

**MARYLAND ASSOCIATION OF COUNTIES
POOLED OPEB TRUST**

FINANCIAL STATEMENTS

YEAR ENDED JUNE 30, 2019

**MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
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INDEPENDENT AUDITORS' REPORT

Members and Board of Trustees
Maryland Association of Counties Pooled OPEB Trust
Baltimore, Maryland

Report on the Financial Statements

We have audited the accompanying financial statements of the Maryland Association of Counties Pooled OPEB Trust (the Trust), which comprise the statement of net position, as of June 30, 2019, and the related statement of changes in net position for the year ended June 30, 2019, 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 Trust as of June 30, 2019, and the results of its changes in net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Trust's basic financial statements. The schedule of changes in fiduciary net position by member is presented for purposes of additional analysis and is not a required part of the basic financial statements.

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

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 27, 2019, on our consideration of the Trust'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 result of that testing, and not to provide an opinion on the effectiveness of the Trust's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Trust's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Baltimore, Maryland
August 27, 2019

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
STATEMENT OF NET POSITION
JUNE 30, 2019

ASSETS

Cash and Cash Equivalents	\$ 4,040,594
Investments	<u>41,087,576</u>
Total Assets	45,128,170

LIABILITIES

Accrued Expenses	<u>50,731</u>
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NET POSITION HELD IN TRUST FOR PARTICIPANTS

\$ 45,077,439

See accompanying Notes to Financial Statements.

**MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
STATEMENT OF CHANGES IN NET POSITION
YEAR ENDING JUNE 30, 2019**

ADDITIONS

Contributions	\$ 6,072,752
Investment Earnings:	
Interest	1,539,642
Net Increase in the Fair Value of Investments	913,996
Total Investment Income	2,453,638
Less: Investment Expenses	22,986
Net Investment Income	2,430,652
Total Additions	8,503,404

DEDUCTIONS

Actuarial Expenses	3,780
Management Fees	161,522
Legal Expenses	15,563
Total Deductions	180,865

CHANGE IN NET POSITION

8,322,539

Net Position Held in Trust for Participants - Beginning of Year

36,754,900

NET POSITION HELD IN TRUST FOR PARTICIPANTS - END OF YEAR

\$ 45,077,439

See accompanying Notes to Financial Statements.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 1 ORGANIZATION

The Maryland Association of Counties Pooled OPEB Trust (the Trust) is administered by Davenport & Company LLC, and is a wholly-owned instrumentality of its members. The following twelve members who are the sole contributors to the Trust consist of the following: Allegany, Queen Anne's, Talbot and St. Mary's Counties, City of Annapolis, College of Southern Maryland, Town of Bel Air, Talbot County Board of Education, St. Mary's County Metropolitan Commission, Harford Community College, Harford County Public Library, and LaVale Sanitary Commission.

The Trust was established on January 27, 2015 under the direction of the Maryland Association of Counties (MACo), and is open to any members who shall submit evidence satisfactory to the Trustees that the Member is authorized to participate in the Trust Fund.

The Trust was formed to facilitate the investments of Other Postemployment Benefits (OPEB) trusts formed by the members to provide post-retirement benefits to their respective retirees. The Trust accomplishes this through a carefully planned and executed investment program that aims to achieve a reasonable long-term total return consistent with the level of risk assumed. The Trust attempts to maintain sufficient liquidity levels in order to meet near term obligations and fund current operations. The Trust is reported as a governmental external investment pool and is not registered with the Securities and Exchange Commission (SEC) as an investment company.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Reporting

The Trust's financial statements are presented in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Specifically, the Trust is subject to accounting standards for governmental external investment pools established by the Governmental Accounting Standards Board (GASB), which requires the use of the flow of economic resources measurement focus and the accrual basis of accounting. Accordingly, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

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 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 and Cash Equivalents

Cash and cash equivalents include an investment in a money market mutual fund. At June 30, 2019, the weighted average maturity (WAM) for the Trust's money market mutual fund investment was 30 days. At June 30, 2019, the short-term rating of the money market mutual fund was AAAM by Standard & Poor's.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and Valuation

The Trust's investment policy main objectives are the protection of investment principal, maximizing investment income through diversification while assuring financial liquidity. The policy allows for investment in U.S. and Non-U.S. equities, corporate, government, or government agency bonds, non-U.S. bonds, Real Estate, and Limited Partnerships.

The Trust categorizes its fair value measurements with 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 gives 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). The three levels of the fair value hierarchy are described below

Level 1 – Valuations based on unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2 – Valuations based on quoted prices for similar assets or liabilities in active markets or identical assets or liabilities in less active markets, such as dealer or broker markets; and

Level 3 – Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models and similar techniques not based on market, exchange, dealer or broker-traded transactions.

Transactions are recorded on the trade date. Realized gains and losses are determined using the identified cost method. Any change in net unrealized gain or loss from the preceding period is reported in the statement of revenues, expenses, and changes in net position. Dividends are recorded on the ex-dividend date. Interest is recorded on the accrual basis. Following is a description of the valuation methodologies used for assets measured at fair value.

Equity securities classified in Level 1 are valued using prices quoted in active markets for those securities. Debt securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and Valuation (Continued)

The Trust has the following recurring fair value measurements as of June 30, 2019:

	Level 1	Level 2	Level 3	Total
Investments by Fair Value Level:				
Debt Securities:				
U.S. Treasury Obligations	\$ -	\$ 2,704,422	\$ -	\$ 2,704,422
U.S. Governmental Agencies	-	2,517,733	-	2,517,733
Corporate and Foreign Bonds	-	5,566,111	-	5,566,111
Municipal Obligations	-	536,004	-	536,004
Equity and Mutual Fund Investments:				
Taxable Fixed Income Funds		2,301,657	-	2,301,657
Mutual Funds	17,110,521	-	-	17,110,521
Global Funds	2,568,839	-	-	2,568,839
International	7,782,289	-	-	7,782,289
Total	<u>\$ 27,461,649</u>	<u>\$ 13,625,927</u>	<u>\$ -</u>	<u>\$ 41,087,576</u>

Interest rate risk is the risk that changes in market interest rates that will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The Trust's investment policy states that the duration of the portfolio should be within 6 months of the Barclays Capital Aggregate Bond Index. The Trust's weighted average years to maturity as of June 30, 2019 was 11.9 years.

Information about the sensitivity of the fair values of the Trust's investments to market interest rate fluctuations is provided by the following table that shows the distribution of the Trust's investments by maturity as of June 30, 2019:

	Investment Maturities (in Years)				Total
	Less than 1	1 to 5	6 to 10	More than 10	
Investments with Maturities:					
U.S. Treasury Obligations	\$ -	\$ 1,736,664	\$ 161,856	\$ 805,902	\$ 2,704,422
U.S. Governmental Agencies	-	171,190	348,725	1,997,818	2,517,733
Corporate and Foreign Bonds	-	2,223,470	1,966,986	1,375,655	5,566,111
Municipal Obligations	-	392,053	143,951	-	536,004
Total	<u>\$ -</u>	<u>\$ 4,523,377</u>	<u>\$ 2,621,518</u>	<u>\$ 4,179,375</u>	<u>\$ 11,324,270</u>

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and Valuation (Continued)

Credit Risk. The Trust is exposed to both market risk, the risk arising from changes in fair value, and credit risk, the risk of failure by another party to perform according to the terms of a contract. The Trust bears the risk of loss only to the extent of the fair value of its respective investments. At June 30, 2019 the ratings of the underlying investments of the Trust's investments were as follows:

	Rating						Total
	Aa1/Aa2/			Baa1/Baa2			
	Aaa	Aa3	A1/A2/A3	Baa3	Ba1	Not Rated	
U.S. Treasury Obligations	\$ 2,704,422	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,704,422
U.S. Governmental Agencies	56,197	-	-	-	-	2,461,536	2,517,733
Corporate and Foreign Bonds	310,291	900,831	1,934,214	1,970,273	-	450,502	5,566,111
Municipal Obligations	102,599	342,194	-	-	-	91,211	536,004
Total	<u>\$ 3,173,509</u>	<u>\$ 1,243,025</u>	<u>\$ 1,934,214</u>	<u>\$ 1,970,273</u>	<u>\$ -</u>	<u>\$ 3,003,249</u>	<u>\$ 11,324,270</u>

The *custodial credit risk* for investments is the risk that, in the event of the failure of the counterparty (e.g. broker-dealer) to a transaction, the Trust will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Trust's investment policy does not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments.

The Trust has all of its assets on deposit with Wilmington Trust Company in connection with its investing and cash management activities. In the event of a financial institution's insolvency, recovery of Trust assets on deposit may be limited to account insurance or other protection afforded such deposits.

The following summarizes custodial credit risk related to investments held by the custodian as of June 30, 2019, which are uninsured and unregistered as well as the interest rate range:

	Fair Value	Interest Rate Range
U.S. Treasury Obligations	\$ 2,704,422	.375-4.5%
U.S. Governmental Agencies	2,517,733	1.3-4.5%
Corporate and Foreign Bonds	5,566,111	2.0-5.875%
Municipal Obligations	536,004	2.68-5.57%
Taxable Fixed Income Funds	2,301,657	N/A
Mutual Funds	17,110,521	N/A
Global Funds	2,568,839	N/A
International	7,782,289	N/A
Total	<u>\$ 41,087,576</u>	

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and Valuation (Continued)

Concentration of Credit Risk. The following general asset allocation guidelines have been established through the Trust's investment policy.

<u>Asset Class</u>	<u>Minimum</u>	<u>Maximum</u>	<u>Target</u>
Equities	50%	70%	65%
Fixed Income	30%	50%	35%
Cash and Equivalents	0%	10%	0%

The Trust held the following investments as of June 30, 2019 that exceeded 5% net position as of June 30, 2019:

<u>Name</u>	<u>Amount</u>
DFA U.S. Small-Cap Value Fund	\$ 3,135,723
Lazard International Strategic Equity Funds	3,913,139
Transamerica TS&W International Equity Fund	3,865,569
Vanguard 500 Index Fund	7,868,636
Vanguard Mid-Cap Index Fund - Admiral Shares	3,191,016
New World Fund	2,568,839
BlackRock High Yield Bond	2,301,657
Cohen & Syeers Realty	2,915,146

Foreign currency risk is the risk that changes in the exchange rate of investments will adversely affect the fair value of an investment. The Trust was not exposed to Foreign Currency risk as of June 30, 2019 as the Trust did not have any investments denominated in foreign currencies.

For the year ended June 30, 2019, the annual money-weighted rate of return on investments, net of expense, was 7.7%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Capital Accounts

The Trust accounts for contributions, allocations, and redemptions on a per member capital account basis. The revenues, consulting and management fees, and administrative service fee are allocated pro rata to the capital accounts of each member based on committed capital. The fair value of member capital accounts is determined monthly.

Income Taxes

The Trust complies with the requirements of Section 115 of the Internal Revenue Code and is exempt from income taxes.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 3 ADMINISTRATOR

Pursuant to the Administrator Service Agreement between Davenport and Company, LLC and the Trust, Davenport and Company, LLC serves as the administrator of the Trust and is responsible for managing Trust operations. Davenport and Company, LLC receives an administrative service fee billed quarterly in arrears based on the aggregate market value of assets in the Trust on the last day of the preceding fiscal quarter. The chart below details the fee structure for administrator fees.

<u>Aggregate Asset in Trust</u>	<u>Fee Expressed in Basis Points</u>
Up to \$75 million (M)	10
\$75M to \$150M	8
\$150M to \$300M	7
\$300M to \$400M	6
Over \$400M	5

The administrator will receive 100% of setup fees to cover time and expenses entailed in setup of new members in the Trust until the earlier of the date on which assets in the Trust reach the aggregate amount of \$100 million or the Administrator startup expenses have been reimbursed in full. For purposes of calculating the setup fee, a member's initial investment shall include all deposits made to the Trust during the member's initial 12 months of membership. The chart below details out the fee schedule for setup fees.

<u>Amount of Initial Investment</u>	<u>Fee Amount</u>
Up to \$500,000	\$ 500
\$500,000 to \$2M	2,500
\$2M to \$10M	5,000
Over \$10M	6,000

Total fees paid to the Administrator for the year ended June 30, 2019 amounted to \$43,342.

NOTE 4 CONSULTING AND INVESTMENT SERVICES

GYL Financial Synergies, LLC (GYL) provides consulting services to the Trust. Pursuant to an agreement with the Trust, effective August 1, 2016, GYL receives a consulting fee of 0.23% annually of the value of the Trust's assets in custody at Wilmington Trust Company at the beginning of each quarter billed in arrears.

NOTE 5 CONTRIBUTIONS, DISTRIBUTIONS, AND REDEMPTIONS

Membership in the Trust is subject to approval by the Trustees and the provisions of the Trust Agreement. A member may terminate its membership in the Trust and withdraw its allocated investment balance by providing written notification to the Trustees six months prior to the intended date of withdrawal.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 6 SUBSEQUENT EVENT

Subsequent to June 30, 2019, the Trust received a notice of withdrawal from one of its members, which was subsequently approved by the Board. The balance in that member's account approximated 3% of the Plan's Net Position.

MARYLAND ASSOCIATION OF COUNTIES POOLED OPEB TRUST
SCHEDULE OF CHANGES IN NET POSITION BY MEMBER
YEAR ENDED JUNE 30, 2019

	Allegany County	City of Annapolis	College of Southern Maryland	Harford Community College	Harford County Public Library	Queen Anne's County	St. Mary's County Metropolitan Commission	St. Mary's County	Talbot County Board of Education	Talbot County	Town of Bel Air	LaVale Sanitary Commission	Total
ADDITIONS													
Contributions	\$ -	\$ 1,966,979	\$ 452,303	\$ -	\$ 280,334	\$ 1,468,775	\$ 505,433	\$ -	\$ -	\$ -	\$ 33,996	\$ 1,364,932	\$ 6,072,752
Investment Earnings:													
Interest	95,131	161,425	180,948	26,106	124,335	203,105	197,355	47,506	4,496	474,312	15,055	9,868	1,539,642
Net Increase/ (Decrease) in the Fair Value of Investments	50,255	144,993	100,716	13,127	66,140	123,420	115,985	25,096	2,334	250,443	7,666	13,821	913,996
Total Investment Gain	145,386	306,418	281,664	39,233	190,475	326,525	313,340	72,602	6,830	724,755	22,721	23,689	2,453,638
Less: Investment Expenses	1,375	2,497	2,670	377	1,832	3,115	2,899	687	66	6,850	224	394	22,986
Net Investment Gain/ (Loss)	144,011	303,921	278,994	38,856	188,643	323,410	310,441	71,915	6,764	717,905	22,497	23,295	2,430,652
Total Additions	144,011	2,270,900	731,297	38,856	468,977	1,792,185	815,874	71,915	6,764	717,905	56,493	1,388,227	8,503,404
DEDUCTIONS													
Actuarial Expenses	236	402	447	65	307	495	482	118	12	1,178	38	-	3,780
Management Fees	9,648	16,583	18,611	2,645	12,767	21,442	20,150	4,818	465	48,086	1,562	4,745	161,522
Legal Expenses	919	1,738	1,805	252	1,238	2,146	1,953	459	43	4,581	151	278	15,563
Total Deductions	10,803	18,723	20,863	2,962	14,312	24,083	22,585	5,395	520	53,845	1,751	5,023	180,865
CHANGE IN MEMBER ENTITIES BALANCE	133,208	2,252,177	710,434	35,894	454,665	1,768,102	793,289	66,520	6,244	664,060	54,742	1,383,204	8,322,539
Member Entities Balance - June 30, 2018	2,359,899	3,097,123	4,460,246	648,710	3,074,946	4,947,207	4,738,486	1,178,459	113,777	11,760,459	375,588	-	36,754,900
MEMBER ENTITIES BALANCE - JUNE 30, 2019	<u>\$ 2,493,107</u>	<u>\$ 5,349,300</u>	<u>\$ 5,170,680</u>	<u>\$ 684,604</u>	<u>\$ 3,529,611</u>	<u>\$ 6,715,309</u>	<u>\$ 5,531,775</u>	<u>\$ 1,244,979</u>	<u>\$ 120,021</u>	<u>\$ 12,424,519</u>	<u>\$ 430,330</u>	<u>\$ 1,383,204</u>	<u>\$ 45,077,439</u>