



Tobacco Indemnification and Community Revitalization Commission

Financial Statements

Fiscal Year 2008

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MANAGEMENT'S DISCUSSION AND ANALYSIS
(Unaudited)

As management of the Tobacco Indemnification and Community Revitalization Commission ("Commission"), we offer readers of the Commission's financial statements this narrative overview and analysis of the financial activities of the Commission for the fiscal year ended June 30, 2008.

Financial Highlights

- Through the Tobacco Settlement Financing Corporation, the Commission securitized half of its future Master Settlement Agreement (MSA) payments in 2005 and the remaining half in 2007, receiving total net proceeds of \$1.0 billion, which were deposited into the Tobacco Indemnification and Community Revitalization Endowment ("Endowment"), held by the Treasurer of Virginia. The Commission will no longer receive MSA revenue until the bonds are fully paid, estimated to be in 2032, when the MSA revenue will revert back to the Commission.
- The assets of the Commission exceeded its liabilities at the close of fiscal year 2008 by \$989.1 million (net assets).
- The Commission's unrestricted net assets decreased by \$41.6 million over the prior year and restricted net assets decreased by \$7.5 million over the prior year.
- At the end of the fiscal year, the Commission's unreserved fund balance for the special revenue fund was \$632.8 million with \$498.5 million of this amount remaining in the Endowment. The reserved fund balance was \$356.4 million with \$249.2 million of this amount remaining in the Endowment.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Commission's basic financial statements. The Commission's basic financial statements are comprised of two components: 1) combined fund financial statements and government-wide financial statements, and 2) notes to the financial statements.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Commission uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the Commission are governmental funds.

Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term

inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Special Revenue Fund accounts for amounts transferred from the Endowment used for community revitalization projects and indemnifying tobacco farmers and other revenues deposited to the Tobacco Indemnification and Community Revitalization Fund. The Endowment Special Revenue Fund reflects proceeds and earnings from the securitization of the Commission's future MSA funds, less amounts transferred to the Special Revenue Fund.

The Commission adopts an annual budget within the limits set forth in Section 3.1-1109.1, *Code of Virginia*. A budgetary comparison statement has been provided. The Commission approved several transfers and redistributions of funds from prior year balances between designated purposes during the year. This statement does not reflect all of the grant award commitments made by the Commission in fiscal year 2008 since grants are paid on a reimbursement basis and eligibility requirements may not have been met as of June 30, 2008.

Government-wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the Commission's finances, in a manner similar to a private-sector business.

The statement of net assets presents information on all of the Commission's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Commission is improving or deteriorating.

The statement of activities presents information showing how the Commission's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in the future.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Financial Analysis of the Commission's Governmental Funds

The focus of the Commission's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the Commission's financing requirements.

At June 30, 2008, the Commission's governmental fund balance was \$989.2 million, a decrease of \$49.1 million over the prior year. Of the total fund balance, \$632.8 million is unreserved, which is available for use at the Commission's discretion, and \$356.4 million is reserved for capital projects. Of the unreserved fund balance, \$134.3 million is in the Special Revenue Fund reflecting transfers from the Endowment Special Revenue Fund to the Special Revenue Fund along with other revenues. Of the reserved fund balance, \$107.2 million has been transferred from the Endowment to the Special Revenue Fund.

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of the Commission's financial position. Assets for the Commission exceeded liabilities by \$989.1 million.

Most of the Commission's net assets are unrestricted with amounts held in the Special Revenue Fund available to be used to meet the Commission's ongoing obligations to citizens and creditors. Most of the Commission's restricted net assets are held in the Endowment for future capital projects. A small portion of the Commission's net assets reflects an investment in capital assets. The Commission uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending.

Commission's Net Assets

	<u>Governmental Activities</u>	
	<u>Fiscal Year 2008</u>	<u>Fiscal Year 2007</u>
Assets:		
Current and other assets	\$1,000,320,038	\$1,057,468,745
Capital assets	<u>5,560</u>	<u>6,926</u>
Total assets	<u>1,000,325,598</u>	<u>1,057,475,671</u>
Liabilities:		
Current and other liabilities	11,137,304	19,160,837
Long-term liabilities	<u>50,970</u>	<u>53,221</u>
Total liabilities	<u>11,188,274</u>	<u>19,214,058</u>
Net assets:		
Invested in capital assets, net of related debt	5,560	6,926
Unrestricted	632,765,175	674,340,636
Restricted	<u>356,366,589</u>	<u>363,914,051</u>
Total net assets	<u>\$ 989,137,324</u>	<u>\$1,038,261,613</u>

The Commission's net assets decreased by \$49.1 million, most of which; is attributable to the increase in disbursements and decrease in revenues. The decrease in current and other liabilities is primarily due to a \$10.2 million decrease in the securities lending obligations administered by the Department of the Treasury and a \$2.1 million increase in grants payable.

Commission's Revenues and Expenditures

	<u>Fiscal Year 2008</u>	<u>Fiscal Year 2007</u>
Revenues:		
Master settlement agreement payments	\$ -	\$ 31,062,308
Proceeds from securitization	-	613,994,236
Other income	248,853	1,288,367
Interest, dividends, and other investment income	44,293,144	23,019,504
Unrealized gain on investments held by the Treasurer	<u>-</u>	<u>399,081</u>
Total revenues	<u>44,541,997</u>	<u>669,763,496</u>
Expenditures:		
Tobacco settlement expense:		
Administration	2,140,325	1,966,510
Indemnification payments	19,200,560	14,371,268
Community revitalization	65,854,856	51,464,203
Payments for securities lending transactions	265,766	793,432
Unrealized loss on investments held by the Treasurer	6,203,413	-
Depreciation	<u>1,366</u>	<u>1,366</u>
Total expenditures	<u>93,666,286</u>	<u>68,596,779</u>
Change in net assets	<u>(\$49,124,289)</u>	<u>\$601,166,717</u>

The majority of the revenue decrease is from securitization proceeds and MSA revenue received in the prior fiscal year. The increase in expenditures is primarily attributable to more community revitalization grant disbursements and indemnification payments along with unrealized losses on investments.

Budget for Fiscal Year 2009

For the year ended June 30, 2008, the unreserved fund balance in the Special Revenue Fund was \$134.3 million. Of this amount, the Commission has already committed \$51.4 million for community revitalization grant awards and another \$47.7 million for awards made in July 2008 from unreserved funds.

The reserved fund balance in the Special Revenue Fund was \$107.2 million at year end. Of this reserved fund balance, \$45.6 million is committed to community revitalization capital projects awarded in prior years and another \$3.0 million was awarded in July 2008 from reserved funds.

In the Endowment Special Revenue Fund, \$249.2 million remains as a reserved fund balance to be transferred in the future for capital projects funded by the Commission, and \$498.5 million remains as unreserved fund balance to be transferred in the future for other projects funded by the Commission.

The Commission anticipates additional grant awards in fiscal year 2009 that will obligate most of the remaining balances.

The Commission has estimated its remaining obligation to tobacco producers and quota owners to be \$61.8 million at June 30, 2008, and has budgeted \$20.6 million for distribution in fiscal year 2009.

The Commission has approved a budget of \$87.5 million for fiscal year 2009, a 48 percent decrease from the final fiscal year 2008 budget. This decrease is primarily due to a maximum endowment corpus invasion in the prior year for a one-time mega-project strategic reserve in cooperation with the Virginia Economic Development Partnership.

Request for Information

This financial report is designed to provide a general overview of the Commission's finances for all those with an interest in the Commission's finances. Questions concerning any of the information provided in this report or requests for additional financial information; should be addressed to the Director of Finance, Tobacco Indemnification and Community Revitalization Commission, 701 East Franklin Street, Suite 501, Richmond, Virginia 23219.

FINANCIAL STATEMENTS

TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION
STATEMENT OF NET ASSETS AND GOVERNMENTAL FUNDS BALANCE SHEET
As of June 30, 2008

	Special Revenue Fund	Endowment Special Revenue Fund (Note 10)	Adjustments (Note 1-F)	Statement of Net Assets
ASSETS:				
Cash held by the Treasurer of Virginia (Note 2)	\$ 12,211,947	\$ -	\$ -	\$ 12,211,947
Cash equivalents held by the Treasurer of Virginia (Note 2)	202,698	-	-	202,698
Cash equivalents held by the Treasurer of Virginia (unrestricted endowment) (Note 2)	122,184,806	32,893,447	-	155,078,253
Cash equivalents held by the Treasurer of Virginia (restricted funds) (Note 2)	7,886,613	-	-	7,886,613
Investments held by the Treasurer of Virginia (unrestricted funds) (Note 2)	763,566	465,574,843	-	466,338,409
Investments held by the Treasurer (restricted funds) (Note 2)	99,271,706	249,208,270	-	348,479,976
Accounts and loans receivable	135,749	-	-	135,749
Prepaid items	4,781	-	-	4,781
Grant advances (Note 6)	9,981,612	-	-	9,981,612
Capital assets (Note 1)	-	-	5,560	5,560
Total assets	\$ 252,643,478	\$ 747,676,560	\$ 5,560	\$ 1,000,325,598
LIABILITIES:				
Accounts payable	22,427	-	-	22,427
Accrued payroll	45,638	-	-	45,638
Grants payable (Note 6)	10,050,517	-	-	10,050,517
Indemnification payments payable (Note 7)	52,458	-	-	52,458
Obligations under securities lending (Note 2)	966,264	-	-	966,264
Compensated absences (Note 1)	-	-	50,970	50,970
Total liabilities	11,137,304	-	50,970	11,188,274
FUND BALANCES/NET ASSETS:				
Fund Balances:				
Unreserved	134,347,855	498,468,290	(632,816,145)	-
Reserved (Note 10)	107,158,319	249,208,270	(356,366,589)	-
Total liabilities and fund balances	\$ 252,643,478	\$ 747,676,560		
Net assets:				
Invested in capital assets, net of related debt			5,560	5,560
Unrestricted			632,765,175	632,765,175
Restricted (Note 10)			356,366,589	356,366,589
Total net assets			\$ 989,137,324	\$ 989,137,324

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

TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION
EXPENDITURES, AND CHANGES IN FUND BALANCE
For the Fiscal Year Ended June 30, 2008

	Special Revenue Fund	Endowment Special Revenue Fund (Note 10)	Adjustments (Note 1-F)	Statement of Activities
REVENUES:				
Other income	\$ 248,853	\$ -	\$ -	\$ 248,853
Interest, dividends, and other investment income (Note 2)	<u>1,249,184</u>	<u>43,043,960</u>	<u>-</u>	<u>44,293,144</u>
Total revenues	<u>1,498,037</u>	<u>43,043,960</u>	<u>-</u>	<u>44,541,997</u>
EXPENDITURES:				
Tobacco settlement expense:				
Administration (Note 8)	2,142,576	-	(2,251)	2,140,325
Indemnification payments (Note 7)	19,200,560	-	-	19,200,560
Community revitalization (Note 6)	65,854,856	-	-	65,854,856
Payments for securities lending transactions (Note 2)	265,766	-	-	265,766
Unrealized loss on investments held by the Treasurer	-	6,203,413	-	6,203,413
Depreciation (Note 1)	-	-	1,366	1,366
Total expenditures	<u>87,463,758</u>	<u>6,203,413</u>	<u>(885)</u>	<u>93,666,286</u>
Revenues over (under) expenditures	(85,965,721)	36,840,547	49,125,174	-
OTHER FINANCING SOURCES (USES):				
Transfers In	91,911,390	-	-	91,911,390
Transfers Out	<u>-</u>	<u>(91,911,390)</u>	<u>-</u>	<u>(91,911,390)</u>
Total other financing sources (uses)	<u>91,911,390</u>	<u>(91,911,390)</u>	<u>-</u>	<u>-</u>
Excess (deficiency) of revenues and transfers in over expenditures and transfers out	<u>5,945,669</u>	<u>(55,070,843)</u>		
Change in net assets			<u>(49,124,289)</u>	<u>(49,124,289)</u>
Fund balance/net assets, July 1, 2007	<u>235,560,505</u>	<u>802,747,403</u>	<u>(46,295)</u>	<u>1,038,261,613</u>
Fund balance/net assets, June 30, 2008	<u>\$ 241,506,174</u>	<u>\$ 747,676,560</u>	<u>\$ (45,410)</u>	<u>\$ 989,137,324</u>

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

TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
BUDGETARY COMPARISON - CASH BASIS
SPECIAL REVENUE FUND
For the Fiscal Year Ended June 30, 2008

	Original Budget	Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES:				
Interest, dividends, rents and other investment income	\$ 1,600,000	\$ 1,600,000	\$ 983,418	\$ (616,582)
Other income	-	-	114,242	114,242
Total revenues	<u>1,600,000</u>	<u>1,600,000</u>	<u>1,097,660</u>	<u>(502,340)</u>
EXPENDITURES:				
Administration	2,128,684	2,128,684	2,097,714	30,970
Indemnification payments (Note 7)	20,200,000	20,200,000	19,188,529	1,011,471
Community revitalization (Note 6)	<u>95,286,127</u>	<u>138,821,466</u>	<u>64,594,294</u>	<u>74,227,172</u>
Total expenditures	<u>117,614,811</u>	<u>161,150,150</u>	<u>85,880,537</u>	<u>75,269,613</u>
Revenues over (under) expenditures	(116,014,811)	(159,550,150)	(84,782,877)	74,767,273
OTHER FINANCING SOURCES (USES):				
Transfers In	91,911,390	91,911,390	91,911,390	-
Fund balance, July 1, 2007	<u>234,426,558</u>	<u>234,426,558</u>	<u>234,426,558</u>	-
Fund balance, June 30, 2008	<u>\$ 210,323,137</u>	<u>\$ 166,787,798</u>	<u>\$ 241,555,071</u>	<u>\$ 74,767,273</u>

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

NOTES TO FINANCIAL STATEMENTS

TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION

NOTES TO FINANCIAL STATEMENTS

AS OF JUNE 30, 2008

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The Tobacco Indemnification and Community Revitalization Commission (Commission) was established on July 1, 1999, by Chapters 880 and 962 of the 1999 Virginia Acts of Assembly, and operates as a body corporate and political subdivision of the Commonwealth. The Commission's major activities are to compensate tobacco farmers in the Commonwealth for the decline or elimination of tobacco quota, to promote economic growth and development in tobacco-dependent communities, and to assist such communities in reducing their dependency on tobacco and tobacco-related business.

The Commission is a component unit of the Commonwealth of Virginia. A separate report is prepared for the Commonwealth, which includes all agencies, boards, commissions, and authorities over which the Commonwealth exercises or has the ability to exercise oversight authority. The Commission is an integral part of the reporting entity of the Commonwealth; accordingly, the financial statements of the Commission are included in the financial statements of the Commonwealth as a part of the reporting entity.

B. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grant awards and similar items are recognized as expenditures as soon as the recipient has met all eligibility requirements.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available.

- Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Commission considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Interest associated with the current fiscal period is reported on an accrual basis. All other revenue items are considered to be measurable and available only when cash is received by the Commission.

- Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, expenditures related to compensated absences, claims, and judgments are recorded only when payment is due.

The cash basis of accounting is used during the year.

C. Fund Accounting

The accounts of the Commission were developed to account for specific financial activities. Resources were allocated to and accounted for in a special revenue fund, the “Tobacco Indemnification and Community Revitalization Fund,” established under Section 3.1-1111 (3.2-3106), Subsection B of the Code of Virginia. Special revenue funds account for transactions related to resources received and used for restricted or specific purposes.

D. Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the government-wide financial statements. Capital assets are defined by the government as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

Office and computer equipment, the only capital assets owned by the Commission, are depreciated using the straight-line method over an estimated useful life of five years. Capital asset activity for the year ended June 30, 2008, is summarized as follows:

	Beginning Balance July 1, 2007	Additions	Deletions	Balance June 30, 2008
Office and computer equipment	\$24,767	\$ -	\$ -	\$24,767
Less Accumulated Depreciation	<u>17,841</u>	<u>1,366</u>	<u>-</u>	<u>19,207</u>
Ending Balance	<u>\$ 6,926</u>	<u>(\$1,366)</u>	<u>\$ -</u>	<u>\$ 5,560</u>

E. Compensated Absences

Compensated absences represent the amounts of vacation, sick, and compensatory leave earned by the Commission’s employees, but not taken at June 30, 2008. Compensated absences were calculated in accordance with Governmental Accounting Standards Board (GASB) Statement Number 16, *Accounting for Compensated Absences*. This statement requires the accrual of the following: (1) Sick leave earned by employees

who, while not currently vested for payment, will probably attain the years of service required to vest, and (2) Social Security and Medicare taxes to be paid by the Commission on all accrued compensated absences.

F. Adjustments

The adjustments column represents the recording of Capital Assets and Compensated Absences for the Statement of Net Assets and the related effect of these transactions on the Statement of Activities. Governmental fund statements do not reflect Capital Assets and Compensated Absences.

G. Budgets and Budgetary Accounting

The Commission's budget was established by the Commission within the appropriation set forth in the 2007 Appropriation Act.

The budget is prepared principally on a cash basis. Since a cash basis budget differs from Generally Accepted Accounting Principles (GAAP), a reconciliation of actual data reported on a cash basis to actual data reported on a GAAP (modified accrual) basis is presented in Note 3.

2. CASH, CASH EQUIVALENTS, AND INVESTMENTS

Cash, Cash Equivalents and Investments

The GASB Statement Number 40, *Deposit and Investment Risk Disclosures*, an amendment to GASB Number 3, modified previous disclosure requirements related to investment risk. This statement requires investment risk disclosures for credit risk, including custodial credit risk and concentrations of credit risk, interest rate risk, and foreign currency risk.

A. Cash and Cash Equivalents

Unrestricted cash and cash equivalents of the Commission are held by the Treasurer of Virginia and are entirely insured under the Virginia Security for Public Deposits Act, Section 2.2-4400 et seq. of the Code of Virginia (1950), as amended, which provides for an assessable multiple financial institution collateral pool. Restricted cash equivalents of the Endowment special revenue fund are held in the name of the Commission with oversight from the Treasurer of Virginia.

	<u>2008</u>
Treasurer of Virginia	\$142,283,366
Securities Lending	202,698
Endowment	<u>32,893,447</u>
Total	<u>\$175,379,511</u>

B. Investments

Authorized Investments

In accordance with the State Treasurer and the Treasury Board investment policy, the endowment is invested in accordance with Section 3.1-1109.1 (3.2-3104) and 55-268.1 of the Code of Virginia.

Interest Rate Risk

Interest rate risk is the risk of adversely affecting the fair value of an investment as a result of the changes in interest rates. As of June 30, 2008, the Commission had the following investments and maturities held by the Treasurer of Virginia:

Investment Type	Fair Value	Investment Maturities (in Years)			
		Less Than 1	1-5	6-10	More Than 10
Agency unsecured bonds and notes	\$ 231,311	\$ -	\$ -	\$ 231,311	\$ -
Asset backed	19,708,011	-	3,258,171	8,489,342	7,960,498
Corporate bonds	125,544,239	3,217,661	75,049,968	36,858,712	10,417,897
US Treasury and Agency Securities	149,859,981	34,698,286	94,460,169	20,131,940	569,586
Local Government Investment Pool	128,226,074	128,226,074	-	-	-
Mortgage backed	184,641,768	2,545,393	7,587,811	1,284,890	173,223,673
Municipal securities	348,803,327	14,385,484	91,453,798	86,969,797	155,994,248
Securities lending	763,566	763,566	-	-	-
Short Term Investment Fund	19,422,316	19,422,316	-	-	-
Preferred stock	582,660	-	-	-	582,660
Total	<u>\$977,783,251</u>	<u>\$203,258,780</u>	<u>\$271,809,917</u>	<u>\$153,965,992</u>	<u>\$348,748,562</u>

Credit Risk

Credit risk is the risk that obligations to the Commission will not be fulfilled by an issuer or other counterparty to an investment. The State Treasurer and Treasury Board investment guidelines place emphasis on securities of high credit quality and marketability.

The following table presents the credit ratings for investments as of June 30, 2008. The ratings presented below are using Standard and Poor's (S&P) and Moody's Investor Service (Moody's) rating scales.

Investment	Amount	Rating Agency	Rating	% of Portfolio
Agency Mortgage Backed Securities	\$167,355,981	S&P	AAA	17.13%
Local Government Investment Pool	128,226,074	S&P	AAA	13.12%
U.S. Treasury and Agency Securities	115,161,694	S&P	AAA	11.79%
Municipal Securities	108,946,507	S&P	AAA	11.15%
Municipal Securities	52,520,412	Moody's	Aa3	5.38%
Municipal Securities	44,661,373	S&P	AA	4.57%
U.S. Treasury and Agency Securities	34,698,286	S&P	A-1+	3.55%
Corporate Bonds	29,260,312	S&P	A	2.99%
Municipal Securities	20,860,127	Moody's	Aa2	2.14%
Municipal Securities	20,534,635	Moody's	A2	2.10%
Mutual and Money Market Funds (STIF)	19,422,316	Moody's	Aaa	1.99%
Corporate Bonds	18,679,494	S&P	A-	1.91%
Municipal Securities	16,045,596	S&P	AA-	1.64%
Municipal Securities	15,985,146	Moody's	Aa1	1.64%
Corporate Bonds	15,795,080	S&P	A+	1.62%
Municipal Securities	14,268,597	S&P	A+	1.46%
Corporate Bonds	13,670,457	S&P	AA-	1.40%
Municipal Securities	13,534,156	S&P	AA+	1.39%
Municipal Securities	12,323,893	Moody's	A1	1.26%
Corporate Bonds	10,836,759	Moody's	A3	1.11%
Municipal Securities	10,782,613	Moody's	A3	1.10%
Corporate Bonds	10,580,806	S&P	AA	1.08%
Asset Backed Securities	10,052,046	S&P	AAA	1.03%
Agency Mortgage Backed Securities	9,881,642	S&P	A-1+	1.01%
Municipal Securities	8,392,000	S&P	A	0.86%
Corporate Bonds	7,213,950	S&P	AAA	0.74%
Corporate Bonds	6,231,556	Moody's	Baa1	0.64%
Asset Backed Securities	5,632,453	S&P	A-1+	0.58%
Corporate Bonds	5,015,862	S&P	AA+	0.51%
Agency Mortgage Backed Securities	4,893,112	Moody's	Aaa	0.50%
Municipal Securities	4,481,658	Moody's	Aaa	0.46%
Municipal Securities	2,770,938	S&P	A-1+	0.28%
Corporate Bonds	2,441,877	S&P	BBB+	0.25%
Corporate Bonds	2,227,405	Moody's	A1	0.23%
Asset Backed Securities	2,056,426	S&P	A	0.21%
Corporate Bonds	1,870,050	Moody's	Aa3	0.19%
Agency Mortgage Backed Securities	1,804,729		Not Rated	0.18%
Corporate Bonds	1,720,630	Moody's	A2	0.18%
Asset Backed Securities	1,536,030	Moody's	A2	0.16%
Municipal Securities	1,263,461	S&P	A-	0.13%
Agency Mortgage Backed Securities	706,304	S&P	A	0.07%
Municipal Securities	700,000	S&P	A-1	0.07%
Municipal Securities	627,087	Moody's	Baa1	0.06%

Preferred Stock	582,660		N/A	0.06%
Asset Backed Securities	356,418	Moody's	Aa3	0.04%
Agency Unsecured Bonds and Notes	231,311	S&P	AAA	0.02%
Municipal Securities	105,127	S&P	SP-1	0.01%
Asset Backed Securities	74,637	Moody's	Aaa	0.01%
	<u>\$977,019,683</u>			<u>100%</u>

Concentration of Credit Risk

Concentration of credit risk is related to the risk of loss that may be attributed to the magnitude of a government's investment in a single issuer. The Treasury Board investment guidelines require each portfolio be diversified with no more than five percent of the market value of the endowment invested in the securities of any single issuer. This limitation does not apply to the U.S. Government, or agency thereof, or U.S. Government sponsored corporation securities and fully insured and/or collateralized certificates of deposit. There is no concentration of investments in any one organization that represents more than five percent of the market value of the endowment as of June 30, 2008.

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of failure of the counterparty, the Commission will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. All securities are held in the name of the Commission with oversight from the Treasurer of Virginia. There is no custodial credit risk in the endowment as of June 30, 2008.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. There is no foreign currency risk exposure in the endowment as of June 30, 2008.

C. Securities Lending Transactions

Cash held as collateral from treasury security lending represents the Tobacco Indemnification and Community Revitalization Commission's share of cash and investment collateral received on security lending transactions associated with their investment of the Tobacco Indemnification and Community Revitalization Commission cash held in the General Account of the Commonwealth. For the year ended June 30, 2008, treasury security lending balances were \$966,264. Information related to the credit risk of these securities lending transactions is available on a statewide level in the Commonwealth of Virginia's Comprehensive Annual Financial Report (CAFR).

3. RECONCILIATION OF BUDGETARY FUND BALANCE TO GAAP FUND BALANCE

The accompanying Statement of Revenues, Expenditures, and Changes in Fund Balance – Budgetary Comparison – Cash Basis – Special Revenue Fund presents a comparison of the legally adopted budget prepared on a cash basis with actual data prepared on a cash basis. To enhance this comparison, actual data on a cash basis is reconciled to actual data on a GAAP basis as follows:

Fund balance, Budgetary basis, June 30, 2008	\$241,555,071
Deduct: accrued expenses	(10,171,040)
Add: receivables, advances, and prepaid Items	<u>10,122,143</u>
Fund balance, GAAP basis, June 30, 2008	<u>\$241,506,174</u>

4. PENSION PLAN AND OTHER RETIREMENT BENEFITS

Employees of the Tobacco Indemnification and Community Revitalization Commission are treated as state employees for purposes of participation in the Virginia Retirement System (VRS), health insurance, and all other employee benefits offered by the Commonwealth to its classified employees. The VRS also administers life insurance and health related plans for retired employees. Information relating to these plans is only available at the statewide level in the CAFR. The Commonwealth, not the Commission, has overall responsibility for contributions to these plans.

5. OPERATING LEASES

The Commission entered into two agreements in fiscal year 2007 to lease equipment. The operating leases contain the provision that the Commission may renew the operating leases at the expiration date of the lease on a month-to-month basis. Management expects that in the normal course of business, the leases will be renewed or replaced by other leases of a similar nature. Rental expense for the Commission under these operating leases for the year ended June 30, 2008, was \$12,638. The Commission has, as of June 30, 2008, \$12,638 in minimum rental payments due under the above leases for 2009.

6. COMMUNITY REVITALIZATION EXPENDITURES

The Commission awarded grants totaling \$91,902,267 in fiscal year 2008 to various localities and other entities for community revitalization projects, including regional economic development projects, educational programs, technology initiatives, and other special projects in Southside and Southwest Virginia. Of the total amount awarded since the inception of the Commission, \$97,033,337 is not reflected in these statements since eligibility requirements were not met as of June 30, 2008, in accordance with GASB Statement Number 33, *Accounting and*

Financial Reporting for Non-exchange Transactions. This amount not reflected in the statements includes grants awarded in prior years that have not yet been paid. The Commission awarded an additional \$50,636,799 in grants in July 2008 that are not reflected in these statements. Grants payable includes amounts awarded to grantees with all contingencies met but unpaid as of June 30, 2008. Grant advances include amounts disbursed to grant recipients who have not incurred expenses as of June 30, 2008.

7. INDEMNIFICATION PAYMENTS

Indemnification payments represent amounts paid to tobacco producers and quota owners as compensation for the adverse economic effects resulting from the loss in tobacco production opportunities associated with a decline in tobacco quota. Indemnification Payments Payable includes amounts payable to recipients who as of June 30, 2008, met the eligibility requirement of submitting the appropriate verification form by the initial deadline. The Commission has estimated its remaining obligation to tobacco producers and quota owners to be \$61.8 million at June 30, 2008.

8. ADMINISTRATION

Indemnification Costs

Administration expenditures include \$336,084 paid to Troutman Sanders, L.L.P., to validate payees and update the database for calculating payment amounts related to the indemnification payments.

MSA Enforcement

Pursuant to the 2007 Appropriation Act, administration expenditures include \$238,874 for the Commission's share of the Office of the Attorney General's and Department of Taxation's expenses related to the enforcement of the 1998 MSA and Section 3.1-336.2, Code of Virginia.

Central Service Agencies Charge

Administration expenditures include \$202,919 for expenses incurred by central service agencies on behalf of the Commission, pursuant to the 2007 Appropriation Act.

Agency Service Costs

Administration expenditures include \$50,000 of Agency Service Costs paid to the Virginia Department of Agriculture and Consumer Services (DACS). DACS serves as the fiscal agent for the Commission. Agency Service Costs consist of the amounts DACS charges the Commission for the costs DACS incurs to provide fiscal and administrative services to the Commission.

9. RISK MANAGEMENT

The Commission is exposed to various risks of loss related to torts; theft, or damage to, and destruction of assets; errors and omissions; non-performance of duty; injuries to employees; and natural disasters. The Commission has purchased Virginia Local Government Risk Management Plan liability insurance through the Department of the Treasury, Division of Risk Management. Commercial insurance for property coverage and worker's compensation plans have been purchased from private insurers through the Department of the Treasury since the Commonwealth does not provide such coverage for the Commission. The Commission participates in the state employee health care plan administered by the Department of Human Resource Management. The Commission pays premiums to each of these Departments for its insurance coverage. Information relating to the Commonwealth's insurance plans is available at the statewide level in the CAFR.

10. SECURITIZATION

In May 2005, the Governor, with the Commission's endorsement, authorized the sale to the Tobacco Settlement Financing Corporation (the Corporation) of one-half of the Commission's allocation of revenues derived from the MSA, pursuant to Chapters 482 and 488 of the 2002 Virginia Acts of Assembly. The Corporation sold tax-exempt bonds, the proceeds of which are restricted to the purchase of capital assets. The net proceeds to the Tobacco Indemnification and Community Revitalization Endowment were \$389,776,674 on May 16, 2005.

In 2007, the Governor, with the Commission's endorsement, authorized the sale to the Corporation of the other half of the Commission allocation of revenues derived from the MSA. The Corporation sold taxable bonds and restructured the previously issued tax-exempt bonds such that all proceeds from the 2007 sale are not restricted to the purchase of capital assets. However, all of these funds are restricted to the purpose of promoting the goals of the Commission as enumerated by §3.1-1107 of the Code of Virginia. The net proceeds to the Tobacco Indemnification and Community Revitalization Endowment from the bond sale and restructuring were \$613,994,236 on May 3, 2007. The Commission will no longer receive MSA revenue until the bonds are fully paid, estimated to be in 2032, when the MSA revenue will revert back to the Commission. The Commission and the Commonwealth did not guarantee in any aspect the future MSA revenue to the bondholders.

The Commission is required to transfer annually all interest income from the Endowment and may transfer up to 15 percent of the corpus of the Endowment into the Tobacco Indemnification and Community Revitalization Fund, which is reflected under the Special Revenue Fund column. In fiscal year 2008, the Commission transferred \$91,911,390, including \$35,730,170 in interest earnings through February 2008, from the Endowment to the Tobacco Indemnification and Community Revitalization Fund. The remaining Endowment balance includes interest earned on the Endowment from March 1, 2008, through June 30, 2008.

11. SUBSEQUENT EVENT

Since June 30, 2008, capital markets have experienced significant volatility. Management estimates the market value of the investments held in the Special Revenue and Endowment Special Fund had a value of \$951,058,000 as of October 29, 2008 a decline of \$26,725,000 or 2.7 percent. The market volatility may have also affected the permanent value of some of the investment. However as of October 29, 2008, Management believes the impairment is a reflection of the value of the investment as of this date.



Commonwealth of Virginia

Walter J. Kucharski, Auditor

Auditor of Public Accounts
P.O. Box 1295
Richmond, Virginia 23218

October 30, 2008

The Honorable Timothy M. Kaine
Governor of Virginia

The Honorable M. Kirkland Cox
Chairman, Joint Legislative Audit
And Review Commission

Commission Members
Virginia Tobacco Indemnification and Community Revitalization Commission

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying financial statements of the governmental activities and each major fund of the **Virginia Tobacco Indemnification and Community Revitalization Commission** (Tobacco Commission), a component unit of the Commonwealth of Virginia, as of and for the year ended June 30, 2008, which collectively comprise the Tobacco Commission's basic financial statements as listed in the Table of Contents. These financial statements are the responsibility of the Tobacco Commission's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects the respective financial position of the governmental activities and each major fund of the Tobacco Indemnification and Community Revitalization Commission as of June 30, 2008, and the respective changes in financial position thereof and the respective budgetary comparison for the

special revenue fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages one through five is not a required part of the basic financial statements, but is supplementary information required by the accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Tobacco Commission's internal control over financial reporting as a basis for designing our auditing procedures 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 Tobacco Commission's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Tobacco Commission's internal control over financial reporting.

A control deficiency 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 misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control over financial reporting.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Tobacco Commission's financial statements are free of 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.

Report Distribution and Exit Conference

The "Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters" is intended solely for the information and use of the Governor and General Assembly of Virginia, the Virginia Tobacco Indemnification and Revitalization Commission and management, and is not intended to be and should not be used by anyone, other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

We discussed this report with management at an exit conference held on November 10, 2008.

AUDITOR OF PUBLIC ACCOUNTS

WJK\clj

VIRGINIA TOBACCO INDEMNIFICATION AND REVITALIZATION COMMISSION

Neal E. Noyes
Executive Director

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