

**State of Delaware
Deferred Compensation Plan**

Financial Statements

December 31, 2018 and 2017

State of Delaware Deferred Compensation Plan

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Independent Auditors' Report

To the Plans Management Board
State of Delaware Deferred Compensation Plan
Dover, Delaware

Report on the Financial Statements

We have audited the accompanying financial statements of State of Delaware Deferred Compensation Plan (Plan), which comprise the statements of fiduciary net position as of December 31, 2018 and 2017, and the related statements of changes in fiduciary net position for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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 an opinion on these financial statements based on our audits. We conducted our audits 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.

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 Plan's preparation and fair presentation of the financial

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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 Plan'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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of State of Delaware Deferred Compensation Plan as of December 31, 2018 and 2017 and the changes in fiduciary net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4 and 5 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 the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated July 17, 2019, on our consideration of the State of Delaware Deferred Compensation Plan's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and agreements and other matters.

To the Plans Management Board
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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 effectiveness of the Plan's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in consideration of the State of Delaware Deferred Compensation Plan's internal control over financial reporting and compliance.

Belfint, Lyons & Shuman, P.A.

July 19, 2019
Wilmington, Delaware

State of Delaware Deferred Compensation Plan

Management's Discussion and Analysis
December 31, 2018, 2017, and 2016

This discussion and analysis of the State of Delaware Deferred Compensation Plan's (the "Plan") financial performance provides an overview of the Plan's financial activities for the years ended December 31, 2018, 2017, and 2016. Please read this section in conjunction with the Plan's financial statements, which follow this section.

Financial Highlights

- Fiduciary net position restricted for pensions decreased by \$25 million during 2018 from \$639 million at December 31, 2017 to \$613 million at December 31, 2018. This decrease was primarily due to a net investment loss of \$25.8 million and distributions being more than contributions during 2018. Fiduciary net position restricted for pensions increased by \$93 million during 2017 from \$546 million at December 31, 2016 to \$639 million at December 31, 2017. This increase was primarily due to contributions and gain on investments during 2017 being larger than distribution paid from the Plan.
- Employee contributions were \$37.5 million, \$37.1 million, and \$36.9 million for the years ended December 31, 2018, 2017, and 2016, respectively. Changes in contributions are primarily due to fluctuations in the average contribution per participant and number of active plan participants. There were approximately 16,300, 16,100, and 16,300 participants with account balances as of December 31, 2018, 2017, and 2016, respectively.
- Rollovers into the Plan were \$3.3 million, \$2.4 million, and \$2.5 million for the years ended December 31, 2018, 2017, and 2016, respectively. Changes in the amount of transfers in from year to year vary greatly and are the direct result of changes in the number of individuals performing these transactions.
- There was a \$25.8 million net investment loss in 2018 compared to a \$88.4 million net investment gain in 2017. Fluctuations in income are primarily due to changes in the funds offered by the Plan, changes in interest rates for fixed earnings investments, as well as fluctuations in the financial market from year to year.
- Benefits paid to participants were \$39.3 million, \$34 million, and \$67.6 million for the years ended December 31, 2018, 2017, and 2016, respectively. Fluctuations in the amount of distributions paid from year to year are primarily due to changes in the number of participants and beneficiaries receiving eligible distributions as well as the size of their account balances. There were approximately 1,700, 1,600, and 1,500 individuals who received a distribution from the Plan during the years ended December 31, 2018, 2017, and 2016, respectively.
- Administrative expenses were \$1.0 million, \$1.2 million, and \$88,152 for the years ended December 31, 2018, 2017, and 2016, respectively. Fluctuations generally relate to changes in the service agreements and how fees have been paid in the past compared to the current year, as well as the assets held by the Plan, which is charged an asset based fee and the number of transactions charged directly to participant accounts.

State of Delaware Deferred Compensation Plan

Management's Discussion and Analysis
December 31, 2018, 2017, and 2016

Overview of the Financial Statements

This financial report consists of the statements of fiduciary net position and the statements of changes in fiduciary net position. These statements provide information about the financial position and activities of the Plan as a whole. The notes to financial statements provide additional information that is essential to a full understanding of the financial statements. The notes are an integral part of the financial statements and include detailed information not readily evident in the basic financial statements.

The following analysis focuses on fiduciary net position restricted for pensions (Table 1) and changes in fiduciary net position (Table 2):

Table 1
Fiduciary Net Position Restricted for Pensions

	2018	2017	2016
Assets:			
Investments	\$ 613,526,912	\$ 638,792,771	\$ 546,151,770
Liabilities:			
Accrued Expenses Payable	73,215	-	-
Fiduciary Net Position Restricted for Pensions	<u>\$ 613,453,697</u>	<u>\$ 638,792,771</u>	<u>\$ 546,151,770</u>

Table 2
Changes in Fiduciary Net Position

	2018	2017	2016
Additions:			
Participant Contributions	\$ 37,479,168	\$ 37,123,574	\$ 36,884,224
Rollovers	3,325,972	2,410,549	2,519,694
Net Investment Income (Loss)	(25,820,424)	88,374,237	33,527,351
Deductions:			
Benefits Paid to Participants	39,291,380	34,023,160	67,609,139
Corrective Distributions	1,123	-	-
Administrative Expenses	1,031,287	1,244,199	88,152
Change in Fiduciary Net Position Restricted for Pensions	<u>\$ (25,339,074)</u>	<u>\$ 92,641,001</u>	<u>\$ 5,233,978</u>

Financial Contact

The Plan's financial statements are designed to present users with a general overview of the Plan's finances and to demonstrate the trustee's accountability. If you have questions about the report or need additional financial information, contact the Director of Contributions and Plan Management of State of Delaware Deferred Compensation Plan at 820 Silver Lake Boulevard, Dover, Delaware 19904-2464.

State of Delaware Deferred Compensation Plan

Statements of Fiduciary Net Position

December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets		
Investments, at Fair Value	\$ 598,078,146	\$ 626,452,093
Investments, at Contract Value	<u>15,448,766</u>	<u>12,340,678</u>
Total Assets	613,526,912	638,792,771
Liabilities		
Accrued Expenses Payable	<u>73,215</u>	<u>-</u>
Fiduciary Net Position Restricted for Pensions	<u><u>\$ 613,453,697</u></u>	<u><u>\$ 638,792,771</u></u>

The accompanying notes are an integral part of the financial statements

State of Delaware Deferred Compensation Plan

Statements of Changes in Fiduciary Net Position
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Additions		
Investment Income (Loss)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ (49,952,694)	\$ 70,101,813
Interest and Dividends	24,037,977	17,924,344
Revenue Credit	94,293	348,080
	<u>(25,820,424)</u>	<u>88,374,237</u>
Contributions		
Participants	37,479,168	37,123,574
Rollovers	3,325,972	2,410,549
	<u>40,805,140</u>	<u>39,534,123</u>
Total Additions	<u>14,984,716</u>	<u>127,908,360</u>
Deductions		
Benefits Paid to Participants	39,291,380	34,023,160
Corrective Distributions	1,123	-
Administrative Expenses	1,031,287	1,244,199
	<u>40,323,790</u>	<u>35,267,359</u>
Net Increase (Decrease) in Fiduciary Net Position	<u>(25,339,074)</u>	<u>92,641,001</u>
Fiduciary Net Position Restricted for Pensions		
Beginning of Year	<u>638,792,771</u>	<u>546,151,770</u>
End of Year	<u>\$ 613,453,697</u>	<u>\$ 638,792,771</u>

The accompanying notes are an integral part of the financial statements

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

1. Description of the Plan

The following description of the State of Delaware Deferred Compensation Plan (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions. Participants may also find more information at <https://treasurer.delaware.gov/deferred-compensation-plans/>.

General

Delaware Code Title 29, Part V, Chapter 60A (“Code”) sets forth the requirements for deferred compensation programs for public officers and employees of the State of Delaware (the “State”). The purpose of Chapter 60A is to create a vehicle through which all employees of the State may, on a voluntary basis, provide for additional retirement income security. The Code gives authority to the Plans Management Board, which is responsible for oversight of the Plan. The Plans Management Board has charged the Office of the State Treasurer with daily administration. The State of Delaware General Assembly may amend the Code at any time. The Plans Management Board may modify the Plan pursuant to authority provided under the Code.

The Plan is a defined contribution plan, under Section 457(b) of the Internal Revenue Code (“IRC”), covering all full-time and part-time employees of the State, including elected or appointed officials who receive compensation wholly or in part directly from the State Treasurer or from the Treasury through an agency within the State that is wholly or in part supported by the State. Under the Plan’s provisions, employees of the State who are otherwise eligible for the State’s employee benefit plans are eligible to participate in the Plan. The Plan excludes individuals hired on a temporary basis, including “casual/seasonal” employees, and consultants.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, as defined by the plan document, up to the maximum limits of the IRC. Participants may also contribute after-tax Roth contributions. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The State does not make any contributions to the Plan.

Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

The Plan also allows special limitation (or Section 457 catch-up) for certain participants as follows:

For one or more of the participant's last three taxable years ending before the participant attains normal retirement age, notwithstanding the limits set above, the maximum amount that may be contributed shall be the lesser of:

- a. Twice the dollar amount in effect (\$18,500 and \$18,000 for calendar years 2018 and 2017, respectively) (Basic Limitation); or
- b. The underutilized limitation. For such purposes, the underutilized amount is the sum of:
 1. An amount equal to (i) the Basic Limitation identified above (\$18,500 and \$18,000 for calendar years 2018 and 2017, respectively) of the taxable year plus each calendar year

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

1. Description of the Plan - Continued

Contributions - Continued

beginning after December 31, 2001 during which the participant was an employee under the Plan reduced by (ii) the participant's annual deferrals under the Plan during such years, and

2. An amount equal to such limitation as established under Section 457(b)(2) of the IRC for each taxable year beginning after December 31, 1978, and before January 1, 2002, in which the participant was eligible to participate less the amount of the participant's annual deferrals to Pre-2002 Coordination Plans (as defined in the plan document) for such prior taxable year or years (disregarding any age 50 catch-up deferrals). In determining the underutilized limitation for taxable years prior to 2002, the special rules set forth in Treas. Reg § 1.457-4(c)(3)(iv) shall be applied.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings, specific transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Employees electing to participate in the Plan may contribute to a group annuity contract offering administered by Voya Retirement Insurance and Annuity Company, a pooled separate account, various publicly traded mutual funds, and a self-directed brokerage account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

Payment of Benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant will receive either a lump-sum amount equal to the value of the participant's vested interest in his/her account or periodic payments. A participant may retire when he/she reaches normal retirement age, as defined by the Plan, which is defined as the age designated by the participant that falls within the range of ages beginning at the earlier of age 65 or the age at which the participant has the right to retire and receive, under the State pension plan applicable to the participant, immediate retirement benefits without actuarial or similar reduction because of retirement before some later specified age, and ending at age 70½. In addition, the Plan allows for hardship distributions if certain criteria are met.

A participant may elect, at such time as he or she is otherwise entitled to a distribution (other than on account of an unforeseeable emergency), to transfer part or all of the account to purchase service credit under a defined benefit plan maintained by the State that permits the acceptance of such plan-to-plan transfers.

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

2. Summary of Significant Accounting Policies

Financial Statement Presentation and Basis of Accounting

The Governmental Accounting Standards Board (GASB) issues regulatory guidance defining generally accepted accounting principles for state and local governments in the United States. The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) as prescribed by GASB. Any references to U.S. GAAP in the financial statements and the related disclosures refer to standards established by GASB.

The financial statements of the Plan are prepared on the accrual basis of accounting using the economic resources measurement focus.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for the fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date.

The Voya Fixed Plus Account III (Account) investment is valued at the contract value of the owner's account. The contract owner's account equals the sum of contributions, plus guaranteed interest credited, minus withdrawals and fees. Stability of principal is the primary investment objective. The contract guarantees minimum rates of interest and may credit interest that exceeds the guaranteed minimum rates. Contract value is the relevant measurement attribute for that portion of the fiduciary net position available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Account is reported at contract value, which approximates fair value.

Variable earnings investments in publicly traded mutual funds are presented at fair value based on published daily net asset value.

Common stock is valued at the closing price of the common stock as reported on the active market on which the securities are traded.

The TIAA Real Estate Account is principally derived from the market value of the underlying real estate holdings or other real-estate-related investments. Real estate holdings are valued principally utilizing external appraisals, which are estimates of property values based on a professional's opinion. Purchases and sales of securities are recorded on a trade-date basis.

Purchases and sales of securities are recorded on a trade-date basis.

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

2. Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition - Continued

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the gains and losses on investments bought and sold as well as held during the year.

Administration of Plan Assets

The State of Delaware's Plans Management Board is responsible for the administration of the State of Delaware Deferred Compensation Plan. The daily operations of the Plan are administered by Delaware's Office of the State Treasurer.

Voya Institutional Trust Company (Voya) is the trustee and record keeper of the Plan. Voya invests funds received from contributions in accordance with participants' elections, records investment sales, interest, and dividend income, and makes distribution payments to participants. Certain administrative expenses of maintaining the Plan are paid by the State.

Participants may also select a self-directed brokerage account through TD Ameritrade.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the State. Expenses paid by the State are excluded from these financial statements. Costs associated with participant-initiated transactions are paid by the respective participants' accounts. Some administrative expenses are paid from the Plan.

Voya charges the Plan a .08% asset-based fee. The Office of the State of Delaware Treasurer ("OST") charges the Plan a .05% oversight fee for certain administrative functions that it performs. These fees from participant accounts are received into a Recordkeeping Expense Account and paid out to various vendors for retirement plan consultant, legal, accounting, OST administrative, and other fees. The .05% oversight fee is reviewed periodically by the OST and may be adjusted based on actual expense results.

Subsequent Events

The Plan has evaluated subsequent events for recognition or disclosure through the date the financial statements were available to be issued.

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

3. Related-Party Transactions

Two State of Delaware employees are required to serve on the Plans Management Board. One State employee representative must be eligible to participate in the Plan.

Certain investments of the Plan are managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions.

Certain administrative functions of the Plan are performed by officers or employees of the State. Certain State employee salaries are paid out of plan assets.

4. Plan Termination

Although it has not expressed any intent to do so, the State of Delaware General Assembly may amend the Code or the Plans Management Board, through authority given to it by the Code has the right at any time to terminate the Plan. As described in Note 1 in the General section, the Plans Management Board has charged the Office of the State Treasurer with daily administration and to carry out resolutions of the Plans Management Board.

5. Tax Status

In the opinion of legal counsel, the Plan is an eligible deferred compensation plan as defined by Section 457 of the IRC. Accordingly, any amount of compensation deferred under the Plan and any income attributable to the amounts so deferred shall be included in the gross income of the participant only for the taxable year in which such compensation or other income is distributed.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of fiduciary net position.

Credit risk is the risk that the Plan will lose money because of the default of the security of the issuer or investment counterparty. The funds held by the plan are unrated

Concentration of credit risk is the risk of loss attributed to the magnitude of the Plan's investment in a single issuer. The Plan's investments are held in custody by Voya Institutional Trust Company and TD Ameritrade self-directed brokerage account. The concentration of investments is determined by the participants' elections to invest in the available investment options as selected by the Board. The investments that exceed 5% are identified in Note 7.

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the Plan would not be able to recover the value of its deposits, investments, or collateral securities that were in the possession of an outside party. Investment securities are exposed to custodial credit risk if they are uninsured or not registered in the name of the Plan and are held by either the counterparty or the counterparty's trust department or agent, but not in the Plan's name. Investments are held in a trust account for the benefit of the Plan. As a result, the investments of the Plan are not exposed to custodial credit risk.

Interest rate risk is the risk that changes in interest rates will adversely affect the value of an investment. The Plan invests in mutual funds, including debt-based mutual funds. Such funds are subject to interest

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

6. Risks and Uncertainties - Continued

rate risk; funds holding bonds with longer maturities are more subject to this risk than funds holding bonds with shorter maturities.

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of the investment. The Plan allows the option of investments in mutual funds that invest in foreign securities. The fair value of these investments was \$10,398,098 and \$10,656,034 as of December 31, 2018 and 2017, respectively. The individual funds are identified in Note 7.

7. Investments

Delaware Code Title 29 Section 6057 outlines the types of allowable investments of the Plan. The Plans Management Board has overall responsibility for ensuring the assets of the Plan are in compliance with all applicable laws governing the operation of the Plan and establishing the related investment guidelines and policies. These investments include the following:

- Savings accounts in federally insured banking institutions.
- United States government bonds or debt instruments.
- Life insurance and annuity contracts, provided the companies offering such contracts are subject to regulation by the Insurance Commissioner of the State.
- Investment funds registered under the Investment Company Act of 1940.
- Securities that are traded on the New York Exchange National Association of Securities Dealers Automated Quotations (NASDAQ) and American Stock Exchange.

The Plans Management Board has overall responsibility for ensuring the assets of the Plan are in compliance with all applicable laws governing the operation of the Plan and establishing the related investment guidelines and policies.

Effective September 5, 2018, the Plans Management Board approved an Investment Policy Statement to guide decision-making related to the selection, monitoring and removal of investment options and other matters.

Fair Value Measurements

The Plan categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset and give the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements.)

Level 1 - Unadjusted quoted prices for identical instruments in active markets.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable.

Level 3 - Valuations derived from valuation techniques in which significant inputs are unobservable.

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
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7. Investments - Continued

Fair Value Measurements - Continued

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

The Plan has the following fair value measurement as of December 31, 2018 and 2017:

	2018			
	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest-Bearing Cash	\$ 10,233,311	\$ 10,233,311	\$ -	\$ -
Registered Investment Companies	571,372,851	571,372,851	-	-
Pooled Separate Accounts	2,418,410	2,418,410	-	-
Self-Directed Brokerage Accounts	14,053,574	14,053,574	-	-
Total Investments, at Fair Value	<u>\$ 598,078,146</u>	<u>\$ 598,078,146</u>	<u>\$ -</u>	<u>\$ -</u>
	2017			
	December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest-Bearing Cash	\$ 9,459,092	\$ 9,459,092	\$ -	\$ -
Registered Investment Companies	601,834,884	601,834,884	-	-
Pooled Separate Accounts	2,729,148	2,729,148	-	-
Self-Directed Brokerage Accounts	12,428,969	12,428,969	-	-
Total Investments, at Fair Value	<u>\$ 626,452,093</u>	<u>\$ 626,452,093</u>	<u>\$ -</u>	<u>\$ -</u>

Pursuant to Subtopic 810-10, the 2017 financial statements reported pooled separate accounts using NAV (or its equivalent) as a practical expedient and did not classify them within the fair value hierarchy. However, in connection with the FASB's revised definition of readily determinable fair value promulgated by ASU 2015-10 technical corrections, the pooled separate accounts were subsequently deemed to have readily determinable fair values and were reclassified to level 1 in accordance with their corresponding classifications for 2018.

The Plan's investments, (including gains and losses on investments bought, sold, as well as held during the year) depreciated in value by \$49,952,694 and appreciated by \$70,101,813 during 2018 and 2017, respectively.

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

7. Investments - Continued

Fair Value Measurements - Continued

The fair value of investments held by the Plan at December 31, 2018 and 2017 were as follows:

	Fair Value	
	2018	2017
Voya Variable Earnings Investments:		
American Funds 2010 Target Date	\$ 25,414,845	\$ 29,430,926
American Funds 2015 Target Date	40,862,648 *	47,985,872 *
American Funds 2020 Target Date	86,731,640 *	94,973,512 *
American Funds 2025 Target Date	86,741,109 *	92,687,579 *
American Funds 2030 Target Date	79,032,280 *	82,683,013 *
American Funds 2035 Target Date	68,189,061 *	70,690,328 *
American Funds 2040 Target Date	40,048,151 *	40,557,592 *
American Funds 2045 Target Date	25,297,565	25,594,152
American Funds 2050 Target Date	11,485,952	11,646,716
American Funds 2055 Target Date	3,255,102	3,032,814
American Funds 2060 Target Date	1,304,924	1,272,368
American Funds Washington Mutual	6,299,365	6,922,186
Clearbridge Mid Cap Growth	2,038,855	1,815,399
JP Morgan U.S. Small Company	4,048,352	4,495,358
Lazard International Equity	1,823,920 **	1,880,002 **
PIMCO Total Return	3,674,880	3,628,217
T. Rowe Price Blue Chip Growth	15,855,707	11,542,338
Templeton Global Bond	2,011,471 **	1,485,906 **
Vanguard 500 Index	-	42,098,860 *
Vanguard Extended Market Index	10,895,689	11,104,805
Vanguard Federal Money Market	10,233,311	9,459,092
Vanguard Institutional Index	40,060,859 *	-
Vanguard Intermediate Term Bond Index	9,737,769	9,016,817
Vanguard Total International Stock Index	6,562,707 **	7,290,126 **
TIAA-CREF Real Estate Securities	2,418,410	2,729,148
Voya Fixed Plus Account III (Contract Value)	15,448,766	12,340,678
TD Ameritrade Self-Directed Brokerage Account	14,053,574	12,428,967
	<u>\$ 613,526,912</u>	<u>\$ 638,792,771</u>

* Represents Investments Greater than 5% of Net Position

** Represents Investments in Foreign Securities

State of Delaware Deferred Compensation Plan

Notes to Financial Statements
December 31, 2018 and 2017

7. Investments - Continued

Fully Benefit-Responsive Investment Contracts

The Plan holds a traditional fully benefit-responsive investment contract with Voya Retirement Insurance and Annuity Company (VRIAC). VRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Because the investment contract meets the criteria to be considered fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statements of net assets available for benefits at contract value. Contract value, as reported by VRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Transfers from the contract will be subject to either percentage limit restrictions or equity wash restrictions. Withdrawals are allowed to pay benefits to participants at any time.

The contract value of the investment contract as of December 31, 2018 and 2017, was \$15,448,766 and \$12,340,678, respectively. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula established by the contract issuer, but may not be less than 1%. Such interest rates are reviewed on an annual basis for resetting.

Certain events limit the Plan's ability to transact at contract value with the issuer. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

Furthermore, certain events would allow the issuer to terminate the contract with the Plan and settle at an amount different from contract value. Examples of such events include (a) an uncured breach of the Plan's investment guidelines, (b) a material amendment to the contract without the issuer's consent, (c) a violation of a material obligation under the contract, or (d) a material misrepresentation.

The State does not believe that any events that would limit the Plan's ability to transact at contract value with the plan participants or the issuer are probable.

8. Plan Restatement

Effective January 1, 2017, the Plan was amended and restated to comply with certain regulatory changes and to make administrative changes to the Plan including adding Roth contributions as an allowable provision.



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***Independent Auditors' Report on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with Government Auditing Standards***

To the Plans Management Board
State of Delaware Deferred Compensation Plan
Dover, Delaware

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the State of Delaware Deferred Compensation Plan as of and for the years ended December 31, 2018 and 2017, and the related notes to the financial statements, which collectively comprise State of Delaware Deferred Compensation Plan's basic financial statements, and have issued our report thereon dated July 17, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the State of Delaware Deferred Compensation Plan's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing an opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of State of Delaware Deferred Compensation Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of State of Delaware Deferred Compensation Plan's internal control.

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant

To the Plans Management Board
State of Delaware Deferred Compensation Plan
Dover, Delaware

deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However material weaknesses may exist that have not been identified.

Compliance and Other Matters

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

Purpose of this Report

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

Belfint, Lyons & Shuman, P.A.

July 19, 2019
Wilmington, Delaware