

OFFICIAL STATEMENT

TWO (2) NEW ISSUES BOOK-ENTRY ONLY

See “RATINGS” herein

In the opinion of Jones Walker LLP, Jackson, Mississippi (“Bond Counsel”), under existing laws, regulations, rulings and judicial decisions, interest on the Series 2017D Bonds (as defined herein) is excludable from gross income for federal tax purposes pursuant to Section 103 of the Code (as defined herein). However, see “TAX MATTERS” for a description of the alternative minimum tax on corporations and certain other federal tax consequences of ownership of the Series 2017D Bonds. Interest on the Series 2017E Bonds (as defined herein) should be treated as includable in gross income of the holders thereof for federal income tax purposes. Bond Counsel is further of the opinion that under existing laws, regulations, rulings and judicial decisions, interest on the Series 2017 Bonds (as defined herein) is exempt from income taxation in the State (as defined herein). See “TAX MATTERS” herein and APPENDIX E - FORMS OF OPINIONS OF BOND COUNSEL attached hereto.

\$53,030,000

**STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D (Tax-Exempt)**

\$44,765,000

**STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION
BONDS, SERIES 2017E**

Dated: Date of Delivery

Due: December 1, as shown on the inside front cover

Interest on the \$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (Tax-Exempt) (the “Series 2017D Bonds”) will be payable on June 1 and December 1 of each year, commencing December 1, 2018. Interest on the \$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E (the “Series 2017E Bonds” and together with the Series 2017D Bonds, the “Series 2017 Bonds”) will be payable on June 1 and December 1 of each year, commencing December 1, 2018. The State Bond Commission of the State of Mississippi (the “State”) has designated the Office of the State Treasurer to serve as paying agent, transfer agent and registrar of the Series 2017 Bonds (in such capacity, the “Paying and Transfer Agent”). The Series 2017 Bonds will be issued as fully registered bonds in the denomination of \$5,000, or any integral multiple thereof, and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, which will act as securities depository for the Series 2017 Bonds. See “DESCRIPTION OF THE SERIES 2017 BONDS - Book-Entry-Only System” and APPENDIX F.

The Series 2017 Bonds are general obligations of the State and are secured by a pledge of the full faith and credit of the State. If the funds appropriated by the Legislature of the State shall be insufficient to pay the principal of and interest on the Series 2017 Bonds as they become due, the deficiency shall be paid by the State Treasurer from funds in the State Treasury not otherwise appropriated.

The Series 2017 Bonds will be subject to optional redemption prior to their respective maturities. See “DESCRIPTION OF THE SERIES 2017 BONDS – “Redemption Provisions of the Series 2017D Bonds” and “Redemption Provisions of the Series 2017E Bonds.”

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. PROSPECTIVE INVESTORS MUST READ THIS ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

The Series 2017 Bonds are offered subject to the final approving opinion of Jones Walker LLP, Jackson, Mississippi, Bond Counsel. Certain legal matters with respect to the State will be passed upon by the State Attorney General, Jim Hood, Esq. Hilltop Securities, Inc., Dallas, Texas, is serving as Financial Advisor to the State in connection with the sale and issuance of the Series 2017 Bonds. It is expected that delivery of the Series 2017 Bonds in definitive form will be made on or about December 21, 2017.

Dated: December 6, 2017

\$53,030,000
STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D
(Tax-Exempt)

MATURITY SCHEDULE

Maturity (December 1)	Principal Amount	Interest Rate	Yield	CUSIP¹
2029	5,070,000	4.00%	2.31%*	605581-KA4
2030	5,275,000	4.00%	2.36%*	605581-KB2
2031	5,495,000	4.00%	2.45%*	605581-KC0
2032	5,715,000	4.00%	2.51%*	605581-KD8
2033	5,920,000	4.00%	2.57%*	605581-KE6
2034	6,100,000	3.00%	2.90%*	605581-KF3
2035	6,285,000	3.00%	3.00%	605581-KG1
2036	6,480,000	3.00%	3.05%	605581-KH9
2037	6,690,000	3.00%	3.08%	605581-KJ5

*Yield to the par call date of December 1, 2027.

¹ CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by Standard and Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP services.

\$44,765,000
STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS,
SERIES 2017E

MATURITY SCHEDULE

Maturity (December 1)	Principal Amount	Interest Rate	Yield	CUSIP¹
2018	2,110,000	1.70%	1.70%	605581-KK2
2019	3,675,000	1.95%	1.95%	605581-KL0
2020	3,815,000	2.05%	2.05%	605581-KM8
2021	3,955,000	2.20%	2.20%	605581-KN6
2022	4,075,000	2.35%	2.35%	605581-KP1
2023	4,190,000	3.00%	2.55%	605581-KQ9
2024	4,315,000	2.65%	2.65%	605581-KR7
2025	4,445,000	3.25%	2.74%	605581-KS5
2026	4,580,000	2.80%	2.80%	605581-KT3
2027	4,725,000	2.85%	2.85%	605581-KU0
2028	4,880,000	3.00%	3.00%	605581-KV8

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STATE OF MISSISSIPPI

STATE BOND COMMISSION

PHIL BRYANT — *Governor, Ex officio Chairman*
JIM HOOD — *Attorney General, Ex officio Secretary*
LYNN FITCH — *State Treasurer, Ex officio Member*

DEPARTMENT OF FINANCE AND ADMINISTRATION

LAURA JACKSON — *Executive Director*
BRIAN PUGH — *Deputy Executive Director*
STEVEN MCDEVITT — *Director, Bond Advisory Division*

OFFICE OF THE ATTORNEY GENERAL

ROMAINE RICHARDS — *Special Assistant Attorney General*

OFFICE OF THE STATE TREASURER

JESSE GRAHAM — *Deputy Treasurer*

BOND COUNSEL
JONES WALKER LLP
Jackson, Mississippi

FINANCIAL ADVISOR
HILLTOP SECURITIES, INC.
Dallas, Texas

PURCHASER OF THE SERIES 2017D BONDS
UBS FINANCIAL SERVICES INC.

PURCHASER OF THE SERIES 2017E BONDS
MORGAN STANLEY & CO. LLC

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NO DEALER, BROKER, SALES REPRESENTATIVE, OR OTHER PERSON HAS BEEN AUTHORIZED BY THE STATE, THE STATE BOND COMMISSION OF THE STATE, OR THE UNDERWRITERS OR PURCHASERS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED HEREIN IN CONNECTION WITH THE OFFERING OF THE SERIES 2017 BONDS AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY ANY OF THE FOREGOING. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SERIES 2017 BONDS NOR SHALL THERE BE ANY SALE OF THE SERIES 2017 BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER, SOLICITATION, OR SALE. THE INFORMATION SET FORTH HEREIN HAS BEEN OBTAINED FROM THE STATE AND OTHER SOURCES THAT ARE BELIEVED TO BE RELIABLE. THE INFORMATION SET FORTH HEREIN CONCERNING DTC HAS BEEN FURNISHED BY DTC AND NO REPRESENTATION IS MADE BY THE STATE OR THE UNDERWRITERS OR PURCHASERS AS TO THE ACCURACY OR COMPLETENESS THEREOF. THE INFORMATION AND EXPRESSIONS OF OPINION HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE STATE SINCE THE DATE HEREOF.

THIS OFFICIAL STATEMENT CONTAINS FORECASTS, PROJECTIONS, AND ESTIMATES THAT ARE BASED ON EXPECTATIONS AND ASSUMPTIONS WHICH EXISTED AT THE TIME SUCH FORECASTS, PROJECTIONS, AND ESTIMATES WERE PREPARED. IN LIGHT OF THE IMPORTANT FACTORS THAT MAY MATERIALLY AFFECT ECONOMIC CONDITIONS IN THE STATE, THE INCLUSION IN THIS OFFICIAL STATEMENT OF SUCH FORECASTS, PROJECTIONS, AND ESTIMATES SHOULD NOT BE REGARDED AS A REPRESENTATION BY THE STATE THAT SUCH FORECASTS, PROJECTIONS, AND ESTIMATES WILL OCCUR. SUCH FORECASTS, PROJECTIONS, AND ESTIMATES ARE NOT INTENDED AS REPRESENTATIONS OF FACT OR GUARANTEES OF RESULTS.

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IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS OR PURCHASERS MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN MARKET PRICES OF THE SERIES 2017 BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

EACH UNDERWRITER OR PURCHASER HAS REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS A PART OF, ITS RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS OR THE PURCHASERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

UPON ISSUANCE, THE SERIES 2017 BONDS WILL NOT BE REGISTERED BY THE STATE UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAW, AND WILL NOT BE LISTED ON ANY STOCK OR OTHER SECURITIES EXCHANGE. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR OTHER GOVERNMENTAL ENTITY

OR AGENCY WILL HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT OR THE SERIES 2017 BONDS OFFERED FOR SALE BY THIS OFFICIAL STATEMENT.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED A DETERMINATION OF RELEVANCE, MATERIALITY, OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE CAPTIONS AND HEADINGS IN THIS OFFICIAL STATEMENT ARE FOR CONVENIENCE OF REFERENCE ONLY, AND IN NO WAY DEFINE, LIMIT, OR DESCRIBE THE SCOPE OR INTENT, OR AFFECT THE MEANING OR CONSTRUCTION, OF ANY PROVISION OR SECTIONS OF THIS OFFICIAL STATEMENT. THE OFFERING OF THE SERIES 2017 BONDS IS MADE ONLY BY MEANS OF THIS OFFICIAL STATEMENT.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: WWW.MUNIOS.COM. THIS OFFICIAL STATEMENT MAY BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR IS PRINTED IN ITS ENTIRETY FROM SUCH WEBSITE.

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OFFICIAL STATEMENT SUMMARY

THE OFFERING

**\$53,030,000
STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D
(Tax-Exempt)**

The Issuer	State of Mississippi (the "State").
Issue and Date	\$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (Tax-Exempt) (the "Series 2017D Bonds"), dated their date of delivery.
Authority	The Series 2017D Bonds will be issued pursuant to the provisions of the Series 2017D Bonds Act (as defined herein) and the Series 2017D Bonds Resolution (as defined herein).
Purpose	The Series 2017D Bonds are being issued for the purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, all as more particularly described herein, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017D Bonds.
Amounts and Maturities	The Series 2017D Bonds will mature on December 1 in the years and amounts as shown on the inside front cover.
Interest Payment Dates	Interest on the Series 2017D Bonds will be payable on June 1 and December 1 of each year, commencing December 1, 2018.
Redemption Provisions	The Series 2017D Bonds will be subject to optional redemption prior to their respective maturities (see "DESCRIPTION OF THE SERIES 2017 BONDS - Redemption Provisions of the Series 2017D Bonds," herein).
Security for Payment	Pursuant to the Series 2017D Bonds Act, the Series 2017D Bonds shall be general obligations of the State and are secured by a pledge of the full faith and credit of the State (see "DESCRIPTION OF THE SERIES 2017 BONDS - Security," herein).
Tax Matters	In the opinion of Bond Counsel (as defined herein), interest on the Series 2017D Bonds is excludable from gross income for federal and State tax purposes. However, see "TAX MATTERS" for a description of the alternative minimum tax on corporations and certain other federal tax consequences of ownership of the Series 2017D Bonds. See "TAX MATTERS," herein.

The above information is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement, including the Appendices.

OFFICIAL STATEMENT SUMMARY

THE OFFERING

**\$44,765,000
STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS,
SERIES 2017E**

The Issuer	State of Mississippi (the "State").
Issue and Date	\$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E (the "Series 2017E Bonds"), dated their date of delivery.
Authority	The Series 2017E Bonds will be issued pursuant to the provisions of the Series 2017E Bonds Act (as defined herein) and the Series 2017E Bonds Resolution (as defined herein).
Purpose	The Series 2017E Bonds are being issued for the purpose of providing funds to finance various long-term capital improvement projects within the State and various economic development loans, grants, and programs of the State, all as more particularly described herein, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds.
Amounts and Maturities	The Series 2017E Bonds will mature on December 1 in the years and amounts as shown on the inside front cover.
Interest Payment Dates	Interest on the Series 2017E Bonds will be payable on June 1 and December 1 of each year, commencing December 1, 2018.
Redemption Provisions	The Series 2017E Bonds will be subject to optional redemption prior to their respective maturities. See "DESCRIPTION OF THE SERIES 2017 BONDS - Redemption Provisions of the Series 2017E Bonds," herein.
Security for Payment	Pursuant to the Series 2017E Bonds Act, the Series 2017E Bonds shall be general obligations of the State and are secured by a pledge of the full faith and credit of the State (see "DESCRIPTION OF THE SERIES 2017 BONDS - Security," herein).
Tax Matters	INTEREST ON THE SERIES 2017E BONDS SHOULD BE TREATED AS INCLUDABLE IN GROSS INCOME OF THE HOLDERS THEREOF FOR FEDERAL INCOME TAX PURPOSES. In the opinion of Bond Counsel, interest on the Series 2017E Bonds is exempt from all income taxation in the State (see "TAX MATTERS," herein).

The above information is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement, including the Appendices.

OFFICIAL STATEMENT

\$53,030,000
STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D
(Tax-Exempt)

\$44,765,000
STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS,
SERIES 2017E

INTRODUCTION

The purpose of this Official Statement, which includes the cover page, the inside cover and the Appendices herein, is to set forth certain information concerning the State of Mississippi (the "State" or "Mississippi") and the State's \$53,030,000 General Obligation Bonds, Series 2017D (Tax-Exempt) (the "Series 2017D Bonds"), and \$44,765,000 Taxable General Obligation Bonds, Series 2017E (the "Series 2017E Bonds" and together with the Series 2017D Bonds, the "Series 2017 Bonds").

DESCRIPTION OF THE SERIES 2017 BONDS

General

The Series 2017 Bonds will be dated their date of delivery, and will be issued as fully registered bonds in the denominations of \$5,000 or any integral multiples thereof, bearing interest at the rates per annum set forth on the inside front cover, payable June 1 and December 1 of each year, commencing December 1, 2018, and computed on the basis of a 360-day year consisting of twelve, 30-day months. The State Treasurer of the State has been designated by the State Bond Commission of the State (the "Commission") to serve as paying agent, transfer agent and registrar of the Series 2017 Bonds (in such capacity, the "Paying and Transfer Agent"). The Series 2017 Bonds will be general obligations of the State and the full faith and credit of the State shall be pledged as security for the payment of the principal of and the interest on the Series 2017 Bonds.

The Series 2017 Bonds initially will be held in a book-entry-only system administered by The Depository Trust Company, New York, New York ("DTC"). Principal of and interest on the Series 2017 Bonds held in book-entry form shall be payable as described herein under the heading "DESCRIPTION OF THE SERIES 2017 BONDS - Book-Entry-Only System."

The principal of and interest on the Series 2017 Bonds will be payable by the Paying and Transfer Agent to DTC, which will in turn remit such principal and interest to its Direct Participants (as hereinafter defined) and Indirect Participants (as hereinafter defined), which will in turn remit such principal and interest to the Beneficial Owners (as hereinafter defined) of the Series 2017 Bonds. If the date for payment is not a business day, then the payment shall be made on the next succeeding business day with the same force and effect as if made on the payment date. The record date for the payment of interest on the Series 2017 Bonds is the close of business on the date which shall be the 15th day (whether or not a business day) of the calendar month next preceding each interest payment date.

The Series 2017 Bonds will mature December 1 in the years and in the amounts set forth on the inside cover page hereto.

Series 2017D Bonds

The Series 2017D Bonds will be issued pursuant to the provisions of Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; pursuant to the provisions of Section 5 of House Bill 1729 of the 2016 Regular Session of the State Legislature, (the "2016 Mississippi State Fairgrounds Improvement Act"); pursuant to Section 1 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 IHL

Capital Improvements Act"); pursuant to Section 1 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Capital Improvements Act"); pursuant to Section 2 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Additional Capital Improvements Act"); pursuant to Section 14 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Partnership School Construction Act"); pursuant to Section 2 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 Community and Junior Colleges Capital Improvements Act"); pursuant to Section 39-5-145, Mississippi Code of 1972, as amended, including, but not limited to, Sections 24 and 25 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "Mississippi Community Heritage Preservation Grant Act"); pursuant to Section 13 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Mississippi Arts and Entertainment Act"); pursuant to Section 33 of House Bill 787 of the 2014 Regular Session of the State Legislature (the "2014 City of Madison I-55 Connector Construction Act"); pursuant to Section 31 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 City of Terry Historic Preservation Act"); pursuant to Section 47 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Mount Olive Park Improvements Act"); pursuant to Section 74 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Natchez Seminary Repair and Renovation Act") (collectively, the "Series 2017D Bonds Act") and a resolution adopted by the Commission on November 8, 2017 (the "Series 2017D Bonds Resolution") for the purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017D Bonds, all as authorized under the Series 2017D Bonds Act and the Series 2017D Bonds Resolution.

Series 2017E Bonds

The Series 2017E Bonds will be issued pursuant to Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; the Mississippi Major Economic Impact Act; Section 57-1-16, Mississippi Code of 1972, as amended, including, but not limited to, Section 22 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (collectively, the "ACE Act"); Section 57-1-701, Mississippi Code of 1972, as amended, including, but not limited to, Sections 1 and 2 of Senate Bill 3033 of the 2017 Regular Session of the State Legislature (collectively, the "Mississippi Site Development Grant Act"); and, Section 57-61-36, Mississippi Code of 1972, as amended, including, but not limited to, Section 11 of House Bill 787, 2014 Regular Session of the State Legislature (collectively, the "Development Infrastructure Grant Act") (collectively, the "Series 2017E Bonds Act"); and a resolution adopted by the Commission on November 8, 2017 (the "Series 2017E Bonds Resolution" and together with the Series 2017D Bonds Resolution, the "Resolutions"), for the purpose of providing funds to finance various long-term capital improvement projects within the State and various economic development loans, grants, and programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds, all as authorized under the Series 2017E Bonds Act and the Series 2017E Bonds Resolution.

The Series 2017D Bonds Act and the Series 2017E Bonds Act are referred to together as the "Act."

Security

The Series 2017 Bonds will be general obligations of the State, and for the payment thereof, the full faith and credit of the State shall be irrevocably pledged. The Act provides that if the funds appropriated by the Legislature of the State shall be insufficient to pay the principal of and interest on the Series 2017 Bonds as they become due, the deficiency shall be paid by the State Treasurer from funds in the State Treasury not otherwise appropriated.

The qualified electors of the State voted in a general election held on November 7, 1995, to amend the Mississippi Constitution of 1890 (the "Constitution") to add the following new Section 172A (the "Amendment"):

SECTION 172A. Neither the Supreme Court nor any inferior court of this state shall have the power to instruct or order the state or any political subdivision thereof, or an official of the state or any political subdivision, to levy or increase taxes.

The Amendment does not affect the State's underlying obligation to pay the principal of and interest on the Series 2017 Bonds as they mature and become due nor does it affect the State's obligation to levy a tax sufficient to accomplish that purpose. However, even though it appears that the Amendment was not intended to affect bondholders' remedies in the event of a payment default, the Amendment potentially prevents bondholders from obtaining a writ of mandamus to compel the levying of taxes to pay the principal of and interest on the Series

2017 Bonds in a State court. It is not certain whether the Amendment would affect the right of a federal court to direct the levy of a tax to satisfy a contractual obligation. Other effective remedies are available to the bondholders in the event of a payment default with respect to the Series 2017 Bonds.

Redemption Provisions of the Series 2017D Bonds

Optional Redemption. The Series 2017D Bonds maturing after December 1, 2027, will be subject to optional redemption prior to their respective maturities on or after December 1, 2027, either in whole or in part on any date (as selected by the State among maturities and by lot within each maturity), at the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption and without premium.

Redemption Provisions of the Series 2017E Bonds

Optional Redemption. The Series 2017E Bonds maturing after December 1, 2027, will be subject to optional redemption prior to their respective maturities on or after December 1, 2027, either in whole or in part on any date (as selected by the State among maturities and by lot within each maturity), at the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption and without premium.

Selection of Series 2017 Bonds to be Redeemed

Held in Book-Entry Only System. If less than all of the Series 2017 Bonds shall be called for redemption, the State shall notify DTC that the redemption shall be by lot in whole multiples of \$5,000. While DTC is the registered owner of the Series 2017 Bonds, partial redemptions (including any sinking fund payments) of the Series 2017 Bonds of a particular maturity will be determined in accordance with DTC's procedures as in effect at the time of any such partial redemption.

Not Held in Book-Entry Only System. If less than all of the Series 2017 Bonds subject to redemption are called for redemption, the Paying and Transfer Agent shall select the Series 2017 Bonds to be redeemed from the outstanding Series 2017 Bonds subject to redemption and not previously called for redemption, by lot in any manner deemed reasonable by the Paying and Transfer Agent, provided that the unredeemed portion of the principal amount of any Series 2017 Bond shall be not less than \$5,000.

Notice of Redemption

Notice of the call for any redemption (which may be a conditional notice), identifying the Series 2017 Bonds (or any portions thereof in authorized denominations) to be redeemed, will be given by the State at least 30 days but not more than 45 days prior to the date fixed for redemption by mailing a copy of the redemption notice by registered or certified mail to the registered owner of each Series 2017 Bond to be redeemed at the address shown on the records of the Paying and Transfer Agent. Failure to mail such notice to any particular owner of Series 2017 Bonds, or any defect in the notice mailed to any such owner of Series 2017 Bonds, will not affect the validity of any proceeding for the redemption of any other Series 2017 Bonds. So long as DTC or its nominee is the registered owner of the Series 2017 Bonds, notice of the call for any redemption will be given to DTC, and not directly to Beneficial Owners. See the caption, "DESCRIPTION OF THE SERIES 2017 BONDS -- Book-Entry-Only System" and APPENDIX F - BOOK-ENTRY-ONLY SYSTEM.

Defeasance

Under the Resolutions, all Series 2017 Bonds for the payment of which sufficient moneys or, to the extent permitted by the laws of the State, (a) direct obligations of, or obligations the payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America or any of its agencies ("Government Obligations"), or (b) certificates of deposit fully secured by Government Obligations, or (c) evidences of ownership of proportionate interests in future interest or principal payments on Government Obligations held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor on the Government Obligations and which Government Obligations are not available to satisfy any claim of the custodian or any person claiming through the custodian or to whom the custodian may be obligated, or (d) municipal obligations, the payment of the principal of, interest and redemption premium, if any, on which are irrevocably secured by Government Obligations and which Government Obligations are not subject to redemption prior to the date on which the proceeds attributable to the principal of such obligations are to be used and have been deposited in an escrow account which is irrevocably pledged to the payment of the principal of and interest and redemption premium, if any, on such municipal obligations (all of

which collectively, with Government Obligations, "Defeasance Securities"), shall have been deposited with an escrow agent appointed for such purpose, which may be the Paying and Transfer Agent, all to the extent provided in the Resolutions, shall be deemed to have been paid, shall cease to be entitled to any lien, benefit or security under the Resolutions and shall no longer be deemed to be outstanding thereunder, and the registered owners shall have no rights in respect thereof except to receive payment of the principal of, premium, if any, and interest on such Series 2017 Bonds from the funds held for that purpose. Defeasance Securities shall be considered sufficient under the Resolutions if said investments, with interest, mature and bear interest in such amounts and at such times as will assure sufficient cash to pay currently maturing interest and to pay principal and premium, if any, when due on such Series 2017 Bonds.

Registration

Series 2017 Bonds Subject to the Book-Entry-Only System. For so long as DTC acts as securities depository for the Series 2017 Bonds, the registration and transfer of ownership interests in Series 2017 Bonds shall be accomplished by book entries made by DTC and the Direct Participants and, where appropriate, the Indirect Participants, as described herein under the heading "DESCRIPTION OF THE SERIES 2017 BONDS-Book-Entry-Only System."

Series 2017 Bonds Not Subject to Book-Entry-Only System. Should the Series 2017 Bonds no longer be held in book-entry form, each Series 2017 Bond shall be thereafter evidenced by a bond certificate in fully registered form and transferable only upon the registration records of the State maintained by the Paying and Transfer Agent, by the registered owner thereof or by such registered owner's attorney, duly authorized in writing, upon surrender thereof, together with a written instrument of transfer satisfactory to the Paying and Transfer Agent, duly executed by the registered owner or such registered owner's duly authorized attorney. Upon the transfer of any Series 2017 Bond, the State shall issue, in the name of the transferee, a new Series 2017 Bond or Series 2017 Bonds of the same interest rate and maturity of like tenor and effect in any authorized denomination equal to the unpaid principal amount of the surrendered Series 2017 Bond.

Series 2017 Bonds, upon surrender thereof at the Office of the State Treasurer with a written instrument of transfer satisfactory to the Paying and Transfer Agent duly executed by the registered owner or such registered owner's duly authorized attorney, may be exchanged for a principal amount of Series 2017 Bonds of the same interest rate and maturity and of like tenor and effect in any authorized denomination equal to the unpaid principal amount of the surrendered Series 2017 Bonds. The Paying and Transfer Agent will not be required to register the transfer of or exchange any Series 2017 Bond after the mailing of notice calling such Series 2017 Bond for redemption has been given as provided in the Resolutions, nor during the period of 15 days next preceding the giving of such notice of redemption.

Book-Entry-Only System

The State has determined that it will be beneficial to have the Series 2017 Bonds held by a central depository system and to have transfers of the Series 2017 Bonds handled by a book-entry system on the records of DTC. Unless and until the book-entry-only system has been discontinued, the Series 2017 Bonds will be available only in book-entry form in principal amounts of \$5,000 or any integral multiple thereof. DTC will initially act as securities depository for the Series 2017 Bonds. The Series 2017 Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully registered Series 2017 Bond will be issued for each maturity of the Series 2017 Bonds, and will be deposited with DTC. See APPENDIX F - BOOK-ENTRY-ONLY SYSTEM, for a detailed discussion of the book-entry-only system and DTC.

In the event the book-entry-only system is discontinued, principal and interest on the Series 2017 Bonds will be payable by check or draft of the Paying and Transfer Agent as described under the heading "DESCRIPTION OF THE SERIES 2017 BONDS - Registration."

DESCRIPTION OF THE PROJECTS

Series 2017D Projects

The Series 2017D Bonds are being issued under and pursuant to the Series 2017D Bonds Act and the Series 2017D Bonds Resolution for the purpose of providing funds to finance various capital improvements including, but not limited to, capital projects for institutions of higher learning and community and junior colleges in the State, road and bridge projects in the State, capital improvements to the State fairgrounds, an arts and entertainment center owned by the State and located in the State, grants for capital projects throughout the State, and various grant programs of the State (collectively, the "Series 2017D Projects"), and to pay the costs incident to the sale and issuance of the Series 2017D Bonds.

Series 2017E Projects

The Series 2017E Bonds are being issued under and pursuant to the Series 2017E Bonds Act and the Series 2017E Bonds Resolution for the purpose of providing funds to finance various economic development loans, grants, and programs of the State and various capital improvement projects within the State, including, but not limited to: an economic development project for Continental Tire The Americas, LLC; various capital improvement projects or studies related to military installations in the State; funding for the State's various grant programs for local economic development entities, the State's various grant programs for qualified small municipalities and counties; and funding for additional grants and grant programs for projects throughout the State (collectively, the "Series 2017E Projects"), and to pay the costs incident to the sale and issuance of the Series 2017E Bonds.

The Projects

Together, the Series 2017D Projects and the Series 2017E Projects are referred to as the "Projects."

SOURCES AND USES OF FUNDS

	Series 2017D Bonds	Series 2017E Bonds
The following is a summary of the		
Par Amount	\$53,030,000.00	\$ 44,765,000.00
Plus Original Issue Premium	3,677,835.25	264,101.05
Total Sources	\$56,707,835.25	45,029,101.05
Uses		
For Costs of the Projects	\$54,350,000.00	\$44,850,000.00
For Deposit to Debt Service Fund	1,828,866.65	11,594.45
For Costs of Issuance ¹	528,968.60	167,506.60
Total Uses	\$56,707,835.25	\$45,029,101.05

¹ Includes, among other expenses, underwriters' discount, rating agency fees, and financial advisor and legal fees. Payment of such fees is contingent upon the issuance of the Series 2017 Bonds.

DEBT STRUCTURE AND CHARACTERISTICS

General

All debt of the State must be authorized by legislation governing the specific programs or projects to be financed. In most instances, such legislation provides the Commission authority to approve and authorize the sale and issuance of State debt. The Commission is comprised of the Governor as Ex officio Chairman, the Attorney General as Ex officio Secretary and the State Treasurer as an Ex officio Member.

Short-Term Indebtedness

The Commission, acting on behalf of the State, is authorized to issue in any given fiscal year general obligation short-term notes in an amount not to exceed 7.5% of the total appropriation made by the Legislature in such fiscal year. Such short-term notes may be issued for the purpose of offsetting any temporary cash flow deficiencies in the State's General Fund and to maintain a working balance therein. The State has never issued tax anticipation notes.

The Commission also has the authority to establish lines of credit or issue short-term notes to provide temporary financing for certain projects for which the Commission is otherwise authorized to issue bonds. No such line of credit is presently outstanding. In July 2016, the State issued its \$80,000,000 Taxable General Obligation Note, Series 2016A (the "Series 2016A Note") to provide temporary financing for a portion of the costs of a project for Continental Tire The Americas, LLC, to be located in Hinds County, Mississippi. There is currently approximately \$40,000,000 outstanding under the Series 2016A Note as of October 27, 2017. The Series 2016A Note matures July 7, 2018. The State plans to refinance a portion of the Series 2016A Note with the proceeds of the Series 2017 Bonds.

Long-Term Indebtedness

The State's long-term indebtedness is composed of general obligation bonds and revenue bonds issued to finance specific programs and projects. As used in this Official Statement, the terms Gross Debt, Gross Direct Debt and Net Direct Debt are part of the State's long-term debt and have the following meanings.

"Gross Debt" means all bonded debt of the State, both general obligation bonds and revenue bonds.

"Gross Direct Debt" means only bonded debt of the State to which the full faith, credit and taxing power of the State is pledged.

"Net Direct Debt" means that amount of Gross Direct Debt, which is serviced only by appropriations from the State's General Fund or by specific sources of revenue, which would otherwise accrue to the State's General Fund except for the servicing of such debt.

The following table summarizes the outstanding principal amount of debt of the State.

**STATE OF MISSISSIPPI
LONG TERM INDEBTEDNESS
as of September 1, 2017**

State of Mississippi Bonds		
General Obligation Bonds Payable from General Fund or General Fund Revenues		\$4,107,975,000
Self-Supporting General Obligation Bonds		0
Revenue Bonds		<u>196,595,000</u>
GROSS DEBT		\$4,304,570,000
	DEDUCTIONS:	
Revenue Bonds		\$ <u>196,595,000</u>
Subtotal		<u>196,595,000</u>
GROSS DIRECT DEBT		\$4,107,975,000
Self-Supporting General Obligation Bonds		0
Subtotal		<u>4,107,975,000</u>
NET DIRECT DEBT		<u>\$4,107,975,000</u>

Source: Mississippi Treasury Department and the Department of Finance and Administration.

Outstanding Long Term Indebtedness

The following table shows a recent historical summary of the outstanding long term indebtedness of the State.

HISTORICAL SUMMARY OF OUTSTANDING LONG TERM INDEBTEDNESS

As of July 1	Gross Debt	Revenue Bond Debt	Gross Direct Debt	Self-Supporting General Obligation Debt	General Net Direct Debt
2005	\$3,066,040,000	\$91,995,000	\$2,974,045,000	\$39,955,000	\$2,934,090,000
2006	3,094,325,000	70,320,000	3,024,005,000	36,605,000	2,987,400,000
2007	3,140,150,000	47,880,000	3,092,270,000	34,070,000	3,058,200,000
2008	3,365,750,000	24,460,000	3,341,290,000	31,435,000	3,309,855,000
2009	3,426,630,000	0	3,426,630,000	3,790,000	3,422,840,000
2010	3,480,067,000	0	3,480,067,000	2,885,000	3,477,182,000
2011	3,780,490,000	0	3,780,490,000	1,955,000	3,778,535,000
2012	4,131,465,000	0	4,131,465,000	995,000	4,130,470,000
2013	4,055,890,000	0	4,055,890,000	0	4,055,890,000
2014	4,142,675,000	0	4,142,675,000	0	4,142,675,000
2015	4,176,700,000	0	4,176,700,000	0	4,176,700,000
2016	4,379,240,000	200,000,000	4,179,240,000	0	4,179,240,000
2017	4,310,610,000	196,595,000	4,114,015,000	0	4,114,015,000

Source: Mississippi Treasury Department and the Department of Finance and Administration.

GENERAL FUND DEBT SERVICE AS A PERCENTAGE OF GENERAL FUND REVENUES⁽¹⁾

Fiscal Year Ended	General Fund Revenues	General Fund Debt Service	General Obligation Debt Service as a Percent of Revenues
2005	\$3,930,938,591	\$207,175,252	5.27%
2006	4,332,615,923	331,458,398	7.65
2007	4,789,398,828	212,707,963 ⁽²⁾	4.44
2008	4,936,891,193	289,547,871	5.86
2009	4,729,998,654	289,547,871	6.12
2010	4,453,337,142	347,187,030	7.80
2011	4,580,238,231	360,834,668	7.88
2012	4,850,552,501	369,045,642	7.61
2013	5,083,326,217	376,367,667	7.40
2014	5,332,732,585	375,860,167	7.05
2015	5,486,482,394	385,628,277	7.03
2016	5,450,753,169	392,741,392	7.21
2017	5,548,357,844	392,741,392	7.08

⁽¹⁾ Represents all debt service paid from the State's General Fund for the years provided.

⁽²⁾ During fiscal year 2007, \$100 million of debt service normally funded through General Fund appropriation was funded by the proceeds from the issuance of Gulf Tax Credit Bonds in October 2006.

Source: Mississippi Treasury Department and the Department of Finance and Administration.

Long Term Debt Ratios

The following table presents the State's long term debt ratios as of September 1, 2017.

As of September 1, 2017	Amount	Debt Per Capita ⁽¹⁾	Debt to Assessed Val uation ⁽²⁾	Debt to Estimated Full Valuation ⁽³⁾	Debt to Personal Inc ome ⁽⁴⁾
Gross Debt	\$4,304,570,000	\$1,440.27	26.25%	3.25%	4.06%
Direct Debt	\$4,107,975,000	\$1,374.49	25.05%	3.10%	3.87%

⁽¹⁾ Based on 2016 estimated population of 2,988,726. Source: U.S. Department of Commerce, Bureau of the Census. <https://www.census.gov/quickfacts/MS>.

⁽²⁾ Based on calendar year 2015 assessed valuation of \$16,399,806,931 (Real Property tax roll). Source: Mississippi Department of Revenue, Annual Report FY Ending June 30, 2016.

⁽³⁾ Based on 2015 full valuation of \$132,354,004,254 (Real Property tax roll). Source: Mississippi Department of Revenue, Annual Report FY Ending June 30, 2016.

⁽⁴⁾ Based on 2016 estimated total personal income of \$106,052,785,000 (not adjusted for inflation). Source: U.S. Department of Commerce, Bureau of Economic Analysis, www.bea.gov/regional/bearfacts.

The following table presents the recent history of the State's bonded indebtedness as of July 1 of each year.

**HISTORICAL GENERAL OBLIGATION BONDED DEBT
OUTSTANDING AND DEBT RATIOS SINCE 2008⁽¹⁾**

As of July 1	Outstanding	Debt Per Capita	Debt to Assessed Valuation	Debt to Estimated Full Valuation	Debt to Personal Income
2017					
Gross Debt	\$4,310,610,000	\$1,442.29	26.28%	3.26%	4.06%
Net Direct Debt	4,114,015,000	1,376.51	25.09	3.11	3.88
2016					
Gross Debt	4,379,240,000	1,463.49	27.00	3.35	4.20
Net Direct Debt	4,179,240,000	1,396.65	25.77	3.20	4.02
2015					
Gross Debt	4,176,700,000	1,394.99	26.26	3.25	4.07
Net Direct Debt	4,176,700,000	1,394.99	26.26	3.25	4.07
2014					
Gross Debt	4,142,675,000	1,384.95	26.04	3.22	4.08
Net Direct Debt	4,142,675,000	1,384.95	26.04	3.22	4.08
2013					
Gross Debt	4,055,890,000	1,366.86	25.89	3.25	4.04
Net Direct Debt	4,055,890,000	1,366.86	25.89	3.25	4.04
2012					
Gross Debt	4,131,465,000	1,392.33	26.38	3.31	4.31
Net Direct Debt	4,130,470,000	1,383.78	26.37	3.31	4.31
2011					
Gross Debt	3,780,490,000	1,274.05	24.89	3.10	4.09
Net Direct Debt	3,778,535,000	1,273.39	24.88	3.10	4.08
2010					
Gross Debt	3,480,067,000	1,223.22	40.60	5.02	5.85
Net Direct Debt	3,477,182,000	1,222.21	40.57	5.01	5.84
2009					
Gross Debt	3,426,630,000	1,204.44	39.98	4.94	5.76
Net Direct Debt	3,422,840,000	1,203.11	39.93	4.94	5.76
2008					
Gross Debt	3,365,750,000	1,183.04	39.27	4.86	5.66
Net Direct Debt	3,309,855,000	1,163.39	38.61	4.78	5.57

⁽¹⁾ 2008 through 2010 debt per capita, debt to assessed valuation, debt to estimated full valuation and debt to personal income information was based on the Census data from 2000, subsequent years based on the Census data from 2010. Source: U.S. Department of Commerce, Bureau of the Census. www.census.gov.

Source: Mississippi Department of Revenue and the Department of Finance and Administration.

Lease Purchase Agreements

Pursuant to the authority granted the State by Section 31-7-10, Mississippi Code of 1972, as amended and supplemented (the "Lease Purchase Act"), the Department of Finance and Administration has entered into a master lease purchase agreement to finance new personal property leased by various agencies, boards, departments and commissions of the State (the "Agency Leases"). The Agency Leases require the State to make periodic payments of rent sufficient to pay the principal and interest due thereunder. The lease payments are subject to annual appropriation and are not a full faith and credit obligation of the State. The Commission has authorized the State, through the Department of Finance and Administration, to enter into Agency Leases in an amount not to exceed \$65,000,000 to be outstanding at any one time. There was an outstanding balance under the Agency Leases at October 31, 2017 of \$14,995,597.52.

Under the Lease Purchase Act, the Department of Finance and Administration is also authorized to enter into lease purchase agreements (the "School Leases" and "Community College Leases") to finance personal property to be subleased by school districts and community colleges in the State (the "Subleases"). The School Leases require the State to make periodic payments of rent sufficient to pay the principal and interest due thereunder (the "Lease Payments"). The Subleases require the school districts and community colleges to make payments to the State sufficient to make the Lease Payments. The Lease Payments are subject to annual appropriation and are not a full faith and credit obligation of the State. The Commission has authorized the State, through the Department of Finance and Administration, to enter into School Leases and Community College

Leases in an amount not to exceed \$50,000,000 to be outstanding at any one time. There was an outstanding balance under the School Leases at October 31, 2017, of \$7,879,411.72 and an outstanding balance under the Community College Leases at October 31, 2017, of \$62,460.39.

Certificates of Participation

Sections 47-5-1201 *et seq.*, Mississippi Code of 1972, as amended and supplemented, created the State Prison Emergency Construction and Management Board (the "SPECM Board") for the purpose of expediting the contracting and construction of public and private prison facilities in the State and the removal of State inmates from county jails. The SPECM Board entered into a Lease and Option to Purchase by and between the Marshall County Correctional Facilities Financing Corporation (the "Marshall County Lease"), as lessor, and the State, as lessee, in the original principal amount of \$24,215,000, on June 1, 1995 to finance the construction and equipping of a 1,000-bed correctional facility to be located in Marshall County. In connection with the refunding of the then outstanding amounts under the Marshall County Lease, the Marshall County Lease has been amended and restated and assigned to secure the payment of the \$18,575,000 Mississippi Development Bank Special Taxable Obligation Bonds, Series 2010A (MDOC – Marshall County Correctional Facility Refunding Bonds Project), dated May 21, 2010. The Marshall County Lease currently expires on August 1, 2018 and the current outstanding amount under the Marshall County Lease is \$2,815,000.

Section 47-5-941 of the Mississippi Code of 1972, as amended and supplemented, authorizes the Wilkinson County Industrial Development Authority (the "Wilkinson Authority") to contract with the Mississippi Department of Corrections ("MDOC"), acting for and on behalf of the State, for the private incarceration of inmates of the State. The Wilkinson Authority entered into a Lease-Purchase Agreement, dated as of December 1, 1996, with MDOC (the "Wilkinson County Lease") in the original principal amount of \$31,435,000 to finance the construction of a 500-bed correctional facility to be located in Wilkinson County, which facility presently has 1,000 beds as a result of a subsequent expansion. In connection with the refunding of the then outstanding amounts under the Wilkinson County Lease, the Wilkinson County Lease has been amended and restated and assigned to secure the payment of the \$20,100,000 Mississippi Development Bank Special Taxable Obligation Bonds, Series 2010B (MDOC - Wilkinson County Correctional Facility Refunding Bonds Project), dated May 21, 2010. The Wilkinson County Lease currently expires on August 1, 2021 and the current outstanding amount under the Wilkinson County Lease is \$20,100,000.

House Bill 1719, Local and Private Laws of the 1996 Regular Session of the Mississippi Legislature authorized the Board of Supervisors of Lauderdale County, Mississippi to create the East Mississippi Correctional Facility Authority (the "East Mississippi Authority") for the purpose of contracting with MDOC for the private incarceration of inmates of the State. The East Mississippi Authority entered into a Lease-Purchase Agreement, dated as of December 15, 1997, with MDOC (the "East Mississippi Lease") in the original principal amount of \$34,520,000 to finance the construction of a 500-cell correctional facility to be located in Lauderdale County. In 2007, the East Mississippi Lease was amended to cover a 500-cell expansion of the facility and additional bonds were issued in the principal amount of \$39,000,000 to finance such expansion. In connection with the refunding of the then outstanding amounts under the East Mississippi Lease, the East Mississippi Lease has been amended and restated and assigned to secure the payment of the (a) \$68,830,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2010D (MDOC - East Mississippi Correctional Facility Refunding Bonds Project), dated July 20, 2010 and currently outstanding in the amount of \$19,130,000, (b) \$26,685,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2016C (Mississippi Department of Corrections East Mississippi Correctional Facility Refunding Bond Project), dated July 29, 2016 and currently outstanding in the amount of \$26,685,000, and (c) \$20,340,000 (original aggregate principal amount) Mississippi Development Bank Taxable Special Obligation Bonds, Series 2016D (Mississippi Department of Corrections East Mississippi Correctional Facility Refunding Bond Project), dated July 29, 2016 and currently outstanding in the amount of \$19,980,000. The East Mississippi Lease currently expires on August 1, 2027.

House Bill 1878, Local and Private Laws of the 1998 Regular Session of the Mississippi Legislature authorized the Town of Walnut Grove to create the Walnut Grove Correctional Authority (the "Walnut Grove Authority") for the purpose of contracting with MDOC for the private incarceration of inmates of the State. The Walnut Grove Authority entered into a Lease-Purchase Agreement, dated as of November 1, 1999, with MDOC (the "Walnut Grove Lease") in the original principal amount of \$41,420,000 to finance the construction of a 1000-bed correctional facility (the "Walnut Grove Facility") to be located in the Town of Walnut Grove. In 2007, the Walnut Grove Lease was amended to cover a 500 cell expansion of the Walnut Grove Facility and additional bonds were issued in the principal amount of \$40,000,000 to finance such expansion. In connection with the refunding of the outstanding amounts under the Walnut Grove Lease, the Walnut Grove Lease has been amended and

restated and assigned to secure the payment of the (a) \$93,580,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2010C (Mississippi Department of Corrections Walnut Grove Correctional Facility Refunding Bonds Project), dated July 20, 2010 and currently outstanding in the amount of \$27,560,000, (b) \$34,995,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2016A (Mississippi Department of Corrections Walnut Grove Correctional Facility Refunding Project), dated July 29, 2016 and currently outstanding in the amount of \$34,995,000, and (c) \$26,235,000 (original aggregate principal amount) Mississippi Development Bank Taxable Special Obligation Bonds, Series 2016B (Mississippi Department of Corrections Walnut Grove Correctional Facility Refunding Project), dated July 29, 2016 and currently outstanding in the amount of \$25,760,000. The Walnut Grove Lease currently expires on August 1, 2027. On June 10, 2016, MDOC notified the Walnut Grove Authority of the termination of the residential services agreement between MDOC and the Walnut Grove Authority providing for the housing of inmates at the Walnut Grove Facility, effective on September 15, 2016. MDOC ceased housing inmates at the Walnut Grove Facility on September 15, 2016 and such facility was shut down. The closure of the Walnut Grove Facility did not terminate the Walnut Grove Lease or the obligation of the State to make rental payments under the Walnut Grove Lease.

The obligations of the State to make rental payments under the Marshall County Lease, the Wilkinson County Lease, the East Mississippi Lease, and the Walnut Grove Lease are subject to annual appropriation and do not constitute general obligations or a pledge of the full faith and credit of the State or any political subdivision or agency thereof within the meaning of any constitutional or statutory provision or limitation.

Debt Limitation

Section 115, Paragraph 2 of the Mississippi Constitution of 1890 provides:

"Neither the State nor any of its direct agencies, excluding the political subdivisions and other local districts, shall incur a bonded indebtedness in excess of one and one-half (1½) times the sum of all the revenue collected by it for all purposes during any one of the preceding four fiscal years, whichever year might be higher."

In accordance with current practice and interpretation, revenues included in the foregoing debt limitation are restricted to the following General Fund revenues and Special Fund receipts: taxes; license fees and permits; investment income and rents; service charges, including net income from the Alcoholic Beverage Control Division; and fines, forfeitures and penalties. As of September 1, 2017, the State's Gross Debt was \$4,304,570,000. The following table shows the State's constitutional debt limit for the previous eleven years and forecasts the State's constitutional debt limit for fiscal year 2018 and the next three fiscal years.

Fiscal Year Ending June 30	Revenues ⁽¹⁾	Constitutional Debt Limit	Outstanding Gross Debt
2007	\$8,006,244,243	\$10,930,261,350	\$3,100,385,000
2008	8,300,739,453	12,009,366,365	3,374,135,000
2009	7,960,861,538	12,451,109,180	3,435,285,000
2010	7,698,390,482	12,451,109,180	3,472,137,000
2011	7,956,269,318	12,451,109,180	3,769,280,000
2012	8,336,735,857	12,451,109,180	4,139,025,000
2013	8,549,281,153	12,505,103,786	4,063,805,000
2014	8,874,795,859	12,823,921,730	4,150,775,000
2015	8,647,704,125	13,312,193,788	4,185,105,000
2016	8,706,340,254	13,312,193,788	4,388,070,000
2017 ⁽³⁾	8,607,236,231	13,312,193,788	4,337,765,000
2018 ⁽²⁾	8,693,308,594	13,312,193,788	--
2019 ⁽²⁾	8,780,241,680	13,059,510,381	--
2020 ⁽²⁾	8,868,044,096	13,170,362,519	--
2021 ⁽²⁾	8,956,724,537	13,302,066,145	--

⁽¹⁾ Figures represent budgetary basis of revenues.

⁽²⁾ Assumes a 1.0% growth in Revenue.

⁽³⁾ Revenues are preliminary and have not been audited.

Source: Department of Finance and Administration.

Annual Debt Service Requirements on Net Direct General Obligation Bonded Debt

The following table shows the annual debt service requirements on the State's Net Direct Debt as of June 30, 2017.

Fiscal Year Ending June 30	Principal ⁽¹⁾⁽²⁾	Interest ⁽¹⁾⁽²⁾	Total Annual Debt Service ⁽¹⁾⁽²⁾
2018	243,655,000	175,613,789	419,268,789
2019	276,935,000	166,089,026	443,024,026
2020	246,200,000	156,344,004	402,544,004
2021	382,085,000	143,348,910	524,433,910
2022	222,670,000	130,518,185	353,188,185
2023	217,105,000	122,020,887	339,125,887
2024	206,080,000	113,784,478	319,864,478
2025	198,880,000	105,427,333	304,307,333
2026	206,970,000	96,606,420	303,576,420
2027	193,920,000	87,467,807	281,387,807
2028	192,985,000	78,117,726	271,102,726
2029	178,790,000	68,845,304	247,635,304
2030	180,155,000	59,928,708	240,083,708
2031	165,115,000	51,639,130	216,754,130
2032	213,840,000	42,972,606	256,812,606
2033	204,635,000	33,381,297	238,016,297
2034	201,070,000	23,574,529	224,644,529
2035	183,580,000	13,963,701	197,543,701
2036	144,535,000	6,095,751	150,630,751
2037	<u>65,265,000</u>	<u>1,408,250</u>	<u>66,673,250</u>
	<u>\$4,124,470,000</u>	<u>\$1,676,147,842</u>	<u>\$5,800,617,842</u>

(1) Does not include the effect of the Series 2017D Bonds and the Series 2017E Bonds.

(2) These amounts do not include any subsidy payments due to the State from the United States Treasury pursuant to and in accordance with Section 1531 of the Title 1 of Division B of the American Recovery and Reinvestment Act of 2009 (Pub. L. No. 111-5, 123 Stat. 115 (2009)) (the "Recovery and Reinvestment Act") and Sections 54AA(g) and 6431 of the Code. Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, refund payments to certain state and local government filers claiming refundable credits under Section 6431 of the Code applicable to certain qualified bonds are subject to sequestration. The IRS Office of Tax Exempt Bonds (TEB) has announced that the sequester reduction percentage for payments to issuers of direct pay bonds for FY 2019 will be 6.6%. The reduction rate will be applied unless and until a law is enacted that cancels or otherwise impacts the sequester, at which time the sequestration reduction rate is subject to change. The State has made arrangements to pay the additional debt service on bonds issued under the Recovery and Reinvestment Act.

Source: Mississippi Treasury Department and the Department of Finance and Administration.

Revenue Bonds

On October 22, 2015 the State issued its \$200,000,000 Gaming Tax Revenue Bonds, Series 2015E (the "Series 2015E Bonds") to provide funds to the State to finance the costs of the repair, rehabilitation, replacement, construction and/or reconstruction of State maintained bridges within the State. The Series 2015E Bonds are limited obligations of the State and payable from all or a portion of the Dedicated Gaming Tax Revenue (which is defined for purposes of the Series 2015E Bonds as the first \$3,000,000.00 of all taxes, fees, interest, penalties, damages, fines or other monies collected monthly by the Mississippi Department of Revenue in accordance with Section 75-76-177(c), Mississippi Code (1972), as amended, in connection with all gaming operations in the State). The full faith and credit of the State is not pledged for the repayment of the Series 2015E Bonds.

Moral Obligation Bonds

The Mississippi Development Bank (the "Development Bank"), a body corporate and politic of the State, issues various series of Mississippi Development Bank Special Obligation Bonds (the "Development Bank Bonds") which may carry a pledge of the moral obligation of the State. The Development Bank Bonds are issued pursuant to the terms and provisions of Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented (the "Bank Act"), to provide financing for governmental projects of political subdivisions of the State. The Bank

Act provides that, in order to assure the maintenance of the debt service reserve requirement in a debt service reserve fund for certain Development Bank Bonds carrying the moral obligation pledge of the State, the Legislature of the State may, but is not obligated to, appropriate to the Development Bank for deposit in any such debt service reserve fund such sum as necessary to restore such debt service reserve fund to the debt service reserve requirement. As required by the Bank Act, any such amount must be certified by the Development Bank on or before January 1 of any year to the Governor of the State and then as required by the Bank Act transmitted by a request from the Governor to the Legislature of the State.

Nothing in these provisions or any other provision of the Bank Act creates a debt or liability of the State to make any payments or appropriations to or for the use of the Development Bank or in connection with any Development Bank Bonds. There is no assurance under the Bank Act (a) that the request by the Governor transmitted to the Legislature of the State, stating the amount of a deficiency in any debt service reserve fund, would be taken up for consideration by the Legislature of the State, (b) that upon consideration of any such request, the Legislature would determine to appropriate funds to reduce or eliminate such deficiency, or (c) that in the event the Legislature determined to make such an appropriation, the amounts thus appropriated would be forthcoming as of any particular date. As of the date hereof, no such request has been made by the Development Bank to fund any debt service reserve fund on Development Bank Bonds carrying the State's moral obligation pledge.

As of September 1, 2017, the Development Bank Bonds outstanding carrying a moral obligation pledge of the State totaled \$366,350,000. Except for these Development Bank Bonds, no bonds of the State are outstanding as of the date of this Official Statement which carry a pledge of the moral obligation of the State or which contemplate the appropriation by the Legislature of any amount as may be necessary to make up any deficiency in any debt service reserve fund in connection with indebtedness issued by or on behalf of a political subdivision of the State.

Record of No Default

Except as set forth below, there has been no default on general obligations of the State as to payment of either principal or interest during the last 100 years.

On May 3, 2017, the State gave notice of the optional call, on June 5, 2017, of \$75,000 principal amount of its State of Mississippi General Obligation Bonds (Mississippi Small Enterprise Development Finance Act Issue 2003 Series A through C) (the "Series 2003 Bonds"). As a result of a clerical error by the State and its paying agent, the payment of the principal and interest on that portion of the Series 2003 Bonds was not made until June 7, 2017. The State has taken action to ensure that such an error will not occur in the future.

Annual Debt Service Requirements

Annual debt service requirements for the Series 2017 Bonds are set forth in APPENDIX A hereto.

FISCAL OPERATIONS OF THE STATE

The Budgetary Process

Capital Improvement Budget. Beginning in mid-spring, the Office of Building, Grounds and Real Property Management performs on-site visits, tours and inspects every State building, facility and campus, noting problems and seeing first-hand the requested and necessary projects. The projects are placed into priority guidelines as to the projects (i) preserving and improving the quality of human life, (ii) protecting existing capital investment, (iii) supporting education to compete in the global economy, (iv) providing resources to maintain or gain specific accreditations, and (v) maximizing the State's fiscal opportunities. After consideration, these projects are included in a five-year capital improvement plan and presented to the Legislature for consideration. Funding is requested for a single year, with projections for the succeeding four years presented for informational purposes only.

Operating Budget Preparation. The State operates on a fiscal year beginning July 1 and ending June 30. The budget cycle begins on or about August 1 when all State agencies and institutions requesting appropriations submit budget requests to the Governor's Budget Office and the Legislative Budget Office. Agencies justify their requested budget in hearings held during September and October. At the close of the hearings, the Governor's Budget Office and the Legislative Budget Office receive information prepared by the State Department of Revenue, the University Research Center and the respective budget staffs regarding the

financial outlook for the upcoming fiscal year. Based on this information, the budget offices adopt a consensus revenue estimate. This action enables both branches to use the same revenue estimate as the basis for their budget recommendations. It is a statutory requirement that both the Governor and Legislature submit balanced budgets for consideration. The Executive Budget is prepared and submitted to the Legislature by November 15, except that every four years after a statewide election, the Executive Budget is prepared and submitted to the Legislature by January 15. The Legislative Budget is submitted to the Legislature at its regular session, which begins on the first Tuesday after the first Monday in January of each year. At the close of each annual regular session, the Legislature will have acted on approximately 150 separate appropriation bills that constitute the budget for the upcoming year beginning July 1. All General Fund, Education Enhancement Fund, and most Special Fund expenditures are appropriated annually by the Legislature and those Special Funds that are not appropriated are subject to the approval of the Department of Finance and Administration.

Revenue Projections. Five independently derived projections form the basis of the State's official revenue forecast. The Department of Revenue, the Legislative Budget Office, the Office of the State Treasurer, the Department of Finance and Administration and the University Research Center present and discuss their initial revenue forecasts and reach a consensus projection. This process is carried out for each major revenue category. Estimating techniques consist of econometric modeling and various forms of extrapolation.

Each October, the revenue estimate for the next fiscal year is finalized and presented to the Joint Legislative Budget Committee and the Governor's Budget Office. The estimate may be revised if circumstances warrant upon a consensus being reached by the five revenue-estimating agencies. If revenues fall short of projections, the Department of Finance and Administration is empowered to directly cut expenditures. All State agencies receiving general and/or special funds are subject to funding reductions of up to 5%. No agency receives a cut in excess of 5% unless all have been reduced by this percentage. Tax collections for fiscal year 2014 exceeded expectations in excess of \$252 million or 5.1%. Tax collections for fiscal year 2015 exceeded expectations in the amount of \$25 million or .05%. Tax collections for fiscal year 2016 were less than expectations in an amount of \$207 million or -3.71%. For fiscal year 2017, tax collections were less than expectations in an amount of \$169.4 million or -3.07% through August 2017. For fiscal year 2018, tax collections have exceeded expectations in an amount of \$29 million or 2.55% through September 2017.

If at any time during a fiscal year, the revenues received for that year fall below 98% of the Legislative Budget Office's General Fund revenue estimate, the Department of Finance and Administration, State Fiscal Officer may at any time but shall after October or any month thereafter, reduce allocations to all State agencies to keep expenditures within the actual General Fund receipts including any transfers, which may be made from the Working Cash-Stabilization Fund. Transfers from the Working Cash-Stabilization fund may not exceed \$50.0 million in any fiscal year. Senate Bill 2001 of the Second Extraordinary Session of the 2016 State Legislature removed the \$50.0 million limitation for fiscal year 2016. Senate Bill 2649 of the 2017 Regular Legislative Session provided not more than \$100 million may be transferred in fiscal year 2017.

Budget Implementation. The second phase of the budget process is the implementation of the budget based on the Legislature's appropriation bills. The establishment of any State agency's expenditure authority is a function of the Executive Director of the Department of Finance and Administration (the "Executive Director"). The Executive Director sets two six-month expenditure allotments based on seven major expenditure categories and their funding sources. These initial allotments must be approved by the Executive Director prior to July 1 of each fiscal year.

Budget and Accounting Controls. Based on the budget implemented by the Department of Finance and Administration, the Bureau of Financial Control pre-audits all invoices and supporting documents and issues warrants for payment of the legal debts of the State. No agency is allowed to exceed either the total fund allotment or major expenditure category allotment as established by the Executive Director. All payments made through the Bureau of Financial Control, except those classified as personal services and utilities, must have an approved encumbrance or purchase order on file and are charged against the allotment.

The Department of Finance and Administration has the authority to make limited revisions to agency budgets during the course of the fiscal year in the form of transfers and escalations. If an agency has a line item budget, transfers from one major object of expenditure to another major object of expenditure are limited to a maximum increase of 10% of the receiving major object of expenditure; transfer authority is not applicable to the salary category or to an increase in the equipment category. If an agency has a lump sum appropriation, transfers are not limited. Escalation authority applies to Special Funds only if funded with 100% federal funds. An escalation of nonfederal funds may be made if allowed within the appropriation bill for such requesting agency.

The Department of Finance and Administration maintains a dual fiscal management system, in that control is exercised over the total State budget as well as individual agency budgets. The Department of Finance and Administration may restrict, in its discretion, an agency to monthly allotments when it becomes evident that an agency's rate of expenditure will deplete its appropriation prior to the close of the fiscal year. In addition, should revenue collections fall below the amount estimated for collection during that period of the fiscal year, the Department of Finance and Administration may reduce allocations to all agencies in an amount necessary to keep expenditures within actual General Fund receipts. If it is determined that a deficit in revenues may occur in the General Fund at the end of a fiscal year, the Executive Director shall direct the transfer of such funds as necessary but not more than \$50.0 million from the Working Cash-Stabilization Fund to the General Fund. For fiscal year 2017, the State Legislature provided that not more than \$100 million may be transferred. Should any unexpended Special Fund cash balance exist at the end of a fiscal year, the balance may be retained for use by the respective agency in its accounts with the State Treasurer unless otherwise specified by law.

The State Department of Audit is responsible for and performs a post audit of all public entities under the jurisdiction of the State Auditor and investigates exceptions to spending practices discovered during the audit process. The State Department of Audit has the authority to recover any funds found to have been spent illegally.

GAAP Accounting

The State prepares its Comprehensive Annual Financial Report of the State ("CAFR") in accordance with Section 27-104-4, Mississippi Code of 1972, as amended and supplemented. The CAFR presents information on the financial position and operations of State government as one reporting entity. The various agencies, departments, boards, commissions and funds of State government, which constitute the State reporting entity, are governed by criteria established by the Governmental Accounting Standards Board. This Official Statement also includes financial data that was not prepared according to CAFR specifications but on a budgetary basis. The audited general purpose financial statements of the State for the fiscal year ended June 30, 2016, prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), are presented in this Official Statement as APPENDIX B. The Government Finance Officers Association of the United States and Canada (the "GFOA") has awarded a Certificate of Achievement for Excellence in Financial Reporting to the State for its CAFR for the fiscal years ended June 30, 1987 through 2016 which is the highest form of recognition in the area of governmental financial reporting.

Investment and Cash Management

The State Treasurer is custodian of all State funds including all cash in the General Fund, Education Enhancement Fund, and all Special Funds and is responsible for the investment of all such monies. The State Treasurer serves as custodian for securities, which are pledged to the State to secure deposits of State funds, and for other securities, which are held by various State agencies in accordance with specific State statutes.

As revenues are received from various agencies, they are deposited, and funds not immediately needed for payment are invested in interest-bearing demand accounts and then are normally placed into longer-term investments. Funds of the State invested in certificates of deposit with Mississippi financial institutions are fully collateralized by authorized United States of America and State obligations for amounts in excess of the FDIC coverage. Fiscal records of receipts, deposits and disbursements of all State funds, including federal funds received by the State, are maintained in the State Treasury as well as detailed and current records of the State's bonded indebtedness. All payments of State-obligated bonds and interest due are made by the State Treasurer.

Pursuant to Section 27-105-33, Mississippi Code of 1972, as amended and supplemented, it is the duty of the State Treasurer and the Executive Director of the Department of Finance and Administration on or before the tenth day of each month and at any other time when necessary to analyze the amount of cash in the State's General Fund and in the Special Funds credited to any special purpose designated by the Legislature. They also must determine when the cash in such funds is in excess of the amount needed to meet the current needs and demands on such funds for the next seven days and report the findings to the Governor. The State Treasurer's Office is directed to invest such excess funds in certificates of deposit, United States Treasury Obligations, United States Government agency obligations or in direct security repurchase agreements with approved depositories of the State at a rate of interest numerically equal to the bond equivalent yield on direct obligations of the United States Treasury with a similar length of maturity.

Accounting Systems

Through June 30, 2014, the State operated a Statewide Automated Accounting System ("SAAS"), a comprehensive financial management system that met all GAAP, State budget and other financial management reporting requirements.

As of July 1, 2014, the State implemented a new system known as MAGIC (Mississippi's Accountability System for Government Information and Collaboration), an Enterprise Resource Planning (ERP) software to implement Financial, Procurement, Human Resource, and Payroll functions into a single, integrated software system. MAGIC has met new functional and data requirements; reduces inefficiencies and costs associated with multiple stand-alone systems at the statewide and agency levels; maintains enterprise data on a consistent, "real-time" basis; replaces aging, incompatible technology; and uses state of the art technology based on best business practices. Once MAGIC is fully implemented, it will replace the following legacy systems: SPAHRS (Statewide Payroll and Human Resource System) and ACE (Access Channel for Employees). All other systems utilized by the State prior to the implementation of MAGIC has been discontinued including SAAS (Statewide Automated Accounting Systems); WebProcure; MERLIN (Mississippi Executive Resource Library and Information Network); MELMS (Mississippi Enterprise Learning Management System); and PATS (Project Accounting and Tracking System).

Through the use of various funds, the Office of Fiscal Management of the Department of Finance and Administration accounts for operations of the State on a modified cash basis for budgetary purposes and on the modified accrual basis for GAAP purposes.

Overview of State Funds

The accompanying tables present a summary of receipts, disbursements and beginning and ending cash balances of the General Fund, Education Enhancement Fund, and Special Funds.

Receipts and disbursements of the General Fund and Special Funds, as shown in the tables, may differ substantially from budgetary resources and appropriations for a number of reasons, including the following:

- (a) Capital improvements authorized in a given fiscal year's budget may require several years to complete, so that the amounts appropriated for capital improvements in a particular fiscal year do not necessarily correspond to actual disbursements for capital improvements in that fiscal year. In such cases, unused money is reappropriated each fiscal year; and
- (b) Appropriations by the Legislature for current purposes in a particular fiscal year constitute an authorization to spend up to a certain amount, but no more. In most cases, the amount actually disbursed will be below that limit.

The General Fund. Revenues of the State for general operating purposes are derived principally from sales, income and use taxes, gaming taxes and fees, plus smaller amounts from other taxes, profits from wholesale sales of alcoholic beverages, interest earned on investments, proceeds from sales of various supplies and services, service charges and license fees. For the fiscal year ended June 30, 2016, sales taxes accounted for 37.4%, individual income taxes for 32.1% and corporation income and franchise taxes for 10.8% of the total receipts allocated to the General Fund. For the fiscal year ended June 30, 2017, sales taxes accounted for 36.6%, individual income taxes for 31.7% and corporation income and franchise taxes for 10.0% of the total receipts allocated to the General Fund. A comparison of the amounts received by the various revenue sources (budgetary basis) of the General Fund is detailed in the Revenues section of the accompanying table entitled "STATE OF MISSISSIPPI GENERAL FUND - Results of Operations - Budgetary Basis."

The General Fund appropriation is limited to 98% of the official revenue estimate and estimated prior fiscal year ending cash balance; unless waived by an act of the State Legislature. The 2015 State Legislature waived this rule for fiscal year 2016 and appropriated 100% of the revenue estimate. The 2016 State Legislature waived this rule for fiscal year 2017 and appropriated 100% of the revenue estimate. The 2017 State Legislature waived this rule for fiscal year 2018 and appropriated 99% of the revenue estimate. For the fiscal year ending June 30, 2018, appropriation for educational purposes accounts for 53.1% of the General Fund Budget. This includes State contributions to local school and community college districts. However, this percentage does not include certain State contributions such as maintenance funds for local school districts, shared taxes or local assistance. Other principal disbursements include costs related to welfare, public health, health care and hospitals and certain State operations. General Fund (budgetary basis) expenditures are detailed in the

Disbursements section of the accompanying table entitled "STATE OF MISSISSIPPI GENERAL FUND - Results of Operations - Budgetary Basis."

The General Fund, as shown in the 2016 financial statements in APPENDIX B, is defined in Note 1 of the Notes to the Financial Statements on Significant Accounting Policies. The 2016 financial statements as set forth in APPENDIX B reflect all funds of the State, not just those that are budgeted.

At each fiscal year end, the General Fund unencumbered cash balance is distributed in the following order: (1) an amount not to exceed \$750,000 to the Municipal Revolving Loan Fund; (2) an amount equal to 50% of the remaining balance, not to exceed 10% of the General Fund appropriations for the fiscal year that the unencumbered balance represents, to the Working Cash Stabilization Reserve Fund; and (3) any remaining amount to the Capital Expense Fund.

As of September 30, 2017, the Working Cash Stabilization Fund had a fund balance of \$286,363,737.88.

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State of Mississippi General Fund
Results of Operations-Budget Basis for Fiscal Year Ended June 30 (In Thousands)

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
TAXES:					
Sales	\$1,854,730	\$1,911,112	\$1,955,113	\$2,034,319	\$2,062,137
Individual Income	1,489,168	1,650,091	1,666,791	1,743,427	1,769,431
Corporate Income and Franchise	505,306	524,077	677,046	714,086	596,260
Use and Wholesale Compensating	215,879	233,462	246,322	226,522	238,254
Tobacco, Beer and Wine	187,979	181,017	176,181	177,786	175,573
Insurance	193,045	198,103	250,984	240,413	292,774
Oil and Gas Severance	89,913	82,796	76,654	54,761	26,483
Alcohol Excise and Privilege	66,669	70,017	71,525	73,854	73,369
Other	11,970	12,157	10,869	15,256	12,845
Interest	14,678	13,151	13,511	13,336	10,206
Auto Privilege, Tax and Title Fees	8,977	8,716	9,759	9,443	9,389
Gaming Fees	152,077	139,630	127,777	131,270	133,847
Highway Safety Patrol Fees	20,774	21,297	22,855	23,595	20,429
Other Fees and Services	11,266	11,109	10,292	12,543	11,680
Miscellaneous	4,587	4,499	3,851	3,314	2,826
Court Assessments and Settlements	20,041	35,228	70,286	50,011	66,207
Special Fund Revenues				<u>0</u>	<u>0</u>
TOTAL REVENUES	<u>\$4,847,059</u>	<u>\$5,096,461</u>	<u>\$5,389,807</u>	<u>\$5,523,927</u>	<u>\$5,501,710</u>
Expenditures by Major Budgetary Function:					
Legislative	\$ 23,931	\$ 26,364	\$ 26,378	\$ 26,454	\$ 28,154
Judiciary & Justice	62,165	62,664	64,453	71,260	74,070
Executive & Adm	2,940	3,044	3,217	3,171	3,128
Fiscal Affairs	54,180	56,320	56,792	63,396	66,876
Public Education ⁽¹⁾	2,011,890	2,029,370	2,077,657	2,162,141	2,252,624
Higher Education	764,001	721,016	761,596	789,825	807,597
Public Health	26,513	33,117	35,796	35,442	36,569
Hospitals and Hospital Schools	235,343	210,426	216,072	219,418	221,768
Agriculture, Commerce & Economic Dev.	104,893	103,303	110,034	116,204	118,615
Conservation and Recreation	46,035	45,388	48,135	51,867	52,357
Insurance and Banking	0	0	0	0	0
Corrections	310,951	311,739	334,580	345,280	326,337
Social Welfare	311,284	541,775	737,836	990,961	1,098,569
Public Protection and Veterans Assistance	85,433	87,988	88,001	104,006	108,103
Local Assistance	81,109	81,109	81,109	84,455	83,188
Motor Veh. & Other Regulatory Agencies	22	39	40	40	32
Miscellaneous	1,211	1,212	1,337	1,378	1,540
Public Works	0	0	0	32,000	0
Debt Service	<u>369,564</u>	<u>375,804</u>	<u>375,455</u>	<u>380,532</u>	<u>392,099</u>
TOTAL EXPENDITURES	<u>4,491,465</u>	<u>4,690,667</u>	<u>5,018,488</u>	<u>5,477,830</u>	<u>5,671,626</u>
Excess of Rev. over (under) expenditures	355,594	405,795	371,319	46,097	(169,916)
Other Financing Sources (Uses)					
Transfers In	23,534	22,092	13,213	12,184	190,961
Transfers Out	(376,405)	(426,992)	(397,492)	(50,761)	(62,416)
Other Sources (uses) of Cash	<u>24</u>	<u>24</u>	<u>164</u>	<u>(343)</u>	<u>(515)</u>
Excess of Revenues & Other Sources over (under)					
Expenditures & Other Uses	<u>2,747</u>	<u>919</u>	<u>(12,796)</u>	<u>7,177</u>	<u>(41,886)</u>
Budgetary Fund Balances, Beginning	<u>\$ 50,455</u>	<u>\$ 53,202</u>	<u>\$ 54,121</u>	<u>\$ 41,325</u>	<u>\$ 48,502</u>

⁽¹⁾ Public Education reflects all educational activities.

Source: Department of Finance and Administration. (Fiscal Year 2017 information is not available until late Fall 2017.)

Education Enhancement Fund. Of the total sales tax revenue collected, 2.266% is to be deposited into the School Ad Valorem Tax Reduction Fund until such time that the total amount deposited into the fund during a fiscal year equals \$42 million. Thereafter, the amounts diverted during the fiscal year in excess of \$42 million are to be deposited into the Education Enhancement Fund for appropriation by the Legislature. Additionally, 9.073% of the total sales tax revenue collected is to be deposited into the Education Enhancement Fund.

Of the amount deposited into the Education Enhancement Fund, \$16 million must be appropriated to the State Department of Education to be distributed to all of the school districts in proportion to the average daily attendance of each school district, 16.61% for the support of the Adequate Education program, 7.97% for transportation and maintenance, 9.61% for classroom supplies, educational materials and equipment including computers and software, 22.09% for the purpose of supporting institutions of higher learning and 14.41% for the purpose of providing support to community and junior colleges. Of the remaining balance, \$25 million is to be deposited to the Working Cash-Stabilization Reserve Fund until the balance reaches the maximum of 10% of the General Fund appropriation for the appropriate fiscal year and the remaining balance is to remain in the Education Enhancement Fund for appropriation for other educational needs.

**EDUCATION ENHANCEMENT FUND
For Fiscal Year Ended June 30 (In Thousands)**

	2013	2014	2015	2016	Unaudited 2017
RESOURCES:					
Surplus from Prior Year	\$ 35,386.2	\$ 24,539.0	\$ 20,501.5	\$ 7,896.0	\$ 0.0
Sales Tax	268,582.6	276,440.3	288,934.5	294,023.3	296,419.8
Use Tax	28,127.5	30,036.6	27,539.7	29,457.4	29,215.5
Ad Valorem Reduction	46,000.0	45,596.1	46,002.2	46,000.0	46,000.0
Additional EEF from Dept. of Ed.	4,481.7	213.0	403.9	2,031.0	1,952.4
Transfer in from General Fund	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Total Resources Available	\$ 382,578.0	\$ 376,825.0	\$ 383,381.8	\$ 379,407.7	\$ 373,587.7
DISBURSEMENTS:					
Education, K-12	\$ 254,226.3	\$ 252,529.1	\$ 265,482.2	\$ 268,333.1	\$ 260,810.2
Community & Jr. Colleges	60,833.4	40,002.8	42,522.7	42,730.3	40,763.3
Institutions of Higher Learning	40,180.1	60,822.3	64,292.8	64,957.6	61,988.1
Other	2,799.2	2,969.2	3,188.1	3,386.7	3,444.1
Total Disbursements	<u>358,039.0</u>	<u>356,323.4</u>	<u>375,485.8</u>	<u>379,407.7</u>	<u>367,005.7</u>
YEAR END SURPLUS	<u>\$ 24,539.0</u>	<u>\$ 20,501.6</u>	<u>\$ 7,896.0</u>	<u>\$ 0.0</u>	<u>\$ 6,582.0</u>

Source: Department of Finance and Administration.

Special Funds

General. The major sources of Special Fund receipts are federal grants-in-aid and diversion of State taxes for special purposes. Special Fund receipts are not estimated on a statewide basis. Expenditures are limited by the receipt of revenues. A portion of both motor vehicle privilege taxes and motor fuel excise taxes is deposited to a special fund for highway construction, and the balance of the privilege and excise tax collections is diverted to counties and municipalities.

For the fiscal year ended June 30, 2016, Special Funds received approximately \$6,753.2 million from the federal government which includes \$680.9 million for public education and \$496.1 million for highways. In addition, State tax receipts of \$1,466.6 million were diverted into Special Funds for particular purposes as provided by State law.

Health Care Trust Fund. The Health Care Trust Fund (the "Health Care Trust Fund") is a special fund established pursuant to 43-13-401 et seq., Mississippi Code of 1972, as amended and supplemented, for the deposit of funds received by the State as a result of the national tobacco litigation settlement. The Mississippi Legislature declared that such funds received by the State should be applied toward improving the health and health care of the citizens and residents of the State.

The Health Care Trust Fund began fiscal year 2000 with a balance of \$280,000,000. All subsequent tobacco settlement annual payments were to be deposited into the Health Care Trust Fund. Each year, a specified amount of funds from the Health Care Trust Fund are transferred to the "Health Care Expendable Fund", and those funds are available for expenditure by appropriation of the Legislature exclusively for health care purposes. If the interest and dividends from the investment of the Health Care Trust Fund are insufficient to fund the

transfer to the Health Care Expendable Fund, the State Treasurer will transfer from the annual installment payment an amount sufficient to fully fund the transfer as required.

The 2011 Mississippi Legislature further amended the law and required annual transfers from the Health Care Trust Fund to the Health Care Expendable Fund for appropriation for health care needs. The annual transfer provided in the law is as follows:

Fiscal Year	Annual Transfer
2006	\$186,000,000
2007	186,000,000
2008	106,000,000
2009	92,254,000
2010	112,000,000
2011	112,000,000
2012	56,263,438
2013	97,450,332
2014	23,100,000
2015	3,055,564
2016	18,762
2017	5,475

Source: Department of Finance and Administration.

A board of directors, consisting of thirteen members, is statutorily responsible for investing the funds in the Health Care Trust Fund and the Health Care Expendable Fund. The board voted in May 2010 to discontinue meeting regularly since the assets were being gradually liquidated to satisfy the appropriations approved by the State Legislature. Upon receipt of the annual tobacco settlement payments on December 31, 2015 and in April 2016, the combined balance of both payments was transferred into the Expendable Fund by the end of fiscal year 2016. Future payments from the annual tobacco settlement will be transferred directly into the Expendable Fund. At September 30, 2017, the Health Care Expendable Fund had a balance of \$2,515,856.82.

Mississippi Prepaid Affordable College Tuition Fund. The Mississippi Prepaid Affordable College Tuition ("MPACT") program is a trust fund managed for the payment of tuition as required by contracts between the State and purchasers of the contracts. Monies received from purchasers of the MPACT contracts provide some of the cash flow used to satisfy the payment of benefits to institutions of higher learning on behalf of matriculating students. In addition to the payments received from the purchasers of MPACT contracts, the program is also funded in part from the dividends, interest and gains from the assets under management. The MPACT fund is managed within an actuarial framework, so the fund does have a target rate of return in order to grow the fund to a size that will be able to accommodate future obligations. All MPACT contracts carry the full faith and credit of the State. The relevant statute governing the MPACT Fund is Section 37-155-1 to Section 37-155-27, Mississippi Code of 1972, as amended and supplemented.

The MPACT Fund is overseen by the College Savings Plans of Mississippi Board of Directors (the "Board") of which the State Treasurer serves as Chairman. Any action taken with regard to the investments of the funds, including changes in investment management, investment policy, asset allocation, etc., must be approved by the Board.

On August 23, 2012, the Board voted to defer the 2012 enrollment effective September 1, 2012 and contract for the performance of an actuarial audit. Results of the audit were communicated to the Board at its April 30, 2013 Board meeting. Over the following 18 months, the Board held numerous planning sessions to review and approve changes to the program and the actuarial funding assumptions. The program reopened for enrollment on October 1, 2014. Utilizing the revised actuarial assumptions, as of June 30, 2016, the MPACT Fund-Legacy Plan had \$306.1 million in assets under management with a funded status of 72.1%. The value of expected liabilities of the trust exceeded the value of the assets, including the value of future payments by contract holders, by \$126.5 million. As of June 30, 2016, the MPACT Fund-Horizon Plan had \$16.8 million in assets under management with a funded status of 117.2%. The value of assets of the trust exceeded the value of the expected liabilities, including the value of future payments by contract holders, by \$4.2 million. The liability amounts are based on actuarial assumptions approved by the Board.

Budget Contingency Fund. The Budget Contingency Fund is a special fund created by the Legislature to handle non-recurring budget shortfalls. During the 2016 legislative session, the Legislature directed the initial \$150 million deposit of the BP Litigation Settlement to the Budget Contingency Fund, and appropriated \$42.5 million to various coastal projects. The \$150 million settlement payment was received in early fiscal year 2017. At September 30, 2017, the fund balance was \$100,079,617.94.

Education Improvement Trust Fund. The Education Improvement Trust Fund is legally restricted to the extent that only earnings, and not principal, may be used for the purpose of educating elementary and secondary school students and for vocational training in the State. As of September 30, 2017, the Education Improvement Trust Fund had a balance of \$47,879,064.53.

**STATE OF MISSISSIPPI SPECIAL FUND RECEIPTS⁽¹⁾⁽²⁾
For Fiscal Year Ended June 30, (In Thousands)**

	2012	2013	2014	2015	2016
TAXES:					
Department of Revenue	\$ 794,907.9	\$ 752,613.2	\$ 826,485.8	\$ 786,111.4	\$ 874,481.0
Motor Vehicle Division	532,818.4	529,981.6	527,316.6	539,017.9	571,830.0
Other	28,376.2	29,505.9	29,726.9	15,969.1	20,277.9
Licenses, Fees, Permits & Penalties	729,125.0	809,560.6	778,155.9	505,127.0	508,141.6
Interest on Direct Investments	42,579.2	42,795.9	34,439.7	21,977.1	24,827.8
Sales and Services	851,431.3	775,814.0	806,157.4	656,960.2	932,302.9
Federal Grants-In-Aid					
Education	771,122.7	710,666.2	655,345.5	614,719.9	680,904.3
Highways	611,627.7	561,562.9	550,970.8	483,559.9	496,123.5
Public Health & Welfare ⁽²⁾	4,092,232.9	4,320,283.7	4,277,499.9		0.0
Federal-State Local Programs	434,517.3	332,720.2	246,077.6	5,351,049.2	5,576,163.7
Agricultural & Economic Dev ⁽²⁾	9,269.6	7,445.0	5,556.5		0.0
Employment Security ⁽²⁾	79,243.2	82,708.5	61,212.1		
Other	552,768.3	443,002.7	362,532.1	9,346.2	14.8
Political Subdivisions	87,272.4	146,564.7	189,757.2	180,694.0	115,633.6
Gross Sales of Alcoholic Bev	<u>222,976.1</u>	<u>228,973.6</u>	<u>233,304.1</u>	<u>319,584.8</u>	<u>245.2</u>
TOTAL REVENUE RECEIPT	\$ 9,837,268.3	\$ 9,774,198.7	\$ 9,584,538.2	\$ 9,484,116.7	\$ 9,800,946.3
Bonds, Notes Issued	811,760.4	763,555.3	335,024.5	76.1	0.0
Trans, Refunds & Other Rec.	<u>2,760,408.8</u>	<u>2,634,216.0</u>	<u>1,974,623.4</u>	<u>1,748,512.6</u>	<u>1,470,072.7</u>
TOTAL RECEIPTS	<u>\$13,409,437.5</u>	<u>\$13,171,970.0</u>	<u>\$11,894,186.1</u>	<u>\$11,232,705.4</u>	<u>\$11,271,019.0</u>

⁽¹⁾ The financial data presented in this chart was not prepared according to CAFR specifications, but is presented on a budgetary basis.

⁽²⁾ Public Health & Welfare, Agricultural & Economic Development, and Employment Security now included in the Federal State Local Programs.

Source: Department of Finance and Administration. (FY17 information is not due until the end of Calendar Year 2017.)

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STATE OF MISSISSIPPI SPECIAL FUND DISBURSEMENTS⁽¹⁾
For Fiscal Year Ended June 30 (In Thousands)

	2012	2013	2014	2015	2016
Legislative	\$ 808.0	\$ 0.0	\$ 6.0	\$ 6.0	\$ 0.0
Judiciary & Justice	53,690.0	65,884.0	61,568.0	63,687.3	72,379.1
Executive & Administrative	50,969.0	20,576.0	22,871.0	39,500.0	18,638.0
Fiscal Affairs	149,591.0	115,895.0	129,467.0	158,908.0	115,726.0
Public Education	899,741.0	787,847.0	764,376.0	763,362.8	809,456.0
Higher Education	65,993.0	75,362.0	79,833.0	91,522.9	86,206.0
Public Health & Social Welfare	6,487,583.0	6,625,960.0	6,380,977.0	6,589,816.0	6,668,631.0
Hospitals & Hospital Schools	372,768.0	366,932.0	366,650.0	382,159.7	375,919.0
Agriculture & Economic Development	396,694.0	333,927.0	272,311.0	257,455.0	208,373.0
Conservation & Recreation	320,940.0	257,725.0	263,898.0	239,583.0	243,233.0
Insurance & Banking	48,981.0	56,912.0	60,519.0	70,252.5	57,907.0
Corrections	28,873.0	48,564.0	44,418.0	13,747.1	32,302.0
Interdepartmental Service	48,301.0	46,756.0	48,422.0	47,115.6	51,905.0
Public Protection & Assistance to Veterans	690,168.0	544,601.0	457,827.0	497,464.0	377,013.0
Local Assistance					
Motor Vehicle & Other					
Regulatory Agencies	27,153.0	30,190.0	27,759.0	28,345.8	29,119.0
Miscellaneous	1,003.0	996.0	720.0	767.0	1,213.0
Public Works	1,341,052.0	1,233,866.0	1,318,348.0	1,161,434.0	1,198,184.0
Debt Service	<u>24,063.0</u>	<u>27,036.0</u>	<u>46,222.0</u>	<u>28,464.0</u>	<u>9,989.0</u>
TOTAL DISBURSEMENTS	<u>\$11,008,371.0</u>	<u>\$10,639,029.0</u>	<u>\$10,346,192.0</u>	<u>\$10,433,592.0</u>	<u>\$10,356,193.0</u>

⁽¹⁾ The financial data presented in this chart was not prepared according to CAFR specifications, but is presented on a budgetary basis.

Source: Department of Finance and Administration. (FY17 information is not available until late Fall 2017.)

Potential Claims Related to Federal Grants

The State is aware of several potential claims against the State by federal agencies for the reimbursement of certain federal grant monies. The State believes that the maximum aggregate exposure for the repayment of these grants, if any, will not exceed \$104,000,000. The State is in the process of gathering information which it believes will mitigate this exposure to the federal government.

DESCRIPTION OF STATE TAXES

State operations are funded by General Fund revenues, Education Enhancement Fund revenues and Special Fund receipts. Mississippi's tax base receives its major support from general sales and use taxes, personal income taxes, corporate income and franchise taxes, petroleum excise taxes, motor vehicle privilege taxes, insurance premium taxes and excise levies on tobacco and alcohol. The major sources of General Fund revenues are sales and use taxes, personal income taxes and corporate income and franchise taxes.

Sales Taxes. Sales taxes are imposed at a general tax rate of 7% (see "FISCAL OPERATIONS OF THE STATE - Education Enhancement Fund" herein). The State returns to the municipalities 18.5% of the retail sales tax collected within each municipality. Major exemptions from the sales tax include: (i) sales to governments; (ii) sales of raw materials to manufacturers, large vessels, barges and rail rolling stock; (iii) sales of livestock; (iv) sales of property for foreign export; (v) sales of seed, feed, fertilizer and agricultural chemicals; (vi) sales of farm products by a producer, except when sold by a producer through a regular place of business; (vii) sales of certain utility services for residential, industrial and farm use; (viii) sales of motor fuel; (ix) sales of food purchased with food stamps; (x) sales to non-profit hospitals and infirmaries; (xi) sales of newspapers; and (xii) sales of prescription drugs and medicines. The tax rate for construction contracts exceeding \$10,000, except residential construction, is 3.5%. The tax rate for the sale of automobiles, light trucks and motor homes is 5%. The tax rate for the sale of

aircraft, semi-trailers and mobile homes is 3%. The tax rate for the sale of manufacturing machinery and equipment, farm implement and farm tractors is 1.5%. Sales to electric power associations are taxed at 1%.

Use Taxes. Use taxes are imposed at the same rate as sales taxes on personal property from out-of-state sources for use, consumption or storage in the State. Credit is allowed for taxes paid to another state if the property has been used in another state prior to being brought into the State for use. Exemptions for use taxes are the same as those for sales taxes.

Personal Income Taxes. Personal income taxes are imposed at a rate of 3% on the first \$5,000 of taxable income, 4% on the second \$5,000 and 5% on the remainder. Single taxpayers are allowed a \$6,000 exemption. Married taxpayers are allowed a \$12,000 joint exemption. Heads of household taxpayers with one or more dependents living in the home are allowed an \$8,000 exemption. The exemption for each dependent is \$1,500, plus an additional \$1,500 exemption for taxpayers who are blind or over age 65. The Mississippi Taxpayer Pay Raise Act of 2016 (the "Taxpayer Pay Raise Act") passed during the 2016 Legislative Session will gradually eliminate the 3% tax bracket. Under the current plan, \$1,000 of the first \$5,000 of taxable income would be exempted in 2018, with another \$1000 each year until the bracket is phased out by 2022.

Corporate Income and Franchise Taxes. Franchise taxes are currently imposed at a rate of \$2.50 per \$1,000 of capital employed in the State. The Taxpayer Pay Raise Act will gradually eliminate the franchise tax. Beginning in 2018, the first \$100,000 of taxable capital will be exempt from the franchise tax. In 2019, the tax cut reduces the rate by 25 cents every year until the franchise tax is fully repealed by January 1, 2028. Certain nonprofit and not-for-profit organizations are exempt from corporate income taxes and franchise taxes, such as (i) religious, charitable, educational and scientific associations and institutions; (ii) business leagues, labor organizations, chambers of commerce; (iii) civic leagues and social clubs operated for promotion of social welfare; (iv) non-profit agricultural associations such as farmers' or fruit growers' cooperatives; and (v) non-profit cooperative electric power associations. A small business corporation having a valid election in effect under Subchapter S of the Code is exempt from State income tax, except for that portion of income that might be allocable to shares of stock owned by nonresidents of the State.

Gaming Taxes and Fees. Gaming taxes and fees are imposed on gaming establishment gross revenue at a rate of 4% on the first \$50,000 per month, 6% of the next \$84,000 per month and 8% of all over \$134,000 per month.

Other Taxes. The Department of Revenue also collects other taxes that provide significant amounts of revenue. The tobacco tax is imposed on sales of all tobacco products in the State, including cigarettes, which are taxed at 68 cents per package of 20 cigarettes, all other tobacco products are taxed at 15% of the manufacturer's list price. Other taxes include gas and oil severance, beer excise, insurance premium, and finance company privilege taxes.

The Alcoholic Beverage Control Division of the Department of Revenue that controls the sale and consumption of distilled spirits and wine contributes to the General Fund through the collection of State excise taxes, markups, permit license fees (one half goes to the city or county where the permittee is located), permit application fees and interest earned on demand deposits.

SUMMARY OF GENERAL FUND RECEIPTS BY MAJOR SOURCES
Fiscal Year Ended June 30
(In Millions)

	2015		2016		2017 ⁽¹⁾	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Total General Fund Receipts	\$5,536.5	100.0%	\$5,692.7	100.0%	\$5,654.0	100.0%
Sales Taxes	2,034.3	36.7	2,062.1	36.2	2,055.2	37.04
Individual Income Taxes	1,743.4	31.5	1,769.4	31.1	1,781.7	32.11
Corporate Income & Franchise Taxes	714.1	12.9	596.3	10.5	564.0	10.16
Use Taxes	226.5	4.1	238.3	4.2	234.1	4.22
Gaming Taxes & Fees	131.3	2.4	133.8	2.4	133.0	2.40
Insurance Premium Taxes	218.5	3.9	268.6	4.7	274.5	4.95
All Other Receipts	468.4	8.5	624.2	11.0	611.5	9.12

⁽¹⁾ 2017 General Fund Receipts are through the end of June 2017.

Source: Department of Finance and Administration.

RETIREMENT SYSTEM

In accordance with State statutes, the Public Employees' Retirement System (the "System") Board of Trustees (the "Board of Trustees") administers 24 programs and plans, including 22 defined benefit plans and two defined contribution plans. The defined benefit plans include the Mississippi Public Employees' Retirement System ("PERS"), a cost-sharing multiple-employer public employee retirement system established in 1952, the Mississippi Highway Safety Patrol Retirement System ("MHSPRS"), a single-employer public employee retirement system established in 1958, the Supplemental Legislative Retirement Plan ("SLRP"), established in 1989, and the Municipal Retirement Systems ("MRS") made up of 17 fire and police and two municipal employee plans placed under the administration of the System on July 1, 1987. MRS is an agent multiple-employer defined benefit public employees' retirement system.

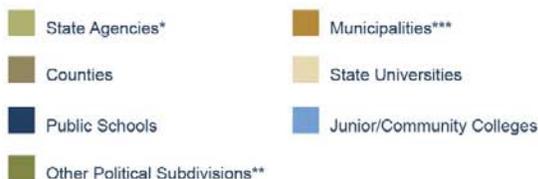
The defined contribution plans include the Optional Retirement Program ("ORP"), established in 1990 in accordance with Section 401(a) of the IRS Code as an alternative for membership in PERS for certain teaching faculty and certain administrative staff of the State's eight colleges and universities, and the Mississippi Deferred Compensation Plan and Trust ("MDCPT") created in 1973 in accordance with Section 457 of the IRS Code. The System has no liability for losses under the ORP or the MDCPT but does have fiduciary responsibilities for both plans related to the administration and selection of investment vehicles. Any political subdivision or judicial entity within the State may elect to have its employees covered by PERS or participate in the MDCPT. As of June 30, 2017, the System covered 880 public entities within the State.

Total System Covered Employers and Members as of June 30, 2017

Total System Covered Employers and Members

Source: PERS Database

June 30, 2017



* Includes MHSPRS and SLRP

** Includes hospitals, libraries, and other juristic entities

*** Includes MRS



The State neither contributes to MRS nor assumes any liability for benefits payable to members but does have the duty of due care required of an ordinary prudent investor. The plans under MRS were closed from 1975 through 1987 and the administration transferred to PERS in 1987.

On July 1, 1989, the Legislature established the SLRP for the purpose of providing supplemental retirement allowances and other benefits for elected members of the State Legislature and the President of the Senate and their beneficiaries. Each legislator and the President of the Senate must contribute 3% of all compensation or remuneration paid, except mileage allowance. The contribution rate by the State is 7.4%.

On July 1, 1990, ORP was established for employees of the State's nine colleges and universities who hold certain teaching or administrative faculty positions and who are appointed or employed after July 1, 1990. These participants have rejected membership in PERS. Title 25, Article 11 of the Mississippi Code states that the System will provide for administration of the ORP Program. ORP participants direct the investment of their funds. Benefits payable to plan participants are not obligations of the State. As such, ORP is not considered part of the System's reporting entity for financial reporting purposes.

Membership in PERS is a condition of employment and eligibility is granted upon hiring for all State agency and university employees not participating in ORP. For those employed by political subdivisions and instrumentalities of the State, membership is contingent upon the PERS Board of Trustees' approval of the entity's

participation in the plan. If approved, membership is a condition of employment and eligibility is granted upon hiring.

Participating employees who retire at or after age 60 with four years of credited service if hired before July 1, 2007 or for those that were hired on July 1, 2007 or after, who retire at or after age 60 with eight years of credited service or those who retire regardless of age with at least 25 years of credited service if hired prior to July 1, 2011 or 30 years for those that were hired on July 1, 2011 or after are entitled to an annual retirement allowance, payable monthly for life. The retirement allowance is an amount equal to 2% of their average compensation for each year of credited service up to and including 25 years and 2.5 % for each year of credited service over 25 years, if hired prior to July 1, 2011. If hired on July 1, 2011 or after they are entitled to an annual retirement allowance, payable monthly for life, in an amount equal to 2% of their average compensation for each year of credited service up to and including 30 years and 2.5 % for each year of credited service over 30 years. There is an actuarial reduction for each year of creditable service below 30 or for each year of age below age 65, whichever is less for those hired on July 1, 2011 or after. "Average compensation" is the average of the employee's earnings during the four highest compensated years of credited service. A member may elect an option for a reduced allowance payable for life with the provision that, after death, a beneficiary receives benefits for life or for a specified number of years. Benefits vest upon completion of four years of credited service for those hired prior to June 30, 2007 and vest with completion of eight years of credited service for those hired on or after July 1, 2007. PERS also provides certain death and disability benefits. Retirees and beneficiaries have the option of maintaining health and other coverage at their own expense. Benefit provisions are established by Section 25-11-1 *et seq.*, Mississippi Code of 1972, as amended, and may be amended and supplemented from time to time only by the State Legislature.

The System incurs no expense for post-retirement health benefits. See Note 16 in the Excerpts from 2015 Audited Financial Statements of the State included in APPENDIX B hereto for a complete discussion of the State's other post-employment benefits.

Membership in MHSPRS is a condition of employment and eligibility is granted upon hiring for all officers of the Mississippi Highway Safety Patrol (the "Highway Patrol") who have completed a course of instruction in an authorized highway patrol training school on general law enforcement and who serve as uniformed officers of the Highway Patrol. Participating employees in MHSPRS who withdraw from service at or after age 55 with at least five years of membership service or, after reaching age 45 with at least 20 years of credited service, or with 25 years of credited service at any age are entitled to an annual retirement allowance, payable monthly for life, in an amount equal to 2.5% of their average compensation during the four highest consecutive years of earnings reduced 3% for each year below age 55 or 3% for each year under 25 years of service, whichever is less. MHSPRS also provides certain death and disability benefits. Retirees and beneficiaries have the option of maintaining health and other coverage at their own expense. Benefit provisions for MHSPRS are established by Section 25-13-1 *et seq.*, Mississippi Code of 1972, as amended, and may be amended and supplemented from time to time only by the State Legislature.

Employees covered by PERS are required to contribute 9.0% of their salaries, as of July 1, 2010. Employees of MHSPRS are required to contribute 7.25%, as of July 1, 2008. Members of SLRP are required to contribute an additional 3% of their compensation. Beginning July 1, 2013, the employers of PERS are required to contribute 15.75%; MHSPRS, 37.00%; and SLRP, remains at 7.40%, since January 1, 2012.

During a special session, the 2010 Mississippi Legislature passed House Bill 1 ("House Bill 1") which amended Sections 25-11-123, 25-11-109 and 25-11-115, Mississippi Code of 1972, and increased the percent of earned compensation as stated above from 7.25% to 9% (as a percentage of gross salary) and members who retire on or after July 1, 2010 will receive credit for ½ day of leave for each full year of membership service accrued after June 30, 2010. Also, a new option for members of PERS for payment of a member's retirement allowance provides that upon the retired member's death, ¾ of the member's reduced retirement allowance will be continued throughout the life of the employee's beneficiary.

Actuarial assumptions at June 30, 2017 were:

- (a) Rate of return on investment of 7.75%;
- (b) Projected Wage inflation rates 3.25%;
- (c) Projected salary increases of 3.25% to 18.50% per year for PERS, 3.25% to 8.81% for MHSPRS and 3.25% for SLRP attributable to seniority/merit;
- (d) Assumption that post-retirement benefits will increase 3.0% per year for PERS and SLRP; calculated 3% simple interest to age 55, compounded each year thereafter; and 3.0% for MHSPRS; calculated 3% simple interest to age 60, compounded each year thereafter;
- (e) Entry age for actuarial cost method; and
- (f) Five-year smoothed market asset valuation method.

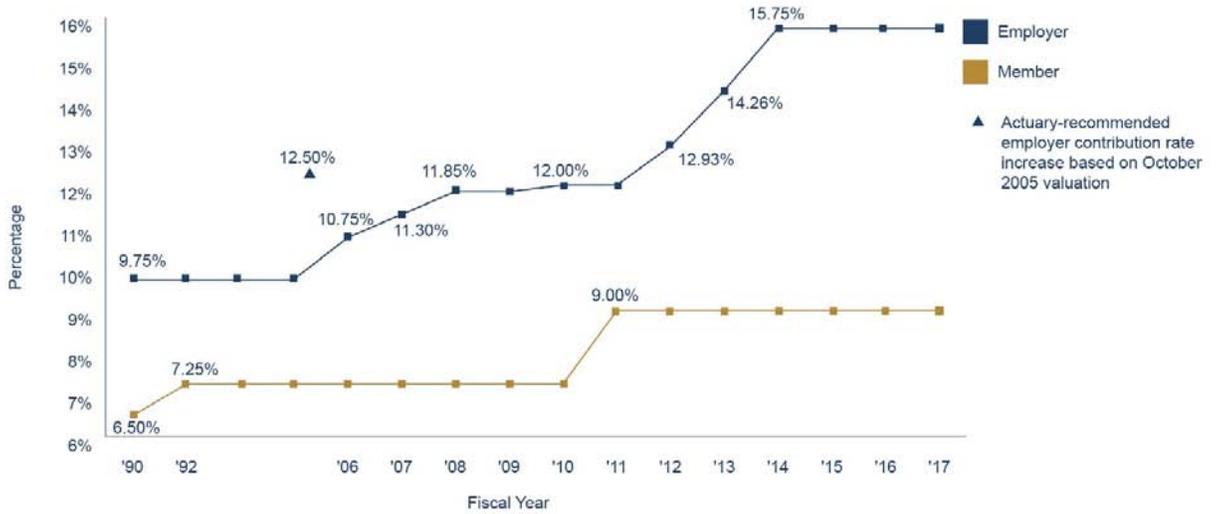
Employer contribution rates for PERS, and SLRP are set by the PERS Board of Trustees in accordance with the adopted Funding Policy following the annual actuarial valuation and projection reports. The employer contribution rate for MHSPRS is set by the MHSPRS Advisory Board in accordance with the adopted Funding Policy following the annual actuarial valuation and projection reports. The PERS Board of Trustees revised the Funding Policy for PERS and SLRP in 2012 with the focus on contribution stability with an objective of producing a projected funded ratio of at least 80% in 2042. Unfunded actuarial accrued liabilities are amortized as a level percent of the active member payroll, at a rate designed to produce a projected funded ratio of at least 80% in 2042. The MHSPRS Funding Policy provides that unfunded actuarial accrued liabilities are amortized as a level percent of active member payroll at a rate designed to produce a projected funded ratio of at least 80% in 2042. These benchmarks are reviewed annually and should the projected funded ratio be less than 60% in 2042 or projected to be less than 75% in 2042 following two consecutive annual actuarial valuations (70% following three consecutive annual actuarial valuations for MHSPRS), a contribution rate increase will be determined that is sufficient to generate a funded ratio of 85% in 2042. The employer contribution rate so computed, expressed as a percent of active member payroll, is designed to accumulate sufficient assets to pay benefits when due. For MRS, as closed plans, with declining active and retired memberships, the contribution is determined as a percentage of each municipality's assessed property valuation that generates an ultimate asset reserve level equal to a reasonable percentage (100 to 150 percent) of the next year's projected benefit payments, with the objective of developing a pattern of contribution rates that will develop the required funds needed to meet the objective of paying all benefits when due with little, if any, residual asset value. . .

House Bill 1 increased the PERS member contribution rate from 7.25% to 9.0% (as a percentage of gross salary) effective July 1, 2010. Employer contribution rate increases scheduled to go into effect July 1, 2011, were delayed six months. At its October 2010 scheduled meeting, the Board approved rate increases from 12 to 12.93 % for PERS-covered employers, 6.65 to 7.40 % for the SLRP and 30.30 to 35.21 % for the MHSPRS. However, in response to a request from leaders in the Mississippi Legislature, the Board of Trustees took action at its February 2011 meeting and the MHSPRS Administrative Board voted in March 2011 to delay any employer contribution rate increase until January 1, 2012. Effective July 1, 2012, the PERS employer contribution rate increased from 12.93% to 14.26% and the MHSPRS from 35.21% to 37.0%. Effective July 1, 2013, the PERS employer contribution rate increased from 14.26% to 15.75%.

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PERS Contribution Rate Change History

Source: PERS Actuarial Valuation Report



Effective Date	1/1/90	7/1/91	7/1/05	7/1/06	7/1/07	7/1/09	7/1/10	1/1/12	7/1/12	7/1/13
	FY '90	FY '92	FY '06	FY '07	FY '08	FY '10	FY '11	FY '12	FY '13	FY '14
Employer Rate	9.75%	9.75%	10.75%	11.30%	11.85%	12.00%	12.00%	12.93%	14.26%	15.75%
Member Rate	6.50%	7.25%	7.25%	7.25%	7.25%	7.25%	9.00%	9.00%	9.00%	9.00%

For fiscal year 2017, the combined net assets of all the defined benefit plans administered by PERS increased by \$2,444 million, or 9.9%.

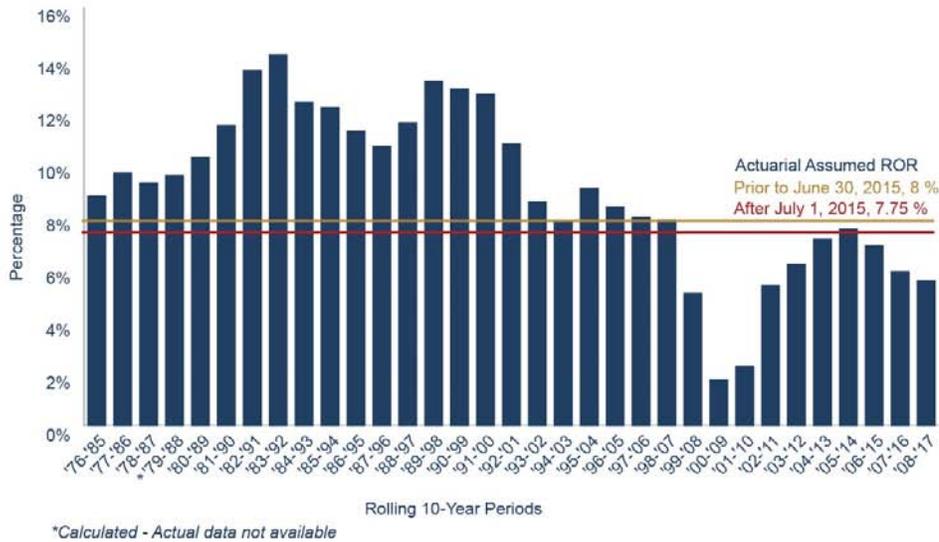
Investment Performance

Source: PERS Investments



Investment Annualized Rates of Return

Source: Callan Investment Measurement Service Quarterly Review for June 30, 2017



Historical Returns as of June 30, 2017

1-Year	14.96%
3 -Year	6.34%
5 -Year	10.08%
10 -Year	5.58%
20 -Year	6.73%
25 -Year	7.94%
30-Year	8.34%

Excluding the MS Municipal Retirement System, the defined benefit plans administered by the System, PERS, MHSPRS, and SLRP, were actuarially funded at 61.1%, 68.1%, and 78.8% respectively as of June 30, 2017.

At June 30, 2017, the plans' net pension benefit liabilities were as follows (*in thousands).

	PERS*	MHSPRS*	SLRP
Total actuarial accrued liability	\$43,166,491	\$497,992	\$21,849
Actuarial value of Assets	<u>26,364,446</u>	<u>339,114</u>	<u>17,208</u>
Net Pension Liability	<u>\$16,802,045</u>	<u>\$158,878</u>	<u>\$ 4,641</u>

Funding policies for PERS, MHSPRS and SLRP provide for periodic employer contributions at actuarially determined rates that are adequate to accumulate sufficient assets to pay benefits when due. Actuarial valuations prepared as of June 30, 2017, the most recent valuation date, indicate that the unfunded (overfunded) accrued liability amortization periods of PERS, MHSPRS and SLRP are 38.4, 37.6 and 21.6 years, respectively, using an open amortization approach.

In October 2012, the Board of Trustees adopted a revised funding policy aimed at stabilizing the employer contribution rate that set the PERS rate at 15.75% and the SLRP rate at 7.4% effective July 1, 2013. The funding policy also established a goal for the PERS to be 80.0% funded by 2042. Under the revised funding policy, the volatility of the employer contribution rate will be reduced providing a predictable contribution rate for employers. The actuarial value of assets includes smoothing actuarial gains and losses over five years. The System incorporated the requirements of GASB Statement 67, *Financial Reporting for Pension Plans* beginning in its fiscal year-end 2014 financial reports which no longer requires a 30-year amortization period for the unfunded accrued liability.

PERS Actuarial Accrued Liability and Funded Ratio

2017 PERS Funded Ratio information not available until mid December 2017.

PERS Funded Ratio

Source: PERS Actuarial Valuation Report

Funded Ratio: The ratio of the assets of a pension plan to its liabilities. The ratio is determined by dividing the actuarial value of assets by the actuarial accrued liability.

a goal of being 80 percent funded by 2042. This projection assumes PERS will earn at an 7.75 percent rate of return on investments. Over the past 30 years, PERS has earned, on average, a 8.19 percent rate of return.

Below is the annual funded ratio of PERS since 2001 and the projected funded ratio with the 2012 revision of the PERS Funding Policy by the Board of Trustees, which set

PERS Average Annual Benefit: \$22,607



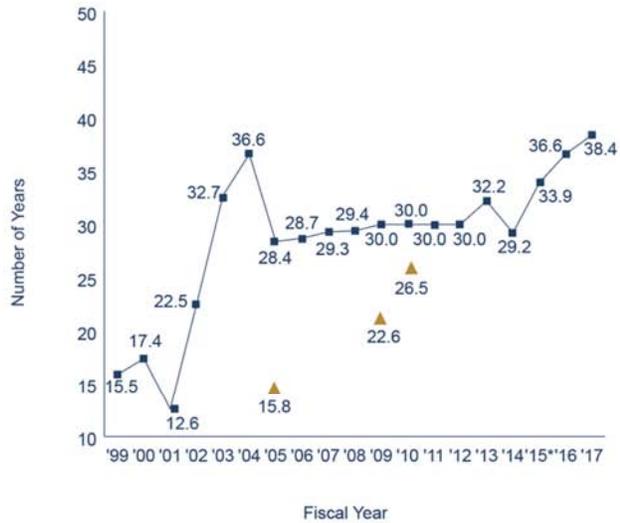
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PERS Amortization Period of Unfunded Accrued Liability

Source: PERS Actuarial Valuation Report

Amortization: Paying off an interest-bearing liability by means of periodic payments of interest and principal, as opposed to paying it off with a lump-sum payment.

Unfunded Accrued Liability: The difference between the actuarial accrued liability and valuation of assets.



▲ Actuary estimate of UAL period without benefit improvements implemented 1999 - 2002 with the employer contribution rate at 9.75% and the member rate at 7.25%
 * Actuarial Assumed ROR effective July, 2015, 7.75%

Source: PERS Facts & Figures · Data as of June 30, 2017, unless otherwise noted.

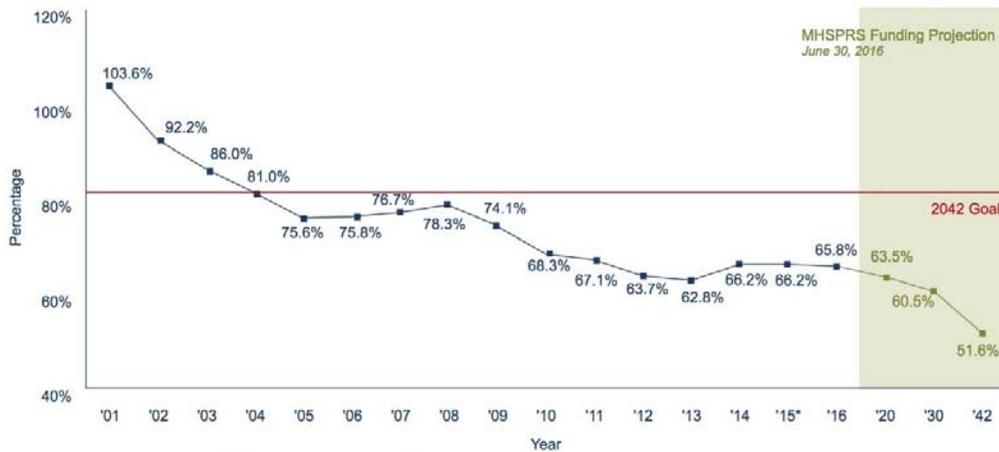
MS Highway Safety Patrol Retirement System (MHSPRS)

2017 MHSPRS Funded Ratio information not available until mid December 2017.

MS Highway Safety Patrol Retirement Plan Funded Ratio and Projection

Source: MHSPRS Actuarial Valuation Report

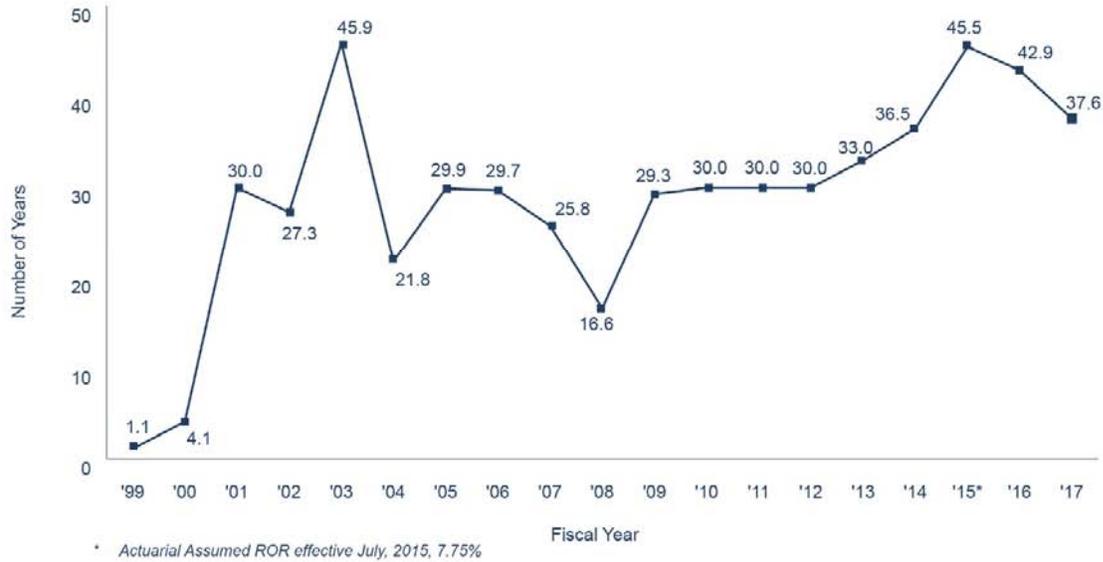
Actuarial Accrued Liability and Funded Ratio



* Actuarial Assumed ROR effective July, 2015, 7.75%

MS Highway Safety Patrol Retirement System (MHSPRS)

MHSPRS Amortization Period of Unfunded Accrued Liability



Source: MHSPRS Actuarial Valuation Report

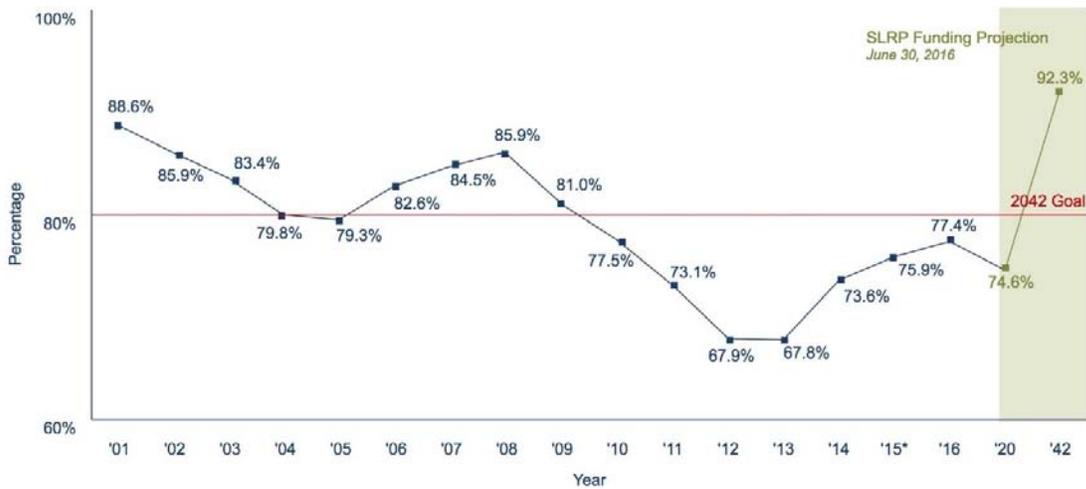
Supplemental Legislative Retirement Plan (SLRP)

2017 SLRP Funded Ratio information not available until mid December 2017.

Actuarial Accrued Liability and Funded Ratio

Supplemental Legislative Retirement Plan Funded Ratio and Projection

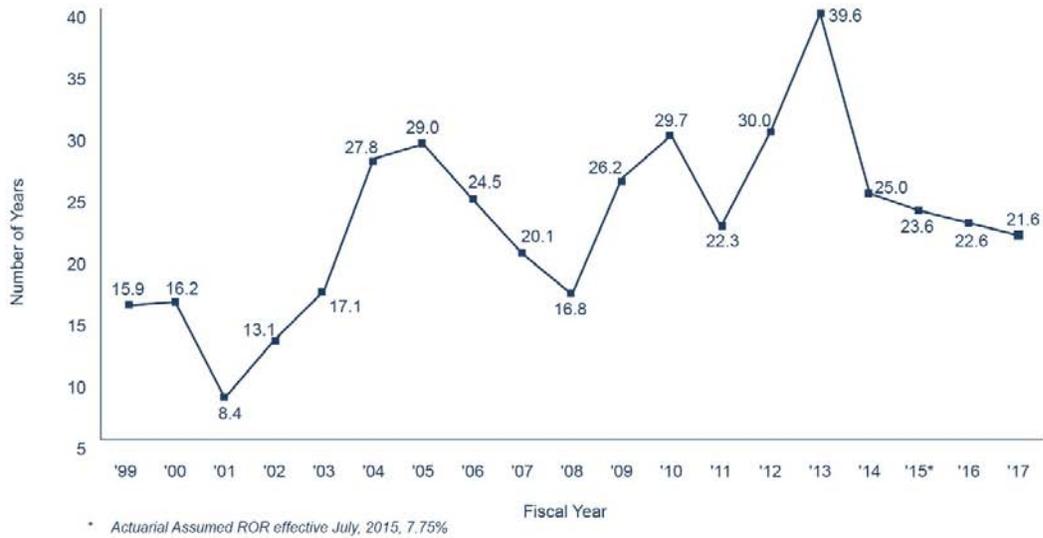
Source: SLRP Actuarial Valuation Report



Supplemental Legislative Retirement Plan (SLRP)

Source: SLRP Actuarial Valuation Report

SLRP Amortization Period of Unfunded Accrued Liability



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**PUBLIC EMPLOYEES' RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
For Fiscal Year Ended June 30 (In Thousands)**

	2014	2015	2016	Unaudited 2017
Additions:				
Member Contribution	\$ 625,867	\$ 560,099	\$ 574,963	\$ 572,456
Employer Contributions	<u>1,005,219</u>	<u>1,030,028</u>	<u>1,055,072</u>	<u>1,052,147</u>
Total Contributions	1,631,086	1,590,127	1,630,035	1,624,603
Net Investment Income:				
Net Appreciation (Depreciation) in Fair Value Assets	3,654,142	362,760	(335,671)	3,037,548
Interest and Dividends	589,945	557,068	538,894	539,547
Securities Lending				
Net Appreciation in Fair Value		(2,128)	1,740	3,236
Interest Income on Securities Lending	19,133	18,525	23,152	37,318
Manager's Fees & Trading Costs	(83,449)	(88,884)	(89,116)	(95,916)
Interest Expense			(2,366)	(14,840)
Program Fees	<u>(2,680)</u>	<u>(2,619)</u>	<u>(3,097)</u>	<u>(3,381)</u>
Net Investment Income (Loss)	4,177,091	844,722	133,536	3,503,512
Other Revenues	<u>268</u>	<u>75</u>	<u>35</u>	<u>36</u>
Total Additions (Reductions)	<u>\$5,808,445</u>	<u>\$2,434,924</u>	<u>\$1,763,606</u>	<u>\$5,128,151</u>
Deductions:				
Retirement Annuities	2,263,161	2,284,168	2,433,505	2,544,382
Refunds to Terminated Employees	121,599	119,557	113,010	113,868
Administrative Expenses	13,454	14,119	15,764	17,624
Loss on Disposal of Equipment	0	0	0	0
Depreciation	<u>778</u>	<u>571</u>	<u>509</u>	<u>8,572</u>
Total Deductions	<u>\$ 2,398,992</u>	<u>\$ 2,418,415</u>	<u>\$ 2,562,788</u>	<u>\$ 2,684,446</u>
Net Increase (Decrease) in Plan Net Assets	3,409,453	16,509	(799,182)	2,443,705
Net Assets held in Trust for Pension				
Benefits Beginning of Year	<u>23,583,145</u>	<u>25,399,696</u>	<u>25,416,205</u>	<u>24,617,023</u>
End of Year	<u>\$26,992,598</u>	<u>\$25,416,205</u>	<u>\$24,617,023</u>	<u>\$27,060,728</u>

Source: State Auditor and Public Employees' Retirement System.

ORGANIZATION OF STATE GOVERNMENT

The State Constitution separates the legal powers of State government into three distinct branches, the legislative, the executive and the judicial.

Legislative Branch

Legislative power is vested in the Senate and the House of Representatives, which jointly comprise the Legislature of the State. The Senate is composed of 52 members, and the House of Representatives consists of 122 members. Each member of each chamber is elected to a four-year term.

The Legislature convenes annually on the first Tuesday after the first Monday in January. Regular sessions last 90 days in all years of an administration except for the first session after a new governor has been elected, when a 125-day session is held, which last occurred in January 2016. Any regular session may be extended by a concurrent resolution adopted by a 2/3 vote of the membership of both the House and the Senate. The Governor may convene the Legislature by a proclamation whenever, in the Governor's opinion, the public safety or welfare requires it, or upon written application of 3/5 of the members of each legislative body. The Legislature

has the authority to enact legislation to complement the constitutional duties and powers of the executive branch of government.

Executive Branch

The Governor is vested with the chief executive powers of the State. The Governor is elected to a four-year term and may be elected for one additional four-year term. The Governor recommends to the Legislature, by message at the commencement of each session, the passage of such measures as the Governor deems appropriate; appoints, by and with the advice and consent of the Senate, certain officers of State government; may remit fines and penalties; grant reprieves, commute sentences, and grant pardons and paroles after convictions; and is Commander-in-Chief of the military forces of the State and, as such, may call out the National Guard to enforce laws, suppress insurrections and repel invasion.

Specific administrative functions are performed by the other statewide elected officials: the Lieutenant Governor, the Secretary of State, the Attorney General, the State Treasurer, the State Auditor, the State Insurance Commissioner and the State Commissioner of Agriculture and Commerce. For example, legal services are provided by the Attorney General; audit functions are performed under the direction of the State Auditor; and the Secretary of State maintains official records of the State, regulates the securities industry in the State and performs other statutory duties.

Other activities of State government are conducted through various boards and commissions created by the Legislature and accountable to either or both the legislative and executive branches. These include, among others:

(1) The Department of Transportation includes the State Highway Department, the Aeronautics and Rail Division, the weight inspection stations and portable scales from the Department of Revenue and the State Aid Engineer and the Division of State Aid Road Construction. The three elected members of the Mississippi Transportation Commission (one from each Supreme Court District of the State) select an executive director who serves as the administrative head of the Department of Transportation. The primary responsibilities of the department are the maintenance of highways and roads within the State and to promote the coordinated and efficient use of all available and future modes of transportation, to study means of encouraging travel and transportation of goods by the combination of motor vehicle and other modes of transportation. For operational purposes, the department is divided into six districts with maintenance and construction engineers in each district. However, certain functions, such as right-of-way acquisition, relocation assistance, bridge design, property control, research and development and testing are controlled at the departmental level. Other transportation related agencies are the Department of Public Safety and the Public Service Commission.

(2) Mississippi has a number of agencies that perform activities related to public health and welfare. Among those agencies are the State Department of Health, the Department of Human Services, the Department of Rehabilitation Services, the Division of Medicaid, Child Protective Services and the Parole Board. The Department of Health administers programs involving disease control, family health and environmental health. It also inspects sewer and water facilities, factories, food processing plants and conditions in State institutions. The Department of Human Services administers assistance payments to families of dependent children and makes determination of Medicaid eligibility. Additional services are provided through the Child Support, Food Assistance, Child Protective Services and Social Services Programs. The Office of Child Protective Services investigates reports of child abuse and administers the State's foster care system. The Division of Medicaid, within the Office of the Governor, administers the activities of all health related programs under Title XIX of the Social Security Act.

(3) The construction, maintenance and repair of State buildings are administered by the Office of Building, Grounds and Real Property Management, within the Department of Finance and Administration. In order to fulfill its responsibilities, pursuant to authority granted by the Legislature, the Office of Building, Grounds and Real Property Management has the authority to acquire real and personal property by lease or purchase and to exercise the right of eminent domain. Short and long-range public plans are subject to the approval of the Public Procurement Review Board of the Department of Finance and Administration.

(4) Under the supervision of three-elected commissioners, one from each Supreme Court district of the State, the Public Service Commission supervises and regulates various activities of utilities and motor carriers operating within the State. It has the authority and responsibility of prescribing rates and charges that will allow the utilities a fair and reasonable rate of return on investment under efficient operating conditions while

protecting at all times the interest and welfare of the public. In the case of motor carriers, the Public Service Commission is charged with the responsibility of enforcing the provisions of the Motor Regulatory Act of 1938 on a fair and equitable basis by assuring that proper tags are purchased, that proper commodities are transported at proper rates, that franchise provisions are strictly adhered to and that each carrier has full and adequate insurance coverage.

Judicial Branch

The Judicial Branch of State government consists of a Supreme Court, a Court of Appeals, Chancery District Courts and Circuit District Courts. The Supreme Court is an appellate court with members elected from three districts for terms of eight years. The Court of Appeals is an intermediate appellate court comprised of ten appellate judges, two elected from each congressional district, to serve for a period of eight years. There are 20 Chancery District Courts and 22 Circuit District Courts in the State, subject to change by the Legislature, with judges elected from each district for terms of four years. County Court judges in certain counties, and Justice Court judges in every county, are elected for four-year terms.

Local Governments

County and municipal governments and other political subdivisions have no sovereign powers in the State. In the State's counties and municipalities, the major sources of revenues are shared revenues from sales taxes and property taxes assessed on all local real and personal property, subject to certain exemptions. State agencies, however, provide various important services to political subdivisions, including the following: the State Department of Health works in an advisory capacity with local health departments; the State Department of Education provides guidance and aid for county and municipal Superintendents of Education; the Department of Transportation provides funding and technical assistance for county and urban road and bridge construction; and the Mississippi Development Authority (the "MDA") is authorized to provide many economic development services.

EDUCATION

Elementary/Secondary Education

Public Education in Mississippi has seen dramatic changes during the past 30 years, with the 1982 Education Reform Act serving to trigger much of that change. A statewide core curriculum has also been established, outlining objectives school districts are expected to include in their instruction. The State has been a leader in developing a performance-based accreditation model, with both schools and districts receiving an annual accreditation level. The State is home to the Mississippi School for Mathematics and Science, the fourth of its kind in the nation when it opened in 1988, which provides intensive training in math, science and technology to certain high school juniors and seniors. The Mississippi School of Fine Arts, which opened in the fall of 2003, offers certain high school juniors and seniors training in the various fine arts. During the 2015-2016 school year, public elementary schools (K-6) enrolled 272,139 students and public secondary schools enrolled 206,638 students. The enrollment for public elementary and secondary students was a combined total of 478,777 students. The State's public schools employed 32,230 full-time equivalent classroom teachers. State and local boards of education are responsible for governing public elementary and secondary education. At the State level, a nine-member State Board of Education administers these responsibilities. The State Superintendent of Education, appointed by the State Board of Education, serves as its secretary and chief operating officer.

Community Colleges

The State was the first state to establish a system of public two-year colleges and has 15 community colleges located on 34 campuses and centers in every area of the State. These two-year institutions offer university level courses of study as well as vocational and technical programs. There is a wide variety of specialized programs for industry start-up and industry training, which are offered Statewide. Total headcount enrollment (unduplicated) at the public community and junior colleges for 2015-2016 school year was 70,634. Public community colleges are governed by local boards of trustees, with State coordination by a ten member State Board for Community and Junior Colleges.

Universities and Colleges

Eight institutions of higher learning are supported by the State (included in this number is the University of Mississippi Medical Center whose numbers are reflected within those for the University of Mississippi. These institutions offer courses and programs statewide. The 2015-2016 academic year enrollment in the State

supported institutions of higher learning was approximately 81,024. The State's eight institutions of higher learning are administered by a 12 member Board of Trustees of State Institutions of Higher Learning and a Commissioner of Higher Education.

THE ECONOMY

Location and Geography

The State is centrally located in the southern region of the United States of America. It is bounded on the east by Alabama, on the north by Tennessee, on the west by the Mississippi River, which separates it from Arkansas and Louisiana, and by Louisiana and the Gulf of Mexico on its southern boundary. The State encompasses 47,715 square miles and ranks 32nd in physical size among the states. Jackson, located in the central part of the State, is the capital and the largest city.

The State has a temperate to subtropical climate. The temperature ranges from a high mean temperature throughout the State of 84.5 degrees during July to a low mean temperature of 45.6 degrees in January. The State has an average rainfall of 53.9 inches. The topography of the State ranges from flat to hilly, with a maximum elevation of 806 feet in the northeastern corner of the State.

The State's Economy (as of October 2017)

The Mississippi economy continues to lack momentum. According to preliminary estimates by the Bureau of Economic Analysis, (BEA) the Mississippi economy grew 0.8% in 2016. This gain followed a 0.3% gain in 2015, based on revised data. The 2016 gain, though modest, marks the largest annual growth in the Mississippi economy since the 2.2 percent increase in 2012. The State's annual GDP growth has exceeded 1% only once since 2008 (in 2012). Between 2009 and 2016, the Mississippi economy grew a total of 1.7%. During the same period, the national economy grew 14.1%. Annual job growth between 2009 and 2016 was 4.3% in the State and 9.9% in the nation. As of August, the State remains over 8 thousand jobs below the pre-recession peak of 2008.

The State added an average of 10,875 jobs in 2016 over 2015. The largest contributor to job gains was eating places, followed by retail trade. These were followed by health services, professional services and manufacturing. The largest decline occurred in the construction sector.

Real incomes grew 2.7% in 2016, up from the 1.4% in 2015. This gain was the strongest since the 2008 recession and only the third increase of more than 2.0% in that time. Despite the improvement, income growth remains below the National average. While the State's unemployment rate has fallen, many of the job gains have been in low-wage sectors. Beyond the income data as reported, a substantial number of Mississippians have historically worked in other states in the oil and gas sector. The jobs and incomes associate with these individuals are not counted in any data within the State, but much of their income is spent in the State. When oil prices collapsed many lost their job and those who kept their jobs took pay cuts. This has contributed to the sluggish growth in retail sales, sales tax, and the State's economy in general.

The Mississippi economy appears to be flat to slightly declining in 2017. While employment has risen 0.8% in the last three months, its growth for 2017 remains below the previous year's rate. Growth in income tax withholdings in the state remains largely flat. Although Mississippi building permits began 2017 on a strong note, this growth has dissipated and returned to the levels of a year ago.

Revenues from Mississippi's gaming sector have declined in 2017. In 2016 after adjusting for inflation the state's gaming sector experienced nearly flat growth. Through August of 2017, however, real gaming revenue for the coastal counties has fallen 2.4%, the river casinos have seen a 7.7% decline, and the net impact is a 4.7% decline in real gaming revenue for the state as a whole.

Short-Term Outlook

The national economy grew 1.2% in the first quarter of 2017 and improved to a 3.1% gain in real GDP in the second quarter. However, growth in the third quarter is expected to slow due to the impacts of Hurricanes Harvey and Irma before improving in the last quarter. The U.S. economy is projected to expand by around 2.2% for the year, fueled by improved job growth and disposable income. A growth rate of 2.2% would mark an improvement over the 1.5% increase observed in 2016. Current projections show growth strengthening modestly in 2018 but remaining in the 2.2-2.4% range over the next few years.

Like the nation, the State's economy is expected to make gradual improvement. Current projections have the 2017 State economy growing 1.2%. Growth is expected to improve slightly over the next few years but with projections for modest national growth, the State will likely remain below 2%.

State Economic Structure

About 83% of the State's roughly 1.1 million wage and salary workers are in service-producing industries and the remaining 17% are employed in goods-producing industries. Almost 78.6% of total nonfarm employment is in the private sector while government employs the remaining 21.4%. Nationally, the government represents slightly more than 15.5% of the workforce. Mississippi also depends relatively more on the manufacturing sector than the U.S. with 12.4% of employment concentrated in manufacturing compared to the national average of slightly less than 8.5%. Because of the strong linkages to the rest of the economy, the manufacturing sector is a driver of significant economic activity in other sectors in the State as well.

Economic Development

The MDA was created to improve the quality of life for Mississippians through the creation of productive employment opportunities and the enhancement of the State's tax base. To accomplish its mandate, MDA concentrates on recruiting new industries into the State, encouraging expansion of existing industries, expanding world markets for State products, seeking international business investment, assisting in the development of minority businesses, and providing training and retraining programs for the State's work force to meet the needs of today's business.

A variety of services are available to individuals and businesses to stimulate jobs and income growth in the State. MDA provides financial, management and technical assistance services. Some of these include tax incentives, loan programs and bond financing programs for industries, small businesses and agribusinesses.

Banking and Finance

There are 77 financial institutions in the State, consisting of 7 national chartered commercial banks, 4 federal chartered thrifts, and 66 state chartered commercial banks. The total number of branch offices is 1,180. Combined assets for these institutions as of June 30, 2017 totaled \$93,769,544,000.

There are 4 banks with assets exceeding \$10 billion. Three of these four banks are state chartered. Whitney Bank is the largest financial institution in the state and has assets of over \$26 billion.

There are 6 financial institutions with assets less than \$10 billion, but greater than \$1 billion. Total assets for the 10 largest institutions are \$73,189,206,000. This represents approximately 79% of banking assets in the State. Average asset growth over the past three years is 6%.

Manufacturing

The manufacturing sector is a leading employer in the State. Approximately 141,900 persons are employed in more than 2,400 manufacturing facilities. About one-fourth of these facilities have 100 or more employees and account for 80% of all manufacturing workers. The State has eighteen (18) manufacturing companies with 1,000 or more employees.

Every county in the State has a manufacturing facility. Hinds County has the largest number of manufacturing plants followed by Lee County, Rankin County, DeSoto County and Harrison County. The leading product groups in the State are apparel, electrical machinery and equipment, food products, furniture and fixtures, lumber and wood products and transportation equipment.

In November 2000, Nissan North America, Inc. ("Nissan") announced the location of a \$930 million automobile manufacturing facility in Madison County, Mississippi. In June 2002, while the original facility was still under construction, Nissan announced that it would expand the facility to 2.5 million square feet with an additional investment of \$500 million. When the plant began production, 2,040 people were employed and has grown to present employment of approximately 6,400. The 3.5 million-square-foot plant has a capacity to produce 400,000 vehicles per year.

In March 2007, Toyota Motor Engineering & Manufacturing North America, Inc. ("Toyota") announced its plans to locate a new manufacturing plant near the town of Blue Springs, Mississippi. Toyota directly employs

approximately 2,000 and represents an \$800 million investment. Since the plant began production during November of 2011, Mississippians have been successfully producing Toyota's best-selling model, the Corolla, for the U.S. market and is at full production today.

Huntington Ingalls Industries is the State's largest manufacturing employer through its shipyards located in Pascagoula and Gulfport. With current employment above 11,000, Huntington Ingalls Industries has an annual payroll of approximately \$580 million. The company develops and produces technologically advanced warships for the United States Navy, Coast Guard, Marine Corps and for foreign and commercial customers. It has operated in the State since 1938.

PACCAR, a global leader in the design and manufacture of premium light-, medium- and heavy-duty trucks, constructed its newest engine manufacturing and assembly plant on a 394-acre site in Lowndes County.

Yokohama selected West Point, Mississippi as the location for its new tire manufacturing facility opening the \$300 million commercial truck tire facility October 5, 2015, just a little over 24 months after breaking ground on the site. The modern, one-million-square-foot facility located on more than 500 acres of land has hired more than 260 employees and plans to eventually reach 500. The company plans to produce up to one million tires annually when running at full capacity.

Continental Tire The Americas, LLC, has begun construction of its commercial vehicle tire manufacturing plant in Hinds County, Mississippi and has committed to investing \$1.45 billion and creating 2,500 jobs and expects to begin production in 2020.

Tourism and Gaming

Since 1992, the total capital investment in the State by the gaming industry has exceeded \$4.5 billion. The gross gaming revenues for the 28 State-licensed casinos in fiscal year 2016 was \$2,107,117,794.93 and for the 28 State-licensed casinos in fiscal year 2017 was \$2,090,634,797.88. The State's gaming industry reported 16,740 State-licensed and casino hotel employees for the fourth quarter of fiscal year 2017. In addition, the Mississippi Band of Choctaw Indians employs an estimated 2,795 persons at its casino hotels.

According to the Mississippi Department of Revenue, gross gaming revenues for the first two months of fiscal year 2018 were \$355,806,056.

Agriculture and Forestry

Agriculture is one of the State's leading industries, employing approximately 17% of the State's workforce either directly or indirectly. Agriculture in the State is a \$6.88 billion industry with a \$12.7 billion economic impact each year. There are approximately 42,300 farms in the State covering 11 million acres. The average size farm is composed of 262 acres. Agriculture makes a significant contribution to all 82 counties. The primary agricultural products in Mississippi are poultry, forestry, soybeans, corn, rice, catfish, hay, cattle and calves, cotton, hogs, horticulture crops, mill, sweet potatoes, wheat and peanuts.

Forestry and forestry products contribute a total impact of \$17.4 billion to the State's economy. 19.8 million acres or about 65% of the total land in the State is devoted to forest production. Mississippi ranks number one in the nation in the number of certified tree farms with more than 3,200. The forestry sector, which includes pulp mills, paper mills, wood furniture, employs 25% of the State's manufacturing workforce.

Construction

The construction industry plays a powerful role in sustaining economic growth, in addition to producing structures that add to productivity and quality of life. In 2015, construction contributed \$5 billion (4.4%) of the State's GDP of \$107 billion, making construction's contribution to the State's GDP more than the industry's 4% share of United States GDP. Private non-residential construction spending in the State totaled \$2.5 billion in 2015 while nonresidential starts in the State totaled \$2.7 billion in 2014. Construction employment in August 2017 totaled 43,900. Construction worker's pay in the State averaged \$46,300, 25% more than all private sector employees in the State.

During the period 2011 through 2016, building permits issued for residential construction averaged 6,450 annually, with an average annual valuation of \$968 million. The following chart presents annual data for residential building activity.

RESIDENTIAL CONSTRUCTION BUILDING ACTIVITY
(Valuation in Millions)

Calendar Year	Building Permits(In Thousands)	Privately-Owned Housing Units Valuation (In Millions)	Contract Construction Employment (In Thousands)
2003	12.1	1,254.5	51.3
2004	13.6	1,399.3	50.6
2005	13.0	1,535.2	52.1
2006	15.6	1,891.0	53.0
2007	16.3	1,773.0	58.2
2008	10.0	1,119.3	57.5
2009	6.7	807.2	47.8
2010	4.8	646.3	50.2
2011	5.3	724.1	49.6
2012	6.0	836.5	45.8
2013	6.8	956.1	49.6
2014	6.9	1,033.1	49.0
2015	6.8	1,078.1	47.4
2016	6.9	1,181.9	45.3

Source: University Research Center, the U.S. Department of Commerce, Bureau of the Census, Building Permits Branch and the Bureau of Labor Statistics, Associated General Contractors of America.

Transportation

The Mississippi Department of Transportation ("MDOT") is the lead agency to meet the transportation needs of the State. MDOT is committed to providing a transportation system - a network of highways, airports, public transit systems, ports, weight enforcement offices and rail systems - that will provide for the safe and efficient movement of people and goods. Much of the success of the transportation system can be attributed to the AHEAD program enacted in 1987, which promises to link every Mississippian to a four-lane highway within 30 miles or 30 minutes. In the spring of 2002, the Mississippi Legislature enacted Vision 21 - MDOT's Proposed Highway Program for the 21st Century. This pay-as-you-go highway program has been and will continue to upgrade existing roadways or build new highways where they are needed most, without burdening the public with new taxes.

The State's 81 public and private airports provide facilities for both commercial and private aircraft and play a vital part in the economic development of the small communities in the State. The mission of the MDOT Aeronautics Division is to assist airport owners in developing a safe and effective air transportation system in the State.

The State's public ports continue to play a vital role in the State's transportation system and the State's economy. Currently, there are 16 public ports in the State which include the State controlled Port of Gulfport in Harrison County and Yellow Creek State Inland Port in Tishomingo County. The remaining 14 ports are locally owned and operated. These ports contribute \$1.4 billion to the State economy, representing almost 3% of the State's GDP and including some 34,000 direct and indirect jobs paying \$765 million in wages and salaries. On average, over 47.7 million tons of cargo moved through the public and private terminals within the State's ports annually.

Mississippi has 2,542 miles of mainline railroad providing service between major centers throughout the State. This mileage is comprised of five Class-I Railroads (large rail systems extending from the Gulf of Mexico into Canada) and 24 Class-III Railroads (short intrastate rail systems) utilizing the Mississippi Rail System.

Population

According to the 2010 Census, the population of the State was 2,967,297.

TOTAL RESIDENT POPULATION FOR MISSISSIPPI AND THE UNITED STATES (In Thousands)

Calendar Year	Mississippi Population	Percent Change	United States Population	Percent Change
1970	2,217	1.80%	203,302	13.40%
1980	2,521	13.70	226,546	11.40
1990	2,577	2.10	249,440	10.10
2000	2,844	10.36	282,224	14.30
2001	2,856	.25	285,318	1.10
2002	2,863	.25	288,369	1.10
2003	2,874	.40	290,810	1.00
2004	2,893	.66	293,655	1.00
2005	2,908	.52	296,410	.93
2006	2,911	.10	299,398	1.00
2007	2,919	.27	303,809	1.47
2008	2,939	.69	305,800	1.00
2009	2,951	.40	307,007	.40
2010	2,967	.54	308,746	.60
2011	2,979	.40	311,592	.92
2012	2,985	.20	313,914	.75
2013	2,991	.20	316,129	.71
2014	2,994	.10	318,857	.87
2015	2,993	.03	321,419	.80
2016	2,988	.17	323,128	.53

Source: U.S. Department of Commerce, Bureau of the Census, Economic Research Service.

MISSISSIPPI RESIDENT POPULATION CHARACTERISTICS AND PERCENTAGE CHANGE BY CENSUS PERIOD (In Thousands of People)

Sector	1990	2000	2010	%Change 1970-1980	%Change 1980-1990	%Change 1990-2000	%Change 2000-2010
Urban	1,213.8	1,388.6	1,331.0	20.7%	1.6%	14.4%	(4.1)%
Rural Non-farm	1,307.2	1,409.7	1,591.1	28.4	5.0	7.8	12.9
Rural Farm	56.2	46.4	45.2	(67.6)	(33.7)	(17.4)	(2.6)
TOTAL/AVERAGE	2,577.2	2,844.7	2,967.3	13.6%	2.1%	10.4%	4.3%

Source: U.S. Department of Commerce, Bureau of the Census.

Employment

The service producing industries are the leading employers within the State employing 947,300 people or 82% of total non-agricultural employment as of August 2017. Other large employment sectors are government, trade and transportation, and manufacturing with each employing 239,300, 229,100, and 142,900, respectively, as of August 2017. Within the goods producing industry, the durable goods segment of the industry employed 94,600 and the nondurable goods segment employ 48,300. The leading manufacturers by product category are transportation equipment which includes ship building (46,200), food manufacturing (23,200) and furniture manufacturing (18,700). Although its importance has declined, agriculture continues to contribute significantly to the State's economy. The total employment in agriculture as of August 2017 was 32,600.

TEN LARGEST MISSISSIPPI MANUFACTURING EMPLOYERS⁽¹⁾

Manufacturer	Major Product	2016 Employment
Huntington Ingalls Industries	Ship Building	11,300
Nissan North America	Automobile Assembly	6,300
Sanderson Farms, Inc.	Processed Poultry	4,850
Howard Industries	Electronics	3,500
Cal-Maine Foods, Inc.	Poultry Egg Producer	2,872
Koch Foods of Mississippi, LLC	Poultry Processing	2,500
Ashley Furniture Industries	Furniture Manufacturing	2,264
United Furniture Industries	Furniture Manufacturing	2,000
VT Halter Marine	Ship Building	1,700
Cooper Tire & Rubber Co.	Tire Manufacturing	1,625

⁽¹⁾ Number of employees is based on an annual estimate by each employer as a part of a survey conducted by MDA and reflects actual direct employees without contractors or temporary workers employed by a third party.

Source: Mississippi Development Authority, Existing Industry and Business Division, Manufacturers Cross-Match Program 2017, Mississippi Business Journal.

RECENT MISSISSIPPI LABOR FORCE STATISTICS
(In Thousands of People)

Year/ Month	Civilian Labor Force	Total Employed	Unemployment Rate
2000	1,326.4	1,251.1	5.7
2001	1,305.3	1,233.9	5.5
2002	1,298.0	1,209.8	6.8
2003	1,312.1	1,229.0	6.3
2004	1,330.2	1,248.1	6.2
2005	1,343.2	1,237.2	7.9
2006	1,316.5	1,220.5	7.3
2007	1,317.9	1,234.1	6.4
2008	1,326.6	1,234.3	7.0
2009	1,300.3	1,176.8	9.5
2010	1,575.6	1,411.3	10.4
2011	1,344.6	1,203.6	10.5
2012	1,336.9	1,216.3	9.0
2013	1,299.1	1,194.2	8.7
2014	1,228.2	1,135.5	7.6
2015	1,163.6	1,187.3	6.5
2016	1,286.1	1,208.5	6.0
2017			
Jan	1,291.3	1,219.8	5.5
Feb	1,297.9	1,229.9	5.2
March	1,302.7	1,236.9	5.1
April	1,306.2	1,241.5	5.0
May	1,303.2	1,239.0	4.9
June	1,296.6	1,231.2	5.0
July	1,289.0	1,221.6	5.2
August	1,283.1 ⁽¹⁾	1,214.9 ⁽¹⁾	5.3 ⁽¹⁾

⁽¹⁾ Preliminary.

Source: U.S. Department of Labor Bureau of Labor Statistics, October 2017.

MISSISSIPPI ANNUAL EMPLOYMENT STATISTICS
(In Thousands of People)

	2013	2014	2015	2016	August 2017
Civilian labor force	1,286.4	1,252.2	1,267.7	1,280.4	1,283.1
Total employment	1,175.7	1,156.6	1,188.1	1,205.8	1,214.9
Agricultural ⁽¹⁾	35.3	23.7	32.6	32.3	32.6
Non-agricultural	1,111.9	1,119.1	1,126.8	1,150.4	1,153.5
All Other	28.5	13.8	28.7	23.1	28.8
Unemployment Rates					
Mississippi	8.6	7.7	6.3	5.8	5.3
United States	7.4	5.9	5.1	4.9	4.4
By Place of Employment					
Non-Agricultural	1,111.9	1,119.1	1,126.8	1,150.4	1,140.9
Manufacturing	136.5	141.7	140.8	143.1	142.9
Durable goods	90.0	94.7	93.6	95.0	94.6
Wood Product	8.7	8.9	8.5	8.9	9.1
Furniture & Related Products	17.4	18.1	18.4	18.9	18.7
Metal Products	9.8	10.0	9.7	10.0	9.8
Machinery Manufacturing	12.2	11.9	12.3	11.8	11.7
Electrical Equipment & Appliance	10.7	6.2	6.4	6.4	6.2
Transportation Equip ⁽²⁾	41.6	43.4	46.8	45.2	46.2
Nondurable goods	46.5	47.0	47.2	48.1	48.3
Food	22.0	21.8	22.0	23.0	23.2
Paper	3.8	3.6	3.6	3.9	3.9
Plastics & Rubber	5.8	6.1	6.1	6.8	6.9
Service Producing					
Industries	877.0	920.5	932.1	955.7	947.3
Mining ⁽³⁾	9.2	9.6	8.6	6.8	6.8
Construction	51.5	49.6	45.3	44.8	43.9
Information	12.6	12.3	13.5	12.1	12.2
Trade & Transportation	217.0	218.1	221.7	228.5	229.1
F.I.R. ⁽⁴⁾	44.7	43.9	44.4	44.0	44.1
Government	242.9	245.0	245.3	247.8	239.3
Education & Health Services ⁽⁵⁾	131.3	136.6	135.5	141.0	139.7
Leisure & Hospitality	127.4	126.9	131.6	134.1	135.9
Professional & Business	106.1	99.7	102.5	108.0	106.9
Other Services	37.7	38.0	37.6	40.2	40.1

⁽¹⁾ Mississippi Agricultural Statistics.

⁽²⁾ Motor Vehicle Parts, Ship and Boat Building.

⁽³⁾ Natural Resources and Mining.

⁽⁴⁾ Finance, Insurance, Real Estate and Rental.

⁽⁵⁾ Education, Health Care and Social Assistance.

Source: Mississippi Department of Employment Security, State & Metro Trends, www.mdes.ms.gov October 2017.

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Income

Services, government, trade and transportation, and manufacturing employment represent the largest components of earned personal income in the State.

COMPARISON OF MISSISSIPPI AND UNITED STATES PER CAPITA INCOME

Year	Mississippi	United States	Mississippi as a Percentage of United States
2000	\$20,920	\$29,760	70.3%
2001	21,653	30,413	71.2
2002	22,417	30,899	72.6
2003	23,466	31,472	74.6
2004	24,650	32,937	74.8
2005	25,318	34,586	73.2
2006	26,535	36,276	73.1
2007	28,845	38,611	74.7
2008	29,922	39,928	74.9
2009	30,103	39,138	76.9
2010	31,186	40,584	76.8
2011	31,882	41,415	77.0
2012	33,657	43,735	77.0
2013	34,478	44,543	77.4
2014	34,333	46,129	74.4
2015	34,771	47,669	72.9
2016	35,936	49,571	72.5

Source: U.S. Department of Commerce, Bureau of Economic Analysis, Regional Economic Information System, last updated May 2017, <http://www.bea.gov/regional/bearfacts>.

MISSISSIPPI PERSONAL INCOME STATISTICS (Rounded in Millions of Dollars)

	2013	2014	2015	2016	Preliminary 2017 ⁽¹⁾
Total Personal Income (by place of residence)	\$103,132	\$102,795	\$104,045	\$106,053	\$108,203
Earnings by Industry					
Farm	1,939	1,343	1,128	995	1,777
Agricultural Services ⁽¹⁾	572	689	524	535	539
Mining	1,462	1,388	1,199	861	824
Utilities	822	800	832	885	897
Construction	4,907	4,391	4,054	3,909	3,928
Manufacturing	8,430	8,441	8,696	8,904	9,010
Wholesale Trade	2,433	2,403	2,514	2,524	2,624
Retail Trade	4,916	4,966	5,122	5,333	5,422
Transportation and Warehousing	2,748	2,731	2,532	2,637	2,738
Information	844	820	809	748	725
Finance and Insurance	2,606	2,713	2,522	2,497	2,475
Real Estate, Rental and Leasing	906	1,023	893	862	881
Professional, Scientific and Technical Services	2,843	2,805	2,981	3,008	3,075
Management of Companies and Enterprises	1,019	986	1,032	1,059	1,075
Administrative and Waste Services	2,352	2,325	2,423	2,418	2,396
Educational Services	756	738	722	723	744
Health Care & Social Assistance	7,301	7,186	7,453	7,636	7,898
Arts, Entertainment and Recreation	319	341	282	349	287
Accommodation and Food Service	2,692	2,663	2,718	2,833	2,887
Other Services except Public Administrative	2,600	2,685	2,757	2,775	2,837
Government and Government Enterprises	14,455	14,344	14,930	15,212	15,486

(1) Agricultural services include forestry, fishing and related activities.

Source: U.S. Department of Commerce, Bureau of Economic Analysis, Regional Economic Information System. September 2017.

UNITED STATES PERSONAL INCOME STATISTICS
(Rounded in Billions of Dollars)

	2013	2014	2015	2016	Prelim. 2017 ⁽¹⁾
Total Personal Income (by place of residence)	\$14,081.2	\$14,708.6	\$15,464.0	\$15,912.8	\$16,294.7
Earnings by Industry					
Agricultural, Forestry, Fishing, and Hunting ⁽¹⁾	112.6	135.1	33.6 ⁽¹⁾	104.6	107.9
Mining	176.3	179.5	166.3	110.7	124.4
Utilities	82.8	84.0	86.3	88.6	90.2
Construction	561.6	604.0	640.3	680.3	704.5
Manufacturing	988.3	1,017.5	1,056.0	1,059.2	1,074.7
Wholesale Trade	520.6	537.5	560.1	561.3	572.5
Retail Trade	600.3	635.7	656.6	675.3	693.5
Transportation and Warehousing	343.0	358.5	399.0	410.5	428.6
Information	326.8	350.2	372.2	385.4	394.6
Finance, Insurance, Real Estate, Rental and Leasing	712.4	976.9	1,006.6	1,017.2	1,038.3
Professional and Business Services	1,018.8	1,060.8	1,124.8	1,157.7	1,190.1
Educational Services, Health Care & Social Assistance	1,287.9	1,333.6	1,398.6	1,457.3	1,501.7
Arts, Entertainment, Recreation, Accommodation and Food Services	430.1	452.3	498.3	387.8	538.3
Other Services except Government	368.5	392.7	406.5	417.6	428.8
Government	1,715.7	1,750.3	1,834.3	1,883.5	1,922.3

⁽¹⁾ 2017 data consists only of two reporting quarters.

⁽²⁾ Data consists only of forestry, fishing and related activities.

Source: U.S. Department of Commerce, Bureau of Economic Analysis, Regional Economic Information System, last revised on September 2017.

MISSISSIPPI GROSS TAXABLE SALES⁽¹⁾
For Fiscal Year Ended June 30
(In Millions of Dollars)

Industry Group	2009	2010	2011	2012	2013
Automotive	\$5,023.8	\$4,864.0	\$5,443.9	\$5,903.8	\$6,282.4
Machinery	2,656.0	2,380.9	2,705.0	3,099.3	3,578.6
Food & Beverage	7,658.4	7,712.5	7,889.1	8,193.2	8,449.3
Furniture	859.0	874.4	864.5	865.4	853.7
Gen. Merchant	7,697.2	7,496.0	7,592.4	7,732.8	7,896.8
Lumber	2,870.9	2,510.4	2,587.4	2,574.4	2,672.8
Misc. Retail	3,567.7	3,339.7	3,453.4	3,591.9	3,715.8
Misc. Services	2,829.5	2,580.1	2,796.3	2,719.8	2,683.2
Utilities	4,383.7	4,299.6	4,174.7	4,126.4	4,369.8
Contracting	7,771.2	6,088.3	5,694.5	5,418.9	5,353.8
Wholesale	763.5	756.6	785.3	800.0	816.1
Recreation	136.4	144.9	145.5	152.7	153.1
Total Taxable Sales	<u>\$46,217.2</u>	<u>\$43,047.4</u>	<u>\$44,132.1</u>	<u>\$45,178.7</u>	<u>\$46,825.5</u>

Source: Mississippi Department of Revenue, Fiscal Years 2009-2013.

⁽¹⁾ As of October 2013, Mississippi Department of Revenue converted to new computing technology used for accounting of sales tax. See page 52 for post 2013 years' data.

MISSISSIPPI GROSS TAXABLE SALES⁽¹⁾
For Fiscal Year Ended June 30
(In Millions of Dollars)

Industry Group	2014	2015	2016	Unaudited 2017
Agriculture, Forestry, Fishing and Hunting	\$ 11.4	\$ 11.8	\$ 16.6	\$ 19.4
Mining, Quarrying, and Oil & Gas Extraction	412.7	398.3	170.3	156.9
Utilities	1,439.0	1,271.3	1,147.2	1,226.2
Construction	5,716.0	5,461.1	4,994.2	5,229.6
Manufacturing	896.0	783.1	797.1	878.1
Retail Trade	25,048.8	25,605.0	26,582.7	28,720.8
Wholesale Trade	3,658.2	3,624.3	3,577.7	3,950.9
Information	2,635.7	2,706.5	2,696.7	2,760.0
Professional, Scientific & Technical Services	147.0	162.6	191.1	212.1
Management of Companies & Enterprises	.3	.3	.2	.2
Administrative, Support, Waste Management	335.2	361.7	391.2	443.8
Educational Services	4.6	.1	.1	.5
Health Care & Social Asst.	2.5	2.9	2.9	10.3
Arts, Entertainment, Recreation	125.0	122.8	123.1	149.1
Accommodation & Food Serv	4,590.8	4,802.4	5,069.4	8,798.2
Other Services	1,335.8	1,389.6	1,489.7	1,600.9
Public Administration	66.4	62.6	57.8	72.4
Finance & Insurance	47.0	50.6	54.4	77.6
Transportation & Warehousing	51.1	49.0	44.1	53.8
Real Estate, Rental & Leasing	<u>862.6</u>	<u>929.1</u>	<u>946.1</u>	<u>1,183.0</u>
Total Taxable Sales	<u>\$47,386.1</u>	<u>\$47,795.1</u>	<u>\$48,352.5</u>	<u>\$55,543.8</u>

⁽¹⁾ On October 7, 2013, accounting for sales tax converted to new computing technology. As part of that conversion, the Mississippi Department of Revenue's system for collecting sales tax data by industry type changed. Prior to Fiscal Year 2014, the Mississippi Department of Revenue used the Standard Industrial Classification (SIC) System to classify and organize industries. However, with the implementation of new technology, Mississippi Department of Revenue began using the North American Industry Classification System (NAICS) when classifying industry types for sales tax collections. NAICS was developed in 1997 by the federal government and replaced the Standard Industrial Classification (SIC) System throughout the United States as the primary system for collecting statistical data. As a result of the conversion, the previous Fiscal Year data included in prior year sales tax reports are not comparable to earlier reports.

Source: Mississippi Department of Revenue, Fiscal Years 2014-2017.

RATINGS

Fitch Ratings ("Fitch"), Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Financial Services LLC ("S&P"), have assigned ratings of "AA (stable outlook)," "Aa2 (negative outlook)," and "AA (negative outlook)," respectively, to the Series 2017 Bonds. An explanation of the significance of such ratings may be obtained from the agencies which assigned the ratings.

There is no assurance that present or future ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating agencies, if in the judgment of any or all of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of any or all of such ratings may have an adverse effect on the market price of the Series 2017 Bonds.

A securities rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time.

CONTINUING DISCLOSURE

Securities and Exchange Commission ("SEC") Rule 15c2-12 (the "Rule"), which was originally adopted by the SEC in 1989 under the Securities Exchange Act of 1934, sets forth certain disclosure requirements relating to a primary offering of municipal securities. The Rule requires that, prior to purchasing or selling municipal securities, brokers, dealers, and municipal securities dealers must reasonably determine that the issuer of such municipal securities, together with any other "obligated persons," within the meaning of the Rule, have entered into an undertaking for the benefit of bondholders to make certain information available to bondholders on a continuing basis. The State is an "obligated person" with respect to the Series 2017 Bonds within the meaning of the Rule.

The State will enter into written undertakings for the benefit of the bondholders for the Series 2017 Bonds to deliver, or cause to be delivered, to (a) the Municipal Securities Rulemaking Board (the "MSRB") through MSRB's Electronic Municipal Market Assess system at <http://emma.msrb.org> ("EMMA") in the electronic format then prescribed by the SEC pursuant to the Rule, and (b) any public or private repository or entity designated by the State as a State repository, if any, for the purposes of the Rule, the information described in the undertaking, including, but not limited to, annual financial reports and notices of certain material events, together with any identifying information or other information then required to accompany the applicable filing. This information will be made available free to securities brokers and others through EMMA. For the procedures for all filings and notices due to the MSRB, instructions will be provided on the following website for MSRB: <http://emma.msrb.org>.

For a summary of the State's undertakings, see "APPENDIX C - FORMS OF CONTINUING DISCLOSURE CERTIFICATES".

The State is current in all material respects with its previous continuing disclosure undertakings under the Rule. However, there have been some instances in the previous five years in which the State filed its annual undertakings late. Due to the change in the State's accounting system (see "FISCAL OPERATIONS OF THE STATE – Accounting Systems" herein), although the State's unaudited financial statements were filed timely along with the annual reports, the State's CAFR for fiscal year 2015 was not filed on EMMA until May 31, 2016 and the State's CAFR for fiscal year 2016 was not filed on EMMA until May 5, 2017, and amended on May 15, 2017. Under one of its continuing disclosure agreements the State is required to file its CAFR earlier than it is required to do so under its other continuing disclosure agreements, and the State has failed to meet this obligation on multiple occasions. Likewise, the State has in the past failed to timely file certain event notices such as ratings changes and refunding notices and has also on occasion failed to link its filings to all of its CUSIPs. The State has taken steps to ensure that it will timely comply with all undertakings in the future. Specifically, the State has approved a "State of Mississippi Debt Management Policy" which provides detailed procedures for the timely filing of continuing disclosure by the State. Also, the State has engaged FSC Continuing Disclosure Services, a Division of Hilltop Securities, Inc., Dallas, Texas, as dissemination agent to assist with compliance with the terms of its undertakings.

LITIGATION

The Attorney General's Office has reviewed the status of pending litigation involving the State. The State is party to various legal proceedings that arise in the normal course of governmental operations.

It is anticipated, regardless of the ultimate outcome of any litigation, that neither the courts nor the Mississippi Legislature will act inconsistently with the State's financial ability to pay all outstanding bonded indebtedness and the interest thereon. It is not anticipated that the ultimate outcome of any or all of the pending litigation will result in obligations exceeding the financial resources of the State, so that in all events it is reasonable to expect that the State will remain in a sufficiently viable financial position to meet all of these obligations, including, but not limited to, the Series 2017 Bonds provided the same are issued, sold and delivered. To predict with any degree of accuracy the ultimate outcome of any litigation would be conjectural.

VALIDATION

Prior to issuance, the Series 2017 Bonds will be validated before the Chancery Court of the First Judicial District of Hinds County, Mississippi, as provided in Sections 31-13-1 *et seq.*, Mississippi Code of 1972, as amended.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters incident to the authorization and issuance of the Series 2017 Bonds are subject to the approving legal opinions of Jones Walker LLP, Jackson, Mississippi, Bond Counsel, whose approving legal opinions will be available at the time of delivery of the Series 2017 Bonds (see APPENDIX E, herein). Certain legal matters with respect to the State will be passed upon by the State Attorney General, Jim Hood, Esq. (see APPENDIX D, herein).

FINANCIAL ADVISOR

The State has retained Hilltop Securities Inc., Dallas, Texas, as independent municipal advisor (the "Financial Advisor") in connection with the sale and issuance of the Series 2017 Bonds. In such capacity the Financial Advisor has provided recommendations and other financial guidance to the State with respect to the preparation of documents, the preparation for the sale of the Series 2017 Bonds and of the time of the sale, tax-exempt and taxable bond market conditions and other factors related to the sale of the Series 2017 Bonds. Although the Financial Advisor performed an active role in the drafting of this Official Statement, it has not independently verified any of the information set forth herein.

UNDERWRITING

UBS Financial Services Inc. has agreed, subject to certain conditions, to purchase all of the Series 2017D Bonds for a purchase price of \$56,292,610.35, representing par amount of \$53,030,000, less underwriter's discount of \$415,224.90, plus original issue premium of \$3,677,835.25.

Morgan Stanley & Co. LLC, an underwriter for the Series 2017E Bonds, has agreed, subject to certain conditions, to purchase all of the Series 2017E Bonds for a purchase price of \$44,960,303.38, representing par amount of \$44,765,000.00, less underwriter's discount of \$68,797.67, plus original issue premium of \$264,101.05. Morgan Stanley & Co. LLC, an underwriter of the Series 2017E Bonds, has entered into a distribution agreement with its affiliate, Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network of Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2017E Bonds.

TAX MATTERS

The Series 2017D Bonds

The Internal Revenue Code of 1986, as amended and supplemented (the "Code"), includes requirements which the State must continue to meet after the issuance of the Series 2017D Bonds in order that interest on the Series 2017D Bonds not be includable in gross income for federal income tax purposes. The State's failure to meet these requirements may cause interest on the Series 2017D Bonds to be includable in gross income for federal income tax purposes retroactive to its date of issuance. The State has covenanted in the Series 2017D Bonds Resolution and certain certificates to comply with the requirements of the Code in order to maintain the excludability of interest on the Series 2017D Bonds from gross income for federal income tax purposes.

In the opinion of Bond Counsel, assuming compliance by the State with the tax covenants referred to above, under existing statutes, regulations, rulings, and court decisions, interest on the Series 2017D Bonds is excludable from gross income for federal income tax purposes. Interest on the Series 2017D Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Series 2017D Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations.

Bond Counsel is further of the opinion that under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2017D Bonds is exempt from income taxation in the State.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the Series 2017D Bonds. Ownership of tax-exempt obligations such as the Series 2017D Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations, certain S corporations, individual recipients of Social Security

or railroad retirement benefits and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations. Prospective purchasers of the Series 2017D Bonds should consult their tax advisors as to the applicability and impact of any such collateral consequences.

Future Legislation

The federal government is considering various legislative proposals for reducing the federal budget deficit and the federal debt and promoting economic growth, and some of these proposals, if enacted, could affect the tax-exempt status of state and local bonds, such as the Series 2017D Bonds. Owners of the Series 2017D Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes of the alternative minimum tax, the environmental tax, the branch profits tax and the tax on passive investment income of corporations, as well as the applicability and effect of any other collateral federal income tax consequences.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2017D Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made after March 31, 2007, to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The new reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2017D Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

The Series 2017E Bonds

INTEREST ON THE SERIES 2017E BONDS SHOULD BE TREATED AS INCLUDABLE IN GROSS INCOME OF THE HOLDERS THEREOF FOR FEDERAL INCOME TAX PURPOSES.

In the opinion of Bond Counsel, under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2017E Bonds is exempt from income taxation in the State.

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of the predictions and estimates will be realized.

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents, and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Series 2017 Bonds, the security for the payment of the Series 2017 Bonds and the rights and obligations of the registered owners thereof.

References herein to the Resolutions, the State's Constitution, the Act, and all other legislative acts referred to herein are only summaries, excerpts or brief outlines of certain provisions thereof and do not purport to summarize or describe all provisions thereof. Additional information may be obtained upon request from the **Office of the State Treasurer**, 1101 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi, 39201, (601) 359-3600, Attention: Mr. Jesse Graham, Deputy Treasurer, or from the **Department of Finance and Administration**, 1301 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi 39201, (601) 359-3160, Attention: Mr. Steven McDevitt, Director, Bond Advisory Division.

The execution of this Official Statement has been duly authorized by the Commission.

STATE OF MISSISSIPPI

By: *Phil Bryant*
Phil Bryant, Governor

By: *Jim Hood*
Jim Hood, Attorney General

By: *Lynn Fitch*
Lynn Fitch, State Treasurer

Prepared by: Office of the State Treasurer
1101 Woolfolk Building, Suite A
501 North West Street
Jackson, Mississippi 39201
(601) 359-3600

Department of Finance and Administration
1301 Woolfolk Building, Suite A
501 North West Street
Jackson, Mississippi 39201
(601) 359-3160

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APPENDIX A

Debt Service on the Series 2017D Bonds

Debt Service on the Series 2017E Bonds

General Fund Cash Flow by Months

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DEBT SERVICE ON THE SERIES 2017D BONDS

**\$53,030,000
STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D
(Tax-Exempt)**

Fiscal Year Ending June 30	Principal	Interest	Total Principal & Interest
2019		2,694,827.78	2,694,827.78
2020		1,865,650.00	1,865,650.00
2021		1,865,650.00	1,865,650.00
2022		1,865,650.00	1,865,650.00
2023		1,865,650.00	1,865,650.00
2024		1,865,650.00	1,865,650.00
2025		1,865,650.00	1,865,650.00
2026		1,865,650.00	1,865,650.00
2027		1,865,650.00	1,865,650.00
2028		1,865,650.00	1,865,650.00
2029		1,865,650.00	1,865,650.00
2030	5,070,000.00	1,764,250.00	6,834,250.00
2031	5,275,000.00	1,557,350.00	6,832,350.00
2032	5,495,000.00	1,341,950.00	6,836,950.00
2033	5,715,000.00	1,117,750.00	6,832,750.00
2034	5,920,000.00	885,050.00	6,805,050.00
2035	6,100,000.00	675,150.00	6,775,150.00
2036	6,285,000.00	489,375.00	6,774,375.00
2037	6,480,000.00	297,900.00	6,777,900.00
2038	6,690,000.00	100,350.00	6,790,350.00
TOTAL	\$53,030,000.00	\$29,580,452.78	\$82,610,452.78

DEBT SERVICE ON THE SERIES 2017E BONDS

**\$44,765,000
STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS,
SERIES 2017E**

Fiscal Year Ending June 30	Principal	Interest	Total Principal &Interest
2019	2,110,000.00	1,660,978.89	3,770,978.89
2020	3,675,000.00	1,090,623.75	4,765,623.75
2021	3,815,000.00	1,015,688.75	4,830,688.75
2022	3,955,000.00	933,080.00	4,888,080.00
2023	4,075,000.00	841,693.75	4,916,693.75
2024	4,190,000.00	730,962.50	4,920,962.50
2025	4,315,000.00	610,938.75	4,925,938.75
2026	4,445,000.00	481,533.75	4,926,533.75
2027	4,580,000.00	345,182.50	4,925,182.50
2028	4,725,000.00	213,731.25	4,938,731.25
2029	4,880,000.00	73,200.00	4,953,200.00
TOTAL	\$44,765,000.00	\$7,997,613.89	\$52,762,613.89

GENERAL FUND CASH FLOW BY MONTHS

**January 2006 through September 2017
(In Millions of Dollars)**

	Beginning Balance	Receipts	Disbursements	Ending Balance	Borrowing from Special Funds	Borrowing from Working Cash Balance Revolving
2006						
January	\$ 207.4	\$ 350.6	\$ 315.0	\$ 218.0	\$ (25.0)	\$.0
February	218.0	289.5	368.1	176.4	37.0	.0
March	176.4	410.9	371.9	293.2	67.8	.0
April	283.2	469.3	269.9	254.5	(200.0)	(1.1)
May	254.5	532.2	362.9	258.6	.0	(165.2)
June	258.6	582.1	462.8	331.8	(50.0)	3.9
July	331.8	255.7	398.1	263.3	70.0	3.9
August	263.3	325.8	368.5	340.6	120.0	.0
September	313.9	432.1	596.6	373.4	224.0	.0
October	373.4	418.1	443.6	294.3	.0	(53.6)
November	294.3	333.4	360.3	267.4	.0	.0
December	267.4	353.1	293.7	286.5	(40.3)	.0
2007						
January	286.5	275.4	338.9	223.0	.0	.0
February	223.0	287.8	341.5	169.3	.0	.0
March	169.3	415.9	450.9	54.3	(80.0)	.0
April	54.3	509.1	286.5	126.9	(150.0)	.0
May	126.9	398.7	309.2	96.4	(90.0)	(30.0)
June	96.4	639.2	292.7	415.3	.0	(27.6)
July	415.3	255.3	545.8	124.8	.0	.0
August	124.8	336.3	442.1	93.4	16.0	58.4
September	93.4	477.4	453.3	117.5	.0	.0
October	117.5	416.3	649.3	54.5	170.0	.0
November	54.5	338.1	381.2	66.2	(136.0)	190.8
December	66.2	384.4	332.7	117.9	.0	.0
2008						
January	117.9	393.7	436.6	75.0	.0	.0
February	75.0	280.6	446.8	109.6	200.0	.8
March	109.6	445.7	432.5	72.8	(50.0)	.0
April	72.8	539.9	413.7	199.5	.0	.5
May	199.5	412.4	456.7	55.2	(100.0)	.0
June	55.2	646.8	336.0	87.8	(100.0)	(249.5)
July	87.8	263.2	509.0	92.0	.0	250.0
August	92.0	368.9	531.4	150.1	125.0	95.6
September	150.1	453.6	389.4	214.3	.0	.0
October	214.3	421.8	542.0	94.1	.0	.0
November	94.1	357.7	378.5	73.3	.0	.0
December	73.3	366.7	358.2	111.1	25.0	4.3
2009						
January	111.1	369.8	431.0	124.9	75.0	.0
February	124.9	268.3	423.6	154.7	185.0	.0
March	154.7	447.6	444.6	157.7	.0	.0
April	157.7	475.6	354.7	178.7	(100.0)	.0
May	178.7	366.7	331.2	114.2	(100.0)	.0
June	114.2	769.8	307.6	16.5	(300.0)	(259.9)
July	16.5	277.2	483.6	161.1	105.0	246.0
August	161.1	338.7	454.3	180.6	150.0	(15.0)
September	180.6	411.0	436.4	155.2	0.0	0.0
October	155.2	395.2	486.5	63.9	0.0	0.0
November	63.9	335.8	335.5	64.2	0.0	0.0
December	64.2	350.5	313.5	131.3	160.0	(130.0)
2010						
January	131.3	323.1	333.7	120.4	0.0	(0.175)
February	120.4	270.4	360.9	155.0	125.0	0.0
March	155.0	464.6	451.9	117.7	(50.0)	0.0
April	117.7	486.8	323.1	120.9	(160.5)	0.0
May	120.9	356.3	261.6	95.6	(120.0)	0.0

	Beginning Balance	Receipts	Disbursements	Ending Balance	Borrowing from Special Funds	Borrowing from Working Cash Balance Revolving
June	95.6	578.1	264.7	98.8	(79.5)	(230.8)
July	98.8	251.9	375.2	125.5	0.0	150.0
August	125.5	337.3	390.5	152.8	0.0	80.5
September	152.8	410.6	419.8	143.6	0.0	0.0
October	143.6	402.3	493.0	52.8	0.0	0.0
November	52.8	326.0	403.1	180.6	178.4	26.5
December	180.6	350.9	296.2	180.9	(54.4)	0.0
2011						
January	180.9	333.1	349.6	164.5	0.0	0.0
February	164.5	234.1	333.4	160.1	95.0	0.0
March	160.1	472.3	403.4	229.1	0.0	0.0
April	229.1	529.2	360.9	177.9	(219.0)	(0.5)
May	177.9	357.3	358.5	176.6	0.0	0.0
June	176.6	597.2	366.9	150.5	(91.0)	(165.5)
July	150.5	245.3	387.2	128.6	0.0	120.0
August	128.6	340.3	416.0	109.4	0.0	56.5
September	109.4	451.7	429.2	131.9	0.0	0.0
October	131.9	423.0	579.9	-25.1	0.0	0.0
November	-25.1	335.2	313.9	256.3	260.0	0.0
December	256.3	363.5	304.1	315.6	0.0	0.0
2012						
January	315.6	349.1	384.1	124.7	(156.0)	0.0
February	124.7	261.8	422.6	128.9	165.0	0.0
March	128.9	517.6	361.1	135.4	(150.0)	0.0
April	135.4	545.3	359.4	121.3	(200.0)	0.0
May	121.3	389.9	357.3	103.9	(7.0)	(43.0)
June	103.9	648.9	512.5	194.9	0.0	(45.5)
July	194.9	268.8	410.4	193.9	40.0	100.6
August	193.9	330.8	420.4	104.4	0.0	0.0
September	104.4	429.8	411.1	123.1	(100.6)	100.6
October	123.1	465.5	498.2	90.4	0.0	0.0
November	90.4	337.2	417.4	260.2	0.0	250.0
December	260.2	384.9	328.7	316.5	0.0	0.0
2013						
January	316.5	365.3	395.4	136.4	(150.0)	0.0
February	136.4	292.2	344.3	84.3	0.0	0.0
March	84.3	506.4	432.8	157.9	0.0	0.0
April	157.9	516.2	435.2	238.3	0.0	(0.5)
May	238.4	554.7	370.9	422.2	0.0	0.0
June	422.2	666.8	362.0	487.0	0.0	(240.1)
July	487.0	275.1	477.3	284.8	0.0	0.0
August	284.8	383.6	464.5	203.9	0.0	0.0
September	203.9	494.9	885.4	94.9	0.0	281.5
October	94.9	454.0	424.9	123.5	0.0	(0.5)
November	123.5	349.3	428.8	44.0	0.0	0.0
December	44.0	455.0	315.0	344.0	160.0	0.0
2014						
January	344.0	347.4	397.4	134.0	(160.0)	0.0
February	134.0	371.6	360.3	145.3	0.0	0.0
March	145.3	539.1	471.2	213.3	0.0	0.0
April	213.3	584.3	432.2	364.9	0.0	(0.5)
May	364.9	468.37	407.2	255.8	(0.5)	(170.0)
June	255.8	680.4	426.1	481.0	80.0	(110.0)
July	481.0	298.4	442.8	336.6	0.0	0.0
August	336.6	361.2	440.1	257.8	0.0	0.0
September	257.8	501.4	568.6	190.5	0.0	0.0
October	190.5	459.5	593.5	166.5	110.0	0.0
November	166.5	388.1	628.3	380.1	453.9	0.0
December	380.1	502.0	674.1	208.0	0.0	0.0

	Beginning Balance	Receipts	Disbursements	Ending Balance	Borrowing from Special Funds	Borrowing from Working Cash Balance Revolving
2015						
January	208.0	368.3	399.0	177.4	0.0	0.0
February	177.4	336.3	390.7	123.0	0.0	0.0
March	123.0	590.2	516.1	197.1	0.0	0.0
April	197.1	627.9	444.2	380.8	0.0	0.0
May	380.8	338.9	405.1	364.6	0.0	0.0
June	364.6	712.5	329.2	184.0	(397.0)	(166.9)
July	184.0	294.2	515.3	359.9	397.0	0.0
August	359.9	396.2	533.7	222.4	0.0	0.0
September	222.4	485.8	572.5	135.7	0.0	0.0
October	135.7	470.0	546.5	159.2	100.0	0.0
November	159.2	383.3	516.6	425.8	400.0	0.0
December	425.8	459.1	452.1	432.9	0.0	0.0
2016						
January	432.9	384.3	465.5	339.5	(14.8)	2.6
February	339.5	372.2	394.4	321.8	0.0	4.5
March	321.8	576.8	522.0	326.6	0.0	(50.0)
April	326.6	550.0	442.5	434.6	0.0	0.4
May	434.6	471.0	406.3	287.6	(111.8)	(100.0)
June	287.6	688.1	341.9	48.5	(385.2)	(200.0)
July	48.5	302.4	463.1	287.8	0.0	400.0
August	287.8	415.9	514.1	189.6	0.0	0.0
September	188.9	576.7	590.9	174.6	0.0	0.0
October	174.6	527.8	623.3	79.1	0.0	0.0
November	79.1	363.3	537.9	149.0	245.3	(0.9)
December	149.0	466.3	427.3	388.0	200.0	0.0
2017						
January	388.0	399.3	482.2	101.0	(205.5)	1.5
February	101.0	317.1	443.2	164.4	190.0	0.5
March	164.4	532.4	447.1	242.7	0.0	(7.0)
April	242.7	778.7	458.2	463.2	(100.0)	0.0
May	463.2	407.0	348.5	196.7	(300.0)	(25.0)
June	196.7	685.0	362.5	121.3	(142.1)	(255.8)
July	121.3	310.6	493.5	138.4	0.0	200.0
August	138.4	412.0	565.0	185.5	0.0	200.0
September	185.5	491.3	531.5	145.2	0.0	0.0

Source: Department of Finance and Administration.

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APPENDIX B

**EXCERPTS FROM 2016 AUDITED FINANCIAL
STATEMENTS**

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**STATE OF MISSISSIPPI
OFFICE OF THE STATE AUDITOR
STACEY E. PICKERING
AUDITOR**

INDEPENDENT AUDITOR'S REPORT

The Governor, Members of the Legislature
and Citizens of the State of Mississippi

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund and the aggregate remaining fund information of the State of Mississippi (the State), as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the State'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 opinions on these financial statements based on our audit. We did not audit the financial statements of:

- Government-wide Financial Statements
 - Governmental Activities
 - the Department of Environmental Quality Clean Water State Revolving Loan Fund, the Department of Health Local Governments and Rural Water Systems Improvements Revolving Loan Fund, the Mississippi Authority for Educational Television, the State Agencies Self-Insured Workers' Compensation Trust Fund, the Department of Marine Resources and selected funds at the Department of Corrections, the Department of Employment Security, the Department of Environmental Quality, the Department of Finance and Administration – Office of Insurance, the Department of Information Technology Services, the Military Department, the Mississippi Development Authority, the Mississippi Emergency Management Agency, the Department of Public Safety, the Department of Rehabilitation Services and the Department of Wildlife, Fisheries and Parks, the Mississippi Department of Health, the Mississippi Department of Education, the Mississippi Department of Human Services which, in the aggregate, represent 7% and 17%, respectively, of the assets and revenues of the governmental activities;
- Business-type Activities
 - AbilityWorks, Inc. within the Department of Rehabilitation Services, the Port Authority at Gulfport, the Mississippi Prepaid Affordable College Tuition Program, the Veterans' Home Purchase Board, the Mississippi Department of Corrections Canteen Fund and the Unemployment Compensation Fund which, in the aggregate, represent 96% and 47%, respectively, of the assets and revenues of the business-type activities;

- Component Units
 - the Universities and the nonmajor component units.
- Fund Financial Statements
- Governmental Funds
 - the Department of Environmental Quality Clean Water State Revolving Loan Fund, the Department of Health Local Governments and Rural Water Systems Improvements Revolving Loan Fund, the Mississippi Authority for Educational Television, the Department of Marine Resources, and selected funds at the Department of Corrections, the Department of Employment Security, the Department of Environmental Quality, the Department of Information Technology Services, the Military Department, the Mississippi Development Authority, the Mississippi Emergency Management Agency, the Department of Public Safety, the Department of Rehabilitation Services, and the Department of Wildlife, Fisheries and Parks, the Mississippi Department of Health, the Mississippi Department of Education, the Mississippi Department of Human Services which, in the aggregate, represent 18% and 13%, respectively, of the assets and revenues of the General Fund;
- Proprietary Funds
 - the Port Authority at Gulfport, the Mississippi Prepaid Affordable College Tuition Program and the Unemployment Compensation Fund which are considered major enterprise funds;
- Aggregate Remaining Funds
 - the State Agencies Self-Insured Workers’ Compensation Trust Fund and selected funds at the Department of Information Technology Services and the Department of Finance and Administration – Office of Insurance within the Internal Service Fund;
 - nonmajor enterprise funds for AbilityWorks, Inc. within the Department of Rehabilitation Services and the Veterans’ Home Purchase Board;
 - the Pension Trust Funds;
 - the Private-Purpose Trust Funds of the Mississippi Affordable College Savings Program;

all of which represent 99% and 99%, respectively, of the assets and revenues of the aggregate remaining funds.

Those financial statements were audited by other auditors whose reports thereon have been furnished to us; and our opinions, insofar as they relate to the amounts included for those agencies, funds, and component units, are based on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the State’s internal control. Accordingly, we express no such opinion. The financial statements of the Mississippi State University Foundation, Inc., the University of Mississippi

Foundation, the University of Southern Mississippi Foundation, the University of Mississippi Medical Center Educational Building Corporation, the University of Mississippi Educational Building Corporation, the University of Mississippi Medical Center Tort Claims Fund, the State Institutions of Higher Learning Self-Insured Workers' Compensation Fund and the State Institutions of Higher Learning Tort Liability Fund, which were audited by other auditors upon whose reports we are relying, were audited in accordance with auditing standards generally accepted in the United States of America, but not in accordance with *Government Auditing Standards*. 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 and other auditors have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, based on our audit and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Mississippi, as of June 30, 2016, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis, the Budgetary Comparison Schedule and corresponding notes, the Schedules of Employer Contributions and corresponding notes, the Schedules of Changes in the Net Pension Liability, the Schedule of Proportionate Share of the Net Pension Liability and the Schedule of Funding Progress – Other Postemployment Benefits listed in the accompanying table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We and the other auditors have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the State of Mississippi's basic financial statements. The introductory section, the supplementary information such as the combining and individual fund financial statements and supporting schedules and the statistical section as listed in the accompanying table of contents, are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The combining and individual fund financial statements and supporting schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America by us and other auditors. In our opinion, based on our audit, the procedures performed as described previously, and the reports of the other auditors, the combining and individual fund financial statements and supporting schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated April 21, 2017, on our consideration of the State's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the State's internal control over financial reporting and compliance.



STEPHANIE C. PALMERTREE, CPA, CGMA
Director, Financial and Compliance
Audit Division

Jackson, Mississippi
April 21, 2017

Mississippi

Management's Discussion and Analysis

The following discussion and analysis of the State of Mississippi's financial performance provides an overview of the State's financial activities for the fiscal year ended June 30, 2016. Readers are encouraged to consider the information presented here in conjunction with the transmittal letter, which is located in the Introduction of this report, and the State's financial statements, which immediately follow this discussion and analysis.

Financial Highlights

Government-wide - The assets and deferred outflows of resources of the State exceeded its liabilities and deferred inflows of resources at the close of the fiscal year by \$13,952,286,000 (reported as "net position"). Of this amount, a negative \$5,400,624,000 was reported as "unrestricted net position", which means that it would be necessary to convert a portion of the restricted component of net position to unrestricted if the government's ongoing obligations to citizens and creditors were immediately due and payable. The State had \$4,431,757,000 in restricted net position. Net position of governmental activities and business-type activities increased by \$839,150,000 and \$127,082,000, respectively.

Fund Level - At the end of the fiscal year, the State's governmental funds reported combined ending fund balances of \$4,361,868,000, which is \$158,039,000 more than the previous year. Federal government revenues continued their downward trend with many programs ending and others not being renewed. Revenues from taxes also decreased while charges for services and court assessments and settlements increased. Expenditures continued to rise slightly over the prior year.

Long-term Debt - The total outstanding net long-term bonds and notes were \$5,681,741,000 at June 30, 2016. During the year, the State issued \$626,348,000 in bonds and notes, net of premiums. These bonds and notes were issued primarily for refunding and capital improvements.

Overview of the Financial Statements

This discussion and analysis serves as an introduction to the State's basic financial statements, which include government-wide financial statements, fund financial statements, and the notes to the financial statements. This report also contains required supplementary information and other supplementary information.

Government-wide Financial Statements

The government-wide financial statements are designed to provide the reader with a broad overview of the State's finances. These statements consist of the statement of net position and the statement of activities, which are prepared using the flow of economic resources measurement focus and the accrual basis of accounting. The current year's revenues and expenses are taken into account regardless of when cash is received or paid.

The statement of net position presents all of the State's nonfiduciary assets, deferred outflows of resources, liabilities, and deferred inflows of resources, with the difference reported as net position. Over time, increases or decreases in the State's net position may serve as a useful indicator of whether its financial position is improving or deteriorating.

The statement of activities presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

The government-wide financial statements for the primary government report two types of activities:

Governmental Activities - The State's basic services are reported here, including general government; education; health and social services; law, justice and public safety; recreation and resource development; regulation of business and professions; and transportation. Taxes and federal grants finance most of these activities.

Business-type Activities - The cost of providing goods or services to the general public, which is financed or recovered primarily through user charges, is reported here. State fair and coliseum operations; home mortgage loans to veterans; port facilities; and unemployment compensation services are examples of these activities.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The State, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The State's funds are divided into three categories: governmental funds, proprietary funds, and fiduciary funds. These categories use different accounting approaches and should be interpreted differently.

Governmental Funds - Most of the State's general activities are reported in governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements.

Mississippi

However, governmental funds are accounted for using the modified accrual basis of accounting and the flow of current financial resources measurement focus. This approach focuses on near-term inflows and outflows of spendable resources, as well as balances of spendable resources available at year end. The governmental fund statements provide a detailed view of the State's near-term financing requirements. Governmental funds are comprised of the General Fund, which is presented separately as a major fund, and permanent funds.

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

Proprietary Funds - The State maintains two types of proprietary funds: enterprise and internal service. Enterprise funds charge fees for services to outside customers. They are accounted for using the flow of economic resources measurement focus and the accrual basis of accounting, and are used to report the same functions presented as business-type activities in the government-wide financial statements. Internal service funds provide personnel, insurance, and information technology services to other state agencies, as well as other governmental entities, on a cost reimbursement basis. Because these services primarily benefit governmental rather than business-type functions, they have been included in governmental activities on the government-wide financial statements.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The Unemployment Compensation Fund, the Port Authority at Gulfport Fund, and the Prepaid Affordable College Tuition Fund are presented separately as major funds, with the nonmajor enterprise funds combined into a single column. The internal service funds are presented in a single column on the proprietary fund statements as well. The eight nonmajor enterprise funds and the three internal service funds are presented in detail in the combining financial statements.

Fiduciary Funds - Fiduciary funds are used to account for resources held for the benefit of parties outside the state government. Because these resources are not available to support the State's own programs, fiduciary funds are not reported in the government-wide financial statements. The State's fiduciary activities are presented in a statement of fiduciary net position and a statement of changes in fiduciary net position, with related combining financial statements. These funds, which include pension trust funds, private-purpose trust funds, and agency funds, are reported using the accrual basis of accounting.

Reconciliation of Government-wide and Fund Financial Statements

The financial statements include two schedules that reconcile the amounts reported on the governmental fund financial statements (modified accrual basis of accounting) with government-wide financial statements (accrual basis of accounting). The following summarizes the major differences between the two statements:

Capital assets used in governmental activities are not reported on governmental funds financial statements. Capital outlay spending results in capital assets on government-wide financial statements, but is reported as expenditures on the governmental funds financial statements.

Bond and note proceeds result in liabilities on the government-wide financial statements, but are recorded as other financing sources on the governmental funds financial statements. Certain other outflows represent either increases or decreases in liabilities on the government-wide financial statements, but are reported as expenditures on the governmental funds financial statements.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found immediately following the component unit financial statements.

Other Information

This report also contains the following required supplementary information (RSI): the Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) - All Budgetary Funds, the Schedule of Employer Contributions, the Schedules of the Proportionate Share of the Net Pension Liability, and the Schedules of Funding Progress for other post-employment benefits, along with the accompanying notes. The combining financial statements are presented as supplementary information immediately following RSI.

Request for Information

This financial report is designed to provide our citizens, taxpayers, customers, investors, and creditors with a general overview of the State of Mississippi's finances and to demonstrate the State's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact: Department of Finance and Administration, Office of Financial Reporting, P. O. Box 1060, Jackson, MS 39215.

Mississippi

Government-wide Financial Analysis

Net Position

The State's combined net position for governmental and business-type activities increased \$966,232,000 in fiscal year 2016. Current year net position is \$13,952,286,000 in contrast to the prior year balance of \$12,986,054,000. The majority of the increase can be attributed to a court assessment arising from The Deepwater Horizon Incident. The State was awarded \$750,000,000 over a period of 18 years. Business-type activities reported positive balances in all three components of net position, while governmental activities and the State as a whole continued to reflect a negative balance in the unrestricted component of net position.

Net position consisted primarily of investment in capital assets such as land, buildings, machinery and equipment, and infrastructure, less any outstanding debt used to acquire those assets. The State uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the State's investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be used to liquidate these liabilities.

Net investment in capital assets increased \$627,435,000 from the previous year. The governmental activities' increase of \$472,210,000 was primarily due to additions to construction in progress related to building projects, as well as additions to infrastructure for roads, highways, and bridges. The business-type activities' increase of \$155,225,000 can be attributed to ongoing construction projects at the Port Authority at Gulfport.

Restricted net position represents resources that are subject to externally imposed restrictions. Restricted net position decreased by \$84,910,000 during fiscal year 2016. The decrease is a result of a reclassification of tax revenues from restricted to unrestricted.

The remaining net position is classified as unrestricted. As of June 30, 2016, the State had a deficit unrestricted net position of \$5,400,624,000. The deficit is due, in part, to the State issuing debt on behalf of component units and other entities for construction, repair and renovation of non-state capital assets. The positive unrestricted balance of \$131,592,000 in business-type activities may be used to meet ongoing obligations to citizens and creditors; however, internally imposed designations of certain resources further limit the purposes for which those resources may be used.

Net Position (amounts expressed in thousands)

	Governmental Activities		Business-type Activities		Total	
	2016	2015	2016	2015	2016	2015
Current and other assets	\$ 7,087,466	\$ 6,371,968	\$ 1,343,027	\$ 1,362,028	\$ 8,430,493	\$ 7,733,996
Capital assets	15,754,679	15,375,583	565,919	412,657	16,320,598	15,788,240
Total Assets	22,842,145	21,747,551	1,908,946	1,774,685	24,751,091	23,522,236
Deferred outflows of resources	645,660	375,115	5,077	2,958	650,737	378,073
Noncurrent liabilities	8,620,077	7,879,320	453,109	498,805	9,073,186	8,378,125
Other liabilities	2,124,321	2,114,440	110,053	54,333	2,234,374	2,168,773
Total Liabilities	10,744,398	9,993,760	563,162	553,138	11,307,560	10,546,898
Deferred inflows of resources	140,107	364,756	1,875	2,601	141,982	367,357
Net position:						
Net investment in capital assets	14,372,421	13,900,211	548,732	393,507	14,921,153	14,293,718
Restricted	3,763,095	3,869,799	668,662	646,868	4,431,757	4,516,667
Unrestricted	(5,532,216)	(6,005,860)	131,592	181,529	(5,400,624)	(5,824,331)
Total Net Position	\$ 12,603,300	\$ 11,764,150	\$ 1,348,986	\$ 1,221,904	\$ 13,952,286	\$ 12,986,054

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Changes in Net Position

Operating grants and contributions of \$7,066,304,000 and taxes of \$6,886,235,000 were the State's major revenue sources. Together, they accounted for 78.4 percent of total revenues. Revenue from taxes decreased \$49,764,000 and operating grants and contributions increased by \$4,237,000 over the prior year. As in the prior year, the majority of the State's total expenses were related to the health and social services function at \$7,851,381,000 or 46.6 percent. Expenses within this function rose over the prior year by \$171,486,000 as medical expenses continued their upswing. Unemployment compensation expenses were down by \$8,023,000 as fewer claims were filed driven by an improving economy.

Changes in Net Position

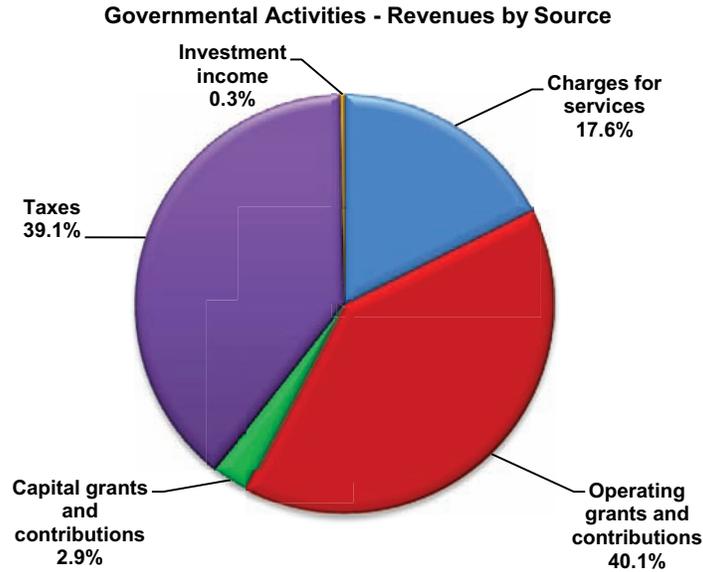
(amounts expressed in thousands)

	Governmental Activities		Business-type Activities		Total	
	2016	2015	2016	2015	2016	2015
Revenues:						
Program Revenues:						
Charges for services	\$ 3,107,275	\$ 2,325,299	\$ 163,138	\$ 192,836	\$ 3,270,413	\$ 2,518,135
Operating grants and contributions	7,064,684	7,059,002	1,620	3,065	7,066,304	7,062,067
Capital grants and contributions	508,194	487,083			508,194	487,083
General Revenues:						
Taxes	6,886,235	6,935,999			6,886,235	6,935,999
Investment income	56,300	53,689	12,234	28,585	68,534	82,274
Total Revenues	<u>17,622,688</u>	<u>16,861,072</u>	<u>176,992</u>	<u>224,486</u>	<u>17,799,680</u>	<u>17,085,558</u>
Expenses:						
General government	2,814,758	2,951,973			2,814,758	2,951,973
Education	3,647,055	3,383,767			3,647,055	3,383,767
Health and social services	7,851,381	7,679,895			7,851,381	7,679,895
Law, justice and public safety	858,504	967,422			858,504	967,422
Recreation and resource development	460,031	556,790			460,031	556,790
Regulation of business and professions	43,001	40,760			43,001	40,760
Transportation	725,192	675,713			725,192	675,713
Interest on long-term debt	253,752	225,512			253,752	225,512
Unemployment compensation			101,445	109,468	101,445	109,468
Port Authority at Gulfport			27,120	26,202	27,120	26,202
Prepaid affordable college tuition			16,304	27,122	16,304	27,122
Other business-type			34,905	37,902	34,905	37,902
Total Expenses	<u>16,653,674</u>	<u>16,481,832</u>	<u>179,774</u>	<u>200,694</u>	<u>16,833,448</u>	<u>16,682,526</u>
Excess/(Deficit) before Transfers	969,014	379,240	(2,782)	23,792	966,232	403,032
Transfers	(129,864)	(103,182)	129,864	103,182		
Change in Net Position	839,150	276,058	127,082	126,974	966,232	403,032
Net Position - Beginning	11,764,150	11,488,092	1,221,904	1,094,930	12,986,054	12,583,022
Net Position - Ending	<u>\$ 12,603,300</u>	<u>\$ 11,764,150</u>	<u>\$ 1,348,986</u>	<u>\$ 1,221,904</u>	<u>\$ 13,952,286</u>	<u>\$ 12,986,054</u>

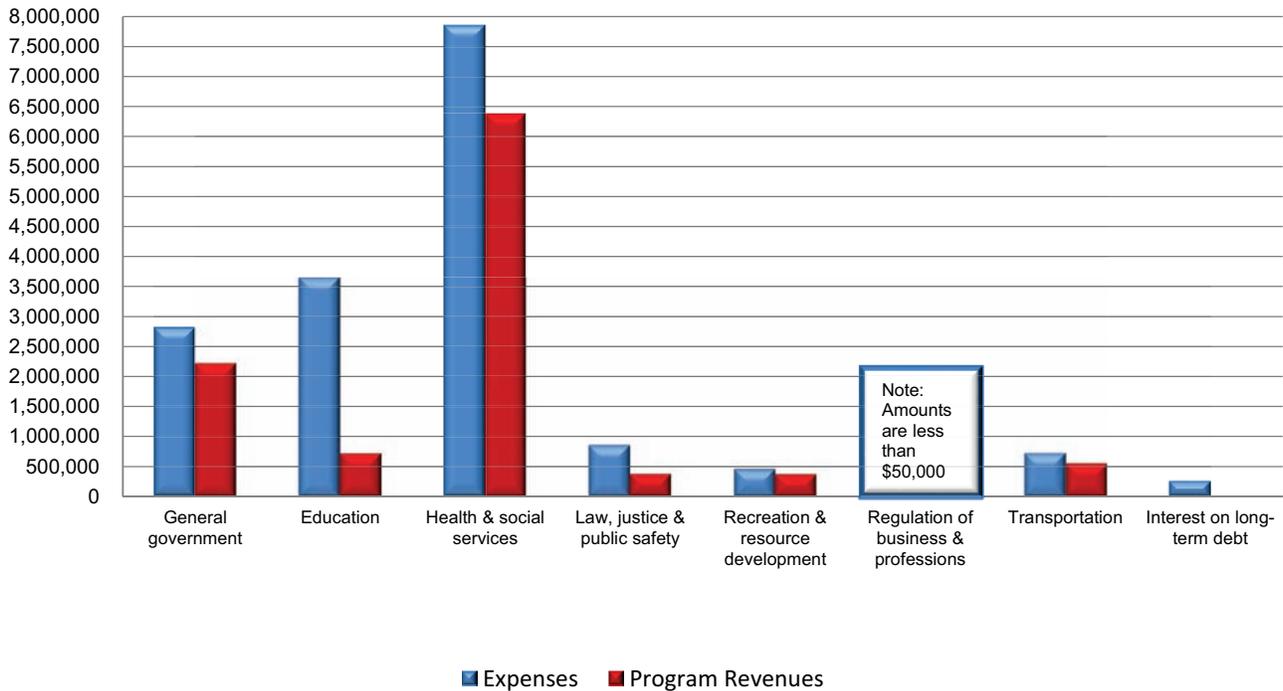
Mississippi

Governmental Activities

Governmental activities increased the State's net position by \$839,150,000 for fiscal year 2016. Charges for services increased by \$781,976,000, in comparison to the prior year. The majority of both expenses and program revenues were in the health and social services function at \$7,851,381,000 and \$6,377,077,000, respectively. Education expenses of \$3,647,055,000 exceeded program revenues of \$726,303,000 resulting in a negative \$2,920,752,000 to be funded from general revenues.



Governmental Activities - Expenses and Program Revenues
(amounts expressed in thousands)

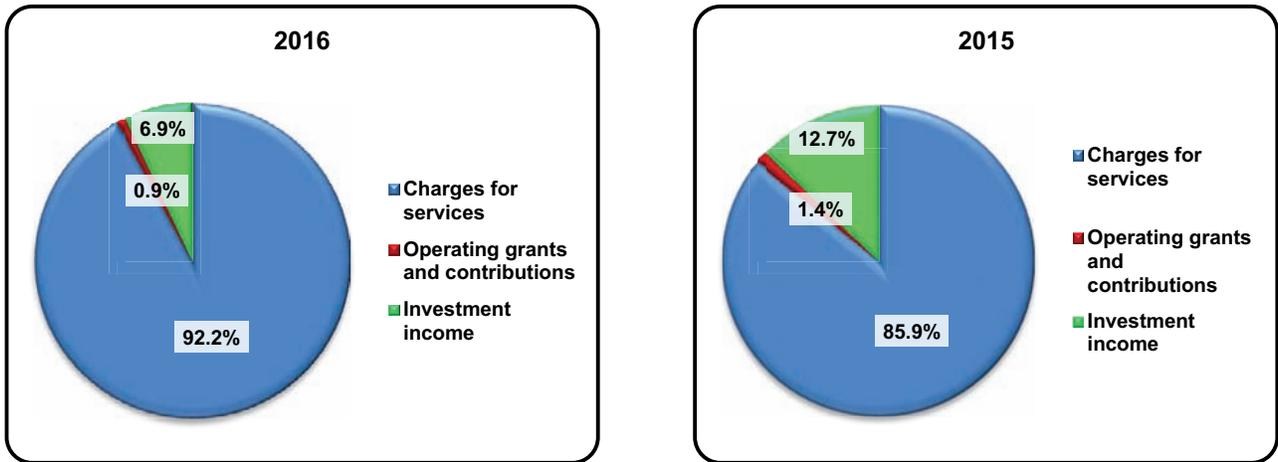


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Business-type Activities

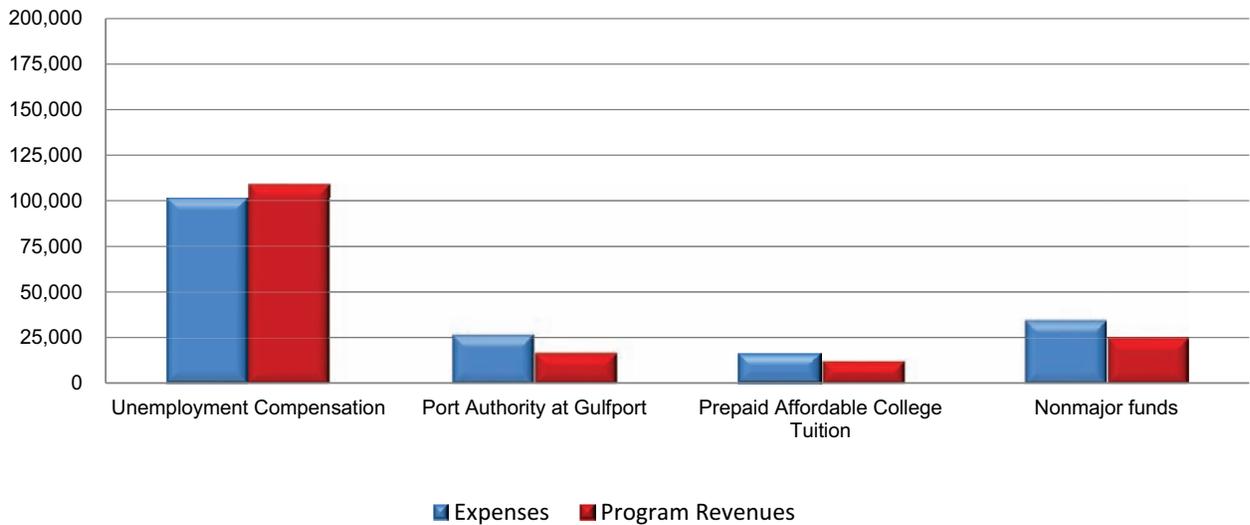
Business-type activities increased the State's net position by \$127,082,000. The percentage of revenues from charges for services continued to decrease as federal revenue for the Emergency Unemployment Compensation program diminished. The amount of investment income decreased from the prior year, as did the investment income as a percentage of total revenues, due to market conditions. For the current year, the Unemployment Compensation Fund had decreases in both program revenues and expenses with a positive change in net position of \$21,351,000 as the trend continued with fewer people filing for unemployment benefits.

Business-type Activities - Revenues by Source



Business-type Activities - Expenses and Program Revenues

(amounts expressed in thousands)



Mississippi

Financial Analysis of the State's Individual Funds

As noted earlier, the State uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds

At June 30, 2016, the governmental funds reported combined fund balances of \$4,361,868,000, indicating an increase of \$158,039,000 from the prior year. Within fund balances, \$109,201,000 or 2.5 percent was classified as nonspendable. The majority of the fund balance, \$3,653,892,000 or 83.8 percent was restricted. Committed fund balance equaled \$41,724,000 or one percent of the total. Assigned fund balance comprised \$10,072,000 or .2 percent while the remaining 12.5 percent, or \$546,979,000, of fund balance was unassigned.

The General Fund is the chief operating fund of the State. The General Fund increased its fund balance by \$156,699,000 from the prior year to an ending fund balance of \$4,297,854,000. Overall, taxes decreased \$77,192,000 or 1.1 percent. There was a \$117,896,000 decrease in corporate income and franchise tax revenues resulting from weak corporate tax collections. Sales and use tax revenues rose \$50,979,000 while gasoline and other motor fuel revenues increased by 1.2 percent. Federal government revenues decreased by \$5,461,000 as several federal grant programs reached the end of their funding periods. Court assessments and settlements revenue increased 134.3 percent due to the State's share of a settlement agreement between the Gulf States and the BP entities with respect to economic and other claims arising from the Deepwater Horizon Incident.

Health and social services expenditures increased slightly during fiscal year 2016, rising by 1.6 percent over the prior fiscal year. Medicaid inflation was the main contributor for the increase in expenditures. The Centers for Medicare and Medicaid Services estimated inflation at 4.1 percent. The Federal Medical Assistance Percentage also rose creating an increase in medical expenditures.

Proprietary Funds

The Unemployment Compensation Fund experienced an increase in net position of \$21,351,000 as compared to the prior year. Assessments' revenue decreased by 21.7 percent due to legislation that allowed certain employers to pay a zero percent tax rate. Operating expenses decreased by \$8,023,000 from the prior year as a result of a reduction in claims and benefits expense as the economy continued to gradually improve. As a result of the end of the Emergency Unemployment Compensation program, federal revenue declined by \$1,410,000.

The Port Authority at Gulfport Fund increased net position by \$112,922,000 as compared to an \$84,855,000 increase reported in the prior year. Operating revenues and expenses increased slightly by \$2,037,000 and \$1,346,000 respectively. The increase in net position is attributable to the \$122,023,000 received in federal pass through grants from other state agencies which enabled the Port to continue the implementation of its facility restoration plan.

The Prepaid Affordable College Tuition Fund's net position decreased by \$12,387,000. Tuition receipts increased by 2.9 percent over the prior year. The 43.3 percent decrease in claims and benefits expense was directly related to changes in the program's actuarially determined present value of future tuition obligations and a slight reduction in the assumed rate of tuition increases that was implemented in the actuarial valuation. Investment income decreased due to the change in market conditions.

General Fund Budgetary Highlights

The original estimated growth rate for fiscal year 2016 General Fund revenues was 1.7 percent. This estimate was revised to sine die, which reflected a 1.1 percent growth, and revised in April 2016 to reflect a growth of 1.6 percent. Actual fiscal year 2016 General Fund revenue collections were \$22,217,000 or .4 percent lower than the prior year. These revenues were \$145,690,000 below estimated amounts. Revenue from sales tax grew by \$27,818,000 or 1.4 percent. Individual income tax increased by \$26,004,000 or 1.5 percent. However, corporate income and franchise tax decreased \$117,826,000 or 16.5 percent.

The final expenditure budget was \$33,605,000 less than the original budget and actual expenditures were \$4,412,000 less than the final budget. Amounts budgeted but not expended during the year are reappropriated in the following year or are retained in the General Fund and made available for the subsequent year budget allocations.

During the 2016 budget process, an estimate of the amount of funds available from the prior year was included with current year revenue projections to determine the amounts to be budgeted in the current year. The overstatement of the beginning fund balance resulted in a deficit in the original budget ending balance.

Mississippi

Capital Assets and Debt Administration

Capital Assets

The State's investment in capital assets for governmental and business-type activities as of June 30, 2016 were \$21,384,829,000, less accumulated depreciation of \$5,064,231,000, resulting in a net book value of \$16,320,598,000. For the current fiscal year, governmental activities and business-type activities increased by \$379,096,000 and \$153,262,000, respectively. These changes amount to 2.5 and 37.1 percent increases, respectively, over the prior year.

Major capital asset events during fiscal year 2016 included the following:

Construction in progress for governmental activities had the largest increases and decreases of any asset class with \$818,248,000 and \$618,943,000, respectively. Mississippi Department of Transportation accounts for the majority of the increase with \$731,452,000. The Department of Finance and Administration added \$55,236,000 which included building projects for the Department of Public Safety Central Mississippi Crime Lab, the Mississippi Museum's Civil Rights and History Museum, and the Mississippi Department of Health Lab addition. Decreases to construction in progress are primarily for completed Mississippi Department of Transportation projects moved to infrastructure.

Governmental activities added \$472,864,000 to infrastructure for roads, highways and bridges. These additions included pavement rehabilitation projects in Hinds, Jackson, Scott, and Clarke counties. Bridges were constructed and rehabilitated in Washington, Holmes, Clarke, Perry, and Hinds counties. The Surface Transportation Program (Urban street projects) were completed in Prentiss, Attala, and Madison counties. Interstate and highway projects were completed in Jefferson Davis, Marshall, Lincoln, Hinds, and Boliver counties.

During fiscal year 2016, net capital assets for business-type activities increased by \$153,262,000. The Port Authority at Gulfport added \$161,552,000 to construction in progress, which includes continuation of the West Pier Wharf upgrades, the Bulk Storage Facility, and the Tenant Maintenance and Repair Shop. Construction of the three rail mounted gantry crane is nearing completion. Projects completed and moved to infrastructure and land improvements included the East Pier Retaining Wall and wharf upgrades. The completed projects were valued at \$29,735,000.

Additional information about the State's capital assets is presented in Note 8 to the financial statements. Note 16 addresses the State's outstanding long-term contracts related to the construction of state and county roads, highways, and bridges, as well as building projects for various state agencies.

Capital Assets, Net of Depreciation

(amounts expressed in thousands)

	Governmental Activities		Business-type Activities		Total	
	2016	2015	2016	2015	2016	2015
Land	\$ 2,328,614	\$ 2,281,727	\$ 130,425	\$ 130,416	\$ 2,459,039	\$ 2,412,143
Software	130,207	104,036			130,207	104,036
Buildings	1,507,928	1,503,879	52,659	54,144	1,560,587	1,558,023
Land improvements	128,696	136,755	27,604	23,323	156,300	160,078
Machinery and equipment	238,580	249,267	7,516	7,769	246,096	257,036
Infrastructure	6,963,777	6,842,347	119,138	99,877	7,082,915	6,942,224
Construction in progress	4,456,877	4,257,572	228,577	97,128	4,685,454	4,354,700
Total	\$ 15,754,679	\$ 15,375,583	\$ 565,919	\$ 412,657	\$ 16,320,598	\$ 15,788,240

Mississippi

Debt Administration

As of June 30, 2016, outstanding general obligation debt for the State was \$4,399,445,000, including premiums. General Obligation Refunding bonds of \$1,720,648,000, Capital Improvements bonds of \$1,145,250,000, and Industry Incentive Financing bonds of \$354,690,000 comprise 73.2 percent of this outstanding debt. During the current fiscal year, the State issued \$298,895,000 in general obligation bonds which are reported in governmental activities. In addition, the State issued \$71,125,000 of refunding notes to advance refund notes payable which are reported in governmental activities. Within business-type activities, general obligation bonds decreased by \$2,974,000 as the Port Authority at Gulfport continued to repay its long-term debt.

Limited obligation bonds of \$200,000,000 were issued during fiscal year 2016 to provide funding for the repair, rehabilitation and replacement of bridges on state maintained highways. These bonds are to be repaid primarily from gaming revenue. As of June 30, 2016, outstanding limited obligation debt for the State was \$226,507,000 including premiums.

Outstanding Long-term Debt Bonds and Notes

(amounts expressed in thousands)

	Governmental Activities		Business-type Activities		Total	
	2016	2015	2016	2015	2016	2015
General obligation bonds and notes	\$ 4,389,749	\$ 4,381,327	\$ 9,696	\$ 12,670	\$ 4,399,445	\$ 4,393,997
Limited obligation bonds	226,507				226,507	
Notes payable	1,055,789	1,113,994			1,055,789	1,113,994
Total	\$ 5,672,045	\$ 5,495,321	\$ 9,696	\$ 12,670	\$ 5,681,741	\$ 5,507,991

Mississippi has a rating of AA from Standard and Poor's, AA+ from Fitch, and Aa2 from Moody's. These ratings are based upon the State's conservative fiscal management practices, manageable debt levels, favorable effects of various budgetary reforms and the potential for future economic diversification.

The State's constitutional debt limit is established at one and one-half times the sum of all revenues collected by the State during any one of the four preceding fiscal years, whichever may be higher. Current practice restricts revenues included in the computation of this debt limitation to the following: taxes; licenses, fees and permits; investment income; rental income; service charges including net income from the Alcoholic Beverage Control Division; and fines, forfeitures and penalties. As of June 30, 2016, the State's constitutional legal debt limit remained at \$13,312,194,000, which significantly exceeds the amount of debt applicable to the debt limit. Additional information about the State's long-term debt can be found in Notes 9 through 13 to the financial statements.

Economic Factors and Next Year's Budget

Mississippi's average unemployment rate decreased from 6.5 percent for calendar year 2015 to 5.8 percent for calendar year 2016. The State continues to lag behind the 2016 national average of 4.9 percent. Personal income grew by 1.3 percent in calendar year 2016 as the economy continues to slowly improve.

Although Mississippi's economy is experiencing growth, it is not translating into more revenue. State law allows the Governor to reduce budgets and take funds from the Working Cash Stabilization Reserve Fund when revenue collections do not meet expectations. Early in FY 2017, the Governor took a proactive approach to resolve an error in the State's revenue projections by making General Fund budget adjustments of \$56,802,000. Additionally, as state tax collections were underperforming, budget cuts were made in January, February, and March totaling \$114,421,000. The adjustments and cuts reduced the FY 2017 budgets and achieved an aggregate savings of \$171,223,000.

The Governor also directed the State Fiscal Officer to transfer \$11,061,000 from the Working Cash Stabilization Reserve Fund to prevent deeper cuts. Mississippi law allows the State Fiscal Officer to transfer \$50 million per fiscal year to the State General Fund to stabilize the budget when the state is experiencing revenue shortfalls. Legislation was passed giving the authority for an additional \$50 million transfer in FY 2017, if needed. Therefore, \$88,939,000 of Working Cash Stabilization Reserve Fund authority remains if revenues do not pick up before the end of FY 2017.

Revenue collected by the Department of Revenue (DOR) continues to perform poorly compared to FY 2016. DOR collections from the beginning of FY 2017 through March 31, 2017 were down by \$142,246,000 or 3.85 percent. Total DOR collections cited do not include settlements from the Attorney General's office of \$68,393,000 or the transfers—previously mentioned—from the Working Cash Stabilization Reserve Fund. The state remains optimistic that revenue collections will see a future uptick; however, precautionary measures are being taken by state agencies to prepare for an uncertain FY 2018.

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Mississippi

Basic Financial Statements

Mississippi

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
Assets				
Current assets:				
Equity in internal investment pool	\$ 3,560,187	\$ 77,856	\$ 3,638,043	\$ 2,050
Cash and cash equivalents	402,858	704,618	1,107,476	500,060
Investments	25,200		25,200	265,805
Receivables, net	840,992	51,611	892,603	329,991
Restricted assets:				
Cash and cash equivalents		150	150	
Due from other governments, net	450,809	455	451,264	127
Internal balances	(45,419)	45,419		
Due from component units	2,073		2,073	
Due from primary government				47,821
Inventories	36,896	304	37,200	33,759
Prepaid items		402	402	33,351
Loans and notes receivable, net	47,542	6,306	53,848	38,546
Other assets				10,576
Total Current Assets	5,321,138	887,121	6,208,259	1,262,086
Noncurrent assets:				
Investments	118,054	290,259	408,313	644,605
Receivables, net	725,209		725,209	
Due from other governments, net	652,861		652,861	
Loans and notes receivable, net	270,204	165,197	435,401	175,453
Restricted assets:				
Cash and cash equivalents		450	450	193,079
Investments				950,885
Capital assets:				
Land and construction in progress	6,785,491	359,002	7,144,493	777,521
Other capital assets, net	8,969,188	206,917	9,176,105	3,279,710
Other assets				20,206
Total Noncurrent Assets	17,521,007	1,021,825	18,542,832	6,041,459
Total Assets	22,842,145	1,908,946	24,751,091	7,303,545
Deferred Outflows of Resources				
Refunding	128,382		128,382	25,673
Pensions	517,278	5,077	522,355	480,786
Total Deferred Outflows	\$ 645,660	\$ 5,077	\$ 650,737	\$ 506,459

(Continued on Next Page)

Mississippi

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

(Continued from Previous Page)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
Liabilities				
Current liabilities:				
Warrants payable	\$ 53,949	\$ 1,144	\$ 55,093	\$
Accounts payable and other liabilities	629,262	45,575	674,837	226,122
Contracts payable	94,056	7,574	101,630	
Income tax refunds payable	272,775		272,775	
Due to other governments	296,021	9,425	305,446	15
Due to component units	47,821		47,821	
Due to primary government				2,073
Claims and benefits payable	97,725	40,970	138,695	
Deposits	89,355	1,774	91,129	768
Unearned revenues	119,058	492	119,550	125,531
Pollution remediation obligation	7,228		7,228	
Bonds and notes payable, net	411,464	3,022	414,486	40,670
Lease obligations payable	5,607	77	5,684	4,645
Other liabilities				61,970
Total Current Liabilities	2,124,321	110,053	2,234,374	461,794
Noncurrent liabilities:				
Due to other governments	2,533	12,616	15,149	
Claims and benefits payable	38,001	410,228	448,229	
Derivative instruments	50,201		50,201	
Other postemployment benefits payable	174,154		174,154	
Pollution remediation obligation	35,718		35,718	
Bonds and notes payable, net	5,260,581	6,674	5,267,255	1,094,836
Lease obligations payable	9,655	121	9,776	99,145
Liabilities payable from restricted assets:				
Deposits		150	150	
Net pension liability	2,948,290	22,740	2,971,030	2,424,933
Other liabilities	100,944	580	101,524	270,509
Total Noncurrent Liabilities	8,620,077	453,109	9,073,186	3,889,423
Total Liabilities	10,744,398	563,162	11,307,560	4,351,217
Deferred Inflows of Resources				
Interest rate swaps	782		782	
Pensions	139,325	1,875	141,200	68,568
Total Deferred Inflows	\$ 140,107	\$ 1,875	\$ 141,982	\$ 68,568

Mississippi

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

(Continued from Previous Page)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
Net Position				
Net investment in capital assets	14,372,421	548,732	14,921,153	2,858,728
Restricted for:				
Expendable:				
General government	99,670		99,670	
Education	107,159		107,159	
Health and social services	512,453		512,453	
Law, justice and public safety	139,946		139,946	
Recreation and resources development	1,398,502		1,398,502	
Regulation of business and professions	45,143		45,143	
Transportation	684,793		684,793	
Capital projects	367,437		367,437	
Debt service	335,687		335,687	1,974
Unemployment compensation benefits		667,769	667,769	
Other purposes		893	893	575,689
Nonexpendable:				
Education	58,919		58,919	796,467
Health and social services	2,025		2,025	
Recreation and resources development	11,361		11,361	
Unrestricted (deficit)	(5,532,216)	131,592	(5,400,624)	(842,639)
Total Net Position	\$ 12,603,300	\$ 1,348,986	\$ 13,952,286	\$ 3,390,219

The accompanying notes to the financial statement are an intergral part of this statement.

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Mississippi

Statement of Activities

For the Year Ended June 30, 2016 (Expressed in Thousands)

Functions/Programs	Expenses	Program Revenues		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Primary government:				
Governmental activities:				
General government	\$ 2,814,758	\$ 2,210,377	\$ 13,293	\$ 2,794
Education	3,647,055	19,932	706,359	12
Health and social services	7,851,381	585,302	5,789,449	2,326
Law, justice and public safety	858,504	131,126	242,070	4,919
Recreation and resource development	460,031	78,449	296,102	657
Regulation of business and professions	43,001	45,203	482	19
Transportation	725,192	36,886	16,929	497,467
Interest on long-term debt	253,752			
Total Governmental Activities	16,653,674	3,107,275	7,064,684	508,194
Business-type activities:				
Unemployment compensation	101,445	107,658	1,612	
Port Authority at Gulfport	27,120	17,244		
Prepaid affordable college tuition	16,304	12,775		
Other business-type	34,905	25,461	8	
Total Business-type Activities	179,774	163,138	1,620	
Total Primary Government	\$ 16,833,448	\$ 3,270,413	\$ 7,066,304	\$ 508,194
Component units:				
Universities	\$ 3,564,795	\$ 2,127,828	\$ 503,562	\$ 43,588
Nonmajor	39,109	30,199	2,449	170
Total Component Units	\$ 3,603,904	\$ 2,158,027	\$ 506,011	\$ 43,758

General revenues:

Taxes:

Sales and use

Gasoline and other motor fuel

Individual income

Corporate income and franchise

Insurance

Other

Investment income

Other

Payment from State of Mississippi

Contributions to permanent endowments

Transfers

Total General Revenues, Contributions and Transfers

Change in Net Position

Net Position - Beginning

Net Position - Ending

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

Net (Expense) Revenue and Changes in Net Position

Primary Government			Component Units
Governmental Activities	Business-type Activities	Total	
\$ (588,294)	\$	\$ (588,294)	
(2,920,752)		(2,920,752)	
(1,474,304)		(1,474,304)	
(480,389)		(480,389)	
(84,823)		(84,823)	
2,703		2,703	
(173,910)		(173,910)	
(253,752)		(253,752)	
<u>(5,973,521)</u>		<u>(5,973,521)</u>	
	7,825	7,825	
	(9,876)	(9,876)	
	(3,529)	(3,529)	
	(9,436)	(9,436)	
	<u>(15,016)</u>	<u>(15,016)</u>	
<u>(5,973,521)</u>	<u>(15,016)</u>	<u>(5,988,537)</u>	
			\$ (889,817)
			(6,291)
			<u>(896,108)</u>
3,361,075		3,361,075	
425,205		425,205	
1,734,040		1,734,040	
577,114		577,114	
314,756		314,756	
474,045		474,045	
56,300	12,234	68,534	14,654
			204,800
			835,471
			37,615
<u>(129,864)</u>	<u>129,864</u>		
6,812,671	142,098	6,954,769	1,092,540
839,150	127,082	966,232	196,432
11,764,150	1,221,904	12,986,054	3,193,787
<u>\$ 12,603,300</u>	<u>\$ 1,348,986</u>	<u>\$ 13,952,286</u>	<u>\$ 3,390,219</u>

Mississippi

Governmental Funds

Balance Sheet

June 30, 2016 (Expressed in Thousands)

	General	Permanent	Totals
Assets			
Equity in internal investment pool	\$ 3,249,586	\$ 2,693	\$ 3,252,279
Cash and cash equivalents	313,047	2,363	315,410
Investments	45,348	58,974	104,322
Receivables, net	1,565,196	479	1,565,675
Due from other governments, net	1,102,771		1,102,771
Due from other funds	17,290	230	17,520
Due from component units	392		392
Inventories	36,896		36,896
Loans receivable, net	317,746		317,746
Total Assets	\$ 6,648,272	\$ 64,739	\$ 6,713,011
Liabilities, Deferred Inflows and Fund Balances			
Liabilities:			
Warrants payable	\$ 52,377	\$	\$ 52,377
Accounts payable and accruals	642,044	725	642,769
Contracts payable	94,056		94,056
Income tax refunds payable	272,775		272,775
Due to other governments	298,174		298,174
Due to other funds	78,779		78,779
Due to component units	47,776		47,776
Claims payable	9,147		9,147
Unearned revenues	108,734		108,734
Total Liabilities	1,603,862	725	1,604,587
Deferred inflows of resources:			
Deferred revenues	746,556		746,556
Fund balances:			
Nonspendable			
Inventories	36,896		36,896
Principal	15,000	57,305	72,305
Restricted			
General government	96,275		96,275
Education	102,285	4,874	107,159
Health and social services	500,314	327	500,641
Law, justice and public safety	133,460		133,460
Recreation and resources development	1,396,919	1,508	1,398,427
Regulation of business and professions	45,143		45,143
Transportation	669,663		669,663
Capital projects	367,437		367,437
Debt service	335,687		335,687
Committed			
General government	7,495		7,495
Education	9,440		9,440
Law, justice and public safety	18,971		18,971
Recreation and resources development	5,818		5,818
Assigned			
General government	6,729		6,729
Education	68		68
Law, justice and public safety	1,797		1,797
Recreation and resources development	1,478		1,478
Unassigned	546,979		546,979
Total Fund Balances	4,297,854	64,014	4,361,868
Total Liabilities, Deferred Inflows and Fund Balances	\$ 6,648,272	\$ 64,739	\$ 6,713,011

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

Mississippi

Governmental Funds

Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position

June 30, 2016 (Expressed in Thousands)

Total fund balances for governmental funds \$ 4,361,868

Amounts reported for governmental activities in the statement of net position
are different because:

Capital assets used in governmental activities are not financial resources and
therefore are not reported in the governmental funds:

Land	\$ 2,328,614	
Construction in progress	4,456,877	
Software	155,628	
Buildings	2,137,275	
Land improvements	272,761	
Machinery and equipment	714,920	
Infrastructure	10,571,501	
Accumulated depreciation	<u>(4,918,600)</u>	15,718,976

Deferred outflows of resources reported in governmental activities are not
financial resources and therefore are not reported in the governmental funds:

Refunding of debt	128,382	
Pensions	<u>510,326</u>	638,708

Deferred inflows of resources reported in governmental activities are not
financial resources and therefore are not reported in the governmental funds:

Interest rate swaps	(782)	
Pensions	<u>(138,587)</u>	(139,369)

Some of the State's revenues will be collected after year-end but are not
available soon enough to pay for the current period's expenditures and
therefore are deferred in the funds as deferred inflows of resources.

746,556

Long-term liabilities and related accrued interest are not due and payable in the
current period and therefore are not reported in the governmental funds:

General obligation bonds and notes	(4,178,374)	
Limited obligation bonds	(200,000)	
Notes payable	(980,491)	
Unamortized premiums	(313,180)	
Derivative instruments	(50,201)	
Capital lease obligations	(13,565)	
Accrued compensated absences	(109,911)	
Pollution remediation obligation	(42,946)	
Net pension liability	(2,917,065)	
Other postemployment benefits payable	(174,154)	
Claims payable	(3,225)	
Accrued interest payable	<u>(58,367)</u>	(9,041,479)

Internal service funds are used by management to charge the costs of
certain activities, such as insurance and telecommunications, to individual
funds. The assets and liabilities of the internal service funds are included
in governmental activities in the statement of net position.

318,040

Net position of governmental activities

\$ 12,603,300

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

Mississippi

Governmental Funds

Statement of Revenues, Expenditures, and Changes in Fund Balances

For the Year Ended June 30, 2016 (Expressed in Thousands)

	General	Permanent	Totals
Revenues			
Taxes:			
Sales and use	\$ 3,375,755	\$	\$ 3,375,755
Gasoline and other motor fuel	424,615		424,615
Individual income	1,733,198		1,733,198
Corporate income and franchise	573,873		573,873
Insurance	314,756		314,756
Other	474,045		474,045
Licenses, fees and permits	569,717		569,717
Federal government	7,494,821		7,494,821
Investment income	66,516	2,354	68,870
Charges for sales and services	382,441		382,441
Rentals	25,409	95	25,504
Court assessments and settlements	384,080		384,080
Other	616,821	9	616,830
Total Revenues	16,436,047	2,458	16,438,505
Expenditures			
Current:			
General government	2,228,370		2,228,370
Education	3,643,091	118	3,643,209
Health and social services	7,806,591		7,806,591
Law, justice and public safety	861,793		861,793
Recreation and resources development	458,957		458,957
Regulation of business and professions	42,123		42,123
Transportation	1,062,860		1,062,860
Debt service:			
Principal	358,206		358,206
Interest and other fiscal charges	244,996		244,996
Total Expenditures	16,706,987	118	16,707,105
Excess of Revenues over (under) Expenditures	(270,940)	2,340	(268,600)
Other Financing Sources (Uses)			
Bonds and notes issued	498,895		498,895
Capital leases issued	3,420		3,420
Insurance recovery	1,498		1,498
Payments to note escrow agent	(76,405)		(76,405)
Premiums on bonds and notes issued	56,328		56,328
Refunding notes issued	71,125		71,125
Transfers in	4,082		4,082
Transfers out	(131,304)	(1,000)	(132,304)
Net Other Financing Sources (Uses)	427,639	(1,000)	426,639
Net Change in Fund Balances	156,699	1,340	158,039
Fund Balances - Beginning	4,141,155	62,674	4,203,829
Fund Balances - Ending	\$ 4,297,854	\$ 64,014	\$ 4,361,868

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

Mississippi

Governmental Funds

Reconciliation of the Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances to the Statement of Activities

For the Year Ended June 30, 2016 (Expressed in Thousands)

Net change in fund balances - total governmental funds \$ 158,039

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlay as expenditures. However, in the statement of activities, the cost of capital assets is allocated over their estimated useful lives as depreciation expense. In the current period, these amounts are:

Capital outlay	\$ 853,664	
Depreciation expense	<u>(468,192)</u>	385,472

Various capital asset related transactions affect the statement of activities but have no impact on governmental funds. These transactions include disposition of capital assets by sale, trade, or scrap. (9,629)

Internal service funds are used by management to charge the costs of certain activities, such as insurance and telecommunications, to individual funds. The net loss of the internal service funds is reported with governmental activities. (13,912)

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts and the difference between the carrying value of refunded debt and the acquisition cost of refunded debt when debt is first issued. These amounts are deferred and amortized in the statement of activities.

Premiums on notes and refunding bonds and notes issued	(56,328)	
Bonds and notes issued	(498,895)	
Refunding notes issued	(71,125)	
Capital leases issued	(3,420)	
Payments of debt principal	358,206	
Payments to bond escrow agent	76,405	
Accrued interest payable	1,044	
Interest at refunding	<u>(1,119)</u>	(195,232)

Some items reported in the statement of activities do not provide or require the use of current financial resources and therefore are not reported as revenues/expenditures in governmental funds. These activities include:

Donations of equipment	1,028	
Change in claims payable	444	
Change in compensated absences	7,325	
Change in deferred revenues	589,712	
Change in other postemployment benefits payable	(16,680)	
Change in pollution remediation obligation	143	
Change in fair value of investment derivative	(17,827)	
Change in fair value of borrowing derivative	6,610	
Change in pension costs, net	(59,610)	
Amortization of premiums	28,449	
Amortization of deferred amount on refunding	<u>(25,182)</u>	<u>514,412</u>

Change in net position of governmental activities \$ 839,150

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

Mississippi

Proprietary Funds

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

	Business-type Activities -		
	Department of Employment Security	Port Authority at Gulfport	State Treasurer
	Unemployment Compensation		Prepaid Affordable College Tuition
Assets			
Current assets:			
Equity in internal investment pool	\$	\$	\$
Cash and cash equivalents	640,112	34,197	10,065
Investments			
Receivables, net	44,383	1,529	1,047
Restricted assets:			
Cash and cash equivalents		150	
Due from other governments, net	423	32	
Due from other funds	413	41,133	
Due from component units			
Inventories			
Prepaid items		52	
Loans and notes receivable		646	
Total Current Assets	685,331	78,479	11,343
Noncurrent assets:			
Investments			288,157
Loans and notes receivable		14,518	
Restricted assets:			
Cash and cash equivalents		450	
Capital assets:			
Land and construction in progress		353,683	
Other capital assets, net		176,743	
Total Noncurrent Assets		545,394	288,157
Total Assets	\$ 685,331	\$ 623,873	\$ 299,500
Deferred Outflows of Resources			
Pension		1,006	354

Enterprise Funds

Enterprise Funds		Governmental Activities - Internal Service Funds	
Nonmajor Funds	Totals		
\$ 76,885	\$ 77,856	\$ 307,908	
20,244	704,618	87,447	
		408	
4,652	51,611	526	
	150		
	455	899	
10,416	51,962	31,814	
		1,681	
304	304		
350	402		
5,660	6,306		
118,511	893,664	430,683	
2,102	290,259	38,525	
150,679	165,197		
	450		
5,319	359,002		
30,174	206,917	35,703	
188,274	1,021,825	74,228	
\$ 306,785	\$ 1,915,489	\$ 504,911	
3,717	5,077	6,952	

(Continued on Next Page)

Mississippi

Proprietary Funds

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

(Continued from Previous Page)

	Business-type Activities -		
	Department of Employment Security	Port Authority at Gulfport	State Treasurer
	Unemployment Compensation		Prepaid Affordable College Tuition
Liabilities			
Current liabilities:			
Warrants payable	\$	\$	\$ 168
Accounts payable and other liabilities	70	39,329	2,056
Contracts payable		7,574	
Due to other governments	9,245		
Due to other funds	1,976		3
Due to component units			
Claims and benefits payable	6,106		34,864
Deposits			
Bonds payable		3,022	
Unearned revenues	165	262	
Lease obligations payable			
Total Current Liabilities	17,562	50,187	37,091
Noncurrent liabilities:			
Due to other governments			
Claims and benefits payable			410,228
Bonds payable		6,674	
Lease obligations payable			
Liabilities payable from restricted assets:			
Deposits		150	
Net pension liability		5,627	927
Other liabilities		264	41
Total Noncurrent Liabilities		12,715	411,196
Total Liabilities	17,562	62,902	448,287
Deferred Inflows of Resources			
Pension		166	25
Net Position			
Net investment in capital assets		520,730	
Restricted for:			
Expendable			
Unemployment compensation benefits	667,769		
Other purposes		450	
Unrestricted (deficit)		40,631	(148,458)
Total Net Position	\$ 667,769	\$ 561,811	\$ (148,458)

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

Enterprise Funds

Enterprise Funds		Governmental Activities - Internal Service Funds	
Nonmajor Funds	Totals		
\$ 976	\$ 1,144	\$ 1,572	
4,120	45,575	7,343	
	7,574		
180	9,425	381	
4,564	6,543	15,974	
		45	
	40,970	88,578	
1,774	1,774		
	3,022		
65	492	10,324	
77	77	462	
11,756	116,596	124,679	
12,616	12,616		
	410,228	34,776	
	6,674		
121	121	1,235	
	150		
16,186	22,740	31,225	
275	580	1,170	
29,198	453,109	68,406	
40,954	569,705	193,085	
1,684	1,875	738	
28,002	548,732	34,006	
	667,769		
443	893		
239,419	131,592	284,034	
\$ 267,864	\$ 1,348,986	\$ 318,040	

Mississippi

Proprietary Funds

Statement of Revenues, Expenses, and Changes in Fund Net Position

For the Year Ended June 30, 2016 (Expressed in Thousands)

	Business-type Activities -		
	Department of Employment Security	Port Authority at Gulfport	State Treasurer
	Unemployment Compensation		Prepaid Affordable College Tuition
Operating Revenues			
Charges for sales and services/premiums	\$	\$	16,138 \$
Assessments	107,658		
Investment income			
Federal agencies	1,612		
Rentals			
Fees			
Tuition receipts			12,775
Other			
Total Operating Revenues	109,270	16,138	12,775
Operating Expenses			
Cost of sales and services			
General and administrative		3,530	592
Contractual services		16,004	1,282
Commodities		307	7
Depreciation		7,120	
Claims and benefits	101,445		14,423
Other			
Total Operating Expenses	101,445	26,961	16,304
Operating Income (Loss)	7,825	(10,823)	(3,529)
Nonoperating Revenues			
Revenue from counties		982	
Insurance recovery		124	
Gain on disposal of capital assets			
Investment income	13,577	465	(8,858)
Total Nonoperating Revenues	13,577	1,571	(8,858)
Nonoperating Expenses			
Loss on disposal of capital assets		110	
Interest and other fiscal charges		49	
Total Nonoperating Expenses		159	
Income (Loss) before Capital Contributions and Transfers	21,402	(9,411)	(12,387)
Capital Contributions			
Transfers In		122,333	
Transfers Out	(51)		
Change in Net Position	21,351	112,922	(12,387)
Total Net Position - Beginning	646,418	448,889	(136,071)
Total Net Position - Ending	\$ 667,769	\$ 561,811	\$ (148,458)

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

Enterprise Funds

Nonmajor Funds		Totals	Governmental Activities - Internal Service Funds
\$	17,601	\$ 33,739	\$ 801,642
		107,658	
	6,123	6,123	
		1,612	
	5,549	5,549	
	175	175	
		12,775	
	2,113	2,113	14
	31,561	169,744	801,656
	11,576	11,576	
	11,159	15,281	17,354
	8,373	25,659	65,332
	2,064	2,378	1,080
	1,502	8,622	2,758
		115,868	735,271
	173	173	
	34,847	179,557	821,795
	(3,286)	(9,813)	(20,139)
		982	
		124	
	31	31	
	927	6,111	5,253
	958	7,248	5,253
	49	159	
	9	58	102
	58	217	102
	(2,386)	(2,782)	(14,988)
			2,718
	8,672	131,005	299
	(1,090)	(1,141)	(1,941)
	5,196	127,082	(13,912)
	262,668	1,221,904	331,952
\$	267,864	\$ 1,348,986	\$ 318,040

Mississippi

Proprietary Funds

Statement of Cash Flows

For the Year Ended June 30, 2016 (Expressed in Thousands)

	Business-type Activities -		
	Department of Employment Security	Port Authority at Gulfport	State Treasurer
	Unemployment Compensation		Prepaid Affordable College Tuition
Cash Flows from Operating Activities			
Cash receipts from federal agencies	\$ 1,574	\$	\$
Cash receipts/premiums from interfund services provided			
Cash receipts/premiums from customers		16,272	12,775
Cash receipts from assessments	120,769		
Cash payments to suppliers for goods and services		(14,651)	(1,204)
Cash payments to employees for services		(3,228)	(468)
Cash payments for claims and benefits	(103,043)		(26,526)
Other operating cash receipts			
Principal and interest received on program loans			
Issuance of program loans			
Net Cash Provided by (Used for) Operating Activities	19,300	(1,607)	(15,423)
Cash Flows from Noncapital Financing Activities			
Transfers in		104,063	
Transfers out	(51)	(6)	
Revenues from counties		982	
Proceeds from other governments			
Net Cash Provided by Noncapital Financing Activities	(51)	105,039	
Cash Flows from Capital and Related Financing Activities			
Acquisition and construction of capital assets		(140,805)	
Principal received on notes receivable		6,630	
Proceeds from sales of capital assets		26	
Principal paid on bonds and capital asset contracts		(2,974)	
Interest paid on bonds and capital asset contracts		(505)	
Proceeds from insurance recovery		124	
Net Cash Provided by (Used for) Capital and Related Financing Activities		(137,504)	
Cash Flows From Investing Activities			
Proceeds from sales of investments		49,609	114,948
Purchases of investments		(57)	(105,919)
Investment income	13,577	531	4,319
Net Cash Provided by Investing Activities	13,577	50,083	13,348
Net Change in Cash and Cash Equivalents	32,826	16,011	(2,075)
Cash and Cash Equivalents - Beginning	607,286	19,526	12,371
Cash and Cash Equivalents - Ending	\$ 640,112	\$ 35,537	\$ 10,296

Enterprise Funds

Enterprise Funds		Governmental Activities - Internal Service Funds	
Nonmajor Funds	Totals		
\$	\$	1,574	\$
			212,307
20,655	49,702		578,518
	120,769		
(22,399)	(38,254)		(53,317)
(10,547)	(14,243)		(15,801)
	(129,569)		(741,292)
2,468	2,468		2
23,924	23,924		
(15,657)	(15,657)		
(1,556)	714		(19,583)
8,685	112,748		567
(1,090)	(1,147)		(1,672)
	982		
697	697		
8,292	113,280		(1,105)
(385)	(141,190)		(2,431)
	6,630		
37	63		
(74)	(3,048)		(1,081)
(9)	(514)		(102)
	124		
(431)	(137,935)		(3,614)
	164,557		7,865
(2,102)	(108,078)		(10,480)
956	19,383		5,119
(1,146)	75,862		2,504
5,159	51,921		(21,798)
91,970	731,153		417,153
\$	\$	783,074	\$
97,129			395,355

(Continued on Next Page)

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Proprietary Funds

Statement of Cash Flows

For the Year Ended June 30, 2016 (Expressed in Thousands)

(Continued from Previous Page)

	Business-type Activities -		
	Department of Employment Security	Port Authority at Gulfport	State Treasurer
	Unemployment Compensation		Prepaid Affordable College Tuition
Reconciliation of Operating Income (Loss) to Net Cash Provided by (Used for) Operating Activities			
Operating income (loss)	\$ 7,825	\$ (10,823)	\$ (3,529)
Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities:			
Depreciation		7,120	
Change in assets and liabilities:			
(Increase) decrease in assets:			
Receivables, net	13,095	(4)	
Due from other governments	(147)	(13)	
Due from other funds	163	1	
Due from component units			
Inventories			
Prepaid items		53	
Loans and notes receivable			
Increase (decrease) in liabilities:			
Warrants payable			(172)
Accounts payable and other liabilities	9	1,655	323
Due to other governments	(1,952)		
Due to other funds	12		2
Due to component units			
Claims and benefits payable	334		(12,182)
Unearned revenues	(39)	150	
Pension cost		254	135
Total adjustments	11,475	9,216	(11,894)
Net Cash Provided by (Used for) Operating Activities	\$ 19,300	\$ (1,607)	\$ (15,423)
Noncash Capital and Related Financing and Investing Activities			
Capital contributions			
Loss on disposal of capital assets		110	
Change in market value of investments		2	(23,670)

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

Enterprise Funds

Nonmajor Funds	Totals	Governmental Activities - Internal Service Funds
\$ (3,286)	\$ (9,813)	\$ (20,139)
1,502	8,622	2,758
429	13,520	(120)
82	(78)	(33)
(2,611)	(2,447)	(9,766)
		(494)
244	244	
(25)	28	
2,730	2,730	
(373)	(545)	(484)
(641)	1,346	1,130
1	(1,951)	14
(174)	(160)	12,859
		22
	(11,848)	(6,492)
4	115	(365)
562	951	1,527
1,730	10,527	556
\$ (1,556)	\$ 714	\$ (19,583)

		2,718
18	128	
	(23,668)	(1,161)

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Fiduciary Funds

Statement of Fiduciary Net Position

June 30, 2016 (Expressed in Thousands)

	Pension Trust Funds	Private-purpose Trust Fund	Agency Funds
Assets			
Equity in internal investment pool	\$ 662	\$ 44	\$ 9,288
Cash and cash equivalents	820,155		50,614
Investments, at fair value:			
Short-term investments	234,555	2,287	
Long-term debt securities	4,976,565	69,047	
Equity securities	14,614,579	82,233	
Private equity	1,518,728		
Real estate investments	2,593,987	11,303	
Life insurance contracts		26,800	
Securities lending:			
Short-term investments	353,630		
Long-term debt securities	2,966,482		
Receivables, net:			
Employer contributions	80,203		
Employee contributions	45,087		
Investment proceeds	445,796		
Interest and dividends	79,564	130	
Other	1,140	84	413
Commodity inventory			1,172
Capital assets:			
Land and construction in progress	22,076		
Other capital assets, net	13,064		
Total Assets	<u>28,766,273</u>	<u>191,928</u>	<u>\$ 61,487</u>
Deferred Outflow of Resources			
Pension		29	
Liabilities			
Warrants payable	132	1	347
Accounts payable and accruals	830,412	289	1,672
Due to other governments			1,151
Amounts held in custody for others			58,317
Net Pension Liability		155	
Obligations under securities lending	3,318,706		
Total Liabilities	<u>4,149,250</u>	<u>445</u>	<u>\$ 61,487</u>
Deferred Inflow of Resources			
Pension		4	
Net Position			
Net position restricted for pensions and trust beneficiaries	<u>\$ 24,617,023</u>	<u>\$ 191,508</u>	

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

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Fiduciary Funds

Statement of Changes in Fiduciary Net Position

For the Year Ended June 30, 2016 (Expressed in Thousands)

	Pension Trust Funds	Private-purpose Trust Fund
Additions		
Contributions:		
Employer	\$ 1,055,072	\$
Plan participant	574,963	25,060
Total Contributions	1,630,035	25,060
Net Investment Income:		
Net change in fair value of investments	(335,671)	(430)
Interest and dividends	538,894	3,613
Securities lending:		
Income from securities lending	24,892	
Interest expense and trading costs from securities lending	(5,463)	
Managers' fees and trading costs	(89,116)	
Net Investment Income	133,536	3,183
Other Additions:		
Administrative fees	598	153
Other	35	
Total Other Additions	633	153
Total Additions	1,764,204	28,396
Deductions		
Benefits	2,433,505	22,112
Refunds to terminated employees	113,010	
Administrative expenses	16,362	937
Depreciation	509	
Total Deductions	2,563,386	23,049
Change in Net Position	(799,182)	5,347
Net Position - Beginning	25,416,205	186,161
Net Position - Ending	\$ 24,617,023	\$ 191,508

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

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Component Units

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

	Universities	Nonmajor	Totals
Assets			
Current assets:			
Equity in internal investment pool	\$	\$ 2,050	\$ 2,050
Cash and cash equivalents	473,441	26,619	500,060
Investments	237,936	27,869	265,805
Receivables, net	327,036	2,955	329,991
Due from other governments		127	127
Due from primary government	47,654	167	47,821
Inventories	32,211	1,548	33,759
Prepaid items	33,076	275	33,351
Notes receivable, net	38,546		38,546
Other assets	10,547	29	10,576
Total Current Assets	1,200,447	61,639	1,262,086
Noncurrent assets:			
Investments	644,605		644,605
Notes receivable, net	175,453		175,453
Restricted assets:			
Cash and cash equivalents	191,186	1,893	193,079
Investments	943,885	7,000	950,885
Capital assets:			
Land and construction in progress	756,458	21,063	777,521
Other capital assets, net	3,127,448	152,262	3,279,710
Other assets	20,206		20,206
Total Noncurrent Assets	5,859,241	182,218	6,041,459
Total Assets	7,059,688	243,857	7,303,545
Deferred Outflows of Resources			
Refunding	25,673		25,673
Pension	477,107	3,679	480,786
Total Deferred Outflows	502,780	3,679	506,459

(Continued on Next Page)

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

Mississippi

Component Units

Statement of Net Position

June 30, 2016 (Expressed in Thousands)

(Continued from Previous Page)

	Universities	Nonmajor	Totals
Liabilities			
Current liabilities:			
Accounts payable and other liabilities	221,812	4,310	226,122
Due to other government		15	15
Due to primary government	515	1,558	2,073
Deposits		768	768
Unearned revenues	125,019	512	125,531
Bonds and notes payable	40,670		40,670
Lease obligations payable	4,553	92	4,645
Other liabilities	61,970		61,970
Total Current Liabilities	454,539	7,255	461,794
Noncurrent liabilities:			
Bonds and notes payable	1,091,636	3,200	1,094,836
Lease obligations payable	98,854	291	99,145
Net pension liability	2,402,927	22,006	2,424,933
Other liabilities	269,411	1,098	270,509
Total Noncurrent Liabilities	3,862,828	26,595	3,889,423
Total Liabilities	4,317,367	33,850	4,351,217
Deferred Inflows of Resources			
Pension	67,549	1,019	68,568
Net Position			
Net investment in capital assets	2,689,304	169,424	2,858,728
Restricted for:			
Debt service		1,974	1,974
Other purposes	571,706	3,983	575,689
Permanent endowments:			
Nonexpendable	789,467	7,000	796,467
Unrestricted	(872,925)	30,286	(842,639)
Total Net Position	\$ 3,177,552	\$ 212,667	\$ 3,390,219

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Component Units

Statement of Activities

For the Year Ended June 30, 2016 (Expressed in Thousands)

Functions/ Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Universities	Nonmajor	Total
Universities	\$ 3,564,795	\$ 2,127,828	\$ 503,562	\$ 43,588	\$ (889,817)	\$	\$ (889,817)
Nonmajor	39,109	30,199	2,449	170		(6,291)	(6,291)
Total	\$ 3,603,904	\$ 2,158,027	\$ 506,011	\$ 43,758	(889,817)	(6,291)	(896,108)
General revenues:							
					13,603	1,051	14,654
					201,150	3,650	204,800
					835,471		835,471
					37,615		37,615
					1,087,839	4,701	1,092,540
					198,022	(1,590)	196,432
					2,979,530	214,257	3,193,787
					\$ 3,177,552	\$ 212,667	\$ 3,390,219

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

Notes to the Financial Statements

June 30, 2016

Note 1 - Significant Accounting Policies

The significant accounting policies applicable to the State of Mississippi are described below.

- A. Basis of Presentation** - The accompanying financial statements of the State have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB). GASB is the accepted standard-setting body for governmental accounting and financial reporting principles.
- B. Financial Reporting Entity** - For GAAP financial reporting purposes, the State's reporting entity includes all funds of the State's various commissions, departments, boards, elected officials, universities, and other organizational units (hereinafter referred to collectively as "agencies"). Management has considered all potential component units for which it is financially accountable, and other organizations for which the nature and significance of their relationship with the State are such that exclusion would cause the State's financial statements to be misleading or incomplete.

GASB has set forth criteria to be considered in determining financial accountability. These criteria include the following considerations: 1) appointment of a voting majority of an organization's governing authority and the ability of the primary government to either impose its will on that organization or the potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the primary government, or 2) an organization is fiscally dependent on the primary government and there is a potential for the organization to provide specific financial benefits or impose specific financial burdens on the primary government regardless of whether the organization has a separately elected governing board.

As required by GAAP, these financial statements present the primary government and its component units. Blended component units, although legally separate entities, are in substance part of the government's operations and so data from these units are combined with that of the primary government. The blended component unit is:

Public Employees' Retirement System of Mississippi (PERS) - The System was created having all the powers and privileges of a public corporation for the purpose of providing pension benefits for public employees of the State and its political subdivisions. The Board of Trustees is composed of the State Treasurer, one member appointed by the Governor and eight members elected by its members. The administrative expenses are subject to legislative budget controls. Its four pension trust funds and one agency fund are reported as part of the State using the blended component method. The funds were audited by independent auditors for the period ended June 30, 2016, and their report has been issued under separate cover. The Comprehensive Annual Financial Report may be obtained by writing to Public Employees' Retirement System, Accounting Department, 429 Mississippi Street, Jackson, MS 39201-1005 or by calling 1-800-444-PERS.

Discretely presented component units, which are legally separate from the State, are reported in a separate column of the government-wide financial statements. The State reports the following major discretely presented component unit:

Universities - The Board of Trustees of State Institutions of Higher Learning (IHL), appointed by the primary government, consists of Alcorn State University, Delta State University, Jackson State University, Mississippi State University, Mississippi University for Women, Mississippi Valley State University, the University of Southern Mississippi, and the University of Mississippi. IHL is a body corporate and politic. The State provides financial support to IHL through state appropriations, tuition, federal grants, and private donations and grants. Also included in the Universities are the financial data of their significant fund-raising foundations. Because the restricted resources held by the foundations can only be used by, or for the benefit of, the specific universities, the foundations are considered component units of the Universities.

The State reports the following nonmajor discretely presented component units:

Mississippi Business Finance Corporation – This is a legally separate entity created and established as a body corporate and politic. The State appoints the voting majority of the board and a financial benefit/burden relationship exists. The Corporation and the State work together, providing support, one to the other, in the State's economic development.

Mississippi Coast Coliseum Commission – This is a legally separate entity created and established as a body corporate and politic. This is a political subdivision of the State. Expenditures are subject to legislative approval. The Commission is fiscally dependent on the primary government and a financial benefit/burden relationship exists. The Commission establishes, promotes, develops, locates, constructs, maintains and operates a multi-purpose coliseum and related facilities within Harrison County, Mississippi.

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Mississippi Development Bank – This is a legally separate entity created and established as a body corporate and politic. The State appoints the voting majority of the board and a financial benefit/burden relationship exists. The Bank and the State work together, providing support, one to the other, in the State's economic development.

Mississippi Prison Industries Corporation – This is a legally separate entity created and established as a body corporate and politic. The State appoints the voting majority of the board and may impose its will on the corporation. A financial benefit/burden relationship exists. The Corporation leases and manages the prison industry programs of the Mississippi Correctional Industries.

Pat Harrison Waterway District – This is a legally separate entity created and established as a body corporate and politic. The State does not appoint the voting majority of the board. The District is fiscally dependent and a financial benefit/burden relationship exists. Expenditures are subject to legislative budget approval. The District provides flood relief along the Pascagoula River and its tributaries and preserves and protects these waters for future generations and for economic enhancement of the area and its industrial growth.

Pearl River Basin Development District – This is a legally separate entity created and established as a body corporate and politic. The State does not appoint the voting majority of the board but the District is fiscally dependent and a financial benefit/burden relationship exists. Expenditures are subject to legislative budget approval. The District handles the preservation, conservation, storage and regulation of the waters of the Pearl River and its tributaries and their overflow waters for domestic, commercial, municipal, industrial, agricultural and manufacturing purposes, for recreational uses, flood control, timber development, irrigation, navigation, and pollution abatement.

Pearl River Valley Water Supply District – This is a legally separate entity created and established as a body corporate and politic. The State appoints the voting majority of the board and may impose its will. A financial benefit/burden relationship exists. Expenditures are subject to legislative budget approval. The District operates and maintains the Ross Barnett Reservoir and surrounding district lands to provide water supply, flood reduction and recreational opportunities.

Tombigbee River Valley Water Management District – This is a legally separate entity created and established as a body corporate and politic. The State appoints the voting majority of the board and may impose its will. A financial benefit/burden relationship exists. Expenditures are subject to legislative budget approval. The District provides for a plan of conservation, recreation, water control and utilization, agricultural development and economic advancement within the district.

The discretely presented component units are audited by independent auditors, and their financial statements are issued under separate covers. The audited financial statements are available from each discretely presented component unit.

State officials are also responsible for appointing the members of the boards of other related organizations, but the primary government's financial accountability for these related organizations does not extend beyond making the appointments. These related organizations are Mississippi Hospital Equipment and Facilities Authority, Mississippi Home Corporation and Mississippi Industries for the Blind.

C. Government-wide and Fund Financial Statements

Government-wide Financial Statements - The Statement of Net Position and the Statement of Activities report information on all nonfiduciary activities of the primary government and its component units. The primary government is further subdivided between governmental and business-type activities. Governmental activities generally are financed through taxes, intergovernmental revenues and other non-exchange revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods or services.

The Statement of Net Position presents all of the State's nonfiduciary assets, deferred outflows of resources, liabilities, and deferred inflows of resources, with the difference reported as net position. GAAP requires that net position be subdivided into three categories:

Net investment in capital assets - capital assets net of accumulated depreciation and related deferred outflows of resources reduced by outstanding balances for bonds, notes and other debt net of unspent debt proceeds and related deferred inflows of resources that are attributable to the acquisition, construction, or improvement of those assets.

Restricted net position - assets and deferred outflows of resources less any related liabilities and deferred inflows of resources that are restricted externally by creditors, grantors, contributors, or imposed by law through constitutional provisions or enabling legislation.

Unrestricted net position - assets that are not classified as net investment in capital assets or restricted net position.

The Statement of Activities demonstrates the degree to which direct expenses of a given function are offset by program revenues. Direct expenses are those that are specifically associated with a service, program, or department and, thus, are clearly identifiable to a particular function. Certain indirect costs have been included as part of the program expenses

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reported for the various functions and activities. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function. General revenues include taxes and any sources of revenue that are not reported as program revenues.

Fund Financial Statements - Separate financial statements are provided for governmental funds, proprietary funds, fiduciary funds, and component units. Major individual enterprise funds are reported as separate columns in the fund financial statements.

- D. Measurement Focus, Basis of Accounting, and Financial Statement Presentation** – The government-wide financial statements and the financial statements of the proprietary funds and fiduciary funds (excluding agency funds) are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met. Agency funds have no measurement focus, but use the accrual basis of accounting.

The revenues and expenses of proprietary funds are classified as operating or nonoperating. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's primary operations. All other revenues and expenses are reported as nonoperating.

Governmental fund financial statements are reported using a current financial resources measurement focus and the modified accrual basis of accounting. Current assets, deferred outflows of resources, current liabilities and deferred inflows of resources are included on the balance sheet. Revenues are recognized when measurable and available to finance operations of the current fiscal year. Available means collectible within the current year or soon enough after fiscal year end to liquidate liabilities existing at the end of the fiscal year. The State considers revenues received within 60 days after fiscal year end as available. Significant revenue sources that are susceptible to accrual include sales taxes, individual income taxes, corporate income taxes and federal grants. Licenses, fees, permits and other miscellaneous revenues are recognized when received since they normally are measurable only at that time. Expenditures are recognized upon receipt of goods and services.

The State reports the following major governmental fund:

The General Fund accounts for all activities of the State not specifically required to be accounted for in other Funds. Transactions are related to general government, education, health and social services, law, justice and public safety, recreation and resource development, regulation of business and professions, transportation, capital projects, and debt service.

The State reports the following major enterprise funds:

The Unemployment Compensation Fund accounts for the collection of unemployment insurance assessments from employers and the payment of unemployment benefits to eligible claimants. Funds are also provided by the federal government and investment income.

The Port Authority at Gulfport Fund accounts for operations of a public port providing facilities for foreign and domestic trade. Funding is provided by gross receipts from port operations, proceeds from bond issues and investment income. Expenses include port operation, construction and the payment of maturing bond interest and principal.

The Prepaid Affordable College Tuition Fund accounts for operations of a prepaid college tuition program. Funding is provided by the purchasers' specified actuarially determined payments and investment income.

Additionally, the State reports the following funds:

Governmental funds:

Permanent Funds account for transactions related to resources that are legally restricted to the extent that only earnings, and not principal, may be used for purposes that benefit the government or its citizenry.

Proprietary Funds:

Enterprise Funds account for operations where the intent of the State is that the cost of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges, or where periodic measurement of the results of operations is appropriate for capital maintenance, public policy, management control, accountability or other purposes.

Internal Service Funds account for the operations of state agencies that render services and provide goods to other state agencies or governmental units on a cost-reimbursement basis. These activities include personnel

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services, information technology and risk management. In the government-wide financial statements, Internal Service Funds are included with governmental activities.

Fiduciary Funds:

Pension Trust Funds account for transactions, assets, liabilities and net position available for plan benefits of the State's Public Employee Retirement System.

Private-purpose Trust Fund accounts for operations of a college savings program under Section 529 of the Internal Revenue Code. Funding is provided by participants' contributions and investment earnings.

Agency Funds account for funds distributed to the various counties and municipalities of the State; for receipt of various taxes, refundable deposits, inventories, and other monies collected or recovered to be held until the State has the right or obligation to distribute them to state funds or to various entities or individuals; and for deposits to various institutional accounts and other receipts held by the State until there is proper authorization to disburse them directly to others.

- E. Equity in Internal Investment Pool and Cash and Cash Equivalents** - Equity in internal investment pool is cash equity with the Treasurer and consists of pooled demand deposits and investments recorded at fair value. Cash and cash equivalents include bank accounts, petty cash, money market demand accounts, money market mutual funds and certificates of deposit with a maturity date within 90 days of the date acquired by the State.

In accordance with IHL policy, all highly liquid investments with an original maturity date of three months or less are included as cash and cash equivalents for the Universities, a major component unit.

- F. Fair Value Measurements** – 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 establishes a fair value reporting hierarchy to maximize the use of observable inputs when measuring fair value and defines the three levels of inputs as noted below:

Level 1 – Assets or liabilities for which the identical item is traded on an active exchange, such as publicly-traded instruments or futures contracts.

Level 2 – Assets and liabilities valued based on observable market data for similar instruments. Fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for assets and liabilities, either directly or indirectly.

Level 3 – Assets or liabilities for which significant valuation assumptions are not readily observable in the market and instruments, which are valued based on the best available data. Fair value is estimated using unobservable inputs that are significant to the fair value of the assets or liabilities. Level 3 assets may include instruments for which the determination of fair value requires significant management judgment or estimation.

- G. Investments** - Investments, including any land or other real estate held as investments by endowments, are recorded at fair value with all investment income, including changes in the fair value of investments, reported as revenue in the financial statements. Income from short-term interest bearing securities is recognized as earned. Changes in the fair value of investment derivative instruments, including derivative instruments that are determined to be ineffective as hedges, are reported as investment income in the government-wide Statement of Activities.

Investments of the pension trust funds are reported at fair value. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. Corporate bonds are valued based on yields currently available on comparable securities from issuers of similar credit ratings. Mortgage securities are valued on the basis of future principal and interest payments and are discounted at prevailing interest rates for similar instruments. Short-term investments are reported at fair value when published prices are available, or at cost plus accrued interest, which approximates fair value. The fair value of commingled real estate investment funds is based on independent appraisals, while Real Estate Investment Trusts (REIT) traded on a national or international exchange are valued at the last reported sales price at current exchange rates. For individual investments where no readily ascertainable fair value exists, the Public Employees' Retirement System, in consultation with its investment advisors and custodial bank, has determined the fair values.

- H. Receivables** - Receivables represent amounts due to the State for revenues earned that will be collected sometime in the future. Amounts expected to be collected in the next fiscal year are classified as "current" and amounts expected to be collected beyond the next fiscal year are classified as "noncurrent." Receivables are reported net of allowances for uncollectible accounts where applicable.
- I. Interfund Activity** - In general, eliminations have been made to minimize the double-counting of internal activity, including internal service fund type activity on the government-wide financial statements. Excess revenues or expenses from the internal service funds have been allocated to the appropriate function originally charged for the internal sale as part of this process. However, interfund services, provided and used between different functional categories, have not been eliminated

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in order to avoid distorting the direct costs and program revenues of the applicable functions. Transfers between governmental and business-type activities are reported at the net amount on the government-wide financial statements.

In the fund financial statements, transactions for services rendered by one fund to another are treated as revenues of the recipient fund and expenditures/expenses of the disbursing fund. Reimbursements of expenditures/expenses made by one fund for another are recorded as expenditures/expenses in the reimbursing fund and as a reduction of expenditures/expenses in the reimbursed fund. Transfers represent flows of assets between funds of the primary government without equivalent flows of assets in return and without a requirement for payment.

J. Interfund Balances - Interfund receivables and payables have been eliminated from the government-wide Statement of Net Position, except for the residual amounts due between governmental and business-type activities. Fiduciary funds' receivables and payables have been reclassified to accounts receivable and accounts payable, respectively, on the government-wide Statement of Net Position.

K. Inventories and Prepaid Items - Inventories of supplies and materials are stated at cost, generally using the first-in, first-out method. Cost of inventories held for use by the Department of Transportation is determined by the weighted average method. Inventories of supplies and materials of governmental funds are recorded as expenditures when consumed rather than when purchased.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

L. Restricted Assets - Proprietary fund and component unit assets required to be held and/or used as specified in bond indentures, bond resolutions, trustee agreements, board resolutions and donor specifications have been reported as restricted assets.

M. Capital Assets - Capital assets are reported, net of depreciation, in the applicable governmental or business-type activities columns in the government-wide financial statements. Purchased or constructed capital assets are reported at cost. Donated capital assets are recorded at their acquisition value on the date of donation. Classes of capital assets and their related capitalization thresholds are: land - cost or acquisition value on the date of donation, software - \$1,000,000, buildings - \$50,000, land improvements - \$25,000, machinery and equipment - \$5,000, infrastructure - \$100,000, and construction in progress - based on the project's class. Infrastructure acquired prior to July 1, 1980 is not reported in the basic financial statements. The costs of normal maintenance and repairs that do not add to the value of capital assets or materially extend their respective lives are not capitalized. Interest expenditures are not capitalized on capital assets.

Capital assets, excluding land and construction in progress, are depreciated using the straight-line method over the estimated service lives of the respective assets. Estimated service lives include 5 to 20 years for software, 40 years for buildings, 20 years for land improvements, 5 to 15 years for machinery and equipment, 3 years for computer equipment, 5 to 15 years for heavy and outdoor equipment, and 3 to 10 years for vehicles. The estimated service life varies from 12 to 50 years for infrastructure, based on the individual asset.

The State owns various collections, works of art and historical treasures that have not been capitalized because they are held for public exhibition, education or research, and are protected and preserved. The proceeds from sales of such items are used to acquire other items for the collections. These collections include paintings, photographs, various objects of art, historical and scientific artifacts, antique furniture, clothing, books, and relics.

N. Claims and Benefits Payable - In the government-wide and proprietary fund financial statements, a liability for an insurance claim is established if information indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss is reasonably estimable.

In the Prepaid Affordable College Tuition Fund (a major proprietary fund), claims and benefits payable represents the actuarially determined present value of future tuition obligations. In the Unemployment Compensation Fund (a major proprietary fund), claims and benefits payable represents amounts incurred prior to the reporting date.

O. Accumulated Unpaid Personal Leave and Major Medical Leave - State law authorizes payment for a maximum of 30 days accrued personal leave in a lump sum upon termination of employment. No payment is authorized for accrued major medical leave unless employees present medical evidence that their physical condition is such that they can no longer work in a capacity of state government.

The State's obligation for accumulated unpaid personal leave, up to the maximum of 30 days per employee, is reported as "Other Liabilities" in the government-wide financial statements, as well as proprietary and fiduciary fund financial statements. In the governmental funds, only the amounts that normally would be liquidated with expendable available financial resources are accrued as current year expenditures. The State uses the last-in, first-out method of recognizing use of compensated absences. The reported liability applicable to all funds includes the related fringe benefits that the State as employer is required to pay when the accrued compensated absences are liquidated.

Accumulated unpaid major medical leave is not accrued, except in the Universities, because it is not probable that the compensation will be paid in a lump sum other than in the event of severe illness. However, state law authorizes the

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Universities to make payment for a maximum of 30 days in a lump sum upon termination of employment for nine-month faculty members eligible to receive retirement benefits.

- P. Unearned Revenues and Deferred Inflows of Resources** - Unearned revenues are recognized when assets are received prior to being earned in an exchange transaction. Deferred revenues are reported in the governmental fund financial statements as deferred inflows of resources until such time as the revenues become available.
- Q. Pensions** – Net pension liability, deferred outflows of resources related to pensions, deferred inflows of resources related to pensions, and pension expense have been measured using the same basis as the PERS fiduciary net position. For the purpose of determining the PERS fiduciary net position, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. The pension system reports investments at fair value.
- R. Net Position/Fund Balance** - Net Position is the difference between assets, deferred outflows of resources, liabilities, and deferred inflows of resources on government-wide, proprietary and fiduciary funds financial statements and Fund Balance on governmental funds financial statements. Fund Balances of governmental funds are classified as:

Nonspendable - amounts that cannot be spent because they are not in a spendable form (not expected to be converted to cash) or are legally required to be maintained intact. Examples include inventories and permanent fund principal.

Restricted - amounts where legally enforceable constraints are imposed by an external party such as a grantor, or by the constitution, or by the State Legislature at the same time the revenue is created.

Committed - amounts where constraints are imposed by bills which become law after passage by the State Legislature, the highest decision-making authority in the State. These constraints are imposed separately from the creation of the revenue. The revenue cannot be used for any other purpose unless the State Legislature removes or changes the specified use by taking the same formal action that originally imposed the constraint.

Assigned - amounts where constraints are imposed on the use of resources through the intent of the State Legislature or by its delegation to each agency director.

Unassigned - the residual amount of the General Fund, which is the only fund that reports a positive unassigned fund balance.

When an expenditure is incurred for purposes in which all classifications of spendable fund balance are available, it is the State's general policy to use the fund balances in the following order: restricted, committed, assigned, and unassigned.

- S. Federal Grants** - Federal grants and assistance awards made on the basis of entitlement periods are recorded as receivables and revenues when entitlement occurs. Federal reimbursement type grants are recorded as revenues when the related expenditures are recognized. Use of grant resources is conditioned upon compliance with terms of the grant agreements and applicable federal regulations, which include subjecting grants to financial and compliance audits.
- T. Bonds and Notes** - Bond and note proceeds, premiums and discounts are reported as other financing sources or uses in the governmental fund financial statements. In the government-wide and proprietary fund financial statements, bond and note premiums and discounts, as well as refunding charges (the difference between the carrying amount of redeemed/defeased debt and its reacquisition price), are deferred and amortized over the life of the bonds and notes using the straight-line method. Bonds and notes payable are reported net of the applicable unamortized bond and note premium and discount while refunding charges are reported as deferred outflows or deferred inflows of resources. Issuance costs are recognized as debt service expenditures/expenses in the period incurred.
- U. Changes in Accounting Standards** - The State implemented the following standards issued by GASB in the current fiscal year as required: GASB Statement No. 72, *Fair Value Measurement and Application*, GASB Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*, and GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*. The State early implemented GASB Statement No. 82, *Pension Issues – an amendment of GASB Statements No. 67, No. 68, and No. 73* in the current fiscal year. The provisions of these standards have been incorporated into the financial statements and the notes. The implementations of GASB Statements No. 76, No. 79, and No. 82 did not have a material impact on the State's financial statements and the notes.

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Note 2 - Other Accounting Disclosures

- A. Net Position Restricted by Enabling Legislation** - The State's net position restricted by enabling legislation represent resources which a party external to government, such as citizens, public interest groups, or the judiciary, can compel the government to use only for the purpose specified by the legislation. The government-wide statement of net position reports \$4,431,757,000 of restricted net position, of which \$255,612,000 is restricted by enabling legislation.
- B. Deficit Net Position** - At June 30, 2016, the State Treasurer Prepaid Affordable College Tuition Fund (a major proprietary fund) has deficit net position of \$148,458,000. The deficit is a result of actual investment earnings being less than actuarial assumptions. The Department of Corrections Restaurants and Commissary Fund (a nonmajor enterprise fund) and Personnel Board (an internal service fund) have deficit net positions of \$695,000 and \$5,379,000, respectively. These deficits are results of the actuarially determined pension liability reported in the funds' financial statements.
- C. Working Cash Stabilization Reserve Account** - The Budget Reform Act of 1992 created the Working Cash Stabilization Reserve Account (Account) and required that 100% of the unencumbered General Fund cash balance be deposited into the Account at the close of each fiscal year until the balance reaches \$40,000,000. Thereafter, 50% of the unencumbered General Fund ending cash balance must be deposited into the Account until it reaches 7.5% of General Fund appropriations for the current fiscal year. As required by law, the Account is not considered as a surplus or available funds when adopting a balanced budget. For fiscal year 2016, the Account balance in excess of \$40,000,000 may be permanently transferred to the General Fund to cover deficits. These transfers are restored to the Account out of future annual General Fund ending cash balances until the 7.5% maximum is again attained. At June 30, 2016, the Account, as reported in the General Fund, has an unassigned fund balance of \$292,945,000.
- D. Fund Balances** - In previous years, the restricted fund balance as reported in the General Fund included an amount that had not been assigned to other funds. During fiscal year 2016, \$295,295,000 of the General Fund's fund balance in general government was reclassified from restricted to unassigned. At June 30, 2016, the State's restricted, committed and assigned fund balances are summarized by purpose as follows (amounts expressed in thousands):

	<u>Restricted</u>	<u>Committed</u>	<u>Assigned</u>
Governmental Funds			
General			
General Government			
Fiscal Affairs	\$ 32,360	\$ 6,975	\$ 6,729
Regulatory	19,587	41	
Other	44,328	479	
Education	102,285	9,440	68
Health and Social Services	500,314		
Law, Justice and Public Safety			
Highway Safety	46,192	2,872	
Judicial and Justice	37,673	5,685	
Other	49,595	10,414	1,797
Recreation and Resources Development			
Industrial Development	656,383	3,368	268
Natural Resources	643,269		
Other	97,267	2,450	1,210
Regulation of Business and Professions	45,143		
Transportation			
Highways	479,765		
State Roads and Bridges	121,721		
Other	68,177		
Capital Projects	367,437		
Debt Service	335,687		
Total General Fund	<u>3,647,183</u>	<u>41,724</u>	<u>10,072</u>
Permanent			
Education	4,874		
Health and Social Services	327		
Recreation and Resources Development			
Wildlife Conservation	1,508		
Total Permanent Fund	<u>6,709</u>		
Total Governmental Funds	<u>\$ 3,653,892</u>	<u>\$ 41,724</u>	<u>\$ 10,072</u>

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Note 3 - Interfund Transactions

At June 30, 2016, interfund receivables and interfund payables consisted of (amounts expressed in thousands):

Due From	Due To						Total
	General	Permanent	Internal Service	Unemployment Compensation	Port Authority at Gulfport	Nonmajor Enterprise	
Governmental:							
General	\$	\$ 230	\$ 27,121	\$ 6	\$ 41,133	\$ 10,289	\$ 78,779
Internal Service	15,153		287	407		127	15,974
Proprietary:							
Unemployment Compensation	1,976						1,976
Prepaid Affordable College Tuition	2		1				3
Nonmajor Enterprise	159		4,405				4,564
Total	\$ 17,290	\$ 230	31,814	\$ 413	\$ 41,133	\$ 10,416	\$ 101,296

Interfund receivables and payables are the results of 1) timing differences between the date expenses/expenditures occur and the date payments are made and 2) the accrual of tax distributions for taxes collected in the following fiscal year.

At June 30, 2016, amounts due from/to primary government and component units consisted of (amounts expressed in thousands):

Due From	Due To				
	Primary Government		Component Units		Total
	General	Internal Service	Universities	Nonmajor	
Primary Government:					
General	\$	\$	\$ 47,652	\$ 124	\$ 47,776
Internal Service			2	43	45
Component Units:					
Universities	311	204			515
Nonmajor	81	1,477			1,558
Total	\$ 392	\$ 1,681	\$ 47,654	\$ 167	\$ 49,894

Amounts due to and due from the primary government and component units are the results of timing differences between the date expenses/expenditures occur and the date payments are made.

At June 30, 2016, interfund transfers consisted of (amounts expressed in thousands):

Transfer From	Transfer To				Total
	General	Internal Service	Port Authority at Gulfport	Nonmajor Enterprise	
Governmental:					
General	\$	\$ 299	\$ 122,333	\$ 8,672	\$ 131,304
Permanent		1,000			1,000
Internal Service		1,941			1,941
Proprietary:					
Unemployment Compensation		51			51
Nonmajor Enterprise		1,090			1,090
Total	\$ 4,082	\$ 299	\$ 122,333	\$ 8,672	\$ 135,386

Interfund transfers are primarily used to 1) move revenues from funds required to collect them to funds required to expend them, 2) use revenues collected in the General Fund to finance various programs accounted for in other funds in accordance with budgetary authorizations, and 3) transfer capital facility construction and debt service expenditures to the funds making the payments.

During fiscal year 2016, the State Legislature authorized transfers of \$58,446,000 from the Working Cash Stabilization Reserve Account to the General Fund to cover deficits due to revenue shortfalls.

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Note 4 - Deposits and Investments

The State Treasurer maintains a cash and short-term investment pool for all state treasury funds and for investments of certain other state agencies. In addition, the Public Employees' Retirement System (the System), and a small number of other agencies carry out investment activities separate from the State Treasurer. A discussion of statutory authority for these investments follows.

The State Treasurer is authorized to invest all excess treasury funds of the state under Section 27-105-33, Mississippi Code Ann. (1972). Funds in the Working Cash-Stabilization Reserve Account and the Education Improvement Trust Account are invested by the State Treasurer as authorized by Sections 27-103-203 and 7-9-103, respectively, Mississippi Code Ann. (1972).

As a result of the settlement of the State's lawsuit against tobacco companies in 1999, Section 43-13-409, Mississippi Code Ann. (1972) created the Health Care Trust Fund Board (the Board). This code designates the State Treasurer as chairman and gives the Board investment authority.

The System is authorized to invest funds under Section 25-11-121, Mississippi Code Ann. (1972). All investments are governed by the Board of Trustee's policy of the prudent person rule. The prudent person rule establishes a standard for all fiduciaries, to act as a prudent person would be expected to act, with discretion and intelligence, while investing for income and preservation of principal.

Primary Government Deposits (except for the System)

Section 27-105-5, Mississippi Code Ann. (1972) authorizes the State Treasurer to implement a statewide collateral pool program which secures all state and local public funds deposits through a centralized system of pledging securities to the State Treasurer. The program requires the State Treasurer as pledgee of all public funds to monitor the security portfolios of approved financial institutions and ensure public funds are adequately secured.

Section 27-105-5, Mississippi Code Ann. (1972) establishes the requirements for a financial institution to be approved as a qualified public funds depository. Generally, financial institutions make annual application to the State Treasurer for state funds by signing a contract and supplying the financial report as provided to its regulatory authority to assure the statutory required 5.5 percent primary capital to total assets ratio. When so approved by the State Treasurer, the financial institution is required to place on deposit with the State Treasurer collateral equal to at least 105 percent of the amount of public funds on deposit in excess of the amount insured by the Federal Deposit Insurance Corporation (FDIC). Collateral may be held by a third party custodian, with approval of the State Treasurer, if conditions are met which protect the State's interests.

Sections 27-105-5 and 27-105-6, Mississippi Code Ann. (1972) establish a public funds guaranty pool administered by the Guaranty Pool Board and the State Treasurer. The Guaranty Pool Board is composed of the State Treasurer, Commissioner of Banking and Consumer Finance, five members nominated by the Mississippi Bankers Association, one member nominated by the Mississippi Supervisors Association, and one member nominated by the Mississippi Municipal League. The Guaranty Pool Board is responsible for reviewing and recommending criteria to be used by the State Treasurer in order to protect public deposits and the depositories in the guaranty pool program.

Sections 27-105-5 and 27-105-6, Mississippi Code Ann. (1972) establish criteria for a financial institution that has been in existence for three years or more to be approved as a qualified public funds depository and a public funds guaranty pool member. Potential guaranty pool members must submit an application and supply financial information to the State Treasurer as provided to its regulatory authority to verify the institution meets certain financial criteria established in the law. In addition to the requirements in the law, the Guaranty Pool Board has established additional membership requirements pursuant to its statutory authority. Once approved as a member of the public funds guaranty pool, the members must submit quarterly financial information to the State Treasurer. The Guaranty Pool Board uses this information to monitor the financial status of each member and the fiscal soundness of the guaranty pool.

Under the criteria established by the Guaranty Pool Board, an approved guaranty pool member must meet the 90 percent security requirement by depositing eligible collateral with the State Treasurer (or an approved custodian). The agreement provides that if a loss to a public depositor in the guaranty pool is not covered by deposit insurance and the proceeds from the sale of securities pledged by the defaulting depository, the difference will be provided by an assessment against other guaranty pool members on a pro rata basis.

Custodial credit risk for deposits is the risk that in the event of the failure of a financial institution, the government will not be able to recover deposits or collateral securities that are in the possession of an outside party. As of June 30, 2016, of the statewide collateral pool cash deposits reported by the financial institutions, \$4,527,000 was uninsured and uncollateralized. Of the cash deposits not included in the statewide collateral pool, \$1,191,000 was uninsured and uncollateralized, and \$106,712,000 was uninsured and collateral held by the pledging financial institution's trust department or agent was not in the government's name.

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Primary Government Investment Policies (except for the System)

The State Treasurer is authorized to invest all funds in the state pool in the following:

Certificates of deposit or term repurchase agreements with approved financial institutions, banks and savings associations domiciled in Mississippi;

Repurchase agreements and securities lending transactions (with at least 80 percent of the total dollar amount with qualified state depositories);

Direct U.S. Treasury obligations fully guaranteed by the U.S. Government;

U.S. Government agency, U.S. Government instrumentality, or U.S. Government sponsored enterprise obligations, the principal and interest of which are fully guaranteed by U.S. Government, U.S. Government agency, U.S. Government instrumentality, or U.S. Government sponsored enterprise; and

Any open-end or closed-end management type investment company or investment trust registered under the provisions of 15 U.S.C. Section 80(a)-1 et seq., provided that the portfolio is limited to direct obligations issued by the U.S. (or its agencies, instrumentalities or sponsored enterprises) and to repurchase agreements fully collateralized by direct obligations of the U.S. (or its agencies, instrumentalities or sponsored enterprises). The total dollar amount of funds invested in all open-end and closed-end management type companies and investment trust cannot exceed 20 percent of total investments. Not more than \$500,000 may be invested with foreign financial institutions.

The State Treasurer, for the Working Cash-Stabilization Reserve Account, the Education Improvement Trust Account, the Mississippi Affordable College Tuition (MPACT) account, and the Mississippi Affordable College Savings (MACS) account; and the Board are authorized to invest in the following:

Bonds, notes, certificates and other valid general obligations of the State, or of any county, city, or supervisor's district of any county of the State;

School district bonds of the State;

Notes or certificates of indebtedness issued by the Veterans' Home Purchase Board, not to exceed five percent of total investments;

Highway bonds of the State;

Corporate bonds of Grade A or better as rated by Standard & Poor's Corporation (S&P) or by Moody's Investors Service. The Board may invest up to 5 percent of the book value of the total fixed income investment in corporate bonds of Grade BBB/Baa or better as rated by S&P or by Moody's Investors Service;

Short-term obligations of corporations, or of wholly-owned subsidiaries of corporations, whose short-term obligations are rated A-3 or better by S&P or rated P-3 or better by Moody's Investors Service;

Bonds of the Tennessee Valley Authority;

Bonds, notes, certificates and other valid obligations of the U.S. or any federal instrumentality that issues securities under authority of an act of Congress and are exempt from registration with the U.S. Securities and Exchange Commission (SEC);

Bonds, notes, debentures and other securities issued by any federal instrumentality and fully guaranteed by the U.S.; and

Interest-bearing bonds or notes which are general obligations of any other state in the U.S. or any city or county therein, provided such city or county had a population as shown by the federal census next preceding such investment of not less than 25,000 inhabitants, and provided that such state, city, or county has not defaulted for a period longer than 30 days in the payment of principal or interest on any of its general obligation indebtedness during a period of ten calendar years immediately preceding such investment.

In addition, the Board is authorized to invest in the following:

Bonds rated A or better, stocks and convertible securities of established non-U.S. companies which are listed on primary national stock exchanges of foreign nations and foreign government securities rated A or better by a recognized rating agency. The Board is authorized to hedge such transactions through foreign banks and generally deal in foreign exchange through the use of foreign currency, interbank forward contracts, futures contracts, options contracts, swaps and other related derivative instruments;

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Shares of stock, common and/or preferred, of corporations created by or existing under the laws of the U.S. or any state, district or territory thereof;

Covered call and put options on securities traded on one or more of the regulated exchanges;

Pooled or commingled funds managed by a corporate trustee or by a SEC registered investment advisory firm and shares of investment companies and unit investment trusts registered under the Investment Company Act of 1940, where such pooled or commingled funds or shares are comprised of common or preferred stocks, bonds, money market instruments or other authorized investments; and

Pooled or commingled real estate funds or real estate securities managed by a corporate trustee or by a SEC registered investment advisory firm retained as an investment manager by the Board.

Primary Government Investments (except for the System)

- A. Credit Risk** - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The primary government follows the statutes as previously discussed as its policy for limiting exposure to credit risk. The Moody's or S&P credit ratings for the primary government's investments as of June 30, 2016 are as follows (amounts expressed in thousands):

Investment Type	Quality Ratings				
	AAA	AA	A	BBB	Not Rated
Asset backed securities	\$ 3,138	\$ 2,487	\$ 1,532	\$ 1,860	\$
Collateralized mortgage obligations	94	1,273	755		337,365
Corporate bonds	1,080	4,539	20,286	3,857	
Mortgage pass-throughs					75,180
Mutual funds	51,937				71,333
State and local obligations		459			
U.S. Government agency obligations	4,781	1,807,752			91,452
Total	\$ 61,030	\$ 1,816,510	\$ 22,573	\$ 5,717	\$ 575,330

- B. Interest Rate Risk** - Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The primary government has no formal policy on limiting exposure to interest rate risk. As of June 30, 2016, the primary government had the following investments and maturities (amounts expressed in thousands):

Investment Type	Fair Value (in thousands)	Investment Maturities (in Years)			
		Less than 1	1 - 5	6 - 10	More than 10
Asset backed securities	\$ 9,018	\$	\$ 3,618	\$ 2,710	\$ 2,690
Collateralized mortgage obligations	423,357		1,381	2,537	419,439
Corporate bonds	33,340	2,430	18,400	5,670	6,840
Mortgage pass-throughs	79,984		9,989	24,800	45,195
State and local obligations	459		254	205	
Mutual funds	123,270	54,224	27,743	41,303	
Other Pass Through	179,553	171	24,946	13,102	141,334
U.S. Government agency obligations	1,916,634	169,411	1,523,791	218,011	5,421
U.S. Treasury Obligations	455,087	89,196	355,520	7,945	2,426
Zero coupon bonds	1,809	799	538	472	
Total Primary Government	\$ 3,222,511	\$ 316,231	\$ 1,966,180	\$ 316,755	\$ 623,345

Collateralized mortgage obligations (CMOs) are bonds that are collateralized by whole loan mortgages, mortgage pass-through securities or stripped mortgage-backed securities. Income is derived from payments and prepayments of principal and interest generated from collateral mortgages. Cash flows are distributed to different investment classes or tranches in accordance with that CMO's established payment order. Some CMO tranches have more stable cash flows relative to changes in interest rates while others are significantly sensitive to interest rate fluctuations.

Asset backed securities (ABS) are bonds or notes backed by loan paper or accounts receivable originated by banks, credit card companies, or other credit providers. The originator of the loan or accounts receivable paper sells it to a specially created trust, which repackages it as securities. Similar to CMOs, ABS have been structured as pass-throughs and as structures with multiple bond classes.

Mortgage pass-through securities are issued by the FNMA, FHLMC, and Government National Mortgage Association (GNMA). These investments are backed by mortgage loans in which the borrowers have the option of prepaying.

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- C. Concentration of Credit Risk** - Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. The primary government limits investment in the Veteran's Home Purchase Board notes or certificates to not more than five percent of total investment holdings. By statute, the Board's investments in stocks of any one corporation are limited to not more than three percent of the book value of their assets. The primary government has the following investments that represent more than five percent of net investments (amounts expressed in thousands):

Federal Home Loan Bank	\$	414,635	10.03%
Federal Home Loan Mortgage Corporation		855,029	20.68
Federal National Mortgage Association		532,913	12.89
Federal Farm Credit Bank		487,372	11.79

- D. Investment Derivatives** – In a prior year, the State entered into interest rate swap agreements in connection with variable rate bonds with final maturity dates ranging from fiscal year 2026 to 2028 in order to hedge changes in cash flows. The 2012C and 2012D bonds have been refunded with new final maturities of November 1, 2017 and September 1, 2017, respectively. As a result of the refunding, the portions of the swap agreements attributable to payment dates beyond the maturity dates have no hedgeable item and therefore, are being accounted for as investment derivatives. Details of the June 30, 2016 fair values, changes in fair values, and risk disclosures of the investment derivatives are included in the derivative disclosures presented in Note 9 – Long-term General and Limited Obligation Bonds.
- E. Fair Value Measurements** - The State categorizes its fair value measurements within the fair value hierarchy established by GASB Statement 72. The hierarchy is based on the valuation inputs used to measure the fair value of the assets. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. As of June 30, 2016, the primary government has the following recurring fair value measurements (amounts expressed in thousands):

Investment by Fair Value Level	Fair Value	Fair Value Measurements Using:	
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Debt securities:			
Asset backed securities	\$ 9,017	\$	\$ 9,017
Collateralized mortgage obligations	423,357		423,357
Corporate bonds	33,340		33,340
Mortgage pass-throughs	79,984		79,984
Mutal funds	184,581	184,581	
Other pass throughs	179,554		179,554
State and local obligations	205		205
U.S. Government agency obligations	1,918,391		1,918,391
U.S. Treasury obligations	440,226	440,226	
U.S. Treasury bills	2,400	2,400	
Total Debt Securities	3,271,055	\$ 627,207	\$ 2,643,848
Equity securities:			
Domestic equities	146,507	146,507	
Total Equity Securities	146,507	146,507	
Total Investments By Vair Value Level	3,417,562	\$ 773,714	\$ 2,643,848
Open-ended comingled funds - foreign	56,962		
Real estate funds	16,306		
Total Investments Measured at NAV	73,268		
Total Investments Measured at Fair Value	\$ 3,490,830		
Investment derivative instruments:			
Interest rate swaps	42,727		42,727
Total Investment Derivative Instruments	\$ 42,727		\$ 42,727

Certain investments that are measured at fair value using the Net Asset Value (NAV) per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts included above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

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Investments measured at NAV per share (or its equivalent) are (amounts expressed in thousands):

	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Open-ended comingled funds - foreign	\$ 56,962	\$ -	Daily	Up to 30 days
Real estate funds	16,306	-	Daily	Up to 60 days
Total Investments at NAV	\$ 73,268	-		

Open-ended comingled funds include two investments that take both long and short positions, primarily in foreign common stocks. Real estate funds include three real estate funds that invest primarily in U.S. commercial real estate and timberland. The investment in the timberland fund can be redeemed upon maturity of the fund. Distributions from the timberland fund will be made as the underlying investments of the funds are liquidated. The U.S. commercial real estate funds have quarterly liquidity availability.

System Deposits

Section 25-11-121, Mississippi Code Ann. (1972), requires the System's Board of Trustees to determine the degree of collateralization necessary for both foreign and domestic demand deposits in addition to that which is guaranteed by federal insurance programs. These statutes also require that, when possible, the types of collateral securing deposits be limited to securities in which the System itself may invest. The Board of Trustees has established a policy to require collateral equal to at least 100 percent of the amount on deposit in excess of that which is guaranteed by federal insurance programs to the credit of the System for domestic demand deposit accounts. No collateral is required for foreign demand deposit accounts, and at June 30, 2016, the System had no deposits in foreign demand deposit accounts.

For deposits, custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned to it. Section 25-11-121, Mississippi Code Ann. (1972), provides that the deposits of the System in any U.S. bank shall, where possible, be safeguarded and guaranteed by the posting of bonds, notes, and other securities as security by the depository. The System's Board of Trustees has formally adopted a short-term investment policy that requires that the market value of securities guaranteeing the deposits shall at all times be equal to 100 percent of the amount of funds on deposit.

System Investment Policies

The System is authorized to invest in the following:

Bonds, notes, certificates and other valid general obligations of the State, or of any county, city, or supervisor's district of any county of the State;

School district bonds of the State;

Notes or certificates of indebtedness issued by the Veterans' Home Purchase Board, not to exceed five percent of total investments;

Highway bonds of the State;

Corporate bonds rated by S&P or by Moody's Investors Service;

Short-term obligations of corporations, or of wholly-owned subsidiaries of corporations, whose short-term obligations are rated A-3 or better by S&P or rated P-3 or better by Moody's Investors Service;

Bonds of the Tennessee Valley Authority;

Bonds, notes, certificates and other valid obligations of the U.S. or any federal instrumentality that issues securities under authority of an act of Congress and are exempt from registration with the SEC;

Bonds, notes, debentures and other securities issued by any federal instrumentality and fully guaranteed by the U.S.;

Bonds, stocks, and convertible securities of established foreign companies that are listed on primary national stock exchanges of foreign nations and in foreign government securities. The System is authorized to hedge such transactions through foreign banks and generally deal in foreign exchange through the use of foreign currency, interbank forward contracts, futures contracts, options contracts, swaps and other related derivative instruments;

Interest-bearing bonds or notes that are general obligations of any other state in the U.S. or any city or county therein, provided such city or county had a population as shown by the most recent federal census of not less than 25,000 inhabitants, and provided that such state, city, or county has not defaulted for a period longer than 30 days in the

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payment of principal or interest on any of its general obligation indebtedness during a period of ten calendar years immediately preceding such investment;

Shares of common and/or preferred stock of corporations created by or existing under the laws of the U.S. or any state, district or territory thereof;

Covered call and put options on securities traded on one or more of the regulated exchanges;

Pooled or commingled funds managed by a corporate trustee or by a SEC registered investment advisory firm and shares of investment companies and unit investment trusts registered under the Investment Company Act of 1940, where such pooled or commingled funds or shares are comprised of common or preferred stocks, bonds, money market instruments or other authorized investments;

Pooled or commingled real estate funds or real estate securities managed by a corporate trustee or by a SEC registered investment advisory firm retained as an investment manager by the System. Section 25-11-121, Mississippi Code Ann. (1972), allows the System to invest up to ten percent of the total portfolio in real estate only via real estate securities and commingled funds. Direct ownership of real estate assets is prohibited. The portfolio is divided between core commingled and value added real estate fund investments, which directly invest in properties, and in managed portfolios of Real Estate Investment Trusts (REITs). REITs are exchange traded securities that provide indirect exposure to real estate properties and real estate management companies. Fair values of commingled fund properties are based on the most recent independent appraisal values. Independent appraisal firms which are Members of Appraisal Institute (MAI) are required to conduct valuations at least annually; and

Up to ten percent of the total book value of investments can be types of investments not specifically authorized by this section, if the investments are in the form of a separate account managed by a SEC registered investment advisory firm retained as an investment manager by the Board of Trustees, or a limited partnership, or commingled fund.

System Investments

- A. Credit Risk** - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The System follows the statutes as previously discussed as its policy for limiting exposure to credit risk. The Board of Trustees has adopted a short-term investment policy which further restricts commercial paper to be of corporations with long-term debt to be rated A or better by S&P or Moody's, and whose short-term obligations are of A-2 or P-2 or better ratings by S&P and Moody's, respectively. This applies to all short-term investments. In addition to the short-term investment policy, a policy adopted for the internally-managed short-term account requires that for any amount above the established core of \$30 million, no more than 25 percent may be invested in any issue having a rating lower than AA or A1/P1. Credit risk for derivatives results from the same considerations as other counterparty risk assumed by the System. Policy requires that the credit quality of the underlying asset must be rated A or better by Moody's or S&P. The lending agent is permitted to purchase asset-backed securities for the cash collateral fund that are only AAA rated.

The Moody's or S&P credit ratings for the System's investments as of June 30, 2016 are as follows (amounts expressed in thousands):

Investment Type	Quality Ratings					
	Aaa/AAA	Aa/AA	A/A	Baa/BBB	Ba/BB	B/B
Asset backed securities	\$ 1,685,390	\$ 16,842	\$ 54,553	\$ 18,764	\$ 9,361	\$ 5,495
Collateralized mortgage obligations	200,645	208,232	35,996	68,457	22,729	28,381
Commercial paper			84,139			
Corporate bonds	65,193	627,726	1,029,350	861,058	353,832	172,958
Mortgage pass-throughs		414,577				
Repurchase agreements		329,711				
Sovereign governments debt	153,476	68,967	244,260	240,624	198,382	125,453
State and local obligations	639	21,335	22,579	1,793	1,283	
U.S. Government agency obligations	2,026	85,068				
Yankee/Global bonds	11,340		989	3,207		
Total	\$ 2,118,709	\$ 1,772,458	\$ 1,471,866	\$ 1,193,903	\$ 585,587	\$ 332,287

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Quality Ratings

Investment Type	Quality Ratings					
	Caa/CCC	Ca/CC	C/C	D/D	Rating Withdrawn	Not Rated
Asset backed securities	\$ 6,570	\$ 3	\$ 17	\$	\$	12,964
Collateralized mortgage obligations	8,018	1,227		12,106	128	35,599
Corporate bonds	21,451			3		
Repurchase agreements						50,701
Sovereign governments debt	22,774				5,770	3,931
Yankee/Global bonds						2,302
Total	<u>\$ 58,813</u>	<u>\$ 1,230</u>	<u>\$ 17</u>	<u>\$ 12,109</u>	<u>\$ 5,898</u>	<u>\$ 105,497</u>

- B. Custodial Credit Risk** - For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the government will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Section 25-11-121, Mississippi Code Ann. (1972), requires that all investments be clearly marked as to ownership, and to the extent possible, shall be registered in the name of the System. Of the System's \$27,258,526,000 in investments at June 30, 2016, \$3,809,689,000 was exposed to custodial credit risk. These are cash collateral reinvestment securities held in the name of the custodian who acquired them as the lending agent/counterparty and the securities on loan for securities collateral that is held in the name of the lending agent. This is consistent with the securities lending agreement in place with the custodian.

The fair value of the System's cash collateral securities and the underlying securities on non-cash loans as of June 30, 2016, consisted of (amounts expressed in thousands):

Investment Type	Fair Value
Cash collateral securities	
Asset backed securities	\$ 1,620,508
Commercial paper	84,139
Corporate bonds	1,372,838
Repurchase agreements	242,627
Total cash collateral securities	<u>3,320,112</u>
Underlying securities on non-cash loans	
Debt securities	20,412
Equities	464,353
Real Estates Investment Trusts	4,812
Total underlying securities on non-cash loans	<u>489,577</u>
Total	<u>\$ 3,809,689</u>

- C. Interest Rate Risk** - Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The System has no formal policy on limiting exposure to interest rate risk. As of June 30, 2016, the System had the following investments and maturities (amounts expressed in thousands):

Investment Type	Fair Value	Investment Maturities (in Years)			
		Less than 1	1 - 5	6 - 10	More than 10
Asset backed securities	\$ 1,809,959	\$ 1,706,751	\$ 27,674	\$ 28,404	\$ 47,130
Collateralized mortgage obligations	621,518	196,539	12,517	8,815	403,647
Commercial paper	84,139	84,139			
Corporate bonds	3,131,571	976,716	1,226,942	544,250	383,663
Mortgage pass-throughs	524,149	4	718	5,884	517,543
Repurchase agreements	380,412	380,412			
Sovereign governments debt	1,063,637	16,814	323,832	446,967	276,024
State and local obligations	47,629		15,163	837	31,629
U.S. Government agency obligations	87,094	57,242	15,265	413	14,174
U.S. Treasury obligations	735,623	21,803	270,183	176,503	267,134
Yankee/Global bonds	17,838	466	7,938	6,146	3,288
Total	<u>\$ 8,503,569</u>	<u>\$ 3,440,886</u>	<u>\$ 1,900,232</u>	<u>\$ 1,218,219</u>	<u>\$ 1,944,232</u>

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During fiscal year 2016, the investments in derivatives were exclusively in asset/liability based derivatives such as interest-only (IO) strips, CMOs and ABS. The System reviews fair values of all securities on a monthly basis and prices are obtained from recognized pricing sources. Derivative securities are held, in part, to maximize yields. IO and principal-only (PO) strips are transactions which involve the separation of the interest and principal components of a security. They are highly sensitive to prepayments by mortgagors which may result from a decline in interest rates. The System held IO strips valued at \$16,700,000 at fiscal year-end. The derivatives policy limits IO and PO strips to three percent of the investment portfolio.

CMOs are bonds that are collateralized by whole loan mortgages, mortgage pass-through securities or stripped mortgage-backed securities. Income is derived from payments and prepayments of principal and interest generated from collateral mortgages. Cash flows are distributed to different investment classes or tranches in accordance with that CMO's established payment order. Some CMO tranches have more stable cash flows relative to changes in interest rates while others are significantly more sensitive to interest rate fluctuations. In a declining interest rate environment, some CMOs may be subject to a reduction in interest payments as a result of prepayments of mortgages which make up the collateral pool. A reduction in interest payments causes a decline in cash flows and, thus a decline in the fair value of the CMO security. Rising interest rates may cause an increase in interest payments, thus an increase in the value of the security. The System held \$621,500,000 in CMOs at June 30, 2016. Of this amount, \$173,800,000 were tranches that are highly sensitive to future changes in interest rates. CMO residuals are prohibited under the derivatives policy.

ABS are bonds or notes backed by loan paper or accounts receivable originated by banks, credit card companies, or other credit providers. The originator of the loan or accounts receivable paper sells it to a specially created trust, which repackages it as securities. Similar to CMOs, ABS have been structured as pass-throughs and as structures with multiple bond classes. Of the \$1,800,000,000 in ABS held at June 30, 2016, \$26,900,000 are highly sensitive to changes in interest rates. ABS which are leveraged structures or residual interests are prohibited by the derivatives policy.

At June 30, 2016, the System has invested in \$524,200,000 in mortgage pass-through securities issued by the FNMA, FHLMC, and GNMA. These investments are moderately sensitive to changes in interest rates because they are backed by mortgage loans in which the borrowers have the option of prepaying.

- D. Foreign Currency Risk** - Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or deposit. The investment asset allocation policy does not limit foreign currency-denominated investments of the System. The Investment Committee of the Board of Trustees evaluates the actual investment asset allocation quarterly, in accordance with the adopted phase-in policy. Based on current market conditions, the Board adjusts the allocation as necessary. The System's exposure to foreign currency risk at June 30, 2016, is as follows (amounts expressed in thousands):

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Currency	Cash and Equivalents	Equities and REITs	Debt Securities	Total Fair Value
Australian dollar	\$ (144,885)	\$ 256,135	\$ 19,106	\$ 130,356
Brazilian real	(21,443)	98,038	25,196	101,791
British pound sterling	(396,828)	755,319	56,949	415,440
Canadian dollar	(74,730)	105,251	53,650	84,171
Chilean peso	(114)	2,636		2,522
Chinese Yuan Renminbi	(12,000)			(12,000)
Columbian Peso	(1,259)	248	4,125	3,114
Czech Koruna		176		176
Danish krone	(33,438)	94,707		61,269
Euro	(830,961)	1,045,131	314,074	528,244
Hong Kong dollar	(52,068)	330,147		278,079
Hungarian forint	22	12,566		12,588
Indian Rupee	4,515	93,086		97,601
Indonesian rupiah	125	68,094		68,219
Israeli shekel	(10,571)	14,397		3,826
Japanese yen	(543,604)	893,933	135,893	486,222
Malaysian ringgit	(612)	28,512		27,900
Mexican peso	(57,592)	60,307	78,713	81,428
New Taiwan dollar	(8,946)	134,346		125,400
New Zealand dollar	(13,335)	27,419	1,485	15,569
Norwegian krone	(11,008)	22,424		11,416
Pakistani rupee	113	16,337		16,450
Peruvian nuevo sol	(2,021)		2,393	372
Philippines peso	307	16,955	5,019	22,281
Polish zloty	(1,111)	6,956	1,240	7,085
Qatari riyal	87	2,061		2,148
Russian ruble	4,613			4,613
Singapore dollar	(40,612)	76,236		35,624
South African rand	3,531	104,169		107,700
South Korean won	(9,037)	254,658	2,179	247,800
Swedish krona	(44,376)	139,449	1,998	97,071
Swiss franc	(160,024)	290,707		130,683
Thailand baht		32,829		32,829
Turkish lira	316	52,640	1,561	54,517
UAE dirham	28	1,851		1,879
Total	\$ (2,456,918)	\$ 5,037,720	\$ 703,581	\$ 3,284,383

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- E. Investment Derivatives** - The System's derivatives policy limits foreign currency forwards to no more than 100 percent of the aggregate value of the portfolio securities denominated in the hedged currency. At June 30, 2016, the counterparties of the foreign currency forwards primarily had short term credit ratings of A as rated by the nationally recognized statistical rating organizations. The System's general policy requires that the counterparty has a long term credit rating of A or better and a short term credit rating of A1/P1 at a minimum. More specifically, the System's policy requires that all over-the-counter derivatives be rated AA or better by the nationally recognized statistical rating organizations. The counterparties of the to-be-announced securities were primarily rated A by the nationally recognized statistical rating organizations. The foreign currency forwards are presented in the foreign currency risk table, and the to-be-announced securities are disclosed in the interest rate risk table by years to maturity. The investment derivative instruments outstanding as of June 30, 2016, are as follows (amounts expressed in thousands):

Investment Type	Notional Amount	Changes in Fair Value		Fair Value at June 30, 2016	
		Classification	Amount	Classification	Amount
Foreign currency forwards	\$ (74,666,420)	Investment income	\$ (6,302)	Investment	\$ (6,302)
To-be-announced securities	221,966	Investment income	1,235	Debt securities	232,942

- F. Securities Lending Transactions** - The Board of Trustees has authorized the System to lend its securities to broker-dealers with a simultaneous agreement to return the collateral for the same securities in the future. The System's custodian, pursuant to a written agreement, is permitted to lend all long-term securities to authorized broker-dealers subject to the receipt of acceptable collateral. The System lends securities for collateral in the form of either cash or other securities. The types of securities on loan at June 30, 2016, by the System are long-term U.S. Government and agency obligations, corporate bonds, REITs, and domestic and international equities. The contractual agreement with the custodian provides indemnification in the event the borrower fails to return the securities lent or fails to pay the System income distributions by the securities' issuers while the securities are on loan. There have been no significant violations of the provisions of the agreement during the period of this statement.

At the initiation of a cash loan, borrowers are required to provide collateral amounts of 102 percent on U.S. securities and international securities denominated in the same currency of the loaned security. For international securities that are denominated in a currency other than the currency of the loaned security, 105 percent collateral is required at the initiation of the loan. In the event the collateral fair value on U.S. securities and sovereign debt falls to less than 100 percent of the respective fair value of the securities lent, the borrower is required to provide additional collateral by the end of the next business day. In the event the collateral fair value falls below 102 percent for international same-currency transactions or 105 percent for cross-currency transactions, the borrower is required to provide additional collateral.

For non-cash loans, 110 percent collateral is required from the borrowers. The System cannot pledge, lend, or sell securities received as collateral unless the borrower defaults as such, these securities are not presented on the Statement of Fiduciary Net Position. Authorized securities' collateral includes U.S. and non-U.S. government debt obligations and securities, supranational debt obligations, U.S. and non-U.S. equity securities listed on specified indices, U.S. and non-U.S. corporate bonds, and convertible securities. Equities were held as collateral on the non-cash loans as of June 30 2016.

The maturities of the investments made with cash collateral generally do not match the maturities of the securities loans. All securities loans can be terminated on demand by either the System or the borrower, although the average term of these loans was two days at June 30, 2016. Cash collateral was invested in repurchase agreements, corporate bonds and ABS. The weighted average effective duration and the weighted average maturity of all collateral investments at June 30, 2016, were 28 days.

Securities lent at year end for cash and non-cash collateral are presented by type. Securities lent for securities collateral are classified according to the custodial credit risk category for the collateral. There were \$489,577,000 securities lent for securities collateral as of June 30, 2016. The investments purchased with the cash collateral are presented in the discussion of custodial credit risk, since the custodian, as agent, is the counterparty in acquiring these securities in a separate account for the System.

At year end, the System had no credit risk exposure to borrowers because the amount the System owed the borrowers exceeded the amount the borrowers owed the System. At June 30, 2016, the aggregate fair value of securities lending holdings, including accrued interest was \$3,322,858,000 and the aggregate fair value, including accrued interest, of the underlying securities lent was \$3,757,665,000. The value of the collateral pledged by borrowers at year end was \$3,867,110,000.

- G. Fair Value Measurements** - The System categorizes its fair value measurements within the fair value hierarchy established by GASB Statement 72. The hierarchy is based on the valuation inputs used to measure the fair value of the assets. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Investments that are measured at fair value using the NAV value per share (or its equivalent) as a practical expedient are not classified in the fair value hierarchy.

In instances where inputs used to measure fair value fall into different levels in the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The System's assessment of the significance of particular inputs to these fair value measurements requires judgment and

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considers factors specific to each asset or liability. As of June 30, 2016, the System has the following recurring fair value measurements (amounts expressed in thousands):

Investment by Fair Value Level	Fair Value	Fair Value Measurements Using:		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Debt securities:				
Commercial paper	\$ 84,139	\$	\$ 84,139	\$
Repurchase agreement	380,412		380,412	
Short Term collateralized mortgage obligations	174		174	
Short Term U.S. Corporate bonds	26,864		26,864	
Short Term U.S. Government agency obligations	57,243		57,243	
Short Term U.S. Treasury obligations	11,690	11,690		
U.S. Government agency obligations	29,851		29,695	156
U.S. Treasury obligations	723,933	723,402	531	
Collateralized mortgage obligations	621,344		588,182	33,162
U.S. Corporate bonds	2,179,490	1,933	2,156,285	21,272
Non-U.S. Corporate bonds	925,217		925,217	
Mortgage pass-throughs	524,149		524,149	
State and local obligations	47,629		47,629	
Asset-Backed securities	1,809,959		1,801,896	8,063
Yankee/Global bonds	17,838		17,838	
Sovereign government debt	1,063,637		1,063,637	
Total Debt Securities	8,503,569	\$ 737,025	\$ 7,703,891	\$ 62,653
Equity securities:				
Basic materials	523,690	526,690		
Communications	1,749,305	1,749,305		
Consumer, cyclical	1,518,030	1,518,030		
Consumer, non-cyclical	3,326,089	3,326,045		44
Diversified	79,120	79,120		
Energy	901,850	901,850		
Financial	3,373,603	3,373,603		
Industrial	1,576,169	1,576,169		
Technology	1,663,643	1,663,298		345
Utilities	427,366	427,366		
Other	7,606	7,606		
Total Equity Securities	15,146,471	15,149,082		389
Total Investments By Fair Value Level	23,650,040	\$ 15,886,107	\$ 7,703,891	\$ 63,042
Investments measured at NAV:				
Real estate funds*	2,062,095			
Private equity funds	1,518,728			
Total Investments Measured at NAV	3,580,823			
Total Investments Measured at Fair Value	\$ 27,230,863			
Investment derivative instruments:				
Foreign exchange contracts (Liabilities)	2,469,754			
Total Investment Derivative Instruments	\$ 2,469,754			

Debt and Equity - The System's debt and equity securities in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Securities classified in Level 2 of the fair value hierarchy are valued using a proprietary pricing source. The primary proprietary pricing source utilizes continuous evaluations throughout the trading day based on factors such as dealer quotes and trades, trade execution data, and transaction reporting services. Along with market sources, relative credit information, observed market movements, and sector news is integrated and incorporated into evaluation pricing applications and models. Commercial and residential mortgage-backed securities classified in Level 3 are valued using discounted cash flow techniques. Collateralized debt obligations classified in Level 3 are valued using a proprietary model that monitors structured product markets, interest rate movements, new issue information, and other pertinent data. Evaluations of tranches (non-volatile and volatile) are based on market modeling, trading, and pricing conventions. New issue features are analyzed on data such as pricing speed, spread, and volatility. Information is also solicited from outside sources including secondary dealers, portfolio managers and research analysts.

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Derivative Instruments – The System held derivative instruments in the form of U.S. Treasury strips, collateralized mortgage obligations, asset-backed securities, and currency conversions as of June 30, 2016.

Real Estate - The System's real estate funds include open-end funds and closed-end limited partnerships that invest primarily in US commercial real estate. The fair values of these investments have been determined using the NAV per share (or its equivalent) of the System's ownership interest in the fund or partners' capital, as applicable. The governing document for each open-end real estate fund provides investors the ability to request the redemption of all or part of their fund investments. The funds resulting from an investor's redemption request are raised by the sale of underlying real estate investments held by the open-end fund. Closed-end real estate funds, governed by limited partnership agreements, do not contain provisions for limited partner redemptions on demand. Closed-end funds have a finite life or term, which is defined in the limited partnership agreement. Typically, real estate investments must be made within the first three to four years of the partnership's lifespan, and liquidated by the end of the 10th year. As underlying real estate investments are sold over the life of the closed-end fund, pro-rata distributions of the proceeds are made to each partner in the fund partnership. The standard liquidation period of 10 years with the option of two one-year extensions applies to the one percent of the total portfolio invested in closed-end funds.

Private Equity – The System's private equity investments consist of two fund-of-funds (FOF) limited partnerships that invest in multiple private equity funds on behalf of the System. Private equity funds invest primarily in non-public companies whose prices are not quoted on a stock exchange; therefore, these investments are typically illiquid in nature. The System's ownership in the underlying private equity funds consists of limited partnership interests. Because these partnership interest are illiquid, the System's investments cannot be redeemed on demand. Instead pro-rata distributions are received through the liquidation of the assets of the underlying partnerships. Based on the terms of each limited partnership within the System's FOFs, all partnership assets should be liquidated over the 10-to-12 year life of the individual partnership.

As of June 30, 2016, it is probable that all the System's private equity underlying investments will be sold at an amount different from the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. Therefore, the fair values of these underlying investments have been determined using recent observable transaction information for similar investments and non-binding bids received from potential buyers of the investments of each partnership. As of June 30, 2016, a buyer (or buyers) for these investments has not yet been identified. Each underlying private equity fund's general partner has full discretion for the disposition of each partnership investment. The general partner is solely responsible for determining the most appropriate timing for the sale of each investment and the best exit strategy to utilize. In addition, the general partner is responsible for identifying all buyers and approving all sale transactions of partnership investments.

Investments measured at the NAV (amounts expressed in thousands):

	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Real Estate Funds:				
Core - Open End	\$ 1,750,047	\$	Quarterly	45-90 days
Value Added - Closed End	213,764	242,967	N/A	10-12 years
Timber	98,284		Various*	Various*
Total Real Estate	<u>2,062,095</u>	<u>242,967</u>		
Private Equity Funds:				
Diversified	1,518,728	2,308,061	10-12 years	N/A
Total Private Equity	<u>1,518,728</u>	<u>2,308,061</u>		
Total Investment Measured at NAV	<u>\$ 3,580,823</u>	<u>\$ 2,551,028</u>		

*Based on partnership agreement terms

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Note 5 - Receivables

At June 30, 2016, receivables consisted of (amounts expressed in thousands):

	<u>Governmental Funds</u>			Total Governmental Activities
	General	Permanent	Internal Service	
Accounts	\$ 275,660	\$ 241	\$ 316	\$ 276,217
Settlements	783,027			783,027
Taxes:				
Sales	312,615			312,615
Income	274,466			274,466
Gasoline	40,228			40,228
Other	71,249			71,249
Interest and dividends	13,420	238	210	13,868
Other	1			1
Gross receivables	1,770,666	479	526	1,771,671
Allowance for uncollectibles	(205,470)			(205,470)
Receivables, net	<u>\$ 1,565,196</u>	<u>\$ 479</u>	<u>\$ 526</u>	<u>\$ 1,566,201</u>
Amounts not scheduled for collection in subsequent year				
	<u>\$ 725,209</u>			<u>\$ 725,209</u>

	<u>Business-type Activities</u>				
	Unemployment Compensation	Port Authority at Gulfport	Prepaid Affordable College Tuition	Nonmajor	Total
Accounts	\$ 72,714	\$ 1,525	\$ 618	\$ 4,151	\$ 79,008
Assessments	35,791				35,791
Interest and dividends		4	429	501	934
Gross receivables	108,505	1,529	1,047	4,652	115,733
Allowance for uncollectibles	(64,122)				(64,122)
Receivables, net	<u>\$ 44,383</u>	<u>\$ 1,529</u>	<u>\$ 1,047</u>	<u>\$ 4,652</u>	<u>\$ 51,611</u>

	<u>Component Units</u>		
	Universities	Nonmajor	Total
Accounts	\$ 2,912,915	\$ 2,777	\$ 2,915,692
Interest	8,197	178	8,375
Gross receivables	2,921,112	2,955	2,924,067
Allowance for uncollectibles	(2,594,076)		(2,594,076)
Receivables, net	<u>\$ 327,036</u>	<u>\$ 2,955</u>	<u>\$ 329,991</u>

Mississippi

Note 6 - Due From Other Governments

At June 30, 2016, due from other governments consisted of (amounts expressed in thousands):

	Governmental Funds		Total Governmental Activities
	General	Internal Service	
Due from other governments	\$ 1,127,337	\$ 899	\$ 1,128,236
Allowance for uncollectibles	(24,566)		(24,566)
Due from other governments, net	\$ 1,102,771	\$ 899	\$ 1,103,670
Amounts not scheduled for collection in subsequent year	\$ 652,861		\$ 652,861

	Business-type Activities		
	Unemployment Compensation	Port Authority at Gulfport	Total
Due from other governments	\$ 1,897	\$ 32	\$ 1,929
Allowance for uncollectibles	(1,474)		(1,474)
Due from other governments, net	\$ 423	\$ 32	\$ 455

Note 7 - Loans and Notes Receivable

At June 30, 2016, loans and notes receivables consisted of (amounts expressed in thousands):

	Primary Government	Component Units
	Governmental Activities Governmental Funds General	Universities
Loans and notes receivable	\$ 397,319	\$ 239,673
Allowance for uncollectibles	(79,573)	(25,674)
Loans and notes receivable, net	\$ 317,746	\$ 213,999
Amounts not scheduled for collection in subsequent year	\$ 270,204	\$ 175,453

Mississippi

Note 8 - Capital Assets

Primary Government

Capital asset activity for the year ended June 30, 2016, was as follows (amounts expressed in thousands):

	Beginning Balance	Increases	Decreases	Ending Balance
Governmental Activities:				
Capital assets not being depreciated:				
Land	\$ 2,281,727	\$ 47,909	\$ 1,022	\$ 2,328,614
Construction in progress	4,257,572	818,248	618,943	4,456,877
Total capital assets not being depreciated	6,539,299	866,157	619,965	6,785,491
Capital assets being depreciated:				
Software	116,340	39,288		155,628
Buildings	2,126,076	48,579	7,300	2,167,355
Land improvements	270,711	2,090		272,801
Machinery and equipment	726,627	57,010	39,042	744,595
Infrastructure	10,234,078	472,864	133,814	10,573,128
Total capital assets being depreciated	13,473,832	619,831	180,156	13,913,507
Less accumulated depreciation for:				
Software	12,304	13,117		25,421
Buildings	622,197	40,266	3,036	659,427
Land improvements	133,956	10,149		144,105
Machinery and equipment	477,360	55,984	27,329	506,015
Infrastructure	3,391,731	351,434	133,814	3,609,351
Total accumulated depreciation	4,637,548	470,950	164,179	4,944,319
Total capital assets being depreciated, net	8,836,284	148,881	15,977	8,969,188
Governmental activities capital assets, net	\$ 15,375,583	\$ 1,015,038	\$ 635,942	\$ 15,754,679

	Beginning Balance	Increases	Decreases	Ending Balance
Business-type Activities:				
Capital assets not being depreciated:				
Land	\$ 130,416	\$ 9	\$	\$ 130,425
Construction in progress	97,128	161,552	30,103	228,577
Total capital assets not being depreciated	227,544	161,561	30,103	359,002
Capital assets being depreciated:				
Buildings	77,318			77,318
Land improvements	49,202	6,009	542	54,669
Machinery and equipment	21,191	878	833	21,236
Infrastructure	156,267	23,725	6,386	173,606
Total capital assets being depreciated	303,978	30,612	7,761	326,829
Less accumulated depreciation for:				
Buildings	23,174	1,485		24,659
Land improvements	25,879	1,600	414	27,065
Machinery and equipment	13,422	1,073	775	13,720
Infrastructure	56,390	4,464	6,386	54,468
Total accumulated depreciation	118,865	8,622	7,575	119,912
Total capital assets being depreciated, net	185,113	21,990	186	206,917
Business-type activities capital assets, net	\$ 412,657	\$ 183,551	\$ 30,289	\$ 565,919

Mississippi

Depreciation expense was charged to functions/programs as follows (amounts expressed in thousands):

Governmental Activities:

General government	\$ 43,107
Education	3,579
Health and social services	16,495
Law, justice and public safety	27,402
Recreation and resources development	10,393
Regulation of business and profession	135
Transportation	367,081
Depreciation on capital assets held by the government's internal service funds is charged to the various functions based on their usage of the assets	2,758
Total depreciation expense - governmental activities	\$ 470,950

Business-type Activities:

Port Authority at Gulfport	\$ 7,120
Other business-type	1,502
Total depreciation expense - business-type activities	\$ 8,622

Construction in progress is composed of (amounts expressed in thousands):

	<u>Project Authorization</u>	<u>Expended To Date</u>	<u>Outstanding Commitment</u>
Governmental Activities:			
Department of Transportation	\$ 5,149,802	\$ 4,148,930	\$ 998,769
Department of Finance and Administration	157,073	127,444	27,879
Information Technology Services	14,986	13,852	231
Wireless Communication Commission	22,934	15,564	7,370
Department of Public Safety	43,391	41,076	531
Department of Health	43,539	42,562	274
Department of Rehabilitation Services	13,578	13,536	2
East MS State Hospital	30,404	18,197	3,218
Military Department	40,837	13,876	26,961
Other projects less than \$10 million	36,363	21,840	6,317
Total governmental activities	5,552,907	4,456,877	1,071,552
Business-type Activities:			
Port Authority at Gulfport	322,405	228,290	94,115
Yellow Creek Port Authority	8,778	287	8,491
Total business-type activities	331,183	228,577	102,606
Total construction in progress	\$ 5,884,090	\$ 4,685,454	\$ 1,174,158

Mississippi

Component Units

At June 30, 2016, capital assets consisted of (expressed in thousands):

	Universities	Nonmajor	Total
Capital assets not being depreciated:			
Land	\$ 104,375	\$ 21,032	\$ 125,407
Construction in progress	652,083	31	652,114
Total capital assets not being depreciated	756,458	21,063	777,521
Capital assets being depreciated:			
Buildings	3,539,670	162,129	3,701,799
Land improvements	348,304	54,883	403,187
Machinery and equipment	1,245,413	29,625	1,275,038
Infrastructure		44,889	44,889
Total capital assets being depreciated	5,133,387	291,526	5,424,913
Less accumulated depreciation	2,005,939	139,264	2,145,203
Total capital assets being depreciated, net	3,127,448	152,262	3,279,710
Component units capital assets, net	\$ 3,883,906	\$ 173,325	\$ 4,057,231

Mississippi

Note 9 - Long-term General and Limited Obligation Bonds

Bond indebtedness incurred by the State must be authorized by legislation governing the specific programs or projects to be financed. Such legislation provides the state bond commission authority to approve and authorize the sale and issuance of bonds. The state bond commission is comprised of the Governor as chairman, the State Attorney General as secretary, and the State Treasurer.

A. General Obligation Bonds

General obligation bonds are issued to provide funds for capital improvements which include repairing, renovating, or constructing state owned facilities, to provide loans and grants to local governments and other entities for economic development and capital improvements, and to provide grants to community colleges and universities for capital improvements. General obligation refunding bonds are issued to currently refund or advance refund certain outstanding bonds for both capital and non-capital related purposes, the majority of which are non-capital related. Certain general obligation refunding bonds issued by the State as of June 30, 2016 pay interest at variable rates. The remaining general obligation debt has fixed rates of interest.

The *Tax Reform Act of 1986* requires governmental entities issuing tax-exempt bonds to refund to the U. S. Treasury interest earnings on bond proceeds in excess of the yield on those bonds. The State must comply with arbitrage rebate requirements in order for their bonds to maintain tax-exempt status. As of June 30, 2016, no arbitrage rebate liability existed.

General obligation bonds are backed by the full faith, credit and taxing power of the state. Although certain general obligation debt is being retired from the resources of the business-type activities and is, therefore, recorded in those funds, the State remains contingently liable for its payment.

Defeased Bonds

In prior years, the State defeased certain outstanding general obligation bonds of the primary government by depositing the proceeds in irrevocable trusts to be used solely for satisfying all future scheduled principal and interest payments on the refunded debt. Accordingly, for financial reporting purposes, the defeased bonds and related trust accounts are not included in the financial statements. At June 30, 2016, \$499,235,000 of outstanding general obligation bonds are considered defeased.

Mississippi

At June 30, 2016, the primary government's outstanding general obligation bonds as presented in governmental activities and business-type activities are (amounts expressed in thousands):

Purpose	Outstanding Amount	Interest Rates	Final Maturity Date	Original Amount
Governmental Activities:				
Milk Producers	\$ 855	5.02% - 5.17%	Dec. 2017	\$ 3,500
Technology Alliance	865	.64% - 3.73%	Oct. 2026	1,550
Farish Street Historic District	510	2.1% - 5.25%	Nov. 2023	1,500
Heritage, History, and Culture Tourism	535	1.75% - 4.35%	Nov. 2023	700
Small Business and Existing Forestry Industry	3,810	2.1% - 4.35%	Nov. 2023	5,000
State Railroad Revitalization	765	2.1% - 4.35%	Nov. 2023	1,000
Sustainable Energy	670	.90% - 4.35%	Nov. 2023	1,000
Local Governments Capital Improvements	15,275	.64% - 3.73%	Oct. 2026	23,000
State Shipyard Improvements	41,120	.64% - 5.4%	Dec. 2025	96,000
Stennis Space Center	2,279	.79% - 5.17%	Dec. 2025	9,300
Hinds County Development Project Loans	17,205	.31% - 4.17%	Dec. 2026	20,000
Job Protection	3,000	.64% - 4.17%	Dec. 2026	4,000
Railroad Lines and Bridges Improvement	5,667	.64% - 4.35%	Dec. 2026	7,400
Workforce Training	6,395	.64% - 4.35%	Dec. 2026	8,000
Industry Incentive Financing	354,690	.64% - 4.35%	Oct. 2027	388,010
Small Enterprise Development Finance	7,415	4.0% - 5.75%	July 2028	44,340
ACE Fund	60,430	.28% - 5.54%	Oct. 2029	76,200
Existing Industry	37,057	.79% - 5.54%	Oct. 2029	43,000
Rural Impact	5,552	.79% - 5.54%	Oct. 2029	11,200
Statewide Wireless Communication System	33,837	.64% - 5.54%	Oct. 2029	47,000
Major Economic Impact	190,582	.31% - 5.54%	Oct. 2035	280,584
Port Improvements	10,000	5%	Dec. 2033	10,000
Rail Authority of East Mississippi	2,384	4% - 5%	Nov. 2035	2,384
North Central MS Regional Railroad Grant	30,000	.98% - 3.5%	Nov. 2025	30,000
Railroad Improvements	2,600	.98% - 3.5%	Nov. 2025	2,600
Farm Reform	2,290	.64% - 5.67%	Oct. 2034	4,000
Small Municipalities and Limited Population Counties	20,160	.28% - 5.67%	Oct. 2034	31,250
Business Investment	25,484	.64% - 5.25%	Nov. 2034	32,900
Economic Development Highway	169,780	.64% - 5.54%	Nov. 2034	200,000
Capital Improvements	1,145,250	.64% - 5.67%	Oct. 2036	1,655,387
General Obligation Refunding Bonds *	1,710,952	.31% - 7.15%	Oct. 2036	2,707,547
Local Governments Water System Improvement	5,920	1.65% - 5.25%	Oct. 2036	13,103
Local System Bridge Replacement and Rehabilitation	67,110	1.63% - 5.25%	Oct. 2036	107,200
Rural Fire Truck Acquisition	7,660	1.63% - 5.67%	Oct. 2036	10,800
Transportation	190,270	2.99% - 5.45%	Oct. 2036	193,900
Total	<u>4,178,374</u>			<u>6,073,355</u>
Premiums	211,375			-
Total Governmental Activities	<u>4,389,749</u>			<u>6,073,355</u>
Business-type Activities:				
General Obligation Refunding Bonds	9,696	4% - 5.5%	Nov. 2022	27,365
Total General Obligation Bonds	<u>\$ 4,399,445</u>			<u>\$ 6,100,720</u>

* General obligation refunding bonds include \$60,335,000 of outstanding variable rate bonds with an associated interest rate swap agreement where the state pays the counterparty fixed rate payments ranging from 3.98% to 4.037% and receives variable rate payments computed based on the SIFMA swap index. Also included are \$100,000,000 of outstanding variable rate general obligation refunding bonds with an interest rate swap agreement where the state pays the counterparties fixed rate payments ranging from 5.248% to 5.708% and receives variable rate payments computed based on one-month LIBOR. The remaining outstanding general obligation bonds have fixed rates of interest.

Mississippi

At June 30, 2016, future general obligation debt service requirements for the primary government are (amounts expressed in thousands):

Year Ending June 30	Governmental Activities		Business-type Activities	
	Principal	Interest	Principal	Interest
2017	\$ 313,388	\$ 177,092	\$ 3,022	\$ 379
2018	426,418	159,423	3,127	241
2019	255,452	147,065	3,238	92
2020	230,402	137,781	128	13
2021	219,704	128,937	71	8
2022 - 2026	993,830	520,664	110	5
2027 - 2031	839,090	312,726		
2032 - 2036	855,555	106,974		
2037	44,535	1,110		
Total	4,178,374	1,691,772	9,696	738
Premiums	211,375			
Total Debt Service, Net	\$ 4,389,749	\$ 1,691,772	\$ 9,696	\$ 738

Derivative Instruments

The State entered into interest rate swap agreements in connection with \$160,335,000 of outstanding variable rate debt in order to hedge changes in cash flows. At June 30, 2016, the State had the following pay-fixed interest rate swap derivative instruments reported in governmental activities, all of which had the objective of hedging the interest rate risk of the variable rate bonds.

Associated Bonds	Notional Amount	Effective Date	Final Maturity Date	Terms	Counterparty Credit Rating
2012C	\$ 50,000,000	Aug. 2012	Nov. 2017	Pay 5.708%; receive one-month LIBOR	AA-/Aa2/AA
2012C	50,000,000	Aug. 2012	Nov. 2017	Pay 5.248%; receive one-month LIBOR	A/A1/AA-
2012D	27,780,000	Aug. 2012	Sept. 2017	Pay 4.037%; receive SIFMA swap index	BBB+/A3/A
2012D	32,555,000	Aug. 2012	Sept. 2017	Pay 3.980%; receive SIFMA swap index	BBB+/A3/A

The swaps associated with the 2012C and 2012D variable rate bonds had an effectiveness determined using regression analysis on variable interest rate bonds. The variability of the cash flows of the bond coupons is affected by more than changes in the benchmark interest rate. For example, changes in the credit quality of the State's bonds would affect its interest rates. The State's specific objective, however, is to offset changes in the cash flows of the bond coupons attributable to changes in the benchmark interest rate (a cash flow hedge). The relevant benchmark interest rate indexes for the 2012C and 2012D variable rate bonds are LIBOR and SIFMA, respectively. For the 2012C and 2012D bonds, the swaps that the State entered into do not meet the criteria for the consistent critical terms method. Because the swaps are a hedge of interest rate risk as opposed to the risk of changes in overall cash flows associated with the bond coupons, the State is precluded from using the synthetic instrument method to evaluate effectiveness. Unable to apply either the consistent critical terms method or the synthetic instrument method, the State has chosen to apply the regression analysis method for financial reporting purposes as well as tax compliance purposes.

The regression analysis method evaluates effectiveness by considering the statistical relationship between the cash flows or fair values of the potential hedging derivative instrument and the hedgeable items. The changes in cash flows or fair values of the potential hedging derivative instrument substantially offset the changes in cash flows or fair values of the hedgeable item if all of the following criteria are met;

The R-squared of the regression analysis is at least 0.80

The F-statistic calculated for the regression model demonstrates that the model is significant using a 95 percent confidence interval.

The regression coefficient for the slope is between -1.25 and -.80.

Data was used from November and December 2013 through June 30, 2016, to determine if the potential hedging derivative instruments were effective as of June 30, 2016. The use of the regression analysis method requires appropriate interpretation and understanding of the statistical inferences.

The resulting calculation shows that using over 30 observations, the resulting adjusted R-square is .99, the F-statistic is zero and the regression coefficients for the slopes are between -0.991 and -0.986. Based on these parameters required to apply hedge accounting, the 2012C and 2012D hedges are deemed highly effective.

Mississippi

The hedging derivative instruments are considered hybrid instruments since the derivatives were “off-market” at the time of association with the 2012C and 2012D bonds. Additionally, as a result of the refunding, the resulting maturity date was revised to November 1, 2017 and September 1, 2017, for the 2012C and 2012D bonds, respectively. Therefore, the portion of each hedging derivative instruments value attributable to payment dates beyond the maturity date will be accounted for as an investment derivative, since there is no hedgeable item beyond that date.

Fair Value - Fair values for the swap transactions were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero – coupon bonds due on the date of each future net settlement on the swap.

The fair value balances at June 30, 2016 and the changes in fair value of pay fixed receive-variable interest rate swaps reported in governmental activities are (amounts expressed in thousands):

Associated Bonds	Notional Amount	Changes in Fair Value		Fair Value at June 30, 2016	
		Classification	Amount	Classification	Amount
2012C	\$ 50,000	Interest expense	\$ 2,414	Borrowing	\$ (3,221)
		Deferred outflows of resources	0	At-market derivative	33
		Investment revenue	(7,731)	Investment derivative	(19,715)
2012C	50,000	Interest expense	1,982	Borrowing	(2,642)
		Deferred outflows of resources	55	At-market derivative	(357)
		Investment revenue	(5,513)	Investment derivative	(13,355)
2012D	27,780	Interest expense	1,041	Borrowing	(1,115)
		Deferred inflows of resources	1,278	At-market derivative	1,143
		Investment revenue	(2,544)	Investment derivative	(4,725)
2012D	32,555	Interest expense	1,173	Borrowing	(1,278)
		Deferred outflows of resources	123	At-market derivative	(37)
		Investment revenue	(2,039)	Investment derivative	(4,932)
	\$ 160,335		\$ (9,761)		\$ (50,201)

Hedged Debt and Derivative Instrument Payments - The interest and net swap payments shown assume that interest rates at year end will remain unchanged for the term of the bonds and the hedges. As interest rates vary, interest payments on the variable rate bonds and the net swap payments will change. At June 30, 2016, future debt service requirements on the hedged variable rate bonds and net payments on associated hedging derivative instruments are (amounts expressed in thousands):

Year Ending June 30	Principal	Interest	Net Swap Payment	Total
2017	\$ 4,755	\$ 1,732	\$ 7,225	\$ 13,712
2018	161,255	485	2,062	163,802
	\$ 166,010	\$ 2,217	\$ 9,287	\$ 177,514

Interest Rate Risk - Although the interest rates on the bonds are synthetically fixed under the swap agreements, interest payments on the variable rate bonds and the net payments under the swap agreements will vary as interest rates change.

Credit Risk - The swap agreements and Section 31-18-11, Mississippi Code Ann. (1972), require that the counterparties have credit ratings by at least one nationally recognized statistical rating agency that are within the two highest investment grade categories, and credit ratings by all other nationally recognized statistical rating agencies that are within the three highest grade categories, otherwise the payment obligations of the counterparty shall be unconditionally guaranteed by an entity with such credit ratings. Section 31-18-11, Mississippi Code Ann. (1972), also requires that should the credit rating of the counterparty or of the entity unconditionally guaranteeing the counterparty's obligations fall below the required rating, that the obligations of such counterparty shall be fully and continuously collateralized by direct obligations of, or obligations the principal and interest on which are guaranteed by the United States of America, with a net market value of at least 102% of the net market value of the swap agreements and shall be deposited as directed by the State. Additionally, Section 31-18-11, Mississippi Code Ann. (1972) requires that the counterparty, or the entity guaranteeing the counterparty's obligations, have a net worth of at least \$100,000,000. The State is not exposed to credit risk at June 30, 2016, as all hedging and investment derivative instruments are in a liability position.

Basis Risk - The swap agreements expose the State to basis risk because the applicable interest rates under the swap agreements are based on LIBOR and SIFMA swap indexes, which may differ from the interest rates for the State's variable rate bonds. As of June 30, 2016, the weighted average variable interest rate paid on the bonds was 1.07266%, while the SIFMA swap index was .41% and one-month LIBOR was .4527%.

Mississippi

Termination Risk - The swap agreements are documented by using the International Swap Dealers Association Master Agreement which includes standard termination events, such as failure to pay and bankruptcy. The schedule to the Master Agreement includes additional termination events providing that the swap agreements may be terminated if either the State's or the counterparty's credit rating falls below certain levels. The State or the counterparties may terminate the swap agreements if the other party fails to perform under the terms of the contract. If one or more of the swap agreements are terminated, the State would no longer have a synthetic fixed rate with respect to the previously hedged bonds and would be exposed to these bonds' variable interest rates. Also, if at the time of termination the swap agreements have a negative fair value, the State would incur a loss and would be required to pay the swap agreements' fair value to the counterparty. If the swap agreements have a positive fair value at the time of termination, the State would realize a gain and would receive the swap agreements' fair value from the counterparty.

B. Limited Obligation Bonds

Limited obligation bonds are payable exclusively from specific pledged General Fund revenues. Such obligations are not secured by the full faith, credit and taxing power of the state, and holders of such obligations are not entitled to look to other state resources for payment.

During fiscal year 2016, the State issued limited obligation bonds, Series 2015E totaling \$200,000,000 to provide funding for road and bridge projects. These bonds mature serially from fiscal year 2017 through fiscal year 2036 with interest rates ranging from two to five percent.

At June 30, 2016, the primary government's outstanding limited obligation bonds as presented in governmental activities were \$200,000,000 with future debt service requirements as follows (amounts expressed in thousands):

Year Ending June 30	Principal	Interest
2017	\$ 3,405	\$ 9,692
2018	5,195	9,580
2019	6,755	9,367
2020	7,065	9,056
2021	7,430	8,693
2022 - 2026	43,265	37,346
2027 - 2031	55,555	25,055
2032 - 2036	71,330	9,273
Total	200,000	118,062
Premiums	26,507	
Total Debt Service, Net	\$ 226,507	\$ 118,062

Mississippi

Note 10 - Bonds Authorized But Unissued

At June 30, 2016, authorized but unissued bond indebtedness existed to be used for various purposes as summarized below (amounts expressed in thousands):

Purpose	Authorized	Authorized But Unissued
General Obligation Bonds:		
ACE Fund	\$ 116,650	\$ 36,000
Business Investment Act	346,500	44,823
Capital Improvements	938,005	116,391
Deer Island Project	10,000	1,200
Economic Development Highway	374,500	60,600
Energy Infrastructure Revolving Loan	5,000	5,000
Farm Reform	128,000	20,000
Industry Incentive Financing	468,000	79,990
Major Economic Impact	1,142,800	17,126
North Central Mississippi Regional Railroad Grant	45,000	15,000
Railroad Authority of East Mississippi	2,500	116
Railroad Revitalization and Stimulus	3,000	2,000
Rural Fire Truck Acquisition	17,850	600
Small Business and Existing Forestry Industry Revolving Loan	30,000	25,000
Small Enterprise Development Finance	140,000	132,585
Sustainable Energy Research	2,000	1,000
Technology Alliance	4,000	1,450
Transportation - Access Roads	5,000	4,108
	<u>\$ 3,778,805</u>	<u>\$ 562,989</u>

Mississippi

Note 11 - Revenue Bonds and Notes

Revenue bonds and notes are backed by a pledge of resources derived from users of the related facilities and are not supported by the full faith and credit of the State.

At June 30, 2016, outstanding revenue bonds and notes are (amounts expressed in thousands):

Purpose	Outstanding Amount	Interest Rates	Final Maturity Date	Original Amount
Component Units				
Universities:				
Bonds	\$ 1,121,487	.29% - 6.84%	Sept. 2046	\$ 1,534,761
Notes	<u>10,819</u>	1.29% - 5.13%	Sept. 2039	<u>30,402</u>
Total Component Units	<u>\$ 1,132,306</u>			<u>\$ 1,565,163</u>

At June 30, 2016, future revenue bond and note debt service requirements are (amounts expressed in thousands):

Year Ending June 30	Component Units	
	Principal	Interest
2017	\$ 40,670	\$ 45,148
2018	36,746	44,243
2019	38,541	43,604
2020	38,828	42,583
2021	40,782	41,458
2022 - 2026	207,353	183,799
2027 - 2031	228,315	139,991
2032 - 2036	232,688	90,114
2037 - 2041	193,215	37,201
2042 - 2046	<u>75,168</u>	<u>4,562</u>
	<u>\$ 1,132,306</u>	<u>\$ 672,703</u>

Mississippi

Note 12 - Other Long-term Liabilities

A. Compensated Absences - The State's liability for compensated absences at June 30, 2016 is \$111,164,000 for governmental activities and \$632,000 for business-type activities. Internal service compensated absences of \$1,253,000 are included in governmental activities. For governmental activities, accrued compensated absences are generally paid out of the general fund. The component units' liability for compensated absences is \$129,115,000 of which \$128,310,000 is for the Universities. The reported liability includes related fringe benefits and excludes any obligations related to leave accumulations in excess of 30 days per employee (see Note 1-O).

B. Pollution Remediation Obligation - As of June 30, 2016, six Superfund sites in the State are in various stages of cleanup ranging from initial assessment of contamination to cleanup of chemical spills. Numerous leaking underground storage tank sites exist where motor fuels contaminate soil and groundwater, and present inhalation and explosive hazards. Under federal and state law, the State is legally obligated to remedy the detrimental effects of existing pollution through site investigation and assessment, restoration and replacement, cleanup, and monitoring.

At June 30, 2016, the primary government's pollution remediation obligation is \$42,946,000. This estimate is based on professional judgment, experience, historical cost data, and the use of the expected cash flow technique. Recoveries from other responsible parties, which would reduce the State's remediation liability, are not anticipated. Costs of pollution remediation are paid out of the general fund. Remediation obligation estimates may change over time. Estimated costs will vary due to changes in technology, fluctuation in prices, changes in potential responsible parties, and changes in regulations.

C. Notes Payable - At June 30, 2016, the primary government's outstanding notes payable as presented in governmental activities are (amounts expressed in thousands):

Purpose	Outstanding Amount	Interest Rates	Final Maturity Date	Original Amount
Utility restoration	\$ 75,420	5% - 5.45%	Jul. 2019	\$ 112,520
Energy efficiency	11,020	3.10% - 4.50%	Apr. 2026	14,698
Buildings	209,925	2% - 5.37%	Jul. 2031	217,970
Roads and bridges	684,126	1% - 6.59%	Jan. 2040	762,266
Total	980,491			1,107,454
Premiums	75,298			
Total Notes Payable, Net	\$ 1,055,789			\$ 1,107,454

Refunding and Defeased Notes

During fiscal year 2016, the State issued two refunding notes.

The State issued \$7,405,000 of refunding notes to advance refund notes payable reported in governmental activities. The advance refunding was undertaken to reduce debt service payments over the next 12 years by \$511,000, and obtain an economic gain (the difference between the present value of the debt service payments for the refunded and refunding notes) of \$450,000.

The State issued \$63,720,000 of refunding notes to advance refund notes payable reported in governmental activities. The advance refunding was undertaken to reduce debt service payments over the next 20 years by \$3,041,000, and obtain an economic gain (the difference between the present value of the debt service payments for the refunded and refunding notes) of \$2,220,000.

The net proceeds of the refunding issues were deposited in irrevocable trusts to be used solely for satisfying all future scheduled principal and interest payments on the refunded debt. Accordingly, for financial reporting purposes, the defeased notes and related trust accounts are not included in the financial statements. At June 30, 2016, \$162,770,000 of outstanding notes are considered defeased.

Mississippi

At June 30, 2016, future debt service requirements for notes payable as presented in governmental activities are (amounts expressed in thousands):

Year Ending June 30	Principal	Interest
2017	\$ 65,667	\$ 51,894
2018	68,395	48,901
2019	68,922	43,308
2020	70,846	39,962
2021	53,668	37,065
2022-2026	310,163	143,727
2027-2031	196,695	69,703
2032-2036	101,030	31,320
2037-2041	45,105	7,382
Total	980,491	473,262
Premiums	75,298	
Total Debt Service, Net	<u>\$ 1,055,789</u>	<u>\$ 473,262</u>

- D. Capital Lease Commitments** - The State leases property with varying terms and options. Most leases contain a fiscal funding addendum stating that the lease shall terminate on the last day of the fiscal year if appropriated funds for the ensuing fiscal year are insufficient. However, if renewal is reasonably assured, leases requiring appropriation by the State Legislature are considered non-cancellable leases for financial reporting purposes.

At June 30, 2016, assets recorded under capital leases are as follows (amounts expressed in thousands):

	Governmental Activities	Business-type Activities
Land	\$ 700	\$ 700
Machinery and Equipment	18,506	293
Accumulated Depreciation	(8,826)	(56)
Total	<u>\$ 9,680</u>	<u>\$ 937</u>

Internal service funds predominately serve the governmental funds. Accordingly, internal service capital assets recorded under capital leases of \$2,490,000 are included in the governmental activities column. The discretely presented component units recorded capital assets acquired through capital leases of \$131,939,000.

At June 30, 2016, future minimum commitments under capital leases are (amounts expressed in thousands):

Year Ending June 30	Governmental Activities	Business-Type Activities	Total Primary Government	Component Units
2017	\$ 6,030	\$ 83	\$ 6,113	\$ 11,338
2018	4,224	83	4,307	11,243
2019	2,860	42	2,902	10,167
2020	1,398		1,398	9,367
2021	1,086		1,086	9,474
2022-2026	708		708	49,005
2027-2031				35,323
2032-2036				29,516
2037-2041				2,360
Total Minimum Lease Payments	16,306	208	16,514	167,793
Less Interest	1,044	10	1,054	64,003
Present Value of Minimum Lease Payments	<u>\$ 15,262</u>	<u>\$ 198</u>	<u>\$ 15,460</u>	<u>\$ 103,790</u>

Internal service future minimum lease payments of \$1,828,000 less interest of \$131,000 are included in the governmental activities column.

Mississippi

Note 13 - Changes in Long-term Liabilities

Changes in the primary government's long-term liabilities for the year ended June 30, 2016 are summarized below (amounts expressed in thousands):

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Governmental Activities:					
General Obligation Bonds (Note 9)	\$ 4,172,435	\$ 298,895	\$ 292,956	\$ 4,178,374	\$ 313,388
Premiums/Discounts (Note 9)	208,892	22,674	20,191	211,375	20,551
Limited Obligation Bonds (Note 9)		200,000		200,000	3,405
Premiums (Note 9)		27,460	953	26,507	1,374
Notes Payable (Note 12)	1,037,310	71,125	127,944	980,491	65,667
Premiums (Note 12)	76,684	6,194	7,580	75,298	7,079
Total Bonds and Notes	5,495,321	626,348	449,624	5,672,045	411,464
Derivative Instruments (Note 9)	40,440	9,761		50,201	
Capital Lease Obligations (Note 12)	20,209	3,420	8,367	15,262	5,607
Accrued Compensated Absences (Note 12)	118,498	62,056	69,390	111,164	10,220
Pollution Remediation Obligation (Note 12)	43,089	11,534	11,677	42,946	7,228
	<u>\$ 5,717,557</u>	<u>\$ 713,119</u>	<u>\$ 539,058</u>	<u>\$ 5,891,618</u>	<u>\$ 434,519</u>
Business-type Activities:					
General Obligation Bonds (Note 9)	\$ 12,670	\$	\$ 2,974	\$ 9,696	\$ 3,022
Capital Lease Obligations (Note 12)	272		74	198	77
Accrued Compensated Absences (Note 12)	685	404	457	632	52
	<u>\$ 13,627</u>	<u>\$ 404</u>	<u>\$ 3,505</u>	<u>\$ 10,526</u>	<u>\$ 3,151</u>

Internal service funds predominantly serve the governmental funds. Therefore, long-term liabilities for internal service funds are included in the governmental activities totals. The beginning and ending balances of governmental activities capital lease obligations include \$2,778,000 and \$1,697,000, respectively, of internal service funds. The beginning and ending balances of governmental activities accrued compensated absences include \$1,262,000 and \$1,253,000, respectively, of internal service funds.

The current portion of accrued compensated absences is reported in accounts payable and other liabilities and the long-term portion is included in noncurrent other liabilities.

Note 14 – Short-term Financing

A. General Obligation Note – During fiscal year 2016, the State issued a taxable general obligation note, Series 2015A totaling \$30,000,000 to provide short-term financing for the North Central Mississippi Municipal Rail Authority. The 2015A note was scheduled to mature on December 31, 2016, with an interest rate of 0.9%. This note was redeemed with the proceeds of Taxable General Obligation Bonds, Series 2015G dated November 15, 2015. At June 30, 2016, there were no outstanding general obligation notes. Changes in general obligation short-term note activity recorded in governmental activities during fiscal year 2016, are as follows (amounts expressed in thousands):

	Beginning Balance	Additions	Reductions	Ending Balance
General Obligation Note, Series 2015 A	\$ 0	\$ 30,000	\$ 30,000	\$ 0

B. Credit Agreements - The Division of Medicaid, which is reported within the General Fund, is authorized to obtain a line of credit up to \$150,000,000 from any special source funds in the state treasury or commercial lenders to cover temporary cash flow shortfalls in providing health care services. This line of credit is secured by the first available funds received by the Division of Medicaid and is to be repaid by the end of the quarter following the loan origination. Changes in the line of credit activity during fiscal year 2016, are as follows (amounts expressed in thousands):

	Beginning Balance	Additions	Reductions	Ending Balance
Medicaid Line of Credit	\$ 53,000	\$ 0	\$ 53,000	\$ 0

Mississippi

Note 15 - Retirement Plans

Plan Description

In accordance with state statutes, Public Employees' Retirement System (PERS) Board of Trustees (System) administers four defined benefit plans. The defined benefit plans are the PERS, a cost-sharing multiple-employer public employee retirement system established in 1952, Mississippi Highway Safety Patrol Retirement System (MHSPRS), a single-employer public employee retirement system established in 1958, the Municipal Retirement Systems (MRS), which are agent multiple-employer defined benefit public employee retirement systems composed of 19 separate municipal retirement and fire and police disability and relief systems, and Supplemental Legislative Retirement Plan (SLRP), a single-employer public employee retirement system established in fiscal year 1990.

PERS, MHSPRS, MRS and SLRP are considered part of the State of Mississippi's financial reporting entity and are included in the accompanying financial statements as pension trust funds. The purpose of these plans is to provide pension benefits for all state employees, sworn officers of the state highway patrol, other public employees whose employers have elected to participate, and elected members of the State Legislature and the president of the Senate. The System issues a Comprehensive Annual Financial Report, which includes PERS, MHSPRS, MRS and SLRP, that is available from Public Employees' Retirement System of Mississippi.

Membership and Benefit Provisions

Public Employees' Retirement System: Membership in PERS is a condition of employment granted upon hiring for qualifying employees and officials of the State, state universities, community and junior colleges, and teachers and employees of the public school districts. For those persons employed by the political subdivisions and instrumentalities of the State, membership is contingent upon approval of the entity's participation in PERS by the System's Board of Trustees. If approved, membership for these employees is a condition of employment and eligibility is granted to those who qualify upon hiring. A member who terminates employment from all covered employers and who is not eligible to receive monthly retirement benefits may request a refund of his or her accumulated member contributions plus interest. Upon withdrawal of contributions, a member forfeits service credit represented by those contributions.

Participating members who are vested and retire at or after age 60 or those who retire regardless of age with at least 30 years of creditable service (25 years of creditable service for employees who became members of PERS before July 1, 2011) are entitled, upon application, to an annual retirement allowance payable monthly for life in an amount equal to 2 percent of their average compensation for each year of credited service up to and including 30 years (25 years for those who became members before July 1, 2011) plus 2.5 percent for each additional year of credited service with an actuarial reduction in the benefit for each year of creditable service below 30 years or the number of years in age that the member is below 65, whichever is less. Average compensation is the average of the employee's earnings during the four highest compensated years of credited service. A member may elect a reduced retirement allowance payable for life with the provision that, after death, a beneficiary receives benefits for life or for a specified number of years. Benefits vest upon completion of eight years of membership service (four years of membership service for those who became members of PERS before July 1, 2007). PERS also provides certain death and disability benefits. Benefit provisions are established by Section 25-11-1 et seq., Mississippi Code Ann. (1972) and may be amended only by the State Legislature.

A Cost-of-Living Adjustment (COLA) is made to eligible retirees and beneficiaries. The COLA is equal to 3 percent of the annual retirement allowance for each full fiscal year of retirement up to the year in which the retired member reaches age 60 (55 for those who became members of PERS before July 1, 2011), with 3 percent compounded for each fiscal year thereafter. For the year ended June 30, 2016, the total annual COLA payments for PERS were \$559,888,000.

Mississippi Highway Safety Patrol Retirement System: Membership in MHSPRS is a condition of employment granted upon hiring for all officers of the Mississippi Highway Safety Patrol who have completed a course of instruction in an authorized highway patrol training school on general law enforcement and who serve as sworn officers of the highway patrol in the enforcement of the laws of the State. Participating members who withdraw from service at or after age 55 with at least five years of membership service, or after reaching age 45 with at least 20 years of credited service, or with 25 years of service at any age, are entitled, upon application, to an annual retirement allowance payable monthly for life in an amount equal to 2.5 percent of average compensation during the four highest consecutive years of earnings, reduced 3 percent for each year below age 55 or 3 percent for each year under 25 years of service, whichever is less. MHSPRS also provides certain death and disability benefits. A member who terminates employment from the highway patrol and who is not eligible to receive monthly retirement benefits may request a refund of his or her accumulated employee contributions plus interest. Upon withdrawal of contributions, a member forfeits service credit represented by those contributions. Benefit provisions for MHSPRS are established by Section 25-13-1 et seq., Mississippi Code Ann. (1972) and may be amended only by the State Legislature.

A COLA payment is made to eligible retirees and beneficiaries. The COLA is equal to 3 percent of the annual retirement allowance for each full fiscal year of retirement up to the year in which the retired member reaches age 60, with 3 percent compounded for each fiscal year thereafter. For the year ended June 30, 2016, the total annual COLA payments for MHSPRS were \$9,008,000.

Mississippi

Municipal Retirement Systems: Membership in the two general Municipal Retirement Systems and the 17 Fire and Police Disability and Relief Systems was granted to all municipal employees, fire fighters, and police officers who were not already members of PERS and who were hired prior to July 1, 1976. Two fire and police plans elected to extend the eligibility period for membership to July 1, 1987. Eligible employees hired after these periods automatically become members of PERS. The Municipal Retirement Systems were all closed to new members by July 1, 1987.

Regardless of age, participating employees who retire with at least 20 years of membership service are entitled to an annual retirement allowance payable monthly for life in an amount equal to 50 percent of their average monthly compensation and an additional 1.7 percent for each year of credited service beyond 20 years, not to exceed 66.67 percent of average monthly compensation, except as may otherwise be provided through local and private legislation. Average monthly compensation for the two Municipal Retirement Systems and the 17 Fire and Police Disability and Relief Systems is the monthly average for the last six months of service. Certain participating employers provide a minimum monthly retirement allowance. Benefits vest upon reaching 20 years of credited service. MRS plans also provide certain death and disability benefits. Members who terminate employment from all covered employers and are not eligible to receive monthly retirement benefits may request a full refund of employee contributions. Members covered by MRS do not receive interest on their accumulated contributions. Upon withdrawal of contributions, a member forfeits service credit represented by those contributions. Benefit provisions are established by Sections 21-29-1 et seq., Articles 1, 3, 5 and 7, Mississippi Code Ann. (1972) and annual local and private legislation. Statutes may be amended only by the State Legislature.

The retirees and beneficiaries of MRS plans with provisions for COLAs, who are receiving a retirement allowance on July 1 of each fiscal year, may be entitled to a COLA. This payment is equal to the annual percentage change of the Consumer Price Index (CPI) but not to exceed 2.5 percent of the annual retirement allowance for each full fiscal year of retirement. Certain MRS plans may adopt a COLA other than one linked to the change in the CPI. These additional payments will be made only when funded by the employers. For the year ended June 30, 2016, the total COLAs for MRS plans were \$5,534,000.

Supplemental Legislative Retirement Plan: Membership in SLRP is composed of all elected members of the State Legislature and the president of the Senate. This plan is designed to supplement the provisions of PERS. Those serving when SLRP became effective July 1, 1989, had 30 days to waive membership. Those elected after July 1, 1989, automatically become members. Members and employers are statutorily required to contribute certain percentages of salaries and wages as specified by the Board of Trustees.

The retirement allowance is 50 percent of an amount equal to the retirement allowance payable by PERS, determined by credited service as an elected senator or representative in the State Legislature or as president of the Senate. Benefits vest upon completion of the requisite number of membership service years in PERS. SLRP also provides certain death and disability benefits. A member who terminates legislative employment and who is not eligible to receive monthly retirement benefits may request a refund of his or her accumulated employee contributions plus interest. Upon withdrawal of contributions, a member forfeits service credit represented by those contributions. Benefit provisions for SLRP are established by Section 25-11-301 et seq., Mississippi Code Ann. (1972) and may be amended only by the State Legislature.

Retirees and beneficiaries of SLRP may receive COLAs calculated identically to PERS retirees and beneficiaries. For the year ended June 30, 2016, the total COLAs for SLRP were \$283,000.

Contribution Requirements

Contribution provisions for PERS, MHSPRS and SLRP are established by state statute. The adequacy of these rates is assessed annually by actuarial valuation. Contribution provisions for MRS are established by state statute and annual local and private legislation. State statutes may be amended only by the State Legislature.

The following table provides information concerning funding policies (amounts expressed in thousands):

	PERS	MHSPRS	MRS	SLRP
Contribution rates as a percent of covered payroll:				
State	15.75% *	37% *	N/A	7.4% *
Other employers	N/A	N/A	.87 – 7.79 mills****	N/A
Plan members	9%	7.25%	7% - 10%	3% **
Employer contributions made	\$ 1,021,261	\$ 14,755***	\$ 18,542	\$ 514

* In October 2012, the Board adopted a revised funding policy aimed at stabilizing the employer contribution rate and reducing the unfunded actuarial accrued liability. The revised policy established a goal to be 80% funded by 2042 and set the PERS employer rate at 15.75%, MHSPRS rate at 37%, and SLRP rate at 7.4%.

** In addition to 9% required by PERS.

*** Includes fees authorized by the State Legislature, which are reported as other additions in the pension trust funds. Due to Senate Bill No. 2659 enacted in 2004, an estimated additional contribution of \$3,600,000 (13.3 percent of payroll) was used to calculate total required contributions for MHSPRS. The actual amount received in 2016 was \$3,894,000.

**** Based on assessed property values.

Mississippi

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

At June 30, 2016, the State reported a liability of \$2,811,832,000 for its proportionate share of the net pension liability in PERS. The net pension liability was measured as of June 30, 2015, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The State's proportion of the net pension liability was based on a projection of the long-term share of contributions to the pension plan relative to the projected contributions of all participating employers, actuarially determined. At the measurement date, the State's proportion was 18.19%.

At June 30, 2016, the State reported a net pension liability of \$154,596,000 and \$4,757,000 for MHSPRS and SLRP, respectively. The net pension liability was measured as of June 30, 2015, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date.

Changes in the Net Pension Liability

The following table details the changes in the net pension liability from the beginning to the end of the measurement year for the single-employer plans, MHSPRS and SLRP (amounts expressed in thousands):

MHSPRS	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
	(a)	(b)	(a) - (b)
Balances at June 30, 2015	\$ 445,822	\$ 326,032	\$ 119,790
Changes for the Year:			
Service Cost	6,361		6,361
Interest	34,503		34,503
Difference between expected and actual experience	1,013		1,013
Changes in assumptions	19,176		19,176
Contributions - employer		13,695	(13,695)
Contributions - employee		1,938	(1,938)
Net investment income		10,812	(10,812)
Benefit payment, including refunds of employee contributions	(29,072)	(29,072)	0
Administrative expense		(198)	198
Net Changes	31,981	(2,825)	34,806
Balances at June 30, 2016	\$ 477,803	\$ 323,207	\$ 154,596

SLRP	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
	(a)	(b)	(a) - (b)
Balances at June 30, 2015	\$ 20,240	\$ 16,453	\$ 3,787
Changes for the Year:			
Service Cost	406		406
Interest	1,569		1,569
Difference between expected and actual experience	(333)		(333)
Contributions - employer		511	(511)
Contributions - employee		207	(207)
Net investment income		552	(552)
Benefit payment, including refunds of employee contributions	(1,257)	(1,257)	0
Administrative expense		(10)	10
Other Changes	588		588
Net Changes	973	3	970
Balances at June 30, 2016	\$ 21,213	\$ 16,456	\$ 4,757

Mississippi

For the year ended June 30, 2016, the State recognized pension expense of \$260,915,000. At June 30, 2016, the State reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources (amounts expressed in thousands):

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Governmental Activities:		
Difference between expected and actual experience	\$ 66,892	\$ 478
Net difference between projected and actual earnings on pension plan investments	58	87,111
Changes in proportion	1,522	51,736
Changes of assumptions	255,268	
Contributions subsequent to the measurement date	193,538	
Total Government Activities	<u>517,278</u>	<u>139,325</u>
Business-type Activities:		
Differences between expected and actual experience	541	
Net difference between projected and actual earnings on pension plan investments	500	885
Changes in proportions	1,051	990
Changes of assumptions	1,474	
Contributions subsequent to the measurement date	1,511	
Total Business-type Activities	<u>5,077</u>	<u>1,875</u>
Private Purpose Trust:		
Differences between expected and actual experience	3	
Net difference between projected and actual earnings on pension plan investments		4
Changes of assumptions	13	
Contributions subsequent to the measurement date	13	
Total Private Purpose Trust	<u>29</u>	<u>4</u>
Totals	<u>\$ 522,384</u>	<u>\$ 141,204</u>

Contributions subsequent to the measurement date of \$195,062,000, reported as deferred outflows of resources, will be recognized as a reduction of the net pension liability in the year ended June 30, 2017. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows (amounts expressed in thousands):

Year ended June 30	Governmental Activities Net Outflows & Inflows of Resources	Business-Type Activities Net Outflows & Inflows of Resources	Private Purpose Trust Net Outflows & Inflows of Resources
2017	\$ 58,312	\$ 733	\$ 4
2018	55,897	616	4
2019	26,316	39	2
2020	43,890	304	2
Total	<u>\$ 184,415</u>	<u>\$ 1,692</u>	<u>\$ 12</u>

Actuarial Assumptions

The collective total pension liability was determined by an actuarial valuation as of June 30, 2015, using the following actuarial assumptions, applied to all periods included in the measurement:

	<u>PERS</u>	<u>MHSPRS</u>	<u>SLRP</u>
Inflation	3 %	3 %	3 %
Salary increases, including inflation	3.75% - 19 %	4.25% - 9.31 %	3.75 %
Investment rate of return*	7.75 %	7.75 %	7.75 %
Increases in benefits after retirement**	3 %	3 %	3 %

* net of pension plan investment expense, including inflation

** PERS and SLRP calculated 3% for each full fiscal year of retirement to age 60 (55 for those who became members before July 1, 2011), with 3% compounded for each fiscal year thereafter. MHSPRS calculated 3% simple interest to age 60, compounded each fiscal year thereafter.

Mississippi

Mortality rates for PERS, MHSPRS and SLRP were based on the RP-2014 Healthy Annuitant Blue Collar Table projected with Scale BB to 2016, set forward two years for males.

The actuarial assumptions for PERS, MHSPRS and SLRP used in the June 30, 2015, valuation were based on the results of an actuarial experience study for the period July 1, 2010, to June 30, 2014. The experience report is dated May 4, 2015.

The long-term expected rate of return on pension plan investments for PERS, MHSPRS and SLRP was determined using a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected nominal returns, net of pension plan investment expense and the assumed rate of inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighing the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target asset allocation and best estimates of arithmetic real rates of return for each major asset class as of June 30, 2015, are summarized in the following table:

Asset Class	Target Asset Allocation	Long-term Expected Real Rate of Return
U.S. Broad	34 %	5.20 %
International equity	19	5.00
Emerging markets equity	8	5.45
Fixed income	20	0.25
Real assets	10	4.00
Private equity	8	6.15
Cash	1	(0.50)
Totals	100 %	

Changes of Assumptions

For PERS, MHSPRS and SLRP in 2015 and later, the expectation of retired life mortality was changed to RP-2014 Healthy Annuitant Blue Collar Table projected to 2016 using Scale BB rather than the RP-2000 Mortality Table, which was used prior to 2015. In 2015, the expectation of disabled mortality was changed to the RP-2014 Disabled Retiree Table, rather than the RP-2000 Disabled Mortality Table, which was used prior to 2015. Pre-retirement mortality rates and service retirement rates were also adjusted to more closely reflect actual experience. In 2015, assumed rates of salary increase were adjusted to more closely reflect actual and anticipated experience. Finally, the price inflation and investment rate of return assumptions were changed from 3.5% to 3% and 8% to 7.75%, respectively.

Single-Employer Benefit Plan Employees

The following employees were covered by the benefit terms of MHSPRS and SLRP at June 30, 2015:

	MHSPRS	SLRP
Inactive employees or beneficiaries currently receiving benefits	724	185
Inactive employees entitled to but not yet receiving benefits	59	51
Active employees	518	174
Totals	1,301	410

Discount Rate

The discount rate used to measure the total pension liability was 7.75%. The projection of cash flows used to determine the discount rate assumed that the plan member contributions will be made at the current contribution rate of 9%, 7.25% and 3% for PERS, MHSPRS and SLRP, respectively, and that employer contributions will be made at the current employer contribution rate 15.75%, 37% and 7.4% for PERS, MHSPRS and SLRP, respectively. Based on those assumptions, the pension plans' fiduciary net position was projected to be available to make all projected future benefit payments of current plans members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Mississippi

Sensitivity of the State's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following table presents the State's proportionate share of the net pension liability using the discount rate of 7.75%, as well as what the plan's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.75%) or 1-percentage-point higher (8.75%) than the current rate (amounts expressed in thousands):

Net Pension Liability	Current Discount Rate		
	1% Decrease 6.75%	7.75%	1% Increase 8.75%
PERS	\$ 3,706,253	\$ 2,811,832	\$ 2,069,631
MHSPRS	213,337	154,596	105,895
SLRP	7,014	4,757	2,828
Total	\$ 3,926,604	\$ 2,971,185	\$ 2,178,354

Detailed information about the PERS, MHSPRS and SLRP pension plans is available on the PERS of Mississippi website at www.pers.ms.gov.

Note 16 - Other Postemployment Benefits

Plan Description

The State and School Employees' Health Insurance Management Board (the Board) administers the State's self-insured medical plan and life insurance program established by Section 25-15-3 et seq., Mississippi Code Ann. (1972), which may be amended only by the State Legislature. State law mandates that all state, public education, library, junior and community college and retiring employees be offered health and life benefit coverage through the State and School Employees' Life and Health Insurance Plan (the Plan). Since retirees may obtain health insurance by participating in a group with active employees and consequently receive a health insurance premium rate differential, the State has a postemployment healthcare benefit reportable under GASB Statement 45 as a single employer defined benefit healthcare plan. Effective July 1, 2007, the State implemented GASB Statement 45 prospectively, which requires reporting on an accrual basis the liability associated with other postemployment benefits. The State does not issue a publicly available financial report for the Plan.

Funding Policy

Employees' premiums are funded by the state and local school districts with additional funding provided by retired employees and by active employees for spouse and dependent medical coverage. The Plan is financed on a pay-as-you-go basis. The Board has the sole authority for setting health insurance premiums for the State and School Employees' Life and Health Insurance Plan. For governmental activities, the general fund is typically used to retire the OPEB obligation.

Per Section 25-15-15 (10), Mississippi Code Ann. (1972), any retired employee electing to purchase retiree life and health insurance will have the full cost of such insurance premium deducted monthly from his State retirement plan check or direct billed for the cost of the premium if the retirement check is insufficient to pay for the premium. If the board determines actuarially that the premium paid by the participating retirees adversely affects the overall cost of the Plan to the state, then the board may impose a premium surcharge, not to exceed fifteen percent, upon such participating retired employees who are under the age for Medicare eligibility and who were initially employed before January 1, 2006. For participating retired employees who are under the age for Medicare eligibility and who were initially employed on or after January 1, 2006, the Board may impose a premium surcharge in an amount the Board determines actuarially to cover the full cost of insurance. For the year ended June 30, 2016, retiree premiums range from \$180 to \$1,472 depending on plan election, dependent coverage, Medicare eligibility, and date of hire.

Actuarial Valuation

The State and School Employees' Life and Health Insurance Plan's Report of the Actuary on the Other Postemployment Benefits Valuation was prepared as of June 30, 2016. The Plan presently has an actuarial valuation performed annually in order to be in compliance with GASB Statement 45.

Annual OPEB Cost and Net OPEB Obligation

The State's annual OPEB cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC was determined assuming the Plan would fund the OPEB liability on a pay-as-you-go basis. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The current ARC of \$47,297,000 is 1.04 percent of annual covered payroll.

Mississippi

The following table presents the OPEB cost for the year, the amount contributed and changes in the OPEB Plan for fiscal year 2016 (amounts expressed in thousands):

Annual required contribution	\$ 47,297
Interest on prior year net OPEB obligation	7,086
Adjustment to annual required contribution	<u>(5,433)</u>
Annual OPEB cost	48,950
Contributions made	<u>(32,270)</u>
Increase in net OPEB obligation	16,680
Net OPEB obligation – Beginning of year	157,474
Net OPEB obligation – End of year	<u>\$ 174,154</u>

The following table provides the State's annual OPEB cost, the percentage of annual OPEB cost contributed to the Plan, and the net OPEB obligation for the last three fiscal years as restated (amounts expressed in thousands):

	<u>Annual OPEB Cost</u>	<u>Percentage of Annual OPEB Cost Contributed</u>	<u>Net OPEB Obligation</u>
2014	\$ 45,253	67.4%	\$ 139,943
2015	49,776	64.8	157,474
2016	48,950	65.9	174,154

Funded Status and Funding Progress

The following table provides funding information for the most recent actuarial valuation date (amounts expressed in thousands):

Actuarial Valuation Date	June 30, 2016
Actuarial Value of Assets	\$ 0
Actuarial Accrued Liability (AAL) Entry Age Normal	\$ 709,077
Unfunded AAL (UAAL)	\$ 709,077
Funded Ratio	0.0%
Annual Covered Payroll	\$ 4,552.979
UAAL as a Percentage of Annual Covered Payroll	15.6%

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as RSI following the notes to the financial statements, is designed to present multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. Additional information as of the latest actuarial valuation follows:

Actuarial valuation date	June 30, 2016
Actuarial cost method	Entry age normal
Amortization method	Level percent of pay, open
Remaining amortization period	30 years
Asset valuation method	Market value of assets
Actuarial assumptions:	
Investment rate of return*	4.5%
Projected salary increases**	4.5% - 15.0%
Healthcare cost trend rate*	6.25%
Ultimate trend rate	5.0%
Year of ultimate trend rate	2020
* Includes price inflation at	3.0%
** Includes wage inflation at	3.75%

Mississippi

Note 17 - Commitments

A. Operating Leases

The State has entered into numerous agreements to lease land and buildings which are classified as operating leases. These agreements generally contain the provision that, at the expiration date of the lease, the State may renew the operating lease on a month-to-month basis. It is expected that in the normal course of business most of these leases will be renewed or replaced by similar leases. Although the lease terms vary, most leases are subject to annual appropriation by the State Legislature to continue the lease obligation. If an appropriation is reasonably assured, leases are considered non-cancellable for financial reporting purposes. Any escalation clauses, sublease rentals, and contingent rents are considered immaterial to the future minimum lease payments and current rental expenditures.

Operating lease payments are recorded as expenditures or expenses when paid or incurred. Future minimum commitments due under non-cancellable operating leases for land and buildings as of June 30, 2016 are as follows (amounts expressed in thousands):

<u>Year Ending June 30</u>	<u>Amount</u>
2017	21,052
2018	18,931
2019	15,074
2020	11,848
2021	9,155
2022 - 2026	32,797
2027 - 2031	18,262
2032 - 2036	9,258
2037 - 2041	187
2042 - 2046	152
2047 - 2051	12
Total Minimum Commitments	<u>\$ 136,728</u>

Expenditures for rental of land and buildings under operating leases for the year ended June 30, 2016 amounted to \$24,783,000.

B. Contracts

At June 30, 2016, the Department of Transportation had contracts outstanding of approximately \$933,023,000 with performance continuing during fiscal year 2017. Of this amount \$37,294,000 is related to local public agencies, such as planning and development districts, counties and municipalities. These contracts were primarily for construction, repair and maintenance and will be paid through the General Fund. Approximately 56 percent of future expenditures related to these commitments are expected to be reimbursed from proceeds of federal grants when the actual costs are incurred. The remaining portion will be funded by specific gasoline taxes.

The State Aid Road Division had contracts of \$63,901,000 outstanding at June 30, 2016 for construction, repair and maintenance of state and county roads. These contracts will be paid through the General Fund. Approximately 61 percent of future expenditures related to these commitments are expected to be reimbursed from proceeds of federal grants when the actual costs are incurred. The remaining portion will be funded by specific tax levies.

The Office of Building, Grounds and Real Property Management had outstanding construction, repair and maintenance contracts of \$291,612,000 at June 30, 2016. These contracts will be paid from the General fund.

The Military Department had contracts outstanding of approximately \$6,529,000 at June 30, 2016. Approximately 100 percent of future expenditures related to these commitments are expected to be reimbursed from proceeds of federal grants when the actual costs are incurred.

The Port Authority at Gulfport (a major enterprise fund) had contracts outstanding of approximately \$94,025,000 at June 30, 2016. These contracts were primarily for construction costs related to the port. These contracts will be paid from Port Authority at Gulfport's revenues and federal grants.

The Department of Information Technology Services had contracts outstanding of approximately \$28,366,000 at June 30, 2016. These contracts were primarily for the construction of the Mississippi Wireless Information Network state-wide digital trunked land mobile radio system including enhancements which add broadband data capabilities. Approximately 95 percent of future expenditures related to these commitments are expected to be reimbursed from proceeds of federal grants when the actual costs are incurred. The remaining portion will be paid through the General Fund.

Mississippi

C. Encumbrances

Encumbrances represent executed but unperformed purchase orders that are reported within governmental funds as restricted, committed, or assigned fund balance. At June 30, 2016, the encumbrance amounts in the General Fund were \$25,201,000.

Note 18 - Risk Management

The State has elected to finance most exposures to risk through the retention of risk. The exposures to risk retained by the State are health and life benefits, tort liability, unemployment benefits and workers' compensation benefits. The State utilizes the internal service Risk Management Fund to account for these activities with the noted exception in workers' compensation benefits. Estimates of liabilities for incurred but unpaid claims include both reported and unreported insured events. Nonincremental claims adjustment expenses have not been included as part of the liability for claims and judgments due to immateriality. Changes in claim liabilities recorded in governmental activities for fiscal years 2015 and 2016 are as follows (amounts expressed in thousands):

	Beginning Balance	Claims and Changes in Estimates	Claims Payments	Ending Balance
2015	\$ 191,861	\$ 697,167	\$ 713,235	\$ 175,793
2016	175,793	709,131	749,198	135,726

Health and Life Benefits: The State has elected to manage the health benefit through the retention of all exposure. The life benefit is purchased from a commercial insurance company for death benefit distribution under tax law but management of the risk is accomplished by self insuring within an insured shell. State law mandates that all state, public education, library, junior and community college and retiring employees be offered health and life benefit coverage through this plan.

Estimates of the liability for unpaid claims are actuarially determined using the development method. This method uses past observed patterns of time between claim incurral and payment to estimate incurred claims from available claims data. Liabilities are based on the estimated ultimate cost of settling the claims, including inflation and other factors, and provisions for estimated claims adjustment expenses.

Tort Liability: The State manages tort claims through the retention of all liability exposure. The State Legislature created the Tort Claims Board to administer these claims beginning in fiscal year 1994. Statutory regulations provide some protection, as well as a limitation of liability, for claims filed against state agencies and state employees. There is some limited purchase of commercial insurance by state agencies for excess auto liability and other lines of coverage to fulfill some contractual requirements on out of state operations. There is purchase of insurance for protection of some fleet vehicles, some specified watercraft and specific fixed wing aircraft. In the last three years, settled claims have not exceeded commercial coverage.

Claims payments are financed through an annual assessment to all state agencies based on amount of payroll and past loss history. Estimates of the liability for unpaid claims are actuarially determined based on observed patterns of claims payments, as well as the experience of similar programs in other states.

Unemployment Benefits: Unemployment benefits are established in statute and administered by the Mississippi Department of Employment Security. The State elects to manage the financial risk for state agencies through retention of all liability exposure. Benefits are financed through collection of premiums from agencies, which provides a stable cash flow for payment of claims.

Estimates of the liability for unpaid claims are actuarially determined based on observed patterns of claims payments, adjusted for changes in covered payrolls.

Workers' Compensation Benefits: Workers' compensation benefits are established in statute and the rules and regulations are established by the Mississippi Workers' Compensation Commission and the Mississippi State Agencies Self-Insured Workers' Compensation Trust Board of Trustees. Four major state agencies have been granted exemption from participation in the Risk Management Fund.

The exposure of risk in the Risk Management Fund is financed mostly through retention of all exposure, with limited purchase of commercial excess insurance. The benefits are financed through collection of premiums, based on an actuarial estimate, from agencies which provides a stable cash flow for claims payments. In the last three years, settled claims have not exceeded commercial coverage. Estimates of the liability for unpaid claims are actuarially determined based on observed patterns of claims payments and case reserves development. Liabilities are based on the ultimate costs of settling claims, including inflation and other factors, and include provisions for estimated claims adjustment expenses.

Mississippi

Exempted state agencies cover all claim settlements and judgments with the resources of the General Fund. Claim expenditures and estimates of the related liability are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated.

Note 19 - Contingencies

- A. Federal Grants** - The State has received federal grants for specific purposes that are subject to audit by the grantor agencies. Entitlements to these resources are generally conditional upon compliance with the terms and conditions of grant agreements and applicable federal regulations, including the expenditure of resources for allowable purposes. Any disallowance resulting from an audit may become a liability of the State. The State estimates that the ultimate disallowance pertaining to these grants, if any, will be immaterial to its overall financial condition.

The Division of Medicaid, which is reported within the General Fund, has been notified by the Centers for Medicare and Medicaid Services (CMS) of a potential claim relative to potential overpayments by CMS under Medical Assistance Program grants that may have been made between 1981 and 2009 to a number of states, including Mississippi. CMS is working with the Division of Medicaid, as well as various other states, to resolve the discrepancies. The amount questioned by CMS for the Division of Medicaid is approximately \$28,000,000.

Additionally, the Division of Medicaid has been notified by the Office of the Inspector General (OIG) of a potential claim relative to unallowable school-based Medicaid administrative costs for federal fiscal years 2010 through 2012. The amount determined by the OIG to be unallowable was \$21,200,000.

- B. Litigation** - The State is party to various legal proceedings that arise in the normal course of governmental operations. The State's legal counsel believes that they will be successful in defending the State and its agencies in a majority of these cases. In the event that they are not successful in defending such cases, they do not believe that the total liability will exceed \$42,244,000. In the opinion of the State, the ultimate disposition of these matters will not have a material adverse effect on the financial position of the State.
- C. Loan Guarantees** - The Mississippi Development Authority (MDA), a state agency, is authorized by state law to provide loan guarantees through the Small Business Loan Guarantee Program, funded through the Federal State Small Business Credit Initiative, in order to increase the amount of capital made available by private lenders to small businesses. The length of the loan guarantees range from one to fifteen years. In the case of default by the borrower, following the private lender's normal collection procedures to seek reimbursement from the loan recipient, the State pays the private lender a percentage of the outstanding loan amount. At June 30, 2016, outstanding MDA loan guarantees totaled \$39,806,000.

The State has co-signed promissory notes issued by the Federal Emergency Management Agency under the Federal Community Disaster Loan Program (CDL) on behalf of local governments as authorized by state law. The program provides operational funding for local governments or political subdivisions of the State that incurred a significant loss in revenue due to a presidentially declared disaster that adversely affected their ability to provide essential governmental services. At June 30, 2016, the remaining outstanding CDL loan guarantees totaled \$2,862,000. The loan guarantees expire September 30, 2035.

- D. Conduit Debt** - The Mississippi Development Bank (a nonmajor component unit) issues special obligation bonds in order to provide funds for making loans to governmental units. Although the special obligation bonds bear the name of the Bank, the Bank is not responsible for the payment of the bonds but rather the bonds are secured only by the payments agreed to be paid by the governmental units under the terms of the loan agreements. The outstanding balance of special obligation bonds issued by the Bank was approximately \$1,932,344,000 at June 30, 2016. The faith, credit and taxing power of the State and the Bank are not pledged to the payment of such bonds.

Mississippi

Note 20 - Subsequent Events

The Working Cash Stabilization Reserve Account and budgetary special funds may be used to meet cash flow needs throughout the year when the General Fund experiences projected cash flow deficiencies. As a result, the General Fund has accumulated borrowings outstanding of \$442,133,000 from the Working Cash Stabilization Reserve Account and \$280,770,000 from budgetary special funds as of April 21, 2017. In order to comply with State law, all borrowings must be repaid by the end of the fiscal year.

Subsequent to year end, the State entered into a financing agreement to advance refund a portion of a note payable reported in governmental activities. The agreement resulted in notes payable totaling \$108,255,000 with interest rates ranging from 1.098% to 5% and maturity dates between fiscal year 2017 and fiscal year 2028.

The State entered into a financing agreement on January 31, 2017 to accelerate the construction of a highway project. The agreement resulted in notes payable totaling \$43,785,000 maturing between fiscal year 2018 and fiscal year 2032. Interest rates range from 2% to 5%.

Subsequent to year end, the State issued the following bonds and notes:

Taxable General Obligation Note, Series 2016A dated July 7, 2016. The note was issued to provide funding for the Major Economic Impact Act. Advances may be drawn in \$5,000,000 increments not to exceed the total authorized of \$80,000,000. The current outstanding balance is \$20,000,000. Interest is payable semi-annually on the outstanding balance at the rate of 1.75%. The principal balance is payable on or before July 7, 2018.

General Obligation Bonds, Series 2016B totaling \$188,850,000 dated December 6, 2016. These bonds were issued to provide funding for Major Economic Impact and Capital Improvements. These bonds have principal payments beginning in December 2025 and will mature serially through December 2036 with an interest rate of 5%.

Taxable General Obligation Bonds, Series 2016C, totaling \$81,500,000 dated December 6, 2016. The Series 2016C bonds were issued for the purpose of providing funding for Major Economic Impact, Capital Improvements, Mississippi Technology Alliance, Economic Development Highway, ACE Fund, Small Municipalities and Limited Population Counties, and the State Shipyard Improvements. These bonds have principal payments beginning in December 2017 and will mature serially through December 2025 with interest rates ranging from 1.21% to 3.137%.

Mississippi

Required Supplementary Information

Mississippi

Required Supplementary Information

Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) - All Budgetary Funds

For the Year Ended June 30, 2016 (Expressed in Thousands)

	General Fund			
	Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Over (Under)
Revenues				
Sales tax	\$ 2,135,200	\$ 2,135,200	\$ 2,062,137	\$ (73,063)
Individual income tax	1,813,900	1,813,900	1,769,431	(44,469)
Corporate income and franchise taxes	692,500	692,500	596,260	(96,240)
Use and wholesale compensating taxes	246,000	246,000	238,254	(7,746)
Tobacco, beer and wine taxes	175,000	175,000	175,573	573
Insurance tax	234,700	234,700	292,774	58,074
Oil and gas severance taxes	71,800	71,800	26,483	(45,317)
Alcoholic Beverage Control excise and privilege taxes and net profit on sale of alcoholic beverages	74,300	74,300	73,369	(931)
Other taxes	10,900	10,900	12,845	1,945
Interest	14,500	14,500	10,206	(4,294)
Auto privilege, tag and title fees	10,300	10,300	9,389	(911)
Gaming fees	130,500	130,500	133,847	3,347
Highway Safety Patrol fees	22,900	22,900	20,429	(2,471)
Other fees and services	11,100	11,100	11,680	580
Miscellaneous	3,800	3,800	2,826	(974)
Court assessments and settlements			66,207	66,207
Special Fund revenues				
Total Revenues	5,647,400	5,647,400	5,501,710	(145,690)
Expenditures by Major Budgetary Function				
Legislative	29,538	28,642	28,154	(488)
Judiciary and justice	74,375	74,213	74,070	(143)
Executive and administrative	3,191	3,131	3,128	(3)
Fiscal affairs	67,977	66,879	66,876	(3)
Public education	2,271,540	2,254,420	2,252,624	(1,796)
Higher education	824,079	807,690	807,597	(93)
Public health	37,938	36,681	36,569	(112)
Hospitals and hospital schools	226,393	221,904	221,768	(136)
Agriculture, commerce and economic development	120,644	118,651	118,615	(36)
Conservation and recreation	53,230	52,372	52,357	(15)
Insurance and banking				
Corrections	333,063	326,630	326,337	(293)
Interdepartmental service				
Social welfare	1,080,002	1,098,870	1,098,569	(301)
Public protection and veterans assistance	108,857	108,446	108,103	(343)
Local assistance	84,455	83,188	83,188	
Motor vehicle and other regulatory agencies	40	40	32	(8)
Miscellaneous	1,580	1,540	1,540	
Public works				
Debt service	392,741	392,741	392,099	(642)
Total Expenditures	5,709,643	5,676,038	5,671,626	(4,412)
Excess of Revenues over (under) Expenditures	(62,243)	(28,638)	(169,916)	(141,278)
Other Financing Sources (Uses)				
Transfers in	12,700	12,700	190,961	178,261
Transfers out			(62,416)	(62,416)
Other sources/uses of cash			(515)	(515)
Excess of Revenues and Other Sources over (under) Expenditures and Other Uses	(49,543)	(15,938)	(41,886)	(25,948)
Budgetary Fund Balances - Beginning	48,502	48,502	48,502	
Budgetary Fund Balances - Ending	\$ (1,041)	\$ 32,564	\$ 6,616	\$ (25,948)

The accompanying notes to the Required Supplementary Information are an integral part of this statement.

Education Enhancement Fund				Special Fund			
Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Over (Under)	Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Over (Under)
\$ 262,940	\$ 266,884	\$ 294,023	\$ 27,139	\$	\$	\$	\$
25,744	26,722	29,457	2,735				
		138	138				
		47	47				
				15,715,128	15,492,382	10,475,408	(5,016,974)
288,684	293,606	323,665	30,059	15,715,128	15,492,382	10,475,408	(5,016,974)
				91,341	93,464	72,379	(21,085)
				19,998	20,547	18,638	(1,909)
				146,218	139,800	115,726	(24,074)
273,125	274,151	268,645	(5,506)	920,439	920,228	809,456	(110,772)
105,953	105,953	104,952	(1,001)	2,546,537	2,545,019	86,206	(2,458,813)
				760,895	413,871	279,344	(134,527)
				402,876	401,485	375,919	(25,566)
2,966	2,966	2,939	(27)	478,026	474,876	208,373	(266,503)
125	125	124	(1)	413,393	480,246	243,233	(237,013)
				61,475	68,620	57,907	(10,713)
				40,938	42,224	32,302	(9,922)
				53,047	53,047	51,905	(1,142)
				7,291,984	7,294,469	6,389,287	(905,182)
				800,981	853,021	377,013	(476,008)
				31,272	31,503	29,119	(2,384)
450	450	446	(4)	953	1,291	1,213	(78)
				1,561,888	1,565,804	1,198,184	(367,620)
				92,867	92,867	9,989	(82,878)
382,619	383,645	377,106	(6,539)	15,715,128	15,492,382	10,356,193	(5,136,189)
(93,935)	(90,039)	(53,441)	36,598			119,215	119,215
		46,077	46,077				
(93,935)	(90,039)	(7,364)	82,675			119,215	119,215
		23,679	23,679			1,099,326	1,099,326
\$ (93,935)	\$ (90,039)	\$ 16,315	\$ 106,354	\$ 0	\$ 0	\$ 1,218,541	\$ 1,218,541

Mississippi

Required Supplementary Information

Notes to Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) - All Budgetary Funds

For the Year Ended June 30, 2016

The Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) - All Budgetary Funds presents the original legally adopted budget, as well as comparisons of the final legally adopted budget with actual data on a budgetary basis. The State's basis of budgeting is the cash basis plus commitments. The State has established three budgetary fund groups to account for its budgetary activities and functions. The General Fund group is established to receive and distribute general tax revenues and other general fund revenues and interest generated thereon. The Education Enhancement Fund group is established to receive specific tax revenues to support various educational programs. The Special Fund group is established to receive federal grants, fees, proceeds from the sale of goods and services, taxes levied for specific purposes and interest generated thereon, and to support the functional activities of the agencies that generate such revenues.

General Fund and Education Enhancement Fund original budget revenues represent the General Fund and Education Enhancement Fund revenue estimates adopted by the Legislative Budget Office at the date of sine die adjournment. Special Fund revenue estimates include anticipated revenues during the year and the amount of beginning cash balances on hand at the beginning of the year that are anticipated to be expended for special fund purposes.

Due to the complexity of the State's budget, a separate *Annual Report of Budgetary Basis Expenditures* has been prepared to present final budget to actual comparisons at the legal level of control. This budgetary report is available at the Department of Finance and Administration.

Since accounting principles applied for purposes of developing data on a budgetary basis differ significantly from those used to present financial statements in conformity with GAAP, a reconciliation of differences between budgetary and GAAP presentations for the year ended June 30, 2016 is presented below (amounts expressed in thousands):

<u>Budgetary Funds</u>	<u>General</u>	<u>Education Enhancement</u>	<u>Special</u>
<u>Financial Statement Major Fund</u>	<u>General</u>		
Net Change in Budgetary Fund Balances	\$ (41,886)	\$ (7,364)	\$ 119,215
Reclassifications:			
Budgetary fund excesses are reclassified to the General Fund for GAAP reporting	110,264	7,364	(117,628)
The State reports amounts in the budgetary funds that are reported in other major and nonmajor funds			(1,587)
Adjustments:			
The financial reporting fund structure includes funds that are not part of the budgetary fund structure	142,639		
Financial statements are presented using a modified accrual basis of accounting while budgetary basis is cash plus commitments	(54,318)		
Net Change in GAAP Fund Balances	\$ 156,699	\$ 0	\$ 0

Mississippi

Required Supplementary Information

Schedule of Employer Contributions

Mississippi Highway Safety Patrol Retirement System

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	2016	2015
Actuarially required employer contribution	\$ 14,755	\$ 13,695
Contributions in relation to actuarially required contribution	(14,755)	(13,695)
Contribution deficiency (excess)	\$ 0	\$ 0
Covered payroll	\$ 27,380	\$ 25,505
Actual contributions as a percentage of covered payroll	53.89%	53.7%

Notes to Schedule of Employer Contributions:

Method and assumptions used in calculations of actuarially determined contributions. The actuarially determined contribution rates in schedule of employer contributions are calculated as of June 30, 2014, two years prior to the end of the fiscal year in which contributions are reported. The following actuarial methods and assumptions were used to determine the most recent contribution rate reported in that schedule:

Actuarial cost method	Entry Age
Amortization method	Level percentage of payroll, open
Remaining amortization period	36.5 years
Asset valuation method	5-year smoothed market
Price Inflation	3.5%
Salary increase	4.75% to 9.84%, including inflation
Investment rate of return	8%, net of pension plan investment expense, including inflation

**Only two fiscal years are presented because 10-year data is not yet available.*

Mississippi

Required Supplementary Information

Schedule of Employer Contributions

Supplemental Legislative Retirement Plan

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	2016	2015
Actuarially required employer contribution	\$ 514	\$ 511
Contributions in relation to actuarially required contribution	(514)	(511)
Contribution deficiency (excess)	<u>\$ 0</u>	<u>\$ 0</u>
Covered payroll	\$ 6,862	\$ 6,861
Actual contributions as a percentage of covered payroll	7.49%	7.45%

Notes to Schedule of Employer Contributions:

Method and assumptions used in calculations of actuarially determined contributions. The actuarially determined contribution rates in schedule of employer contributions are calculated as of June 30, 2014, two years prior to the end of the fiscal year in which contributions are reported. The following actuarial methods and assumptions were used to determine the most recent contribution rate reported in that schedule:

Actuarial cost method	Entry Age
Amortization method	Level percentage of payroll, open
Remaining amortization period	25 years
Asset valuation method	5-year smoothed market
Price Inflation	3.5%
Salary increase	4.25%, including inflation
Investment rate of return	8%, net of pension plan investment expense, including inflation

***Only two fiscal years are presented because 10-year data is not yet available.**

Mississippi

Required Supplementary Information

Schedule of Employer Contributions Public Employees' Retirement System

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	<u>2016</u>	<u>2015</u>
Actuarially required employer contribution	\$ 179,792	\$ 179,936
Contributions in relation to actuarially required contribution	<u>(179,792)</u>	<u>(179,936)</u>
Contribution deficiency (excess)	<u>\$ 0</u>	<u>\$ 0</u>
Covered payroll	\$ 1,141,539	\$ 1,142,452
Actual contributions as a percentage of covered payroll	15.75%	15.75%

**Only two fiscal years are presented because 10-year data is not yet available.*

Mississippi

Required Supplementary Information

Schedule of Changes in the Net Pension Liability Mississippi Highway Safety Patrol Retirement System

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	2016**	2015
Total pension liability		
Service Cost	\$ 6,361	\$ 6,461
Interest	34,503	33,396
Differences between expected and actual experience	1,013	2,652
Changes in assumptions	19,176	
Benefit payments	(28,909)	(28,220)
Refund of contributions	(163)	(42)
Net change in total pension liability	<u>31,981</u>	<u>14,247</u>
Total pension liability - beginning	<u>445,822</u>	<u>431,575</u>
Total pension liability - ending	<u><u>\$ 477,803</u></u>	<u><u>\$ 445,822</u></u>
Plan fiduciary net position		
Contributions - employer	\$ 13,695	\$ 13,500
Contributions - employee	1,938	1,963
Net investment income	10,812	51,575
Benefit payments	(28,909)	(28,220)
Refund of contributions	(163)	(42)
Administrative expense	(198)	(200)
Net Change in plan fiduciary net position	<u>(2,825)</u>	<u>38,576</u>
Plan fiduciary net position - beginning	<u>326,032</u>	<u>287,456</u>
Plan fiduciary net position - ending	<u>323,207</u>	<u>326,032</u>
Net pension liability - ending	<u><u>\$ 154,596</u></u>	<u><u>\$ 119,790</u></u>
Total pension liability	477,803	445,822
Total plan fiduciary net position	323,207	326,032
Net Pension liability	<u><u>\$ 154,596</u></u>	<u><u>\$ 119,790</u></u>
Plan fiduciary net position as a percentage of the pension liability	67.64%	73.13%
Covered payroll	\$ 25,505	\$ 25,554
Net pension liability as a percentage of covered payroll	606.14%	468.77%

* Only two fiscal years are presented because 10-year data is not yet available.

** Based on the measurement date of June 30, 2015

Mississippi

Required Supplementary Information

Schedule of Changes in the Net Pension Liability

Supplemental Legislative Retirement Plan

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	2016**	2015
Total pension liability		
Service Cost	\$ 406	\$ 404
Interest	1,569	1,549
Differences between expected and actual experience	(333)	(453)
Changes in assumptions	588	
Benefit payments	(1,220)	(1,216)
Refund of contribution	(37)	(22)
Net change in total pension liability	<u>973</u>	<u>262</u>
Total pension liability - beginning	<u>20,240</u>	<u>19,978</u>
Total pension liability - ending	<u>\$ 21,213</u>	<u>\$ 20,240</u>
Plan fiduciary net position		
Contributions - employer	\$ 511	\$ 514
Contributions - employee	207	208
Net investment income	552	2,605
Benefit payments	(1,220)	(1,216)
Refund of contributions	(37)	(22)
Administrative expense	(10)	(10)
Net Change in plan fiduciary net position	<u>3</u>	<u>2,079</u>
Plan fiduciary net position - beginning	<u>16,453</u>	<u>14,374</u>
Plan fiduciary net position - ending	<u>16,456</u>	<u>16,453</u>
Net pension liability - ending	<u>\$ 4,757</u>	<u>\$ 3,787</u>
Total pension liability	21,213	20,240
Total plan fiduciary net position	16,456	16,453
Net Pension liability	<u>\$ 4,757</u>	<u>\$ 3,787</u>
Plan fiduciary net position as a percentage of the pension liability	77.58%	81.29%
Covered payroll	\$ 6,861	\$ 6,918
Net pension liability as a percentage of covered payroll	69.33%	54.74%

* Only two fiscal years are presented because 10-year data is not yet available.

** Based on the measurement date of June 30, 2015

Mississippi

Required Supplementary Information

Schedule of the Proportionate Share of the Net Pension Liability Public Employees' Retirement Plan

Last 10 Fiscal Years (Amounts Expressed in Thousands)*

	<u>2016**</u>	<u>2015</u>
State's proportion of the net pension liability	18.19%	18.67%
State's proportionate share of the net pension liability	\$ 2,811,832	\$ 2,265,840
State's covered payroll	\$ 1,135,172	\$ 1,139,512
State's proportionate share of the net pension liability as a percentage of its covered payroll	247.7%	198.84%
Plan fiduciary net position as a percentage of the total pension liability	61.7%	67.21%

* Only two fiscal years are presented because 10-year data is not yet available.

** Based on the measurement date of June 30, 2015

Mississippi

Required Supplementary Information

Schedule of Funding Progress - Other Postemployment Benefits

June 30, 2016 (Expressed in Thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (b - a)	Percent Funded (a / b)	Annual Covered Payroll (c)	Unfunded AAL as a Percentage of Annual Covered Payroll ((b - a) / c)
June 30, 2014	0	762,358	762,358	0.0%	4,406,047	17.3%
June 30, 2015	0	732,127	732,127	0.0	4,617,302	15.9
June 30, 2016	0	709,077	709,077	0.0	4,552,979	15.6

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APPENDIX C

FORMS OF CONTINUING DISCLOSURE CERTIFICATES

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CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this "Disclosure Certificate") is executed and delivered by the State of Mississippi (the "Issuer" or the "State") in connection with the issuance of the \$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (the "Series 2017D Bonds"). The Series 2017D Bonds are being issued pursuant to a resolution of the State Bond Commission of the State dated November 8, 2017 (the "Resolution"). The Issuer covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the holders of the Series 2017D Bonds and the beneficial owners of the Series 2017D Bonds and in order to assist the Participating Underwriters in complying with SEC Rule 15c2-12(b)(5)(i)(C).

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined herein, the following terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Dissemination Agent" shall mean FSC Continuing Disclosure Services, a division of Hilltop Securities Inc., Dallas, Texas, and any successors thereto, which has been designated by the Department of Finance and Administration, an agency of the State, to serve as Dissemination Agent to the State

"EMMA" shall mean the Electronic Municipal Market Access System found at <http://emma.msrb.org> which is the electronic format prescribed by the MSRB pursuant to the Rule.

"Listed Events" shall mean any of the events listed in Section 5 of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board. The electronic filings with the MSRB shall be through EMMA.

"Participating Underwriters" shall mean any of the original underwriters of the Series 2017D Bonds required to comply with the Rule.

"Repository" shall mean the MSRB and each State Repository, if any.

"Rule" shall mean Rule 15c2-12(b)(5)(i)(C) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended and supplemented.

"State Repository" shall mean any public or private repository or entity designated by the State as a state repository for the purpose of the Rule. As of the date of this Disclosure Certificate, there is no State Repository.

SECTION 3. Provision of Annual Reports. The Issuer shall, or shall cause the Dissemination Agent to, not later than February 1 of each year, provide to each Repository an Annual Report which is consistent with the requirements of Sections 3 and 4 of this Disclosure Certificate. Not later than fifteen (15) business days prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Sections 3 and 4 of this Disclosure Certificate; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report. If the audited financial statements of the Issuer are publically unavailable on February 1 of each year, the Issuer agrees to provide unaudited financial statements and such audited financial statements if and when publically available.

If the Issuer is unable to provide the Repositories an Annual Report by the date required in the immediately preceding paragraph, the Issuer shall send a notice to each Repository.

The Dissemination Agent shall determine each year prior to the date for providing the Annual Report the name and address of each Repository.

SECTION 4. Content of Annual Reports. The Issuer's Annual Report shall be the Comprehensive Annual Financial Report of the State prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board.

SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events in a timely manner not in excess of ten (10) business days after the occurrence thereof, if material. All fifteen (15) events mandated by the Rule are listed below; however, some may not apply to the Series 2017D Bonds:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on the credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modification to rights of security holders;
- (8) Bond calls;
- (9) Tender offers;
- (10) Defeasances;
- (11) Release, substitution or sale of property securing repayment of the securities;
- (12) Rating changes;
- (13) Bankruptcy, insolvency, receivership or similar event of the State;
- (14) Consummation of a merger, consolidation, or acquisition involving the State or the sale of all or substantially all of the assets of the State, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; and
- (15) The appointment of a successor or additional trustee or the change of name of a trustee.

(b) Any Listed Event under subsection (a)(1), (3), (4), (5), (6), (9), (10), (12), or (13) of this Section 5 will always be deemed to be material.

SECTION 6. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance or payment in full of all of the Series 2017D Bonds.

SECTION 7. Dissemination Agent. The Issuer has engaged the Dissemination Agent to assist it in disseminating information hereunder. The Issuer shall send the information required by Sections 3 and 4 hereof and event notices required by this Disclosure Certificate to the Dissemination Agent. Unless otherwise agreed to, the Dissemination Agent shall, as soon as practicable but not later than five (5) days after receipt of such information, forward the same to (i) the MSRB and State Repository, if any, as described herein, and (ii) any beneficial holder of the Series 2017D Bonds who requests such information in writing to the Dissemination Agent or the Issuer. The Dissemination Agent shall have no duty to review the materials described in this paragraph prior to disseminating such materials.

The initial Dissemination Agent shall be FSC Continuing Disclosure Services, a Division of Hilltop Securities Inc., Dallas, Texas. The Issuer may discharge the Dissemination Agent or any successor Dissemination Agent, but in such event shall take steps necessary to appoint a successor Dissemination Agent who shall be responsible for undertaking all responsibilities of dissemination hereunder.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate any holder of a Series 2017D Bonds or the Participating Underwriter may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an "event of default" under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate. The obligations of the Issuer under this Section 11 shall survive resignation or removal of the Dissemination Agent and payment of the Series 2017D Bonds.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters, holders from time to time of the Series 2017D Bonds, and beneficial owners of the Series 2017D Bonds and shall create no rights in any other person or entity.

SECTION 13. Prior Disclosure. The State is current in all material respects with its previous continuing disclosure undertakings under the Rule. However, there have been some instances in the previous five years in which the State filed its annual undertakings late. Due to the change in the State's accounting system (see "FISCAL OPERATIONS OF THE STATE – Accounting Systems" herein), although the State's unaudited financial statements were filed timely along with the annual reports, the State's CAFR for fiscal year 2015 was not filed on EMMA until May 31, 2016 and the State's CAFR for fiscal year 2016 was not filed on EMMA until May 5, 2017, and amended on May 15, 2017. Under one of its continuing disclosure agreements the State is required to file its CAFR earlier than it is required to do so under its other continuing disclosure agreements, and the State has failed to meet this obligation on multiple occasions. Likewise, the State has in the past failed to timely file certain event notices such as ratings changes and refunding notices and has also on occasion failed to link its filings to all of its CUSIPs. The State has taken steps to ensure that it will timely comply with all undertakings in the future. Specifically, the State has approved a "State of Mississippi Debt Management Policy" which provides detailed procedures for the timely filing of continuing disclosure by the State. Also, the State has engaged FSC Continuing Disclosure Services, a Division of Hilltop Securities Inc., Dallas, Texas, as dissemination agent to assist with compliance with the terms of its undertakings.

Date: December 21, 2017

STATE OF MISSISSIPPI

By: _____
Governor and Ex officio Chairman of the
State Bond Commission

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this "Disclosure Certificate") is executed and delivered by the State of Mississippi (the "Issuer" or the "State") in connection with the issuance of the \$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E (the "Series 2017E Bonds"). The Series 2017E Bonds are being issued pursuant to a resolution of the State Bond Commission of the State dated November 8, 2017 (the "Resolution"). The Issuer covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the holders of the Series 2017E Bonds and the beneficial owners of the Series 2017E Bonds and in order to assist the Participating Underwriters in complying with SEC Rule 15c2-12(b)(5)(i)(C).

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined herein, the following terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Dissemination Agent" shall mean FSC Continuing Disclosure Services, a division of Hilltop Securities Inc., Dallas, Texas, and any successors thereto, which has been designated by the Department of Finance and Administration, an agency of the State, to serve as Dissemination Agent to the State.

"EMMA" shall mean the Electronic Municipal Market Access System found at <http://emma.msrb.org> which is the electronic format prescribed by the MSRB pursuant to the Rule.

"Listed Events" shall mean any of the events listed in Section 5 of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board. The electronic filings with the MSRB shall be through EMMA.

"Participating Underwriters" shall mean any of the original underwriters of the Series 2017E Bonds required to comply with the Rule.

"Repository" shall mean the MSRB and each State Repository, if any.

"Rule" shall mean Rule 15c2-12(b)(5)(i)(C) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended and supplemented.

"State Repository" shall mean any public or private repository or entity designated by the State as a state repository for the purpose of the Rule. As of the date of this Disclosure Certificate, there is no State Repository.

SECTION 3. Provision of Annual Reports. The Issuer shall, or shall cause the Dissemination Agent to, not later than February 1 of each year, provide to each Repository an Annual Report which is consistent with the requirements of Sections 3 and 4 of this Disclosure Certificate. Not later than fifteen (15) business days prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Sections 3 and 4 of this Disclosure Certificate; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report. If the audited financial statements of the Issuer are publically unavailable on February 1 of each year, the Issuer agrees to provide unaudited financial statements and such audited financial statements if and when publically available.

If the Issuer is unable to provide the Repositories an Annual Report by the date required in the immediately preceding paragraph, the Issuer shall send a notice to each Repository.

The Dissemination Agent shall determine each year prior to the date for providing the Annual Report the name and address of each Repository.

SECTION 4. Content of Annual Reports. The Issuer's Annual Report shall be the Comprehensive Annual Financial Report of the State prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board.

SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events in a timely manner not in excess of ten (10) business days after the occurrence thereof, if material. All fifteen (15) events mandated by the Rule are listed below; however, some may not apply to the Series 2017E Bonds:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on the credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modification to rights of security holders;
- (8) Bond calls;
- (9) Tender offers;
- (10) Defeasances;
- (11) Release, substitution or sale of property securing repayment of the securities;
- (12) Rating changes;
- (13) Bankruptcy, insolvency, receivership or similar event of the State;
- (14) Consummation of a merger, consolidation, or acquisition involving the State or the sale of all or substantially all of the assets of the State, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; and
- (15) The appointment of a successor or additional trustee or the change of name of a trustee.

(b) Any Listed Event under subsection (a)(1), (3), (4), (5), (6), (9), (10), (12), or (13) of this Section 5 will always be deemed to be material.

SECTION 6. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance or payment in full of all of the Series 2017E Bonds.

SECTION 7. Dissemination Agent. The Issuer has engaged the Dissemination Agent to assist it in disseminating information hereunder. The Issuer shall send the information required by Sections 3 and 4 hereof and event notices required by this Disclosure Certificate to the Dissemination Agent. Unless otherwise agreed to, the Dissemination Agent shall, as soon as practicable but not later than five (5) days after receipt of such information, forward the same to (i) the MSRB and State Repository, if any, as described herein, and (ii) any beneficial holder of the Series 2017E Bonds who requests such information in writing to the Dissemination Agent or the Issuer. The Dissemination Agent shall have no duty to review the materials described in this paragraph prior to disseminating such materials.

The initial Dissemination Agent shall be FSC Continuing Disclosure Services, a Division of Hilltop Securities Inc., Dallas, Texas. The Issuer may discharge the Dissemination Agent or any successor Dissemination Agent, but in such event shall take steps necessary to appoint a successor Dissemination Agent who shall be responsible for undertaking all responsibilities of dissemination hereunder.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate any holder of a Series 2017E Bonds or the Participating Underwriter may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an "event of default" under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate. The obligations of the Issuer under this Section 11 shall survive resignation or removal of the Dissemination Agent and payment of the Series 2017E Bonds.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters, holders from time to time of the Series 2017E Bonds, and beneficial owners of the Series 2017E Bonds and shall create no rights in any other person or entity.

SECTION 13. Prior Disclosure. The State is current in all material respects with its previous continuing disclosure undertakings under the Rule. However, there have been some instances in the previous five years in which the State filed its annual undertakings late. Due to the change in the State's accounting system (see "FISCAL OPERATIONS OF THE STATE – Accounting Systems" herein), although the State's unaudited financial statements were filed timely along with the annual reports, the State's CAFR for fiscal year 2015 was not filed on EMMA until May 31, 2016 and the State's CAFR for fiscal year 2016 was not filed on EMMA until May 5, 2017, and amended on May 15, 2017. Under one of its continuing disclosure agreements the State is required to file its CAFR earlier than it is required to do so under its other continuing disclosure agreements, and the State has failed to meet this obligation on multiple occasions. Likewise, the State has in the past failed to timely file certain event notices such as ratings changes and refunding notices and has also on occasion failed to link its filings to all of its CUSIPs. The State has taken steps to ensure that it will timely comply with all undertakings in the future. Specifically, the State has approved a "State of Mississippi Debt Management Policy" which provides detailed procedures for the timely filing of continuing disclosure by the State. Also, the State has engaged FSC Continuing Disclosure Services, a Division of Hilltop Securities Inc., Dallas, Texas, as dissemination agent to assist with compliance with the terms of its undertakings.

Date: December 21, 2017

STATE OF MISSISSIPPI

By: _____
Governor and Ex officio Chairman of the
State Bond Commission

APPENDIX D

FORM OF OPINION OF ATTORNEY GENERAL

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STATE OF MISSISSIPPI

**OFFICE OF THE ATTORNEY GENERAL
OFFICIAL ATTORNEY GENERAL'S OPINION**

[FORM OF OPINION OF ATTORNEY GENERAL]

December 21, 2017

JIM HOOD
ATTORNEY GENERAL

State Bond Commission
State of Mississippi
Jackson, Mississippi

Re:

\$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (Tax-Exempt), dated December 21, 2017 (the "Series 2017D Bonds")

\$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E, dated December 21, 2017 (the "Series 2017E Bonds")

The Series 2017D Bonds and the Series 2017E Bonds are, together, referred to as the "Series 2017 Bonds."

Commission Members:

The opinion as hereinafter set forth is submitted regarding several matters pertaining to the sale and issuance of the above referenced Series 2017 Bonds of the State of Mississippi (the "State").

There are three members of the State Bond Commission (the "Commission") and, in addition to being a member of the Commission, the Attorney General is legal advisor to the Commission.

The Commission is authorized to issue the Series 2017D Bonds under the provisions of Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; pursuant to the provisions of Section 5 of House Bill 1729 of the 2016 Regular Session of the State Legislature, (the "2016 Mississippi State Fairgrounds Improvement Act"); pursuant to Section 1 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 IHL Capital Improvements Act"); pursuant to Section 1 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Capital Improvements Act"); pursuant to Section 2 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Additional Capital Improvements Act"); pursuant to Section 14 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Partnership School Construction Act"); pursuant to Section 2 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 Community and Junior Colleges Capital Improvements Act"); pursuant to Section 39-5-145, Mississippi Code of 1972, as amended, including, but not limited to, Sections 24 and 25 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "Mississippi Community Heritage Preservation Grant Act"); pursuant to Section 13 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the

"2016 Mississippi Arts and Entertainment Act"); pursuant to Section 33 of House Bill 787 of the 2014 Regular Session of the State Legislature (the "2014 City of Madison I-55 Connector Construction Act"); pursuant to Section 31 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 City of Terry Historic Preservation Act"); pursuant to Section 47 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Mount Olive Park Improvements Act"); pursuant to Section 74 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Natchez Seminary Repair and Renovation Act") (collectively, the "Series 2017D Bonds Act"); and a resolution adopted by the members of the Commission on November 8, 2017 (the "Series 2017D Bonds Resolution"), purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017D Bonds, all as authorized under the Series 2017D Bonds Act and the Series 2017D Bond Resolution.

The Commission is authorized to issue the Series 2017E Bonds under the provisions of Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; the Mississippi Major Economic Impact Act; Section 57-1-16, Mississippi Code of 1972, as amended, including, but not limited to, Section 22 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (collectively, the "ACE Act"); Section 57-1-701, Mississippi Code of 1972, as amended, including, but not limited to, Sections 1 and 2 of Senate Bill 3033 of the 2017 Regular Session of the State Legislature (collectively, the "Mississippi Site Development Grant Act"); and, Section 57-61-36, Mississippi Code of 1972, as amended, including, but not limited to, Section 11 of House Bill 787, 2014 Regular Session of the State Legislature (collectively, the "Development Infrastructure Grant Act") (collectively, the "Series 2017E Bonds Act"); and a resolution adopted by the Commission on November 8, 2017 (the "Series 2017E Bonds Resolution" and together with the Series 2017D Bonds Resolution, the "Resolutions"), for the purpose of providing funds to finance various long-term capital improvement projects within the State and various economic development loans, grants, and programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds, all as authorized under the Series 2017E Bonds Act and the Series 2017E Bonds Resolution.

The Series 2017D Bonds Act and the Series 2017E Bonds Act, together, shall be referred to as the "Act." The Series 2017D Bonds Resolution and the Series 2017E Bonds Resolution, together, shall be referred to as the "Resolutions."

The existing State Constitution is the Mississippi Constitution of 1890. Protection for the contractual obligations owed holders of the Series 2017 Bonds arising from the issuance of the Series 2017 Bonds is expressed in the provisions of Section 16 of the Constitution:

Ex post facto laws, or laws impairing the obligation of contracts shall not be passed.

I am of the opinion that when the Series 2017 Bonds are validated, issued, and delivered, such Series 2017 Bonds shall constitute a contract as contemplated by Section 16, *supra*, and shall enjoy the full protection thereof.

The Series 2017 Bonds have been subjected to validation by a competent State court. Validation procedure is prescribed by statute and requires that the submission for validation shall be accompanied by the written opinion of the State's Bond Attorney, an attorney appointed by the Governor of the State and who shall possess the same qualifications for office as the Attorney General.

Section 31-13-7, Mississippi Code of 1972, as amended and supplemented, provides that when a decree shall be entered confirming and validating bonds and there shall be no appeal from the decree, or if on appeal the Supreme Court enters its decree confirming and validating such bonds, the validity of such bonds shall never be called in question in any court in the State.

A Certificate of Non-litigation shall be rendered by the Attorney General certifying the finality of validation prior to delivery of the Series 2017 Bonds.

As to general obligations, the Act and the Resolutions provide generally:

The bonds issued under the provisions hereof are general obligations of the State, and for the repayment thereof the full faith and credit of the State is irrevocably pledged. If the funds appropriated by the Legislature are insufficient to pay the principal of and the interest on such bonds as they become due, then the deficiency shall be paid by the State Treasurer from any funds in the State Treasury not otherwise appropriated.

It is my opinion that the Series 2017 Bonds have been duly and validly authorized, issued, executed, and delivered by and on behalf of the State, that the Series 2017 Bonds constitute valid and binding general obligations of the State enforceable in accordance with the terms thereof (except to the extent that the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted, and to the exercise of judicial discretion in accordance with general principles of equity), and that for the payment thereof, the full faith, credit, and taxing power of the State is irrevocably pledged.

In connection with the sale and issuance of the Series 2017 Bonds, the State will deliver its Continuing Disclosure Certificates dated as of the date of the issuance and delivery of the Series 2017 Bonds. The Continuing Disclosure Certificates will be delivered by the State for the benefit of the holders of the Series 2017 Bonds and in order to assist the participating underwriters or purchasers in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission.

It is my opinion that the Continuing Disclosure Certificates have been duly and validly authorized, executed, and delivered by and on behalf of the State and constitute valid and binding obligations of the State enforceable in accordance with the terms thereof (except to the extent that the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted, and to the exercise of judicial discretion in accordance with general principles of equity).

The Mississippi Legislature enacted Section 11-46-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented, to address the tort liability of the State and its political subdivisions. This act creates an immunity and then waives this immunity except in certain situations up to a maximum of five hundred thousand dollars (\$500,000.00) per occurrence.

When the Attorney General of the State shall give his opinion in writing to an officer, board, commission, department, or person authorized to require such written opinion, there shall be no liability, civil or criminal, accruing to or against such body or person who in good faith follows the direction of such opinion and acts in accordance therewith, unless a court of competent jurisdiction, after a full hearing, shall publicly declare that such opinion is manifestly wrong and without any substantial support.

This opinion is being rendered in connection with the issuance of the Series 2017 Bonds and in anticipation that it will be relied upon by Bond Counsel, in rendering its opinion with respect to the Series 2017 Bonds, and such reliance is hereby specifically authorized.

Very truly yours,

JIM HOOD, Attorney General

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APPENDIX E

FORMS OF OPINIONS OF BOND COUNSEL

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**FORM OF OPINION OF BOND COUNSEL WITH RESPECT TO
THE SERIES 2017D BONDS**

December 21, 2017

State Bond Commission
State of Mississippi
Jackson, Mississippi

Commission Members:

We have examined the Constitution and statutes of the State of Mississippi (the "State"), including particularly Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; pursuant to the provisions of Section 5 of House Bill 1729 of the 2016 Regular Session of the State Legislature, (the "2016 Mississippi State Fairgrounds Improvement Act"); pursuant to Section 1 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 IHL Capital Improvements Act"); pursuant to Section 1 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Capital Improvements Act"); pursuant to Section 2 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 IHL Additional Capital Improvements Act"); pursuant to Section 14 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Partnership School Construction Act"); pursuant to Section 2 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "2015 Community and Junior Colleges Capital Improvements Act"); pursuant to Section 39-5-145, Mississippi Code of 1972, as amended, including, but not limited to, Sections 24 and 25 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (the "Mississippi Community Heritage Preservation Grant Act"); pursuant to Section 13 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Mississippi Arts and Entertainment Act"); pursuant to Section 33 of House Bill 787 of the 2014 Regular Session of the State Legislature (the "2014 City of Madison I-55 Connector Construction Act"); pursuant to Section 31 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 City of Terry Historic Preservation Act"); pursuant to Section 47 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Mount Olive Park Improvements Act"); pursuant to Section 74 of House Bill 1729 of the 2016 Regular Session of the State Legislature (the "2016 Natchez Seminary Repair and Renovation Act") (collectively, the "Series 2017D Bonds Act"), and certified copies of the proceedings had by the State Bond Commission (the "Commission"), including the adoption of a resolution by the members of the Commission on November 8, 2017 (the "Series 2017D Bonds Resolution"), and other proofs submitted, relative to the sale and issuance by the State, acting by and through the Commission, of

**\$53,030,000
STATE OF MISSISSIPPI
GENERAL OBLIGATION BONDS,
SERIES 2017D
(Tax-Exempt)**

dated December 21, 2017, thereof, and maturing in such amounts and at such times, bearing interest and subject to redemption, all as set forth in the Series 2017D Bonds Resolution (the "Series 2017D Bonds"). The Series 2017D Bonds are being issued for the purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, all as more particularly described in the Series 2017D Bonds Resolution, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017D Bonds, all as authorized by the Series 2017D Bonds Act and the Series 2017D Bonds Resolution.

As to questions of fact material to our opinion, we have relied upon such certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation. We have also examined one of the Series 2017D Bonds.

Based on the foregoing and subject to the qualifications that follow, we are of the opinion on the date hereof that:

1. Such proceedings and proofs show lawful authority for the sale and issuance of the Series 2017D Bonds by the State pursuant to the Constitution and laws of the State, including the Series 2017D Bonds Act, and the provisions of the Series 2017D Bonds Resolution.

2. The Series 2017D Bonds have been duly authorized, executed, and delivered under the provisions of the Series 2017D Bonds Resolution and are entitled to the pledge and security of the Series 2017D Bonds Resolution.

3. The Series 2017D Bonds are legal, valid, and binding general obligations of the State and, under the provisions of the Series 2017D Bonds Act, for the payment thereof the full faith and credit of the State are pledged.

4. Under existing statutes, regulations, rulings and court decisions, subject to the assumption stated below, interest on the Series 2017D Bonds is excludable from gross income for federal income tax purposes. Furthermore, interest on the Series 2017D Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Series 2017D Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. We express no opinion regarding other federal tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the Series 2017D Bonds. In rendering the opinion contained in this paragraph 4, we have assumed continuing compliance with the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be met after the issuance of the Series 2017D Bonds in order that interest on the Series 2017D Bonds not be includable in gross income for federal income tax purposes. The failure to meet such requirements may cause interest on the Series 2017D Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2017D Bonds. The State has covenanted to comply with or to require compliance with the requirements of the Code in order to maintain the excludability of interest on the Series 2017D Bonds from gross income for federal income tax purposes. Owners of the Series 2017D Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes of the alternative minimum tax, the environmental tax, the branch profits tax, and the tax on passive investment income of corporations, as well as the applicability and effect of any other collateral federal income tax consequences.

5. Under and pursuant to the Series 2017D Bonds Act, the Series 2017D Bonds and interest thereon are exempt from all income taxes imposed by the State.

It is to be understood that the rights of the holders of the Series 2017D Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights heretofore or hereinafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

In this opinion letter issued in our capacity as Bond Counsel, we are opining only upon those matters set forth herein, and we are not passing upon the accuracy, adequacy, or completeness of the State's Official Statement or other statements made in connection with any offer or sale of the Series 2017D Bonds or upon any federal or state tax consequences arising from the receipt or accrual of interest on or the ownership or disposition of the Series 2017D Bonds, except those specifically addressed herein or upon any federal or state law with respect to the sale or distribution of the Series 2017D Bonds.

In rendering this opinion letter, we have acted as Bond Counsel for the sole purpose of rendering an opinion with respect to the legality and validity of the Series 2017D Bonds under the laws of the State and with respect to the excludability of the interest on the Series 2017D Bonds from federal and State income taxation.

This opinion letter is an expression of professional judgment regarding the matters expressly addressed herein. It is neither a guarantee of result nor an insurance policy with respect to the transaction or the future actions or performance of any party or entity. Our services have not included any financial or other non-legal advice. We express no opinion other than as herein expressly stated in this letter, and no expansion of our opinion may be made by implication or otherwise. The opinions herein are given as of the date hereof and are based upon statutes, regulations, rulings and court decisions in effect on the date hereof and not as of any future date. It should be noted that material changes regarding matters of fact and applicable law may hereafter occur. We expressly disclaim any undertaking or responsibility to review, revise, update, or supplement this opinion letter subsequent to its date for any reason or to advise you of any change in the law, whether by reason of legislative or regulatory action, by judicial decision, or otherwise, or of any change of facts or circumstances or of any facts or circumstances that may hereafter come to our attention or for any other reason.

Respectfully submitted,

JONES WALKER LLP

**FORM OF OPINION OF BOND COUNSEL WITH RESPECT TO
THE SERIES 2017E BONDS**

December 21, 2017

State Bond Commission
State of Mississippi
Jackson, Mississippi

Commission Members:

We have examined the Constitution and statutes of the State of Mississippi (the "State"), including particularly Sections 57-75-1 *et seq.*, Mississippi Code of 1972, as amended (the "Mississippi Major Economic Impact Act") and Section 4 of House Bill 1 of the 2016 First Extraordinary Session of the State Legislature; the Mississippi Major Economic Impact Act; Section 57-1-16, Mississippi Code of 1972, as amended, including, but not limited to, Section 22 of Senate Bill 2906 of the 2015 Regular Session of the State Legislature (collectively, the "ACE Act"); Section 57-1-701, Mississippi Code of 1972, as amended, including, but not limited to, Sections 1 and 2 of Senate Bill 3033 of the 2017 Regular Session of the State Legislature (collectively, the "Mississippi Site Development Grant Act"); and, Section 57-61-36, Mississippi Code of 1972, as amended, including, but not limited to, Section 11 of House Bill 787, 2014 Regular Session of the State Legislature (collectively, the "Development Infrastructure Grant Act") (collectively, the "Series 2017E Bonds Act"); and a resolution adopted by the Commission on November 8, 2017 (the "Series 2017E Bonds Resolution" and together with the Series 2017D Bonds Resolution, the "Resolutions"), for the purpose of providing funds to finance various long-term capital improvement projects within the State and various economic development loans, grants, and programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds, all as authorized under the Series 2017E Bonds Act and the Series 2017E Bonds Resolution., and other proofs submitted, relative to the sale and issuance by the State, acting by and through the Commission, of

**\$44,765,000
STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS,
SERIES 2017E**

dated December 21, 2017, and maturing in such amounts and at such times, bearing interest and not subject to redemption, all as set forth in the Series 2017E Bonds Resolution (the "Series 2017E Bonds"). The Series 2017E Bonds are being issued for the purpose of providing funds to finance various long-term capital improvement projects within the State and various economic development loans, grants, and programs of the State, all as more particularly described in the Series 2017E Bonds Resolution, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds, all as authorized by the Series 2017E Bonds Act and the Series 2017E Bonds Resolution.

As to questions of fact material to our opinion, we have relied upon such certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation. We have also examined one of the Series 2017E Bonds.

Based on the foregoing and subject to the qualifications that follow, we are of the opinion on the date hereof that:

1. Such proceedings and proofs show lawful authority for the sale and issuance of the Series 2017E Bonds by the State pursuant to the Constitution and laws of the State, including the Series 2017E Bonds Act, and the provisions of the Series 2017E Bonds Resolution.

2. The Series 2017E Bonds have been duly authorized, executed, and delivered under the provisions of the Series 2017E Bonds Resolution and are entitled to the pledge and security of the Series 2017E Bonds Resolution.

3. The Series 2017E Bonds are legal, valid, and binding general obligations of the State and, under the provisions of the Series 2017E Bonds Act, for the payment thereof the full faith and credit of the State are pledged.

4. Under and pursuant to the Series 2017E Bonds Act, the Series 2017E Bonds and interest thereon are exempt from all income taxes imposed by the State.

Interest on the Series 2017E Bonds should be treated as includable in gross income of the holders thereof for federal income tax purposes.

It is to be understood that the rights of the holders of the Series 2017E Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights heretofore or hereinafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

In this opinion letter issued in our capacity as Bond Counsel, we are opining only upon those matters set forth herein, and we are not passing upon the accuracy, adequacy, or completeness of the State's Official Statement or other statements made in connection with any offer or sale of the Series 2017E Bonds or upon any federal or state tax consequences arising from the receipt or accrual of interest on or the ownership or disposition of the Series 2017E Bonds, except those specifically addressed herein or upon any federal or state law with respect to the sale or distribution of the Series 2017E Bonds.

In rendering this opinion letter, we have acted as Bond Counsel for the sole purpose of rendering an opinion with respect to the legality and validity of the Series 2017E Bonds under the laws of the State and with respect to the excludability of the interest on the Series 2017E Bonds from federal and State income taxation.

This opinion letter is an expression of professional judgment regarding the matters expressly addressed herein. It is neither a guarantee of result nor an insurance policy with respect to the transaction or the future actions or performance of any party or entity. Our services have not included any financial or other non-legal advice. We express no opinion other than as herein expressly stated in this letter, and no expansion of our opinion may be made by implication or otherwise. The opinions herein are given as of the date hereof and are based upon statutes, regulations, rulings, and court decisions in effect on the date hereof and not as of any future date. It should be noted that material changes regarding matters of fact and applicable law may hereafter occur. We expressly disclaim any undertaking or responsibility to review, revise, update, or supplement this opinion letter subsequent to its date for any reason or to advise you of any change in the law, whether by reason of legislative or regulatory action, by judicial decision or otherwise, or of any change of facts or circumstances or of any facts or circumstances that may hereafter come to our attention or for any other reason.

Respectfully submitted,

JONES WALKER LLP

APPENDIX F

BOOK-ENTRY-ONLY SYSTEM

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BOOK-ENTRY-ONLY SYSTEM

The information provided under this APPENDIX F has been provided by The Depository Trust Company ("DTC"). No representation is made by the State as to the accuracy or adequacy of such information, or as to the absence of material adverse changes in such information subsequent to the date hereof.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the \$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (Tax-Exempt), and the \$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E (together, the "Series 2017 Bonds") under the DTC system must be made by or through Direct Participants, which will receive a credit for such Series 2017 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2017 Bond (a "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2017 Bonds are to be accomplished by entries made on the books of Direct or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2017 Bonds, except in the event that use of the book-entry system for the Series 2017 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2017 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2017 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2017 Bonds. DTC's records reflect only the identity of the Direct Participants to whose accounts the Series 2017 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2017 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2017 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2017 Bond documents. For example, Beneficial Owners of Series 2017 Bonds may wish to ascertain that the nominee holding the Series 2017 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices are to be sent to DTC. If less than all of the Series 2017 Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2017 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Paying and Transfer Agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2017 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, principal and interest payments, if any, on the Series 2017 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the State or the Paying and Transfer Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying and Transfer Agent or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the State or the Paying and Transfer Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2017 Bonds at any time by giving reasonable notice to the State or the Paying and Transfer Agent. Under such circumstances, in the event that a successor depository is not obtained, Series 2017 Bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2017 Bonds in definitive form will be printed and delivered. See the caption "DESCRIPTION OF THE SERIES 2017 BONDS - Registration" in this Official Statement.

THE STATE AND THE UNDERWRITERS OR PURCHASERS CANNOT AND DO NOT GIVE ANY ASSURANCE THAT THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE SERIES 2017 BONDS (a) PAYMENTS OF PRINCIPAL OR INTEREST ON THE SERIES 2017 BONDS; (b) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2017 BONDS; OR (c) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNER OF THE SERIES 2017 BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC OR DIRECT OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SEC AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DTC PARTICIPANTS ARE ON FILE WITH DTC.

THE STATE AND THE UNDERWRITERS OR PURCHASERS WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO SUCH DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (a) THE SERIES 2017 BONDS; (b) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (c) THE PAYMENT BY ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF AND INTEREST ON THE SERIES 2017 BONDS; (d) THE DELIVERY BY ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE RESOLUTIONS TO BE GIVEN TO HOLDERS OF THE SERIES 2017 BONDS; OR (e) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER OF THE SERIES 2017 BONDS.

APPENDIX G

FORMS OF THE OFFICIAL NOTICES OF BOND SALE

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OFFICIAL NOTICE OF BOND SALE

\$53,030,000

STATE OF MISSISSIPPI

GENERAL OBLIGATION BONDS, SERIES 2017D (TAX-EXEMPT)

NOTICE IS HEREBY GIVEN that the State Bond Commission of the State of Mississippi (the “Commission” of the “State”) will receive bids for the purchase of all, but not less than all, of the \$53,030,000 State of Mississippi General Obligation Bonds, Series 2017D (Tax-Exempt) (the “Series 2017D Bonds”) on December 6, 2017 at 9:00 a.m. Central Standard Time (the “Sale Date”). The Series 2017D Bonds are more particularly described in the Preliminary Official Statement to be dated on or about November 28, 2017, relating to the Series 2017D Bonds (the “Preliminary Official Statement”), and will be available at www.munios.com. Prior to accepting bids, the State of Mississippi (the “State”), represented by the Department of Finance and Administration, reserves the right to change the principal amount of the Series 2017D Bonds being offered or other terms of the Series 2017D Bonds, to postpone the sale to a later date, or to cancel the sale. Notice of a change, postponement, or cancellation will be announced via Thomson Municipal News at the website address www.tm3.com not later than 1:00 p.m., Central Standard Time, on the day preceding the bid opening. Such notice will specify the revised principal amount or other terms, if any, and later date selected for the sale, which may be postponed or cancelled in the same manner. If the sale is postponed, a later public sale may be held at the hour and place and on such date as communicated upon at least forty-eight hours’ notice via Thomson Municipal news at the internet website www.tm3.com. Consideration of the bids and the award will be made by the Commission not later than 4:00 p.m. on the Sale Date (as set forth above and in the bidding parameters herein). The State will continue to reserve the right to adjust the principal amount of the Series 2017D Bonds or to cancel the sale of the Series 2017D Bonds after the bids are opened as further described herein, see “ADJUSTMENT OF PRINCIPAL AMOUNT AND BID PRICE”.

THE SERIES 2017D BONDS: The Series 2017D Bonds will be dated their date of delivery; will be delivered in definitive form as registered bonds; will be in the denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; will be numbered from one upward in the order of issuance; will be payable as to principal at the office of the State Treasurer of the State, as designated by the Commission to serve as paying agent, transfer agent, and registrar of the Series 2017D Bonds (the “Paying and Transfer Agent”); and will bear interest from the date thereof, payable on December 1, 2018, and semiannually thereafter on June 1 and December 1 of each year, at the rate or rates offered by the successful bidder in its bid in accordance with this Official Notice of Bond Sale.

MATURITIES: The Series 2017D Bonds will mature serially, with option of prior payment, on December 1 in each of the years and amounts as follows:

<u>Year</u>	<u>Amount</u>
2029	5,070,000
2030	5,275,000
2031	5,495,000
2032	5,715,000
2033	5,920,000
2034	6,100,000
2035	6,285,000
2036	6,480,000
2037	6,690,000

REDEMPTION: The Series 2017D Bonds maturing after December 1, 2027, are subject to redemption prior to their respective maturities at the option of the Commission on and after December 1, 2027, either in whole or in part on any date, with the maturities and principal amounts thereof to be determined by the State, at the principal amount thereof together with accrued interest to the date fixed for redemption.

Notice of each such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to all Registered Owners of the Series 2017D Bonds to be redeemed at their addresses as they appear on the registration books of the State kept by the Paying and Transfer Agent. If less than all of the outstanding Series 2017D Bonds of a maturity are to be redeemed, the particular Series 2017D Bonds to be redeemed shall be selected by the Paying and Transfer Agent by lot or random selection in such manner as it shall deem fair and appropriate. The Paying and Transfer Agent may provide for the selection of portions of the principal of the Series 2017D Bonds (in integral multiples of \$5,000), and for all purposes of the Series 2017D Bonds Resolution (as hereinafter defined), all provisions pertaining to the redemption of the Series 2017D Bonds shall relate, in the case of any Bond redeemed or to be redeemed only in part, to the portion of the principal of such Bond which has been or is to be redeemed.

AUTHORITY AND SECURITY: The Series 2017D Bonds will be issued pursuant to the provisions of various pieces of legislation adopted by the Legislature of the State and signed by the Governor of the State (together, the "Series 2017D Bonds Acts") and the resolution authorizing and directing the issuance and sale of the Series 2017D Bonds dated November 8, 2017 (the "Series 2017D Bonds Resolution"), and shall be general obligations of the State, and for the payment thereof, the full faith and credit of the State shall be irrevocably pledged. The Series 2017D Bonds Acts provides that if the funds appropriated by the Legislature of the State shall be insufficient to pay the principal of and interest on the Series 2017D Bonds as they become due, the deficiency shall be paid by the State Treasurer from funds in the State Treasury not otherwise appropriated.

PURPOSE: The Series 2017D Bonds are being issued for the purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017D Bonds.

DTC BOOK-ENTRY-ONLY: The Series 2017D Bonds are being initially offered as registered in the name of Cede & Co., as Registered Owner and nominee for The Depository Trust Company, New York, New York ("DTC") under DTC's Book-Entry-Only system of registration. Purchasers of interests in the Series 2017D Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates and ownership by the Beneficial Owners of the Series 2017D Bonds will be evidenced by Book-Entry-Only. As long as Cede & Co. is the Registered Owner of the Series 2017D Bonds as nominee of DTC, payments of principal and interest will be made directly to such Registered Owner which will in turn remit such payments to the DTC participants for subsequent disbursement to the Beneficial Owners.

FORM AND DELIVERY OF BIDS: Only electronic bids submitted via PARITY® will be accepted. No other provider of electronic bidding services will be accepted. No bid delivered in person or by facsimile will be accepted. Each bid must be unconditional and received by PARITY® before the Sale Date and time deadline for receiving bids as set forth in this Official Notice of Bond Sale. No proposal to purchase the Series 2017D Bonds may be withdrawn after the deadline set for receiving bids. Prior to the deadline set for receiving bids, an eligible prospective bidder may, subject to the limitation which may be imposed by PARITY®, modify the proposed terms of its bid, in which event the proposed terms last modified will constitute its bid for the Series 2017D Bonds. At the deadline stated above for receiving bids, the bidding process will close and each bid shall then constitute an irrevocable offer to purchase the Series 2017D Bonds on the terms provided in the bid and this Official Notice of Bond Sale.

The use of PARITY® electronic bidding shall be at the bidder's risk and expense, and the State shall have no liability with respect thereto. The State is using electronic bidding as a communications medium and PARITY® is not acting as the State's agent.

If any provisions of this Official Notice of Bond Sale conflict with information provided by PARITY®, this Official Notice of Bond Sale shall control. The State is not bound by any advice or determination of PARITY® as

to whether any bid complies with the terms of this Official Notice of Bond Sale. The time maintained by PARITY® shall constitute the official time with respect to all bids submitted.

Each electronic bid submitted via PARITY® shall be deemed an offer in response to this Official Notice of Bond Sale and shall be binding upon the bidder as if made by a signed sealed bid delivered to the State. The successful bidder must confirm such bid by a signed PARITY® Bid Form and a signed statement of reoffering price, both delivered by e-mail to the State (Steven.McDevitt@dfa.ms.gov) and to Hilltop Securities, Dallas, Texas, the State's Financial Advisor (Vickie.Hall@Hilltopsecurities.com), no later than thirty minutes after being notified by the State of being the winning bidder, the original of each which must be received by Steven McDevitt, Director, Bond Advisory Division, at 501 North West Street, Suite 1301 Woolfolk Building, Jackson, Mississippi, 39201. Failure to deliver this written confirmation does not relieve the bidder of the obligation to purchase the Series 2017D Bonds. For information about PARITY®, potential bidders may contact PARITY® at Dalcomp at 817.885.8900 or 201.434.8033.

FORM OF BID, INTEREST RATES, AND BID PRICE: All bids must conform to the requirements of this Official Notice of Bond Sale. The Series 2017D Bonds will be sold on an "all or none" basis at a price of not less than 102.71% of the par value. Each bid must specify (1) a single interest rate for each maturity; (2) the reoffering price or yield for each maturity of the Series 2017D Bonds; and (3) a dollar purchase price for the Series 2017D Bonds. No maturity may have a coupon more than 5.00% and no maturity may have a coupon less than 2.00%. No maturity may be priced at more than 120% of par and no maturity may be priced at less than 97.5% of par. All interest rates must be in multiples of 1/8th or 1/20th of 1.00%. The overall maximum interest rate to maturity on the Series 2017D Bonds must not exceed 5.00% per annum. Bidders may designate consecutive maturities as "term bonds," and no more than two Term Bonds may be designated. Each "term bond" shall be subject to mandatory redemption at a price of 100% of the principal amount, plus accrued interest, on the dates and in the amounts that the consecutive maturities are payable.

COMPETITIVE BIDDING AND CERTIFICATE OF SUCCESSFUL BIDDER: In the event that the State does not receive at least three qualified bids to satisfy the competitive sale requirements of Treasury Regulation § 1.148-1(f)(3)(i) allowing the State to treat the reasonably expected initial offering price to the public as of the Sale Date as the issue price of the Series 2017D Bonds, the "hold-the-offering-price rule" shall apply, which will allow the State to treat the initial offering price to the public of each maturity as of the Sale Date as the issue price of that maturity (the "hold-the-offering-price rule"). So long as the hold-the-offering-price rule applies to any maturity of the Series 2017D Bonds, the successful bidder will neither offer nor sell that maturity to any person at a price that is higher than the initial offering price to the public during the period starting on Sale Date and ending on the earlier of the following: (i) the date on which the successful bidder has sold at least 10 percent of that maturity of the Series 2017D Bonds to the public at a price that is no higher than the initial offering price to the public or (b) the close of the fifth business day after the Sale Date. The successful bidder agrees to promptly report to the Financial Advisor when it has sold 10 percent of a maturity of the Series 2017D Bonds to the public at a price that is no higher than the initial offering price to the public if that occurs prior to the close of the fifth business day after the Sale Date. Alternative certificates of the successful bidder are attached for use (I) when the competitive sale requirements of Treasury Regulation § 1.148-1(f)(3)(i) are met and (II) when such requirements are not met.

CERTIFICATION REGARDING OFFERING PRICE OF BONDS: In order to provide the State with information to enable it to comply with certain conditions of the Internal Revenue Code of 1986, as amended, relating to the exclusion of interest on the Series 2017D Bonds from gross income for federal income tax purposes, the successful bidder will be required to complete, execute, and deliver to the State (on or before the date of delivery of the Series 2017D Bonds) a certification regarding "issue price" substantially in the form accompanying this Official Notice of Bond Sale. If the successful bidder will not reoffer the Series 2017D Bonds for sale or has not sold a substantial amount of the Series 2017D Bonds of any maturity by the date of delivery, such certificate may be modified in a manner acceptable to the State. Each bidder, by submitting its bid, agrees to complete, execute, and deliver such a certificate by the date of delivery of the Series 2017D Bonds if its bid is accepted by the State. It will be the responsibility of the successful bidder to institute such syndicate reporting requirements, to make such investigation, or otherwise to ascertain the facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Bond Counsel (as defined hereinafter).

AWARD OF BONDS: An award of the Series 2017D Bonds, or rejection of bids, will be made by the Commission at a meeting of the Commission in its regular meeting place in the Governor's Conference Room on the 19th Floor of the Walter Sillers Building located in Jackson, Mississippi, at 2:00 P.M. on the Sale Date. The award, if any, will be made to the bidder complying with the terms of sale and offering to purchase the Series 2017D Bonds at the lowest true interest cost ("TIC") to the State. The TIC shall be determined by doubling the semi-annual interest rate (compounded semi-annually) as necessary to discount the debt service payments from the payment dates to the date of delivery of the Series 2017D Bonds.

RIGHT OF REJECTION, CANCELLATION: The Commission (i) reserves the right to reject any or all bids submitted, (ii) so far as permitted by law, to waive any irregularity or informality in any bid or condition of this Notice, (iii) to solicit new bids or proposals for the sale of the Series 2017D Bonds, or (iv) to otherwise provide for the sale of the Series 2017D Bonds if all bids are rejected or the winning bidder defaults.

The successful bidder will have the right at its option to cancel its obligation to purchase the Series 2017D Bonds if the State shall fail to execute the Series 2017D Bonds and tender the same for delivery within 60 days from the date of sale thereof. In such event, the successful bidder will be entitled to the return of the Good Faith Deposit (hereinafter defined) accompanying its bid.

GOOD FAITH DEPOSIT: The successful bidder for the Series 2017D Bonds is required to submit the good faith amount of \$530,300 (the "Good Faith Deposit") to the State in the form of a wire transfer in federal funds as instructed by the Financial Advisor, not later than two hours after the verbal award is made. If such wire transfer deposit is not received by the State by that time, the bid of such apparent winning bidder may be rejected and the State, in its own discretion, may direct the next lowest bidder(s), in ascending order, to submit a Good Faith Deposit and, thereafter, may award the sale of the Series 2017D Bonds to the next lowest bidder. In the event that the original apparent winning bidder does not comply with the Good Faith Deposit requirements and another bidder complies with the Good Faith Deposit requirements as described herein, or in the event no bidder complies with the Good Faith Deposit requirements as described herein, the original apparent winning bidder is obligated to promptly pay to the State, as liquidated damages for its failure to timely comply with the terms of this Official Notice of Bond Sale and of its bid, a sum equal to the greater of (i) the difference between the TIC of the original apparent winner and the TIC of the ultimate winner; and (ii) the amount of the Good Faith Deposit.

Submission of a bid to purchase the Series 2017D Bonds shall constitute acknowledgement and acceptance of the terms of the Good Faith Deposit requirements, including the payment of liquidated damages as provided herein.

The Good Faith Deposit so wired will be retained by the state until the delivery of the Series 2017D Bonds, at which time the Good Faith Deposit will be applied against the purchase price of the Series 2017D Bonds or the Good Faith Deposit will be retained by the State as partial liquidated damages in the event of the failure of the successful bidder to pay for the Series 2017D Bonds in compliance with the terms of this Official Notice of Bond Sale and its bid. No interest on the Good Faith Deposit will be paid by the State.

ADJUSTMENT OF PRINCIPAL AMOUNT AND BID PRICE: Prior to the Sale Date, the State may cancel the sale of the Series 2017D Bonds or adjust the aggregate principal amount or other terms of the Series 2017D Bonds. Notice of a change or cancellation will be announced via Thomson Municipal News at the website address www.tm3.com not later than 1:00 p.m. Central Standard Time, of the day preceding the day previously scheduled for bid opening.

After selecting the winning bid, the final principal amount of each maturity (the "Final Maturity Amounts") and the final aggregate par amount (the "Final Par Amount") of the Series 2017D Bonds will be determined. Each of the maturities listed above may be decreased or increased. Such adjusted principal amounts for each maturity shall constitute the Final Maturity Amounts, and in aggregate, such adjusted principal amounts shall constitute the Final Par Amount. In determining the Final Maturity Amounts and the Final Par Amount, the maturities listed above may be reduced or increased by no more than 15% of such amount. The successful bidder may not withdraw its bid or change the interest rates bid or its initial reoffering prices as a result of any changes made within these limits. The Final Maturity Amounts and the Final Par Amount will be communicated to the successful bidder by 4:00 p.m., Central Standard Time, on the day of the sale. The dollar amount of the bid

by the successful bidder will be adjusted to reflect the Final Par Amount. In adjusting the dollar amount of the bid, the Underwriter's Discount, if any, shall be held constant. The Underwriter's Discount shall be defined as the difference between the purchase price of the Series 2017D Bonds submitted by the bidder and the price at which the Series 2017D Bonds will be issued to the public, as calculated from information provided by the bidder, divided by the par amount of the bid.

PAYING AGENT, TRANSFER AGENT, AND REGISTRAR: The State Treasurer of the State, as designated by the Commission, will serve as paying agent, transfer agent, and registrar of the Series 2017D Bonds (the "Paying and Transfer Agent"). The Paying and Transfer Agent shall be subject to change by order of the Commission under the conditions and in the manner provided in the Series 2017D Bonds Resolution.

DELIVERY: The successful bidder must designate within thirty (30) days of the date of sale, or at such other later date as may be designated by the Commission, the names and addresses of the registered owners of the Series 2017D Bonds and the denominations in which the Series 2017D Bonds of each maturity are to be issued. If the successful bidder fails to submit such information within the required time, one Series 2017D Bond may be issued for each maturity in the full amount maturing on that date registered in the name of the successful bidder. The Series 2017D Bonds will be delivered at a place to be designated by the purchaser and without cost to the purchaser, and payment therefor shall be made in immediately available funds.

CUSIP NUMBERS: It is anticipated that CUSIP identification numbers will be printed on the Series 2017D Bonds unless specifically declined by the purchaser, but neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Series 2017D Bonds in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Series 2017D Bonds shall be paid by the State. The charge for the assignment of said CUSIP numbers shall be the responsibility of and shall be paid for by the purchaser.

LEGAL OPINION; CLOSING DOCUMENTS: The Series 2017D Bonds are offered subject to the unqualified approval of the legality thereof by Jones Walker LLP, Jackson, Mississippi, Bond Counsel. In the opinion of Jones Walker LLP, Jackson, Mississippi, interest on the Series 2017D Bonds is exempt from federal and Mississippi income taxes under existing laws, regulations, rulings, and judicial decisions, with such exceptions as shall be described in the Preliminary Official Statement for the Series 2017D Bonds. A copy of the opinion of Bond Counsel, together with the usual closing papers, including a non-litigation certificate dated the date of delivery of the Series 2017D Bonds, evidencing that no litigation is pending in any way affecting the legality of the Series 2017D Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon, and a transcript of the proceedings relating to the Series 2017D Bonds will be delivered to the successful bidder without charge. The State will pay for all legal fees and will pay for the printing and validation of the Series 2017D Bonds.

INFORMATION FROM PURCHASER: By submission of its bid, the successful bidder will be deemed to have agreed to supply to the State all necessary pricing information and any purchaser identification determined by the State to be necessary for the Official Statement or otherwise, within 24 hours after the award of the Series 2017D Bonds.

FURTHER INFORMATION: The Preliminary Official Statement is deemed, for purposes of S.E.C. Rule 15c2-12, to be final and complete as of its date except for the omission of the offering prices, interest rates, and any other terms of the Series 2017D Bonds depending on such matters, and the identity of the purchasers, subject to revision, amendment, and completion in a final Official Statement. By submission of its bid, the successful bidder will be deemed to have certified that it has obtained and reviewed the Preliminary Official Statement. Upon the award of the Series 2017D Bonds, the State will publish an Official Statement in substantially the same form as the Preliminary Official Statement, subject to minor additions, deletions, and revisions as required to complete the Official Statement. A copy of the Preliminary Official Statement and the PARITY® Bid Form may be obtained from the **Office of the State Treasurer**, 1101 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi, 39201, (601) 359-3600, Attention: Mr. Jesse Graham, Deputy Treasurer, or from the **Department of Finance and Administration**, 1301 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi 39201, (601) 359-3160, Attention: Mr. Steven McDevitt, Director, Bond Advisory Division.. The Preliminary Official Statement will also be available on www.munios.com.

CONTINUING DISCLOSURE: In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the State will undertake, pursuant to the Series 2017D Bonds Resolution and a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement. Failure of the State to deliver the Continuing Disclosure Certificate at the time of issuance and delivery of the Series 2017D Bonds shall relieve the successful bidder from its obligation to purchase the Series 2017D Bonds.

By order of the State Bond Commission of the State of Mississippi, on November 8, 2017.

**STATE BOND COMMISSION
STATE OF MISSISSIPPI**

By: /s/ Jim Hood
**Jim Hood, Attorney General, and
Ex-Officio Secretary, State Bond Commission**

ISSUE PRICE CERTIFICATE

FEDERAL TAX COMPETITIVE BIDDING REQUIREMENTS MET

The undersigned hereby certifies as follows with respect to the sale of \$53,030,000 State of Mississippi (the "State") General Obligation Bonds, Series 2017D (the "Series 2017D Bonds"):

1. The undersigned is the initial purchaser or the manager of the syndicate of initial purchasers (the "Initial Purchaser") which has purchased the Series 2017D Bonds from the State at competitive sale.

2. The Initial Purchaser was not given the opportunity to review other bids prior to submitting its bid, and the bid submitted by the Initial Purchaser constituted a firm bid to purchase the Series 2017D Bonds.

3. As of the Sale Date (as defined hereinafter), the reasonably expected initial offering prices of the Series 2017D Bonds to the public for each maturity of the Series 2017D Bonds by the Initial Purchaser (expressed as a percentage of principal amount and exclusive of accrued interest) is as set forth below:

2029	5,070,000*	%
2030	5,275,000*	%
2031	5,495,000*	%
2032	5,715,000*	%
2033	5,920,000*	%
2034	6,100,000*	%
2035	6,285,000*	%
2036	6,480,000*	%
2037	6,690,000*	%

*Subject to optional redemption on December 1, 2027, and thereafter.

4. The term "public" means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an underwriter or a related party to an underwriter. A related party generally means two or more persons with greater than 50 percent common ownership, directly or indirectly.

5. Sale Date means the first date on which there is a binding contract in writing for the sale of the Series 2017D Bonds. The Sale Date of the Series 2017D Bonds is December 6, 2017.

6. The term "maturity" means Series 2017D Bonds with the same credit and payment terms. Series 2017D Bonds with different maturity dates, or Series 2017D Bonds with the same maturity date but different interest rates, are treated as separate maturities.

7. The term "underwriter" means (i) any person that agrees pursuant to a written contract with the State (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2017D Bonds to the public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Series 2017D Bonds to the public (including a member of the selling group or a party to a retail distribution agreement participating in the initial sale of the Series 2017D Bonds to the public).

8. The undersigned understands that the foregoing information will be relied upon by the State with respect to certain of the representations set forth in the Tax and Non-Arbitrage Certificate and Agreement executed by the State in connection with the issuance of the Series 2017D Bonds and with respect to compliance with the federal income tax rules affecting the Series 2017D Bonds, and by Jones Walker, LLP, Jackson, Mississippi, Bond Counsel, in connection with rendering its opinion that interest on the Series 2017D Bonds is excludable from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the State from time to time relating to the Series 2017D Bonds.

EXECUTED and DELIVERED this _____ day of _____ 2017.

Name of Initial Purchaser or Manager

By: _____

Title: _____

ISSUE PRICE CERTIFICATE

FEDERAL TAX COMPETITIVE BIDDING REQUIREMENTS NOT MET

The undersigned hereby certifies as follows with respect to the sale of \$53,030,000 State of Mississippi (the "State") General Obligation Bonds, Series 2017D (the "Series 2017D Bonds"):

1. The undersigned is the initial purchaser or the manager of the syndicate of initial purchasers (the "Initial Purchaser") that has purchased the Series 2017D Bonds from the State.

2. As of the date of this Certificate, for each of the following maturities (the "Sold Maturities"), the first price at which a substantial amount (at least ten percent) of such maturity was sold to the public (expressed as a percentage of principal amount and exclusive of accrued interest) is set forth below:

2029	5,070,000*	%
2030	5,275,000*	%
2031	5,495,000*	%
2032	5,715,000*	%
2033	5,920,000*	%
2034	6,100,000*	%
2035	6,285,000*	%
2036	6,480,000*	%
2037	6,690,000*	%

*Subject to optional redemption on December 1, 2027, and thereafter.

3. As of the Sale Date for the Series 2017D Bonds, each of the following maturities (the "Unsold Maturities") was offered to the public for purchase at the price (expressed as a percentage of principal amount and exclusive of accrued interest) set forth below:

2029	5,070,000*	%
2030	5,275,000*	%
2031	5,495,000*	%
2032	5,715,000*	%
2033	5,920,000*	%
2034	6,100,000*	%
2035	6,285,000*	%
2036	6,480,000*	%
2037	6,690,000*	%

*Subject to optional redemption on December 1, 2027, and thereafter.

4. Offering Period means, with respect to an Unsold Maturity, the period beginning on the Sale Date and ending on the earlier of (a) the close of the fifth business day after the Sale Date or (b) the date on which the Initial Purchaser has sold at least 10 percent of such Unsold Maturity to the public at a price that is no higher than the initial offering price for such Unsold Maturity.

5. As set forth in the Official Notice of Bond Sale, the Initial Purchaser has agreed in writing that, for each of the Unsold Maturities, the Initial Purchaser would neither offer nor sell any of the Series 2017D Bonds of such maturity to any person at a price that is higher than the initial offering price for each maturity, as set forth in the pricing wire or equivalent communication for the Series 2017D Bonds attached to this Certificate, during the Offering Period for such maturity. Pursuant to such agreement, the Initial Purchaser has neither offered nor sold any of the Unsold Maturities at a price higher than the respective initial offering price for that maturity of the Series 2017D Bonds during the Offering Period.

6. The term “public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an underwriter or a related party to an underwriter. A related party generally means two or more persons with greater than 50 percent common ownership, directly or indirectly.

7. Sale Date means the first date on which there is a binding contract in writing for the sale of the Series 2017D Bonds. The Sale Date of the Series 2017D Bonds is December 6, 2017.

8. The term “maturity” means Series 2017D Bonds with the same credit and payment terms. Series 2017D Bonds with different maturity dates, or Series 2017D Bonds with the same maturity date but different interest rates, are treated as separate maturities.

9. The term “underwriter” means (i) any person that agrees pursuant to a written contract with the State (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2017D Bonds to the public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Series 2017D Bonds to the public (including a member of the selling group or a party to a retail distribution agreement participating in the initial sale of the Series 2017D Bonds to the public).

10. The undersigned understands that the foregoing information will be relied upon by the State with respect to certain of the representations set forth in the Tax and Non-Arbitrage Certificate and Agreement executed by the State in connection with the issuance of the Series 2017D Bonds and with respect to compliance with the federal income tax rules affecting the Series 2017D Bonds, and by Jones Walker, LLP, Jackson, Mississippi, Bond Counsel, in connection with rendering its opinion that interest on the Series 2017D Bonds is excludable from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the State from time to time relating to the Series 2017D Bonds.

EXECUTED and DELIVERED this _____ day of _____ 2017.

Name of Initial Purchaser or Manager

By: _____

Title: _____

OFFICIAL NOTICE OF BOND SALE

\$44,765,000

**STATE OF MISSISSIPPI
TAXABLE GENERAL OBLIGATION BONDS, SERIES 2017E**

NOTICE IS HEREBY GIVEN that the State Bond Commission of the State of Mississippi (the “Commission” of the “State”) will receive bids for the purchase of all, but not less than all, of the \$44,765,000 State of Mississippi Taxable General Obligation Bonds, Series 2017E (the “Series 2017E Bonds”) on December 6, 2017, at 9:15 a.m. Central Standard Time (the “Sale Date”). The Series 2017E Bonds are more particularly described in the Preliminary Official Statement to be dated on or about November 28, 2017, relating to the Series 2017E Bonds (the “Preliminary Official Statement”), and will be available at munios.com. Prior to accepting bids, the State of Mississippi (the “State”), represented by the Department of Finance and Administration, reserves the right to change the principal amount of the Series 2017E Bonds being offered or other terms of the Series 2017E Bonds, to postpone the sale to a later date, or to cancel the sale. Notice of a change, postponement, or cancellation will be announced via Thomson Municipal News at the website address www.tm3.com not later than 1:00 p.m. Central Standard Time, on the day preceding the bid opening. Such notice will specify the revised principal amount or other terms, if any, and later date selected for the sale, which may be postponed or cancelled in the same manner. If the sale is postponed, a later public sale may be held at the hour and place and on such date as communicated upon at least forty-eight hours’ notice via Thomson Municipal news at the internet website www.tm3.com. Consideration of the bids and the award will be made by the Commission not later than 4:00 p.m. on the Sale Date (as set forth above and in the bidding parameters herein). The State will continue to reserve the right to adjust the principal amount of the Series 2017E Bonds or to cancel the sale of the Series 2017E Bonds after the bids are opened as further described herein, see “ADJUSTMENT OF PRINCIPAL AMOUNT AND BID PRICE”.

THE SERIES 2017E BONDS: The Series 2017E Bonds will be dated their date of delivery; will be delivered in definitive form as registered bonds; will be in the denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; will be numbered from one upward in the order of issuance; will be payable as to principal at the office of the State Treasurer of the State, as designated by the Commission to serve as paying agent, transfer agent, and registrar of the Series 2017E Bonds (the “Paying and Transfer Agent”); and will bear interest from the date thereof, payable on December 1, 2018, and semiannually thereafter on June 1 and December 1 of each year, at the rate or rates offered by the successful bidder in its bid in accordance with this Official Notice of Bond Sale.

MATURITIES: The Series 2017E Bonds will mature serially, with option of prior payment, on December 1 in each of the years and amounts as follows:

<u>Year</u>	<u>Amount</u>
2018	\$2,110,000
2019	3,675,000
2020	3,815,000
2021	3,955,000
2022	4,075,000
2023	4,190,000
2024	4,315,000
2025	4,445,000
2026	4,580,000
2027	4,725,000
2028	4,880,000

REDEMPTION: The Series 2017E Bonds maturing after December 1, 2027, are subject to redemption prior to their respective maturities at the option of the Commission on and after December 1, 2027, either in whole or in part on any date, with the maturities and principal amounts thereof to be determined by the State, at the principal amount thereof together with accrued interest to the date fixed for redemption.

Notice of each such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to all Registered Owners of the Series 2017E Bonds to be redeemed at their addresses as they appear on the registration books of the State kept by the Paying and Transfer Agent. If less than all of the outstanding Series 2017E Bonds of a maturity are to be redeemed, the particular Series 2017E Bonds to be redeemed shall be selected by the Paying and Transfer Agent by lot or random selection in such manner as it shall deem fair and appropriate. The Paying and Transfer Agent may provide for the selection of portions of the principal of the Series 2017E Bonds (in integral multiples of \$5,000), and for all purposes of the Series 2017E Bonds Resolution (as hereinafter defined), all provisions pertaining to the redemption of the Series 2017E Bonds shall relate, in the case of any Bond redeemed or to be redeemed only in part, to the portion of the principal of such Bond which has been or is to be redeemed.

AUTHORITY AND SECURITY: The Series 2017E Bonds will be issued pursuant to the provisions of various pieces of legislation adopted by the Legislature of the State and signed by the Governor of the State (together, the "Series 2017E Bonds Acts") and the resolution authorizing and directing the issuance and sale of the Series 2017E Bonds dated November 8, 2017 (the "Series 2017E Bonds Resolution"), and shall be general obligations of the State, and for the payment thereof, the full faith and credit of the State shall be irrevocably pledged. The Series 2017E Bonds Acts provides that if the funds appropriated by the Legislature of the State shall be insufficient to pay the principal of and interest on the Series 2017E Bonds as they become due, the deficiency shall be paid by the State Treasurer from funds in the State Treasury not otherwise appropriated.

PURPOSE: The Series 2017E Bonds are being issued for the purpose of providing funds to finance the costs of various long-term capital improvement projects within the State and various grant and loan programs of the State, and to pay the costs incident to the sale, issuance, and delivery of the Series 2017E Bonds.

DTC BOOK-ENTRY-ONLY: The Series 2017E Bonds are being initially offered as registered in the name of Cede & Co., as Registered Owner and nominee for The Depository Trust Company, New York, New York ("DTC") under DTC's Book-Entry-Only system of registration. Purchasers of interests in the Series 2017E Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates and ownership by the Beneficial Owners of the Series 2017E Bonds will be evidenced by Book-Entry-Only. As long as Cede & Co. is the Registered Owner of the Series 2017E Bonds as nominee of DTC, payments of principal and interest will be made directly to such Registered Owner which will in turn remit such payments to the DTC participants for subsequent disbursement to the Beneficial Owners.

FORM AND DELIVERY OF BIDS: Only electronic bids submitted via PARITY® will be accepted. No other provider of electronic bidding services will be accepted. No bid delivered in person or by facsimile will be accepted. Each bid must be unconditional and received by PARITY® before the Sale Date and time deadline for receiving bids as set forth in this Official Notice of Bond Sale. No proposal to purchase the Series 2017E Bonds may be withdrawn after the deadline set for receiving bids. Prior to the deadline set for receiving bids, an eligible prospective bidder may, subject to the limitation which may be imposed by PARITY®, modify the proposed terms of its bid, in which event the proposed terms last modified will constitute its bid for the Series 2017E Bonds. At the deadline stated above for receiving bids, the bidding process will close and each bid shall then constitute an irrevocable offer to purchase the Series 2017E Bonds on the terms provided in the bid and this Official Notice of Bond Sale.

The use of PARITY® electronic bidding shall be at the bidder's risk and expense, and the State shall have no liability with respect thereto. The State is using electronic bidding as a communications medium and PARITY® is not acting as the State's agent.

If any provisions of this Official Notice of Bond Sale conflict with information provided by PARITY®, this Official Notice of Bond Sale shall control. The State is not bound by any advice or determination of PARITY® as to whether any bid complies with the terms of this Official Notice of Bond Sale. The time maintained by PARITY® shall constitute the official time with respect to all bids submitted.

Each electronic bid submitted via PARITY® shall be deemed an offer in response to this Official Notice of Bond Sale and shall be binding upon the bidder as if made by a signed sealed bid delivered to the State. The successful bidder must confirm such bid by a signed PARITY® Bid Form and a signed statement of reoffering price, both delivered by e-mail to the State (Steven.McDevitt@dfa.ms.gov) and to Hilltop Securities, Dallas, Texas, the State's Financial Advisor (Vickie.Hall@Hilltopsecurities.com), no later than thirty minutes after being notified by the State of being the winning bidder, the original of each which must be received by Steven McDevitt, Director, Bond Advisory Division, at 501 North West Street, Suite 1301 Woolfolk Building, Jackson, Mississippi, 39201. Failure to deliver this written confirmation does not relieve the bidder of the obligation to purchase the Series 2017D Bonds. For information about PARITY®, potential bidders may contact PARITY® at Dalcomp at 817.885.8900 or 201.434.8033.

FORM OF BID, INTEREST RATES, AND BID PRICE: All bids must conform to the requirements of this Official Notice of Bond Sale. The Series 2017E Bonds will be sold on an "all or none" basis at a price of not less than 100.42% of the par value. Each bid must specify (1) a single interest rate for each maturity; (2) the reoffering price or yield for each maturity of the Series 2017E Bonds; and (3) a dollar purchase price for the Series 2017E Bonds. No maturity may have a coupon more than 5.00% and no maturity may have a coupon less than 1.00%. No maturity may be priced at more than 104% of par and no maturity may be priced at less than 99% of par. All interest rates must be in multiples of 1/8th or 1/100th of 1.00%. The overall maximum interest rate to maturity on the Series 2017E Bonds must not exceed 5.00% per annum. Bidders may designate consecutive maturities as "term bonds", and no more than two "term bonds" may be designated. Each Term Bond shall be subject to mandatory redemption at a price of 100% of the principal amount, plus accrued interest, on the dates and in the amounts that the consecutive maturities are payable.

AWARD OF BONDS: An award of the Series 2017E Bonds, or rejection of bids, will be made by the Commission at a meeting of the Commission in its regular meeting place in the Governor's Conference Room on the 19th Floor of the Walter Sillers Building located in Jackson, Mississippi, at 2:00 P.M. on the Sale Date. The award, if any, will be made to the bidder complying with the terms of sale and offering to purchase the Series 2017E Bonds at the lowest true interest cost ("TIC") to the State. The TIC shall be determined by doubling the semi-annual interest rate (compounded semi-annually) as necessary to discount the debt service payments from the payment dates to the date of delivery of the Series 2017E Bonds.

RIGHT OF REJECTION, CANCELLATION: The Commission (i) reserves the right to reject any or all bids submitted, (ii) so far as permitted by law, to waive any irregularity or informality in any bid or condition of this Notice, (iii) to solicit new bids or proposals for the sale of the Series 2017E Bonds, or (iv) to otherwise provide for the sale of the Series 2017E Bonds if all bids are rejected or the winning bidder defaults.

The successful bidder will have the right at its option to cancel its obligation to purchase the Series 2017E Bonds if the State shall fail to execute the Series 2017E Bonds and tender the same for delivery within 60 days from the date of sale thereof. In such event, the successful bidder will be entitled to the return of the Good Faith Deposit (hereinafter defined) accompanying its bid.

GOOD FAITH DEPOSIT: The successful bidder for the Series 2017E Bonds is required to submit the good faith amount of \$447,650 (the "Good Faith Deposit") to the State in the form of a wire transfer in federal funds as instructed by the Financial Advisor, not later than two hours after the verbal award is made. If such wire transfer deposit is not received by the State by that time, the bid of such apparent winning bidder may be rejected and the State, in its own discretion, may direct the next lowest bidder(s), in ascending order, to submit a Good Faith Deposit and, thereafter, may award the sale of the Series 2017E Bonds to the next lowest bidder. In the event that the original apparent winning bidder does not comply with the Good Faith Deposit requirements and another bidder complies with the Good Faith Deposit requirements as described herein, or in the event no bidder complies with the Good Faith Deposit requirements as described herein, the original apparent winning bidder is obligated to promptly pay to the State, as liquidated damages for its failure to timely comply with the terms of this Official Notice of Bond Sale and of its bid, a sum equal to the greater of (i) the difference between the

TIC of the original apparent winner and the TIC of the ultimate winner; and (ii) the amount of the Good Faith Deposit.

Submission of a bid to purchase the Series 2017E Bonds shall constitute acknowledgement and acceptance of the terms of the Good Faith Deposit requirements, including the payment of liquidated damages as provided herein.

The Good Faith Deposit so wired will be retained by the state until the delivery of the Series 2017E Bonds, at which time the Good Faith Deposit will be applied against the purchase price of the Series 2017E Bonds or the Good Faith Deposit will be retained by the State as partial liquidated damages in the event of the failure of the successful bidder to pay for the Series 2017E Bonds in compliance with the terms of this Official Notice of Bond Sale and its bid. No interest on the Good Faith Deposit will be paid by the State.

ADJUSTMENT OF PRINCIPAL AMOUNT AND BID PRICE: Prior to the Sale Date, the State may cancel the sale of the Series 2017E Bonds or adjust the aggregate principal amount or other terms of the Series 2017E Bonds. Notice of a change or cancellation will be announced via Thomson Municipal News at the website address www.tm3.com not later than 1:00 p.m. Central Standard Time, of the day preceding the day previously scheduled for bid opening.

After selecting the winning bid, the final principal amount of each maturity (the “Final Maturity Amounts”) and the final aggregate par amount (the “Final Par Amount”) of the Series 2017E Bonds will be determined. Each of the maturities listed above may be decreased or increased. Such adjusted principal amounts for each maturity shall constitute the Final Maturity Amounts, and in aggregate, such adjusted principal amounts shall constitute the Final Par Amount. In determining the Final Maturity Amounts and the Final Par Amount, the maturities listed above may be reduced or increased by no more than 15% of such amount. The successful bidder may not withdraw its bid or change the interest rates bid or its initial reoffering prices as a result of any changes made within these limits. The Final Maturity Amounts and the Final Par Amount will be communicated to the successful bidder by 4:00 p.m., Central Standard Time, on the day of the sale. The dollar amount of the bid by the successful bidder will be adjusted to reflect the Final Par Amount. In adjusting the dollar amount of the bid, the Underwriter’s Discount, if any, shall be held constant. The Underwriter’s Discount shall be defined as the difference between the purchase price of the Series 2017E Bonds submitted by the bidder and the price at which the Series 2017E Bond will be issued to the public, as calculated from information provided by the bidder, divided by the par amount of the bid.

PAYING AGENT, TRANSFER AGENT, AND REGISTRAR: The State Treasurer of the State, as designated by the Commission, will serve as paying agent, transfer agent, and registrar of the Series 2017E Bonds (the “Paying and Transfer Agent”). The Paying and Transfer Agent shall be subject to change by order of the Commission under the conditions and in the manner provided in the Series 2017E Bonds Resolution.

DELIVERY: The successful bidder must designate within thirty (30) days of the date of sale, or at such other later date as may be designated by the Commission, the names and addresses of the registered owners of the Series 2017E Bonds and the denominations in which the Series 2017E Bonds of each maturity are to be issued. If the successful bidder fails to submit such information within the required time, one Series 2017E Bond may be issued for each maturity in the full amount maturing on that date registered in the name of the successful bidder. The Series 2017E Bonds will be delivered at a place to be designated by the purchaser and without cost to the purchaser, and payment therefor shall be made in immediately available funds.

CUSIP NUMBERS: It is anticipated that CUSIP identification numbers will be printed on the Series 2017E Bonds unless specifically declined by the purchaser, but neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Series 2017E Bonds in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Series 2017E Bonds shall be paid by the State. The charge for the assignment of said CUSIP numbers shall be the responsibility of and shall be paid for by the purchaser.

LEGAL OPINION; CLOSING DOCUMENTS: The Series 2017E Bonds are offered subject to the unqualified approval of the legality thereof by Jones Walker LLP, Jackson, Mississippi, Bond Counsel. In the

opinion of Jones Walker LLP, Jackson, Mississippi, interest on the Series 2017E Bonds is exempt from Mississippi income taxes under existing laws, regulations, rulings, and judicial decisions, with such exceptions as shall be described in the Preliminary Official Statement for the Series 2017E Bonds. A copy of the opinion of Bond Counsel, together with the usual closing papers, including a non-litigation certificate dated the date of delivery of the Series 2017E Bonds, evidencing that no litigation is pending in any way affecting the legality of the Series 2017E Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon, and a transcript of the proceedings relating to the Series 2017E Bonds will be delivered to the successful bidder without charge. The State will pay for all legal fees and will pay for the printing and validation of the Series 2017E Bonds.

INFORMATION FROM PURCHASER: By submission of its bid, the successful bidder will be deemed to have agreed to supply to the State all necessary pricing information and any purchaser identification determined by the State to be necessary for the Official Statement or otherwise, within 24 hours after the award of the Series 2017E Bonds.

FURTHER INFORMATION: The Preliminary Official Statement is deemed, for purposes of S.E.C. Rule 15c2-12, to be final and complete as of its date except for the omission of the offering prices, interest rates, and any other terms of the Series 2017E Bonds depending on such matters, and the identity of the purchasers, subject to revision, amendment, and completion in a final Official Statement. By submission of its bid, the successful bidder will be deemed to have certified that it has obtained and reviewed the Preliminary Official Statement. Upon the award of the Series 2017E Bonds, the State will publish an Official Statement in substantially the same form as the Preliminary Official Statement, subject to minor additions, deletions, and revisions as required to complete the Official Statement. A copy of the Preliminary Official Statement and the PARITY® Bid Form may be obtained from the **Office of the State Treasurer**, 1101 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi, 39201, (601) 359-3600, Attention: Mr. Jesse Graham, Deputy Treasurer, or from the **Department of Finance and Administration**, 1301 Woolfolk Building, Suite A, 501 North West Street, Jackson, Mississippi 39201, (601) 359-3160, Attention: Mr. Steven McDevitt, Director, Bond Advisory Division. The Preliminary Official Statement will also be available on www.munios.com.

CONTINUING DISCLOSURE: In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the State will undertake, pursuant to the Series 2017E Bonds Resolution and a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement. Failure of the State to deliver the Continuing Disclosure Certificate at the time of issuance and delivery of the Series 2017E Bonds shall relieve the successful bidder from its obligation to purchase the Series 2017E Bonds.

By order of the State Bond Commission of the State of Mississippi, on November 8, 2017.

**STATE BOND COMMISSION
STATE OF MISSISSIPPI**

By: /s/ Jim Hood
**Jim Hood, Attorney General, and
Ex-Officio Secretary, State Bond Commission**

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