

*Financial Statements and
Supplementary Information*

Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

*Years ended September 30, 2016 and 2015
with Report of Independent Auditors*



Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

Financial Statements and Supplementary Information

Years ended September 30, 2016 and 2015

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Report of Independent Auditors

The Trustee
Northern Mariana Islands Settlement Fund

We have audited the accompanying financial statements of the Northern Mariana Islands Settlement Fund [a component unit of the Government of the Commonwealth of the Northern Mariana Islands (CNMI) as determined by the Department of Finance of the CNMI, subject to *Emphasis of Matter* paragraph and Note 1], which comprise the statements of net assets as of September 30, 2016 and 2015, and the related statements of changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity 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 of material misstatement, whether due to fraud or error.

Auditor's 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 auditor's 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Northern Mariana Islands Settlement Fund at September 30, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Emphasis of Matter

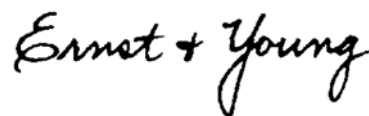
As discussed in the Note 1, the Secretary of Finance of the Government of the CNMI has determined that the Northern Mariana Islands Settlement Fund is a component unit of the Government of the CNMI. The Trustee of the Northern Mariana Islands Settlement Fund disagrees with the Secretary of Finance's determination and contends that the Northern Mariana Islands Settlement Fund is not a component unit of the Government of the CNMI.

Our opinion is not modified with respect to this matter.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying Schedule of Investments Owned is presented for purposes of additional analysis and is not a required part of the financial statements.

Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

The logo for Ernst & Young, featuring the company name in a stylized, handwritten-style script.

February 20, 2018

Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

Statements of Net Assets

	September 30, <u>2016</u>	<u>2015</u>
Assets		
Current assets:		
Cash	\$ 907,813	\$ 4,846,728
Receivables, net	266,306	382,811
Due from NMI Retirement Fund, net	176,175	1,176,175
Current portion of due from CNMI general fund	---	260,624
CNMI judicial building loan receivable	4,281,095	4,503,661
Investments	75,777,657	73,813,198
Prepaid expenses	<u>80,484</u>	<u>74,553</u>
Total current assets	81,489,530	85,057,750
Property and equipment, net	<u>197,068</u>	<u>193,936</u>
Total assets	<u>\$81,686,598</u>	<u>\$85,251,686</u>
Liabilities and net assets		
Current liabilities:		
Accounts payable and accrued expenses	\$ 209,034	\$ 252,796
Net assets:		
Unrestricted	81,442,808	84,953,838
Temporarily restricted	<u>34,756</u>	<u>45,052</u>
Total net assets	<u>81,477,564</u>	<u>84,998,890</u>
Total liabilities and net assets	<u>\$81,686,598</u>	<u>\$85,251,686</u>

See accompanying notes.

Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

Statements of Changes in Net Assets

	Year ended September 30, 2016			Year ended September 30, 2015		
	Unrestricted	Temporarily restricted	Total	Unrestricted	Temporarily restricted	Total
Additions						
Contributions and Payments:						
CNMI Government Contribution	\$ 30,000,000	\$ 15,148,315	\$ 45,148,315	\$ 27,000,000	\$ 19,415,811	\$ 46,415,811
Employer supplemental payments	1,635,937	---	1,635,937	1,657,880	---	1,657,880
Active Settlement Class Member contributions	559,372	---	559,372	545,415	---	545,415
Total contributions and payments	<u>32,195,309</u>	<u>15,148,315</u>	<u>47,343,624</u>	<u>29,203,295</u>	<u>19,415,811</u>	<u>48,619,106</u>
Investment income (loss):						
Net appreciation (depreciation) in fair value of investments	2,834,151	---	2,834,151	(3,575,553)	---	(3,575,553)
Interest and dividends	2,673,349	---	2,673,349	2,786,231	---	2,786,231
Total investment income (loss)	<u>5,507,500</u>	<u>---</u>	<u>5,507,500</u>	<u>(789,322)</u>	<u>---</u>	<u>(789,322)</u>
Other additions:						
Rental and other income	5,202,990	---	5,202,990	254,968	---	254,968
Local investment income	445,178	---	445,178	429,827	---	429,827
Total other additions	<u>5,648,168</u>	<u>---</u>	<u>5,648,168</u>	<u>684,795</u>	<u>---</u>	<u>684,795</u>
Net Assets released from restriction	15,158,611	(15,158,611)	---	19,453,565	(19,453,565)	---
Total additions	<u>58,509,588</u>	<u>(10,296)</u>	<u>58,499,292</u>	<u>48,552,333</u>	<u>(37,754)</u>	<u>48,514,579</u>
Deductions						
Benefit and refund payments:						
Retirement benefits	51,823,736	---	51,823,736	56,723,799	---	56,723,799
Survivor benefits	7,887,097	---	7,887,097	8,100,060	---	8,100,060
Disability benefit	875,646	---	875,646	1,035,306	---	1,035,306
Refunds	59,051	---	59,051	51,802	---	51,802
Death lump-sum distributions	56,470	---	56,470	63,688	---	63,688
Total benefit and refund payments	<u>60,702,000</u>	<u>---</u>	<u>60,702,000</u>	<u>65,974,655</u>	<u>---</u>	<u>65,974,655</u>

See accompanying notes.

Northern Mariana Islands Settlement Fund
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Statements of Changes in Net Assets, continued

	Year ended September 30, 2016			Year ended September 30, 2015		
	Unrestricted	Temporarily restricted	Total	Unrestricted	Temporarily restricted	Total
Other Deductions:						
Personnel expenses	\$ 737,750	\$ ---	\$ 737,750	\$ 765,289	\$ ---	\$ 765,289
Professional expenses	330,635	---	330,635	624,360	---	624,360
General and administrative expenses	<u>250,233</u>	<u>---</u>	<u>250,233</u>	<u>470,672</u>	<u>---</u>	<u>470,672</u>
Total other deductions	<u>1,318,618</u>	<u>---</u>	<u>1,318,618</u>	<u>1,860,321</u>	<u>---</u>	<u>1,860,321</u>
Total deductions	<u>62,020,618</u>	<u>---</u>	<u>62,020,618</u>	<u>67,834,976</u>	<u>---</u>	<u>67,834,976</u>
Decrease in net assets	(3,511,030)	(10,296)	(3,521,326)	(19,282,643)	(37,754)	(19,320,397)
Net assets at beginning of the year	<u>84,953,838</u>	<u>45,052</u>	<u>84,998,890</u>	<u>104,236,481</u>	<u>82,806</u>	<u>104,319,287</u>
Net assets at end of year	<u>\$ 81,442,808</u>	<u>\$ 34,756</u>	<u>\$ 81,477,564</u>	<u>\$ 84,953,838</u>	<u>\$ 45,052</u>	<u>\$ 84,998,890</u>

See accompanying notes.

Northern Mariana Islands Settlement Fund
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Statements of Cash Flows

	Year ended September 30,	
	<u>2016</u>	<u>2015</u>
Operating Activities		
Decrease in net assets	\$(3,521,326)	\$(19,320,397)
Adjustments to reconcile decrease in net assets to net cash used in operating activities:		
Provision for uncollectible accounts	16,710	198,676
Depreciation expense	7,927	5,070
Unrealized (gain) loss on investments, net	(2,834,151)	3,575,553
Changes in operating assets and liabilities:		
Receivables	99,795	(229,377)
Due from NMI Retirement Fund	1,000,000	419,099
Due from CNMI general fund	260,624	347,500
Prepaid expenses	(5,931)	(17,765)
Accounts payable and accrued expenses	(43,762)	(431,075)
Deferred revenues	<u>---</u>	<u>(27,827)</u>
Net cash used in operating activities	(<u>5,020,114</u>)	(<u>15,480,543</u>)
Investing activities		
Proceeds from sale of investments	3,543,041	23,420,736
Purchase of investments	(2,673,349)	(5,286,231)
Collections of loan receivable	222,566	311,242
Purchase of property and equipment	(<u>11,059</u>)	(<u>39,121</u>)
Net cash provided by investing activities	<u>1,081,199</u>	<u>18,406,626</u>
Net (decrease) increase in cash	(3,938,915)	2,926,083
Cash at beginning of year	<u>4,846,728</u>	<u>1,920,645</u>
Cash at end of year	\$ <u><u>907,813</u></u>	\$ <u><u>4,846,728</u></u>

See accompanying notes.

Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

Notes to Financial Statements

Years Ended September 30, 2016 and 2015

1. Organization and Purpose

The Northern Mariana Islands Settlement Fund (Settlement Fund) was created as a result of a settlement agreement (the Settlement Agreement), approved by the U.S. District Court on September 30, 2013. The Settlement Agreement shall end when there are no longer any living Settlement Class Members.

The Settlement Agreement required the Northern Mariana Islands Retirement Fund (NMIRF) to transfer certain net assets of the NMIRF's Defined Benefit Plan to the newly created Settlement Fund. The transfer of net assets totaled approximately \$126 million effective October 1, 2013. The Settlement Fund reversed approximately \$3.3 million in FY2014 after determining the \$3.3 million relates to capitalized building plans and improvements. These assets are non-transferable per the Settlement Agreement.

Settlement Class Members, as defined in the Settlement Agreement, who do not opt out of the Settlement Agreement, shall cease to be members of the NMIRF's Defined Benefit Plan and shall become members of the Settlement Fund.

The primary purpose of the Settlement Agreement is to ensure that retirees, who are part of the Settlement Agreement, will always be paid at least 75% of their benefits and will always get paid as much as any retiree who opted out of the Settlement Agreement.

The U.S. District Court has appointed a Trustee with the powers of a federal equity receiver to administer and run the Settlement Fund as a fiduciary to the Settlement Class Members. The U.S. District Court concurs with the Trustee and Class Counsel that the Settlement Fund is an extension of the Court, and as such, is exempt from taxation under Section 1105(a) of the Commonwealth Code.

The Secretary of Finance of the Government of the Commonwealth of the CNMI (CNMI Government) has determined that the Settlement Fund is a "component unit" of the CNMI Government. The Trustee disagrees with the Secretary of Finance's determination, and for the reasons discussed below, contends that the Settlement Fund is not a "component unit" of the CNMI Government because the Settlement Fund does not meet the "component unit" test (i.e. fiscal dependency and financial benefit/burden requirement) under Government Accounting Standards Board (GASB) Statement No. 61 *The Financial Reporting Entity*. As stated in the Stipulation Regarding Settlement Fund Assets filed in the United States District Court for the District of the Northern Mariana Islands (the "Court"), in an action entitled *Johnson v. Eloy S. Inos, et al*, Civ. No. 09-00023, the Settlement Fund is not a pension plan and it does not operate or manage a pension plan. The Settlement Fund is a not-for-profit, tax exempt entity created by the Settlement Agreement dated August 6, 2013, approved by the District Court. Furthermore, because the assets of the NMI Retirement Fund were transferred to the Settlement Fund, these assets are no longer assets of the NMI Retirement Fund/CNMI Government.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

1. Organization and Purpose, continued

Lastly, because oversight of the Settlement Fund lies exclusively with the CNMI District Court, the Retirement Fund/CNMI Government do not own or have any control over the Settlement Fund or its assets. The Trustee believes it would be misleading for the CNMI Government to include the Settlement Fund's assets in its financial statements, and to include the Settlement Fund as a component unit of the CNMI Government.

2. Summary of Significant Accounting Policies

Method of Accounting

The Settlement Fund's financial statements have been prepared using the accrual basis of accounting. Under the accrual basis of accounting expenses are recorded when a liability is incurred and revenues are recorded in the accounting period they are earned.

Tax Status

The Settlement Fund is a tax-exempt entity. See *Order re Joint Motion to Confirm the NMI Settlement Fund's Status as a Tax Exempt Entity* (ECF No. 755) (3/9/2016).

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

Cash consists of cash on hand and deposits in banks.

Investments

Investments are recorded at fair value. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale and are primarily determined based on quoted market values.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

2. Summary of Significant Accounting Policies, continued

Investments, continued

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on ex-dividend date. Net appreciation/depreciation includes the Settlement Fund's gains and losses on investments bought and sold as well as held during the year.

The reserves of the Settlement Fund in excess of current operational requirements are invested. In investing these reserves, the Settlement Fund employs the services of investment professionals and consultants to assist the Settlement Fund in its investment program. These professionals are all registered with the U.S. Securities and Exchange Commission as investment advisors. The assets are usually invested in stocks, bonds, and real estate traded in recognized stock markets such as the New York Stock Exchange. The Settlement Fund diversifies its investments in accordance with prudent investment standards. Settlement Fund investment guidelines contain limits and goals for each type of investment portfolio and specify prohibited transactions.

Payments of Benefits

Benefits are recorded when paid.

Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents – Fair value approximates carrying value due to the initial maturities of the instruments being three months or less.

Benefit overpayment and buyback receivables – Fair value approximates carrying value, as the interest rates on the obligations are fixed and are the same rates that would be charged to new participants for similar agreements.

Due from NMIRF and CNMI Government – Fair value approximates carrying value as it is equal to the amounts receivable on demand at the reporting date.

Loans receivable – Fair value approximates carrying value, as the interest rates on the obligations are fixed and are the same rates that would be charged for similar agreements.

Northern Mariana Islands Settlement Fund
(A Not-for-Profit Organization)

Notes to Financial Statements, continued

2. Summary of Significant Accounting Policies, continued

Administrative Expenses

The Settlement Fund's administrative expenses are paid by the assets of the Settlement Fund. Expenses related to trustee fees are reviewed and approved by the U.S. District Court.

Receivables

Receivables primarily result from overpayment of benefits to Settlement Class Members and accrued interest on the CNMI judicial building loan receivable. Receivables are recorded net of estimated allowances for doubtful accounts.

The allowance for doubtful accounts is stated at an amount which management believes will be adequate to absorb possible losses on receivables that may become uncollectible based on evaluation of the collectability of these accounts. The allowance is established through a provision for bad debts charged to expense.

Property and equipment

Property and equipment, consisting of property and equipment, transferred by the NMIRF's Defined Benefit Plan to the Settlement Fund, are recorded by the Settlement Fund based on the assets' net book value at the date of transfer.

Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. Estimated lives used range from 3 to 15 years for all assets.

Income recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Settlement Fund's gains and losses on investments bought and sold as well as held during the year.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

3. CNMI Judicial Building Loan Receivable

As of September 30, 2016 and 2015, the Settlement Fund has \$4,281,095 and \$4,503,661, respectively, loan receivable due from the CNMI Judicial Building Loan Fund. The loan receivable is part of the net assets transferred to the Settlement Fund by the NMIRF as called for by the Settlement Agreement.

The loan matured in March 2015 and bears interest of 7.5% per annum. The loan is secured by (1) a first mortgage on the real property on which the CNMI Judicial Complex was constructed and (2) assignment of all revenues collected by the CNMI Court.

Sources of funding for the repayment of the Loan are the criminal and civil fines and all revenues collected by the CNMI courts pursuant to 1 CMC 3405. During the years ended September 30, 2016 and 2015, the CNMI Government made payments to the Settlement Fund to pay down the outstanding loan balance. Additionally, during the year ended September 30, 2016, the CNMI Government, with the help of the CNMI Judiciary, applied for a USDA loan to pay off the Judicial Building Loan and to expand the Judiciary Building and other facilities. Public Law 19-67 was signed into law authorizing the CNMI Government to borrow from the USDA for these purposes. The CNMI Government's USDA loan application is pending USDA review.

4. Annual Payment Due From the CNMI Government

The Settlement Agreement requires the CNMI Government to make minimum required annual payments to the Settlement Fund. During the years ended September 30, 2016 and 2015, the Settlement Fund received \$30 million and \$27 million, respectively, from the CNMI Government.

For fiscal years subsequent to September 30, 2015, the CNMI Government is to make minimum annual payments to the Settlement Fund sufficient to enable the Settlement Fund to pay 75% of Settlement Class Members' full retirement benefits for the Settlement Funds' expected life.

Projected minimum annual payments necessary to enable the Settlement Fund to pay 75% of Settlement Class Members' retirement benefits total approximately as follows:

Year ending <u>September 30,</u>	
2017	\$ 33,000,000
2018	45,000,000
2019	44,000,000
2020	43,000,000
2021	42,000,000
Thereafter through 2024	<u>120,000,000</u>
Total future minimum payments receivable	<u>\$327,000,000</u>

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

4. Annual Payment Due From the CNMI Government, continued

The CNMI Government is to make the aforementioned minimum payments unless the U.S. District Court determines that a different amount is required to enable Settlement Class Members to receive 75% of their benefits.

In the event the CNMI Government pays an annual amount in excess of the amount required, then the CNMI Government's minimum annual payment for the succeeding year is reduced by the amount paid in excess.

If the CNMI Government makes payments such that it reduces the minimum payment in subsequent years to less than \$3 million, then the CNMI Government shall still be obligated to transfer in any fiscal year at least the lesser of \$3 million, or the annual costs to pay 75% of the Settlement Class Members' benefits plus reasonable administrative costs.

For fiscal years after September 2024, the CNMI Government is to make minimum payments to the Settlement Fund to enable the Settlement Fund to pay 75% of Settlement Class Members' benefits each year for the Settlement Fund's expected life as determined by an independent actuary.

The Settlement Agreement calls for an alternative payment of a greater amount if the CNMI economy improves. If 17% of the CNMI Government's total annual revenues is greater than the minimum annual amount paid by the CNMI Government, then the CNMI Government is to remit the difference to the Settlement Fund.

Upon notification of a low balance, as defined in the Settlement Agreement, the CNMI Government has two weeks to begin making bi-weekly payments to the Settlement Fund in minimum amounts sufficient to enable the Settlement Fund to pay Settlement Class Members 75% of their benefit payments.

In the event the CNMI Government believes the Settlement Fund has assets equal to the actuarial present value of accrued benefits of the Settlement Class Members plus reasonable expenses of the Settlement Fund for its expected life, then the CNMI Government may petition the U.S. District Court to allow it to cease making annual payments.

5. \$779 million Consent Judgment Owned by the Settlement Fund

The Settlement Fund owns a Consent Judgment totaling \$779 million which the Settlement Fund may enforce against the CNMI Government in the U.S. District Court, if the CNMI Government fails to timely pay its obligations due under the Settlement Agreement.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

6. Settlement Class Members

The contribution and benefits of Settlement Class Members are determined based on the class they belonged to under the NMIRF. Class II Members are all persons who were NMIRF members prior to the effective date of Public Law 6-17 and who did not choose to become Class I Members. All Settlement Class Members hired on or after the effective date of Public Law 6-17 who are not Class II Members are Class I Members.

As of September 30, 2016 and 2015, Settlement Class Members receiving benefits and entitled to benefits consisted of the following:

	<u>2016</u>	<u>2015</u>
Retirees	2,103	2,164
Beneficiaries	793	784
Disabled	<u>50</u>	<u>61</u>
	<u>2,946</u>	<u>3,009</u>

Active Settlement Class Members contributing to the Settlement Fund as of September 30, 2016 and 2015 are as follow:

	<u>2016</u>	<u>2015</u>
Class I	66	78
Class II	<u>6</u>	<u>8</u>
	<u>72</u>	<u>86</u>

As of September 30, 2016 and 2015, inactive members are as follow:

	<u>2016</u>	<u>2015</u>
Class I	2	1
Class II	<u>---</u>	<u>1</u>
	<u>2</u>	<u>2</u>

Contributions

All Settlement Class Members who are employed by the CNMI Government or an Autonomous Agency shall continue to pay employee contributions to the Settlement Fund as required by the laws of the CNMI existing on August 6, 2013 excluding P.L. 17-82 and P.L. 18-02. Class I member contributions are required at 10.5% of base pay and Class II member contributions are at 11% of base pay.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

6. Settlement Class Members, continued

Contributions, continued

The CNMI Government and Autonomous Agencies will make supplemental payments to the Settlement Fund in the amount of employer contributions for currently employed Settlement Class Members at the same contribution rates being paid as of June 26, 2013 pursuant to Paragraph 5.0 of the Settlement Agreement.

7. Description of Benefits Provided by the Settlement Fund

The Settlement Agreement ensures that Settlement Class Members will always get paid at least 75% of their full benefits that they were entitled to when they were part of the NMIRF. The Settlement Agreement does not prevent the CNMI Government from making additional payments to the Settlement Class Members in the future.

Benefits provided to Settlement Class Members are determined based on the Class I and Class II provisions effective when they were part of the NMIRF. As a result of the Settlement Agreement, the benefit computation identified below is reduced to 75% of the computed amounts. The factors affecting the computation of benefits are summarized below:

Service

Membership Service is earned for actual compensated government employment after becoming a NMIRF member. 1/12 year of service is earned for each month of employment.

Benefit Formulas

Class I Formula: The sum of (i) and (ii) below, but not less than \$6,000 nor greater than 85% of average annual salary.

- (i) The sum of 2.5% of average annual salary for each of the first 25 years of service with a maximum of 50% of average annual salary, plus
- (ii) 2.5% of average annual salary for each year of service in excess of 25 years.

Class II Formula: The sum of (i) and (ii) below, but not less than \$6,000 nor greater than 85% of average annual salary.

- (i) The sum of 2% of average annual salary for each of the first 10 years of service and 2.5% of average annual salary for each year of service in excess of 10 years, plus
- (ii) Twenty dollars (\$20) for each year of service reduced by 1/100th of 1% for each dollar that average annual salary exceeds \$6,000.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

7. Description of Benefits Provided by the Settlement Fund, continued

Benefit Formulas, continued

Class II members receive the greater of the benefit determined using the Class II formula or the benefit determined using the Class I formula as if all service had been rendered as a Class I member.

Average annual salary is the average of the three highest annual salaries, but not less than \$6,000.

Normal Retirement

Eligibility – Class I: Age 62 and 10 years of contributing membership service after May 7, 1989.
Class II: Age 60 or 25 years of membership service.

Amount of Benefit – The annual retirement benefit is the benefit using the Class I formula for Class I members and the greater of the Class I or the Class II formula for Class II members.

Time and form of payment – Payment will be in the form of a life annuity.

Early Retirement

Eligibility – Age 52 and 10 years of membership service or 25 years of membership service for a Class I member. At least 10 years of membership service must be earned after May 7, 1989. Class II members are not eligible.

Amount of benefit – Same as for normal retirement reduced by an actuarially determined amount for each month the member is under 62 years of age, but not less than \$6,000 adjusted by 75% pursuant to the settlement agreement.

Time and form of payment – Same as the normal retirement benefit.

Termination

Eligibility – Class I members with 10 years of contributing membership service. Class II members who accumulate at least 3 years of vesting service.

Amount of benefit – Same as the normal retirement benefit.

Time and form of payment – Same as the normal retirement benefit, except that the annuity commences at age 62 for Class I members and at age 60 for Class II members.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

7. Description of Benefits Provided by the Settlement Fund, continued

Disability Retirement

Eligibility – Members who are less than age 62, who are totally and permanently disabled, and, in the case of non-occupational causes, who accumulate at least 5 years of membership service.

Amount of benefit – 50% (66 2/3% for members prior to December 5, 2003) of the member's salary in effect as of the date of disability, less any special compensation allowances or reductions due to subsequent earnings. At age 62, the member will receive a normal retirement benefit calculated assuming service had continued to age 62 at the same salary received at the time of disability and the Class I formula is used. Disability benefits will be reduced by the U.S. Social Security System, Worker's Compensation or other disability insurance payments.

Time and form of payment – Same as the normal retirement benefit.

Survivor's Benefits

Eligibility – Members who were active employees with at least 18 months of service for Class I and at least 3 years of service for Class II, or members who were receiving retirement or disability benefits.

Amount of benefit – A surviving spouse will receive 50% of the member's normal retirement benefit, or benefit being paid at death, but not less than \$6,000 per year. Each surviving minor child (with a maximum of three children) will receive the greater of \$1,080 and 16-2/3% of the member's normal retirement benefit of the benefit being paid at death.

Time and form of payment – The surviving spouse's benefit commences immediately if there are minor children, otherwise at the spouse's attainment of age 35, and continues until remarriage or death. Payment will be in the form of annuity with a cost of living increase each year equal to that which is used by the U.S. Social Security System, commencing January 1 subsequent to the anniversary of the spouse's annuity date after attainment of age 55.

The children's benefit commences immediately and continues until the respective child's attainment of age 18 (age 22 if a full-time student) unless the child is disabled.

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Notes to Financial Statements, continued

7. Description of Benefits Provided by the Settlement Fund, continued

Lump-sum Death Benefit

Eligibility – Members who were active employees or members who were receiving retirement or disability benefits.

Amount of benefit – A lump-sum payment of \$1,000 plus, if there is no surviving spouse or children, a refund, reduced by pension payments already received, of 1/3 of the accumulated employee contributions with interest. The lump-sum payment is adjusted for the effect of the Settlement Agreement to \$750.

8. Receivables

Receivables, net as of September 30, 2016 and 2015 is as follows:

	<u>2016</u>	<u>2015</u>
Overpayment of benefits	\$6,972,791	\$6,996,789
Others	818,617	764,673
Accrued interest	237,505	265,574
Buyback receivable	197,023	207,357
Underpayment of contributions	<u>65,398</u>	<u>75,137</u>
	8,291,334	8,309,530
Less: allowance for doubtful accounts	<u>8,025,028</u>	<u>7,926,719</u>
	<u>\$ 266,306</u>	<u>\$ 382,811</u>

9. Concentration of Credit Risk

Financial instruments which potentially subject the Settlement Fund to concentrations of credit risk consist principally of cash and investments.

The Settlement Fund maintains its cash deposits in bank accounts which exceeded federal depository insurance limits. The Settlement Fund has not experienced any losses in such accounts.

The Settlement Fund invests available cash in money market funds, mutual funds, common stock, domestic and international corporate bonds and securities backed by the United States Government. Concentrations of credit risk are minimized due to a highly diversified portfolio of investments.

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Notes to Financial Statements, continued

10. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 - Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Money market funds are valued under the market approach through the use of quoted market prices in an active market, which is the Net Asset Value (NAV) of the underlying funds.

Cash investments in interest bearing accounts are very short-term in nature and are accordingly valued at cost plus accrued interest, which approximates fair value.

Northern Mariana Islands Settlement Fund
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Notes to Financial Statements, continued

10. Fair Value Measurements, continued

Equity securities and mutual funds traded on a national or international exchange are reported at current quoted market values.

Debt securities are primarily reported at fair values obtained from independent pricing services.

Mortgages are valued on the basis of future principal and interest payments and are discounted at prevailing interest rates for similar instruments.

The following tables set forth by level, within the fair value hierarchy, the Settlement Fund's investments carried at fair value as of September 30, 2016 and September 30, 2015:

	Assets at Fair Value as of September 30, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$58,050,133	\$ ---	\$ ---	\$58,050,133
Commingled funds – international equity securities	---	8,407,992	---	8,407,992
Commingled funds – corporate and government debt securities	---	7,790,212	---	7,790,212
Money market funds	1,415,947	---	---	1,415,947
Cash and cash equivalents	113,213	---	---	113,213
Others	---	160	---	160
Total investments at fair value	<u>\$59,579,293</u>	<u>\$16,198,364</u>	<u>\$ ---</u>	<u>\$75,777,657</u>

	Assets at Fair Value as of September 30, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$57,178,092	\$ ---	\$ ---	\$57,178,092
Commingled funds – international equity securities	---	8,114,646	---	8,114,646
Commingled funds – corporate and government debt securities	---	6,951,343	---	6,951,343
Money market funds	1,456,196	---	---	1,456,196
Cash and cash equivalents	112,761	---	---	112,761
Others	---	160	---	160
Total investments at fair value	<u>\$58,747,049</u>	<u>\$15,066,149</u>	<u>\$ ---</u>	<u>\$73,813,198</u>

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Notes to Financial Statements, continued

11. Due from NMIRF

At September 30, 2016 and 2015, amounts due from the NMIRF are comprised of the following assets that have not yet been transferred to the control of the Settlement Fund:

	<u>2016</u>	<u>2015</u>
Cash	\$ 176,175	\$ 1,176,175
Employer contribution receivable	4,606,095	4,606,095
Accrued penalty	<u>904,235</u>	<u>904,235</u>
	5,686,505	6,686,505
 Less: allowance for doubtful accounts	 <u>5,510,330</u>	 <u>5,510,330</u>
	<u>\$ 176,175</u>	<u>\$ 1,176,175</u>

12. Risks and Uncertainties

The Settlement Fund invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility 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 the amounts reported in the statement of net assets.

13. Temporarily Restricted Net Assets

In July 2014, the CNMI Government passed Public Law 18-56 that allocates a portion of revenues received from annual license fee revenues to pay for the 25% reduction in Settlement Class Members' benefits. For the years ended September 30, 2016 and 2015, receipts from Public Law 18-56 totaled \$15,148,315 and \$19,415,811, respectively. These amounts are included as a component of CNMI Government Contribution in the accompanying statements of changes in net assets. For the years ended September 30, 2016 and 2015, amounts released from restriction and distributed to Settlement Class Members totaled \$15,158,611 and \$19,453,565, respectively. These amounts are included as a component of benefit and refund payments in the accompanying statements of changes in net assets. At September 30, 2016 and 2015, unreleased funds totaled \$34,756 and \$45,052 respectively. These amounts are included as temporarily restricted net assets in the accompanying statements of net assets.

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Notes to Financial Statements, continued

14. Subsequent Events

Management has evaluated subsequent events through February 20, 2018, which is the date the financial statements were available to be issued.

CUC Lawsuit

Pursuant to the Settlement Agreement, the NMI Retirement Fund (NMIRF) assigned the Settlement Fund its claims in the CNMI Superior Court case entitled *Northern Mariana Islands Retirement Fund v. Commonwealth Utilities Corporation*, Civil Action No. 11-0114-CV. The claims filed by the NMIRF against the Commonwealth Utilities Corporation (CUC) arose from CUC's nonpayment of employer contributions due to the NMIRF in fiscal year 2008. CUC allegedly owed approximately \$3.1 million in employer contributions. On August 16, 2017, the Settlement Fund substituted in as plaintiff in this case.

Supplementary Information

Northern Mariana Islands Settlement Fund

Schedule of Investments Owned

<u>Investment Name</u>	September 30,	
	<u>2016</u>	<u>2015</u>
<i>Mutual Funds</i>		
Dodge and Cox Income Fund	\$36,785,484	\$37,821,444
Hotchkis & Wiley High Yield Fund I	21,264,521	19,356,527
PIMCO Total Return Fund	<u>128</u>	<u>121</u>
	58,050,133	57,178,092
<i>Commingled funds – international equity securities</i>		
BlackRock ACWI Equity Index Fund B	8,407,992	8,114,646
<i>Commingled funds – corporate and government debt securities</i>		
BlackRock Intermediate Government/Credit	7,790,212	6,951,343
<i>Money Market Funds</i>		
Dreyfus Cash Management – Inst	1,415,947	1,456,196
<i>Cash and cash equivalents</i>		
Bank of Hawaii Cash and Cash Equivalents	113,213	112,761
<i>Others</i>		
BlackRock Short Term Investment Fund B	<u>160</u>	<u>160</u>
Total Investments Held	<u>\$75,777,657</u>	<u>\$73,813,198</u>