ 5,783,294	300.0%
Actuarial Valuation as of January 1, 2012....	22,141,475	36,483,027	14,341,552	60.7%	5,655,353	253.6%
Actuarial Valuation as of January 1, 2011....	23,117,952	34,890,991	11,773,039	66.3%	5,558,311	211.8%
Actuarial Valuation as of January 1, 2010....	21,262,462	33,738,966	12,476,504	63.0%	5,509,698	226.4%
Actuarial Valuation as of January 1, 2009....	18,927,731	32,543,782	13,616,051	58.2%	5,389,895	252.6%
Actuarial Valuation as of January 1, 2008....	22,883,553	30,955,504	8,071,951	73.9%	5,163,498	156.3%

For a complete analysis of the Commonwealth's actuarial valuation report, please go to <http://www.mass.gov/perac/valuation/2013commonwealth.pdf>. Alternatively, copies of the Commonwealth's actuarial valuation reports may be obtained by contacting the Massachusetts Public Employee Retirement Administration Commission, 5 Middlesex Avenue, Suite 304, Somerville, MA 02145. Telephone number: 617-666-4446.

State Retiree Benefits Trust Funding Progress for the last five fiscal years

	Actuarial Value of Plan Assets	Actuarial Accrued Liability	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a % of Covered Payroll
Actuarial Valuation as of January 1, 2013....	\$ 406,700	\$ 15,784,100	\$ 15,377,400	2.6%	\$ 5,183,195	296.7%
Actuarial Valuation as of January 1, 2012....	360,500	16,659,400	16,298,900	2.2%	4,922,388	331.1%
Actuarial Valuation as of January 1, 2011....	350,500	16,568,600	16,218,100	2.1%	4,808,250	337.3%
Actuarial Valuation as of January 1, 2010....	309,800	15,166,300	14,856,500	2.0%	4,711,563	315.3%
Actuarial Valuation as of January 1, 2009....	273,500	15,305,100	15,031,600	1.8%	4,712,655	319.0%

For a complete analysis of the Commonwealth's actuarial valuation report, please contact the Office of the State Comptroller, 1 Ashburton Place, 9th Floor, Boston, MA 02108.

See Independent Auditor's Report

Schedule of Post Employment Benefit Contributions

(Amounts in thousands except for percentages)

The following table shows the Commonwealth's annual required contribution (ARC) and percent of the ARC funded for the State Massachusetts Employees' Retirement System (SERS) and the Massachusetts Teachers' Retirement System (MTRS) for each of the past six fiscal years.

Fiscal Year Ended 6/30	SERS		MTRS		Total	
	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed
2013	\$699,962	77.9%	\$1,104,486	80.7%	\$1,804,448	79.6%
2012	620,274	83.7%	941,918	90.2%	1,562,192	87.6%
2011	471,096	91.5%	767,960	111.4%	1,239,056	103.8%
2010	646,932	63.5%	1,106,052	62.4%	1,752,984	62.8%
2009	697,340	57.0%	781,026	67.9%	1,178,508	63.8%
2008	369,866	124.6%	749,853	107.9%	1,119,719	113.4%

The following table shows the Commonwealth's annual required contribution (ARC) and percent of the ARC funded for the State Retiree Benefits Trust (SRBT) for each of the past five fiscal years.

Fiscal Year Ended 6/30	Annual Required Contribution	Percentage Contributed
2013	\$1,251	46.7%
2012	1,286	43.4%
2011	1,276	43.7%
2010	1,163	32.0%
2009	1,222	28.8%



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Other Supplementary Information



The Northeaster

Combining Balance Sheet – Nonmajor Governmental Funds
Combining Statement of Revenues, Expenditures and Changes in Fund Balance – Nonmajor Governmental Funds
Combining Statement of Revenues, Expenditures and Changes in Fund Balances – Budgetary Basis – Budget and Actual – Other Budgeted Nonmajor Governmental Funds
Combining Budget to GAAP Reconciliation – Other Budgeted Nonmajor Governmental Funds
Combining Statement of Net Position Available for Pension Benefits
Combining Statement of Changes in Net Position Available for Pension Benefits
Combining Statement of Net Position Held in Trust for Pool Participants
Combining Statement of Changes in Net Position Held in Trust for Pool Participants
Combining Statement of Changes in Assets and Liabilities – Agency Funds
Combining Statement of Net Position – Nonmajor Component Units
Combining Statement of Revenues, Expenses and Changes in Net Position – Nonmajor Component Units

Combining Balance Sheet
Other Governmental Funds
June 30, 2013
(Amounts in thousands)

	Special Revenue							
	Commonwealth Transportation	Universal Health Care	Environmental	Health Care Security Trust	MBTA State & Local Contribution	Convention and Exhibition Center	Gaming Control	Enhanced 911
ASSETS								
Cash and short-term investments.....	\$ -	\$ 274,834	21,620	\$ -	\$ 79,674	\$ 21,468	\$ 13,713	\$ 117,355
Cash with fiscal agent.....	13,932	-	-	-	-	90,502	-	-
Receivables, net of allowance for uncollectibles:								
Taxes.....	81,095	13,715	74	-	51,491	13,182	-	-
Due from federal government.....	-	-	680	-	-	-	-	-
Loans receivable.....	-	-	-	-	-	-	-	-
Other receivables.....	1,370	232,255	122	-	-	-	-	-
Due from other funds.....	-	-	-	-	-	-	-	-
Due from component units.....	45,512	-	-	-	-	-	-	-
Total assets.....	\$ 141,909	\$ 520,804	\$ 22,496	\$ -	\$ 131,165	\$ 125,152	\$ 13,713	\$ 117,355
LIABILITIES AND FUND BALANCES								
Liabilities:								
Accounts payable.....	\$ 545	\$ 135,016	\$ 724	\$ -	\$ 51,504	\$ 32,239	\$ 2,735	\$ 15,067
Accrued payroll.....	-	-	317	-	-	-	109	299
Tax refunds and abatements payable.....	51	-	-	-	133	-	-	-
Due to other funds.....	44,867	-	-	-	-	-	-	-
Due to component units.....	73,090	-	-	-	79,528	-	-	-
Deferred revenue.....	-	98,643	-	-	-	-	-	-
Other accrued liabilities.....	-	64,231	-	-	-	-	-	-
Total liabilities.....	118,553	297,890	1,041	-	131,165	32,239	2,844	15,366
Fund balances (deficits):								
Nonspendable.....	-	-	-	-	-	-	-	-
Restricted.....	13,932	-	-	-	-	90,502	-	-
Committed.....	9,424	222,914	21,455	-	-	2,411	10,869	101,989
Assigned.....	-	-	-	-	-	-	-	-
Unassigned.....	-	-	-	-	-	-	-	-
Fund balances (deficits).....	23,356	222,914	21,455	-	-	92,913	10,869	101,989
Total liabilities and fund balances.....	\$ 141,909	\$ 520,804	\$ 22,496	\$ -	\$ 131,165	\$ 125,152	\$ 13,713	\$ 117,355

See Independent Auditor's Report

Technology Trust	Special Revenue				Debt Service	Capital Projects				Total
	Health Information	Grant Anticipation Note Trust	Expendable Trust	Other		General Capital Projects	Convention and Exhibition Center	Highway Capital Projects	Other	
\$ 4,372	\$ 14,389	\$ 569,569	\$ 241,028	\$ -	\$ -	\$ 8,393	\$ -	\$ 3,035	\$ 1,369,450	
-	192,482	-	-	11,951	-	-	-	-	308,867	
-	-	-	9,923	-	-	-	-	-	169,480	
7,981	71,351	990	5,043	-	3,773	-	-	1,801	91,619	
-	-	914	-	-	-	-	-	-	914	
-	-	15,284	24,929	-	-	-	-	75	274,035	
-	-	-	-	-	-	-	-	71,351	71,351	
-	-	-	-	-	-	-	-	-	45,512	
\$ 12,353	\$ 278,222	\$ 586,757	\$ 280,923	\$ 11,951	\$ 3,773	\$ 8,393	\$ -	\$ 76,262	\$ 2,331,228	
\$ 8,813	\$ -	\$ 52,539	\$ 42,320	\$ -	\$ 217,541	\$ -	\$ -	\$ 347	\$ 559,390	
8	-	2,606	1,626	-	2,123	-	-	-	7,088	
-	-	-	-	-	-	-	-	-	184	
-	71,351	-	-	-	201,461	-	325,985	548	644,212	
-	-	-	-	-	8,266	-	183,301	106,926	451,111	
-	-	-	-	-	-	-	-	-	98,643	
-	-	-	-	-	-	-	-	-	64,231	
8,821	71,351	55,145	43,946	-	429,391	-	509,286	107,821	1,824,859	
-	-	914	-	-	-	-	-	-	914	
-	206,871	353,799	62,325	11,951	-	-	-	-	739,379	
3,532	-	176,899	209,685	-	-	8,393	-	-	767,571	
-	-	-	-	-	-	-	-	-	-	
-	-	-	(35,033)	-	(425,618)	-	(509,286)	(31,559)	(1,001,496)	
3,532	206,871	531,612	236,977	11,951	(425,618)	8,393	(509,286)	(31,559)	506,369	
\$ 12,353	\$ 278,222	\$ 586,757	\$ 280,923	\$ 11,951	\$ 3,773	\$ 8,393	\$ -	\$ 76,262	\$ 2,331,228	

Combining Statement of Revenues, Expenditures and Changes in Fund Balances

Other Governmental Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Special Revenue							
	Commonwealth Transportation	Universal Health Care	Environmental	Health Care Security Trust	MBTA State & Local Contribution	Convention and Exhibition Center	Gaming Control	Enhanced 911
REVENUES								
Taxes.....	\$ 968,688	\$ 142,158	\$ 855	\$ -	\$ 788,739	\$ 98,786	\$ -	\$ -
Assessments.....	21,791	429,029	-	-	155,769	-	-	-
Federal grants and reimbursements.....	-	-	6,634	-	-	-	-	-
Departmental.....	557,730	375,017	8,125	-	-	-	9,899	73,644
Miscellaneous.....	710	96,430	41	-	-	2,112	-	103
Total revenues.....	1,548,919	1,042,634	15,655	-	944,508	100,898	9,899	73,747
OTHER FINANCING SOURCES								
Bonds premium.....	-	-	-	-	-	-	-	-
Issuance of general and special obligation bonds.....	-	-	-	-	-	-	-	-
Issuance of refunding bonds.....	-	-	-	-	-	-	-	-
Transfers in for debt service.....	-	-	-	-	-	-	-	-
Transfers in.....	11,779	1,270,365	170	-	-	-	-	-
Total other financing sources.....	11,779	1,270,365	170	-	-	-	-	-
Total revenues and other financing sources.....	1,560,698	2,312,999	15,825	-	944,508	100,898	9,899	73,747
EXPENDITURES								
Current:								
Judiciary.....	-	-	-	-	-	-	-	-
Inspector General.....	-	49	-	-	-	-	-	-
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-	-
Secretary of the Commonwealth.....	-	-	-	-	-	-	-	-
Treasurer and Receiver-General.....	-	-	-	-	944,508	-	-	-
Attorney General.....	-	-	-	-	-	-	-	-
District Attorney.....	-	-	-	-	-	-	-	-
Sheriff's Departments.....	-	-	-	-	-	-	-	5,945
Board of Library Commissioners.....	-	-	-	-	-	-	-	-
Massachusetts Gaming Commission.....	-	-	-	-	-	-	12,722	-
Comptroller.....	-	-	-	-	-	-	-	-
Administration and Finance.....	125,000	-	-	-	-	101,183	-	536
Energy and Environmental Affairs.....	-	-	13,276	-	-	-	-	-
Health and Human Services.....	-	564,025	-	-	-	-	-	83
Massachusetts Department of Transportation.....	354,478	-	-	-	-	-	-	-
Executive Office of Education.....	-	-	-	-	-	-	-	-
Public Safety and Homeland Security.....	-	-	-	-	-	-	-	63,663
Housing and Economic Development.....	-	-	-	-	-	-	33	-
Labor and Workforce development.....	-	79,796	-	-	-	-	-	-
Medicaid.....	-	1,431,008	-	-	-	-	-	-
Capital outlay:								
Local aid.....	-	-	-	-	-	-	-	-
Capital acquisition and construction.....	-	-	-	-	-	-	-	-
Debt service.....	-	-	-	-	-	-	-	-
Total expenditures.....	479,478	2,074,878	13,276	-	944,508	101,183	12,755	70,227
OTHER FINANCING USES								
Principal on current refundings.....	-	-	-	-	-	-	-	-
Transfers out.....	64,525	49,910	2,076	126,814	-	-	420	3,081
Transfers of appropriations.....	-	-	-	-	-	-	-	-
Transfers of bond proceeds.....	-	-	-	-	-	-	-	-
Transfers out for debt service.....	1,015,647	-	-	-	-	36,469	-	-
Total other financing uses.....	1,080,172	49,910	2,076	126,814	-	36,469	420	3,081
Total expenditures and other financing uses.....	1,559,650	2,124,788	15,352	126,814	944,508	137,652	13,175	73,308
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses....	1,048	188,211	473	(126,814)	-	(36,754)	(3,276)	439
Fund balances (deficits) at beginning of year.....	22,308	34,703	20,982	126,814	-	129,667	14,145	101,550
Fund balances (deficits) at end of year.....	\$ 23,356	\$ 222,914	\$ 21,455	\$ -	\$ -	\$ 92,913	\$ 10,869	\$ 101,989

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Special Revenue				Capital Projects					Total
Health Information Technology Trust	Grant Anticipation Note Trust	Expendable Trust	Other	Debt Service	General Capital Projects	Convention and Exhibition Center	Highway Capital Projects	Other	Total
\$ -	\$ -	\$ -	\$ 100,029	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,099,255
-	-	15,480	32,746	-	-	-	-	-	654,815
89,630	600,585	19,189	92,768	-	9,958	-	-	8,768	827,532
-	-	61,628	115,430	-	-	-	-	2,541	1,204,014
2,000	760	362,958	10,401	-	-	-	175	-	475,690
91,630	601,345	459,255	351,374	-	9,958	-	175	11,309	5,261,306
-	-	-	-	(743)	28,710	-	13,532	-	41,499
-	-	-	-	-	908,730	-	561,091	653	1,470,474
-	-	-	-	230,539	-	-	-	-	230,539
-	-	-	-	2,351,074	-	-	-	-	2,351,074
-	19,585	13,221	40,126	-	-	-	-	468,641	1,823,887
-	19,585	13,221	40,126	2,580,871	937,440	-	574,623	469,294	5,917,474
91,630	620,930	472,476	391,500	2,580,871	947,398	-	574,798	480,603	11,178,780
-	-	271	-	-	-	-	-	-	271
-	-	-	-	-	-	-	-	-	49
-	-	71	17	-	-	-	-	-	88
-	-	-	3,852	-	-	-	-	-	3,852
-	931	111,760	39,701	-	-	-	-	-	1,096,900
-	-	12,999	433	-	-	-	-	-	13,432
-	-	7,227	260	-	-	-	-	-	7,487
-	-	2,515	-	-	-	-	-	-	8,460
-	-	119	-	-	-	-	-	-	119
-	-	1,011	614	-	-	-	-	-	14,347
-	-	719	1,715	-	-	-	-	-	2,434
-	-	45,297	65,150	-	-	-	-	-	337,166
-	-	46,021	65,102	-	-	-	-	-	124,399
107,222	-	39,731	16,068	-	-	-	-	-	727,129
-	-	-	-	-	109,811	-	857,882	460,300	1,782,471
-	-	16,142	2,174	-	-	-	-	-	18,316
-	-	8,127	2,202	-	-	-	-	-	73,992
-	-	19,978	53,531	-	-	-	-	-	73,542
-	-	57,328	22,132	-	-	-	-	-	159,256
-	-	-	18,892	-	-	-	-	-	1,449,900
-	-	-	-	-	-	-	-	367	367
-	-	-	-	-	810,527	-	41,075	2,051	853,653
-	-	-	-	2,351,074	-	-	-	-	2,351,074
107,222	931	369,316	291,843	2,351,074	920,338	-	898,957	462,718	9,098,704
-	-	-	-	229,796	-	-	-	-	229,796
191	430,022	126,171	75,426	-	8,375	-	64,674	7,519	959,204
-	-	2,652	-	-	-	-	-	-	2,652
-	-	-	-	-	253,363	-	-	-	253,363
-	188,161	-	9,226	-	-	-	-	-	1,249,503
191	618,183	128,823	84,652	229,796	261,738	-	64,674	7,519	2,694,518
107,413	619,114	498,139	376,495	2,580,871	1,182,076	-	963,631	470,237	11,793,223
(15,783)	1,816	(25,663)	15,005	-	(234,678)	-	(388,833)	10,366	(614,443)
19,315	205,055	557,275	221,972	11,951	(190,940)	8,393	(120,453)	(41,925)	1,120,812
\$ 3,532	\$ 206,871	\$ 531,612	\$ 236,977	\$ 11,951	\$ (425,618)	\$ 8,393	\$ (509,286)	\$ (31,559)	\$ 506,369

Combining Statement of Revenues, Expenditures and Changes in Fund Balances - Budgetary Basis - Budget and Actual
Other Budgeted Nonmajor Governmental Funds

Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	Commonwealth Transportation				Environmental			
	Original Budget	Final Budget	Actual	Variance	Original Budget	Final Budget	Actual	Variance
REVENUES AND OTHER FINANCING SOURCES								
Revenues:								
Taxes.....	\$ 998,300	\$ 998,300	\$ 968,615	\$ (29,685)	\$ 900	\$ 900	\$ 857	\$ (43)
Assessments.....	-	-	21,791	21,791	-	-	-	-
Federal grants and reimbursements.....	-	-	-	-	5,500	5,500	6,517	1,017
Departmental.....	535,900	535,900	557,684	21,784	7,713	7,713	8,123	410
Miscellaneous.....	-	-	666	666	-	-	41	41
Total revenues.....	<u>1,534,200</u>	<u>1,534,200</u>	<u>1,548,756</u>	<u>14,556</u>	<u>14,113</u>	<u>14,113</u>	<u>15,538</u>	<u>1,425</u>
Other financing sources:								
Operating transfers in.....	-	-	11,779	11,779	100	100	170	70
Total revenues and other financing sources.....	<u>1,534,200</u>	<u>1,534,200</u>	<u>1,560,535</u>	<u>26,335</u>	<u>14,213</u>	<u>14,213</u>	<u>15,708</u>	<u>1,495</u>
EXPENDITURES AND OTHER FINANCING USES								
Expenditures:								
Governor and Lieutenant Governor.....	-	-	-	-	-	-	-	-
Comptroller.....	8,699	-	-	-	-	-	-	-
Administration and Finance.....	-	1,129	-	1,129	-	-	-	-
Energy and Environmental Affairs.....	-	-	-	-	13,293	13,808	13,276	532
Massachusetts Department of Transportation.....	160,000	160,000	160,000	-	-	-	-	-
Housing and Economic Development.....	-	-	-	-	-	-	-	-
Debt service:								
Principal retirement.....	169,886	555,530	551,762	3,768	-	-	-	-
Interest and fiscal charges.....	-	480,958	463,885	17,073	-	-	-	-
Total expenditures.....	<u>338,585</u>	<u>1,197,617</u>	<u>1,175,647</u>	<u>21,970</u>	<u>13,293</u>	<u>13,808</u>	<u>13,276</u>	<u>532</u>
Other financing uses:								
Fringe benefit cost assessment.....	-	-	-	-	-	1,900	2,076	(176)
Operating transfers out.....	185,091	332,168	335,079	(2,911)	-	-	-	-
Stabilization transfer.....	-	-	43,358	(43,358)	-	-	-	-
Total other financing uses.....	<u>185,091</u>	<u>332,168</u>	<u>378,437</u>	<u>(46,269)</u>	<u>-</u>	<u>1,900</u>	<u>2,076</u>	<u>(176)</u>
Total expenditures and other financing uses.....	<u>523,676</u>	<u>1,529,785</u>	<u>1,554,084</u>	<u>(24,299)</u>	<u>13,293</u>	<u>15,708</u>	<u>15,352</u>	<u>356</u>
Excess/(deficiency) of revenues and other financing source over/(under) expenditures and other financing uses.....	1,010,524	4,415	6,451	2,036	920	(1,495)	356	1,851
Fund balances/(deficit) at beginning of year.....	7,581	7,581	7,581	-	20,223	20,223	20,223	-
Fund balances/(deficit) at end of year.....	<u>\$ 1,018,105</u>	<u>\$ 11,996</u>	<u>\$ 14,032</u>	<u>\$ 2,036</u>	<u>\$ 21,143</u>	<u>\$ 18,728</u>	<u>\$ 20,579</u>	<u>\$ 1,851</u>

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Massachusetts Tourism				Totals			
Original Budget	Final Budget	Actual	Variance	Original Budget	Final Budget	Actual	Variance
\$ 44,700	\$ 44,700	\$ 45,228	\$ 528	\$ 1,043,900	\$ 1,043,900	\$ 1,014,700	\$ (29,200)
-	-	-	-	-	-	21,791	21,791
-	-	-	-	5,500	5,500	6,517	1,017
-	-	-	-	543,613	543,613	565,807	22,194
-	-	-	-	-	-	707	707
<u>44,700</u>	<u>44,700</u>	<u>45,228</u>	<u>528</u>	<u>1,593,013</u>	<u>1,593,013</u>	<u>1,609,522</u>	<u>16,509</u>
-	-	-	-	100	100	11,949	11,849
<u>44,700</u>	<u>44,700</u>	<u>45,228</u>	<u>528</u>	<u>1,593,113</u>	<u>1,593,113</u>	<u>1,621,471</u>	<u>28,358</u>
-	17	17	-	-	17	17	-
-	-	-	-	8,699	-	-	-
-	-	-	-	-	1,129	-	1,129
-	-	-	-	13,293	13,808	13,276	532
-	3	-	3	160,000	160,003	160,000	3
16,928	17,037	16,965	72	16,928	17,037	16,965	72
-	-	-	-	169,886	555,530	551,762	3,768
-	-	-	-	-	480,958	463,885	17,073
<u>16,928</u>	<u>17,057</u>	<u>16,982</u>	<u>75</u>	<u>368,806</u>	<u>1,228,482</u>	<u>1,205,905</u>	<u>22,577</u>
-	400	384	16	-	2,300	2,460	(160)
-	-	-	-	185,091	332,168	335,079	(2,911)
-	-	27,786	(27,786)	-	-	71,144	(71,144)
-	400	28,170	(27,770)	185,091	334,468	408,683	(74,215)
<u>16,928</u>	<u>17,457</u>	<u>45,152</u>	<u>(27,695)</u>	<u>553,897</u>	<u>1,562,950</u>	<u>1,614,588</u>	<u>(51,638)</u>
27,772	27,243	76	(27,167)	1,039,216	30,163	6,883	(23,280)
-	-	-	-	27,804	27,804	27,804	-
<u>\$ 27,772</u>	<u>\$ 27,243</u>	<u>\$ 76</u>	<u>\$ (27,167)</u>	<u>\$ 1,067,020</u>	<u>\$ 57,967</u>	<u>\$ 34,687</u>	<u>\$ (23,280)</u>

Combining Budget to GAAP Reconciliation

Other Budgeted Nonmajor Governmental Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Commonwealth Transportation Fund	Environmental Funds	Massachusetts Tourism Fund*
Total actual revenues - budgetary basis (pages 132-133).....	\$ 1,548,756	\$ 15,538	\$ 45,228
Adjustments:			
Taxes receivable, net.....	32	(2)	171
Tax refunds and abatements payable, net.....	41	-	-
Federal grants and other receivables, net.....	90	119	-
Total actual revenues - GAAP basis (pages 130-131).....	<u>\$ 1,548,919</u>	<u>\$ 15,655</u>	<u>\$ 45,399</u>
Total actual other financing sources - budgetary basis (page 132-133).....	\$ 11,779	\$ 170	\$ -
No budget to GAAP differences.....	-	-	-
Total actual other financing sources - GAAP basis (pages 130-131).....	<u>\$ 11,779</u>	<u>\$ 170</u>	<u>\$ -</u>
Total actual expenditures- budgetary basis (pages 132-133).....	\$ 1,175,647	\$ 13,276	\$ 16,982
Adjustment:			
Due to component units accrual, net.....	5,566	-	-
Reclassification:			
MassDOT transfers out is reclassified to expenditures.....	313,912	-	-
Debt service principal and interest payments are reclassified to transfers out to the debt service fund.....	<u>(1,015,647)</u>	<u>-</u>	<u>-</u>
Total actual expenditures - GAAP basis (pages 130-131).....	<u>\$ 479,478</u>	<u>\$ 13,276</u>	<u>\$ 16,982</u>
Total actual other financing uses - budgetary basis (pages 132-133).....	\$ 378,437	\$ 2,076	\$ 28,170
Reclassification:			
MassDOT transfers out is reclassified to expenditures.....	(313,912)	-	-
Debt service principal and interest payments are reclassified to transfers out to the debt service fund.....	<u>1,015,647</u>	<u>-</u>	<u>-</u>
Total actual other financing uses - GAAP basis (pages 130-131).....	<u>\$ 1,080,172</u>	<u>\$ 2,076</u>	<u>\$ 28,170</u>

* - On a GAAP basis, the activity for the Massachusetts Tourism fund is combined in the other special revenue funds column on the combined statement of revenues, expenditures and changes in fund balance. The revenues, other financing sources, expenditures and other financing uses of these other special revenue funds are \$305,975, \$40,126, \$274,861, and \$56,482, respectively (all amounts in thousands).

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Combining Statement of Net Position Available for Post-Employment Benefits
Pension Trust Funds
June 30, 2013
(Amounts in thousands)

	Pension Trust Funds		OPEB Trust Fund	
	State Employees' PERS	Teachers' PERS	State Retiree Benefits	Total
ASSETS				
Cash and short-term investments.....	\$ 104,223	\$ 175,034	\$ 1,207	\$ 280,464
Investments at fair value:				
Short-term.....	367,148	392,635	7,992	767,775
Fixed income.....	4,925,377	5,267,276	107,209	10,299,862
Equity.....	8,936,795	9,557,150	194,524	18,688,469
Real estate.....	2,323,447	2,484,731	50,574	4,858,752
Timber.....	540,364	577,874	11,762	1,130,000
Private equity.....	2,511,888	2,686,253	54,675	5,252,816
Hedge funds.....	1,964,960	2,101,359	42,771	4,109,090
Total investments at fair value.....	21,569,979	23,067,278	469,507	45,106,764
Other receivables.....	265,254	354,485	5,209	624,948
Other assets.....	216,944	245,648	4,720	467,312
Total assets.....	22,156,400	23,842,445	480,643	46,479,488
LIABILITIES				
Loans and other liabilities.....	1,071,442	1,145,143	23,084	2,239,669
Net position available for post-employment benefits.....	\$ 21,084,958	\$ 22,697,302	\$ 457,559	\$ 44,239,819

See Independent Auditor's Report

Combining Statement of Changes in Net Position Available for Post-Employment Benefits
Pension Trust Funds
Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	Pension Trust Funds		OPEB Trust Fund	
	State Employees' PERS	Teachers' PERS	State Retiree Benefits	Total
ADDITIONS				
Contribution:				
Employer contributions.....	\$ 565,673	\$ 937,066	\$ 496,933	\$ 1,999,672
Employee contributions.....	529,519	642,718	-	1,172,237
Other additions.....	41,820	251,933	480	294,233
Total contributions.....	1,137,012	1,831,717	497,413	3,466,142
Net investment gain/(loss):				
Investment gain/(loss).....	2,530,368	2,630,660	48,398	5,209,426
Less: investment expense.....	(112,063)	(120,186)	(2,018)	(234,267)
Net investment gain/(loss).....	2,418,305	2,510,474	46,380	4,975,159
Total additions.....	3,555,317	4,342,191	543,793	8,441,301
DEDUCTIONS				
Administration.....	18,613	38,821	-	57,434
Retirement benefits and refunds.....	1,847,759	2,424,846	458,979	4,731,584
Payments to State Boston Retirement System.....	-	94,846	-	94,846
Total deductions.....	1,866,372	2,558,513	458,979	4,883,864
Net increase/(decrease).....	1,688,945	1,783,678	84,814	3,557,437
Net position available for post-employment benefits				
at beginning of year.....	19,396,013	20,913,624	372,745	40,682,382
Net position available for post-employment benefits at end of year.....	\$ 21,084,958	\$ 22,697,302	\$ 457,559	\$ 44,239,819

See Independent Auditor's Report

Combining Statement of Net Position Held in Trust for Pool Participants
 External Investment Trust Funds
 June 30, 2013
 (Amounts in thousands)

	Massachusetts Municipal Depository Trust	Pension Reserves Investment Trust	Total
ASSETS			
Assets held in trust for pension benefits:			
Cash and short-term investments.....	\$ -	\$ 24,448	\$ 24,448
Investments at fair value:			
Short-term.....	-	161,918	161,918
Fixed income.....	-	2,172,164	2,172,164
Equity.....	-	3,941,259	3,941,259
Real estate.....	-	1,024,675	1,024,675
Timber.....	-	238,309	238,309
Private equity.....	-	1,107,780	1,107,780
Hedge funds.....	-	866,576	866,576
Total investments at fair value.....	-	9,512,681	9,512,681
Assets held in trust for pool participants:			
Cash and short-term investments.....	2,713,321	-	2,713,321
Other receivables.....	1,371	105,535	106,906
Other assets.....	-	95,673	95,673
Total assets.....	2,714,692	9,738,337	12,453,029
LIABILITIES			
Accounts payable.....	2,771	50,504	53,275
Loans and other liabilities.....	57	417,208	417,265
Total liabilities.....	2,828	467,712	470,540
Net position held in trust for pool/pension participants.....	\$ 2,711,864	\$ 9,270,625	\$ 11,982,489

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Combining Statement of Changes in Net Position Held in Trust for Pool Participants
External Investment Trust Funds
Fiscal Year Ended June 30, 2013
(Amounts in thousands)

	Massachusetts Municipal Depository Trust	Pension Reserves Investment Trust	Total
ADDITIONS			
Contribution:			
Employees contributions.....	\$ -	\$ 580,179	\$ 580,179
Proceeds from sale of units.....	16,673,202	-	16,673,202
Total contributions.....	16,673,202	580,179	17,253,381
Net investment gain/(loss):			
Investment gain/(loss).....	7,804	1,095,306	1,103,110
Less: investment expense.....	(2,033)	(52,246)	(54,279)
Net investment gain/(loss).....	5,771	1,043,060	1,048,831
Total additions.....	16,678,973	1,623,239	18,302,212
DEDUCTIONS			
Cost of units redeemed.....	17,048,361	-	17,048,361
Retirement benefits and refunds.....	-	683,279	683,279
Total deductions.....	17,048,361	683,279	17,731,640
Net increase/(decrease).....	(369,388)	939,960	570,572
Net position held in trust for pool/pensions participants at beginning of year.....	3,081,252	8,330,665	11,411,917
Net position held in trust for pool/pensions participants at end of year	\$ 2,711,864	\$ 9,270,625	\$ 11,982,489

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Combining Statement of Changes in Assets and Liabilities

Agency Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Balance July 1, 2012	Additions	Deductions	Balance June 30, 2013
<u>Central Agency Funds</u>				
ASSETS				
Cash and short-term investments.....	\$ 299,602	\$ 9,938,626	\$ 9,903,548	\$ 334,680
Investments, restricted investments and annuity contracts.....	1,385,875	346,650	246,226	1,486,299
Taxes receivable.....	2,477	2,417	2,477	2,417
Other receivables.....	-	22,743	-	22,743
Total assets.....	<u>\$ 1,687,954</u>	<u>\$ 10,310,436</u>	<u>\$ 10,152,251</u>	<u>\$ 1,846,139</u>
LIABILITIES				
Accounts payable.....	\$ 61,675	\$ 3,690,110	\$ 3,680,515	\$ 71,270
Due to cities and towns.....	28,016	492,016	496,582	23,450
Lottery prizes payable.....	1,385,875	346,650	246,226	1,486,299
Agency liabilities.....	212,388	4,460,955	4,420,914	252,429
Other liabilities.....	-	12,691	-	12,691
Total liabilities.....	<u>\$ 1,687,954</u>	<u>\$ 9,002,422</u>	<u>\$ 8,844,237</u>	<u>\$ 1,846,139</u>
<u>Court Escrow and Client Accounts</u>				
ASSETS				
Cash and short-term investments.....	\$ 106,709	\$ 1,327,865	\$ 1,341,596	\$ 92,978
Assets held in trust.....	52,527	283,146	284,607	51,066
Other receivables.....	117,624	116,660	117,624	116,660
Total assets.....	<u>\$ 276,860</u>	<u>\$ 1,727,671</u>	<u>\$ 1,743,827</u>	<u>\$ 260,704</u>
LIABILITIES				
Accounts payable.....	\$ 10,747	\$ 1,288,104	\$ 1,298,429	\$ 422
Agency liabilities.....	266,113	1,047,748	1,053,579	260,282
Total liabilities.....	<u>\$ 276,860</u>	<u>\$ 2,335,852</u>	<u>\$ 2,352,008</u>	<u>\$ 260,704</u>
<u>Statutory Bonds and Deposits</u>				
ASSETS				
Cash and short-term investments.....	\$ 86	\$ -	\$ -	\$ 86
Assets held in trust.....	667,593	509,228	498,503	678,318
Total assets.....	<u>\$ 667,679</u>	<u>\$ 509,228</u>	<u>\$ 498,503</u>	<u>\$ 678,404</u>
LIABILITIES				
Agency liabilities.....	<u>\$ 667,679</u>	<u>\$ 509,228</u>	<u>\$ 498,503</u>	<u>\$ 678,404</u>

See Independent Auditor's Report

Combining Statement of Changes in Assets and Liabilities

Agency Funds

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Balance July 1, 2012	Additions	Deductions	Balance June 30, 2013
<u>Total Agency Funds</u>				
ASSETS				
Cash and short-term investments.....	\$ 406,397	\$ 11,266,491	\$ 11,245,144	\$ 427,744
Investments, restricted investments and annuity contracts.....	1,385,875	346,650	246,226	1,486,299
Assets held in trust.....	720,120	792,374	783,110	729,384
Taxes receivable.....	2,477	2,417	2,477	2,417
Other receivables.....	117,624	139,403	117,624	139,403
Total assets.....	\$ 2,632,493	\$ 12,547,335	\$ 12,394,581	\$ 2,785,247
LIABILITIES				
Accounts payable.....	\$ 72,422	\$ 4,978,214	\$ 4,978,944	\$ 71,692
Due to cities and towns.....	28,016	492,016	496,582	23,450
Lottery prizes payable.....	1,385,875	346,650	246,226	1,486,299
Agency liabilities.....	1,146,180	6,017,931	5,972,996	1,191,115
Other liabilities.....	-	12,691	-	12,691
Total liabilities.....	\$ 2,632,493	\$ 11,847,502	\$ 11,694,748	\$ 2,785,247

See Independent Auditor's Report

Combining Statement of Net Position
Nonmajor Component Units
June 30, 2013
(Amounts in thousands)

	Massachusetts Convention Center Authority	Massachusetts Development Finance Agency	Massachusetts Clean Energy Center	Massachusetts Technology Park Corporation	Massachusetts Housing Partnership	Economic Development Entities	Higher Education Foundations	Total
ASSETS AND DEFERRED OUTFLOWS								
Current assets:								
Cash and cash equivalents.....	\$ 28,656	\$ 10,557	\$ 23,363	\$ 391	\$ 5,743	\$ 93,238	\$ 24,314	\$ 186,262
Short-term investments.....	-	91,274	-	30,969	-	27,301	56,511	206,055
Restricted cash and investment.....	1,150	17,344	-	-	60,567	1,336	508	80,905
Assets held in trust.....	-	-	170,816	-	-	-	-	170,816
Receivables, net of allowance for uncollectibles:								
Federal grants and reimbursement receivable.....	-	-	-	-	-	1,568	-	1,568
Loans.....	304	14,937	3,285	-	27,202	15,291	6	61,025
Other receivables.....	3,572	14,009	2,752	10,221	1,971	6,319	6,160	45,004
Due from primary government.....	32,239	577	-	4,773	-	32,231	380	70,200
Inventory.....	-	139	-	-	-	65	-	204
Other current assets.....	1,655	1,915	171	253	-	2,145	2,831	8,970
Total current assets.....	67,576	150,752	200,387	46,607	95,483	179,494	90,710	831,009
Noncurrent assets:								
Cash and cash equivalents - restricted.....	-	31,526	28,447	8,453	-	-	1,041	69,467
Long - term investments.....	-	79,030	8,071	-	-	1,147	485,857	574,105
Restricted investments.....	-	-	132,632	-	-	-	35,650	168,282
Accounts receivables, net.....	-	1,103	-	-	-	485	5,659	7,247
Loans receivables, net.....	17,413	80,767	-	-	404,226	31,467	-	533,873
Non-depreciable capital assets.....	181,132	15,458	2,534	-	-	355	12,375	211,854
Depreciable capital assets, net.....	640,945	223,768	38,329	88,521	-	11,984	26,075	1,029,622
Other noncurrent assets.....	-	7,356	-	-	214	75	2,013	9,658
Total noncurrent assets.....	839,490	439,008	210,013	96,974	404,440	45,513	568,670	2,604,108
Deferred outflows from derivative instruments.....	-	15,944	-	-	-	-	-	15,944
Total assets and deferred outflows.....	907,066	605,704	410,400	143,581	499,923	225,007	659,380	3,451,061
LIABILITIES								
Current liabilities:								
Accounts payable and other liabilities.....	12,230	8,884	8,735	15,435	1,859	36,836	15,618	99,597
Accrued payroll.....	-	-	-	-	-	425	-	425
Compensated absences.....	1,060	776	-	-	-	505	-	2,341
Accrued interest payable.....	-	2,655	-	-	1,498	-	25	4,178
Due to primary government.....	-	455	-	-	-	-	423	878
Deferred revenue.....	10,347	-	170,810	-	-	31,617	2,409	215,183
Bonds, notes payable and other obligations.....	-	2,695	-	-	24,668	4,360	1,197	32,920
Total current liabilities.....	23,637	15,465	179,545	15,435	28,025	73,743	19,672	355,522
Noncurrent liabilities:								
Compensated absences.....	1,251	-	-	-	-	119	-	1,370
Deferred revenue.....	-	-	-	-	27,943	112	-	28,055
Bonds, notes payable and other obligations.....	-	166,581	-	-	388,505	39,030	13,240	607,356
Post - employment obligations.....	4,739	-	-	-	-	-	-	4,739
Liability for derivative instruments.....	-	15,944	-	-	-	-	-	15,944
Other noncurrent liabilities.....	6,205	3,579	-	1,092	12,641	1,771	3,998	29,286
Total noncurrent liabilities.....	12,195	196,572	-	1,092	429,089	41,032	17,238	697,218
Total liabilities.....	35,832	212,037	179,545	16,527	457,114	114,775	36,910	1,052,740
NET POSITION								
Net investment in capital assets.....	822,077	74,792	40,863	88,521	192	12,178	23,842	1,062,465
Restricted for:								
Clean energy trusts.....	-	-	189,992	-	-	-	-	189,992
Economic development financing.....	-	142,729	-	-	-	9,402	-	152,131
Other purposes.....	21,150	-	-	27,375	22,071	44,865	548,206	663,667
Unrestricted.....	28,007	176,146	-	11,158	20,546	43,787	50,422	330,066
Total net position.....	\$ 871,234	\$ 393,667	\$ 230,855	\$ 127,054	\$ 42,809	\$ 110,232	\$ 622,470	\$ 2,398,321

See Independent Auditor's Report

Combining Statement of Revenues, Expenses and Changes in Net Position

Nonmajor Component Units

Fiscal Year Ended June 30, 2013

(Amounts in thousands)

	Massachusetts Convention Center Authority	Massachusetts Development Finance Agency	Massachusetts Clean Energy Center	Massachusetts Technology Park Corporation	Massachusetts Housing Partnership	Economic Development Entities	Higher Education Foundations	Total
Operating revenues:								
Charges for services.....	\$ 49,996	\$ 45,839	\$ -	\$ -	\$ 7,915	\$ 62,508	\$ 13,702	\$ 179,960
Other.....	1,002	28,441	25,695	60,784	3,799	5,929	9,014	134,664
Total operating revenues.....	50,998	74,280	25,695	60,784	11,714	68,437	22,716	314,624
Operating expenses:								
Cost of services.....	51,358	19,285	23,227	28,538	6,083	113,954	-	242,445
Administration costs.....	28,253	60,038	7,334	34	5,293	5,718	32,823	139,493
Depreciation.....	42,898	12,064	1,573	562	123	873	1,256	59,349
Total operating expenses.....	122,509	91,387	32,134	29,134	11,499	120,545	34,079	441,287
Operating income (loss).....	(71,511)	(17,107)	(6,439)	31,650	215	(52,108)	(11,363)	(126,663)
Nonoperating revenues (expenses):								
Operating grants.....	48,284	444	23,737	-	-	63,457	-	135,922
Interest income.....	797	1,393	183	90	-	104	40,698	43,265
Other nonoperating revenue (expense).....	463	108	-	-	-	(724)	18,623	18,470
Nonoperating revenues (expenses), net.....	49,544	1,945	23,920	90	-	62,837	59,321	197,657
Income (loss) before contributions.....	(21,967)	(15,162)	17,481	31,740	215	10,729	47,958	70,994
Capital contributions.....	53,000	(34)	-	-	-	-	-	52,966
Change in net position.....	31,033	(15,196)	17,481	31,740	215	10,729	47,958	123,960
Net position - beginning, as restated.....	840,201	408,863	213,374	95,314	42,594	99,503	574,512	2,274,361
Net position - ending.....	\$ 871,234	\$ 393,667	\$ 230,855	\$ 127,054	\$ 42,809	\$ 110,232	\$ 622,470	\$ 2,398,321

See Independent Auditor's Report



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Statistical Section

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A sloop at a Wharf, Gloucester

Schedule of Net Position by Component – Last Ten Fiscal Years
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Statistical Section Narrative and Table of Contents

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These schedules contain trend information to help the reader understand how the Commonwealth’s financial performance and fiscal health has changed over time. The schedules are presented for the last ten fiscal years, except where noted. Schedules included are:

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**Schedule of Net Position by Component
Last Ten Fiscal Years**

(Amounts in thousands)

	2013	2012	2011	2010*	2009*
Governmental activities					
Net investment in capital assets.....	\$ (592,483)	\$ (849,338)	\$ (722,469)	\$ (885,593)	\$ 189,913
Restricted.....	1,386,416	1,456,715	1,520,702	1,403,877	1,377,951
Unrestricted.....	<u>(26,733,809)</u>	<u>(24,905,165)</u>	<u>(23,631,098)</u>	<u>(22,891,629)</u>	<u>(13,721,519)</u>
Total governmental activities net position.....	<u>\$ (25,939,876)</u>	<u>\$ (24,297,788)</u>	<u>\$ (22,832,865)</u>	<u>\$ (22,373,344)</u>	<u>\$ (12,153,655)</u>
Business-type activities					
Net investment in capital assets.....	\$ 2,605,263	\$ 2,366,038	\$ 2,026,223	\$ 1,767,434	\$ 1,698,825
Restricted.....	1,209,630	1,576,865	1,364,646	1,148,751	1,609,145
Unrestricted.....	<u>1,026,230</u>	<u>969,309</u>	<u>978,043</u>	<u>857,263</u>	<u>621,952</u>
Total business-type activities net position.....	<u>\$ 4,841,123</u>	<u>\$ 4,912,212</u>	<u>\$ 4,368,912</u>	<u>\$ 3,773,448</u>	<u>\$ 3,929,922</u>
Commonwealth net position					
Net investment in capital assets.....	\$ 2,012,780	\$ 1,516,700	\$ 1,303,754	\$ 881,841	\$ 1,888,738
Restricted.....	2,596,046	3,033,580	2,885,348	2,552,628	2,987,096
Unrestricted.....	<u>(25,707,579)</u>	<u>(23,935,856)</u>	<u>(22,653,055)</u>	<u>(22,034,366)</u>	<u>(13,099,567)</u>
Total Commonwealth net position.....	<u>\$ (21,098,753)</u>	<u>\$ (19,385,576)</u>	<u>\$ (18,463,953)</u>	<u>\$ (18,599,896)</u>	<u>\$ (8,223,733)</u>

* Restated

2008*	2007*	2006*	2005*	2004*
\$ 446,666	\$ 489,432	\$ 101,510	\$ 196,765	\$ 2,032,958
1,413,968	1,271,051	2,010,373	1,526,576	776,401
(11,022,084)	(11,357,260)	(12,409,269)	(13,267,433)	(9,150,810)
\$ (9,161,450)	\$ (9,596,777)	\$ (10,297,385)	\$ (11,544,092)	\$ (6,341,451)
\$ 1,562,002	\$ 1,392,363	\$ 1,283,570	\$ 1,149,352	\$ 1,132,637
2,390,206	2,295,507	1,816,066	1,331,053	915,583
644,363	645,211	548,774	562,777	434,007
\$ 4,596,571	\$ 4,333,081	\$ 3,648,410	\$ 3,043,182	\$ 2,482,227
\$ 2,008,668	\$ 1,881,795	\$ 1,385,080	\$ 1,346,117	\$ 3,165,595
3,804,174	3,566,558	3,826,439	2,857,629	1,691,984
(10,377,721)	(10,712,049)	(11,860,495)	(12,704,656)	(8,716,803)
\$ (4,564,879)	\$ (5,263,696)	\$ (6,648,975)	\$ (8,500,910)	\$ (3,859,224)

**Changes in Net Position
Last Ten Fiscal Years**

(Amounts in thousands)

	2013	2012	2011	2010	2009
EXPENSES					
Governmental Activities:					
General government.....	\$ 2,587,273	\$ 2,391,694	\$ 2,305,783	\$ 2,358,706	\$ 2,630,554
Judiciary.....	1,002,797	945,457	992,990	1,043,004	1,138,179
Direct local aid.....	5,179,104	4,991,532	4,845,738	5,030,363	5,210,451
Medicaid.....	12,286,342	11,708,397	12,124,261	10,677,999	10,842,549
Group health insurance.....	1,282,661	1,218,079	1,113,544	1,092,178	977,565
Energy and environmental.....	532,330	572,632	685,032	326,128	426,808
Housing and economic development*.....	1,252,292	1,247,310	1,362,822	1,297,143	1,042,084
Health and human services*.....	7,787,051	7,643,950	7,124,856	7,244,968	7,452,418
Transportation and public works.....	1,879,271	1,765,101	2,262,374	2,088,354	1,336,257
Early elementary and secondary education*.....	4,335,639	4,259,568	3,649,543	3,395,360	3,210,200
Public safety and homeland security.....	2,440,212	2,346,958	2,276,402	2,409,557	2,561,607
Labor and workforce development*.....	389,806	474,096	497,927	483,091	474,438
Lottery.....	3,982,700	3,877,305	3,661,834	3,649,396	3,693,318
Interest (unallocated).....	1,206,542	1,202,772	1,177,569	1,090,471	1,116,278
Total governmental activities.....	46,144,020	44,644,851	44,080,674	42,186,717	42,112,704
Business-type Activities:					
Unemployment compensation.....	2,718,447	3,466,500	4,388,360	5,435,611	3,475,027
Higher Education:					
University of Massachusetts.....	2,759,488	2,684,039	2,865,015	2,640,134	2,474,797
State Universities.....	864,161	851,118	834,453	762,043	736,972
Community Colleges.....	814,245	801,038	772,883	716,526	671,923
Total business-type activities.....	7,156,341	7,802,695	8,860,711	9,554,314	7,358,719
Total Commonwealth expenses.....	\$ 53,300,361	\$ 52,447,546	\$ 52,941,385	\$ 51,741,031	\$ 49,471,424
REVENUES					
Program Revenues:					
Governmental Activities:					
Charges for services:					
General government.....	\$ 352,291	\$ 458,320	\$ 443,869	\$ 464,592	\$ 436,344
Judiciary.....	111,384	114,170	120,293	128,198	123,819
Medicaid.....	471,539	297,566	258,032	185,463	180,380
Group health insurance.....	619,982	495,377	431,078	349,870	230,456
Energy and environmental.....	228,019	214,340	270,449	214,269	226,754
Housing and economic development*.....	150,690	142,320	142,387	221,340	178,011
Health and human services*.....	1,143,551	931,535	896,328	797,929	718,628
Transportation and public works.....	567,348	505,842	502,004	517,045	494,733
Early elementary and secondary education*.....	6,748	6,783	6,645	9,661	15,728
Public safety and homeland security.....	218,643	205,546	193,983	202,427	175,069
Labor and workforce development*.....	246,577	237,772	142,731	38,319	37,728
Lottery.....	5,041,329	4,940,151	4,630,205	4,626,777	4,643,592
Total Charges for services.....	9,158,100	8,549,722	8,038,003	7,755,891	7,461,243
Operating grants and contributions.....	12,836,122	12,909,908	14,217,481	12,771,164	12,059,019
Capital grants and contributions.....	18,726	79,733	168,912	779,403	853,221
Total governmental activities.....	22,012,948	21,539,363	22,424,397	21,306,458	20,373,482
Business-type Activities:					
Charges for services:					
Unemployment Compensation.....	1,923,476	1,982,602	1,945,801	1,727,964	1,671,098
Higher Education:					
University of Massachusetts.....	1,640,296	1,519,496	1,685,386	1,527,880	1,419,932
State Universities.....	533,347	523,979	530,078	479,900	442,685
Community Colleges.....	281,428	275,778	250,341	235,865	219,986
Operating grants and contributions.....	1,791,196	2,525,342	3,500,210	4,020,351	1,721,199
Total business-type activities.....	6,169,743	6,827,197	7,911,816	7,991,960	5,474,900
Total Commonwealth program revenues.....	\$ 28,182,691	\$ 28,366,560	\$ 30,336,213	\$ 29,298,418	\$ 25,848,382
General Revenues and Other Changes in Net Position (all types consolidated):					
Governmental Activities:					
Taxes (all types).....	\$ 22,599,332	\$ 21,403,426	\$ 21,066,430	\$ 19,034,227	\$ 18,499,273
Investment earnings and miscellaneous.....	985,713	1,393,094	991,230	1,474,995	1,489,018
Gain on sale of capital assets.....	-	-	-	-	-
Transfers.....	(1,096,061)	(1,155,955)	(860,904)	(864,697)	(1,070,652)
Transfers to/from MassDOT.....	-	-	-	(8,983,955)	-
Total governmental activities.....	22,488,984	21,640,565	21,196,756	10,660,570	18,917,639
Business-type Activities:					
Investment earnings and miscellaneous.....	\$ 395,228	\$ 376,327	\$ 695,308	\$ 553,088	\$ 140,227
Other losses.....	-	-	(10,746)	(12,125)	(11,530)
Transfers.....	1,096,061	1,155,955	860,904	864,697	1,070,652
Total business-type activities.....	1,491,289	1,532,282	1,545,466	1,405,660	1,199,349
Total Commonwealth general revenues.....	\$ 23,980,273	\$ 23,172,847	\$ 22,742,222	\$ 12,066,230	\$ 20,116,988
CHANGES IN NET POSITION					
Governmental activities.....	\$ (1,642,088)	\$ (1,464,923)	\$ (459,521)	\$ (10,219,688)	\$ (2,821,583)
Business-type activities.....	504,691	556,784	596,571	(156,694)	(684,470)
Current year restatements.....	-	-	-	-	(152,800)
Total changes in net position including restatements.....	\$ (1,137,397)	\$ (908,139)	\$ 137,050	\$ (10,376,382)	\$ (3,658,854)

* NOTE: Reflects departmental and functional reorganizations as of the year implemented. Prior years not restated.

	2008	2007	2006	2005	2004
\$	2,321,251	\$ 2,198,999	\$ 2,043,365	\$ 1,861,827	\$ 2,084,482
	993,424	852,124	731,931	694,245	570,228
	5,118,858	5,081,359	4,682,027	4,525,847	4,877,089
	9,769,893	9,044,420	8,150,576	7,705,717	6,909,412
	828,297	1,033,796	970,150	872,970	778,072
	537,691	488,883	438,731	419,329	379,710
	899,474	519,399	670,518	609,409	593,000
	6,726,961	6,414,249	6,585,029	6,441,959	5,940,586
	1,199,103	1,271,608	1,286,857	1,566,773	1,569,678
	2,932,143	1,870,250	1,948,769	8,226,508	1,251,618
	2,097,076	1,763,191	1,768,924	1,638,434	1,477,469
	340,668	641,134	387,132	358,839	387,590
	3,910,362	3,689,221	3,708,713	3,692,520	3,606,608
	1,152,162	1,079,551	985,474	861,265	788,908
	38,827,362	35,948,184	34,358,196	39,488,186	31,214,448
	1,554,885	1,430,130	1,337,565	1,662,955	2,461,293
	2,274,312	2,233,634	2,116,226	1,977,546	1,597,676
	733,842	624,470	568,592	514,122	456,022
	685,235	627,400	592,310	548,017	525,179
	5,248,274	4,915,634	4,614,693	4,702,640	5,040,170
\$	44,075,636	40,863,818	38,972,889	44,190,826	36,254,618
\$	414,614	\$ 564,347	\$ 451,753	\$ 492,750	\$ 463,132
	124,542	118,652	115,443	105,072	101,994
	176,471	172,136	702,104	937,422	687,535
	209,008	151,604	131,611	111,342	98,598
	162,639	168,789	156,074	138,854	152,632
	185,019	1,892	6,245	3,515	1,446
	601,483	538,543	613,780	756,469	861,899
	477,420	461,217	448,349	478,154	13,687
	10,766	8,042	6,346	5,583	11,644
	153,641	126,962	135,846	112,350	564,023
	31,758	187,256	213,078	199,817	179,794
	4,905,509	4,656,110	4,726,339	4,698,935	4,603,204
	7,452,873	7,155,550	7,706,968	8,040,263	7,739,588
	9,271,936	8,849,046	8,347,822	7,961,904	8,017,469
	484,172	487,365	481,780	461,371	602,449
	17,208,980	16,491,961	16,536,570	16,463,538	16,359,506
	1,587,543	1,698,249	1,741,101	242,769	1,481,803
	1,160,513	1,194,393	1,076,875	424,184	822,668
	400,369	287,195	272,918	64,872	222,740
	204,190	190,808	175,418	122,828	165,257
	710,974	746,385	684,108	854,653	1,376,666
	4,063,589	4,117,030	3,950,420	4,108,237	4,069,134
\$	21,272,569	20,608,991	20,486,988	20,571,775	20,428,640
\$	21,174,430	\$ 20,001,189	\$ 18,668,322	\$ 17,580,271	\$ 16,406,781
	2,057,309	1,318,008	1,396,033	1,168,540	1,042,704
	-	-	26,300	-	-
	(1,178,030)	(1,167,367)	(1,022,320)	(926,715)	(830,453)
	-	-	-	-	-
	22,053,709	20,151,830	19,068,335	17,822,096	16,619,032
\$	270,145	\$ 315,908	247,181	228,643	181,719
	-	-	-	-	-
	1,178,030	1,167,367	1,022,320	926,715	830,453
	1,448,175	1,483,275	1,269,501	1,155,358	1,012,172
\$	23,501,884	21,635,105	20,337,836	18,977,454	17,631,205
\$	435,327	\$ 695,608	\$ 1,246,707	\$ (5,202,551)	\$ 1,764,090
	263,490	684,671	605,228	560,955	41,136
	-	-	-	-	-
	698,817	1,380,279	1,851,935	(4,641,596)	1,805,226

**Fund Balances, Governmental Funds
Last Ten Fiscal Years**

(Modified accrual basis of accounting)

(Amounts in thousands)

	2013	2012	2011	2010*	2009*
Total Unreserved general fund.....	\$ -	\$ -	\$ -	\$ -	\$ 1,734,822
All Other Governmental Funds					
Reserved.....	-	-	-	-	1,401,985
Unreserved:					
Special Revenue Funds.....	-	-	-	-	2,044,674
Capital Projects Funds.....	-	-	-	-	(125,138)
Permanent Trust Funds.....	-	-	-	-	5,000
Total Unreserved.....	-	-	-	-	1,924,535
Total all other governmental funds.....	-	-	-	-	3,326,520
Total governmental fund balances.....	\$ -	\$ -	\$ -	\$ -	\$ 5,061,342

* 2010 has been restated for GASB 54 presentation. Years prior have not been restated.

Fund balances (deficits) GASB54 :

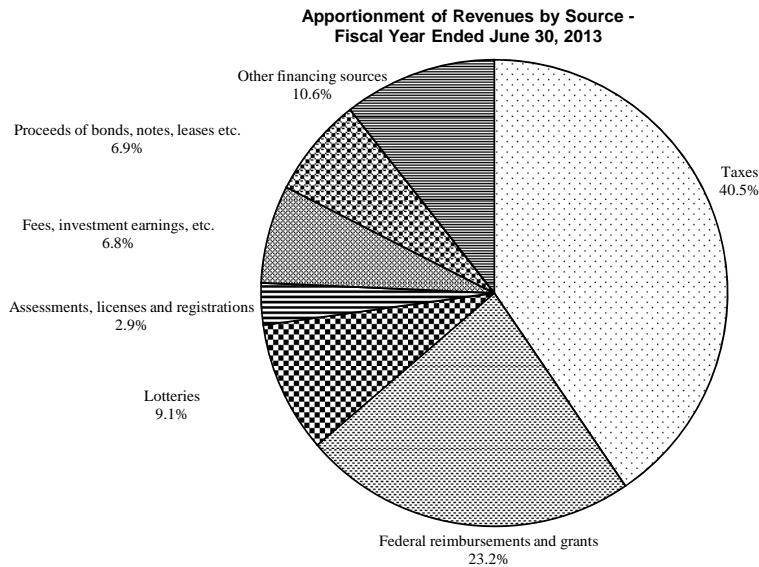
Nonspendable.....	\$ 914	\$ 914	\$ 914	\$ 5,914
Restricted.....	1,557,928	2,195,287	1,675,055	1,905,749
Committed.....	2,324,228	2,404,158	2,020,009	2,166,175
Assigned.....	595,085	574,621	750,462	156,483
Unassigned.....	391,795	1,143,978	821,188	351,395
Total governmental fund balances.....	\$ 4,869,951	\$ 6,318,958	\$ 5,267,628	\$ 4,585,716

2008*	2007*	2006*	2005*	2004*
\$ 3,171,278	\$ 4,899,154	\$ 4,922,074	\$ 4,067,885	\$ 2,497,447
1,809,058	1,496,094	1,361,980	1,392,209	2,204,552
2,437,897	1,587,596	1,476,440	91,913	330,353
(360,570)	(251,985)	(497,300)	(503,441)	(607,946)
5,000	5,000	-	-	-
2,082,327	1,340,611	979,140	(411,528)	(277,593)
3,891,385	2,836,705	2,341,120	980,681	1,926,959
\$ 7,062,663	\$ 7,735,859	\$ 7,263,194	\$ 5,048,566	\$ 4,424,406

Ten-Year Schedule of Revenues and Other Financing Sources
All Governmental Fund Types - Fund Perspective
(Modified Accrual Basis of Accounting)

(Amounts in millions)

	2013	% Total	2012	% Total	2011	% Total	2010	% Total	2009	% Total
Taxes.....	\$ 22,391	40.5	\$ 21,533	39.6	\$ 20,854	38.7	\$ 18,991	37.3	\$ 18,354	36.9
Federal reimbursements.....	8,981	16.2	8,934	16.4	10,066	18.8	9,453	18.5	9,392	18.9
Federal grants.....	3,887	7.0	4,051	7.5	4,311	8.0	4,097	8.0	3,510	7.0
Lotteries.....	5,042	9.1	4,944	9.1	4,631	8.6	4,628	9.1	4,650	9.3
Assessments.....	1,093	2.0	1,024	1.9	980	1.8	965	1.9	929	1.9
Motor vehicle licenses and registrations.....	487	0.9	474	0.9	461	0.9	463	0.9	383	0.8
Fees, investment earnings, etc.....	3,750	6.8	3,823	7.0	3,246	6.0	3,365	6.6	3,204	6.4
Proceeds of general and special obligation bonds..	1,869	3.4	3,162	5.8	2,233	4.1	2,419	4.7	2,042	4.1
Proceeds of refunding bonds.....	1,913	3.5	388	0.7	888	1.6	538	1.1	390	0.8
Proceeds of capital lease.....	1	-	4	-	12	-	17	-	18	-
Other financing sources.....	5,876	10.6	6,033	11.1	6,216	11.5	6,043	11.9	6,916	13.9
Total revenues and other financing sources.....	\$ 55,290	100.0	\$ 54,370	100.0	\$ 53,898	100.0	\$ 50,979	100.0	\$ 49,788	100.0



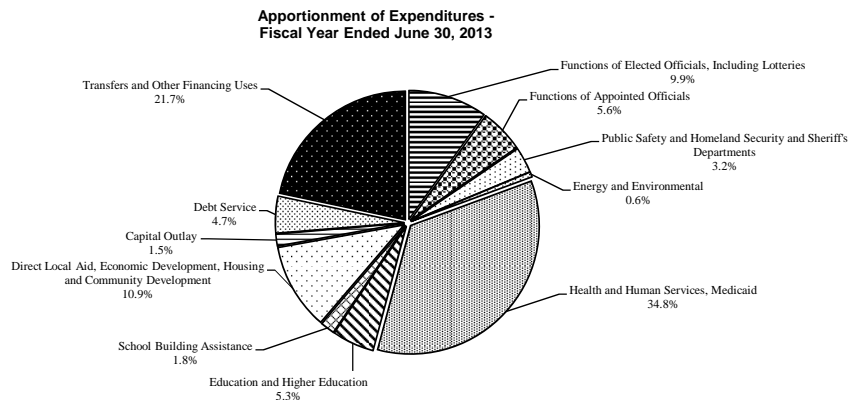
2008	% Total	2007	% Total	2006	% Total	2005	% Total	2004	% Total
\$ 21,120	42.1	\$ 19,985	40.5	\$ 18,754	39.7	\$ 17,671	40.6	\$ 16,133	36.4
7,037	14.0	6,847	13.9	6,350	13.5	6,053	13.9	6,284	14.2
2,681	5.4	2,489	5.0	2,479	5.3	2,369	5.4	2,336	5.3
4,915	9.8	4,670	9.5	4,739	10.0	4,705	10.8	4,605	10.4
858	1.7	860	1.7	850	1.8	831	1.9	773	1.7
376	0.7	380	0.8	361	0.8	401	0.9	376	0.8
3,546	7.1	2,875	5.8	3,270	7.0	3,213	7.5	3,028	6.8
1,281	2.6	3,181	6.4	4,492	9.5	1,354	3.1	1,993	4.5
-	-	1,428	2.9	633	1.3	1,385	3.2	3,302	7.4
17	-	21	-	30	0.1	58	0.1	11	-
8,305	16.6	6,666	13.5	5,232	11.1	5,493	12.6	5,531	12.5
<u>\$ 50,136</u>	<u>100.0</u>	<u>\$ 49,402</u>	<u>100.0</u>	<u>\$ 47,190</u>	<u>100.0</u>	<u>\$ 43,533</u>	<u>100.0</u>	<u>\$ 44,372</u>	<u>100.0</u>

Ten-Year Schedule of Expenditures and Other Financing Uses by Secretariat
All Governmental Fund Types - Fund Perspective
(Modified Accrual Basis of Accounting)

(Amounts in millions)

	2013	% Total	2012	% Total	2011	% Total	2010	% Total	2009	% Total
Legislature.....	\$ 57	0.1	\$ 58	0.1	\$ 58	0.1	\$ 59	0.1	\$ 60	0.1
Judiciary.....	792	1.4	757	1.4	771	1.4	769	1.5	797	1.5
Inspector General.....	6	-	3	-	4	0.0	4	0.0	3	0.0
Governor and Lieutenant Governor.....	6	-	7	-	5	0.0	5	0.0	8	0.0
Secretary of the Commonwealth.....	49	0.1	41	0.1	45	0.1	52	0.1	51	0.1
Treasurer and Receiver-General.....	5,307	9.5	5,282	9.9	5,084	9.6	4,862	9.4	5,097	9.8
Auditor of the Commonwealth.....	18	-	17	-	18	0.0	18	0.0	19	0.0
Attorney General.....	76	0.1	55	0.1	34	0.1	52	0.1	53	0.1
Ethics Commission.....	2	-	2	-	2	0.0	2	0.0	2	-
District Attorney.....	115	0.2	110	0.2	104	0.2	102	0.2	112	0.2
Office of Campaign and Political Finance.....	1	-	1	-	3	0.0	1	0.0	1	-
Sheriff's Department.....	541	1.0	529	1.0	514	1.0	394	0.8	296	0.6
Disabled Persons Protection Commission.....	2	-	2	-	2	0.0	2	0.0	3	-
Board of Library Commissioners.....	25	-	24	-	25	0.0	28	0.1	37	0.1
Massachusetts Gaming Commission.....	14	-	1	-	-	-	-	-	-	-
Comptroller.....	14	-	14	-	14	0.0	13	0.0	14	0.0
Administration and finance.....	2,295	4.1	1,949	3.7	1,852	3.3	1,686	3.3	1,709	3.4
Energy and environmental.....	365	0.6	351	0.7	368	0.7	403	0.8	352	0.7
Housing and communities development.....	-	-	-	-	-	-	-	-	-	-
Early education and care.....	-	-	-	-	-	-	-	-	-	-
Health and human services.....	7,384	13.1	7,301	13.6	6,791	12.8	6,655	12.9	6,684	12.9
Transportation and public works.....	-	-	-	-	-	-	474	0.9	389	0.8
Massachusetts department of transportation.....	1,785	3.1	1,679	3.1	2,086	3.9	1,209	2.3	-	-
Executive office of education*.....	3,008	5.3	3,069	5.8	3,232	6.1	2,968	5.8	2,920	5.6
Center for Health and Information Analysis.....	9	-	-	-	-	-	-	-	-	-
Massachusetts school building assistance.....	1,037	1.8	975	1.8	791	1.5	973	1.9	657	1.3
Higher education.....	-	-	-	-	-	-	-	-	-	-
Public safety and homeland security.....	1,296	2.3	1,208	2.3	1,146	2.2	1,282	2.5	1,416	2.7
Housing and economic development*.....	988	1.7	999	1.9	1,082	2.0	1,060	2.1	793	1.5
Labor and workforce development*.....	350	0.6	455	0.9	478	0.9	447	0.9	398	0.8
Elder affairs*.....	-	-	-	-	-	-	-	-	-	-
Consumer affairs*.....	-	-	-	-	-	-	-	-	-	-
Labor*.....	-	-	-	-	-	-	-	-	-	-
Medicaid.....	12,286	21.7	11,708	22.0	12,124	22.8	10,678	20.8	10,843	20.9
Pension.....	878	1.5	801	1.5	744	1.4	587	1.1	647	1.2
Direct local aid.....	5,179	9.1	4,991	9.4	4,846	9.1	5,030	9.8	5,208	10.1
Capital outlay:										
Local aid.....	-	-	-	-	-	-	1	-	3	0.0
Capital acquisition and construction.....	854	1.5	847	1.6	885	1.7	1,300	2.5	2,514	4.9
Debt service.....	2,754	4.9	2,504	4.7	2,220	4.2	2,407	4.7	2,410	4.7
Other financing uses:										
Payments to refunding bond escrow agent/principal										
on current refunding.....	2,276	4.0	388	0.7	945	1.8	537	1.0	410	0.8
Transfers.....	6,972	12.3	7,189	13.5	6,947	13.1	7,395	14.4	7,887	15.2
Total expenditures and other financing uses.....	\$ 56,739	100.0	\$ 53,319	100.0	\$ 53,217	100.0	\$ 51,455	100.0	\$ 51,789	100.0
Change in Governmental Fund Balance.....	\$ (1,449)		\$ 1,051		\$ 681		\$ (476)		\$ (2,001)	

* NOTE: Reflects departmental and functional reorganizations as of the year implemented. Prior years not restated.



	2008	% Total	2007	% Total	2006	% Total	2005	% Total	2004	% Total
\$	58	0.1	\$ 59	0.1	\$ 55	0.1	\$ 50	0.1	\$ 51	0.1
	796	1.6	799	1.6	660	1.5	580	1.4	577	1.4
	3	0.0	3	0.0	3	0.0	3	-	2	-
	9	0.0	5	0.0	5	0.0	5	-	5	-
	51	0.1	52	0.1	44	0.1	46	0.1	43	0.1
	5,089	10.0	4,712	9.6	4,803	10.7	4,706	11.0	4,535	10.8
	19	0.0	18	0.0	18	0.0	16	-	16	-
	45	0.1	62	0.1	52	0.1	70	0.2	52	0.1
	2	-	2	-	1	-	1	-	1	-
	111	0.2	102	0.2	94	0.2	84	0.2	86	0.2
	1	-	2	-	1	-	1	-	1	-
	295	0.6	272	0.6	247	0.5	216	0.5	218	0.5
	2	-	2	-	2	-	2	-	2	-
	36	0.1	10	0.0	8	0.0	7	-	6	-
	-	-	-	-	-	-	-	-	-	-
	14	0.0	14	0.0	14	0.0	12	-	8	-
	1,528	3.1	1,849	3.9	1,651	3.9	1,536	3.5	1,508	3.6
	312	0.6	318	0.6	282	0.6	238	0.6	225	0.5
	-	-	402	0.8	536	1.2	483	1.1	470	1.1
	560	1.1	518	1.1	482	1.1	-	-	-	-
	6,423	12.6	5,907	12.1	5,865	13.0	6,208	14.5	5,868	14.0
	347	0.7	350	0.7	282	0.6	316	0.7	189	0.5
	-	-	-	-	-	-	-	-	-	-
	2,205	4.3	2,048	4.2	1,978	4.4	2,990	7.0	1,587	3.8
	-	-	-	-	-	-	-	-	-	-
	765	1.5	1,411	2.9	2,330	5.2	-	-	-	-
	131	0.3	126	0.3	106	0.2	114	0.3	99	0.2
	1,407	2.8	1,238	2.5	1,165	2.6	1,053	2.5	1,039	2.5
	710	1.4	512	1.0	384	0.9	346	0.8	376	0.9
	308	0.6	81	0.2	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
	9,770	19.2	9,044	18.5	8,151	18.1	7,706	18.0	6,909	16.5
	368	0.7	373	0.8	346	0.8	439	1.0	212	0.5
	5,108	10.1	5,072	10.4	4,674	10.4	4,515	10.5	4,861	11.6
	10	0.0	9	0.0	8	0.0	11	-	16	-
	1,698	3.3	1,724	3.5	1,754	3.9	1,863	4.3	2,120	5.1
	2,486	4.9	2,538	5.2	2,088	4.6	1,719	4.0	1,605	3.8
	-	-	1,520	3.1	633	1.4	1,153	2.7	2,833	6.8
	10,141	20.0	7,781	15.9	6,253	13.9	6,419	15.0	6,448	15.4
\$	50,810	100.0	\$ 48,935	100.0	\$ 44,975	100.0	\$ 42,908	100.0	\$ 41,968	100.0
\$	(674)		\$ 467		\$ 2,215		\$ 624		\$ 2,403	

Personal Income by Industry Last Ten Calendar Years

(Amounts in millions)

	2012	2011	2010	2009	2008
Total personal income.....	\$ 363,944	\$ 352,243	\$ 336,400	\$ 324,680	\$ 335,722
Unearned income.....	87,333	83,338	81,190	78,336	80,365
Farm earnings.....	150	136	186	137	180
Nonfarm earnings.....	276,461	268,769	255,024	246,208	255,176
Private earnings.....	243,502	236,763	223,784	215,396	225,122
Agricultural services, forestry, fishing.....	426	409	383	376	383
Mining.....	113	124	97	101	181
Construction.....	13,426	12,526	11,687	11,717	13,671
Manufacturing.....	26,375	25,387	25,108	23,290	25,449
Durable goods.....	19,223	18,319	18,053	16,466	18,170
Nondurable goods.....	7,152	7,069	7,055	6,824	7,280
Transportation and utilities.....	6,742	6,604	6,208	6,029	6,235
Wholesale trade.....	12,979	13,082	12,501	12,458	13,412
Retail trade.....	13,333	12,891	12,599	12,255	12,545
Services.....	170,109	165,740	155,202	149,171	153,246
Government.....	32,959	32,006	31,240	30,812	30,054
Federal, civilian.....	5,442	5,426	5,431	5,314	5,157
Military.....	1,221	1,245	1,260	1,220	1,092
State and local.....	26,296	25,335	24,550	24,278	23,806
Personal income tax revenue (fiscal year, statutory basis).....	\$ 11,911	\$ 11,576	\$ 10,110	\$ 10,584	\$ 12,484
Total personal income.....	363,944	352,243	336,400	324,680	335,722
Average Effective Rate.....	3.3%	3.3%	3.0%	3.3%	3.7%
Highest Earned Income Tax Rate.....	5.3%	5.3%	5.3%	5.3%	5.3%

Sources: U.S. Department of Commerce, Bureau of Economic Analysis, Regional Economic Information System and the Massachusetts Department of Revenue. Average effective rate is individual income tax revenue divided by personal income.

Note: U.S. Department of Commerce, Bureau of Economic Analysis, Regional Economic Information System adjusted its methodology in 2008. Prior years restated.

	2007	2006	2005	2004	2003
\$	322,543	\$ 304,855	\$ 282,368	\$ 271,086	\$ 258,600
	71,529	65,384	55,211	51,966	52,227
	135	131	126	147	132
	250,878	239,340	227,030	218,974	206,242
	222,302	211,900	200,639	193,996	182,312
	405	396	400	371	315
	301	363	311	297	318
	14,900	15,193	14,460	13,976	13,223
	25,865	24,698	24,485	24,356	24,159
	18,464	17,639	17,539	17,547	17,175
	7,401	7,059	6,947	6,809	6,984
	5,891	5,706	5,456	5,388	5,226
	13,025	12,538	11,478	11,529	10,887
	12,960	12,952	13,188	12,900	12,472
	148,954	140,056	130,864	125,180	115,712
	28,577	27,439	26,392	24,978	23,930
	5,045	4,873	4,700	4,626	4,319
	1,025	1,005	1,009	934	897
	22,507	21,561	20,683	19,419	18,714
\$	11,400	\$ 10,483	\$ 9,690	\$ 8,830	\$ 8,026
	322,543	304,855	282,368	271,086	258,600
	3.5%	3.4%	3.4%	3.3%	3.1%
	5.3%	5.3%	5.3%	5.3%	5.3%

Commonwealth of Massachusetts
Personal Income Tax Filers and Liability by Income Level
Calendar (Tax) Years 2011 and 2002

(Amounts, except income level are in thousands)

Calendar Year 2011 (or Fiscal Year 2012)

<u>Income Level</u>	<u>Number of Filers</u>	<u>Percentage of Total</u>	<u>Personal Income Tax Liability</u>	<u>Percentage of Total</u>
\$100,001 and higher.....	623,699	17.7%	\$ 7,718,007	68.5%
\$75,001 - \$100,000.....	284,296	8.0%	1,065,375	9.4%
\$50,001 - \$75,000.....	455,119	12.8%	1,161,944	10.3%
\$25,001 - \$50,000.....	770,970	21.7%	1,020,263	9.0%
\$10,001 - \$25,000.....	677,869	19.1%	278,270	2.5%
\$10,000 and lower.....	733,626	20.7%	30,279	0.3%
Total.....	<u>3,545,579</u>	<u>100.0%</u>	<u>\$ 11,274,138</u>	<u>100.0%</u>

Calendar Year 2002 (or Fiscal Year 2003)

<u>Income Level</u>	<u>Number of Filers</u>	<u>Percentage of Total</u>	<u>Personal Income Tax Liability</u>	<u>Percentage of Total</u>
\$100,001 and higher.....	390,943	11.8%	\$ 3,996,859	51.9%
\$75,001 - \$100,000.....	267,198	8.1%	1,008,583	13.1%
\$50,001 - \$75,000.....	459,047	13.9%	1,183,601	15.4%
\$25,001 - \$50,000.....	827,061	25.0%	1,156,336	15.0%
\$10,001 - \$25,000.....	686,434	20.7%	327,414	4.3%
\$10,000 and lower.....	677,835	20.5%	24,666	0.3%
Total.....	<u>3,308,518</u>	<u>100.0%</u>	<u>\$ 7,697,459</u>	<u>100.0%</u>

Source: Massachusetts Department of Revenue - 2011 is the most recent tax year for which complete data are available.

Ten -Year Schedule of Per Capita General Long-Term Bonded Debt and Capital Leases

(Amounts in thousands, except for percentages)

Fiscal Year Ended June 30	Governmental Activities		Business-Type Activities		Total Primary Government	Prior Year Personal Income	Massachusetts Resident Population (4)	Debt as a Percentage of Personal Income	Amount of Debt Per Capita
	Bonded Debt (1)	Capital Leases (2)	Bonded Debt (2)	Capital Leases					
2013	\$ 21,513,039	\$ 50,831	\$ 3,736,432	\$ 19,299	\$ 25,319,601	\$ 363,943,750	6,646	7.0%	\$ 3.81
2012	21,907,683	60,457	3,370,389	23,327	25,361,856	352,242,750	6,557	7.2%	3.87
2011	20,875,055	60,975	3,277,413	31,105	24,244,548	336,399,750	6,518	7.2%	3.72
2010	19,726,507	76,608	2,731,124	40,924	22,575,163	324,680,250	6,469	7.0%	3.49
2009	19,264,569	109,765	2,103,675	58,885	21,536,894	335,721,500	6,432	6.4%	3.35
2008	18,734,440	83,741	2,026,551	67,631	20,912,363	322,542,500	6,410	6.5%	3.26
2007	18,736,961	81,351	1,624,617	83,443	20,526,372	304,855,000	6,410	6.7%	3.20
2006	18,461,406	74,552	1,519,727	87,798	20,143,483	282,367,750	6,403	7.1%	3.15
2005	17,856,799	71,018	1,421,557	101,596	19,450,970	271,086,000	6,412	7.2%	3.03
2004	17,382,172	57,900	1,049,095	73,971	18,563,138	258,600,250	6,423	7.2%	2.89

(1) Excludes Massachusetts School Building Authority debt. Amounts of bonded debt for governmental activities are the amount of debt for statutory debt calculation purposes. For fiscal 2004 through 2012, debt outstanding was defined in state finance law as net proceeds of debt issued. State finance law was amended, effective January 1, 2013, to change the statutory definition of outstanding debt from net proceeds to principal. Therefore, fiscal years prior to 2013 are calculated using net proceeds; fiscal 2013 and thereafter are calculated using principal.

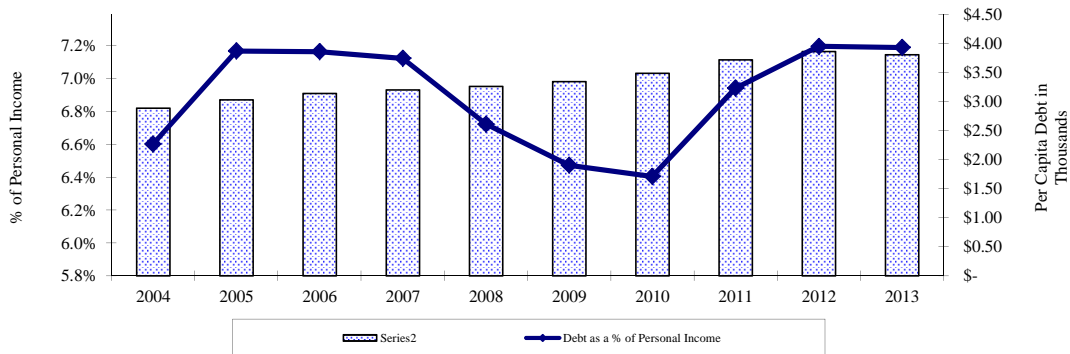
(2) Governmental capital leases exclude the lease between the Commonwealth and the Route 3 North Transportation Improvement Association, a discretely presented component unit.

(3) Business-type activities bond debt includes notes payable of the Institutions of Higher Education.

(4) Population estimates have been restated to most current United States Census Bureau Data. Population data is reported as of July, 1 of the previous year

Source: - [HTTP://www.fedstats.gov](http://www.fedstats.gov) (US Census Bureau.)

Ten- Year Per Capita Debt and Capital Leases



Ten Year Schedule of Outstanding Direct Debt and Statutory Debt Limit

(Amounts in thousands)

	2013 (3)	2012	2011	2010	2009
Outstanding principal as of June 30 (1).....	\$ 21,513,039	\$ 21,433,553	\$ 20,875,056	\$ 19,509,819	\$ 19,047,679
Plus/(less) amounts excluded:					
Net amortized (discount)/premium and issuance costs.....	-	474,130	335,078	216,688	216,890
Total net proceeds/principal.....	21,513,039	21,907,683	21,210,134	19,726,507	19,264,569
Less net proceeds/principal of direct debt excluded from statutory debt limit:					
Central artery project bonds.....	(1,303,013)	(1,342,841)	(1,356,606)	(1,243,250)	(1,401,581)
Accelerated bridge program.....	(1,088,605)	(1,095,385)	(676,125)	-	-
County debt assumed.....	-	(75)	(150)	(225)	(300)
(Premium)/discount.....	-	(474,130)	(335,078)	216,688	216,890
Grant anticipation notes (2).....	(349,100)	(510,385)	(666,790)	(997,467)	(1,134,797)
School Modernization and Reconstruction Trust Bonds.....	(764,337)	(795,009)	(824,279)	(894,502)	(921,751)
Convention center bonds.....	(638,700)	(638,700)	(643,715)	(643,715)	(643,715)
MBTA forward funding bonds.....	(207)	(207)	(44,472)	(165,559)	(231,000)
Special obligation gas bonds.....	(296,395)	(337,545)	(371,665)	(419,785)	(456,984)
Outstanding direct debt, net proceeds/principal.....	17,072,682	16,713,406	16,291,254	15,578,692	14,691,331
Statutory debt limit*.....	17,923,500	17,070,000	18,042,424	17,183,261	16,365,011
Debt margin (debt limit less direct debt).....	<u>\$ 850,818</u>	<u>\$ 356,594</u>	<u>\$ 1,751,170</u>	<u>\$ 1,604,569</u>	<u>\$ 1,673,680</u>
Debt margin as a percentage of direct debt limit.....	<u>4.7%</u>	<u>2.1%</u>	<u>9.7%</u>	<u>9.3%</u>	<u>10.2%</u>

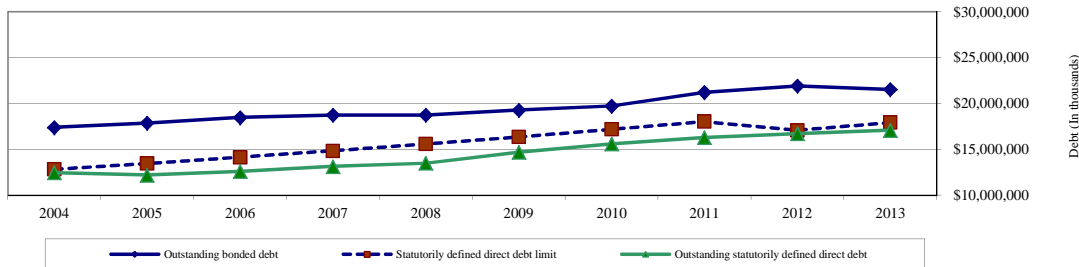
(1) Exclusive of the Massachusetts School Building Authority debt

(2) Inclusive of crossover refunding amounts

(3) For fiscal 2004 through 2012, debt outstanding was defined in state finance law as net proceeds of debt issued. State finance law was amended, effective January 1, 2013, to change the statutory definition of outstanding debt from net proceeds to principal. Therefore, fiscal years prior to 2013 are calculated using net proceeds; fiscal 2013 and thereafter are calculated using principal.

* Section 60A of Chapter 165 of the Acts of 2012, as amended, reset the statutory defined debt limit, effective July 1, 2012, to \$17.070 billion

**Outstanding Bonded Debt, Statutory Direct Debt and Statutory Debt Limit
2004 - 2013**



2008	2007	2006	2005	2004
\$ 18,611,105	\$ 18,634,913	\$ 18,348,733	\$ 17,785,862	\$ 17,381,052
123,335	102,048	112,673	70,937	1,120
18,734,440	18,736,961	18,461,406	17,856,799	17,382,172
(1,434,654)	(1,462,870)	(1,476,287)	(1,336,741)	(1,066,638)
-	-	-	-	-
(375)	(450)	(525)	(600)	(675)
123,335	102,048	112,673	70,937	1,120
(1,536,206)	(1,666,690)	(1,789,876)	(1,908,015)	(1,908,015)
(946,285)	(946,285)	(1,000,002)	(500,000)	-
(643,715)	(643,715)	(643,715)	(693,400)	-
(309,203)	(368,873)	(416,830)	(511,546)	(601,027)
(482,953)	(617,226)	(647,551)	(792,148)	(1,347,882)
13,504,384	13,132,900	12,599,293	12,185,286	12,459,055
15,585,725	14,843,547	14,136,712	13,463,535	12,822,414
\$ 2,081,341	\$ 1,710,647	\$ 1,537,419	\$ 1,278,249	\$ 363,359
13.4%	11.5%	10.9%	9.5%	2.8%

Ten Year Schedule of Pledged Revenue Coverage

Special Obligation Highway Bonds (Motor Fuels Taxation and Motor Vehicle Fees), Convention Center Bonds (Tax Incremental Financing) and Grant Anticipation Notes (Federal Highway Grants)

(Statutory Basis, Amounts in Thousands, Except for Federal Highway Appropriations which are in Billions and on a federal fiscal year and Except for Ratios)

	2013	2012	2011	2010	2009
Highway Bonds					
For issues prior to December 2010, the bonds are secured by a pledge of 6.86¢ of the 21¢ per gallon state gasoline excise tax for FY2008 and before. For FY2009 and beyond, the pledge is up to 10¢ of the tax. Bonds issued in December 2010 and May 2012 are secured by a senior lien on 14.085 cents of the total 21 cent per gallon gasoline tax, the full 21 cents per gallon of special fuels taxes (comprised primarily of taxes on diesel fuel), the full 19.1% of the average price per gallon tax on liquefied natural gas and all Registry of Motor Vehicle fees deposited in the Commonwealth Transportation Fund. Federal Build America Bonds subsidies are also pledged to the May 2012 bonds. The bonds also have a subordinate lien on 6.86¢ of the 21¢ per gallon gasoline tax not included in the senior lien. Revenues pledged to the bonds are available prior to use for any other purposes. Thus, operating expenses paid from these revenue sources are not applicable for the purpose of calculating debt service coverage ratios and are not shown in this table. The 2010 bonds were issued as federally taxable Build America Bonds/Recovery Zone Economic Development Bonds; the programs provide an interest subsidy of 35-45% directly to the Commonwealth. The interest subsidy is shown as pledged funds and debt service is gross of the subsidy.					
Pre-2010 Bond Issues					
Tax Receipts.....	\$ 186,638	\$ 190,129	\$ 189,763	\$ 188,666	\$ 189,246
Operating Expenses.....	N/A	N/A	N/A	N/A	N/A
Net Available Revenues.....	\$ 186,638	\$ 190,129	\$ 189,763	\$ 188,666	\$ 189,246
Annual Debt Service.....	\$ 58,922	\$ 58,939	\$ 59,453	\$ 58,931	\$ 58,924
Debt Service Coverage Ratio.....	3.17	3.23	3.19	3.20	3.21
Ratings History of Bonds (Fitch, Moody's and S&P)*.....	AA+, Aa1, AAA	AA+, Aa1, AAA	AA, Aa1, AAA	AA, Aa2, AA+	AA+, Aa3, AA+
Post-2010 Bond Issues (Includes Revenues in Excess of Those Needed to Pay Debt Service on Pre-2010 Highway Bonds)					
Receipts.....	\$ 1,170,297	\$ 1,121,709	\$ 626,619		
Operating Expenses.....	N/A	N/A	N/A		
Net Available Revenues.....	\$ 1,170,297	\$ 1,121,709	\$ 626,619		
Annual Debt Service.....	\$ 58,108	\$ 32,623	\$ 14,318		
Debt Service Coverage Ratio.....	20.14	34.38	43.76		
Ratings History of Bonds (Fitch, Moody's and S&P)*.....	NA, Aaa, AAA	NA, Aaa, AAA	NA, Aaa, AAA		
Convention Center Bonds					
These bonds are secured by amounts payable to the Convention Center Fund, which include certain hotel tax receipts in Boston, Cambridge, Springfield, surcharges on car rentals, parking, sightseeing tours and cruises and sales tax receipts in those cities. Revenues pledged to the bonds are available prior to use for any other purposes. Thus, operating expenses paid from these revenue sources are not applicable for the purpose of calculating debt service coverage ratios and are not shown in this table.					
Receipts.....	\$ 100,631	\$ 94,234	\$ 84,905	\$ 75,432	\$ 73,918
Operating Expenses.....	N/A	N/A	N/A	N/A	N/A
Net Available Revenues.....	\$ 100,631	\$ 94,234	\$ 84,905	\$ 75,432	\$ 73,918
Annual Debt Service.....	\$ 36,469	\$ 36,345	\$ 35,391	\$ 36,296	\$ 36,293
Debt Service Coverage Ratio.....	2.76	2.59	2.40	2.08	2.04
Ratings History of Bonds (Fitch, Moody's and S&P)*.....	NA, A1, A	NA, A1, A	NA, A1, A	NA, A1, A	NA, A1, A
Grant Anticipation Notes (GANS)					
Notes issued prior to December 2010 ("Senior Federal Highway Notes") are secured by all federal highway reimbursements into the Grant Anticipation Note Trust fund, released by the Commonwealth once all debt service and reserve funding obligations of the notes have been met. If the United States Congress reduces the aggregate amount appropriated nationwide for federal highway spending to less than \$17.1 billion and debt service coverage with respect to the notes falls below 120%, then the legislation further pledges that 10 ¢ per gallon of existing motor fuel tax collections will be deposited into the trust fund to be used for debt service, subject to appropriation. Notes issued in December 2010 ("Federal Highway Grant Anticipation Notes") are secured by all federal highway reimbursements after payment of debt service on the Senior Federal Highway Notes and also by any revenues pledged to the payment of pre-2010 and December 2010 Highway Bonds (as described above) in excess of debt service paid on those bonds. Revenues pledged to the notes are available prior to use for any other purposes. Thus, operating expenses paid from these revenue sources are not applicable for the purpose of calculating debt service coverage ratios and are not shown in this table. The 2010 bonds were issued as federally taxable Build America Bonds; the program provides an interest subsidy of 35% directly to the Commonwealth. The interest subsidy is shown as pledged funds and debt service is gross of the subsidy.					
Pre-2010 GANS					
Receipts.....	\$ 636,106	\$ 755,985	\$ 623,410	\$ 761,351	\$ 828,956
Operating Expenses.....	N/A	N/A	N/A	N/A	N/A
Net Available Revenues.....	\$ 636,106	\$ 755,985	\$ 623,410	\$ 761,351	\$ 828,956
Annual Debt Service.....	\$ 174,467	\$ 184,394	\$ 188,379	\$ 196,248	\$ 204,788
Debt Service Coverage Ratio.....	3.65	4.10	3.31	3.88	4.05
Ratings History of Bonds (Fitch, Moody's and S&P)*.....	AA+, Aa1, AAA	AA+, Aa1, AAA	AA+, Aa1, AAA	AA+(2), Aa2, AA+	AA, Aa3, AA+
Amount appropriated for national federal highway spending (federal fiscal year) (billions) (1).....	\$ 42,636	\$ 43,896	\$ 44,323	\$ 43,040	\$ 39,358
December 2010 GANS (Includes Revenues in Excess of those Needed to Pay Debt Service on Pre-2010 Highway Bonds and GANS)					
Receipts.....	\$ 1,575,256	\$ 1,674,485	\$ 909,546		
Operating Expenses.....	N/A	N/A	N/A		
Net Available Revenues.....	\$ 1,575,256	\$ 1,674,485	\$ 909,546		
Annual Debt Service.....	\$ 6,402	\$ 4,271	\$ 2,039		
Debt Service Coverage Ratio.....	246.04	392.10	446.01		
Ratings History of Bonds (Fitch, Moody's and S&P)*.....	AA+, Aa1, AAA	AA+, Aa1, AAA	AA+, Aa1, AAA		

(1) Source: The Federal Budget for Fiscal 2014, Historical Tables, Table 9.6 2013 is estimated. *Uninsured rating, if available.

(2) Reflects rating recalibration

2008	2007	2006	2005	2004
------	------	------	------	------

\$ 194,785	\$ 148,047	\$ 239,469	\$ 196,210	\$ 196,380
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
\$ 194,785	\$ 148,047	\$ 239,469	\$ 196,210	\$ 196,380
\$ 56,535	\$ 58,867	\$ 56,545	\$ 48,378	\$ 124,751
3.45	2.51	4.24	4.06	1.57
AA-, Aa3, AA	AA-, Aa3, AA	AA-, Aa3, AA	AA-, Aa3, AA	AA-, Aa3, AA

\$ 78,984	\$ 66,347	\$ 55,052	\$ 50,561	\$ 35,103
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
\$ 78,984	\$ 66,347	\$ 55,052	\$ 50,561	\$ 35,103
\$ 35,600	\$ 34,486	\$ 33,964	\$ 18,350	\$ -
2.22	1.92	1.62	2.76	NMF
NA, A2, A	A2, A	A2, A	A2, A	A2, A

\$ 463,588	\$ 462,484	\$ 451,284	\$ 449,331	\$ 599,040
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
\$ 463,588	\$ 462,484	\$ 451,284	\$ 449,331	\$ 599,040
\$ 211,709	\$ 211,712	\$ 211,712	\$ 95,223	\$ 93,466
2.19	2.18	2.13	4.72	6.41
Aa3, AA	Aa3, AA	Aa3, AA	Aa3, AA	Aa3, AA

\$ 36,747	\$ 34,373	\$ 33,975	\$ 31,433	\$ 30,188
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**Ten-Year Schedule of Percentage of Annual Debt Service Expenditures
For General Bonded Debt to Total Non-Capital Expenditures - Fund Perspective
All Governmental Fund Types**

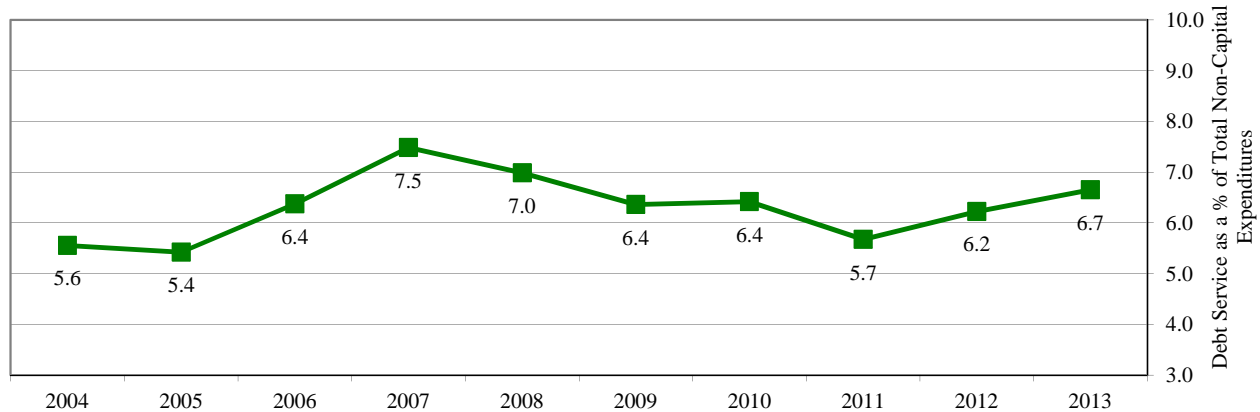
(Amounts in thousands)

Fiscal year ended June 30	Debt service(1)	Total Non-capital expenditures(2)	Ratio (%)
2013	\$ 2,753,715	\$ 41,403,978	6.7
2012	2,504,253	40,234,846	6.2
2011	2,219,667	39,126,733	5.7
2010	2,407,270	37,519,262	6.4
2009	2,409,590	37,878,441	6.4
2008	2,486,403	35,608,652	7.0
2007	2,538,134	33,918,074	7.5
2006	2,028,441	31,831,391	6.4
2005	1,719,489	31,699,602	5.4
2004	1,604,850	28,888,360	5.6

(1) Business type activities debts are secured solely by leases between the Institutions of Higher Education and two blended building authorities.

(2) Expenditures are shown net of Massachusetts School Building Authority expenditures as they are school building assistance capital grants to local cities and towns.

Debt Service to Non-Capital Expenditures Ratio 2004 - 2013



Component Units Revenue Bond Coverage For the Last Ten Fiscal Years

(Amounts in thousands)

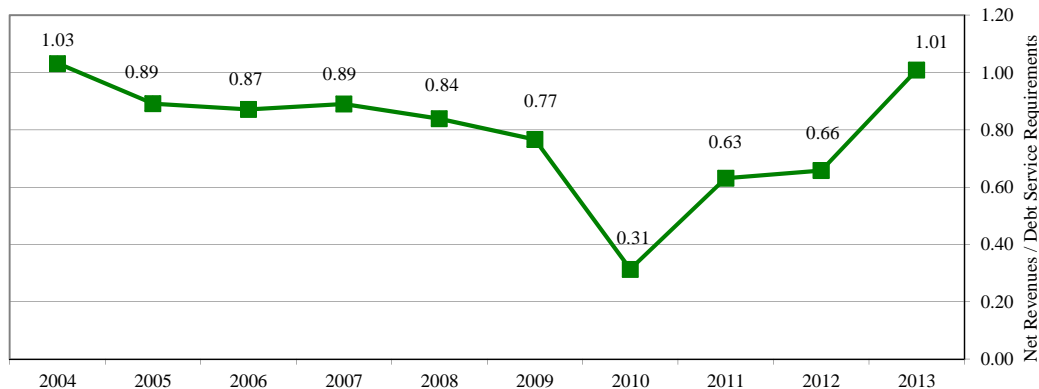
Fiscal year ended June 30	Net revenues ⁽¹⁾	Debt service requirements ⁽²⁾	Coverage Ratio (%)
2013	\$ 1,255,036	\$ 1,244,358	1.01
2012	998,905	1,517,899	0.66
2011	738,470	1,170,149	0.63
2010	433,617	1,383,231	0.31
2009	805,316	1,050,655	0.77
2008	728,445	868,331	0.84
2007	870,919	978,819	0.89
2006	717,190	823,406	0.87
2005	648,282	727,316	0.89
2004	700,677	679,457	1.03

(1) Net revenues represent the regular recurring operating income (loss) plus operating grants, transfers and depreciation of only those Authorities with revenue bonds outstanding. Beginning in FY2010, interest expenses were included in the net revenue calculation.

(2) Debt service requirements represent total debt service payments made less debt service paid on short-term borrowings of only those Authorities with revenue bonds outstanding.

Source: Office of the Comptroller

Component Units Revenue Bond Coverage 2004 - 2013



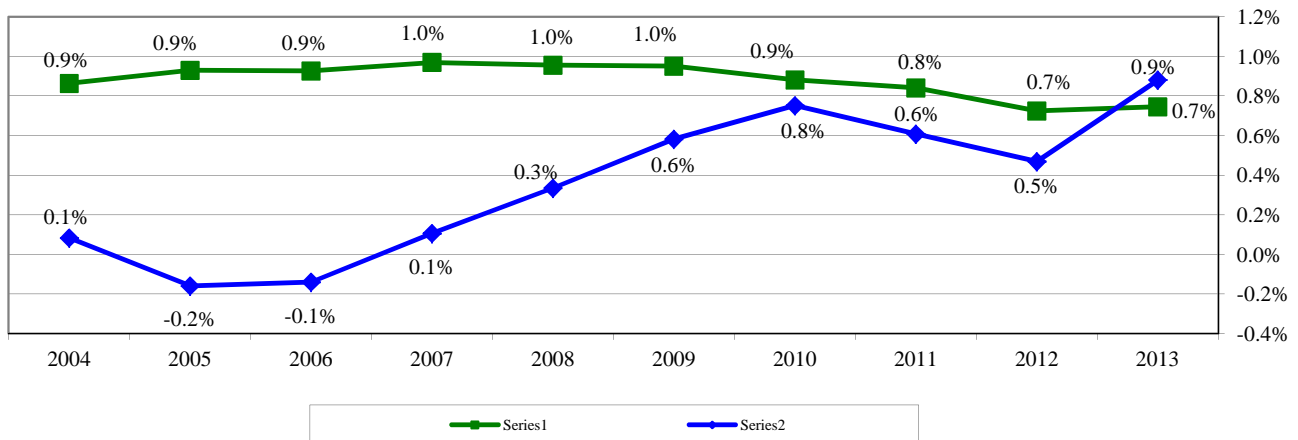
Ten-Year Schedule of Massachusetts and United States Resident Population

(Amounts in thousands)

Beginning of Fiscal Year	United States	% Change	Massachusetts Resident Population ⁽¹⁾	% Change	Massachusetts as % of U.S.
2013	313,914	0.7%	6,646	0.9%	2.1%
2012	311,592	0.7%	6,588	0.5%	2.1%
2011	309,350	0.8%	6,557	0.6%	2.1%
2010	306,772	0.9%	6,518	0.8%	2.1%
2009	304,094	1.0%	6,469	0.6%	2.1%
2008	301,231	1.0%	6,432	0.3%	2.1%
2007	298,380	1.0%	6,410	0.1%	2.1%
2006	295,517	0.9%	6,403	-0.1%	2.2%
2005	292,805	0.9%	6,412	-0.2%	2.2%
2004	290,108	0.9%	6,423	0.1%	2.2%

(1) Population estimates have been restated using most current United States Census Bureau Data. Population data is reported as of July 1 of the previous year. *Source: - Census.Gov (US Census Bureau).*

**Massachusetts and United States Estimated Year- to -Year Population Change
2004 - 2013**

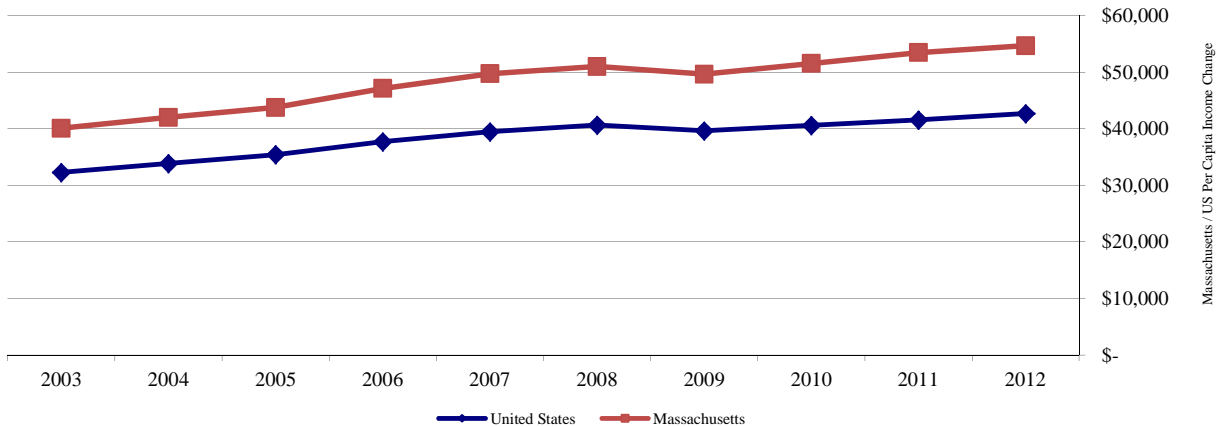


Ten-Year Schedule of Massachusetts and United States Resident Per Capita Net Income

Calendar Year	United States	% Change	Massachusetts	% Change	Massachusetts as % of U.S.
2012	\$ 42,693	2.7%	\$ 54,687	2.3%	128.1%
2011	41,560	2.4%	53,471	3.7%	128.7%
2010	40,584	2.4%	51,552	3.8%	127.0%
2009	39,626	-2.6%	49,643	-2.7%	125.3%
2008	40,673	4.3%	51,028	4.3%	127.5%
2007	39,458	4.7%	49,727	5.5%	126.0%
2006	37,698	6.4%	47,144	7.7%	125.1%
2005	35,424	4.6%	43,757	4.1%	123.5%
2004	33,881	5.0%	42,021	4.8%	124.0%
2003	32,271	2.6%	40,083	1.6%	124.2%

Source: Bureau of Economic Analysis, US Department of Commerce. Revised state personal income estimates for 1990-2010 were released on March 23, 2011.

**Massachusetts vs. United States Year-to-Year Per Capita Net Income
Calendar Years 2003 - 2012**

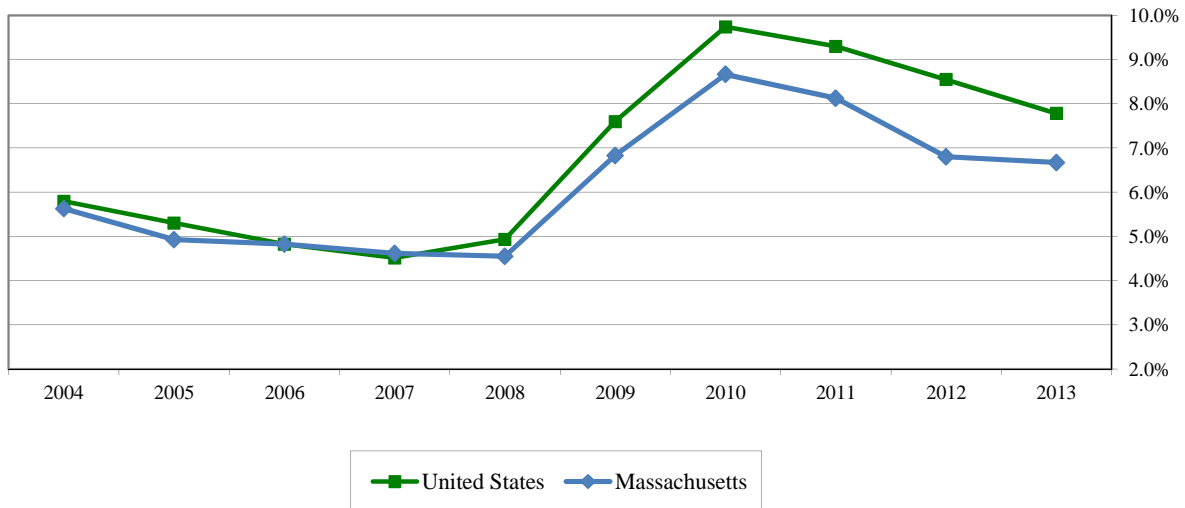


**Ten-Year Schedule of Fiscal Year Annual Average Civilian Labor Force,
Unemployment and Unemployment Rates
For Massachusetts and the United States**

(Amounts in thousands)

Fiscal Year	Massachusetts			United States			Massachusetts Rate as % of U.S. Rate
	Labor Force	Unemployment	Unemployment Rate %	Labor Force	Unemployment	Unemployment Rate %	
2013	3,477	232	6.7%	155,337	12,092	7.8%	85.7%
2012	3,455	235	6.8%	154,285	13,176	8.6%	79.5%
2011	3,497	284	8.1%	153,654	14,288	9.3%	87.4%
2010	3,484	302	8.7%	153,916	15,006	9.7%	89.0%
2009	3,479	238	6.8%	154,555	11,758	7.6%	89.9%
2008	3,446	157	4.6%	153,686	7,591	4.9%	92.2%
2007	3,432	158	4.6%	152,436	6,898	4.5%	102.2%
2006	3,399	164	4.8%	150,353	7,252	4.8%	100.0%
2005	3,376	166	4.9%	148,241	7,861	5.3%	92.6%
2004	3,396	191	5.6%	146,815	8,512	5.8%	96.7%

**Massachusetts and United States Average Unemployment Rates
FY2004 to FY2013**



Source: Federal Bureau of Labor Statistics, August 2013. Seasonally adjusted. Previous data may be updated by the Federal Bureau of Labor Statistics.

Largest Private Sector Massachusetts Employers 2013 and 2004
(Alphabetical Order)

2013			2004		
Employer	Headquarters	Product or Service	Employer	Headquarters	Product or Service
Bay State Medical Center, Inc.	Springfield	Hospital	Bay State Medical Center, Inc	Springfield	Insurance
Beth Israel Deaconess Medical Center	Boston	Hospital	Beth Israel Deaconess Medical Center	Boston	Hospital
Boston Medical Center Corporation	Boston	Hospital	Boston Medical Center Corporation	Boston	Hospital
Boston University	Boston	University	Boston University		
Brigham and Women's Hospital, Inc.	Boston	Hospital	Brigham and Women's Hospital, Inc.	Boston	Hospital
DeMoulas Supermarkets, Inc.	Tewksbury	Supermarket	DeMoulas Supermarkets, Inc.	Tewksbury	Supermarket
EMC Corporation	Hopkinton	Computer Storage & Peripherals	EMC Corporation	Hopkinton	Computer Storage & Peripherals
General Hospital Corporation	Boston	Hospital	Friendly Ice Cream Corporation	Wilbraham	Food Service
Harvard University	Cambridge	University	General Hospital Corporation	Boston	Hospital
Massachusetts Institute of Technology	Cambridge	University	Harvard University	Cambridge	University
Partners Healthcare Systems, Inc.	Boston	Hospital	Massachusetts Institute of Technology	Cambridge	University
Raytheon Company	Lexington	Electronics / Defense	Raytheon Company	Lexington	Electronics / Defense
S & S Credit Company, Inc (Stop & Shop)	Quincy	Supermarket	S & S Credit Company, Inc (Stop & Shop)	Quincy	Supermarket
Shaw's Supermarkets, Inc.	West Bridgewater	Supermarket	Shaw's Supermarkets, Inc.	West Bridgewater	Supermarket
Southcoast Hospitals Group	New Bedford	Hospital	Southcoast Hospitals Group	New Bedford	Hospital
State Street Bank and Trust Company	Boston	Banking	State Street Bank and Trust Company	Boston	Banking
The Children's Hospital Corporation	Boston	Hospital	The Children's Hospital Corporation	Boston	Hospital
The TJX Companies, Inc.	Framingham	Department Stores	UMASS Memorial Medical Center, Inc.	Worcester	Hospital
UMASS Memorial Medical Center, Inc.	Worcester	Hospital			

Source: Massachusetts Executive Office of Labor and Workforce Development, Division of Unemployment Assistance - March 2012 survey. In addition, Bank of America NA, Home DepotUSA, Inc., Massachusetts CVS Pharmacy LLC, Target Corp, United Parcel Service, Inc and Wal-Mart Associates, Inc. are all large Massachusetts employers, but are headquartered outside of Massachusetts. Verizon New England is a subsidiary of Verizon Communications, headquartered in New York. The information is based on employers registered for unemployment insurance. The list may not include those employers who do business in Massachusetts under multiple legal corporations and those who registereach store, facility or franchisee as a separate employer.

**Full Time Equivalent Employees
By Function / Program
Last Ten Years**

Functions / Programs	2013	2012	2011	2010	2009
General government.....	7,627	7,408	8,020	8,280	6,277
Judiciary.....	7,297	7,087	7,111	7,388	7,821
Energy and environmental affairs.....	2,684	2,685	2,737	2,783	2,955
Health and human services.....	21,996	21,042	21,011	21,401	22,605
Transportation and construction.....	4,243	4,230	4,209	4,127	3,043
Education.....	928	922	1,037	1,575	844
Public safety and homeland security.....	16,907	16,503	15,785	15,857	13,951
Housing and economic development.....	868	845	831	846	2,314
Higher Education:					
University of Massachusetts.....	14,688	14,159	14,159	14,031	13,814
State universities.....	4,856	4,747	4,487	4,282	4,650
Community colleges.....	5,111	4,834	4,684	4,276	4,781
Totals.....	87,205	84,462	84,070	84,846	83,055
Percentage Change	3.2%	0.5%	-0.9%	2.2%	-0.7%

Source: Office of the State Comptroller

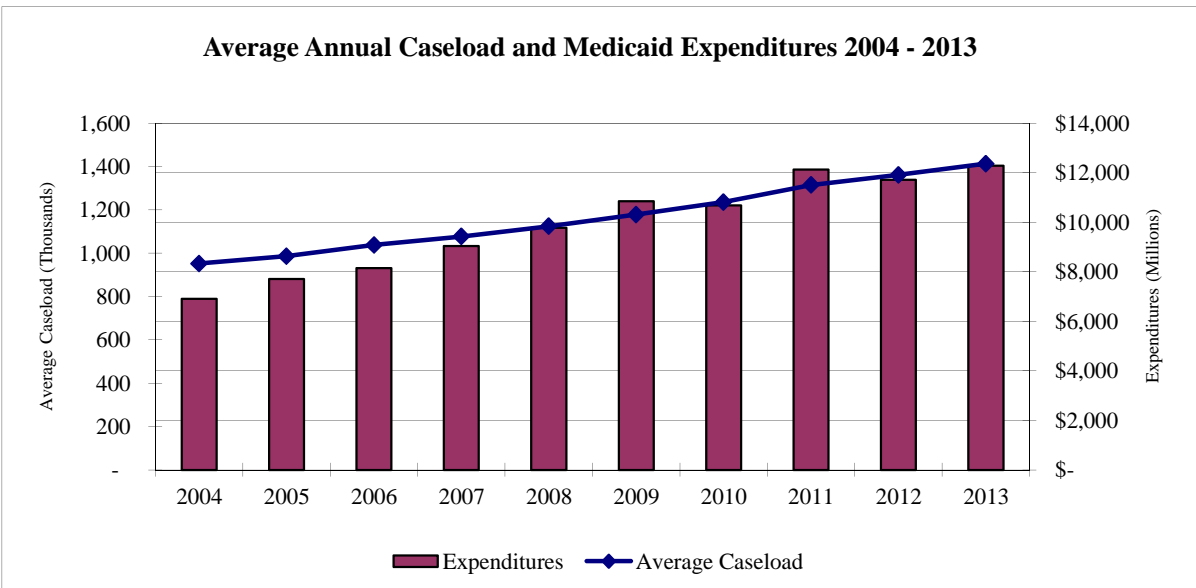
"Education" includes the Department of Elementary & Secondary Education, Executive Office of Education, Board of Higher Education and in 2009 Early Education and Care. Transportation and construction includes MassDOT. FTE's are rounded. Prior years not restated for changes. Includes approximately 6,600 FTEs transferred to the Commonwealth's payroll in FY09 and FY10 in the categories of Higher Education, Transportation and construction and Public safety and homeland security (see page 23 of Management's Discussion and Analysis for details).

2008	2007	2006	2005	2004	Change - 2013 from 2004
6,368	6,204	6,177	5,750	5,449	40.0%
8,021	7,993	7,635	7,467	7,099	2.8%
2,928	2,847	2,686	2,744	2,612	2.8%
23,322	22,972	22,935	22,855	22,229	-1.0%
2,892	1,903	2,708	2,759	1,794	136.5%
615	617	651	587	569	63.0%
14,242	14,550	13,517	13,152	13,578	24.5%
2,302	2,339	2,264	2,299	2,300	-62.3%
13,651	13,602	13,360	12,807	12,356	18.9%
4,519	4,495	4,301	4,224	3,914	24.1%
4,775	4,689	4,603	4,523	4,219	21.2%
83,636	82,211	80,837	79,167	76,120	14.6%
1.7%	1.7%	2.1%	4.0%	-2.8%	

Average Annual Medicaid Caseload and Medicaid Expenditures - Fund Perspective Last Ten Fiscal Years

(Caseload amounts in thousands, Expenditure amounts in Millions)

Fiscal year ended June 30	Average Annual Caseload	Medicaid expenditures	Average Expenditures per Case
2013	1,413	\$ 12,286	\$ 8,695
2012	1,361	11,708	8,602
2011	1,315	12,124	9,220
2010	1,263	10,678	8,454
2009	1,178	10,843	9,205
2008	1,124	9,770	8,690
2007	1,077	9,044	8,397
2006	1,038	8,151	7,853
2005	986	7,706	7,815
2004	952	6,909	7,257



**Massachusetts Road Inventory
Calendar Year End, Lane Miles by Type
Last Ten Calendar Years**

Calendar Year	Interstate	Arterial	Collector	Local	Total	% Change	Total Urban	Total Rural
2012	3,212	15,639	9,038	44,379	72,268	0.13%	85.8%	14.2%
2011	3,212	15,051	9,611	44,300	72,174	0.20%	81.1%	18.9%
2010*	3,210	15,047	9,607	44,169	72,033	0.20%	81.1%	18.9%
2009	3,212	14,974	9,589	44,112	71,887	0.30%	81.1%	18.9%
2008	3,212	14,976	9,591	43,893	71,672	0.41%	81.1%	18.9%
2007	3,213	14,993	9,566	43,612	71,383	0.17%	80.9%	19.1%
2006	3,209	14,958	9,567	43,527	71,261	0.31%	81.0%	19.0%
2005	3,202	14,966	9,573	43,303	71,044	0.11%	81.0%	19.0%
2004	3,202	14,929	9,584	43,260	70,967	0.96%	81.0%	19.0%
2003	3,186	13,513	10,950	42,654	70,295	0.00%	68.7%	31.3%

*2010 was restated to include both urban and rural roads.

*Source: Massachusetts Highway Department, Bureau of Transportation Planning and Development
Annual Road Inventory Reports, Lane Miles Table 8. Exclusive of shoulders.*

**Massachusetts Real Property Owned and Leased
Annual Inventory, Acreage, Improvements and Square Footage
Last Ten Years**

Functions / Programs	Survey Year 2013	Survey Year 2012	Survey Year 2011	Survey Year 2010	Survey Year 2009
General Government:					
Total Acreage.....	3,101	3,039	2,993	2,373	2,495
Number of Improvements.....	333	279	255	227	240
Gross square footage.....	9,076,550	7,690,761	7,206,548	6,797,819	6,660,792
Judiciary:					
Total Acreage.....	148	148	141	141	141
Number of Improvements.....	73	73	68	68	69
Gross square footage.....	4,700,920	4,700,920	4,787,564	4,787,564	4,826,836
Energy and environmental affairs					
Total Acreage.....	652,400	642,799	627,286	623,952	606,662
Number of Improvements.....	2,192	2,191	2,182	2,183	2,170
Gross square footage.....	7,287,961	7,283,666	7,295,922	7,299,322	7,246,280
Housing and economic development:					
Total Acreage.....	2	2	2	2	2
Number of Improvements.....	5	5	6	6	6
Gross square footage.....	68,412	68,412	77,642	77,642	77,642
Health and human services:					
Total Acreage.....	5,829	6,407	6,449	7,196	7,166
Number of Improvements.....	792	855	866	866	902
Gross square footage.....	9,759,611	10,923,090	10,834,266	10,809,259	11,214,034
Transportation and public works:					
Total Acreage.....	6,965	6,972	7,013	6,966	7,050
Number of Improvements.....	921	919	918	918	915
Gross square footage.....	4,876,689	4,876,689	4,873,783	4,876,689	4,876,936
Education:					
Total Acreage.....	208	208	233	233	233
Number of Improvements.....	43	43	43	43	43
Gross square footage.....	272,352	272,352	272,352	272,352	272,352
Public safety and homeland security:					
Total Acreage.....	19,169	19,172	19,158	18,693	18,331
Number of Improvements.....	997	990	991	1,029	1,028
Gross square footage.....	12,213,112	12,191,229	12,141,396	12,685,447	12,632,897
Higher Education:					
Total Acreage.....	7,473	7,254	7,178	7,169	7,151
Number of Improvements.....	1,009	1,007	987	975	937
Gross square footage.....	32,594,800	32,523,400	32,144,815	32,117,854	31,101,329
Totals for Commonwealth (exclusive of Component Units):					
Total Acreage.....	695,295	686,001	670,454	666,725	649,231
Number of Improvements.....	6,365	6,362	6,316	6,315	6,310
Gross square footage.....	80,850,407	80,530,519	79,634,288	79,723,948	78,909,098
Percentage Change for Commonwealth:					
Acreage.....	1.4%	2.3%	0.6%	2.7%	2.5%
Improvements.....	0.0%	0.7%	0.0%	0.1%	0.1%
Gross square footage.....	0.4%	1.1%	-0.1%	1.0%	-0.6%

Source: Executive Office of Administration and Finance, Division of Capital Asset Management.
See <http://www.mass.gov/Eoaf/docs/dcam/dlforms/>

Survey Year 2008	Survey Year 2007	Survey Year 2006	Survey Year 2005	Survey Year 2004
1,858	1,681	2,050	2,772	2,486
163	84	232	300	306
5,736,028	4,767,751	6,745,962	8,429,827	8,315,791
145	135	118	117	114
71	71	68	68	68
5,080,836	4,889,645	4,351,128	4,884,206	4,884,206
591,511	586,173	569,282	558,347	552,857
2,162	2,156	2,159	2,168	1,916
7,242,870	7,185,678	7,057,840	7,039,038	6,677,076
2	2	2	2	2
6	6	6	6	6
77,642	77,642	77,642	76,812	76,812
7,259	7,604	7,615	7,311	7,284
980	1,059	1,001	992	997
12,270,433	13,371,858	12,333,804	12,251,382	12,493,551
6,930	6,933	7,217	7,175	7,513
915	914	910	908	909
4,876,936	4,856,942	4,845,365	4,812,965	4,821,599
233	233	233	233	234
43	43	43	43	44
272,352	272,352	272,352	272,352	272,352
18,324	18,319	17,530	17,515	17,454
1,023	1,031	1,026	1,038	1,037
12,631,497	12,768,250	12,885,742	13,137,177	13,131,414
7,149	7,133	7,089	7,138	7,163
940	932	933	941	939
31,197,929	30,947,996	30,870,743	30,997,427	30,728,820
633,412	628,212	611,136	600,609	595,107
6,303	6,296	6,378	6,464	6,222
79,386,523	79,138,114	79,440,578	81,901,186	81,401,621
0.8%	2.8%	1.8%	0.9%	1270.1%
0.1%	-1.3%	-1.3%	3.9%	-0.7%
0.3%	-0.4%	-3.0%	0.6%	-1.1%

**Massachusetts Public Higher Education
Enrollment and Degrees Conferred
Last Ten Academic Years**

Academic Year	Fall 2012	Fall 2011	Fall 2010	Fall 2009	Fall 2008
<u>ENROLLMENT</u>					
<u>University System</u>					
Undergraduate (FTE).....	48,136	47,432	48,018	44,543	42,768
Graduate (FTE).....	12,202	12,048	11,734	10,177	9,460
System Enrollment.....	60,338	59,480	59,752	54,720	52,228
<u>State University System</u>					
Undergraduate (FTE).....	34,773	35,639	36,721	34,129	33,040
Graduate (FTE).....	7,894	6,224	7,227	4,582	4,495
System Enrollment.....	42,667	41,863	43,948	38,711	37,535
<u>Community College System</u>					
Undergraduate (FTE).....	62,445	64,586	64,971	60,602	54,228
	2013	2012	2011	2010	2009
<u>DEGREES CONFERRED</u>					
<u>University System</u>					
Certificates (MD's).....	426	348	246	329	280
Associate's.....	121	97	100	111	103
Bachelors.....	10,910	10,399	9,958	9,362	8,763
Masters.....	3,442	3,360	3,242	3,029	2,882
Doctoral.....	486	450	414	400	381
Cert. of Adv. Grad. Study.....	62	89	87	79	70
Post-Bacc. Certificate.....	664	659	550	509	173
First Professional.....	103	43	47	-	-
Total Degrees.....	16,214	15,445	14,644	13,819	12,652
<u>State University System</u>					
Certificates.....	37	29	35	572	605
Bachelors.....	8,024	7,722	7,190	6,886	6,621
Masters.....	2,327	2,404	2,376	2,467	2,343
Cert. of Adv. Grad. Study.....	108	143	116	170	157
Post-Bacc. Certificate.....	371	362	408	362	406
Total Degrees.....	10,867	10,660	10,125	10,457	10,132
<u>Community College System</u>					
Certificates.....	2,929	2,888	3,020	2,770	2,587
Associates.....	10,772	10,404	9,693	9,257	8,549
Total Degrees.....	13,701	13,292	12,713	12,027	11,136
Total All Systems - Degrees.....	40,782	39,397	37,482	36,303	33,920

Source: Massachusetts Board of Higher Education. Enrollment information based at the start of the academic year.

Fall 2007	Fall 2006	Fall 2005	Fall 2004	Fall 2003	Change - 2012 from 2003
40,806	39,283	38,286	37,598	37,904	27.0%
9,328	8,906	8,549	8,494	8,494	43.7%
50,134	48,189	46,835	46,093	46,398	30.0%
32,106	31,384	30,464	29,051	29,238	18.9%
4,428	4,352	4,258	8,658	8,360	-5.6%
36,535	35,736	34,722	37,709	37,598	13.5%
51,257	49,347	48,555	50,972	51,067	22.3%
2008	2007	2006	2005	2004	Change - 2013 from 2004
270	268	260	167	150	184.0%
96	117	99	95	119	1.7%
8,437	8,191	8,089	8,205	7,764	40.5%
2,808	2,503	2,484	2,588	2,467	39.5%
390	443	371	389	407	19.4%
86	77	97	88	67	-7.5%
133	146	115	63	56	1085.7%
-	-	-	-	-	100.0%
12,220	11,745	11,515	11,595	11,030	47.0%
597	615	556	540	490	-92.4%
6,328	6,207	5,885	5,549	5,525	45.2%
2,318	2,201	2,190	2,048	2,157	7.9%
224	151	179	142	108	0.0%
347	431	361	369	361	2.8%
9,814	9,605	9,171	8,648	8,641	25.8%
2,495	2,297	2,422	2,278	2,281	28.4%
8,247	7,942	8,024	7,993	7,670	40.4%
10,742	10,239	10,446	10,271	9,951	37.7%
31,986	31,589	31,132	30,514	29,622	37.7%

Calculation of Transfers: Stabilization Fund

June 30, 2013
(Amounts are in thousands)

This statement is prepared on the statutory basis of accounting pursuant to General Laws Chapter 29, Section 5c, as amended by Section 155 of Chapter 139 of the Acts of 2012, and subsequent acts, which superseded certain parts of Section 5c. It presents information contained in the official books and accounting records of the Commonwealth. Financial statements supporting this calculation are presented in the Financial Section of this report.

	General	Commonwealth Transportation	Massachusetts Tourism	Total
Undesignated Budgeted Fund Balances (Consolidated Net Surplus).....	\$ 35,657	\$ 43,358	\$ 27,785	\$ 106,800
Year-end Transfers to the General Fund to Fund Statutory Allocations.....	71,143	(43,358)	(27,785)	-
<u>Disposition of Consolidated Net Surplus per Sec. 155 of Chapter 139 of the Acts of 2012, as Amended:</u>				
\$25 million to the Massachusetts Community Preservation Trust Fund.....	(25,000)	-	-	(25,000)
\$19.5 million to the Massachusetts Life Sciences Investment Fund.....	(19,500)	-	-	(19,500)
\$10 million to the Housing Preservation and Stabilization Trust Fund.....	(10,000)	-	-	(10,000)
\$11.5 million to the Department of Early Education and Care.....	(11,500)	-	-	(11,500)
\$11.5 million to provide human and social service providers for a one-time reserve payment.....	(11,500)	-	-	(11,500)
\$7.5 million to the Social Innovation Financing Trust Fund.....	(7,500)	-	-	(7,500)
\$21.8 million for information technology operating expenses.....	(21,800)	-	-	(21,800)
Remaining Consolidated Net Surplus to be Deposited in Stabilization Fund per Sec. 155 of Ch. 139 of the Acts of 2012, as Amended.....	\$ -	\$ -	\$ -	\$ -
<u>Stabilization Balance Reconciliation:</u>				
Balance as of July 1, 2012.....				\$ 1,652,118
Capital Gains Tax Transfers to Stabilization Fund during FY 2013 per Chapter 29, Section 5G.....				467,500
Judgments and Settlements In Excess of \$10 Million Transferred to Stabilization Fund per Ch. 29, Section 2H, Adjusted to Bring Consolidated Net Surplus to \$106.8 Million.....				32,497
Investment income, certain tax revenues and other recoveries.....				8,418
Change in Market Value from General Fund per Sec.160 of Ch. 139 of the Acts of 2012.....				(1,804)
Less Transfers from Stabilization Fund:				
Investment Income to General Fund per Sec.160 of Ch. 139 of the Acts of 2012.....			(5,322)	
5% Capital Gains Tax Transfer to the State Retiree Benefits Trust Fund per Chapter 29, Section 5G.....			(23,375)	
5% Capital Gains Tax Transfer to the State Pension Liability Fund per Chapter 29, Section 5G.....			(23,375)	
To General Fund Per Sec. 16 of Ch. 3 of the Acts of 2013.....			(550,000)	
Total Transfers from Stabilization Fund during FY 2013.....				(602,072)
Remaining Consolidated Net Surplus Deposited in Stabilization Fund, per Calculation Above.....				-
Stabilization Fund Balance as of June 30, 2013.....				\$ 1,556,657

Calculation Of Transfers: Tax Reduction Fund

June 30, 2013
(Amounts in thousands)

This statement is prepared pursuant to Chapters 29 Sections 2H and 2I of the Massachusetts General Laws, as amended. It is prepared on the statutory basis of accounting and presents information contained in the official books and accounting records of the Commonwealth.

The computation is as follows:

Part 1: Comparison of Stabilization Fund, after current fiscal year transfers, to 15% of budgeted revenues and other financial resources:

Undesignated fund balance in the Stabilization Fund.....	\$ 1,556,657
Allowable Stabilization Fund balance (per Schedule B).....	<u>5,066,844</u>
Stabilization Fund excess, if any, transferable to Tax Reduction Fund.....	<u>\$ -</u>

Part 2: Status of Stabilization Fund after transfers:

Stabilization Fund balance.....	\$ 1,556,657
Transfer to Tax Reduction Fund.....	<u>-</u>
Stabilization Fund balance after transfer to Tax Reduction Fund.....	<u>\$ 1,556,657</u>

Part 3: Status of Tax Reduction Fund after transfers:

Tax Reduction Fund balance.....	\$ -
Transfers from Stabilization Fund.....	<u>-</u>
Tax Reduction Fund balance after transfers.....	<u>\$ -</u>

MASSACHUSETTS GENERAL INFORMATION

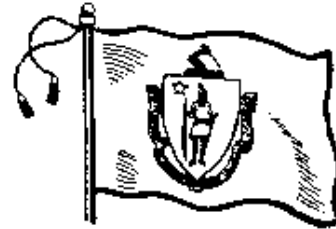
Admitted to Union (6th State): 1788
Population: 6,646,144

Capital: Boston
Nickname: Bay State

The State Seal



The State Flag



The State Seal, adopted by Governor John Hancock and the Council on December 13, 1780 and made official by the General Court on June 4, 1885, is circular and bears a representation of the arms of the Commonwealth encircled with the words “Sigillum Reipublicae Massachusettensis” (Seal of the Republic of Massachusetts). The arms, according to legislative enactment, consists of “a shield having a blue field or surface with an Indian thereon, dressed in a shirt and moccasins, holding in his right hand a bow, and in his left hand an arrow, point downward, all of gold; and in the upper corner of the field, above his right arm, bent at the elbow, clothed and ruffled, with the hand grasping a broadsword.”

The State Flag is white, bearing on both sides a representation of the coat of arms. It was adopted in its final form in 1971; before that, the obverse side depicted a pine tree.

The State Flower



The Mayflower

The State Fish



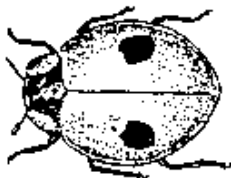
The Cod, a soft-finned fish, usually 10-20lbs. A sculpture of a cod hangs in the House of Representatives as a tribute to this useful aquatic creature.

The State Bird



The Black Capped Chickadee

The State Insect



The Lady Bug

The State Tree



The American Elm was adopted as the official tree March 21, 1941 to commemorate the fact that General George Washington took command of the Continental Army beneath one on Cambridge Common in 1775.

The State Dog



The Boston Terrier, the first purebred dog developed in America (1869), is a cross between an English bulldog and an English terrier.

Beverage: Cranberry Juice
Dessert: Boston Cream Pie

Muffin: The Corn Muffin
Cookie: Chocolate Chip

Horse: The Morgan Horse
Bean: Navy Bean

PROPOSED FORM OF BOND COUNSEL OPINION

Upon delivery of the Bonds described below, Bond Counsel proposes to deliver an opinion in substantially the following form:



EDWARDS WILDMAN PALMER LLP
111 HUNTINGTON AVENUE
BOSTON, MA 02199
+1 617 239 0100 main +1 617 227 4420 fax
edwardswildman.com

[Date of Delivery]

The Honorable Steven Grossman
Treasurer and Receiver-General
The Commonwealth of Massachusetts
State House - Room 227
Boston, Massachusetts 02133

\$159,335,000
The Commonwealth of Massachusetts
General Obligation Refunding Bonds
(SIFMA Index Bonds)
2014 Series A and 2014 Series B
(the "Bonds")
Dated Date of Delivery

We have acted as bond counsel to The Commonwealth of Massachusetts (the "Commonwealth") in connection with the issuance by the Commonwealth of the above-referenced Bonds. In such capacity, we have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion.

As to questions of fact material to our opinion we have relied upon representations and covenants of the Commonwealth contained in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

Based on our examination, we are of the opinion, under existing law, as follows:

1. The Bonds are valid general obligations of the Commonwealth and the full faith and credit of the Commonwealth are pledged for the payment of the principal of and interest on the Bonds. It should be noted, however, that Chapter 62F of the General Laws of the Commonwealth establishes a state tax revenue growth limit and does not exclude principal and interest payments on Commonwealth debt obligations from the scope of the limit.

2. Interest on the Bonds is excluded from the gross income of the owners of the Bonds for federal income tax purposes. In addition, interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes. However, such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. In rendering the opinions set forth in this paragraph, we have assumed compliance by the Commonwealth with all requirements of the Internal Revenue Code of 1986 that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, and continue to be, excluded from gross income for federal income tax purposes. The Commonwealth has covenanted to comply with all such requirements. Failure by the

Commonwealth to comply with certain of such requirements may cause interest on the Bonds to become included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. We express no opinion regarding any other federal tax consequences arising with respect to the Bonds.

3. Interest on the Bonds and any profit made on the sale thereof are exempt from Massachusetts personal income taxes and the Bonds are exempt from Massachusetts personal property taxes. We express no opinion regarding any other Massachusetts tax consequences arising with respect to the Bonds or any tax consequences arising with respect to the Bonds under the laws of any state other than Massachusetts.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason.

The rights of the holders of the Bonds and the enforceability of the Bonds may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

EDWARDS WILDMAN PALMER LLP

The Commonwealth of Massachusetts

\$159,335,000
 General Obligation Refunding Bonds
 (SIFMA Index Bonds)
 2014 Series A and 2014 Series B

Continuing Disclosure Undertaking
 [to be included in bond form]

On behalf of the Commonwealth, the Treasurer and Receiver-General of the Commonwealth hereby undertakes for the benefit of the owners of the Bonds to provide the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access ("EMMA") system pursuant to the requirements of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), no later than 270 days after the end of each fiscal year of the Commonwealth, commencing with the fiscal year ending June 30, 2013, (i) the annual financial information described below relating to such fiscal year, together with audited financial statements of the Commonwealth for such fiscal year if audited financial statements are then available; provided, however, that if audited financial statements of the Commonwealth are not then available, such audited financial statements shall be delivered to EMMA when they become available (but in no event later than 350 days after the end of such fiscal year) or (ii) notice of the Commonwealth's failure, if any, to provide any such information. The annual financial information to be provided as aforesaid shall include financial information and operating data, in each case updated through the last day of such fiscal year unless otherwise noted, relating to the following information contained in the Commonwealth's Information Statement dated January 15, 2014 (the "Information Statement"), and substantially in the same level of detail as is found in the referenced section of the Information Statement. The Information Statement has been filed with EMMA.

Financial Information and Operating Data Category	Reference to Information Statement for Level of Detail
1. Summary presentation on statutory accounting and five-year comparative basis of selected budgeted operating funds operations, revenues and expenditures, concluding with prior fiscal year, plus estimates for current fiscal year	"COMMONWEALTH REVENUES AND EXPENDITURES – Statutory Basis Distribution of Budgetary Revenues and Expenditures"
2. Summary presentation on GAAP and five-year comparative basis of governmental funds operations, concluding with prior fiscal year	"SELECTED FINANCIAL DATA – GAAP Basis"
3. Summary presentation on a five-year comparative basis of lottery revenues and profits	"COMMONWEALTH REVENUES AND EXPENDITURES – Federal and Other Non-Tax Revenues; <i>Lottery Revenues</i> "
4. Summary presentation of payments received pursuant to the tobacco master settlement agreement	"COMMONWEALTH REVENUES AND EXPENDITURES – Federal and Other Non-Tax Revenues; <i>Tobacco Settlement</i> "
5. So long as Commonwealth statutes impose limits on tax revenues, information as to compliance therewith in the prior fiscal year	"COMMONWEALTH REVENUES AND EXPENDITURES – Limitations on Tax Revenues"

Financial Information and Operating Data Category	Reference to Information Statement for Level of Detail
6. Summary description of the retirement systems for which the Commonwealth is responsible, including membership and contribution rates.	“PENSION AND OPEB FUNDING – Retirement Systems” and “PENSION AND OPEB FUNDING – Employee Contributions.”
7. Summary presentation of the then-current, statutorily imposed funding schedule for future Commonwealth pension liabilities, if any	“PENSION AND OPEB FUNDING – Funding Schedule.”
8. Summary presentation on a ten-year comparative basis of actuarial valuations of pension fund assets, liabilities and funding progress.	“PENSION AND OPEB FUNDING – Actuarial Valuations.”
9. Summary presentation on a five-year comparative basis of annual required pension contributions under GAAP and pension contributions made.	“PENSION AND OPEB FUNDING – Annual Required Contributions.”
10. Summary presentation on a five-year comparative basis of PRIT Fund asset allocation and investment returns.	“PENSION AND OPEB FUNDING – PRIT Fund Investments.”
11. Summary presentation of actuarial valuations of OPEB assets, liabilities and funding progress.	“PENSION AND OPEB FUNDING – Other Post-Retirement Benefit Obligations (OPEB).”
12. If and to the extent otherwise updated in the prior fiscal year, summary presentation of the size of the state workforce	“STATE WORKFORCE”
13. Five-year summary presentation of actual capital project expenditures	“COMMONWEALTH CAPITAL INVESTMENT PLAN”
14. Statement of general and special obligation long-term debt issuance and repayment analysis on a five-year comparative basis through the end of the prior fiscal year	“LONG-TERM LIABILITIES – General and Special Obligation Long-Term Debt Issuance and Repayment Analysis”
15. Statement of outstanding Commonwealth debt on a five-year comparative basis through the end of the prior fiscal year	“LONG-TERM LIABILITIES – Outstanding Long Term Commonwealth Debt”
16. Annual fiscal year debt service requirements for Commonwealth general obligation and special obligation bonds, beginning with the current fiscal year	“LONG-TERM LIABILITIES – Debt Service Requirements”
17. Annual fiscal year contract assistance requirements for Commonwealth general obligation contract assistance, beginning with the current fiscal year	“LONG-TERM LIABILITIES – General Obligation Contract Assistance Liabilities”

Financial Information and Operating Data Category	Reference to Information Statement for Level of Detail
18. Annual fiscal year budgetary contractual assistance liabilities for Commonwealth, beginning with the current fiscal year	“LONG-TERM LIABILITIES – Budgetary Contract Assistance Liabilities”
19. Five-year summary presentation of authorized but unissued general obligation debt	“LONG-TERM LIABILITIES – Authorized But Unissued Debt”
20. So long as Commonwealth statutes impose a limit on the amount of outstanding “direct” bonds, information as to compliance therewith as of the end of the prior fiscal year	“LONG-TERM LIABILITIES – General Authority to Borrow; <i>Statutory Limit on Direct Debt</i> ”
21. Summary presentation of the then-current, Commonwealth interest rate swap agreements	“LONG-TERM LIABILITIES – Interest Rate Swaps”
22. Summary presentation of the then-current, Commonwealth liquidity facilities	“LONG-TERM LIABILITIES – Liquidity Facilities”

Any or all of the items listed above may be included by reference to other documents, including official statements pertaining to debt issued by the Commonwealth, which have been submitted to EMMA. The Commonwealth’s annual financial statements for each fiscal year shall consist of (i) combined financial statements prepared in accordance with a basis of accounting that demonstrates compliance with the Massachusetts General Laws and other applicable state finance laws, if any, in effect from time to time and (ii) general purpose financial statements prepared in accordance with generally accepted accounting principles in effect from time to time and shall be audited by a firm of certified public accountants appointed by the Commonwealth.

On behalf of the Commonwealth, the Treasurer and Receiver-General of the Commonwealth hereby further undertakes for the benefit of the owners of the Bonds to provide in a timely manner, not in excess of ten business days after occurrence of the event, to EMMA notice of any of the following events with respect to the Bonds (numbered in accordance with the provisions of the Rule):

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;⁽¹⁾
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (vii) modifications to the rights of security holders, if material;

⁽¹⁾ Not applicable to the Bonds, since there is no debt service reserve fund securing the Bonds.

- (viii) bond calls, if material;
- (ix) defeasances;
- (x) release, substitution or sale of property securing repayment of the Bonds, if material;⁽²⁾
- (xi) rating changes;
- (xii) tender offers;
- (xiii) bankruptcy, insolvency, receivership or similar event of the Commonwealth;⁽³⁾
- (xiv) the consummation of a merger, consolidation, or acquisition or the sale of all or substantially all of the assets of the Commonwealth, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (xv) appointment of a successor or additional trustee or the change of name of a trustee, if material.⁽⁴⁾

Nothing herein shall preclude the Commonwealth from disseminating any information in addition to that required hereunder. If the Commonwealth disseminates any such additional information, nothing herein shall obligate the Commonwealth to update such information or include it in any future materials disseminated.

To the extent permitted by law, the foregoing provisions of this Bond related to the above-described undertakings to provide information shall be enforceable against the Commonwealth in accordance with the terms thereof by any owner of a Bond, including any beneficial owner acting as a third-party beneficiary (upon proof of its status as a beneficial owner reasonably satisfactory to the Treasurer and Receiver-General). To the extent permitted by law, any such owner shall have the right, for the equal benefit and protection of all owners of Bonds, by mandamus or other suit or proceeding at law or in equity, to enforce its rights against the Commonwealth and to compel the Commonwealth and any of its officers, agents or employees to perform and carry out their duties under the foregoing provisions as aforesaid, provided; however, that the sole remedy in connection with such undertakings shall be limited to an action to compel specific performance of the obligations of the Commonwealth in connection with such undertakings and shall not include any rights to monetary damages. The Commonwealth's obligations in respect of such undertakings shall terminate if no Bonds remain outstanding (without regard to an economic defeasance) or if the provisions of the Rule concerning continuing disclosure are no longer effective, whichever occurs first. The provisions of this Bond relating to such undertakings may be amended by the Treasurer and Receiver-General of the Commonwealth, without the consent of, or notice to, any owners of the Bonds, (a) to comply with or conform to the provisions of the Rule or any amendments thereto or authoritative interpretations thereof by the Securities and Exchange Commission or

⁽²⁾ Not applicable to the Bonds, since there is no property securing repayment of the Bonds that could be released, substituted or sold.

⁽³⁾ As noted in the Rule, this event is considered to occur when any of the following occur: (i) the appointment of a receiver, fiscal agent or similar officer for the Commonwealth in a proceeding under the U.S. Bankruptcy Code or in any proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Commonwealth, or if such jurisdiction has been assumed by leaving the existing governing body and officials in possession but subject to the supervision and orders of a court or governmental authority, or (ii) the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Commonwealth.

⁽⁴⁾ Not applicable to the Bonds.

its staff (whether required or optional), (b) to add a dissemination agent for the information required to be provided by such undertakings and to make any necessary or desirable provisions with respect thereto, (c) to add to the covenants of the Commonwealth for the benefit of the owners of Bonds, (d) to modify the contents, presentation and format of the annual financial information from time to time as a result of a change in circumstances that arises from a change in legal requirements, or (e) to otherwise modify the undertakings in a manner consistent with the provisions of state legislation establishing a state information depository or otherwise responding to the requirements of the Rule concerning continuing disclosure; provided, however, that in the case of any amendment pursuant to clause (d) or (e), (i) the undertaking, as amended, would have complied with the requirements of the Rule at the time of the offering of the Bonds, after taking into account any amendments or authoritative interpretations of the Rule, as well as any change in circumstances, and (ii) the amendment does not materially impair the interests of the owners of the Bonds, as determined either by a party unaffiliated with the Commonwealth (such as Commonwealth disclosure counsel or Commonwealth bond counsel) or by the vote or consent of owners of a majority in outstanding principal amount of the Bonds affected thereby at or prior to the time of such amendment.

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AMENDED OFFICIAL NOTICE OF SALE



\$159,335,000*

The Commonwealth of Massachusetts
 General Obligation Refunding Bonds
 (SIFMA Index Bonds)
 2014 Series A and 2014 Series B

January 21, 2014

NOTICE IS HEREBY GIVEN that sealed proposals will be received by Steven Grossman, Treasurer and Receiver-General of The Commonwealth of Massachusetts (the "State Treasurer"), or his designee, at Three Center Plaza, Suite 430, Boston, Massachusetts 02108, until the date and times set forth below, at which times and place all such proposals will be publicly opened and read for the purchase of General Obligation Refunding Bonds (SIFMA Index Bonds), 2014 Series A and 2014 Series B (the "Series A Bonds" and the "Series B Bonds," respectively, and collectively, the "Bonds"), of The Commonwealth of Massachusetts (the "Commonwealth") to be sold in an aggregate principal amount of \$159,335,000.* **No other method of submitting bids will be accepted.**

The Bonds will constitute general obligations of the Commonwealth, and the full faith and credit of the Commonwealth are pledged to the payment of the principal of and interest on the Bonds. The Preliminary Official Statement referred to below contains certain information regarding statutory limits on state tax revenue growth and should be read in conjunction herewith.

Time. Bids will be received by the Commonwealth at the office of the State Treasurer, Three Center Plaza, Suite 430, Boston, Massachusetts 02108, at the time shown below for each series of Bonds on January 28, 2014 or at such later date and/or other time as shall be established by the State Treasurer and communicated on Thomson Municipal Market Monitor News (www.tm3.com) ("TM3"), as described herein under the caption "Change of Bid Date or Time." If no legal bid or bids are received for one or both series of Bonds on January 28, 2014, an alternative date and time may be designated by the State Treasurer and communicated on TM3.

Time for Receipt of Bids – January 28, 2014

Series A Bonds	10:00 a.m. Boston, Massachusetts Time
Series B Bonds	10:30 a.m. Boston, Massachusetts Time

Details of the Bonds. The Bonds will be dated and bear interest, calculated on the basis of the actual number of days elapsed over a year of 365 or 366 days, as the case may be, from the date of delivery, at the Adjusted SIFMA Rate (defined below), payable monthly on the first Business Day of each month, beginning March 3, 2014. The Adjusted SIFMA Rate shall be equal to the SIFMA Rate (as defined in the Preliminary Official Statement) plus or minus a certain spread for each series of Bonds, as specified by the successful bidder for each series of Bonds. The Bonds shall mature in the principal amounts and on the respective dates shown below:

* Preliminary, subject to change.

<u>Series</u>	<u>Principal Amount*</u>	<u>Maturity Date</u>
Series A Bonds	\$75,000,000	February 1, 2015
Series B Bonds	\$84,335,000	February 1, 2016

The Bonds will be issued by means of a book-entry-only system evidencing ownership therein, in principal amounts of \$5,000 or integral multiples thereof, and transfer thereof on the records of The Depository Trust Company (“DTC”) and its participants. The book-entry-only system is more fully described in the Preliminary Official Statement.

Redemption.

Optional Redemption. The Series A Bonds maturing on February 1, 2015 are subject to redemption prior to maturity at the option of the Commonwealth, in whole or in part at any time on or after August 1, 2014 at a redemption price equal to 100% of the principal amount of such Bonds being redeemed, together with accrued and unpaid interest to the date fixed for redemption.

The Series B Bonds maturing on February 1, 2016 are subject to redemption prior to maturity at the option of the Commonwealth, in whole or in part at any time on or after August 1, 2015 at a redemption price equal to 100% of the principal amount of such Bonds being redeemed, together with accrued and unpaid interest to the date fixed for redemption.

Adjustments to Principal Amount. The aggregate principal amount of each series of the Bonds as set forth in this Notice of Sale (the “Aggregate Principal Amount”) may be revised before the receipt of bids for the purchase of the Bonds. Any such revisions (the “Revised Aggregate Principal Amount”) will be announced on TM3 not later than 9:00 a.m. (Boston, Massachusetts time) on any announced date for receipt of bids. In the event that no such revisions are made, the Aggregate Principal Amount for each series of Bonds will constitute the Revised Aggregate Principal Amount for each series. Bidders shall submit bids based on the Revised Aggregate Principal Amount for each series.

Bidding Parameters. Bids must be for all of a series of Bonds offered. The aggregate price to be paid to the Commonwealth by the winning bidder for each series of Bonds will be 100% of the aggregate principal amount of such series of Bonds. The underwriter’s compensation will be paid as described in the following paragraph.

Bids must state (i) a coupon for the series of Bonds to which the bid relates, which coupon shall be equal to an assumed SIFMA Rate of 0.10%, **plus or minus the bidder’s proposed spread to the SIFMA Rate**, which resulting coupon shall be expressed in increments of 1/100 of 1% and (ii) the aggregate underwriters’ compensation. The reoffering price and the dollar price shall be 100%. No bid will be deemed responsive if the aggregate underwriter’s compensation exceeds \$5.00 per bond or 0.5%. While the underwriter’s compensation will be taken into account in calculating the TIC of each bid, as described below under “Basis of Award”, the Commonwealth intends to issue a par amount of Bonds equal to \$75,000,000* for the Series A Bonds and \$84,335,000* for the Series B Bonds and the underwriter’s compensation specified by the winning bidder will be paid by the Commonwealth at closing from other available funds.

For information purposes only, bidders are requested to state in their bids the true interest cost to the Commonwealth, as described under “Basis of Award” set forth below, represented by the coupon that results from an assumed SIFMA Rate of 0.10%, **plus or minus the spread specified by the bidder** and the bidder’s proposed underwriter’s compensation, all as specified in the respective bids.

Bids must be submitted on the Official Bid Forms attached hereto and may not include any conditions not otherwise expressly provided for herein.

* Preliminary, subject to change.

Form of Bid and Good Faith Deposit. Each proposal must be submitted on the applicable Official Bid Form without alteration or change and must be enclosed in a sealed envelope and addressed to The Honorable Steven Grossman, Treasurer and Receiver-General, Office of the State Treasurer, Three Center Plaza, Suite 430, Boston, Massachusetts 02108, and marked on the outside in substance “Proposal for Series A Bonds” or “Proposal for Series B Bonds,” as applicable. No bids will be received after the times set forth above on Tuesday, January 28, 2014. The office of the State Treasurer will keep time based on an official clock accessible to bidders in Suite 430. The time limits on receiving bids will be strictly enforced. Bids will be opened at or after each deadline and accepted or rejected promptly thereafter but not later than 12 noon (Boston, Massachusetts time) on Tuesday, January 28, 2014.

Upon notification from the Commonwealth, the successful bidder for a series of Bonds shall wire transfer to the State Treasurer an amount equal to 1% of the aggregate principal amount of such Bonds (the “Good Faith Deposit”) awarded to it, in immediately available funds, no later than 2:00 p.m. (Boston, Massachusetts time) on the bid date. The Commonwealth will provide wiring instructions for the Good Faith Deposit to the successful bidder upon verification and award. In the event that the State Treasurer has not received such funds by the time stated, the State Treasurer may revoke his acceptance of the bid. No interest on the Good Faith Deposit will accrue to the successful bidder. The Good Faith Deposit will be applied to the purchase price of the Bonds. If the successful bidder fails to honor its accepted bid, the Good Faith Deposit will be retained by the Commonwealth.

Bidders should make their own arrangements regarding the use of telephones. The office of the State Treasurer will not guarantee the availability of a telephone or of adequate mobile phone service.

Basis of Award. Each series of Bonds will be awarded to the bidder offering to purchase all of the Bonds of such series at the lowest true interest cost (TIC) to the Commonwealth. The Commonwealth will calculate the TIC of each proposal and will have its financial advisor, Public Resources Advisory Group, verify the TIC calculations. For purposes of calculating the TIC, the Commonwealth will assume that the SIFMA Rate equals 0.10%. The TIC (expressed as an annual interest rate) will be determined as being twice that factor or discount rate, compounded semiannually, which, when applied against each debt service payment (interest, or principal and interest, as due, such interest calculation being based solely on the coupon that results from the assumed SIFMA Rate of 0.10%, **plus or minus the spread specified by the bidder**, for the applicable series of Bonds, will cause the sum of such discounted semiannual payments to be equal to the par amount of such series of Bonds less the aggregate underwriter’s compensation as provided by the bidder on the applicable Official Bid Form. The TIC shall be calculated from the expected settlement date of the Bonds (January 31, 2014). If there is more than one proposal offering to purchase such series of Bonds at the same lowest true interest cost (computed to six decimal places), the Bonds of such series will be sold to the bidder whose proposal is selected by the State Treasurer by lot from among all such proposals with the same lowest true interest cost.

In calculating the TIC of each proposal, the Commonwealth intends to do so in the same manner that it will calculate and make the actual interest payments due on the Bonds. In particular, the TIC calculation will be based on the following: (i) interest on the Bonds will accrue to (but not through) each interest payment date, (ii) in the case of a maturity date that is not a business day, principal and interest will be paid on the next succeeding business day and in that case interest will also accrue to but not through the actual payment date, and (iii) interest will accrue on the Bonds on a calendar year basis, which results in a 366-day year for the 2016 accrued interest on the 2014 Series B Bonds. The Commonwealth has used these conventions in calculating and paying the interest due on all of its currently outstanding SIFMA Index Bonds. As noted above, while bidders are asked to state in their bids the true interest cost to the Commonwealth, the Commonwealth’s calculation of the TIC of each proposal will control the award of the Bonds.

As soon as possible following the bidding for both series of Bonds, the Commonwealth will post the results of the bidding and its TIC calculations on its website: www.massbondholder.com and at the EMMA website, www.emma.msrb.org.

The Commonwealth reserves the right to reject any or all proposals and to waive any irregularity or informality with respect to any proposal. Any award by the State Treasurer to a successful bidder is subject to the approval of the Governor.

Official Statement. The Preliminary Official Statement dated January 21, 2014 and the information contained therein have been deemed final by the Commonwealth as of its date within the meaning of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”) with permitted omissions, but are subject to change without notice and to completion or amendment in the Official Statement in final form (the “Final Official Statement”). The Preliminary Official Statement may be viewed and downloaded from the Commonwealth’s website: www.massbondholder.com. In addition, the Preliminary Official Statement will be available via the Electronic Municipal Market Access (EMMA) system established by the Municipal Securities Rulemaking Board at www.emma.msrb.org.

The Commonwealth will make available to the successful bidder, by the close of business on the day following the date of sale of the Bonds, a reasonable number of copies of the Final Official Statement for delivery (at the expense of the successful bidder or bidders) to each potential investor requesting a copy of the Final Official Statement and to each person to whom such bidder and members of its bidding group initially sell the Bonds, provided that the successful bidder cooperates in providing the information required to complete the Final Official Statement. The successful bidder shall comply with the requirements of Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board, including an obligation, if any, to update the Final Official Statement.

Reoffering Price Certification. On or prior to the date of delivery of the Bonds, the successful bidder for each series of Bonds shall furnish to the Commonwealth a certificate acceptable to Bond Counsel to the Commonwealth generally to the effect that (i) as of January 28, 2014 (the “Sale Date”), the successful bidder had offered or reasonably expected to offer all of the Bonds purchased by it to the general public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers) in a bona fide public offering at the prices set forth in such certificate, plus accrued interest, if any, (ii) such price represents a fair market price of the Bonds purchased by it as of the Sale Date, and (iii) as of the date of such certificate, all of the Bonds purchased by it have been offered to the general public in a bona fide offering at the price set forth in such certificate, and at least 10% of the Bonds purchased by it actually has been sold to the general public at such price. To the extent the certifications described in the preceding sentence are not factually accurate with respect to the reoffering of the Bonds, Bond Counsel should be consulted by the bidder as to alternative certifications that will be suitable to establish the “issue price” of the Bonds purchased by it for federal tax law purposes.

Continuing Disclosure. To assist bidders in complying with paragraph (b)(5) of Rule 15c2-12, the Commonwealth will undertake in the Bonds to provide annual reports and notices of certain events. A description of this undertaking is set forth in Appendix C of the Preliminary Official Statement and will also be set forth in the Final Official Statement.

Expenses. Each bid will be deemed to be an all-in bid. The successful bidder will be under no obligation to pay the Commonwealth’s issuance costs. The Commonwealth will not pay any expenses of the successful bidder in connection with the purchase of the Bonds.

Settlement. The Bonds will be delivered on January 31, 2014, in New York, New York, at DTC against payment of the purchase price therefor (less the amount of the Good Faith Deposit). The successful bidder for each series of Bonds must make payment of the purchase price of such Bonds by 10:00 a.m. (Boston, Massachusetts time) on January 31, 2014 in immediately available funds in Boston.

There will also be furnished the usual closing papers, including (a) a certificate signed by the Attorney General of the Commonwealth stating that no litigation of any kind is now pending or, to her knowledge, threatened seeking to restrain or enjoin the issuance or delivery of the Bonds or the levy or collection of a material portion of the taxes or other revenues of the Commonwealth, or in any manner questioning the proceedings or authority under which the Bonds are issued, or affecting the validity of the Bonds, or contesting in any way the completeness, accuracy or fairness of the Preliminary Official Statement or Final Official Statement or contesting the title to his office of any official signing the Bonds or the Final Official Statement; and (b) a certificate signed by the State Treasurer and the Secretary of Administration and Finance to the effect that, except for the initial offering prices or yields of the Bonds on the inside cover page of the Final Official Statement and any other information concerning the reoffering of the Bonds included therein at the request of the successful bidder and the information in the Preliminary Official Statement and Final Official Statement under the heading

“Book-Entry-Only System” and in any Appendix other than Appendices A and B, to the best of their respective knowledge and belief, the Preliminary Official Statement, as of the date of sale of the Bonds, and the Final Official Statement, both as of the date of sale and the date of settlement of the Bonds, did not contain any untrue statement of a material fact and did not omit to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading.

Legal Opinions. The approving opinion of Edwards Wildman Palmer LLP, Boston, Massachusetts, Bond Counsel, in substantially the form set forth in the Preliminary Official Statement, will be furnished to the successful bidders. The Preliminary Official Statement contains a discussion of the effect of the Internal Revenue Code of 1986, as amended, on the exclusion from gross income of interest on the bonds and a discussion of Bond Counsel’s opinion insofar as it concerns such exclusion. An opinion of Edwards Wildman Palmer LLP, Boston, Massachusetts, Bond Counsel, will also be furnished to the successful bidder to the effect that (i) the information contained in the Preliminary Official Statement and the Final Official Statement under the headings “The Bonds,” “Security for the Bonds” and in Appendix B, insofar as such information constitutes summaries of certain provisions of the Bonds and applicable Massachusetts law, presents a fair summary of such provisions and that the statements in the Preliminary Official Statement and the Final Official Statement under the caption “Tax Exemption” and in the summary tax opinion contained on the cover of the Preliminary Official Statement and the Final Official Statement, insofar as such statements purport to summarize certain provisions of the Internal Revenue Code of 1986 or purport to summarize such counsel’s opinion regarding the Bonds, are correct in all material respects, and (ii) in the course of such counsel’s participation in the preparation of the Preliminary Official Statement and the Final Official Statement, no facts came to such counsel’s attention that have caused it to conclude that the Preliminary Official Statement, as of its date, or the Final Official Statement, as of the date of sale or the date of settlement of the Bonds (except for the financial and statistical data included therein, the initial offering prices or yields of the Bonds on the inside cover page of the Final Official Statement, any other information concerning the reoffering of the Bonds included therein at the request of the successful bidder and the stabilization clause, if any, and the information in the Preliminary Official Statement and the Final Official Statement under the headings “Book-Entry-Only System,” “Ratings” and “Competitive Sale of Bonds” and in any other document specifically referenced therein, including any Appendix other than Appendix B, as to which no opinion need be expressed) contained any untrue statement of a material fact or omitted to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading. An opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, Disclosure Counsel, will also be furnished to the successful bidder to the effect that in the course of such counsel’s participation in the preparation of the Commonwealth Information Statement (as defined in the Preliminary Official Statement), and as it may have been further supplemented as of the date of sale of the Bonds, no facts came to such counsel’s attention that have caused it to conclude that the Commonwealth Information Statement as of January 15, 2014, or, as it may have been supplemented as of the date of sale of the Bonds, as of said date of sale or as of the date of settlement of the Bonds (except for the financial and statistical data included therein and the information contained in the Exhibits thereto, as to which no opinion need be expressed), contained any untrue statement of a material fact or omitted to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading.

CUSIP Numbers. CUSIP numbers will be applied for by the successful bidders with respect to the Bonds, and the Commonwealth will assume no obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers. Neither failure to print such numbers on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of CUSIP numbers on the Bonds shall be the responsibility of and shall be paid for by the successful bidders.

Right to Modify or Amend Notice of Sale. The Commonwealth reserves the right to modify or amend this Official Notice of Sale prior to the bid date. If any modifications occur, supplemental information with respect to the Bonds will be communicated by posting on TM3 not later than 9:00 a.m. (Boston, Massachusetts time) on any announced date for receipt of bids, and bidders shall bid upon the Bonds based upon the terms thereof set forth in this Official Notice of Sale, as so modified by such supplemental information.

Change of Bid Date or Time. The Commonwealth reserves the right to change the date and/or time established for the receipt of bids. Any such change will be announced by posting on TM3 no later than 9:00 a.m. (Boston, Massachusetts time) on the announced bid date. If any date and/or time fixed for the receipt of bids and the sale of the Bonds is changed, an alternative sale date and time will be announced at least one business day prior to such alternative sale date. On any such alternative sale date and time, any bidder may submit sealed proposals as described above for the purchase of the Bonds in conformity in all respects with the provision of this Official Notice of Sale, except for the date and/or time of sale and except for any changes announced by posting on TM3 at the time the sale date and/or time are announced.

Minority/Women Business Enterprises. It is the policy of the Commonwealth that appropriate consideration be given to firms who (a) are minority business enterprises and women's business enterprises and (b) have significant local ownership or presence. The State Treasurer requests and strongly urges bidders to make a good-faith effort to meet this goal by including such firms in their management group or syndicate and/or in the provision of legal services or other advisory services.

Additional Information. Further information concerning the Commonwealth and the Bonds is contained in the Preliminary Official Statement dated January 21, 2014, to which prospective bidders are directed, and to which this Official Notice of Sale is attached. The Preliminary Official Statement is provided for informational purposes only and is not a part of this Official Notice of Sale. Copies of the Preliminary Official Statement, this Official Notice of Sale and the Official Bid Forms may be viewed and downloaded at the Commonwealth's website: www.massbondholder.com and at the EMMA website, www.emma.msrb.org. Additional information may be obtained from Colin A. MacNaught, Assistant Treasurer, office of the State Treasurer (617-367-3900, ext. 226).

The Commonwealth of Massachusetts

/s/ Steven Grossman

Treasurer and Receiver-General

OFFICIAL BID FORM
\$75,000,000
THE COMMONWEALTH OF MASSACHUSETTS
GENERAL OBLIGATION REFUNDING BONDS
(SIFMA Index Bonds) 2014 Series A

Office of the Treasurer and Receiver-General
The Commonwealth of Massachusetts
Three Center Plaza, Suite 430
Boston, Massachusetts 02108

Dear Treasurer Grossman:

Subject to the provisions and in accordance with the terms of the Office Notice of Sale, dated January 21, 2014, which is hereby made a part of this bid, we hereby offer to purchase the \$75,000,000 General Obligation Refunding Bonds (SIFMA Index Bonds), 2014 Series A, described in said Official Notice of Sale and in the Preliminary Official Statement which has been furnished to us.

We offer to purchase the 2014 Series A Bonds with the following terms:

- Spread to the SIFMA Rate: [plus/minus] _____ basis points.
- Resulting coupon for purposes of TIC calculation: _____% (0.10 plus/minus the spread).
- Aggregate underwriter's compensation: \$_____.

This Official Bid Form, if and when accepted by the Treasurer and Receiver-General and approved by the Governor of the Commonwealth, shall, together with the Official Notice of Sale dated January 21, 2014, constitute a contract to purchase and sell the 2014 Series A Bonds as provided in said Official Notice of Sale.

We, if the successful bidder, will, within three (3) hours after being notified of the award of the 2014 Series A Bonds, furnish to the State Treasurer the information needed to complete the Final Official Statement.

Attached on a separate sheet is a list of the members of our account on whose behalf this bid is made.

By: _____
Name Firm

Signature Telephone Number

COMPUTATION

We have computed, on a true interest cost (TIC) basis as set forth in the above-mentioned Official Notice of Sale, the effective interest rate to the Commonwealth of the 2014 Series A Bonds under the foregoing proposal. For your information only, and not as a part of the foregoing proposal, we advise you that such rate, so calculated, is:

_____ % (to six decimals)

AWARD

I, the Treasurer and Receiver-General of The Commonwealth of Massachusetts or designee, hereby award the 2014 Series A Bonds to the bidder submitting the bid set forth herein on the terms set forth herein and in the Official Notice of Sale dated January 21, 2014 relating to the 2014 Series A Bonds.

Dated: January 28, 2014

Steven Grossman
Treasurer and Receiver-General
The Commonwealth of Massachusetts

The foregoing award is hereby approved.

Dated: January 28, 2014

Deval L. Patrick
Governor
The Commonwealth of Massachusetts

OFFICIAL BID FORM
\$84,335,000
THE COMMONWEALTH OF MASSACHUSETTS
GENERAL OBLIGATION REFUNDING BONDS
(SIFMA Index Bonds) 2014 Series B

Office of the Treasurer and Receiver-General
The Commonwealth of Massachusetts
Three Center Plaza, Suite 430
Boston, Massachusetts 02108

Dear Treasurer Grossman:

Subject to the provisions and in accordance with the terms of the Office Notice of Sale, dated January 21, 2014, which is hereby made a part of this bid, we hereby offer to purchase the \$84,335,000 General Obligation Refunding Bonds (SIFMA Index Bonds), 2014 Series B, described in said Official Notice of Sale and in the Preliminary Official Statement which has been furnished to us.

We offer to purchase the 2014 Series B Bonds with the following terms:

- Spread to the SIFMA Rate: [plus/minus] _____ basis points.
- Resulting coupon for purposes of TIC calculation: _____% (0.10 plus/minus the spread).
- Aggregate underwriter's compensation: \$_____.

This Official Bid Form, if and when accepted by the Treasurer and Receiver-General and approved by the Governor of the Commonwealth, shall, together with the Official Notice of Sale dated January 21, 2014, constitute a contract to purchase and sell the 2014 Series B Bonds as provided in said Official Notice of Sale.

We, if the successful bidder, will, within three (3) hours after being notified of the award of the 2014 Series B Bonds, furnish to the State Treasurer the information needed to complete the Final Official Statement.

Attached on a separate sheet is a list of the members of our account on whose behalf this bid is made.

By: _____
Name Firm

Signature Telephone Number

COMPUTATION

We have computed, on a true interest cost (TIC) basis as set forth in the above-mentioned Official Notice of Sale, the effective interest rate to the Commonwealth of the 2014 Series B Bonds under the foregoing proposal. For your information only, and not as a part of the foregoing proposal, we advise you that such rate, so calculated, is:

_____ % (to six decimals)

AWARD

I, the Treasurer and Receiver-General of The Commonwealth of Massachusetts or designee, hereby award the 2014 Series B Bonds to the bidder submitting the bid set forth herein on the terms set forth herein and in the Official Notice of Sale dated January 21, 2014 relating to the 2014 Series B Bonds.

Dated: January 28, 2014

Steven Grossman
Treasurer and Receiver-General
The Commonwealth of Massachusetts

The foregoing award is hereby approved.

Dated: January 28, 2014

Deval L. Patrick
Governor
The Commonwealth of Massachusetts