

STATE OF MINNESOTA

Office of the State Auditor



Rebecca Otto
State Auditor

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

YEAR ENDED JUNE 30, 2016

Description of the Office of the State Auditor

The mission of the Office of the State Auditor is to oversee local government finances for Minnesota taxpayers by helping to ensure financial integrity and accountability in local governmental financial activities.

Through financial, compliance, and special audits, the State Auditor oversees and ensures that local government funds are used for the purposes intended by law and that local governments hold themselves to the highest standards of financial accountability.

The State Auditor performs approximately 150 financial and compliance audits per year and has oversight responsibilities for over 3,300 local units of government throughout the state. The office currently maintains five divisions:

Audit Practice - conducts financial and legal compliance audits of local governments;

Government Information - collects and analyzes financial information for cities, towns, counties, and special districts;

Legal/Special Investigations - provides legal analysis and counsel to the Office and responds to outside inquiries about Minnesota local government law; as well as investigates allegations of misfeasance, malfeasance, and nonfeasance in local government;

Pension - monitors investment, financial, and actuarial reporting for approximately 650 public pension funds; and

Tax Increment Financing - promotes compliance and accountability in local governments' use of tax increment financing through financial and compliance audits.

The State Auditor serves on the State Executive Council, State Board of Investment, Land Exchange Board, Public Employees Retirement Association Board, Minnesota Housing Finance Agency, and the Rural Finance Authority Board.

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**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

Year Ended June 30, 2016



**Audit Practice Division
Office of the State Auditor
State of Minnesota**

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ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

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**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

**BOARD OF TRUSTEES
JUNE 30, 2016**

John R. Kunz, Jr.	President
Mike McCollor	Vice President
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Zuki Ellis	Ex-Officio

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REBECCA OTTO
STATE AUDITOR

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INDEPENDENT AUDITOR'S REPORT

Board of Trustees
St. Paul Teachers' Retirement Fund Association
St. Paul, Minnesota

Report on the Financial Statements

We have audited the accompanying financial statements of the St. Paul Teachers' Retirement Fund Association as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Association's basic financial statements, as listed in the table of contents.

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.

Auditor's Responsibility

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. 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 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 Association'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 Association's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the St. Paul Teachers' Retirement Fund Association as of June 30, 2016, and the changes in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter - Change in Accounting Principle

During fiscal year 2016, the Association adopted new accounting guidance by implementing the provisions of Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*. This statement addresses accounting and financial reporting issues related to fair value measurements and provides guidance for determining a fair value measurement for financial reporting purposes and for applying fair value to certain investments and disclosures related to all fair value measurements. Our opinion is not modified with respect to this matter.

Other Matter

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and Required Supplementary Information as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the GASB, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

/s/Rebecca Otto

REBECCA OTTO
STATE AUDITOR

/s/Greg Hierlinger

GREG HIERLINGER, CPA
DEPUTY STATE AUDITOR

March 6, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS

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ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016
(Unaudited)

The following discussion and analysis provides an overview of the financial performance and actuarial status of the St. Paul Teachers' Retirement Fund Association (hereinafter SPTRFA, Plan, or Fund) for the fiscal year ended June 30, 2016. It is intended to assist the reader in understanding the Plan's financial statements and financial activities during the past year.

Financial Highlights

+ The key source of consistent funding for the Plan is employer and employee contributions. The amount of contributions received in any given year is a function of both the applicable statutory contribution rates in effect and the total amount of covered payroll subject to those rates. Legislation enacted in 2014 provided for contribution increases that are phased-in gradually through July 1, 2017. Fiscal year 2016 marked the fourth consecutive year where the rate of growth of total contributions outpaced the growth of benefit payments, with contributions increasing by 3.44 percent to \$45.1 million. This is noteworthy, particularly given that covered payroll decreased by 1.90 percent to \$258.8 million during the same time period. Although the current trend for SPTRFA contributions is positive, the adequacy of contributions as a source of funding is critically important and must be monitored closely. Changes in demographics or other factors that would result in a reduction in the number of active, contributing members would have a negative impact on the financial stability of the Plan.

+ In addition to employer and employee contributions, the Plan has benefited from continued supplemental State funding. The 2014 Omnibus Retirement Bill included provisions that were intended to address, in part, historic underfunding of employer contributions, which had contributed to the Fund's reduced funded ratio. This legislation provided an ongoing commitment from the State to provide annual supplemental contributions of \$7 million until the Plan is 100 percent funded, or June 30, 2042, whichever occurs earlier.

+ While the Fund's investment portfolio is a significant contributor to the Plan's overall funding, its returns are dependent on market conditions and, therefore, are variable from year to year. In fiscal year 2016, the Fund's investment portfolio returned 0.34 percent (net of fees). While this return was attractive relative to the Fund's peer group, it fell below the Fund's internal long-term return target of 8 percent. Variability in the portfolio's performance impacts the Fund's overall funded ratio in any given year - returns in excess of 8 percent contribute to a decrease in the actuarial value of liabilities, while returns below 8 percent contribute to an increase in the Fund's actuarial value of liabilities.

+ Annuity benefit payments account for the majority of Fund cash outflows. In fiscal year 2016, the ratio of employee and employer contributions received to annuity benefit payments increased from 40.06 percent to 40.56 percent, marking a fourth year of improvement. This was due to both increased employee and employer contributions and a slowing in the growth of annuity benefit payments.

+ The actuarial funded ratio of the Plan compares the actuarial value of assets (smoothed over a rolling five-year period) against the actuarially determined accrued liability. That ratio improved from 62.6 percent to 63.3 percent as of June 30, 2016. This improvement takes into account investment gains and losses from prior years that have not been previously recognized.

+ The Plan's funded ratio on a market value basis, which does not involve any smoothing factor, decreased from 63.56 percent in the prior year to 60.26 percent as of June 30, 2016. This decrease was principally due to the portfolio's fiscal year 2016 investment return.

+ The fiduciary net position of the Plan, which measures the amount of funds available to pay current and future pension benefits, decreased by \$55.3 million during the fiscal year to \$960 million. As described above, this was principally due to investment performance that fell below the Fund's internal long-term expected rate of return in fiscal year 2016.

System Overview

The SPTRFA is a nonprofit organization formed in 1909, incorporated under Minn. Stat. ch. 317A. Under the oversight of a ten-member Board of Trustees, SPTRFA staff manages two tax-qualified, defined benefit pension programs, a *Basic Plan* and a *Coordinated Plan*. The plans cover licensed personnel, the majority of whom are employed by Independent School District No. 625 ("SPPS"), the central administrative body for public schools within the City of St. Paul.

Basic Plan members do not participate in Social Security through their employment with SPPS. The Coordinated Plan, commenced in 1978, provides retirement benefits for members who simultaneously participate in Social Security.

Under State law, annual payroll contributions to the Fund are a direct operating obligation of the school district and members. While SPTRFA provides an employment-based benefit, the terms are not collectively negotiated, are not administered through SPPS, and SPTRFA is not a component unit of SPPS. Although the Fund's assets and liabilities were not included historically in the SPPS financial statements, recently adopted Governmental Accounting Standards Board (GASB) statements require SPPS to reflect their portion of the Fund's net pension liabilities beginning with their 2015 financial statements. Notwithstanding this new reporting requirement, SPPS remains liable only for its statutorily-mandated contributions and not the Fund's net pension liabilities.

Overview of the Financial Statements

The financial section of this report consists of four parts: (1) the Independent Auditor's Report; (2) the Management's Discussion and Analysis (this section); (3) the Basic Financial Statements, which include the Statement of Fiduciary Net Position, the Statement of Changes in Fiduciary Net Position, and their accompanying notes; and (4) the Required Supplementary Information, which consists of various schedules and accompanying notes. After the financial section is the Other Pension Information Section, which consists of additional schedules and accompanying notes as prescribed by GASB Statement 67.

1. Basic Financial Statements

- a) The Statement of Fiduciary Net Position presents information about assets and liabilities, the difference being the net position restricted for pensions. The level of net position reflects the resources available to pay member benefits when due. Over time, increases and decreases in this metric assist in measuring SPTRFA's financial condition.
- b) The Statement of Changes in Fiduciary Net Position presents the results of Fund operations during the year and the additions or deductions from plan net position. It provides more detail to support the net change that has occurred to the prior year's net position value on the Statement of Fiduciary Net Position.
- c) The Notes to the Financial Statements provide additional information essential to gain a full understanding of SPTRFA's accounting policies, benefit plans, deposits and investments, securities lending, contributions, risk management, funded status/progress, and finally, a narrative description of the actuarial measurement process.

2. Required Supplementary Information

- a) The Required Supplementary Information schedules provide data about employer and non-employer contributing obligations for the most recent fiscal year. These schedules begin with fiscal year 2014 data and will develop (prospectively) into tables containing results for the most recent 10 fiscal years:
 - Schedule of Changes in Net Pension Liability and Related Ratios
 - Schedule of Employer and Non-Employer Contributions
 - Schedule of Investment Returns
- b) The Notes to the Required Supplementary Information provide actuarial assumptions and changes to significant plan provisions and actuarial methods/assumptions.

3. Other Pension Information

The Other Pension Information Section provides financial data, including net pension liability, deferred outflows and inflows of resources, and pension income or expenses for each contributing entity. The participating employer units are required to report this information on their financial statements.

Financial Highlights from the Basic Financial Statements

As shown in the following table, SPTRFA's total assets for fiscal year 2016 were \$967.1 million and were generally comprised of cash, receivables, investments, and securities lending collateral. The lending collateral represents cash on deposit to cover the value of securities loaned to brokerage firms for which they pay a fee to the Fund's custodian. These broker/dealer firms are obligated to return such securities at a future point in time. The Fund and custodian share the lending proceeds on a 70-30 split basis. This strategy, commonly employed by institutions, provides the Fund with an important source of additional income. During fiscal year 2016, the loaned securities of the Fund generated \$221,272 of revenue. Costs of the program are netted against this revenue when reported in the Changes in Fiduciary Net Position for reported net securities lending income of \$113,101. Revenue from this program typically covers the Plan's annual cost of custodial bank services. At the close of the year, the total market value of lendable securities in the portfolio stood at approximately \$285.4 million. During the course of the fiscal year, approximately \$65-\$75 million of eligible securities were on loan at any one time. As a risk control measure, the SPTRFA Board of Trustees affirmatively limits the amount of the Fund's securities that can be on loan at any given time to no more than 35 percent of Fund assets.

Fiduciary Net Position (at Market)
(in Thousands of Dollars)

	June 30	
	2016	2015
Assets		
Cash	\$ 5,637	\$ 5,467
Receivables	3,659	2,751
Investments at fair value	956,832	1,016,330
Securities lending collateral	820	1,009
Capital assets, less depreciation	123	133
Total Assets	\$ 967,071	\$ 1,025,690
Liabilities		
Accounts payable	\$ 772	\$ 853
Securities purchases payable	1,384	4,756
Obligations under reverse repurchase agreements	4,429	4,103
Securities lending collateral	820	1,009
Total Liabilities	\$ 7,405	\$ 10,721
Net Position Restricted for Pensions	\$ 959,666	\$ 1,014,969

(Unaudited)

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The following table, Changes in Fiduciary Net Position, lists additions and deductions to net position, and reflects a \$55.3 million decrease in the Fund’s net position.

The main Fund outflows were annuity benefit payments and, to a lesser extent, payments to members who left the System and opted to receive a refund of their prior contributions, with statutory interest. These payments totaled \$111.8 million. The main source of inflows included total contributions of \$55.8 million (which included employee, employer, and state supplemental contributions) and investment returns of \$1.5 million. While investment returns provide a meaningful source of benefit funding over the long-term, it is critical to ensure that appropriate employee and employer contribution levels are maintained. Since fiscal year 2013, SPTRFA’s ratio of contributions received to benefits paid has improved each year due to a number of factors, including:

- a) Increases in employee and employer contribution rates, which continue to be phased-in through fiscal year 2018.
- b) Securing an additional \$7 million in contributions annually from the State of Minnesota, partially compensating for prior years where necessary contributions were not made. This annual payment will continue until the Plan is fully funded or June 30, 2042, whichever occurs first.
- c) A slowing in the rate of benefit payment growth, which typically occurs whenever the average Basic Plan benefit recipient leaves the System and is replaced with an average Coordinated Plan benefit recipient. In fiscal year 2016, for example, the average Basic Plan member benefit was 2.3 times higher than the average Coordinated Plan member benefit payment. This is principally due to the fact that, unlike Coordinated Plan members, Basic Plan members do not participate in Social Security and, therefore, receive higher benefit payments in retirement (having paid higher contribution rates during their teaching careers).

Total benefit payments (which includes annuity and refund payments) increased \$2.0 million, from \$109.8 million for fiscal year 2015 to \$111.8 million for fiscal year 2016. Total contributions increased by \$1.5 million, from \$54.3 million in fiscal year 2015 to \$55.8 million in fiscal year 2016. Administrative costs remained low, at 8/10ths of one percent.

Changes in Fiduciary Net Position (at Market)
(in Thousands of Dollars)

	Year Ended June 30	
	2016	2015
Additions		
Employer and employee contributions	\$ 45,101	\$ 43,613
State of Minnesota amortization aids	10,665	10,665
Investment activity, less management fees	1,362	25,672
Net securities lending income	113	85
Total Additions	\$ 57,241	\$ 80,035

	Year Ended June 30	
	2016	2015
Deductions		
Benefits, withdrawals, and refunds	\$ 111,795	\$ 109,753
Administrative expenses	749	748
Total Deductions	\$ 112,544	\$ 110,501
Net Increase (Decrease)	\$ (55,303)	\$ (30,466)
Net Position in Trust for Benefits - Beginning of the Year	1,014,969	1,045,435
Net Position in Trust for Benefits - End of the Year	\$ 959,666	\$ 1,014,969

Investment Performance

The Defined Benefit Plan administered by SPTRFA accumulates assets in advance of benefit obligations, covering those obligations primarily through contributions and prudent investment growth. The level of supportable benefits and long-term financial health of the Fund depend on the efficient and prudent investment of contributions from members, our employers, and certain funds received from the State.

There are cyclical economic, market-driven, and tactical risks associated with investing plan assets in the capital markets. SPTRFA is a conservative, long-term investor, seeking attractive risk-adjusted returns over a full market cycle, with an emphasis on appropriate diversification and long-term capital preservation. The following chart reflects the Fund's current asset allocation model.

Asset Class	Target Allocation
Domestic Equity	35%
International Equity	20%
Fixed Income	20%
Real Assets	11%
Private Equity & Alternatives	9%
Opportunistic	5%
TOTAL	100%

The Plan's long-term, internal return target is 8 percent. Effective in fiscal year 2015, the applicable statutory assumed rate of return was also changed to a flat 8 percent. This represented a change from the previous "Select and Ultimate" regime, whereby the rate was set at 8.0 percent initially and increased to 8.5 percent over a period of years.

Investment returns will vary over time and return targets may or may not be achieved in any given year, particularly in periods of market turmoil. Maintaining a focus on longer-term time periods is critical, as these are the relevant time periods in which pension systems operate for their beneficiaries.

During the past fiscal year, the Fund's return was 0.34 percent (net of fees). While this was attractive relative to the Fund's peer group, it fell below the Fund's internal long-term return target of 8 percent. Areas of strength in the portfolio were the Real Assets allocation, which produced a return of 10.3 percent, and the Fixed Income allocation, which generated 5.77 percent. Significant weakness in U.S. small and mid-cap equities caused the overall U.S. equity portfolio to generate a -1.68 percent return. International equity allocations also contributed negatively to overall performance, with a -9.49 percent return.

Actuarial and Market Valuation Summary

The actuarial valuation analysis (which attempts to mitigate the impact of market volatility by smoothing results over a five-year period) provides another important element in understanding the long-term health of the Plan. The table below provides metrics commonly used to assess the ability of the Fund to meet its obligations. The Fund continues to show modest incremental improvements, even while adopting more conservative underlying factors, such as the reduced investment return assumption. A table reflecting results on a market value basis, which does not reflect any actuarial smoothing of results, is provided for comparative purposes as well.

Below are summary comparative statistics from the July 1, 2016, valuation:

	Summary of Actuarial Valuation Results	
	Plan Year Beginning July 1	
	2015	2016
Covered payroll	\$ 263,844,000	\$ 258,787,000
Statutory contributions (ch. 354A)	20.66%	21.52%
Required (ch. 356)	22.26%	22.44%
Sufficiency/(Deficiency)	(1.60)%	(0.92)%
Market value of assets	1,014,969,000	959,666,000
Actuarial value of assets	999,736,000	1,007,360,000
Actuarial accrued liability	1,596,770,000	1,592,570,000
Unfunded liability	597,034,000	585,210,000
Funding ratio	62.61%	63.25%

Summary of Market Value Results

	Plan Year Beginning July 1	
	2015	2016
Covered payroll	\$ 263,844,000	\$ 258,787,000
Statutory contribution (ch. 354A)	20.66%	21.52%
Required (ch. 356)	21.94%	23.53%
Sufficiency/(Deficiency)	(1.28%)	(2.01%)
Market value of assets	1,014,969,000	959,666,000
Actuarial value of assets	999,736,000	1,007,360,000
Actuarial accrued liability	1,596,770,000	1,592,600,000
Unfunded liability (market value basis)	581,800,000	632,900,000
Funded ratio (market value basis)	63.56%	60.26%

Consistent and adequate employer and employee contributions are critically important to the long-term health of the Plan. The amount of contributions received in any given year is a function of both the applicable statutory contribution rates in effect and the total amount of covered payroll that is subject to those rates. Notwithstanding that covered payroll decreased by 1.92 percent to \$258.8 million, total contributions increased by 3.44 percent in fiscal year 2016. Legislation enacted in 2014 authorized contribution rate increases, which will continue to be phased-in through fiscal year 2018.

The Fund's fiscal year 2016 contribution deficiency decreased from 1.60 percent to 0.92 percent, on an actuarial basis. On a market value of assets basis, statutory contributions are currently 2.01 percent deficient. After contribution increases are fully phased-in, the contribution deficiency is projected to be reduced to 0.67 percent on an actuarial value basis and 1.76 percent on a market value basis.

Notwithstanding the positive trend in total contributions received, events that potentially impact the level of contributions must be monitored closely. Reductions in the number of active employees, which may result from various employer-based cost savings initiatives, early retirement incentives, and replacing higher salaried senior teachers with more junior professionals, can translate over time into lower overall contributions. This could compromise the fiscal health of the Fund and place a greater burden on the investment portfolio to generate realized gains to pay member benefits.

BASIC FINANCIAL STATEMENTS

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**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

EXHIBIT 1

**STATEMENT OF FIDUCIARY NET POSITION
JUNE 30, 2016**

Assets

Cash		\$ 5,636,895
Receivables		
Employer contributions	\$ 119,493	
Employee contributions	87,998	
Service purchases	36,272	
Pensions	4,400	
State contributions	837,607	
Commission recapture	1,321	
Interest	709,463	
Dividends	221,967	
Sales of securities	1,640,185	
		\$ 3,658,706
Total receivables		
Investments, at fair value		
U.S. government securities	\$ 20,156,357	
Corporate bonds	89,114,004	
Municipal bonds	1,990,971	
Foreign issue bonds	4,385,209	
Corporate stocks	149,899,725	
Limited partnerships		
Private equity	28,326,896	
Alternative	25,173,589	
Real estate	96,218,600	
Opportunistic	22,097,362	
Mutual funds		
Global equities	53,126,528	
Commingled investment funds		
Fixed income	60,280,458	
Domestic equity	243,194,575	
Global equities	122,763,824	
Cash and cash equivalents		
Money market funds	40,103,984	
		\$ 956,832,082
Total investments, at fair value		
Invested securities lending collateral		\$ 819,942
Furniture and fixtures (at cost, less accumulated depreciation of \$263,707)		\$ 123,396
Total Assets		\$ 967,071,021

The notes to the financial statements are an integral part of this statement.

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**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

***EXHIBIT 1
(Continued)***

**STATEMENT OF FIDUCIARY NET POSITION
JUNE 30, 2016**

<u>Liabilities</u>	
Accounts payable	\$ 772,559
Security purchases payable	1,383,585
Obligations under reverse repurchase agreements	4,429,125
Securities lending collateral	<u>819,942</u>
Total Liabilities	<u>\$ 7,405,211</u>
Net Position Restricted for Pensions	<u>\$ 959,665,810</u>

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

EXHIBIT 2

**STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FOR THE YEAR ENDED JUNE 30, 2016**

Additions	
Contributions	
Employer	\$ 26,562,665
Members	18,538,428
Other sources	
State of Minnesota	10,664,607
Total contributions	\$ 55,765,700
Investment income (loss)	
From investing activity	
Net appreciation (depreciation) in fair value of investments	\$ (8,932,879)
Interest	4,884,027
Reverse repurchase order interest expense	(46,592)
Dividends	4,890,460
Other	4,083,628
Total investing activity income (loss)	\$ 4,878,644
Investing activity expense	
External	\$ (3,135,481)
Internal	(380,646)
Total investing activity expense	\$ (3,516,127)
Net income (loss) from investing activity	\$ 1,362,517
From securities lending activity	
Securities lending income	\$ 221,272
Securities lending expense	
Borrower rebates	\$ (60,260)
Management fees	(47,911)
Total securities lending expense	\$ (108,171)
Net income from securities lending activity	\$ 113,101
Net investment income (loss)	\$ 1,475,618
Other income	\$ 309
Total Additions	\$ 57,241,627

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

***EXHIBIT 2
(Continued)***

**STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FOR THE YEAR ENDED JUNE 30, 2016**

Deductions	
Benefits to participants	
Retirement	\$ 99,671,483
Disability	589,794
Survivor	10,889,134
Dependent children	16,626
Withdrawals and refunds	<u>628,417</u>
Total benefits, withdrawals, and refunds	<u>\$ 111,795,454</u>
Administrative expenses	
Staff compensation	\$ 444,269
Professional services	137,214
Office lease and maintenance	49,662
Communication-related expenses	24,563
Other expenses	<u>93,288</u>
Total administrative expenses	<u>\$ 748,996</u>
Total Deductions	<u>\$ 112,544,450</u>
Net Increase (Decrease)	\$ (55,302,823)
Net Position Restricted for Pensions - Beginning of Year	<u>1,014,968,633</u>
Net Position Restricted for Pensions - End of Year	<u><u>\$ 959,665,810</u></u>

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

NOTES TO THE FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDED JUNE 30, 2016

1. Plan Description

A. Organization

Plan Administration

The St. Paul Teachers' Retirement Fund Association (SPTRFA or the Association) is the administrator of a multi-employer, cost-sharing, defined benefit plan pension fund (the Fund), with two benefit structures known as the Basic Plan and the Coordinated Plan. Originally established in 1909, the Association is a non-profit corporation organized pursuant to the provisions of Minn. Stat. ch. 317A and governed by Minn. Stat. chs. 354A, 356, and 356A, as well as the Association's bylaws.

Governance

Management of SPTRFA is vested in a ten-member Board of Trustees (the Board). Nine trustees are elected by and from the Association's membership and serve rotating three-year terms. The Board of Independent School District Number 625, St. Paul Public Schools (SPPS), annually appoints the tenth trustee, who serves as an ex-officio member of the Board.

B. Participating Members and Employers

SPTRFA membership consists of licensed teachers employed by SPPS, certain licensed teachers employed by St. Paul College (SPC), certain licensed teachers employed by charter schools within the City of St. Paul, and SPTRFA staff.

Figure 1. Plan Membership as of June 30, 2016

Retirees and beneficiaries currently receiving benefits	3,723
Terminated employees entitled to but not yet receiving benefits	2,020
Terminated, non-vested employees	2,915
Current active plan members (including members on leave)	<u>3,534</u>
Total Membership	<u><u>12,192</u></u>

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

1. Plan Description

B. Participating Members and Employers (Continued)

Currently, there are two active participating employers who contribute to the Fund - SPPS and St. Paul College. In addition, the State of Minnesota makes statutorily required payments to the Fund and is, therefore, classified as a non-employer contributing entity.

Until its merger into the Minnesota State Colleges and Universities (MnSCU) system on July 1, 1995, all SPC teachers were contributing members of the Fund. As part of the merger process, SPTRFA-covered SPC teachers were given the option to remain active members of the Fund or to choose other retirement coverage, thus, converting to deferred status with SPTRFA.

Until July 1, 2002, teachers employed by charter schools within the City of St. Paul were contributing members of the SPTRFA, after which time, all Minnesota charter school teachers converted to Minnesota Teachers' Retirement Association (TRA) membership for future coverage. Contributions paid and service credits accrued with respect to charter schools prior to this transition remain with SPTRFA. Presently in deferred status with SPTRFA, these individuals may collect a benefit based on eligibility at retirement.

C. Description of the Plans

The following brief description of the plans is provided for general information purposes only. More complete information can be found in the specific plan agreements. SPTRFA's defined benefit plans are tax qualified under Section 401(a) of the Internal Revenue Code. Additionally, the Plans are not subject to the Employee Retirement Income Security Act of 1974 (ERISA).

The Association administers two defined benefit plan structures:

Basic Plan

Members covered prior to July 1, 1978, are participants in SPTRFA's Basic Plan. These members do not participate in Social Security through their employment. As a result, members in the Basic Plan are subject to higher contribution rates and receive higher benefit payments.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

1. Plan Description

C. Description of the Plans (Continued)

Coordinated Plan

The Coordinated Plan provides retirement benefits to members who simultaneously participate in Social Security. Effective July 1, 1978, new members were covered by the Coordinated Plan, with lower contributions and benefits designed to supplement contributions to, and benefits from, the Social Security system.

D. Benefits Provisions

Pension Benefits Overview

SPTRFA provides retirement and disability benefits to those members satisfying length-of-service and minimum age requirements. Depending on plan coverage, survivor benefits and family benefits may also be available.

The benefit paid by SPTRFA is dependent on a formula, which consists of the following components:

- Final Average Salary (FAS)
- Years of Service (YOS)
- Applicable Service Factor (ASF)
- Age at Retirement
- Vested Status

Service credit is determined by the number of days worked each fiscal year (July 1 through the following June 30).

Basic Plan

Basic Plan members must have five years of service credit to be vested for a future lifetime pension benefit and are eligible to retire with a lifetime pension benefit at age 55. The benefit that a member is entitled to receive is the larger of the pension amount computed using the applicable Tier I or Tier II formulas, with associated reductions for early retirement.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

1. Plan Description

D. Benefits Provisions

Basic Plan (Continued)

Under the Basic Plan, FAS is the highest five years of salary in the last ten years. In the Tier I formula, FAS per YOS is multiplied by a 2.0 percent ASF. The benefit is subject to a maximum of 40 years, with a 0.25 percent reduction for each month the member is under the Normal Retirement Age of 65. If the member has 25 YOS, the reduction is applied only if the member is less than 60 years old. No reduction is applied if age plus years of Accredited Service totals at least 90.

The Tier II formula is FAS per YOS, multiplied by a 2.5 percent ASF. This benefit is subject to a maximum of 40 years, reduced for each month the member is under the Normal Retirement Age of 65, using the actuarially determined early retirement reduction tables.

Coordinated Plan

Coordinated Plan members must have three years of service credit to be vested for a future lifetime pension benefit and are eligible to retire at age 55, or earlier, with 30 years of service credit.

Members hired before July 1, 1989, are eligible for the greater of Tier I or Tier II benefits. Members hired on or after July 1, 1989, are eligible solely for Tier II benefits.

Under the Tier I formula, the FAS per YOS is multiplied by the applicable ASF:

- For service rendered prior to July 1, 2015:
 - First ten years of service - ASF is 1.20 percent
 - Subsequent years of service - ASF is 1.70 percent

- For service rendered after July 1, 2015:
 - First ten years of service - ASF is 1.40 percent
 - Subsequent years of service - ASF is 1.90 percent

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

1. Plan Description

D. Benefits Provisions

Coordinated Plan (Continued)

There is a reduction of 0.25 percent for each month the member is under age 65, or under age 62 with 30 YOS. No reduction applies if the age plus years of service totals at least 90.

The Tier II formula is FAS per YOS, multiplied by the ASF, which is 1.70 percent, for service rendered before July 1, 2015, and 1.90 percent of FAS for each year of service rendered after June 30, 2015. This benefit is reduced for each month the member is under the Normal Retirement Ages of 65 and 66, based on actuarially determined early retirement tables.

Disability

Active members who become totally and permanently disabled and satisfy required length-of-service requirements are entitled to receive monthly disability benefits as calculated under each Plan.

Refund of Contributions

Non-vested members who terminate employment may only receive a refund or a rollover of their contributions, with statutory accumulated interest.

Post-Retirement Adjustment

Post-retirement adjustments are determined annually, under Minnesota statutes, which may be amended from time to time. In fiscal year 2016, the SPTRFA provided post-retirement adjustments based on SPTRFA's funding ratio in each of the most recent two actuarial valuations, according to the following table.

<u>Accrued Liability Funding Ratio (AVA)</u>	<u>Full COLA Rate (%)</u>
Less than 80 percent	1.0
Greater than or equal to 80 percent, but less than 90 percent	2.0
Greater than or equal to 90 percent	Consumer Price Index up to 5

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

2. Summary of Significant Accounting Policies

A. Basis of Accounting and Presentation

The accompanying financial statements were prepared and presented to conform to the accounting principles generally accepted in the United States that apply to governmental accounting for fiduciary funds, including those set forth by the Governmental Accounting Standards Board (GASB).

SPTRFA's financial statements are prepared using the accrual basis of accounting. Under this method, and in accordance with Minn. Stat. ch. 354A.12, contributions are recognized as revenues when due, benefits and refunds are recognized when due and payable, and expenses are recorded when corresponding liabilities are incurred, regardless of the timing of cash flow.

During the year ended June 30, 2016, the Association adopted GASB Statement No. 72, *Fair Value Measurement and Application*. This statement addresses accounting and financial reporting issues related to fair value measurements. It provides guidance for determining a fair value measurement for financial reporting purposes and for applying fair value to certain investments and disclosures related to all fair value measurement. No restatement is required as a result of implementing this statement.

B. Investment Policies and Valuation Methodology

Investment Policy

The Association is authorized to invest the assets of the Fund under Minn. Stat. ch. 356A and Association Bylaws. SPTRFA investments are governed by Minn. Stat. § 356A.06, subs. 6 and 7, as well as the Association's Bylaws and Investment Policy. Under these rules, permissible investments include, but are not limited to, government and corporate bonds, non-U.S. and domestic common stock, real property, venture capital investments, derivatives, options, and notes.

The SPTRFA Board of Trustees is responsible for the adoption, implementation, and monitoring of the Investment Policy. Pursuant to the Association's Investment Policy, the Fund seeks to achieve the preservation and long-term appreciation of the Fund's assets through appropriate diversification and risk management.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

2. Summary of Significant Accounting Policies

B. Investment Policies and Valuation Methodology

Investment Policy (Continued)

Figure 2. SPTRFA's Target Asset Allocation

<u>Asset Class</u>	<u>Target Allocation</u>
Domestic Equity	35%
International Equity	20
Fixed Income	20
Real Assets	11
Private Equity & Alternatives	9
Opportunistic	5
Total	<u>100%</u>

Method Used to Value Investments

Investments for SPTRFA are stated at fair value. SPTRFA categorizes the fair value measurements of its investments in accordance with generally acceptable accounting principles, including GASB Statement 72 (GASB 72). The definition of fair value is 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. GASB 72 establishes a fair value hierarchy. The hierarchy is based on valuation inputs, categorized at three levels, dependent on whether the inputs to those valuations are observable or unobservable in the marketplace.

Interest income is recognized when earned on an accrual basis. Dividend income is recorded on the date that the funds are received, and a receivable for the dividend is recorded at the time of the dividend announcement.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

2. Summary of Significant Accounting Policies

B. Investment Policies and Valuation Methodology (Continued)

Rate of Return

The Association's money weighted rate of return for the year ending June 30, 2016, was 0.34 percent (net of fees). The money weighted rate of return expresses investment performance, net of investment expenses, adjusted for the actual cash flows that took place during the performance period.

3. Deposits and Investments

A. Investments Measured at Fair Value

Under GASB 72, assets and liabilities measured at fair value and inputs relative to their fair value measurements are classified and reported in one of the following categories:

- Level 1 - Investments' fair values based on prices quoted in active markets for identical assets.
- Level 2 - Investments' fair values based on observable inputs for the assets either directly or indirectly, other than those considered Level 1 inputs, which may include quoted prices for identical assets in markets that are not considered to be active, and quoted prices of similar assets in active or inactive markets.
- Level 3 - Investments are based on valuation methodologies including pricing models, discounted cash flow models, and similar techniques in which one or more significant inputs are unobservable. Level 3 valuations incorporate subjective judgments and consider assumptions including capitalization rates, discount rates, cash flows, and other factors that are not observable in the market.

Net Asset Value (NAV): The fair value of investments in entities that calculate a net asset value per share are determined using that NAV in lieu of the leveling methodology described above.

Cash and cash equivalents (other than money market accounts) are not leveled under GASB 72 nor reported at NAV and, therefore, are included at the bottom of the table below to reconcile note to SPTRFA's total investments reported on the Statement of Fiduciary Net Position.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

A. Investments Measured at Fair Value (Continued)

Figure 3. SPTRFA's Investments Measured at Fair Value

	As of June 30, 2016	Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Investments by fair value level				
Equity securities				
Domestic equity	\$ 356,076,289	\$ 355,877,241	\$ 192,486	\$ 6,562
International equity	89,690,336	89,335,724	352,322	2,290
Total equity securities	<u>\$ 445,766,625</u>	<u>\$ 445,212,965</u>	<u>\$ 544,808</u>	<u>\$ 8,852</u>
Fixed income securities				
U.S. government issues	\$ 20,962,900	\$ 1,759,256	\$ 19,203,644	\$ -
Municipal issues	2,013,470	-	2,013,470	-
Corporate issues	21,649,670	-	21,649,670	-
Asset-backed securities	48,227,911	-	48,227,911	-
Mortgage-backed securities	19,518,677	-	19,518,677	-
Foreign issues	4,385,209	-	4,385,209	-
Other	5,285	-	5,285	-
Total fixed income securities	<u>\$ 116,763,122</u>	<u>\$ 1,759,256</u>	<u>\$ 115,003,866</u>	<u>\$ -</u>
Total investments by fair value level	<u>\$ 562,529,747</u>	<u>\$ 446,972,221</u>	<u>\$ 115,548,674</u>	<u>\$ 8,852</u>
Investments measured at the net asset value				
Private equity	\$ 33,208,093			
Private real estate fund	2,771,176			
Alternative investments	67,464,144			
Commingled global fixed income funds	35,206,067			
Commingled international equity funds	100,850,608			
Commingled domestic equity funds	51,691,356			
Commingles real estate funds	58,972,149			
Money market funds	40,103,984			
Total investments measured at NAV	<u>\$ 390,267,577</u>			
Cash and cash equivalents	<u>\$ 4,034,758</u>			
Total Investments Measured at Fair Value and Cash and Cash Equivalents	<u>\$ 956,832,082</u>			

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

A. Investments Measured at Fair Value (Continued)

Figure 4. SPTRFA's Investments Measured at NAV

Investments Measured at the Net Asset Value (NAV)				
	As of June 30, 2016	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Investments				
Private equity				
RWI Ventures II L.P.	\$ 607,750	\$ N/A	N/A	N/A
North Sky Fund IV L.P.	7,888,030	400,000	N/A	N/A
SP/FP Private Equity Fund, L.P.	18,082,444	37,382,637	N/A	N/A
Venture Investment Assoc.	1,502,671	3,400,000	N/A	N/A
TCW DL LLC	4,881,198	9,450,414	N/A	N/A
RWI Ventures I L.P.	246,000	N/A	N/A	N/A
Private real estate				
Dune Real Estate Partners III	2,771,176	2,182,084	N/A	NA/
Commingled alternative investments				
Structured Alpha 500 LLC	25,074,390	N/A	Monthly	5 days
Entrust Special Op Fund III, LTD.	8,652,084	11,725,187	N/A	N/A
Corvex Offshore II LTD.	13,445,278	N/A	25% of capital quality	60 days
Parametric Defensive Equity	20,292,392	N/A	Monthly	5 days
Commingled global fixed income funds				
Brandywine Global Opportunistic	35,206,067	N/A	Daily	10 days
Commingled global equity income funds				
JPMCB Global Focus Fund	47,724,081	N/A	Daily	None
Morgan Stanley Inst'l Global	53,126,527	N/A	Daily	None
Commingled domestic equity income funds				
Blackrock S&P 500 Equity Index	8,387,873	N/A	Daily	1 day
Dimensional - US Small Cap Value	43,303,483	N/A	N/A	5 days
Commingled real estate				
UBS Trumball Property Fund	43,470,098	N/A	Quarterly, subject available to liquidity capital	60 days
UBS (US) Trumball Property G & I	15,502,051	N/A	Quarterly, subject available to liquidity capital	60 days
Money market funds	40,103,984	N/A	N/A	N/A
Total Investments Measured at NAV	\$ 390,267,577			

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

A. Investments Measured at Fair Value (Continued)

The categorization of investments within the hierarchy in Figure 4 is based solely upon the objectivity of the inputs used in the measurement of fair value of the investments and does not reflect the level of risk associated with the investments.

Investments classified in Level 1 of the fair value hierarchy are valued from predetermined external pricing vendors or primary dealers who source quoted prices in active markets which are readily attainable exit values of these securities. Investments classified in Level 2 are subject to alternative pricing sources, such as matrix pricing, and include a combination of price sources, descriptive data, and pricing models based on attributes such as spread data, sector, quality, duration, and prepayment characteristics. Where applicable, investment instruments classified as Level 2 are also valued using market approaches that consider benchmark interest rates or foreign exchange rates. Investments classified as Level 3 are valued using best available sources such as property appraisals, discounted cash flow models, and public market comparable of similar assets where applicable. The values are supplied by advisors or general partners who hold those or similar assets in investments vehicles they oversee. These pricing sources may or may not be indicative of realizable exit value attainable for the assets.

Description of Significant Investment Strategies Using NAV

Private equity consists of a broadly diversified private equity portfolio of investments that provide diversification by industry type, size, stage of corporate development, and location, through limited partnership structures. The fair values of the investments of this type have been determined using the NAV per share of the Plan's ownership interest in partners' capital. These funds are not eligible for redemption. Distributions are received as underlying investments within the funds are liquidated, which can occur over a span of five to ten years.

Private real estate consists of one investment in a limited partnership that invests primarily in U.S. commercial real estate using a private equity style capital call structure. The fair value of investments is determined using the NAV per share of the Plan's ownership interest in partners' capital. These funds are not eligible for redemption. Distributions are received as underlying investments within the funds are liquidated, which can occur over a span of five to ten years.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

A. Investments Measured at Fair Value

Description of Significant Investment Strategies Using NAV (Continued)

Alternative investments includes a variety of investment strategies that are intended to provide attractive risk-adjusted returns and portfolio diversification. These investments are reflected in four commingled investment vehicles and include equity co-investments, special situations, mergers, portable alpha, and hedged equity structures. The fair value of investments is determined using the NAV per share of the Plan's ownership interest in partners' capital.

Commingled global fixed income consists of one commingled investment vehicle that invests primarily in publicly traded global fixed income securities. The investment is valued at NAV of units held at the end of the period based upon the fair value of the underlying investments.

Commingled global equity consists of two commingled investment vehicles that primarily invest in publicly traded global equity securities. The funds are valued at the net asset value of units held at the end of the period based upon the fair value of underlying investments.

Commingled domestic equity consists of two commingled investment vehicles that invest primarily in publicly traded domestic equity securities. The funds are valued at the net asset value of units held at the end of the period based upon the fair value of underlying investments.

Commingled real estate consists of two commingled investment vehicles that invest primarily in U.S. commercial real estate, one focused on a growth and income strategy and the other a core strategy. The fair value of investments is determined using the NAV per share of the Plan's ownership interest in partners' capital.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments (Continued)

B. Securities Lending

The Association participates in a securities lending program. The Association's Custodian, U.S. Bank, is the Association's securities lending agent. In accordance with GASB Statement No. 28, *Accounting and Financial Reporting for Securities Lending Transactions*, investment collateral under the program is listed as both an asset and a liability. On June 30, 2016, 26.60 percent of the Fund's securities available for lending were on loan.

The Association is permitted to enter into securities lending transactions under Minn. Stat. § 356A.06, subd. 7a, provided collateral with a market value of at least 100 percent of the value of the loaned securities is received at the time of the loan agreement. The Association's agreement with U.S. Bank requires all securities lending transactions to be collateralized with 102 percent of the market value of the loaned securities at loan inception, with a simultaneous agreement to return the collateral for the same securities in the future. Requiring collateral in excess of the value of loaned securities protects the Association from loss in the event of failure by the borrowing party to deliver the loaned securities. The Association's contract with U.S. Bank also specifies that U.S. Bank will indemnify the Association for any "fails," or loss of securities by failure of borrowers to return securities.

Such loans are permitted to be made solely to pre-approved borrowers. Qualifications of borrowers and the fiscal status of such entities are monitored by the securities lending agent, U.S. Bank, on a continuing basis. Loaned investments are marked to market daily.

If the collateral provided by the borrower falls below 100 percent of the market value of the loaned investment, the borrower is required to provide additional collateral to bring the collateral value to 102 percent. Collateral may be provided in securities or cash.

On June 30, 2016, the market value of collateral was 101.08 percent of the market value of loaned securities.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

B. Securities Lending (Continued)

As of June 30, 2016, the fair value of cash collateral received was \$819,942, which is included in the Statement of Fiduciary Net Position both as an asset and offsetting liability. The cash collateral, which had an average-weighted average-maturity of 14 days, was invested entirely in the Mount Vernon Securities Lending Prime Portfolio. The Association had no non-cash collateral. The Association has no credit risk exposure to borrowers because the amounts the Association owes borrowers exceeds amounts borrowers owe the Association. All securities loans may be terminated on demand by either the Association or the borrower.

As an additional step to mitigate risk, the Board of Trustees affirmatively limits the amount of the Fund's securities that may be on loan at any given time to 35 percent of Fund assets. As of June 30, 2016, 7.85 percent of the Fund's assets were on loan.

C. Custodial Credit Risk

Custodial credit risk for cash deposits and investments is generally the risk that, in the event of a bank or custodial failure, SPTRFA would not be able to recover the value of its investments or collateral securities. The Association policy and Minn. Stat. § 356A.06 require all securities purchased by the Association to be held by a third-party custodian. The Association is also authorized by Minn. Stat. § 356A.06 to deposit its cash in financial institutions designated by the Board of Trustees. Cash on deposit at U.S. Bank is swept to a commercial paper account nightly. Commercial paper is a short-term unsecured promissory note issued by a company or a corporation. The issuing company of the commercial paper for the Association is U.S. Bank.

Under Minn. Stat. § 356A.06, commercial paper must be issued by a United States corporation or its Canadian subsidiary and rated in the highest two quality categories by a nationally recognized rating agency. The U.S. Bank commercial paper has an S&P rating of A-1+, satisfying the statutory rating requirement.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments (Continued)

D. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair market value of an investment. The Association participates in fixed income markets, which are traditionally viewed as having the highest sensitivity to interest rate movements, through the external managers listed below.

Figure 5. Interest Rate Risk

<u>Fixed Income Mandate</u>	<u>Account</u>	<u>Market Value</u>
Active Global Opportunistic	Brandywine	\$ 35,206,067
Active Core Plus	Guggenheim	103,645,373

In accordance with its investment policy, the Association has a 20 percent target allocation to fixed income assets. Each external manager hired by the Association monitors and manages the interest rate risk associated with its underlying portfolio. A key component of interest rate sensitivity is a debt instrument's time to maturity, or duration. The following table shows weighted overall durations of each investment account and the associated benchmark as of June 30, 2016.

Figure 6. Duration Risk

<u>Account</u>	<u>Average Duration in Years</u>	<u>Average Duration of Benchmark</u>
Brandywine	7.01	7.98
Guggenheim	4.40	5.47
U.S. Bank - Securities Lending Cash Collateral	0.04	None

E. Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the holder of the investments. The Fund's credit risk exposure is statutorily restricted, under Minn. Stat. § 356A.06, subd. 7, to specific credit rating requirements and concentration limits.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

E. Credit Risk (Continued)

The following table provides the range of security types and credit ratings (where applicable) for the Association's fixed income holdings.

Figure 7. Credit Risk

<u>Debt Investment Managers</u>	<u>Market Value</u>	<u>Quality Ratings Standard and Poor's/Moody's</u>	<u>Percent (%) of Total Investments</u>
Brandywine	\$ 35,206,067	Unrated	3.68%
Guggenheim	103,645,373	Unrated	10.63
Total	<u>\$ 138,851,440</u>		

F. Derivative Investments

As of June 30, 2016, the Association had futures contracts through its cash overlay program with Parametric Clifton.

As provided by Minn. Stat. § 356A.06, any agreement for put and call options and futures contracts may be entered into only with a fully offsetting amount of cash or securities. Upon entering into a futures contract, each party is required to deposit with the broker an amount, referred to as the initial margin, equal to a percentage of the purchase price indicated by the futures contract. In lieu of a cash initial margin, certain investments are held for the broker as collateral.

Subsequent deposits, referred to as variation margins, are received or paid each day by each party equal to the daily fluctuations in the fair value of the contract. These amounts are recorded by each party as unrealized gains or losses. When a contract is closed, each party records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

Futures contracts involve, to varying degrees, credit and market risks. The Association may enter into contracts only on exchanges or boards of trade where the exchange or board of trade acts as the counterparty to the transactions. Thus, credit risk on such transactions is limited to the failure of the exchange or board of trade. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

F. Derivative Investments (Continued)

The futures contracts held by the Association on June 30, 2016, had maturity dates from September 21 to September 30, 2016. As of June 30, 2016, the Fund's cash overlay account associated with the futures contracts had \$1,886,948 of money market funds. The futures contracts' change in fair value during the reporting period was \$8,516, which is not reported as an asset or liability because, upon maturity of the contract, an exchange does not take place, but instead the gain or loss is settled in cash.

The following are risks associated generally with futures contracts, which are mitigated by the practice of the money manager settling the futures contracts each business day:

Credit Risk - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts.

Interest Rate Risk - Interest rate risk for investments consists of assessing the potential for adverse effects on the fair value of debt securities held as a result of interest rate changes.

Foreign Currency Risk - Foreign currency risk is the risk that changes in exchange rates of foreign currencies relative to the U.S. dollar adversely affect the fair value of an investment or a deposit.

Market Risk - Market risk is the possibility that a change in market prices or currency rates will cause the value of a financial instrument to decrease or become more costly to settle.

G. Repurchase Agreements

The Association may invest in repurchase agreements and reverse repurchase agreements under Minn. Stat. § 356A.06, subd. 7.

A repurchase agreement is a sale of securities together with an agreement for the seller to buy back the securities at a later date. The repurchase price should be greater than the original sale price, the difference effectively representing interest, often referred to

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

G. Repurchase Agreements (Continued)

as the repo rate. The party that initially purchases the securities is considered the lender. The original seller is acting as the borrower, using their security as collateral for a secured loan at a fixed rate of interest.

As of June 30, 2016, the Association reported \$4,429,125 in repurchase agreements on its financial statements. Due to the fact that this type of an agreement is essentially a short-term loan, the transaction is viewed as both an asset and a liability.

H. Concentration Risk

Concentration risk relates to the adequacy of policy and practice in limiting the risk of loss due to insufficient diversification of holdings measured from several different aspects, such as asset class, region, sector, industry, or company size.

As specified in Minn. Stat. § 356A.06, subd. 7, equity investment holdings may not exceed 5.0 percent of any one corporation's outstanding shares. As of June 30, 2016, the Fund's largest ownership of any one corporation's outstanding shares was 0.15 percent.

Association policy also limits exposure to any one company's securities at 1.5 percent of the total fund. As of June 30, 2016, the largest aggregate total holding is well under this requirement at 0.36 percent.

Association policy further provides that no more than 15.00 percent of the Fund's assets may be invested in any one industry sector and that the maximum allocation to any single active investment manager is limited to no more than 15.00 percent of the total fund. As of June 30, 2016, the Fund met these requirements at 3.36 percent and 10.92 percent, respectively.

I. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates of foreign currencies relative to the U.S. dollar may adversely affect the fair value of an investment or a deposit.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

3. Deposits and Investments

I. Foreign Currency Risk (Continued)

The Fund has exposure to certain foreign currency risks through its external investment managers who invest in global equity and fixed income markets. This exposure is detailed in the following chart:

Figure 8. Foreign Currency Risk

Assets Held in Non-U.S. Securities by Currency as of June 30, 2016		
Country	Currency	Value
Australia	Australian Dollar	\$ 3,553,045
Brazil	Brazilian Real	745,711
Canada	Canadian Dollar	5,291,466
Chile	Chilean Peso	87,245
Colombia	Colombian Peso	66,360
Czech Republic	Czech Koruna	71,653
Denmark	Danish Krone	1,388,349
Egypt	Egyptian Pound	33,798
European Union	Euro	32,072,027
Hong Kong	Hong Kong Dollar	5,044,875
Hungary	Hungarian Forint	7,229
India	Indian Rupee	1,550,113
Indonesia	Indonesian Rupiah	502,389
Israel	New Israeli Shekel	163,863
Japan	Japanese Yen	19,448,063
Malaysia	Malaysian Ringgit	162,449
Mexico	Mexican Peso	384,620
New Zealand	New Zealand Dollar	180,662
Norway	Norwegian Krone	396,293
Philippines	Philippine Peso	347,469
Poland	Polish Zloty	195,521
Qatar	Qatari Riyal	21,276
Singapore	Singapore Dollar	644,835
South Africa	South African Rand	1,281,965
South Korea	South Korean Won	2,311,963
Sweden	Swedish Krona	1,878,690
Switzerland	Swiss Franc	8,231,933
Taiwan	New Taiwan Dollar	1,411,075
Thailand	Thailand Baht	260,910
Turkey	Turkish Lira	228,118
United Arab Emirates	UAE Dirham	44,855
United Kingdom	British Pound	31,024,770
Totals		<u>\$ 119,033,590</u>

Total amount will not reconcile with the combined total for the investment manager reports. U.S. dollars of \$52,761,809 are included in those reports, however, they are not included in this table because they are not relevant for foreign currency disclosure purposes.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

4. Contribution Requirements

Funding and contribution provisions are established by state law and may be amended only by the State of Minnesota Legislature. Provisions regarding funding status and contribution rates are set forth in Minn. Stat. §§ 356.215 and 354A.12, respectively.

A. Funding

SPTRFA's full funding date is June 30, 2042, established under Minn. Stat. § 356.215.

As part of the Fund's annual actuarial valuation, the actuary determines the sufficiency or deficiency of the statutory contribution rates toward meeting the required full funding deadline - this is done on both an actuarial basis and a market value basis. The actuary compares the actual contribution rate to a "required" contribution rate. The required contribution rate consists of: (a) normal costs based on entry age normal cost methods, (b) a supplemental contribution for amortizing any unfunded actuarial accrued liability by the required date for full funding, and (c) an allowance for administrative expenses. At June 30, 2016, the difference between the statutory and actuarially required contributions is a deficiency of 0.92 percent of payroll, measured on the actuarial value of assets, and a deficiency of 2.01 percent on a market value of assets. This deficiency falls to 0.67 percent of pay measured on the actuarial value of assets and 1.76 percent of pay measured on the market value of assets, once scheduled contribution increases are phased-in.

B. Contribution Rates

Required contribution rates for employer and employee contributions to SPTRFA are established by Minn. Stat. § 354A.12. Contribution rates applicable for the year ending June 30, 2016, are provided in Figure 9 (expressed as a percentage of covered payroll).

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

4. Contribution Requirements

B. Contribution Rates (Continued)

Figure 9. Contributions Rates (for the fiscal year ended June 30, 2016)

	Percentage of Covered Payroll	
	Basic Plan	Coordinated Plan
Employee contribution - Minn. Stat. § 354A.12, subd. 1	9.50%	7.00%
Employer contribution - Minn. Stat. § 354A.12, subd. 2a - Base	9.50	6.00
Employer contribution - Minn. Stat. § 354A.12, subd. 2a - Additional	3.64	3.84

Note: Employer base and additional contributions, previously reported together, are now separated to provide additional detail.

These rates have been legislatively modified, with changes to be phased in over a multi-year period. See Figure 10 below for applicable rate changes.

Figure 10. Statutory Schedule of Changes to Contribution Rates

After June 30	Basic Plan			Coordinated Plan		
	Employee	Employer Base	Employer Additional	Employee	Employer Base	Employer Additional
2016	10.00%	9.75%	3.64%	7.50%	6.25%	3.84%
2017	10.00	10.00	3.64	7.50	6.50	3.84

Additionally, pursuant to Minn. Stat. § 423A.02, SPPS contributed \$800,000 to the Fund in fiscal year 2016. The State of Minnesota also contributed \$10,664,607 to the Fund in fiscal year 2016, pursuant to Minn. Stat. §§ 354A.12 and 423A.02. These contributions are scheduled to terminate at the Fund's full funding target date (currently June 30, 2042) or when full funding is achieved, whichever occurs first.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

5. Net Pension Liability

The Association's actuary performs another actuarial valuation to comply with the requirements of GASB Statement 67. The components of the net pension liability for the Fund's participating employers and the State of Minnesota (a non-employer contributing entity) as of June 30, 2016, are shown in Figure 11 below, as calculated by the Association's actuary, Gabriel, Roeder, Smith & Company.

Figure 11. Net Pension Liability

Net Pension Liability (Dollars in Thousands)			
(a) Total Pension Liability	(b) Plan Fiduciary Net Position	(a - b) Net Pension Liability	(b/a) Plan Fiduciary Net Position as a Percentage of the Total Pension Liability
\$ 1,592,570	\$ 959,666	\$ 632,904	60.26%

A. Actuarial Valuation

The actuarial valuation of the Fund involves estimates of the reported amounts and assumptions about the probability of the occurrence of events far into the future, including anticipated member mortality and salary increases. These assumptions are derived from the Fund's periodic experience study, performed by the Association's actuary. The Fund's most recent experience study covered the period July 1, 2006, to June 30, 2011.

A summary of the actuarial assumptions used to calculate the net pension liability is shown below in Figure 12.

Figure 12. Key Methods and Assumptions Used in Valuation of Total Pension Liability

Valuation date	June 30, 2016
Actuarial cost method	Entry Age Normal
Actuarial assumptions	
Investment Rate of Return	8.00 percent per annum
Salary Increases	4.00 percent to 8.90 percent; age and service based
Wage Inflation Rate	4.00 percent per annum
Cost-of-Living Increases	1.00 percent per annum through 2054; 2.00 percent per annum through 2065; 2.50 percent thereafter
Healthy Mortality	RP-2000 Combined Mortality Table, projected with scale AA to 2020, set back one year for males and set back three years for females
Disabled Mortality	RP-2000 Disabled Life Mortality Table for males and females

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

5. Net Pension Liability (Continued)

B. Long-Term Expected Rate of Return

The long-term expected rate of return on pension plan investments used in the determination of the total pension liability is 8.0 percent.

This rate was determined using a building-block method in which best-estimate ranges of expected future real rates of return are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return were adopted by the Board of Trustees after considering input from the Fund's investment consultant and actuary. Best estimates for each major asset class included in the target asset allocation as of June 30, 2016, are summarized in the following table:

Figure 13. Long-Term Expected Real Rate of Return

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return (Arithmetic)
Domestic Equity	35%	6.55%
International Equity	20	6.98
Fixed Income	20	3.45
Real Assets	11	3.90
Private Equity & Alternatives	9	7.47
Opportunistic	5	6.08
Total	<u>100%</u>	

For purposes of these calculations, the Association's assumed inflation rate is 2.75 percent.

C. Discount Rate

The discount rate used to measure the total pension liability was 8.00 percent. The projection of cash flows used to determine this single discount rate assumed that plan members, employer, and State of Minnesota contributions will be made in accordance with rates set by Minnesota Statutes. Based on these assumptions, SPTRFA's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

5. Net Pension Liability

C. Discount Rate (Continued)

As a result, the long-term expected rate of return on pension plan investments of 8.00 percent was applied to all periods of projected benefit payments to determine the total pension liability.

D. Sensitivity Analysis

GASB Statement 67 requires the disclosure of the sensitivity of the net pension liability to changes in the current discount rate. Figure 14 presents the Fund's net pension liability, calculated using the discount rate of 8.00 percent, as well as what the net pension liability would be if it were calculated using a discount rate that is 1.00 percent lower or 1.00 percent higher.

Figure 14. Net Pension Liability at Different Discount Rates

Sensitivity of Net Pension Liability to the Single Discount Rate Assumptions (Dollars in Thousands)		
1.00% Decrease 7.00%	Current Single Discount Rate Assumption 8.00%	1.00% Increase 9.00%
\$ 804,157	\$ 632,904	\$ 489,468

6. Risk Management

The Association is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors or omissions; injuries to employee; and natural disasters. To cover its liabilities, the Association purchases commercial insurance. There were no significant reductions in insurance coverage from the prior year. There were no claims filed on behalf of the Fund this year.

REQUIRED SUPPLEMENTARY INFORMATION

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

EXHIBIT A-1

**SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
(DOLLARS IN THOUSANDS)**

Fiscal Year Ending June 30	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total Pension Liability			
Service cost	\$ 25,596	\$ 24,998	\$ 22,954
Interest on the total pension liability	124,294	123,108	118,503
Benefit changes	-	(5,677)	-
Difference between expected and actual experience	(42,295)	(17,133)	(16,257)
Assumption changes	-	-	39,642
Benefit payments	(111,167)	(108,878)	(105,742)
Refunds	(628)	(875)	(1,103)
	<u> </u>	<u> </u>	<u> </u>
Net change in total pension liability	\$ (4,200)	\$ 15,543	\$ 57,997
Total Pension Liability - Beginning	<u>1,596,770</u>	<u>1,581,227</u>	<u>1,523,230</u>
Total Pension Liability - Ending (a)	<u>\$ 1,592,570</u>	<u>\$ 1,596,770</u>	<u>\$ 1,581,227</u>
Plan Fiduciary Net Position			
Employer contributions	\$ 26,563	\$ 26,046	\$ 24,532
Employee contributions	18,538	17,567	16,564
Non-employer contributions	10,665	10,665	10,665
Pension plan net investment income	1,475	25,757	168,176
Benefit payments	(111,167)	(108,878)	(105,742)
Refunds	(628)	(875)	(1,103)
Pension plan administrative expense	(749)	(748)	(739)
	<u> </u>	<u> </u>	<u> </u>
Net change in plan fiduciary net position	\$ (55,303)	\$ (30,466)	\$ 112,353
Plan Fiduciary Net Position - Beginning	<u>1,014,969</u>	<u>1,045,435</u>	<u>933,082</u>
Plan Fiduciary Net Position - Ending (b)	<u>\$ 959,666</u>	<u>\$ 1,014,969</u>	<u>\$ 1,045,435</u>

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

***EXHIBIT A-1
(Continued)***

**SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
(DOLLARS IN THOUSANDS)**

Fiscal Year Ending June 30	2016	2015	2014
Net Pension Liability - Ending (a)-(b)	\$ 632,904	\$ 581,801	\$ 535,792
Plan Fiduciary Net Position as a Percentage of Total Pension Liability	60.26%	63.56%	66.12%
Covered Employee Payroll	\$ 258,787	\$ 263,844	\$ 259,740
Net Position Liability as a Percentage of Covered Employee Payroll	244.57%	220.51%	206.28%

**As of July 1, 2013, the COLA is assumed to increase from 1 percent to 2 percent on January 1, 2056.
As of July 1, 2014, the COLA is assumed to increase from 1 percent to 2 percent on January 1, 2032;
and from 2 percent to 3 percent on January 1, 2044.
As of July 1, 2015, the COLA is assumed to increase from 1 percent to 2 percent on January 1, 2041;
and from 2 percent to 2.5 percent on January 1, 2051.
As of July 1, 2016, the COLA is assumed to increase from 1 percent to 2 percent on January 1, 2055;
and from 2 percent to 2.5 percent on January 1, 2066.*

Note: Schedule is intended to show 10-year trend. Additional years will be reported as they become available.

(Unaudited)

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

**SCHEDULE OF EMPLOYER AND NON-EMPLOYER CONTRIBUTIONS
(DOLLARS IN THOUSANDS)**

<u>Fiscal Year Ending June 30</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Actuarially determined contribution	\$ 39,155	\$ 40,320	\$ 40,916	\$ 41,424
Actual non-employer contributions	\$ 10,665	\$ 10,665	\$ 10,665	\$ 3,665
Actual employer contributions	26,563	26,046	24,532	22,780
Total contributions	\$ 37,228	\$ 36,711	\$ 35,197	\$ 26,445
Annual Contribution Deficiency (Excess)	\$ 1,927	\$ 3,609	\$ 5,719	\$ 14,979
Covered-employee payroll	\$ 258,787	\$ 263,844	\$ 259,740	\$ 247,432
Contributions as a percent of covered-employee payroll	14.39%	13.91%	13.55%	10.69%

(Unaudited)

EXHIBIT A-2

<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
<u>\$ 29,797</u>	<u>\$ 33,819</u>	<u>\$ 30,328</u>	<u>\$ 29,007</u>	<u>\$ 41,580</u>	<u>\$ 42,823</u>
\$ 3,658	\$ 4,077	\$ 4,108	\$ 3,343	\$ 3,509	\$ 3,651
<u>21,452</u>	<u>21,013</u>	<u>21,018</u>	<u>21,501</u>	<u>20,775</u>	<u>20,466</u>
<u>\$ 25,110</u>	<u>\$ 25,090</u>	<u>\$ 25,126</u>	<u>\$ 24,844</u>	<u>\$ 24,284</u>	<u>\$ 24,117</u>
<u><u>\$ 4,687</u></u>	<u><u>\$ 8,729</u></u>	<u><u>\$ 5,202</u></u>	<u><u>\$ 4,163</u></u>	<u><u>\$ 17,296</u></u>	<u><u>\$ 18,706</u></u>
\$ 239,053	\$ 239,738	\$ 239,996	\$ 243,166	\$ 235,993	\$ 229,172
10.50%	10.47%	10.47%	10.22%	10.29%	10.52%

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

EXHIBIT A-3

SCHEDULE OF INVESTMENT RETURNS

<u>Fiscal Year Ending June 30</u>	<u>Annual Return</u>
2016	0.34%
2015	2.65%
2014	18.50%

Annual money-weighted rate of return net of investment expense.

This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, St. Paul Teachers' Retirement Fund Association will present information for those years for which information is available.

(Unaudited)

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

NOTES TO THE REQUIRED SUPPLEMENTARY INFORMATION
AS OF AND FOR THE YEAR ENDED JUNE 30, 2016
(Unaudited)

Actuarial Methods and Assumptions

The information presented in the required supplementary schedules was used in the actuarial valuation for purposes of determining the actuarially determined contribution rate. The assumptions and methods used for this actuarial valuation were recommended by the actuary and adopted by the Board. Additional information as of the latest actuarial valuation follows.

Valuation Date: June 30, 2016
Notes Actuarially determined contribution rates are calculated as of each July 1.

Methods and Assumptions used to Determine Contribution Rates:

Actuarial Cost Method	Entry Age Normal
Amortization Method	Level Percentage of Payroll, Closed
Remaining Amortization Period	26 years
Asset Valuation Method	5-year smoothed market; no corridor
Assumed Inflation	3.00 percent
Salary Increases	4.00 percent to 8.90 percent; age and service based
Investment Rate of Return	8.00 percent
Retirement Age	Experienced-based table of rates that are specific to the type of eligibility condition.
Mortality	RP-2000 Combined Mortality Table, projected with Scale AA to 2020, set back one year for males and set back three years for females.

Other Information:
Notes The plan is assumed to pay a 2.00 percent post-retirement benefit increase beginning January 1, 2055, and a 2.50 percent post-retirement benefit increase beginning January 1, 2066.

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

Changes in Actuarial Assumptions and Plan Provisions

The following changes were reflected in the valuation performed for fiscal year:

2016

- No significant changes.

2015

- The assumed investment return rate was changed to 8.00 percent from the previously required “select and ultimate” approach (8.00 percent through 2017 and 8.50 percent thereafter).
- The interest rate accruing for service purchases (refund repayments or leave of absence service purchase) decreased to 8.00 percent for the portion of any service purchases which cover repayment of refunded service originally earned, or leaves of absence taken, on or after July 1, 2015. The 8.50 percent rate continues to apply to interest accrual periods through June 30, 2015, with the 8.00 percent rate applying only to interest accrual periods occurring on or after July 1, 2015.
- Once the Fund has attained a 90 percent funding level for two consecutive years, the post-retirement benefit increase (COLA) will be 2.50 percent, rather than the previous increase provision of CPI-based up to 5.00 percent.
- Statutory contribution rates for members and their employers are shown as a percent of pay below:

<u>Contributions After June 30</u>	Plan Contribution Rates: Basic/Coordinated		
	<u>Member</u>	<u>Employer Regular</u>	<u>Employer Additional</u>
2014	9.00%/6.50%	9.00%/5.50%	3.64%/3.84%
2015	9.50%/7.00%	9.50%/6.00%	3.64%/3.84%
2016	10.00%/7.50%	9.75%/6.25%	3.64%/3.84%
2017	10.00%/7.50%	10.00%/6.50%	3.64%/3.84%

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

Changes in Actuarial Assumptions and Plan Provisions (Continued)

2014

- The post-retirement benefit increase (COLA) provision was modified to allow the Fund to change future rates for COLA increases, once the Fund's Accrued Liability Funding Ratio reached 80 percent or 90 percent for two consecutive years, rather than the previous one year. The actual COLA rates remain as modified in 2011.
- The State of Minnesota supplemental contribution of \$7,000,000 (which was initially passed for two years only) was extended as an open and standing appropriation. This aid will terminate upon the plan's full funding target date of the actual full funding, or June 30, 2042, whichever occurs first.

2013

- Projected salary increases rates ranging from 5.00 percent to 9.90 percent were reduced to 4.00 percent to 8.90 percent as included in the 2013 Omnibus Retirement Bill.
- Statutory employee contributions will be increased by one-half percent increments in both 2015 and 2016, while the employer contributions will increase by one half percent in 2015 and one quarter percent in both 2016 and 2017. All of these contribution changes take effect July 1st of each year.
- The State of Minnesota is scheduled to make annual supplemental contributions of \$7,000,000 on October 1, 2013 and 2014.
- Actuarial early retirement factors were changed to a table of stated reductions, with lower reductions for members who retire after 62 with at least 30 years of service.
- For Coordinated Plan members, the formula multiplier was changed from 1.7 percent to 1.9 percent for service after June 30, 2015. For the Tier I formula, the 1.2 percent formula multiplier applicable to the first ten years of service was changed to 1.4 percent for service after June 30, 2015.
- Annuitants re-employed by St. Paul Public Schools (SPPS). These provisions effect St. Paul Teachers' Retirement Fund Association (SPTRFA) retirees who return to work for SPPS and exceed the \$46,000 re-employed earnings threshold. For each \$3 earned over the \$46,000 calendar year limit, the member's pension is reduced by \$1. This provision applies until the re-employed annuitant reaches Social Security normal retirement age. As of July 1, 2013,

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

Changes in Actuarial Assumptions and Plan Provisions (Continued)

2013 (Continued)

any withheld benefits accrue no interest, and the amounts withheld are forfeited to the Fund. Balances existing as of June 30, 2013, will not be forfeited, but will accrue no further interest. Also, the required period of separation from SPPS increased to 90 days from 30 days, with a re-employed annuitant penalty for violation of the return to work law. Employer contributions are now required to be made for any SPTRFA annuitant who is re-employed with SPPS. The post-retirement re-employment includes direct or contracted services. No employee contributions are required of the re-employed annuitants.

2012

- The legislated assumed investment return rate of 8.50 percent (pre-retirement and post-retirement) changed to select and ultimate rates of 8.00 percent for the period July 1, 2012, through June 30, 2017, and 8.50 percent thereafter.
- The underlying inflation rate assumption is 3.00 percent. Previously, the rate was unstated.
- The payroll growth and wage inflation rate was reduced from 5.00 percent to 4.00 percent.
- Mortality assumptions were updated:

Previously, pre-retirement mortality assumptions were based on the 1983 Group Annuity Mortality Table with rates set back seven years for males and five years for females; post-retirement mortality assumptions were based on the 1983 Group Mortality Table with rates set back four years for males and one year for females. Post-disability mortality assumptions were based on the 1977 Railroad Retirement Board Mortality Table for Disabled Lives.

Currently, pre-retirement and post-retirement mortality assumptions for non-disabled participants are based on the RP-2000 Combined Mortality Table projected with Scale AA to 2020 with rates set back one year for males and three years for females. Disabled mortality assumptions are based on the RP-2000 Disabled Life Mortality Table for males and females.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

Changes in Actuarial Assumptions and Plan Provisions (Continued)

2011

- Effective July 1, 2011, for the next COLA payable January 1, 2012, the 2011 Omnibus Pension Bill modified statutes to provide a transitional change to the COLA. If the Accrued Liability Funding Ratio, based on the Actuarial Value of Assets, as determined by the most recent actuarial valuation is:
 - less than 80 percent, the COLA: 1.0 percent;
 - at least 80 percent, but less than 90 percent: 2.0 percent;
 - if at least 90 percent, then the subdivisions for the 1.0 percent and 2.0 percent provisions above will expire, and COLAs will be paid as follows:

Increases will be equal to the Consumer Price Index - Urban Wage Earners and Clerical Workers All Items Index as reported by the Bureau of Labor Statistics within the United States Department of Labor each year as part of the determination of the annual COLA paid to recipients of federal old age, survivors, and disability insurance. The increase amount may not be a negative number and may not exceed 5.00 percent.

- When a refund is taken in lieu of a lifetime benefit, the interest credited to member contribution accounts was reduced from 6.00 percent to 4.00 percent.
- Augmentation of deferred retirement benefits was changed prospectively, starting July 1, 2012, to a rate of 2.00 percent.

2010

- A one-year COLA suspension, for January 1, 2011, was passed in the 2010 Legislative Session.
- Statutory employer and employee contributions will increase by one-quarter of one percent increments over four years, with the first increase scheduled on July 1, 2011.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

Changes in Actuarial Assumptions and Plan Provisions (Continued)

2009

- Under a two-year pilot program, commencing with increases for calendar 2010, the SPTRFA will pay a retirement benefit cost-of-living adjustment (COLA) similar to that of the U.S. Social Security Administration up to a maximum of 5.00 percent. The full COLA amount will be equal to current year average third quarter CPI-w over the same figure for the prior year. Members with less than one full year in pay status will receive a pro-rated COLA based on full calendar quarters.

2008

- The amortization period for the unfunded actuarial accrued liability was revised in the 2008 Legislative Session. Previously, the unfunded actuarial accrued liability was required to be amortized by a fixed amortization target date (June 30, 2021). The amortization of the unfunded actuarial accrued liability is now a fixed amortization target period of 25 years.

2007

- Post-retirement benefits were changed in the 2007 Legislative Session. The old increase formula provided a guaranteed 2.00 percent increase each year for any member in pay status for one full year as of June 30 in the calendar year prior to the next January 1 increase. In addition, if the fund net investment return on a five-year annualized basis exceeded 8.50 percent, the difference was added to the 2.00 percent guaranteed increase.
- Under a two-year pilot program, commencing with increases for calendar 2008, the SPTRFA will instead pay a retirement benefit cost-of-living adjustment (COLA) similar to that of the U.S. Social Security Administration up to an initial maximum of 2.50 percent. The maximum increases to 5.00 percent if the investment returns of the fund exceed 8.50 percent on both a one- and five-year basis. The full COLA amount will be equal to current year average third quarter CPI-w over the same figure for the prior year. Members with less than one full year in pay status will receive a pro-rated COLA based on full calendar quarters.
- The administrative expense assessment, required under Minn. Stat. § 354A.12, subd. 3(d), was repealed.

**Other Pension
Information Section**

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INDEPENDENT AUDITOR'S REPORT

Board of Trustees
St. Paul Teachers' Retirement Fund Association
St. Paul, Minnesota

Report on the Schedules

We have audited the accompanying schedule of employer and non-employer allocations of the St. Paul Teachers' Retirement Fund Association as of and for the year ended June 30, 2016, and the related notes. We have also audited the total for all entities of the columns titled net pension liability, total deferred outflows of resources, total deferred inflows of resources, and total pension expense (specified column totals) included in the accompanying schedule of pension amounts by entity of the St. Paul Teachers' Retirement Fund Association as of and for the year ended June 30, 2016, and the related notes.

Management's Responsibility for the Schedules

Management is responsible for the preparation and fair presentation of these schedules 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 the schedules that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on the schedule of employer and non-employer allocations and the specified column totals included in the schedule of pension amounts by entity based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the schedule of employer and non-employer allocations and specified column totals included in the schedule of pension amounts by entity are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the schedule of employer and non-employer allocations and the specified column totals included in the schedule of pension amounts by entity. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the schedule of employer and non-employer allocations and the specified column totals included in the schedule of pension amounts by entity, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Association's preparation and fair presentation of the schedule of employer and non-employer allocations and the specified column totals included in the schedule of pension amounts by entity 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 Association'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 schedule of employer and non-employer allocations and the specified column totals included in the schedule of pension amounts by entity.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the schedules referred to above present fairly, in all material respects, the employer and non-employer allocations and the net pension liability, total deferred outflows of resources, total deferred inflows of resources, and total pension expense for the total of all participating entities of the St. Paul Teachers' Retirement Fund Association as of and for the year ended June 30, 2016, in accordance with accounting principles generally accepted in the United States of America.

Other Matter

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of the St. Paul Teachers' Retirement Fund Association as of and for the year ended June 30, 2016, and our report thereon dated March 6, 2017, expressed an unmodified opinion on those financial statements.

Restriction on Use

This report is intended solely for the information and use of management, the Board of Trustees, St. Paul Teachers' Retirement Fund Association employers and non-employer entities, and their auditors, and is not intended to be, and should not be, used by anyone other than those specified parties.

/s/Rebecca Otto

REBECCA OTTO
STATE AUDITOR

/s/Greg Hierlinger

GREG HIERLINGER, CPA
DEPUTY STATE AUDITOR

March 6, 2017

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

EXHIBIT B-1

**SCHEDULE OF EMPLOYER AND NON-EMPLOYER ALLOCATIONS
AS OF THE MEASUREMENT DATE OF JUNE 30, 2016**

<u>Entity</u>	<u>2016 Actual Contributions</u>	<u>Allocation Percentage</u>
State of Minnesota	\$ 10,664,607	28.792%
St. Paul College	63,211	0.171%
St. Paul Public Schools	26,312,345	71.037%
Total	\$ 37,040,163	100.000%

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

**SCHEDULE OF PENSION AMOUNTS BY ENTITY
AS OF AND FOR THE YEAR ENDED JUNE 30, 2016**

Entity	Allocation Percentage (%)	Net Pension Liability	Deferred Outflows of Resources			
			Differences Between Expected and Actual Experience	Net Difference Between Projected and Actual Investment Earnings on Pension Plan Investments	Changes of Assumptions	Changes in Proportion and Differences Between Entity Contributions and Proportionate Share of Contributions
State of Minnesota	28.792	\$ 182,225,720	\$ -	\$ 16,421,229	\$ 4,565,835	\$ -
St. Paul College	0.171	1,082,266	-	97,528	27,117	-
St. Paul Public Schools	71.037	449,596,014.00	-	40,515,243	11,265,048	6,355,149
Total	100.000	\$ 632,904,000	\$ -	\$ 57,034,000	\$ 15,858,000	\$ 6,355,149

	Deferred Inflows of Resources				Pension Expense		
	Total Deferred Outflows of Resources	Differences Between Expected and Actual Experience	Changes of Assumptions	Changes in Proportion and Differences Between Entity Contributions and Proportionate Share of Contributions	Total Deferred Inflows of Resources	Proportionate Share of Plan Pension Expense	Net Amortization of Deferred Amounts from Changes in Proportion and Differences Between Entity Contributions and Proportionate Share of Contributions
\$ 20,987,064	\$ 13,965,272	\$ -	\$ 5,828,118	\$ 19,793,390	\$ 14,774,327	\$ (1,942,706)	\$ 12,831,621
124,645	82,942	-	527,031	609,973	87,747	(175,678)	(87,931.00)
58,135,440	34,455,786	-	-	34,455,786	36,451,926	2,118,384	38,570,310
\$ 79,247,149	\$ 48,504,000	\$ -	\$ 6,355,149	\$ 54,859,149	\$ 51,314,000	\$ -	\$ 51,314,000

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ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

NOTES TO THE REQUIRED SCHEDULES
AS OF AND FOR THE YEAR ENDED JUNE 30, 2016

Summary

The St. Paul Teachers' Retirement Fund Association (SPTRFA) is classified as a cost-sharing multi-employer defined benefit pension plan. As specified in Governmental Accounting Standards Board (GASB) Statement 68, employers that participate in SPTRFA are required to recognize their proportionate share of the collective pension amounts for all benefits provided through the Fund. Pension amounts to be recognized by employers include the net pension liability, deferred outflows of resources related to pensions, deferred inflows of resources related to pensions, and pension expense. In addition, the effects of (1) a change in the employer's proportion of the collective net pension liability and (2) differences during the measurement period between the employer's contributions and its proportionate share of the total contributions from employers included in the collective net pension liability are required to be determined and recognized. The State of Minnesota is statutorily required to make contributions to the Fund; therefore, the State is classified as a non-employer contributor who will share in the liabilities and will also be required to recognize its share of the employer costs.

The basis of the allocation of collective pension amounts should be consistent with the manner in which contributions are paid to the plan. Since contributions to SPTRFA are collected as a percentage of payroll, covered employee payroll for the fiscal year ending June 30, 2016, is used as the proportionate share of allocation basis. The required annual contributions made by the State of Minnesota were used to calculate its proportionate share. SPTRFA employees are covered by the plan and make contributions, however, they are excluded from the allocation of pension amounts.

Reconciliation of Financial Statement Employer Contributions to Total Employer Contributions Reported on the Schedule of Employer and Non-Employer Allocations

While GASB 68 allows the employer's proportionate share of the collective pension amounts to be based on historical employer contributions, it encourages the use of the employer's projected long-term contributions effort to the retirement plan. The following is a reconciliation of employer contributions presented in SPTRFA's Statement of Changes in Fiduciary Net Position to the employer contributions presented in the Schedule of Employer and Non-Employer Allocations.

**ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA**

Reconciliation of Financial Statement Employer Contributions to Total Employer Contributions
Reported on the Schedule of Employer and Non-Employer Allocations (Continued)

Employer contributions reported in the Statement of Changes in Changes in Fiduciary Net Position	\$ 26,562,665
Deduct employer contributions not related to future contribution efforts	(133,047)
Deduct SPTRFA's contributions not included in allocation	<u>(54,062)</u>
Total employer contributions	\$ 26,375,556
Total non-employer contributions	<u>10,664,607</u>
Total Contributions Reported in Schedule of Employer and Non-Employer Allocations	<u>\$ 37,040,163</u>

Actuarial Methods and Assumptions

The information presented in the schedule of employer and non-employer allocations and the schedule of pension amounts by entity was based on the actuarial valuation for purposes of determining the net pension liability. The assumptions and methods used for this actuarial valuation were recommended by the actuary and adopted by the Board. Additional information as of the latest actuarial valuation follows.

Valuation Date: June 30, 2016
Measurement Date of the Net Pension Liability: June 30, 2016

Methods and Assumptions Used to Determine Net Pension Liability:

Actuarial Cost Method	Entry Age Normal
Wage Inflation	4.00 percent per annum
Salary Increases	4.00 percent to 8.90 percent; age and service based
Cost of Living Increases	1.00 percent per year through 2054; 2.00 percent through 2065; and 2.50 percent thereafter
Investment Rate of Return	8.00 percent
Healthy Mortality	RP-2000 Combined Mortality Table, projected with scale AA to 2020, set back one year for males and set back three years for females.
Disabled Mortality	RP-2000 Disabled Mortality Table for males and females.

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION
ST. PAUL, MINNESOTA

Actuarial Methods and Assumptions (Continued)

Other Information:

Notes

The assumptions were last updated for the July 1, 2013, valuation as a result of an experience study during the five-year period from July 1, 2006, to June 30, 2011, as well as a legislated change to the investment return assumption effective July 1, 2015.

The recognition period for the measurement of inflows and outflows of resources due to liabilities, based on the average expected remaining service lives of all employees, changed from five years to four years, beginning in 2016.

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REBECCA OTTO
STATE AUDITOR

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INDEPENDENT AUDITOR'S REPORT ON MINNESOTA LEGAL COMPLIANCE

Board of Trustees
St. Paul Teachers' Retirement Fund Association
St. Paul, Minnesota

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of the St. Paul Teachers' Retirement Fund as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Association's basic financial statements and have issued our report thereon dated March 6, 2017.

The *Minnesota Legal Compliance Audit Guide for Relief Associations*, promulgated by the State Auditor pursuant to Minn. Stat. § 6.65, contains two categories of compliance applicable to all public pension plans in the state. We tested deposits and investments and portions of the general relief association section applicable to all public pension plans. Our audit considered both of the listed categories.

In connection with our audit, nothing came to our attention that caused us to believe that the St. Paul Teachers' Retirement Fund Association failed to comply with the applicable provisions of the *Minnesota Legal Compliance Audit Guide for Relief Associations*. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Association's noncompliance with the above referenced provisions.

This report is intended solely for the information and use of those charged with governance and management of the St. Paul Teachers' Retirement Fund Association and the State Auditor and is not intended to be, and should not be, used by anyone other than those specified parties.

/s/Rebecca Otto

REBECCA OTTO
STATE AUDITOR

/s/Greg Hierlinger

GREG HIERLINGER, CPA
DEPUTY STATE AUDITOR

March 6, 2017