

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

**STATE OF DELAWARE
DEFERRED COMPENSATION PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2021

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

TABLE OF CONTENTS

| | <u>PAGE</u> |
|---|-------------|
| INDEPENDENT AUDITOR'S REPORT | 1 |
| REQUIRED SUPPLEMENTARY INFORMATION | |
| Management's Discussion and Analysis | 4 |
| FINANCIAL STATEMENTS | |
| Statements of Fiduciary Net Position | 7 |
| Statements of Changes in Fiduciary Net Position | 8 |
| Notes to the Financial Statements | 9 |
| OTHER REPORT | |
| Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i> | 20 |

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

INDEPENDENT AUDITOR'S REPORT

(to be determined)

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

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of the State of Delaware Deferred Compensation Plan ("the Plan"), Dover, Delaware, which comprise the statement of fiduciary net position as of December 31, 2021, and the related statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Plan as of December 31, 2021, and the changes in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS") and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

Plans Management Board
State of Delaware Deferred Compensation Plan

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

Plans Management Board
State of Delaware Deferred Compensation Plan

Other Matter

The financial statements of the Plan for the year ended December 31, 2020 were audited by another auditor who expressed an unmodified opinion on those statements on June 23, 2021.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 4 through 6 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 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 (to be determined), on our consideration of the Plan's 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 solely 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 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 Plan's internal control over financial reporting and compliance.

BARBACANE, THORNTON & COMPANY LLP

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE
DEFERRED COMPENSATION PLAN
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2021

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, 2021, 2020, and 2019. Please read this section in conjunction with the Plan's financial statements, which follow this section.

Financial Highlights

- Fiduciary net position restricted for pensions increased by \$107.6 million during 2021, from \$840.7 million at December 31, 2020 to \$948.3 million at December 31, 2021. This increase was primarily due to contributions and earnings being more than distributions during 2021. Fiduciary net position restricted for pensions increased by \$104.5 million during 2020, from \$736.2 million at December 31, 2019 to \$840.7 million at December 31, 2020. This increase was primarily due to contributions and earnings being more than distributions during 2020.
- Employee contributions were \$43.8 million, \$41.1 million, and \$38.3 million for the years ended December 31, 2021, 2020, and 2019, respectively. Changes in contributions are primarily due to fluctuations in the average contribution per participant and number of active plan participants. There were approximately 16,191, 16,600, and 16,400 participants with account balances as of December 31, 2021, 2020, and 2019, respectively.
- Rollovers into the Plan were \$3.8 million, \$2.5 million, and \$3.9 million for the years ended December 31, 2021, 2020, and 2019, respectively. Changes in the amount of transfers from year to year vary greatly and are the direct result of changes in the number of individuals performing these transactions.
- There was \$116.7 million in net investment income in 2021, compared to \$108.5 million in net investment income in 2020. 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 \$55.1 million, \$46.4 million, and \$40.0 million for the years ended December 31, 2021, 2020, and 2019, 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 2,300, 1,600, and 1,700 individuals who received a distribution from the Plan during the years ended December 31, 2021, 2020, and 2019, respectively.
- Administrative expenses were \$1.6 million, \$1.2 million, and \$800,000 for the years ended December 31, 2021, 2020, and 2019, 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, since these are asset-based fee charges and the number of transactions charged directly to participant accounts.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE
DEFERRED COMPENSATION PLAN
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONT'D)
DECEMBER 31, 2021

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 the 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

| | <u>2021</u> | <u>2020</u> | <u>2019</u> |
|--|----------------------|----------------------|----------------------|
| Assets: | | | |
| Investments | \$948,327,284 | \$840,748,926 | \$736,223,944 |
| Liabilities: | | | |
| Accrued expenses payable | <u>21,900</u> | <u>25,960</u> | <u>25,960</u> |
| Fiduciary Net Position Restricted for Pensions | <u>\$948,305,384</u> | <u>\$840,722,966</u> | <u>\$736,197,984</u> |

Table 2
Changes in Fiduciary Net Position

| | <u>2021</u> | <u>2020</u> | <u>2019</u> |
|--|----------------------|----------------------|----------------------|
| Additions: | | | |
| Participant contributions | \$ 43,832,654 | \$ 41,144,385 | \$ 38,340,956 |
| Rollovers | 3,842,445 | 2,456,098 | 3,978,225 |
| Net investment income | <u>116,662,354</u> | <u>108,533,623</u> | <u>121,277,277</u> |
| Deductions: | | | |
| Benefits paid to participants | 55,138,971 | 46,395,613 | 40,036,550 |
| Administrative expenses | <u>1,616,064</u> | <u>1,213,511</u> | <u>815,621</u> |
| Changes in Fiduciary Net Position Restricted for Pensions | <u>\$107,582,418</u> | <u>\$104,524,982</u> | <u>\$122,744,287</u> |

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE
DEFERRED COMPENSATION PLAN
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONT'D)
DECEMBER 31, 2021

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.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

**STATE OF DELAWARE
DEFERRED COMPENSATION PLAN
STATEMENTS OF FIDUCIARY NET POSITION
DECEMBER 31, 2021 AND 2020**

| | <u>2021</u> | <u>2020</u> |
|---|-------------------------------------|-------------------------------------|
| ASSETS: | | |
| Investments, at fair value | \$ 928,704,086 | \$ 821,201,698 |
| Investments, at contract value | <u>19,623,198</u> | <u>19,547,228</u> |
| TOTAL ASSETS | 948,327,284 | 840,748,926 |
| LIABILITIES: | | |
| Accrued expenses payable | <u>21,900</u> | <u>25,960</u> |
| FIDUCIARY NET POSITION RESTRICTED FOR PENSIONS | <u><u>\$ 948,305,384</u></u> | <u><u>\$ 840,722,966</u></u> |

The accompanying notes are an integral part of these financial statements.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION DECEMBER 31, 2021 AND 2020

| | <u>2021</u> | <u>2020</u> |
|---|------------------------------|------------------------------|
| ADDITIONS: | | |
| Net investment income: | | |
| Net appreciation in fair value of investments | \$ 63,726,258 | \$ 77,895,588 |
| Interest and dividends | 52,772,038 | 30,465,922 |
| Revenue credit | <u>164,058</u> | <u>172,113</u> |
| Net Investment Income | <u>116,662,354</u> | <u>108,533,623</u> |
| Contributions: | | |
| Participants | 43,832,654 | 41,144,385 |
| Rollovers | <u>3,842,445</u> | <u>2,456,098</u> |
| Total Contributions | <u>47,675,099</u> | <u>43,600,483</u> |
| TOTAL ADDITIONS | <u>164,337,453</u> | <u>152,134,106</u> |
| DEDUCTIONS: | | |
| Benefits paid to participants | 55,138,971 | 46,395,613 |
| Administrative expenses | <u>1,616,064</u> | <u>1,213,511</u> |
| TOTAL DEDUCTIONS | <u>56,755,035</u> | <u>47,609,124</u> |
| Net increase in fiduciary net position | 107,582,418 | 104,524,982 |
| FIDUCIARY NET POSITION RESTRICTED FOR PENSIONS: | | |
| Beginning of Year | <u>840,722,966</u> | <u>736,197,984</u> |
| End of Year | <u><u>\$ 948,305,384</u></u> | <u><u>\$ 840,722,966</u></u> |

The accompanying notes are an integral part of these financial statements.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 DESCRIPTION OF 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 (“the Code”) sets forth the requirements for deferred compensation programs for public officers and employees of the State of Delaware (“the State”). The purpose of the Code 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 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 percent 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:

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 DESCRIPTION OF PLAN (cont'd)

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:

1. Twice the dollar amount in effect (\$19,500 and \$19,500 for calendar years 2021 and 2020, respectively) (Basic Limitation); or
2. The underutilized limitation. For such purposes, the underutilized amount is the sum of:
 - a. An amount equal to (i) the Basic Limitation identified above (\$19,500 and \$19,500 for calendar years 2021 and 2020, respectively) of the taxable year plus each calendar year 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
 - b. 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, various publicly traded mutual funds, and a self-directed brokerage account.

Vesting

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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 DESCRIPTION OF PLAN (cont'd)

Payment of Benefits

Upon termination of service due to death, disability, retirement, severance of employment, or other reasons, a participant will receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or periodic payments. A participant may retire when he or 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 all or part 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.

A participant may withdraw money for an unforeseeable emergency (hardship). Certain conditions must be present and followed including the fact that the hardship cannot be relieved by other means, meeting the approved requirements to qualify for an unforeseeable emergency, and being limited to the need.

NOTE 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 U.S. GAAP 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.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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 ("the 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.

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

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.

The State's Plans Management Board is responsible for the administration of the Plan. The daily operations of the Plan are administered by Delaware's Office of the State Treasurer ("OST").

Voya Institutional Trust Company ("Voya") is the trustee and recordkeeper 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.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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 percent asset-based fee. The OST charges the Plan a .05 percent oversight fee for certain administrative functions that it performs. These fees are paid from participant accounts and deposited into a Recordkeeping Expense Account to be paid out to various vendors for retirement plan consultant, legal, accounting, OST administrative, and other fees. The .05 percent oversight fee is reviewed periodically by the OST and may be adjusted based on actual expense results.

NOTE 3 RELATED-PARTY TRANSACTIONS

Two State 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.

NOTE 4 PLAN TERMINATION

Although it has not expressed any intent to do so, the State 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 OST with daily administration and to carry out resolutions of the Plans Management Board.

NOTE 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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 5 TAX STATUS (cont'd)

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.

NOTE 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 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 Plans Management Board. The investments that exceed 5 percent 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 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 \$17,065,704 and \$14,027,272 as of December 31, 2021 and 2020, respectively. The individual funds are identified in Note 7.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 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

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.

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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 7 INVESTMENTS (cont'd)

The following table presents the level of the Plan's investments reported at fair value as of December 31, 2021 and 2020:

| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------------------------|----------------------|---|---|--|
| <u>December 31, 2021</u> | | | | |
| Interest-bearing cash | \$ 16,264,641 | \$ 16,264,641 | \$ - | \$ - |
| Registered investment companies | 886,237,907 | 886,237,907 | - | - |
| Self-directed brokerage accounts | <u>26,201,538</u> | <u>26,201,538</u> | - | - |
| Total Investments, at Fair Value | <u>\$928,704,086</u> | <u>\$928,704,086</u> | <u>\$ -</u> | <u>\$ -</u> |
| <u>December 31, 2020</u> | | | | |
| Interest-bearing cash | \$ 19,570,475 | \$ 19,570,475 | \$ - | \$ - |
| Registered investment companies | 779,621,193 | 779,621,193 | - | - |
| Self-directed brokerage accounts | <u>22,010,030</u> | <u>22,010,030</u> | - | - |
| Total Investments, at Fair Value | <u>\$821,201,698</u> | <u>\$821,201,698</u> | <u>\$ -</u> | <u>\$ -</u> |

The Plan's investments (including gains and losses on investments bought, sold, as well as held during the year) appreciated in value by \$63,726,258 and \$77,895,588 during 2021 and 2020, respectively.

The fair value of investments held by the Plan at December 31, 2021 and 2020 were as follows:

| | Fair Value/Contract Value | |
|---------------------------------------|---------------------------|---------------|
| | 2021 | 2020 |
| Voya Variable Earnings Investments: | | |
| American Funds 2010 Target Date - R-6 | \$ 25,248,522 | \$ 26,378,483 |
| American Funds 2015 Target Date - R-6 | 45,334,253 | 44,581,567 * |
| American Funds 2020 Target Date - R-6 | 93,524,651 * | 92,715,517 * |
| American Funds 2025 Target Date - R-6 | 114,745,774 * | 107,814,137 * |
| American Funds 2030 Target Date - R-6 | 115,515,566 * | 103,581,057 * |
| American Funds 2035 Target Date - R-6 | 114,998,762 * | 99,711,242 * |
| American Funds 2040 Target Date - R-6 | 74,728,531 * | 61,872,091 * |
| American Funds 2045 Target Date - R-6 | 49,714,562 * | 40,363,722 |

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 7 INVESTMENTS (cont'd)

| | Fair Value/Contract Value | |
|--|---------------------------|----------------------|
| | 2021 | 2020 |
| (cont'd) | | |
| American Funds 2050 Target Date - R-6 | 24,866,901 | 20,016,474 |
| American Funds 2055 Target Date - R-6 | 10,152,592 | 7,392,350 |
| American Funds 2060 Target Date - R-6 | 2,759,872 | 2,096,564 |
| American Funds 2065 Target Date - R-6 | 470,106 | 60,490 |
| American Funds Washington Mutual - R-6 | 13,213,056 | 9,345,187 |
| Champlain Mid Cap Fund - Institutional | 5,892,979 | 4,534,582 |
| JP Morgan U.S. Small Company - R-6 | 8,260,980 | 5,980,377 |
| Lazard International Equity - R-6 | 2,883,110 ** | 2,715,904 ** |
| PIMCO Total Return - Institutional | 5,395,293 | 5,223,766 |
| T. Rowe Price Blue Chip Growth - I | 40,187,445 | 33,195,294 |
| TIAA-CREF Real Estate Securities - Institutional | 5,163,304 | 3,392,453 |
| Vanguard Extended Market Index - Institutional | 22,787,323 | 18,956,843 |
| Vanguard Federal Money Market | 16,264,641 | 19,570,475 |
| Vanguard Institutional Index - Institutional | 77,984,947 * | 59,909,652 * |
| Vanguard Intermediate-Term Bond Index - Institutional | 18,226,784 | 18,472,073 |
| Vanguard Total International Stock Index - Institutional | 14,182,594 ** | 11,311,368 ** |
| Voya Fixed Plus Account III (Contract Value) | 19,623,198 | 19,547,228 |
| TD Ameritrade Self-Directed Brokerage Account | 26,201,538 | 22,010,030 |
| | <u>\$948,327,284</u> | <u>\$840,748,926</u> |

* Represents investments greater than 5% of net position

** Represents investments in foreign securities

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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 7 INVESTMENTS (cont'd)

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, 2021 and 2020 was \$19,623,198 and \$19,547,228, 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 percent. 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.

NOTE 8 PLAN AMENDMENT

Effective January 1, 2020, the Plan was amended to add an involuntary cash-out provision. If a participant's account balance does not exceed \$1,000 at his or her severance from employment, the administrator may pay such amounts to the participant or beneficiary as soon as practicable after the participant's severance from employment.

NOTE 9 CARES ACT PROVISIONS

Effective April 23, 2020, the Plan adopted coronavirus-related distribution provisions up to the \$100,000 maximum of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act. The Plan will be amended as required.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

STATE OF DELAWARE DEFERRED COMPENSATION PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 10 SUBSEQUENT EVENTS

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

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

**STATE OF DELAWARE
DEFERRED COMPENSATION PLAN**

OTHER REPORT

INDEPENDENT AUDITOR'S 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 be determined)

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 ("the Plan"), Dover, Delaware, which comprise the statement of fiduciary net position as of December 31, 2021, and the related statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated (to be determined).

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the 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 our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the 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 entity'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.

FINAL DRAFT - FOR COMMITTEE ACCEPTANCE

Plans Management Board
State of Delaware Deferred Compensation Plan

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 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 the Plan's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant 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 results 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.

BARBACANE, THORNTON & COMPANY LLP