

# 2022 ANNUAL REPORT

# **Uniform Fiduciary Standards of Care**

**Know Standards, Laws, & Trust Provisions** 

**Diversify Assets to Specific Risk / Return Profile** 

**Prepare Investment Policy Statement** 

**Use "Prudent Experts" & Document Due Diligence** 

**Control & Account for Investment Expense** 

Monitor the Activities of "Prudent Experts"

**Avoid Conflicts of Interest & Prohibited Transactions** 

# A Message from the Chairman

#### Dear People of the Commonwealth,

In compliance with Article XI, Section 6(e), of the Northern Mariana Islands Constitution, we, the Trustees of the Marianas Public Land Trust (MPLT) submit the 2022 Annual Report on MPLT's operations, and investments of monies received from the Department of Public Land (DPL) pursuant to the NMI Constitution.

Please go through this report for more information on MPLT's performance of its operations, and investments. For updates, please visit our website at <u>www.mplt.gov.mp</u>.

With this report is MPLT's FY 2022 Audited Financial Statements, which is in accordance with the government auditing standards.

The Trustees are held to strict fiduciary duties and responsibilities and continue to fulfill their duties diligently to comply with the mandate of the Constitution.

Respectfully submitted,

Vantos Phillip Mendiola-Long

Chairman (2023-present)



MARIA (FRICA) T. PANGELINAN Chairperson



PEDRO R. DELEON GUERRERO Carolinian Representative



VIANNEY B. HOCOG Vice Chairman 1<sup>st</sup> Senatorial Representative



**PETER Q. CRUZ, AIF®** 2<sup>nd</sup> Senatorial Representative



Martin B. Ada, AlFA® Treasurer 3<sup>rd</sup> Senatorial District

# **OVERVIEW**

The Marianas Public Land Trust (MPLT) was established by the Northern Marianas Constitution under Article XI, Section 6, for the purpose of making prudent investments of the revenue received from public lands leases that the Marianas Public Land corporation (MPLC) or its successor entities, now the Department of Public Lands (DPL) transferred to MPLT, pursuant to Section 5(g) and Section 6(b) of the said Article XI (see table). The original lease of public lands by MPLC funding MPLT was per Article VIII, Section 803 of the Covenant. MPLT invested these funds prudently within its established guidelines and policy.

Although MPLT has received \$54,600,948 from MPLC or its successor entities, MPLT is of the opinion that the method used to compute the annual distributions does not comply with the provisions of the Constitution and additional monies are owed.

DPL has inappropriately "reserved" their fund balance to avoid distributing the annual funds as required by the Constitution. This finding has been supported by two Attorney Generals' opinions, summarized as follows:

AG Opinion 2013-02, dated April 8, 2013, states:

DPL owes MPLT all revenue generated from public lands that are not appropriated to it pursuant to its annual budget. DPL also owes MPLT an accounting to verify that the proper sums are transferred. DPL must transfer these excess funds on a yearly basis.

AG Opinion 18-03, dated October 15, 2018, states:

The question of this opinion is whether the Legislature may appropriate to DPL supplemental funding more than the original budget amount allocated to DPL for fiscal year 2018? The answer is "no" as all revenues generated from public lands less the

FUNDS RECEIVED BY MPLT				
Date Received		Amount		
July 19, 1983	\$	5,000,000		
January 20, 1984		100,000		
February 17, 1984		14,080,046		
April 13, 1984		5,958,700		
August 27, 1984		803,856		
May 22, 1991		500,000		
December 20, 1991		500,000		
September 19, 2007		1,250,000		
August 4, 2008		3,500,000		
November 23, 2011		1,000,000		
December 31, 2013		307,109		
June 6, 2014		996,743		
December 30, 2014		5,000,000		
April 11, 2016		800,334		
February 1, 2018		866,339		
September 17, 2018		1,501,174		
May 3, 2019		3,000,000		
May 6, 2019		345,700		
May 15, 2019		2,414,477		
August 19, 2019		567,508		
March 18, 2021		4,451,471		
July 28, 2021		516,596		
September 2 2022		1,140,895		
TOTAL	\$	54,600,948		

operational expenses have to be transferred to MPLT. Any statue or regulation that would deprive MPLT of the revenue from public lands violated the Constitution.

DPL's practice of underspending its budget and understating its estimated revenues has resulted in a growing fund balance. DPL justifies maintaining this significant balance to fund future homestead development, subsequent year's approved budget, and other matters to be funded in the future.

Notwithstanding the DPL transfers that have been made to MPLT, more funding must be transferred as the funds in the DPL Operations Fund has grown substantially from the additional revenues collected more than estimates and underspending of amounts appropriated. DPL has no legal authority to retain excess revenue.

Conclusion states that "supplemental appropriation to DPL may not be made from unobligated and unencumbered prior fiscal year balances." Those balances are public land funds that must be transferred to MPLT.

Additionally, on October 4, 2010, the Commonwealth Supreme Court rendered its opinion, Supreme Court N. 2009-SCC-0041-CQU, Slip Opinion, which found P.L. 16-31 unconstitutional as it infringes upon MPLT's constitutionally mandated functions of receiving and investing the revenues from public lands for the benefit of people of Northern Marianas Descent. It states that any attempt by Legislature to appropriate funds from public land revenue before they reach MPLT infringes on Article XI, §6. While DPL's current practice is to withhold operating expenses from the moneys generated through the management and disposition of public lands before transferring the money to MPLT, the authority for doing so is no longer constitutionally operative and the authority for doing so must exist elsewhere.

MPLT has had a history of communicating with DPL as to their failure to remit the correct annual distribution. Failure to turn over the correct fund balance each fiscal year is a clear violation of DPL's fiduciary duty. This breach has resulted in losses of distributable net income to the CNMI General Fund.

For the past 39 years, MPLT has transferred to the general revenues of the Commonwealth the amount of \$69,362,073, which the legislature appropriated for various public programs, such as, the Public School System, Department of Public Safety, Department of Public Works, Commonwealth Health Center (CHC), etc.... And, over the last 32 years, MPLT has disbursed the amount of \$6,916,163 to the American Memorial Park, in accordance with Article XI, Section

6(d) of the Northern Mariana Islands Constitution for the maintenance and development of the American Memorial Park.

In addition to the direct distributions to the Commonwealth General Fund, MPLT makes local investments, which benefits the whole community. Without such support, the various CNMI agencies would have suffered financially. The following are a list of such investments:

DIVERSIFIED LOCAL INVESTMENTS (DLI)				
Fiscal Year	Investment Description	tment Description Purpose		
2001	Northern Marianas Housing Corporation	Long-Term Mortgage Financing	\$10,000,000	
2002	APLE	Non-profit NMD Student Tuition Program	\$ 154,924	
2008	Commonwealth Utilities Corporation	Secure of Stand-by generator	\$ 3,500,000	
2011	CNMI General Fund	Payment of utility bills and other operating cost	\$ 4,000,000	
2012	Commonwealth Healthcare Corporation	Line of Credit to sustain operations	\$ 3,000,000	
2012	Commonwealth Healthcare Corporation	Electronic Health Record (EHR)	\$ 328,655	
2014	CNMI General Fund	CUC Stipulated Order per Federal Court Judgement	\$ 5,000,000	
2016	Tinian Municipality	Federal Judicial Judgement	\$ 1,349,368	
2019	CNMI General Fund	Typhoon Yutu/FEMA related expenditures	\$15,000,000	
*2022	Tinian Shipping Services	Purchase of Vessel to provide shipping services within the CNMI and for operations	\$ 10,910	

\*The total loan to Tinian Shipping Services, which was funded in FY 2023, amounted to \$1,398,245.

The mortgage financing program established with the Northern Marianas Housing Corporation failed, which caused MPLT to foreclose on the loan portfolio. As a result, MPLT has been managing these loans with the goal of recovery of its principal. Individual mortgage loan foreclosures have occurred. The resulting foreclosed houses are being sold based on the appraised value to NMD persons (SHIP). This program allows NMD's the opportunity to secure a home at very favorable terms.

The Trustees acknowledge that public lands belong collectively to persons of Northern Marianas descent, (Article XI, Section 1 of the Northern Mariana Islands Constitution); therefore, MPLT is

expected to provide the revenues derived from public lands for programs directly benefiting person of Northern Mariana descent. However, Article XI, Section 6(b) and (d) of the Northern Mariana Islands Constitution mandate the Trustees to make reasonable, careful, and prudent investments and the interest revenues therefrom to be transferred to the general revenues of the Commonwealth.

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# **PERFORMANCE ANALYSIS**

The Marianas Public Land Trust (MPLT) performance return for FY 2022 was dismal at a negative return of -14.94% as compared to last year's return of 21.4%. MPLT did not meet its blended policy target of -14.43% and failed to meet its annualized policy index of 6.30%. In 2022, the Trust's net assets decreased by -\$19,779,089. This decrease in the net assets for 2022 was primarily due to the decreased investment valuations, resulting from the markets becoming overvalued due to the COVID 19 governmental stimulation increasing the money supply and the Federal Reserve increasing interest rates to reduce inflation.

The investment revenue (interest & dividends) for 2022 was \$3,653,395 as compared to 2021 of \$2,740,012. The net capital loss for 2022 was \$20,083,988 as compared to 2021 capital gain of \$16,964,354. This was due to the reasons as previously stated.

MPLT's investment time horizon is long term, and while investment cycles of three to five years may reflect volatility, the Trustees anticipate being able to continue adding value to the portfolio in accordance with their investment strategy, as well as to continue to provide reliable distributions to the general revenue of the Commonwealth.

A review of the Analysis of Investment Returns (Table

Annual rates of return taken alone do not present an accurate picture of investment performance. Investment performance must be analyzed consecutively for a range of three to five years. This is because money managers do not try to time market fluctuations caused by short-term interest rate changes and other economic factors. Their goal is to analyze market cycles to be fully invested when markets are in an upswing pattern. Trying to outguess the market in the short term will not yield continuous portfolio growth over the years. Instead added risk and volatility will mark performance negatively resulting in average yields below the historical trends.

1) for 2022 through 2018 indicates an average realized and unrealized capital gains (losses) of \$927,505. The average overall return for the last five years for the active portfolio is 4.57%.

ANALYSIS OF INVESTMENT RETURNS - Table 1						
	2022	2021	2020	2019	2018	Five Year Average
Interest Income	2,062,751	\$1,712,337	\$2,098,382	\$2,165,587	\$1,782,661	\$1,964,344
Dividends	1,590,643	1,027,673	1,159,858	1,567,218	1,366,458	1,342,370
Realized Capital Gains (Losses	-6,831,349	10,833,796	1,076,583	625,757	281,109	\$1,197,179
Unrealized Capital Gains (Losses)	<u>-13,252,637</u>	<u>6,607,170</u>	<u>1,958,499</u>	<u>1,631,966</u>	<u>1,706,632</u>	<u>-269,674</u>
TOTALS:	<u>(\$16,430,592)</u>	<u>\$20,180,976</u>	<u>\$6,293,322</u>	<u>\$5,990,528</u>	<u>\$5,136,860</u>	<u>\$4,234,219</u>
MPLT Return on Total Investment	<u>-14.94%</u>	<u>16.94%</u>	<u>5.84%</u>	5.74%	<u>5.86%</u>	<u>3.89%</u>
MPLT Return on Managed Investments	<u>-15.74%</u>	<u>21.39%</u>	<u>6.32%</u>	<u>5.22%</u>	<u>5.67%</u>	<u>4.57%</u>
Performance Benchmarks						
S&P 500	<u>-15.47%</u>	<u>30.00%</u>	<u>15.15%</u>	<u>4.25%</u>	<u>17.91%</u>	<u>10.37%</u>
S&P Barra Growth	<u>-21.11%</u>	28.86%	<u>30.64%</u>	<u>3.25%</u>	25.21%	<u>13.37%</u>
S&P Barra Value	<u>-9.63%</u>	<u>32.02%</u>	<u>-2.68%</u>	<u>5.56%</u>	<u>10.06%</u>	<u>7.07%</u>
Barclays Aggregated Bond			<u>6.98%</u>	<u>10.30%</u>	<u>-1.22%</u>	<u>5.35%</u>
Bloomberg US Aggregate*	<u>-14.60%</u>	<u>-0.90%</u>				<u>-7.75%</u>
91 Day T-Bills	<u>0.63%</u>	<u>0.06%</u>	<u>1.02%</u>	<u>2.36%</u>	<u>1.57%</u>	<u>1.13%</u>
Consumer Price Index	<u>8.20%</u>	<u>5.39%</u>	<u>1.37%</u>	<u>1.71%</u>	<u>1.90%</u>	<u>3.71%</u>
Weighted Average Per Target Allocation	<u>-14.43%</u>	<u>18.92%</u>	<u>3.98%</u>	<u>7.57%</u>	<u>3.15%</u>	<u>3.84%</u>
*Barclays and Bloomberg merged; Indices is	*Barclays and Bloomberg merged; Indices is now "Bloomberg US Aggregate"					

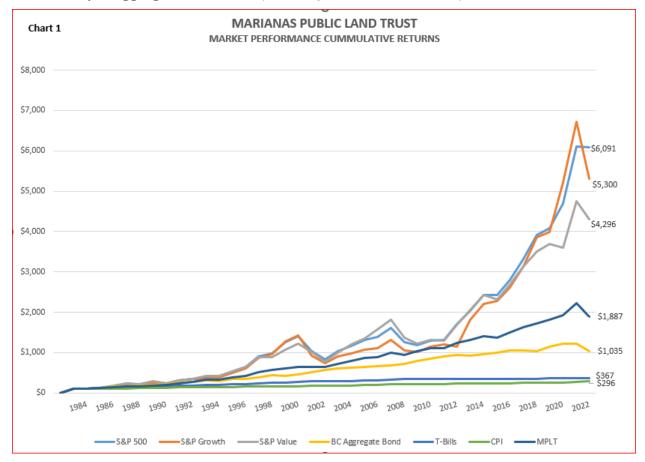
Additionally, the Analysis of Asset Class Yields (Table 2) shows that not all the asset classes per the Investment Policy Statement met their benchmarks, with the exception of Alternatives. Due to varying factors, which include the effects of the COVID-19 pandemic, the portfolio was unable perform to their respective benchmarks. Despite these hardships, the investment income (interest and dividends) for the Trust totaled \$3,653,395 allowing for significant distributions to the respective beneficiaries, i.e., GF -\$2,253,851, PF - \$0.00.

MARIANAS PUBLIC LAND TRUST				
ANALYSIS of ASSET CLASS YIELDS – TABLE 2				
Asset Class Weighted Weighted Benchmarks Yields Yields				
US Equity	-16.88%	-13.37%		
International Equity	-9.60%	-9.91%		
Fixed Income	-17.48%	-15.94%		
Alternatives	-7.21%	-12.13%		
Diversified Local Investments	6.34%	<u>N/A <sup>[1]</sup></u>		

1 No suitable "benchmark" for Diversified Local Investments.

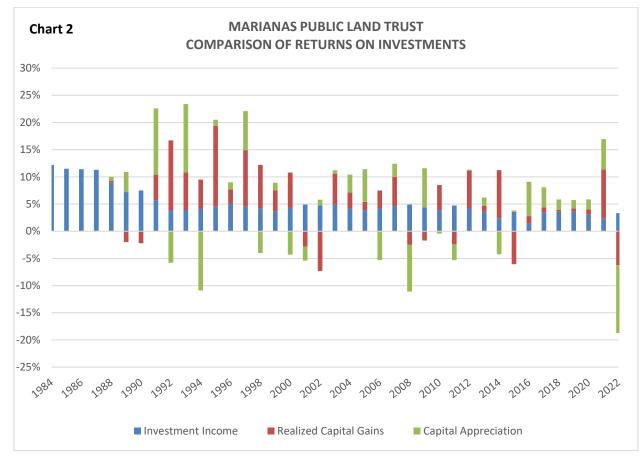
Another means to review MPLT's historical return performance is to chart its annual rate of return since inception as compared to various indices. The Market Performances Cumulative Returns (Chart 1) is an example of this type of analysis. It assumes an original investment of \$100 made in 1983 with the annual investment returns re-invested. MPLT's annual rate of return is charted along with the annual returns for the following indices:

### a) S&P 500 Index, b) S&P BARRA Growth Index, c) S&P BARRA Value Index, d) Barclay's Aggregate Bond Index), 91-Day T-Bills Index, and f) Consumers' Price Index.



The Market Performance Cumulative Returns (Chart 1) reveals that MPLT has performed well since inception, earning a cumulative return to grow an assumed investment of \$100 to \$1,887, as compared to the S&P 500, S&P 500 Growth, and the S&P 500 Value, all of which decreased to a range of \$4,296 to \$6,091 (note the chart reveals the downward trend of equities for 2001, 2002, 2008, 2011, 2015, and 2022). The fixed income benchmark Bloomberg US Aggregate Bond index cumulatively decreased to \$1,035. Based upon our targeted asset allocation of approximately 34% to equities, 31% to fixed income, and 35% to alternatives, we compare very favorably to the market performances. Since MPLT is obligated to transfer its interest income to

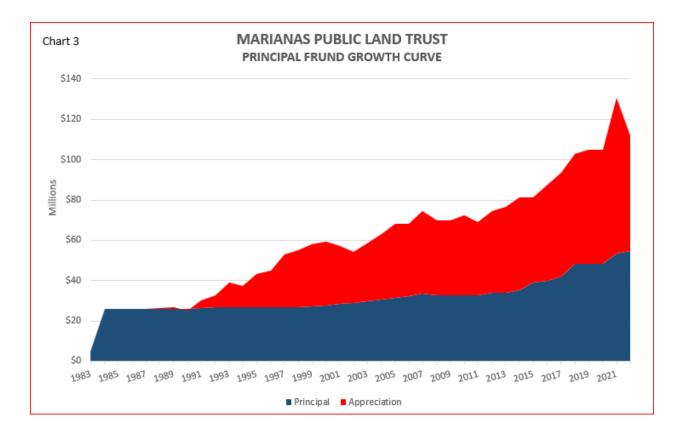
the general revenue of the Commonwealth, it chooses to invest mostly in fixed income instead of investing solely in equities.



An overview of MPLT's historical returns on investment since its inception, illustrated in the Comparison of Returns on Investment (see chart 2) shows the positive and negative rates of annual rate of return for each year. The average annual return rate for the years 1988 through 2022 was 7.7%, as compared to 1984 through 1987 and a portion of 1988, was 11.6%. This is indicative of MPLT's money managers performing to meet the 6.30% Total Return Index in MPLT's Investment Policy Statement. Also, professional money management has been able through the equity portfolio to add value and increase the principal fund since 1988.

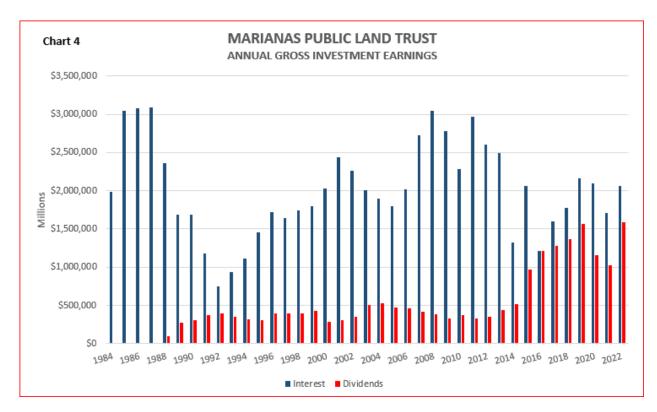
MPLT has added \$57,347,656 to the principal contributions received from MPLC and its successor entities for a 205% gain. This more than doubling of the principal fund has been accomplished during the last thirty-nine years. The principal Fund Growth Curve (see Chart 3) illustrates the increasing investment base derived from capital gains which are allocable to principal and are not subject to distribution. The blue portion of the chart represents the original principal contribution received from MPLC, or its successor entities, now DPL, while the red portion is the value added (appreciation) to the portfolio, because of MPLT's investment strategy and policy.

MPLT's principal fund, for both the General and Park Funds, is currently **\$111.9 million**. This balance is **2.05 times more** than the original principal contributions received from MPLC, etc. This principal growth has occurred while making cumulative distributions of \$76 million since inception.



A further review of Chart 3 reveals the loss of value occurring in the years 1994, 2001, 2002, 2008, 2011, 2015 and 2022. It also demonstrates the recovery occurring in years 1995, 2003, 2005 through 2017, and 2012 through 2021. This is a testament of the investment policy and asset allocation to equities instituted by the Trustees and their investment consultants. Without an equity allocation, MPLT would not have been able to achieve this growth. It also shows that by reducing the equity allocation in favor of current income, MPLT will not be able to sustain this rate of growth as capital gains as a portion of the total revenues will be less.

There are trade-offs between capital appreciation and investment earnings. The annual Gross Investment Earnings (Chart 4) indicates when MPLT started to enjoy larger annual rates of return and increased capital growth, due to the implementation of the managed portfolio, MPLT investment earnings declined. This is to be expected, and to properly analyze performance, all the



components of the annual return must be considered (investment earnings, i.e., interest and dividends, as well as realized capital gains (losses) and investment appreciation).

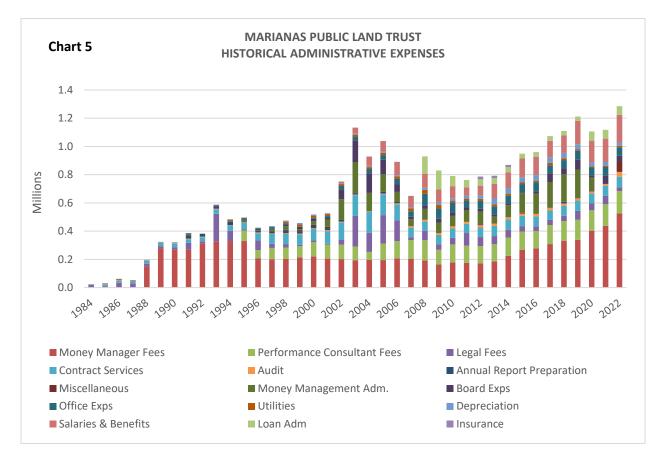
To achieve high rates of return and meet the "*uniform prudent investor*" standards, the Trustees through their investment consultant, retains money managers, who are experts in their fields of investment focus for the following asset classes: Large Cap Value, Large Cap Core, Emerging Markets, High Yield Fixed Income, International Fixed Income, Alternatives, and Core Fixed Income. The table below denotes the asset allocation per money manager:

The asset allocation for 2022 for the General Fund and the Park Fund was large cap core at 14%, large cap value at 14%, international and emerging markets at 6%, fixed income at 31%, and alternative investments at 35%.

		ASSET ALLOCATION		
MONEY MANAGERS	ASSET CLASS	GENERAL FUND	PARK FUND	
ARISTOTLE CAPITAL MANAGEMENT	US EQUITY	13.95 %	13.95 %	
ATALANTA SOSNOFF CAPITAL, LLC	US EQUITY	13.43%	13.38 %	
WCM	INTERNATIONAL EQUITY	4.31 %	4.82 %	
WESTERN ASSET MANAGEMENT	FIXED INCOME	19.04 %	21.11 %	
CHARTWELL INVESTMENT PARTNERS	FIXED INCOME	14.86 %	9.41%	
LAZARD ASSET MANAGEMENT	ALTERNATIVE INVESTMENTS	8.15 %	8.21 %	
BLACKROCK ISHARES	ALTERNATIVE INVESTMENTS	3.16 %	3.20 %	
ADELANTE CAPITAL MANAGEMENT	ALTERNATIVE INVESTMENTS	11.18 %	10.98 %	
SSI INVESTMENT MANAGEMENT	ALTERNATIVE INVESTMENTS	8.93 %	11.90%	
BLACKSTONE GROUP	ALTERNATIVE INVESTMENTS	2.95 %	3.05%	

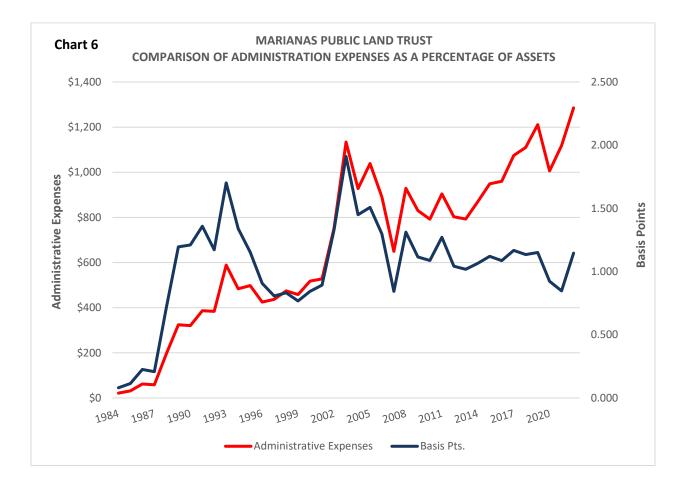
MPLT pays its money managers annually from 25 to 75 basis points (100 basis points equals 1%) of the value of the monies they manage, the incremental annual gain is more than justified. To do otherwise would be a breach of our fiduciary duty and would be contradictory to **modern portfolio theory.** 

An analysis of the Historical Administrative Expenses, (Chart 5) reveals an update of MPLT historical administrative expenses since inception. The 2022 administrative expenses increased by \$167,450 as compared to the amount in 2021, which was due to increase in salaries, money management administration, consultancy fees, office expenses, professional fees, trustee expenses, and utilities.



Another way of looking at the effectiveness of our investment policies is to compare our administrative expenses each year since inception to the total Trust assets (using fair market valuation). The Comparison of Administrative Expenses as a Percentage of Assets (Chart 6) illustrates the progression and growth of our administrative expenses (red line) over the years, which reached their highest level in 2022.

Administrative expenses have remained relatively the same for the past 5 years. The blue line of the chart depicts the annual administrative expenses as a percentage of MPLT's total assets. This percentage is expressed in basis points (100 bp equals 1%). This line shows the cost of running MPLT as compared to the growth of our investment program. It is the goal of the Trust to continue the trend of lowering the *rate of administrative expenses* over the coming years in relation to the asset level. Over the past thirty-nine years, the Trust has spent \$26,220,738 for administrative expenses to create \$57,494,656 new assets while at the same time distributing \$69,362,073 to the Commonwealth and \$6,916,163 to the American Memorial Park.



# **INVESTMENT POLICY STATEMENT**

The MPLT Trustees are *fiduciaries*. Their role is *to provide the essential management of the investment process, without which the other components of the investment plan cannot be defined, implemented, or evaluated.* 

The Trustees are responsible for the general management of MPLT's assets.

Their key tasks are:

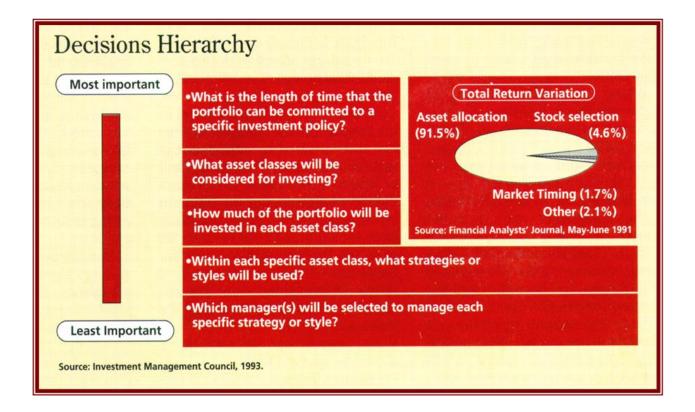
- a) Determining the portfolio's mission and objective.
- b) Choosing an appropriate asset allocation strategy.
- c) Establishing explicit written investment policies consistent with the objectives.
- d) Selecting investment managers to implement the investment policy; and
- e) Monitoring investment results

#### The Investment program is defined in the various sections of the IPS by:

- Stating in a written document the Trustees' attitudes, expectations, objectives and guidelines for the investment of all MPLT assets.
- Setting forth an investment structure for managing all MPLT's assets. This structure includes various asset classes, investment management styles, asset allocation and acceptable ranges that, in total, are expected to produce a sufficient level of overall diversification and total investment return over the long-term.
- Providing guidelines for each investment portfolio that control the level of overall risk and liquidity assumed in that portfolio, so that all MPLT assets are managed in accordance with stated objectives.
- Encouraging effective communications between the Trustees, the investment consultant and the money managers.
- Establishing formalization criteria to monitor, evaluate, and compare the performance results achieved by the money managers on a regular basis.
- Complying with all applicable fiduciary, prudence and due diligence requirements that experienced investment professionals would utilize, and with all applicable laws, rules and regulations from various local, state, federal and international political entities that may impact trust assets.

To accomplish these key tasks, the Trustees worked with their professional staff, attorney, and investment consultants to prepare an Investment Policy Statement (IPS). This helps the Trustees to effectively supervise, monitor, and evaluate MPLT's investment assets. The IPS was prepared based upon considerations by the Trustees of the financial implications of a wide range of policies and describes the prudent investment process which the Trustees deem appropriate. Studies have been made of the factors or elements of the investment process which affect total return variation. Of these elements, the investment portfolio time horizon and the asset allocation are the most important and have the greatest effect on portfolio returns. The selection of money managers and their stock selections typically have the least impact on return variation.

#### The Decisions Hierarchy graphic illustrates this reality very well.



Since 1988, the asset allocation strategy has changed from what can best be described as a "balanced" investment focus. Subsequently, the asset allocation has been amended to replace and add new asset classes to increase income and preserve capital. The prior annual reports provide more detailed information on such amendments.

The asset allocation for 2022 for the General Fund and the Park Fund was large cap core at 14%, large cap value at 14%, international and emerging markets at 6%, fixed income at 31%,

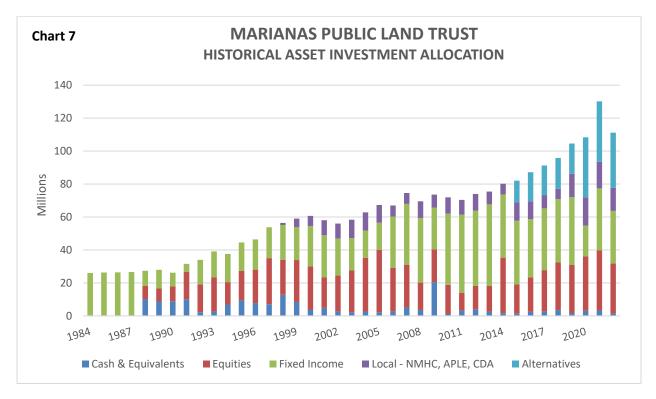
#### ☑ INDUSTRY BEST PRACTICE

One of the most important decisions the fiduciary has to manage is the determination of the time horizon. Based on the time horizon, the fiduciary then can determine which asset classes can be appropriately considered; what the allocation should be between the selected asset classes; whether there should be an allocation made among sub-asset classes; and finally, which money managers or mutual funds should be retained to manage each asset class.

convertible bonds at 7%, global infrastructure at 15%, real estate investment trusts (reits) at 10% and private equity at 3%.

The Historical Asset Investment Allocations (chart 7) illustrates MPLT's asset allocation as reflected in the IPS as of September 30, 2022. It also shows how the value of the investments has improved since 2002 and its decline in 2010 due to the payment of the "recovered interest" to the CNMI general fund and the loss of value to the portfolio that continued for FY 2011 due to the poor performing equity market, in addition, the loss of MPLT's investment on the Northern

Marianas Housing Corporation (NMHC) from the housing project for person of Northern Marianas descent, and the APLE 501, a parent-student scholarship program established on Rota in 2002. These two investments are classified as non-performing.



CHANGES IN PRINCIPAL FUND BALANCES				
TRUST PRINCIPAL	<b>GENERAL FUND</b>	PARK FUND		
MPLC, etc. distributions to MPLT	\$52,600,948	\$2,000,000		
NMHC interest appropriated to principal	5,209,055			
Net increase (decrease) in net assets:				
FY 1988	145,026	(30,599)		
FY 1989	(791,186)	256,014		
FY 1990	(659,379)	66,172		
FY 1991	1,099,866	193,433		
FY 1992	3,323,619	564,709		
FY 1993	2,036,236	245,330		
FY 1994	1,422,710	427,715		
FY 1995	4,729,962	1,040,133		
FY 1996	3,583,364	156,938		
FY 1997	7,008,118	1,353,347		
FY 1998	1,764,253	219,979		
FY 1999	2,155,083	684,403		
FY 2000	1,054,744	204,038		
FY 2001	(2,677,203)	(243,638)		
FY 2002	(3,055,198)	(502,754)		
FY 2003	2,955,539	367,771		
FY 2004	3,396,385	143,775		
FY 2005	4,156,017	278,565		
FY 2006	(1,221,013)	178,242		
FY 2007	4,742,997	572,512		
FY 2008	(7,182,246)	(821,534)		
FY 2008 NMHC restatement	(4,100,000)	-		
FY 2009	3,220,183	360,171		
FY 2010	2,633,849	307,424		
FY 2011	(3,347,697)	(272,104)		
FY 2012	3,984,081	679,855		
FY 2013	1,750,856	94,163		
FY 2014	3,048,420	476,658		
FY 2015	(4,393,883)	(586,325)		
FY 2016	3,402,548	581,942		
FY 2017	4,537,953	423,090		
FY 2018	2,639,862	214,214		
FY 2019	2,116,688	282,028		
FY 2020	2,669,137	511,521		
FY 2021	15,602,427	1,924,532		
FY 2022	(17,856,547)	(2,108,902)		
TOTAL	\$101,705,574	<u>\$10,242,818</u>		

# FINANCIAL BENEFITS

The financial benefits provided to the Commonwealth by the Trust consist of direct distribution of income and capital growth to its investment portfolio. The large capital equity market for 2022 did not add value to the portfolio due to the loss of market value as previously described.

MPLT's 2022 General Fund distribution was \$2,253,851 for a total of \$69,362,073 since inception being distributed to the Commonwealth General Fund (See Table).

Also, the Park Fund did not make a distribution to benefit the American Memorial Park as the loan to the Commonwealth Development Authority and American Memorial Park (CDA/AMP) was paid off. This loan was originally made to fund development projects in the American Memorial Park. This makes a total of \$6,916,163, which has been distributed to fund projects at the American Memorial Park (See Table).

AMERICAN MEMORIAL PARK DEVELOPMENT PROJECTS			
FY 1991 – 2022			
1. Tennis Courts	\$242,770		
2. 400 Meter Track	15,000		
3. Grandstand	2,200		
4. Bike Path	47,750		
5. American Memorial Pavilion	603,362		
6. Park Maintenance	1,289,154		
7. AMP World War II Memorial	493,248		
8. Parking Lot and Paving	165,601		
9. Concession Room and Other Facilities	76,741		
10. AMP Underground Utilities	142,927		
11. AMP Mall Landscaping	139,068		
12. Engineering, Survey & Mapping Services	15,000		
13. Schematic Master Plan	13,435		
14. Lighting Bike/Jogging Trail	62,800		
15. A&E for the Cultural/Visitors Center & Memorial Gardens	65,000		
16. Tennis Courts – upgrades	375,711		
17. Debt service on CDA/AMP loan for			
Cultural/Visitors Center & Memorial Gardens	<u>3,166,396</u>		
TOTAL	<u>\$6,916,163</u>		

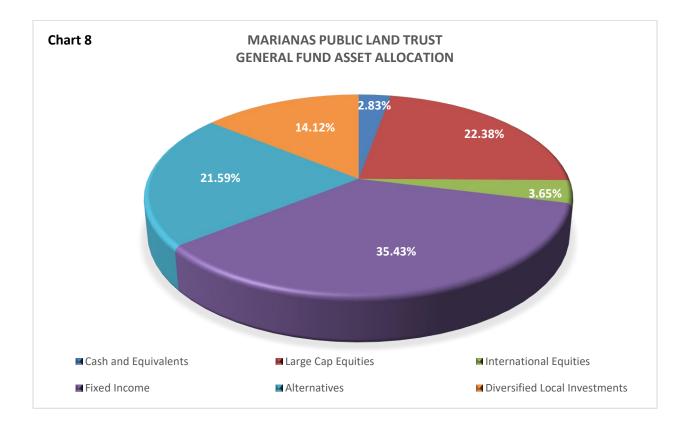
GROSS PUBLIC LAND LEASE REVENUES FLOWCHART					
	PUBLIC LANDS REVENUES Received by MPLC, MPLA & DPL.				
	LESS EXPENSES of ADMINISTRATION				
(general ar	(general and administration, homestead program and comprehensive master planning)				
		ON TO MPLT from MPLC, et. al	<u>.</u>		
		500,948			
GENERAL FUND	PRINCIPAL INVESTED	PARK FU	IND PRINCIPAL INVESTED		
	\$52,600,948		\$2,000,000		
		IENT INCOME OF ADMINISTRATION			
(m	oney management fees, profe		ices etc)		
	d to CNMI General Fund		ributable Net Income		
		Dist	\$7,424,568		
FY 1984	1,348,293		<i>\$7,424,300</i>		
FY 1985	2,495,638				
FY 1986	2,507,825				
FY 1987	2,543,529				
FY 1988	3,098,924				
FY 1989	1,349,138				
FY 1990	1,721,670				
FY 1991	1,032,690	FY 1991	\$171,248		
FY 1992	707,863	FY 1992	140,160		
FY 1993	534,953	FY 1993	973,825		
FY 1994	763,298	FY 1994	294,410		
FY 1995	1,191,602	FY 1995	28,853		
FY 1996	1,560,522	FY 1996	376,219		
FY 1997	1,461,200	FY 1997	201,437		
FY 1998	1,420,000	FY 1998	164,868		
FY 1999	1,566,931	FY 1999	82,110		
FY 2000	1,600,594	FY 2000	148,335		
FY 2001	1,982,714	FY 2001	95,321		
FY 2002	1,690,569	FY 2002	269,855		
FY 2003	1,206,139	FY 2003	165,294		
FY 2004	1,308,788	FY 2004	387,119		
FY 2005	1,064,661	FY 2005	294,713		
FY 2006	1,379,989	FY 2006	274,075		
FY 2007	2,228,048	FY 2007	208,917		
FY 2008	2,219,596	FY 2008	218,572		
FY 2008 Restatement	4,100,000	51/ 2000			
FY 2009	2,013,563	FY 2009	219,768		
FY 2010	1,625,996	FY 2010	206,489		
FY 2011	2,248,926	FY 2011	208,955		
FY 2012	1,894,921	FY 2012	251,461		
FY 2013	1,908,000	FY 2013	540,130		
FY 2014	844,111	FY 2014	143,411		
FY 2015 FY 2016	1,862,401 1,331,248	FY 2015 FY 2016	224,944 137,167		
FY 2010 FY 2017		FY 2017			
FY 2017 FY 2018	1,636,226 1,840,206	FY 2017	174,188 198,825		
FY 2018	2,265,081	FY 2018	115,494		
FY 2020	2,009,929	FY 2020	0		
FY 2021	1,542,440	FY 2021	0		
FY 2022	2,253,851	FY 2022	0		
	2,200,001				
-	TOTAL 69,362,073	TOTAL	\$6,916,163		
			\$508,405		

# FY 2022 FINANCIAL SUMMARY

# **GENERAL FUND**

The Investment Policy Statement asset allocation for 2022 maintains a broad asset allocation of 34% to equities, 31% to fixed income, and 35% to alternatives. This approach maintains current income while keeping an option to grow the principal investment base. The current asset allocation is reflected in the General Fund Asset Investment Allocation (Chart 8).

The overall asset investment base for 2022 was \$99,703,945, decreased by \$18,185,233 from 2021 amount due to capital losses and devaluation of the investments.

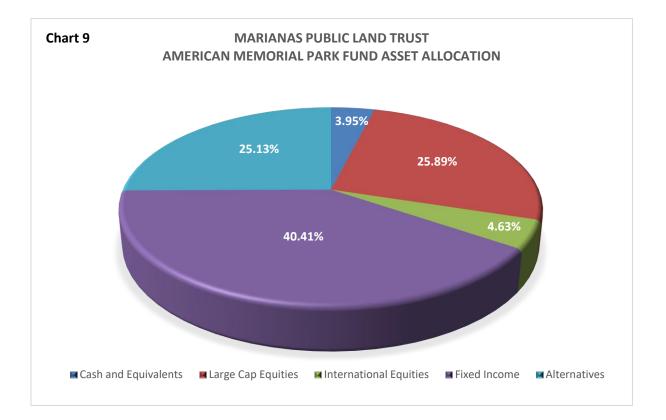


# FY 2022 FINANCIAL SUMMARY

# **AMERICAN MEMORIAL PARK**

The Investment Policy Statement asset allocation for 2022 is the same as the General Fund, except there are no local investments. The allocation will provide sufficient income to support the maintenance and development of the American Memorial Park (AMP). While this approach provides current income, it also enhances the option to grow the principal investment Allocation (Chart 9).

The overall asset investment base for 2022 was \$10,256,024 decreased by \$2,111,081from the 2021 amount.



## FIDUCIARY DUTY and PRUDENT PROCESS

The Northern Mariana Islands Constitution requires the Trustees to "...make reasonable,

*careful and prudent investments" and holds them to "…strict standards of fiduciary care."* In adhering to such practices, the Trustees work with their key staff, professional consultants, and attorney in the exercise of their fiduciary responsibilities. As a fiduciary, the Trustees have personal liability for their acts if they do not meet the concepts of the **Prudent Process**.

#### SAFE HARBOR RULES

- 1. Use prudent experts to make the Investment decisions
- 2. Demonstrate that the prudent expert was selected by following a due diligence process
- 3. Give the prudent expert discretion over the assets
- 4. Have the prudent expert acknowledge their cofiduciary status
- 5. Monitor the activities of the prudent expert to ensure that the expert is performing the agreed upon tasks

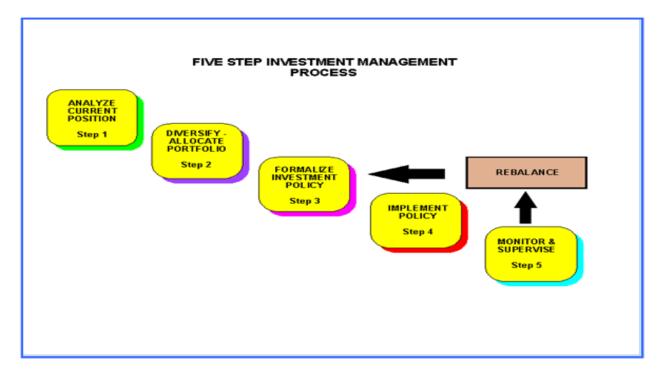
#### PRIMARY DUTY of the FIDUCIARY

To *manage* a prudent investment process without which the components of an investment plan cannot be defined, implemented, or evaluated. Statutes, case law, and regulatory opinion letters dealing with investment fiduciary responsibility further reinforce this concept.

Fiduciary liability is not determined by investment performance, but rather by the failure to apply "*prudent investment practices*."

The Trustees, through their fiduciary studies and training in the application of these *Practices* helps them to manage and make prudent investment decisions for the Trust.

The *Prudent Process* is described through the *Five Step Investment Management Process* as shown in Chart 14. The *Uniform Fiduciary Standards of Care* are legislated standards that when applied with the Five Step Investment Management Process frame the *Prudent Investment Process*.



A further discussion of the *Practices* is as follows:

#### Step 1 – ANALYZE CURRENT POSITION

Investments are managed in accordance with applicable laws, trust documents, and written policy statements.

- ✓ Fiduciaries are aware of their duties and responsibilities.
- ✓ Fiduciaries and parties in interest are not involved in self-dealing.
- Service agreements and contracts are in writing, and do not contain provisions that conflict with fiduciary standards of care.
- ✓ There is documentation to show the timing and distribution of cash flows and the payment of liabilities.
- Assets are within the jurisdiction of U.S. courts and are protected from theft and embezzlement.

#### ☐ INDUSTRY BEST PRACTICE

The following documents, at a minimum, should be collected, reviewed, and analyzed:

- A copy of the Investment Policy Statement (IPS), written
- Meeting minutes, and/or files from investment committee meetings
- Applicable trust documents
- Custodial and brokerage agreements
- Service agreements with investment management vendors
- Information on retained money managers, specifically, the ADV for each separate account manager and prospectus for each mutual fund
- Investment performance reports from money managers, custodian, and/or consultant

#### Step 2 – DIVERSIFY – ALLOCATE PORTFOLIO

- ✓ A risk level has been identified.
- An expected, modeled return to meet investment objectives has been identified.
- $\checkmark$  An investment time horizon has been identified.
- ✓ Selected asset classes are consistent with the identified risk, return, and time horizon.
- ✓ The number of asset classes is consistent with portfolio size.

#### INDUSTRY BEST PRACTICE

If a fiduciary even thinks he or she may have a conflict of interest – they probably do. The best advice is to end it or avoid it. It's that simple. An excellent question every fiduciary should ask before deciding or voting on an investment issue is: *Who benefits from this decision?* If the answer is any party other than the client, participant, and/or the beneficiary, the likelihood is the fiduciary is about to breach his or her duties.

#### INDUSTRY BEST PRACTICE

Rebalancing is inherent to the element of diversification, where the goal is to create a portfolio that balances appropriate levels of risk and return. That balance, once achieved, only can be maintained by periodically rebalancing the portfolio to maintain the appropriate diversification.

The rebalancing limits define the points when a portfolio should be reallocated to bring it back in line with the established asset allocation target. The discipline of rebalancing, in essence, controls risk and forces the portfolio to move along а predetermined course. It takes gains from stellar performers or favored asset classes, and reallocates them to lagging styles, without attempting to time the market.

#### Step 3 – FORMALIZE INVESTMENT POLICY

- $\checkmark$  There is detail to implement a specific strategy.
- ✓ The investment policy statement defines the duties and responsibilities of all parties involved.
- ✓ The investment policy statement defines diversification and rebalancing guidelines.
- The investment policy statement defines due diligence criteria for selecting investment options.
- ✓ The investment policy statement defines monitoring criteria for investment options and service vendors.
- The investment policy statement defines procedures for controlling and accounting for investment expenses.

✓ The investment policy statement defines appropriately structured, socially responsible investment

strategies (when applicable).

#### Step 4 – IMPLEMENT POLICY

- ✓ The investment strategy is implemented in compliance with the required level of prudence.
- ✓ The fiduciary follows applicable "Safe Harbor" provisions (when elected).
- ✓ Investment vehicles are appropriate for the portfolio size.
- ✓ A due diligence process is followed in selecting service providers, including the custodian.

#### INDUSTRY BEST PRACTICE

Simply stated, an investment strategy can fail by being too conservative or too aggressive. A fiduciary could adopt a very sage investment strategy by keeping the portfolio in cash, but then see the portfolio's purchasing power whither under inflation. Or a fiduciary could implement a long-term growth strategy that overexposes a portfolio to equities, when a more conservative fixed-income strategy would have been sufficient to cover the identified goals and objectives.

#### Step 5 – MONITOR and SUPERVISE

- Periodic reports compare investment performance against an appropriate index peer group, and IPS objectives.
- ✓ Periodic reviews are made of qualitative and/or organizational changes of investment decision-makers.
- ✓ Control procedures are in place to periodically review policies for best execution, soft dollars, and proxy voting.
- ✓ Fees for investment management are consistent with agreements and with the law.
- ✓ Finder's fees, "12b-1 fees, or other forms of compensation that have been paid for asset placements are appropriately applied, utilized, and documented.

We are currently performing step 5 of the investment process performing rebalancing. The process of

#### INDUSTRY BEST PRACTICE

The acronym **TREAT** helps define the key fiduciary inputs to the asset allocation strategy.

- T Tax Status
- **R** Risk Level
- E Expected Return
- A Asset Class Preference
- T Time Horizon

rebalancing of the portfolio realigns it back to the strategic asset allocation formalized in the IPS. The asset mix will change because of rising values in the portfolio. Rebalancing controls risk and forces the portfolio to move along a predetermined course. It is through the overall procedural process that the Trust maintains its financial integrity.

#### INDUSTRY BEST PRACTICE

The fiduciary should establish performance objectives for each investment decision-maker, and/or money manager, and record the same in the investment policy statement. Investment performance should be evaluated in terms of an appropriate market index, and the relevant peer group.

The investment policy statement also should describe the actions to be taken when an investment decision-maker fails to meet the established criteria. The fiduciary should acknowledge that fluctuating rates of return characterize the securities market and may cause variations in performance. The fiduciary should evaluate performance from a long-term perspective, ordinarily defined as two to three years.

There often will be times when a money manager is beginning to exhibit shortfalls in the defined performance objectives but, in the opinion of the fiduciary, does not warrant termination. In such situations, the fiduciary should establish in the investment policy statement specific *Watch List* procedures. The decision to retain or terminate a manager cannot be made by a formula. It is the fiduciary's confidence in the money manager's ability to perform in the future that ultimately determines the retention of a money manager.

Due to the technical nature of professional investing, the Board of Trustees and staff must maintain a level of proficiency in the technical concepts of investing and money management. The following are the money management activities and seminars attended in 2022.

DATE	CONFERENCE	ATTENDEES	LOCATION
		Maria T. Pangelinan, Chairperson	
September 13-16	Clearwater Connect	Barbara Reyes, Administrator	Boise, Idaho
2022	Annual Conference	Martin B. Ada, Trustee	
	2022	Carla N. Camacho, Trustee	

The references used in this section of the 2022 Annual Report were taken from the Prudent Investment Practices, A Handbook for Investment Fiduciaries, written and published by the Foundation for Fiduciary Studies, <u>www.cfstudies.com</u>, © 2003 Foundation for Fiduciary Studies.

## **STAFF**



BARBARA REYES, AIF® Administrator



MARISSA AFLLEJE-SABLAN Administrative/Fiscal Assistant



**LILLIAN GUERRERO** Administrative Assistant



**GIOVANNI RIOS** General Maintenance

*Vinney Atalig-Hocog, Financial Officer from November 1, 2022, through August 3, 2023. (Photo not available)* 

# **CONSULTANTS AND LEGAL SERVICES**



BRUCE M. MACMILLAN Board Consultant



ROBERT T. TORRES Legal Counsel

# ASIA PACIFIC GROUP OF RAYMOND JAMES INVESTMENT CONSULTANT



The Trustees solicit professional services for the management of its assets, the development and maintenance of a dynamic investment policy, the supervision and evaluation of investment managers, as well as auditing and asset custodial services.

The Money Managers, selected by the Trustees, have sole responsibility for purchase and sale decisions for all investments under their control. Should any manager fail to meet the goals or stay within the guidelines of the Trust's investment policy, the trustees may initiate proceedings to determine the desirability of retaining the manager.

The Consultant is responsible for providing ongoing assistance to the Trustees in the supervision, retention and termination of the investment managers, the maintenance and updating of the investment policy, asset allocation decisions and other matters involving the investment of assets. From 1988 through 1994, Merrill Lynch acted as the Trust's investment consultant.

Commencing March 1, 1985, Altamira Capital Corporation was retained to replace Merrill Lynch as investment consultant. On February 18, 2004, the Trust hired Morgan Stanley Smith Barney to replace Altamira Capital. On November 17, 2015, MSSB was replaced by Raymond James and Associates, Inc. (RJ). RJ is the current portfolio consultant.

The Custodian of the funds is responsible for safekeeping all securities and cash, accounting for all cash flow and providing monthly statements. Effective with the hiring of Morgan Stanley Smith Barney in February 2004, Smith Barney Citigroup became the custodian. The current Custodian of the securities is RJ. Prior to this time, BNY Western Trust Company (a subsidiary of the Bank of New York) had been serving as custodian for all the Trust's funds. The Board of Trustees has also retained seven discretionary money management firms to manage the Trust's investment portfolios – see below (stated at fair market value).

		ASSETS UNDER MANAGEMENT	
MONEY MANAGER	POLICY INDEX	GENERAL FUND	PARK FUND
Aristotle Capital Management	Russel 1000 Value	\$12,015,091	\$1,433,088
Atalanta Sosnoff Capital, LLC	S&P 500	\$11,532,011	\$1,374,811
WCM	MSCI AC World ex USA (net)	\$3,699,029	\$495,414
Western Asset Management	Bloomberge US Aggregate TR	\$16,352,307	\$2,168,618
Chartwell Investment Partners	ICE BofA BB-B US High Yield Cash Pay TR	\$12,764,349	\$966,376
Lazard Asset Management			
(Global Infrastructure)	MSCI World Infrastructure USD (Net)	\$7,000,097	\$843,394
Blackrock - iShares	MSCI USA Infrastructure Index	\$2,177,762	\$329,016
Adelante Capital Management			
LLC	Wilshire U.S. REIT	\$9,603,563	\$1,128,619
	ICE BofA Convertible Bonds, All		
SSI Investment Management	Qualities	\$7,671,069	\$1,222,494
Blackstone Group	HFRI Fund of Funds Composite Index	\$2,529,237	\$313,002
Diversified Local Investments		\$14,074,373	
Grand Total:		\$99,418,888	\$10,274,832

# MARIANAS PUBLIC LAND TRUST

# FINANCIAL STATEMENT AND INDEPENDENT AUDITOR'S REPORT

# Year Ended September 30, 2022

*Financial Statements, Required Supplementary Information and Supplementary Information* 

#### **Marianas Public Land Trust**

(A Component Unit of the Commonwealth of the Northern Mariana Islands)

Year ended September 30, 2022 with Report of Independent Auditors



# Financial Statements, Required Supplementary Information and Supplementary Information

Year ended September 30, 2022

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Ernst & Young (CNMI), Inc. Suite 209 Oleai Business Center P.O. Box 503198 Saipan, MP 96950 Tel: +1 670 234 8300 Fax: +1 670 234 8302 ey.com

## Report of Independent Auditors

The Board of Trustees Marianas Public Land Trust

#### **Report on the Audit of the Financial Statements**

#### Opinion

We have audited the accompanying financial statements of the Marianas Public Land Trust (the Trust), a component unit of the Commonwealth of the Northern Mariana Islands (CNMI), which comprise the statement of net position as of September 30, 2022, and the related statements of revenues, expenses and changes in net position and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Trust at September 30, 2022, and the change in its net position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Trust, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and Government Auditing Standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

#### **Required Supplementary Information**

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 4 through 12 be presented to supplement the financial statements. Such information is the responsibility of management and, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with GAAS, 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 financial statements, and other knowledge we obtained during our audit of the 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.

#### Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Trust's financial statements. The Combining Statements of Net Position, of Revenues, Expenses and Changes in Net Position and of Cash Flows (pages 37 through 39), the Schedules of Investments - General Fund and Park Fund (pages 40 through 55) and the Schedule of Administrative Expenses Compared to Budget (page 56) are presented for purposes of additional analysis and are not a required part of the financial statements. The Combining Statements of Net Position, of Revenues, Expenses and Changes in Net Position and of Cash Flows, the Schedules of Investments - General Fund and Park Fund and the Schedule of Administrative Expenses Compared to Budget are the responsibility of management and were derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Combining Statements of Net Position, of Revenues, Expenses and Changes in Net Position and of Cash Flows, the Schedules of Investments - General Fund and Park Fund and the Schedule of Administrative Expenses Compared to Budget are fairly stated, in all material respects, in relation to the financial statements as a whole.

#### Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 22, 2023 on our consideration of the Trust's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Trust's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Trust's internal control over financial reporting and compliance.

Ernst + Young

May 22, 2023





COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS

### MANAGEMENT' DISCUSSION AND ANALYSIS YEAR ENDED SEPTEMBER 30, 2022

As management of the Marianas Public Land Trust (MPLT), we offer readers of MPLT's financial statements this narrative overview and analysis of the financial activities of MPLT for the year ended September 30, 2022. This Management's Discussion and Analysis should be read in conjunction with the audited financial statements.

### **Implementing Authority**

The origins of MPLT are found in both the Constitution of the Commonwealth of the Northern Mariana Islands and Public Law (P.L.) 94-241, Covenant to Establish a Commonwealth of the Northern Mariana Islands in Political Union with the United States of America. The Covenant contains key provisions, which are fundamental to MPLT's development. Article VIII, Section 802 requires that certain lands be made available to the United States Government by lease for it to carry out its defense responsibilities. These lands consist of 7,203 hectares on Tinian, 72 hectares at Tanapag Harbor in Saipan, and the entire island of Farallon de Medinilla, comprising of approximately 83 hectares.

Article XI, Section 6 of the Constitution as amended, provides for the establishment of MPLT upon the effective date of the Constitution. Some excerpts pertaining to the operating requirements of MPLT are:

- "... The number of trustees appointed by the Governor with the advice and consent of the Senate shall be ...[five]. Three shall be from Saipan, one from Rota and one from Tinian. At least one trustee shall be a woman and at least one trustee shall be of Carolinian descent. The trustees shall serve for a term of six years ... [shall] be staggered."
- "... The trustees shall make reasonable, careful and prudent investments."
- "... The trustees shall ... [use] the interest on the amount received for the lease of property at Tanapag Harbor for the development and maintenance of a memorial park. The trustees shall transfer to the general revenues of the Commonwealth the remaining interest accrued ... [except] that the trustees may retain the amount necessary to meet reasonable expenses of administration."
- "... The trustees shall make an annual written report to the people of the Commonwealth accounting for the revenues received and expenses incurred by the Trust and describing the investments and other transactions authorized by the trustees."
- "... The trustees shall be held to strict standards of fiduciary care.

P.O. Box 501089, 1222 Capital Hill Road, Capital Hill Saipan, MP 96950 Telephone: (670) 322-4401 or 322-4402 Facsimile: (670) 322-4450

### Management's Discussion and Analysis, continued

### **Implementing Authority, continued**

Article VIII, Section 803 of the Covenant describes the lease terms for the above properties. The Commonwealth will lease the property to the United States for 50 years with the United States having the option of renewing the lease for all or part of the property for an additional term of 50 years. The United States will pay the Commonwealth, in full settlement of the two 50-year lease terms, the total sum of \$19,520,600 determined as follows:

- Tinian Island property \$17.5 million
- Saipan Island property located at Tanapag Harbor \$2 million
- Farallon de Medinilla Island \$20,600

The above sum will be adjusted by a percentage, which will be the same as the percentage change in the United States Department of Commerce composite price index from the date of signing the Covenant. Additional terms and conditions of this lease are found in the Technical Agreement Regarding Use of Land to Be Leased by the United States, which was executed simultaneously with the Covenant.

This was the initial source of the funding to MPLT from the Marianas Public Land Corporation (MPLC), i.e., \$23,942,602 allocated to the MPLT General Fund and \$2,000,000 allocated to the MPLT Park Fund, was received as follows:

Initial Distributions	Received from MPLC
Date	Amount
July 19, 1983	\$ 5,000,000
January 20, 1984	100,000
February 17, 1984	14,080,046
April 13, 1984	5,958,700
August 27, 1984	803,856
Total	\$ <u>25,942,602</u>

Subsequently, the Marianas Public Land Corporation and its successors, including the Department of Public Lands, made additional distributions, which were treated as General Fund principal contributions, as follows:

Management's Discussion and Analysis, continued

### **Implementing Authority, continued**

Distributions Received from MPL	A & DPL
Date	Amount
May 22, 1991	\$ 500,000
December 20, 1991	500,000
September 19, 2007	1,250,000
August 4, 2008	3,500,000
November 23, 2011	1,000,000
December 31, 2013	307,109
June 6, 2014	996,743
December 30, 2014	5,000,000
April 11, 2016	800,334
February 1, 2018	866,339
September 17, 2018	1,501,174
May 3, 2019	3,000,000
May 6, 2019	345,700
May 15, 2019	2,414,477
August 19, 2019	567,508
March 18, 2021	4,451,471
July 29,2021	516,596
September 2, 2022	1,140,895
Total	\$ <u>28,658,346</u>

The total principal contributions received, on a cash basis, from the leasing of public land distributed to MPLT from MPLC or its successor entities is \$54,600,948.

### **Constitutional Mandate**

The Trustees are mandated to make prudent and reasonable investments derived from public land leases and transfer the interest earned, less reasonable expenses of administration, to the General Revenues of the Commonwealth for appropriation by the Legislature. The Trustees continuously monitor its investment portfolio to ensure an adequate risk-adjusted rate of return is achieved.

### **Financial Highlights**

The following financial highlights are taken from the audited financial statements for the years ended September 30, 2022, and 2021.

• The assets of MPLT decreased in 2022 by \$19,779,089 over the amount in 2021. This was due primarily to the decrease in the fair market value of the investments.

## Marianas Public Land Trust

(A Component Unit of the Commonwealth of the Northern Mariana Islands)

### Management's Discussion and Analysis, continued

### Financial Highlights, continued

- Total liabilities for 2022 decreased by \$954,535, from 2021 due primarily to net changes to amounts due to brokers, accounts payable and accrued expenses.
- The above changes resulted in a decrease of \$18,824,554 in total fund balance for 2022.
- Total revenues of MPLT are a combination of (1) gains (losses) attributable to the valuation of investments plus (2) income earned on such investments and (3) distributions received from DPL. Total operating revenues for 2022 and 2021 were \$(15,285,356) and \$24,678,749, respectively.
- The total performance of MPLT for 2022 and 2021 was -15.66% and 21.4%, respectively.
- The overall administrative costs for 2022 increased by \$ 167,454 over the amount for 2021. This was due primarily to the increases in money management fees, professional fees, salaries, and consultancy fees.

### **MPLT General Fund Operations**

The investment income (excluding net increase in fair value of investment) for 2022 and 2021 was \$2,608,991 and \$1,608,950, respectively.

Distributions to the CNMI General Fund paid for 2022 and 2021 were \$2,253,852 and \$1,542,440 and, respectively. The cumulative amount distributed to the CNMI General Fund since inception in 1983 has been \$69,362,073. This has occurred while growing the principal fund by \$49,104,626 for the same time-period. The General Fund's annual return for 2022 and 2021 was -15.66% and 21.66%, respectively.

The loan made to the Northern Marianas Housing Corporation (NMHC) became non-performing when NMHC defaulted in 2007 when P. L. 10-29 and 12-27 were repealed per P.L. 15-48. MPLT negotiated a settlement agreement wherein \$2,025,000 was paid and the related loan portfolio was transferred to MPLT. MPLT is currently managing these loans and attempting to recover its \$8.9 million original principal. Due to collection uncertainty for this investment, a write-down of value amounting to \$1,504,000 was recognized by MPLT as of September 30, 2022 (net current value is \$ 2,648,317).

Commencing in FY 2012, MPLT established a term loan with the Commonwealth Health Center Corporation (CHCC) in the amount of \$2,850,000 to secure a repayment method for the revolving lines of credit advanced to it from prior years. The terms of this loan required monthly payments of \$53,783 over a five-year period at an interest rate of 5%. When CHCC was established as an autonomous entity, it lacked sufficient working capital to sustain operations. This caused a situation of not being able to meet payroll and other operating needs. To alleviate this dire situation, MPLT established a revolving annual line of credit in the amount of \$3,000,000. Since this time, CHCC has consistently made the monthly payment. The balance of this loan currently is \$679,204.

### Management's Discussion and Analysis, continued

### **MPLT** General Fund Operations, continued

During FY 2019, the CNMI was hit by Super Typhoon Yutu causing widespread damage inflicting substantial costs well beyond the normal operating cost of the government. To pay emergency disaster relief and recovery expenses incurred by the Commonwealth because of this devastation, a loan was approved by the Legislature to authorize the borrowing of \$15 million from MPLT at the rate of 7.5%. The loan is to be repaid from the annual distribution MPLT makes to the CNMI General Fund. The period of the loan was established to be the length of time necessary to accomplish the repayment as the annual distribution is not known. The balance of this loan currently is \$10,735,942.

#### **General Fund Condensed Financial Statements Summaries**

Statements of Net Position			
	<u>2022</u>	2021	
Assets			
Current assets	\$ 7,240,643	\$ 7,037,925	
Other assets, restricted	82,804,348	98,734,024	
Notes receivable - noncurrent		13,629,797	
Total	\$ <u>101,824,558</u>	\$ <u>119,401,746</u>	
Liabilities and Net Position			
Total liabilities	\$ <u>118,983</u>	\$ <u>980,519</u>	
Net position:			
Net investment - capital assets	266,246	237,630	
Restricted	<u>101,439,329</u>	<u>118,183,597</u>	
Net position	<u>101,705,575</u>	<u>118,421,227</u>	
Total	\$ <u>101,824,558</u>	\$ <u>119,401,746</u>	

### Management's Discussion and Analysis, continued

### **General Fund Condensed Financial Statements Summaries, continued**

### Statements of Revenues, Expenses and Changes in Net Position

	<u>2022</u>	<u>2021</u>
Total operating revenues Total operating expenses Transfers out	\$(13,295,958) (1,165,843) (2,253,851)	23,126,701 ( 1,013,767) ( 1,542,440)
Change in net position	(16,715,652)	20,570,494
Net position at beginning of year	<u>118,421,227</u>	97,850,733
Net position at end of year	\$ <u>101,705,575</u>	\$ <u>118,421,227</u>

#### Statements of Cash Flow

	2022	<u>2021</u>
Cash flow from operating activities Cash flow from capital and related financing activities Cash flow from investing activities	\$ 2,389,035 ( 52,399) ( <u>1,166,844</u> )	\$ 5,396,352 ( 8,994) ( <u>5,296,245</u> )
Net increase in cash and cash equivalents	1,169,792	91,113
Cash and cash equivalents at beginning of year	<u>2,990,469</u>	<u>2,899,356</u>
Cash and cash equivalents at end of year	\$ <u>4,160,261</u>	\$ <u>2,990,469</u>

The statements above are inclusive of amounts due from the Park Fund of \$28,465 and \$11,984, respectively, that have been eliminated in the accompanying financial statements.

#### **Capital Assets**

On September 30, 2022 and 2021, MPLT had \$ 266,246 and \$237,630 respectively, in capital assets, net of accumulated depreciation where applicable, including furniture, fixtures and equipment, vehicles and land, which represent a net increase in 2022 of \$28,616. See Note 4 to the financial statements for more information on MPLT's capital assets.

### Management's Discussion and Analysis, continued

### **MPLT Park Fund Operations**

The MPLT Park Fund is part of the overall trust fund but is separately managed and accounted for due to its funding source and a different beneficiary as compared to the MPLT General Fund. The Park Fund's annual return for 2022 and 2021 was -16.51% and 19.14%, respectively. As stated previously, the Park Fund received its initial principal funding from the lease proceeds of a portion of the Tinian, Tanapag Harbor, Farallon de Medinilla land lease revenues. The \$2,000,000 for the Tanapag Harbor in Saipan was dedicated to the formation of the American Memorial Park. The income on this principal contribution can only be used for the maintenance and development of the American Memorial Park (AMP). Accordingly, this initial principal contribution has been prudently managed since 1983 and has grown to \$10,299,512.

As part of a plan to make some of the principal available for development of the AMP, MPLT entered into a loan arrangement with the Commonwealth Development Authority on November 30, 2001, to lend them \$2,000,000 to be "matched" with CIP funding grants in order to make the following additions and upgrades to the Park:

1.	American Memorial Park Visitor/Cultural Center	\$ 1,305,200
2.	American Memorial Park Marianas Memorial Garden	514,000
3.	Remodel and Upgrade Amphitheater	1,310,800
4.	Exhibit Design and Construction of Visitor Center	870,000
	Total	\$ 4,000,000

This loan has been repaid from the income realized on the Park Fund investments. As income was received, the principal portion of the payment was taken from the income stream and transferred to principal and re-invested. The term of the loan was fifteen years at an annual rate of 6.5% but is subject to the net operating income available each year. It is through this mechanism that MPLT has been able to benefit the Park and sustain new development.

## Management's Discussion and Analysis, continued

### Park Fund Condensed Financial Statements Summaries

	Statements of Net Position	<u>2022</u>	<u>2021</u>
Assets			
Current assets Other assets, restricted		\$ 448,155 <u>9,851,356</u>	\$ 435,390 <u>12,078,006</u>
Total		\$ <u>10,299,511</u>	\$ <u>12,513,396</u>
Liabilities and Net Position			
Total liabilities Net position:		\$ <u>56,691</u>	\$ <u>161,674</u>
Income fund			85,991
Restricted		10,242,820	12,265,729
Net position		<u>10,242,820</u>	<u>12,351,722</u>
Total		\$ <u>10,299,511</u>	\$ <u>12,513,396</u>

## Statements of Revenues, Expenses and Changes in Net Position

	2022	<u>2021</u>
Total operating revenues Total operating expenses	\$( 1,989,398) ( <u>119,504</u> )	\$ 2,028,658 ( <u>104,12</u> 6)
Change in net position	( 2,108,902)	1,924,532
Net position at beginning of year	12,351,722	10,427,190
Net position at end of year	\$ <u>10,242,820</u>	\$ <u>12,351,722</u>

### Management's Discussion and Analysis, continued

### Park Fund Condensed Financial Statements Summaries, continued

Statements of Cash Flow	2022	<u>2021</u>
Cash flow from operating activities Cash flow used for investing activities	\$ 133,661 ( <u>18,092</u> )	\$ 110,643 ( <u>54,876</u> )
Net increase in cash and cash equivalents	115,569	55,767
Cash and cash equivalents at beginning of year	289,099	233,332
Cash and cash equivalents at end of year	\$ <u>404,668</u>	\$ <u>289,099</u>

#### **Mandates**

It is the intention of the Trustees to continue to provide financial assistance to the American Memorial Park in accordance with the terms of the Constitution and Covenant. It has been through MPLT's stewardship of the Park Fund assets that the developments in the AMP have occurred. The Trustees plan to continue this past record of achievement and use it as a basis for further enhancements of the facility, which benefits the Commonwealth as a whole.

#### **Economic Outlook**

2022 is not favorable due to inflation and fears of a worldwide recession. The resulting outlook for the next several years is not as strong as recent years, but the Trust has a long-term time horizon and is prepared to whether any poor economic conditions. Accordingly, the Trust will be reviewing options for its current investment allocation in order to manage its risk-adjusted yields. The Trust may make changes to its asset allocation, but the basic investment approach will remain the same.

### **Contacting the MPLT's Financial Management**

This report is designed to provide the branches of the Commonwealth Government and the public at large with a general overview of MPLT's finances and to show MPLT's accountability for the money it manages. The Management's Discussion and Analysis for the year ended September 30, 2022 is set forth in the report on the audit of MPLT's financial statements, which is dated May XX, 2023. The Discussion and Analysis explains the major factors and context relating to the 2022 financial statements. If you have questions about this report or need additional financial information, contact the MPLT office, P.O. Box 501089, Saipan, MP 96950 or phone at (670) 322-4401 or email mplt@mplt.gov.mp.

### Statement of Net Position

## September 30, 2022

## Assets

Current assets:	
Cash and cash equivalents	\$ 4,564,929
Receivables:	
Notes receivable, current portion	2,561,052
Accrued income	323,977
Other	23,336
Due from brokers	181,003
Prepaid expenses	6,036
Total current assets	7,660,333
Other assets:	
Investments	92,655,704
Noncurrent assets:	
Notes receivable, net of current portion and allowance for loan losses	11,513,321
Depreciable capital assets, net of accumulated depreciation	68,246
Nondepreciable capital assets	198,000
Total noncurrent assets	11,779,567
Total assets	\$ <u>112,095,604</u>
Liabilities	
Current liabilities:	
Accounts payable	\$ 44,036
Due to brokers	97,054
Accrued expenses	6,119
Total liabilities	147,209
Net position	
Net investment in capital assets	266,246
Restricted	111,682,149
Total net position	<u>111,948,395</u>
Total liabilities and net position	\$ <u>112,095,604</u>

## Marianas Public Land Trust

# (A Component Unit of the Commonwealth of the Northern Mariana Islands)

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

## Year Ended September 30, 2022

Operating revenues:%( 20,083,988)Department of Public Lands1,140,895Investment income, net2,608,991Interest income from notes receivable1,044,404Other
Department of Public Lands1,140,895Investment income, net2,608,991Interest income from notes receivable1,044,404Other
Investment income, net2,608,991Interest income from notes receivable1,044,404Other
Interest income from notes receivable1,044,404Other
Other4,342Total operating revenues, net(15,285,356)Operating expenses: Money manager fees526,475Salaries and benefits196,113Consultancy fees158,031Contract services75,600Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses347Operating loss(16,570,703)
Total operating revenues, net(
Operating expenses:526,475Money manager fees526,475Salaries and benefits196,113Consultancy fees158,031Contract services75,600Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees25,755Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
Money manager fees526,475Salaries and benefits196,113Consultancy fees158,031Contract services75,600Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees25,755Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
Salaries and benefits196,113Consultancy fees158,031Contract services75,600Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees25,755Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(_16,570,703)
Consultancy fees158,031Contract services75,600Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees25,755Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
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Miscellaneous expense73,217Loan administration fees60,673Office supplies57,103Trustees' expenses41,397Audit34,000Professional fees25,755Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses
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Depreciation23,783Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
Rent and utilities13,187Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
Repairs and maintenance13Total operating expenses1,285,347Operating loss(16,570,703)
Total operating expenses1,285,347Operating loss(16,570,703)
Total operating expenses1,285,347Operating loss(16,570,703)
Operating loss $(16,570,703)$
Other nonoperating expense:
Net distribution to the CNMI General Fund (2,253,852)
Change in net position (18,824,554)
Net position at beginning of year130,772,949
Net position at end of year \$ <u>111,948,395</u>
5 111,946,595

### Statement of Cash Flows

## Year Ended September 30, 2022

Cash flows from operating activities:	
Cash received from operations	\$ 4,737,407
Cash payments to suppliers for goods and services	(_2,214,711)
Net cash provided by operating activities	2,522,696
Cash flows from capital and related financing activities – Acquisition of capital assets	( <u>52,399</u> )
Cash flows from investing activities: Net decrease in notes receivable Net increase in investments	742,726 ( <u>1,927,662</u> )
Net cash used for investing activities	( <u>1,184,936</u> )
Net increase in cash and cash equivalents	1,285,361
Cash and cash equivalents at beginning of year	3,279,568
Cash and cash equivalents at end of year	\$ <u>4,564,929</u>
Reconciliation of operating loss to net cash provided by operating activities: Operating loss Adjustments to reconcile operating loss to net cash provided by operating activities	\$(16,570,703)
Net decrease in fair value of investments	20,083,988
Noncash interest income	( 906,265)
Depreciation	23,783
(Increase) decrease in assets:	
Receivable - accrued income	( 812)
Other receivables	( 4,363)
Due from brokers	850,215
Prepaid expenses	1,388
Increase in liabilities:	( , , , , , , , , , , , , , , , , , , ,
Accounts payable	( 44,547)
Due to brokers	( 907,438)
Accrued expenses	( <u>2,550</u> )
Net cash provided by operating activities	\$ <u>2,522,696</u>
Supplemental schedule of noncash operating, financing and investing activities:	
MPLT applied \$2,253,851 of the required income distribution to the CNMI General Fund for the year ended September 30,2022 as a repayment of the CNMI's note receivable and related interest.	
Decrease in notes receivable	\$( 1,347,586)
Increase in interest income	( 906,265)
Increase in net contribution	2,253,851
	\$

See accompanying notes to financial statements.

### Notes to Financial Statements

### Year ended September 30, 2022

### **1. Organization and Purpose**

#### Organization

The Marianas Public Land Trust (MPLT), a component unit of the Commonwealth of the Northern Mariana Islands (CNMI), was formed on January 9, 1978, pursuant to the ratification and adoption of the Constitution of the CNMI, Covenant to Establish a Commonwealth of the Northern Mariana Islands in Political Union with the United States of America (the Covenant), and Technical Agreement Regarding Use of Land to be Leased by the United States in the Northern Mariana Islands.

MPLT did not become operational until May 17, 1983, when its Trustees were appointed by the Governor with confirmation by the Senate.

The purpose of MPLT is to manage all monies received by it from the CNMI Department of Public Lands (DPL) for the use of public lands. DPL has the responsibility to manage the public lands and distribute to MPLT all revenues net of reasonable expenses of administration. Additionally, the CNMI Office of the Attorney General issued an opinion on the constitutionality of DPL's expenditure of revenues from public lands to cover its operating expenses and has recommended that a certified question be presented to the CNMI Supreme Court.

MPLT's responsibility, with respect to monies received by it from DPL, requires it to make reasonable, careful and prudent investments. The Trustees have taken the position that their duty to the beneficiaries is not only to provide income to the general fund of the CNMI but also to preserve the principal of MPLT. As such, MPLT is currently allocating capital gains and losses on equity investments to principal fund balance. These capital gains and losses are not considered to be available for distribution to the general fund of the CNMI. Other forms of income on investments, after deduction of amounts necessary to meet reasonable administrative expenses, are distributed to the general fund of the CNMI.

Additionally, MPLT is responsible for carrying out the intention of Article VIII, Section 803(e) of the Covenant, by establishing a separate trust fund for the development and maintenance of an American Memorial Park. The Trustees are allocating capital gains and losses on equity investments of this trust fund to the principal of the trust fund. Other forms of income on investments, after deduction of amounts necessary to meet reasonable administrative expenses, are to be used for the development and maintenance of the American Memorial Park.

#### 2. Summary of Significant Accounting Policies

The accounting policies of MPLT conform to accounting principles generally accepted in the United States of America, as applicable to governmental entities, specifically trust funds. MPLT utilizes the flow of economic resources measurement focus. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Estimates

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

#### **Basis of Accounting**

The financial statements of MPLT for the year ended September 30, 2022 have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America, which requires the use of management estimates. Under this method, revenues are recorded when earned and expenses recorded at the time liabilities are incurred.

#### **Concentrations of Credit Risk**

Financial instruments which potentially subject MPLT to concentrations of credit risk consist principally of cash demand deposits and investments.

At September 30, 2022, MPLT has cash deposits and investments in bank accounts that exceed federal depository insurance limits. MPLT has not experienced any losses in such accounts.

#### **Cash and Cash Equivalents**

For purposes of the statements of net position and cash flows, MPLT considers all cash held in demand accounts with initial maturities of ninety days or less, to be cash and cash equivalents. At September 30, 2022, total cash and cash equivalents was \$4,564,929 and the corresponding bank balance was \$1,335,036, which are maintained in financial institutions subject to Federal Deposit Insurance Corporation (FDIC) insurance.

At September 30, 2022, unrestricted cash and cash equivalents consisted of the following:

Custodian money market sweep deposits	\$3,229,893
Deposits with federally insured banks	<u>1,335,036</u>
	\$ <u>4,564,929</u>

As of September 30, 2022, custodian money market sweep deposits of \$3,229,893 are held and administered by an investment manager subject to Securities Investor Protection Corporation (SIPC) insurance up to \$250,000 with coverage in excess of SIPC provided by a supplemental insurance policy through certain underwriters with a per client aggregate limit of \$1.9 million.

CNMI law does not require component unit funds to be collateralized and thus MPLT's funds are uncollateralized. Accordingly, the deposits are exposed to custodial credit risk.

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Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Investments

Custodial credit risk for investments is the risk that in the event of the failure of the counterparty to the transaction, MPLT will not be able to recover the value of investment or collateral securities that are in the possession of an outside party.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of debt instruments.

Concentration of credit risk for investments is the risk of loss attributed to the magnitude of an entity's investment in a single issuer. GASB Statement No. 40 requires disclosure by issuer and amount of investments in any one issuer that represents five percent (5%) or more of total investments for MPLT. As of September 30, 2022, MPLT's investment in U.S. Treasury government bonds constituted 4% of its total investments.

Marketable securities held for investment purposes are stated at fair value using quoted market prices. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the date as of which the fair value of an asset or liability is determined. Fixed income securities are reported at amortized cost with discounts or premiums amortized using the effective interest method subject to adjustment for market declines judged to be other than temporary.

MPLT values its investments at fair value in accordance with GASB Statement 72. MPLT's investments as of September 30, 2022 (with combining information as of September 30, 2022) are as follows:

	General Fund	Park Fund	Total
Equities: Domestic common stock International common stock Real estate investment trusts Smash shares	\$22,309,826 3,642,868 9,289,432 7,842,944	\$2,655,432 474,709 1,091,598 1,040,871	\$ 24,965,258 4,117,577 10,381,030 8,883,815
Infrastructure - Global Infrastructure - U.S. Private equity	7,000,097 2,711,714 2,529,179	843,394 328,972 <u>312,996</u>	7,843,491 3,040,686 <u>2,842,175</u>
	<u>55,326,060</u>	<u>6,747,972</u>	<u>62,074,032</u>
Fixed income securities: Mortgage and asset backed securities Government bonds Corporate bonds Domestic convertible corporate bonds	2,540,241 2,988,517 15,337,050 <u>6,612,480</u>	334,834 399,340 1,323,840 1,045,370	2,875,075 3,387,857 16,660,890 <u>7,657,850</u>
	27,478,288	<u>3,103,384</u>	<u>30,581,672</u>
	\$ <u>82,804,348</u>	\$ <u>9,851,356</u>	\$ <u>92,655,704</u>

GASB Statement No. 40 requires entities to provide information about the credit risk associated with their investments by disclosing the credit quality ratings. The following is a listing of MPLT's fixed income securities at September 30, 2022:

#### Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

	Investment Maturities (In Years)					
	E ' 17 1	I TI 1	1.5	( 10	More	Credit
Investment Type	Fair Value	Less Than 1	<u>1 - 5</u>	<u>6 - 10</u>	<u>Than 10</u>	<u>Rating</u>
Mortgage and asset backed securities	\$ 2,875,075	\$	\$	\$	\$ 2,875,075	AA+
Government bonds	3,387,857		2,218,602	660,195	509,060	AA+
Corporate bonds	278,195			278,195		AA+
Corporate bonds	279,269			279,269		A+
Corporate bonds	1,199,112			924,638	274,474	A-
Corporate bonds	1,204,716			1,204,716		BBB+
Corporate bonds	766,850			766,850		BBB-
Corporate bonds	281,062			281,062		BBB
Corporate bonds	3,255,619		1,116,205	2,139,414		BB+
Corporate bonds	2,552,737	277,410	1,562,784	712,543		BB-
Corporate bonds	1,850,328		677,199	997,580	175,549	BB
Corporate bonds	2,144,418		1,306,906	837,512		B+
Corporate bonds	1,208,554		768,179	440,375		B-
Corporate bonds	1,414,580		264,662	1,149,918		B
Corporate bonds	225,450		225,450			CCC+
Domestic convertible corporate bonds	70,875		70,875			A-
Domestic convertible corporate bonds	130,838		130,838			BBB+
Domestic convertible corporate bonds	255,068	38,858	216,210			BBB-
Domestic convertible corporate bonds	560,465	249,374	233,514		77,577	BBB
Domestic convertible corporate bonds	205,568	165,604	39,964			BB+
Domestic convertible corporate bonds	165,047		165,047			BB-
Domestic convertible corporate bonds	164,738		164,738			BB
Domestic convertible corporate bonds	6,105,251	649,830	4,475,322	886,678	93,421	NA
	\$ <u>30,581,672</u>	\$ <u>1,381,076</u>	\$ <u>13,636,495</u>	\$ <u>11,558,945</u>	\$ <u>4,005,156</u>	

MPLT categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. 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. MPLT has the following fair value measurements:

		Fair Value M	easurement Using	
Investments by fair value level	Total	Level 1	Level 2	Level 3
Debt securities:				
Mortgaged and asset backed securities	\$ 2,875,075	\$	\$ 2,875,075	\$
Government bonds	3,387,857	3,387,857		
Corporate bonds	16,660,890		16,660,890	
Domestic convertible corporate bonds	7,657,850		7,657,850	
Total debt securities	30,581,672	3,387,857	27,193,815	
	<u>50,501,072</u>		27,175,015	
Equity securities:				
Domestic common stock	24,965,258	24,965,258		
International common stock	4,117,577	4,117,577		
Real estate investment trusts	10,381,030	10,381,030		
Smash shares	8,883,815	8,883,815		
Infrastructure - Global	7,843,491	7,843,491		
Infrastructure - U.S.	3,040,686	3,040,686		
Private equity	2,842,175	2,842,175		
Total equity securities	62,074,032	62,074,032		
1 5				
Total investments by fair value level	\$ <u>92,655,704</u>	\$ <u>65,461,889</u>	\$ <u>27,193,815</u>	\$

#### Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

MPLT has selected a custodian for both funds who shall maintain custody of all cash, securities and other assets of MPLT and shall credit interest and dividends on said securities and credit principal paid on called or matured securities of MPLT. The custodian shall provide, on a timely basis, a monthly statement of all assets, to include an accounting of all activity during that month. The investment held and administered by the investment manager is subject to SIPC of up to \$500,000 (inclusive of the \$250,000 cash balance protection coverage) and supplemental insurance for amounts in excess of SIPC coverage through certain underwriters, subject to an aggregate firm-wide cap of \$1 billion with no per client sublimit.

The Trustees may engage the services of an investment consultant after a competitive search process. The investment consultant chosen shall demonstrate professional experience of at least ten (10) years with exclusive focus on Institutional Management Consulting.

When evaluating potential Investment Management Consulting Firms, the Trustees will consider at a minimum the following criteria:

- Must be a Registered Investment Advisor with exclusive focus on providing objective investment management consulting at an institutional level, having the support of a staff and/or organization, focused and experienced in consulting only.
- The candidate should be objective, free of conflict of interest and free to secure services from leading third-party providers that will best suit the interest of MPLT.
- Firms must demonstrate experience in the breadth and depth of its professional staff.
- Ability to provide unbiased fiduciary and financial advice to public trusts.
- Knowledge of legislative, operational and legal aspects of the local public trusts.
- Ownership or ready access to relevant and comprehensive performance databases with proven and verifiable process for the institutional client.
- Ability to provide quantitative analysis of manager and total fund performance. In particular, attribution analysis to maintain the interests of the management styles and strategic asset allocation.
- Ability to provide on-going training.
- Firms must be recognized as having substantial experience in the institutional level investment management consulting field. Firms offering consulting as incidental to their securities business may not be considered.
- May not be an investment manager with discretion over MPLT assets.

The Trustees have determined that the following investment policy will govern the investment of assets of MPLT.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

- (i) The Trustees, with the assistance of the investment consultant, will select appropriate investment managers to manage MPLT assets. Investment managers must meet the following minimum criteria:
  - 1. Be a bank, insurance company, investment management company, or investment adviser as defined by the Registered Investment Advisers Act of 1940 or equivalent as might be determined appropriate by the Trustees.
  - 2. Provide historical quarterly performance numbers calculated on a time-weighted basis, based on a composite of all fully discretionary accounts of similar investment style, reported gross of fees.
  - 3. Provide performance evaluation reports prepared by an objective third party that illustrate the risk/return profile of the manager relative to other managers of comparable investment style.
  - 4. Provide detailed information on the history of the firm, key personnel, key clients, fee schedule, and support personnel.
  - 5. Clearly articulate the investment strategy that will be followed and document that the strategy has been successfully adhered to over time.
  - 6. Claim Global Investment Performance Standards (GIPS) compliance and provide independent verification of GIPS compliance.
  - 7. Attendance at an annual due diligence review at the discretion of the Trustees.
  - 8. Selected firms shall have no outstanding legal judgments or past judgments that may reflect negatively upon the firm.
- (ii) Every investment manager selected to manage MPLT assets must adhere to the following guidelines.
  - 1. The following securities and transactions are not authorized unless receiving prior Trustees approval:
    - Letter stock and other unregistered securities; commodities or other commodity contracts; and short sales or margin transactions.
    - Securities lending; pledging or hypothecating securities.
    - Investments in the equity securities of any company with a record of less than three years of continuous operation (including the operation of any predecessor) and investments for the purpose of exercising control of management are all restricted.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

- 2. Domestic Equities:
  - Equity holdings in any one company should not exceed more than 10% of the market value of MPLT's equity portfolio.
  - Investments in any one sector should not be excessive.
  - The manager may emphasize quality in security selection of the specific style hired to manage and may avoid risk of large loss through diversification within its mandated style.
  - The managers may have the discretion to invest a portion of the assets in cash reserves when they deem appropriate. However, the managers will be evaluated against their peers on the performance of the total funds under their direct management.
  - Holdings of individual securities may be large enough (round lots) for easy liquidation.
- 3. Domestic Fixed Income:
  - All fixed income securities held in the portfolio may have a nationally recognized credit quality rating of no less than "BBB" from Moody's, Standard & Poor's and/or Fitch's. U.S. Treasury and U.S. government agencies, which are unrated securities, are qualified for inclusion in the portfolio.
  - No more than 20% of the market value of the fixed income portfolio may be rated less than single "A" quality, unless the manager has specific written authorization.
  - Fixed income securities held in a high yield fixed income portfolio may carry below investment grade quality ratings. High yield bonds typically carry a Moody's/ Standard & Poor's credit quality rating of Ba1/BB+ or lower.
  - While considered an alternative investment, convertible securities may take several forms, to include fixed income securities. Such fixed income securities may include securities carrying a below investment grade quality rating.
  - The exposure of the portfolio to any other issuer, other than securities of the U.S. government or agencies, may not exceed 10% of the market value of the fixed income portfolio.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

4. Diversified Local Investments:

MPLT establishes within the Domestic Fixed Income Asset Class a class for Diversified Local Investments ("DLI"). DLIs are those investments which originate from within the CNMI without regard to each island. The touchstone of classification within DLI is that investment vehicles in this class may be unique or specially targeted towards the CNMI economy or market.

DLI refers to investments that are structured or designed to encourage a diversification of investments by MPLT within the CNMI. With DLIs, MPLT seeks to structure or consider investment vehicles which provide minimal rates of market return with attending corollary benefits. Such corollary benefits may include, but are not limited to, economic development; government stabilization or stimulus programs; affordable housing programs; and scholarships. In the DLI class, the MPLT Trustees may allow for a prudent rate of return where the corollary benefits provide an attending quantifiable return to the CNMI community, particularly to persons of Northern Marianas Descent or benefit persons of Northern Marianas Descent.

To be clear, by having DLIs within this IPS MPLT does not warrant nor guarantee that it may favor investments in DLIs over more competitive investment vehicles, but only that MPLT may weigh the attending corollary benefits in determining whether to make such an investment. Expressed more emphatically, MPLT considers DLIs to be a rarely considered exception and every DLI proposal must be compelling as to its mission and purpose and beneficial in its scope and impact to the people of the CNMI. At all times full fiduciary prudence analysis and proper due diligence is required in both program development and shall be conducted on an investment-by-investment basis.

The MPLT Trustees recognize the importance of establishing a competitive risk-adjusted rate of return policy as part of consideration of a DLI. Every DLI proposal under consideration shall, as part of the investment analysis, identify the source of repayment of a fixed income security such as a mortgage; surety bond; promissory note; or other security as primary consideration. Evaluating the credit-rating or the risk of the DLI or its proposer is also necessary. MPLT also anticipates that such DLI's may not be marketable so that an "illiquidity premium" should be recognized or considered and added to the risk-adjusted rate.

MPLT may require that the risk-adjusted rate may be a floating rate to the appropriate pricing index and adjusted on a quarterly or semi-annual basis. MPLT may also impose a loan origination fee and assess charges for costs of administration at no less than 2% per annum; legal fees; travel/accommodations; and other necessary fees. The Local Investment program applies to the MPLT General Fund and on a limited basis to the American Memorial Park Fund. With respect to the American Memorial Park Fund, it is the Trustees' policy to entertain local investment that only benefits the American Memorial Park beneficiary.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

4. Diversified Local Investments, Continued:

The following constitute the basic standards of review for investments by MPLT in DLI's which remain subject to the prudent investment standard and discretion of the MPLT Trustees.

- An opinion of legal counsel in standards of fiduciary care considering the prospective DLI and its terms under the applicable prudent investor standard.
- A thorough review and analysis by MPLT's financial consultant and/or investment manager as to the prospective DLI. The analysis shall examine all economic factors and address any potential or actual conflicts of interest for MPLT or its Trustees. The analysis shall also give primary attention to risk-adjusted market rates of return with particular attention as to whether the DLI involves a significantly greater than prudent financial risk of loss.
- Documentation of a complete submission of a proposed DLI meeting the requirements of a detailed business plan (if applicable).
- Every DLI shall be considered with respect to fiduciary prudence and without regard to political, social, or emotional factors with particular attention to the founding provisions guiding MPLT's creation: to remit interest income on investments to the General Fund.
- Trustees shall formulate and articulate the specific and detailed investment guidelines for investments under any prospective DLI for which MPLT may wish to solicit. Such guidelines shall include the mechanics of the administration of the DLI; the findings as to the social or economic corollary benefits to the CNMI as a whole; and the consistency or adherence with MPLT's mission.
- Each specific DLI may be evaluated against investments of a similar asset class.
- MPLT may require additional conditions or impose additional terms for any DLI under consideration as part of its fiduciary analysis and no DLI may be approved until and unless it meets all the requirements imposed by MPLT.
- 5. International (Developed & Emerging Markets) Equities:
  - Equity holdings in any one company may not exceed more than 10% of the International Equity portfolio.
  - Investments in any one industry category should not be excessive.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

- 5. International (Developed & Emerging Markets) Equities, Continued:
  - Allocations to any specific country may not be excessive relative to a broadly diversified international equity manager peer group. It is expected that the non-U.S. equity portfolio will have no more than 40% of its mandated style in any one country.
  - The manager may enter into foreign exchange contracts on currency, provided that use of such contracts is limited to hedging currency exposure existing within the manager's portfolio. There may be no direct foreign currency speculation or any related investment activity.
- 6. International (Developed and Emerging Markets) Fixed Income:
  - Investments in a registered mutual fund or exchange traded fund ("ETF") may not be held to the same restrictions as set forth below for the respective asset classes. The Trustees instead will evaluate the risk and return merits of each mutual fund or ETF employing research as provided by third party service providers such as Consultant or Morningstar.
  - Allocations to any specific country may not be excessive relative to a broadly diversified international fixed income manager peer group. It is expected that the non-U.S. fixed income portfolio will have no more than 40% of its mandated style in any one country.
  - The manager may enter into foreign exchange contracts on currency, provided that use of such contracts is limited to hedging currency exposure existing within the manager's portfolio. There may be no direct foreign currency speculation or any related investment activity.
- 7. Cash/Cash Equivalents:
  - Cash equivalent reserves may consist of cash instruments having a quality rating of A-1, P-1 or higher. Eurodollar Certificates of Deposits, time deposits, and repurchase agreements are also acceptable investment vehicles.
  - Idle cash not invested by the investment managers may be invested daily through an automatic interest-bearing sweep vehicle selected by the manager available and/or managed by the custodian.
- 8. Real Estate Investment Trusts (REITS):
  - Investments in a registered mutual fund may not be held to the same restrictions as set forth below for the respective asset classes. The Trustees instead will evaluate the risk and return merits of each mutual fund employing research as provided by third party service providers such as Consultant or Morningstar.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

- 8. Real Estate Investment Trusts (REITS), Continued:
  - Investments in publicly-traded vehicles can offer the total real estate portfolio greater liquidity over private market opportunities; however, they tend to be more correlated with equities than private real estate investments.
  - These investments also offer tactical return opportunities with the potential to achieve higher nominal rates of return at a level of risk equal to or lower than the private markets.
  - The maximum equity investment allocable to the public real estate portfolio shall be 10% so as to avoid the composite real estate portfolio becoming unduly correlated with the public equity markets.
- 9. Listed Infrastructure:
  - Investments in a registered mutual fund or ETF will not be held to the same restrictions as set forth for the respective asset classes. The Trustees instead will evaluate the risk and return merits of each mutual fund or ETF employing research as provided by third party service providers such as Investment Consultant or Morningstar.
  - Investments in publicly-traded vehicles can offer the total infrastructure portfolio greater liquidity over private market opportunities.
  - These investments also offer tactical return opportunities with the potential to achieve higher current income and hedge against inflation due to the long life of physical assets and stability of cash flows.
- 10. Alternatives:
  - Non-Traditional/Alternative Investments are often structured as private investments and are generally formed as limited partnerships or limited liability companies and, in many cases, organized in low or no tax jurisdictions. The managers of these investments generally are allowed to operate with greater flexibility than most traditional investment managers and their compensation usually includes substantial performance incentives.

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

10. Alternatives, Continued:

- Investment in alternatives may be considered by this organization within the context of an overall investment plan. The objective of such investments will be to seek to diversify the portfolio, complementing traditional equity and fixed income investments and improving the overall performance consistency of the portfolio. It is acknowledged that there is no guarantee that this objective will be realized.
- It is acknowledged that these investments are less transparent than traditional investments and that liquidity in such investments is usually significantly limited. Liquidity constraints, including lockup provisions and redemption or withdrawal fees, must be taken into consideration when making allocations to such investments.
- Allowable Strategies: Since alternative investments generally seek to provide diversification by investing in strategies that do not correlate directly with traditional equity and/or fixed income investments, investments strategies may include, but are not limited to, the following:
  - Statistical Arbitrage
  - Distress Securities
  - Bayesian Modeling
  - Merger Arbitrage
  - Momentum Trading
  - Fixed Income Arbitrage
  - Debt/Equity Financing
  - Equity Long/Short
  - Leveraged Buyouts
  - Global macro
  - Venture Capital
  - Short Selling
  - Mezzanine Debt
  - Commodities and Futures
  - Equity Market Neutral
  - Structured Credit Products
  - Convertible Arbitrage
  - Infrastructure
  - Convertible Securities
  - Real Estate Public & Private
- The foregoing allowable strategies may be pursued in any manner including through collective investment vehicles such as hedge funds, funds of hedge funds, private equity (i.e. LBO, Venture, Mezzanine Debt, etc.) funds and funds of funds, real estate funds and funds of funds, commodity pools, and structure credit products equity CDOs.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

10. Alternatives, Continued:

- Allowable Investments: The above referenced strategies may include, but are not limited to, investments (directly or indirectly) in the following: common and preferred stocks, options, warrants, convertible securities, foreign securities, foreign currencies, commodities, commodity futures, financial futures, derivatives, mortgage-backed and mortgage-related securities, real estate, bonds (both investment-grade and non-investment-grade, including high-yield debt, distressed or other securities) and other assets. Strategies may utilize short-selling and leverage.
- Risk Acknowledgement: The Regents and the Committee acknowledge that: (1) alternative investments can be highly illiquid and may engage in leveraging and other speculative investment practices, which may involve volatility of returns and significant risk of loss, including the potential for loss of the principal invested; (2) that there is no secondary market currently available for interests in most alternative investments and that there may be restrictions imposed by the fund on transferring such interests as stated in the fund's private placement memorandum or prospectus; (3) that investing in alternative investments is only suitable for experienced and sophisticated investors who are willing to bear the high economic risks of the investment and that this organization qualifies as such an investor; (4) that it will carefully review and consider all potential risks before investing including the following specific risks:
  - loss of all or a substantial portion of the investment due to leveraging,
  - short-selling, or other speculative practices;
  - lack of liquidity as there may be no secondary market for the investments;
  - volatility of returns;
  - restrictions on transferring interests in the investments;
  - potential lack of diversification and resulting higher risk due to
  - concentration of trading authority when a single advisor is utilized;
  - absence of information regarding valuations and pricing;
  - less regulation and higher fees than mutual funds; and
  - investment advisor risk

Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

(iii) Asset allocation of the two funds is as follows:

		General Fund	1			
	Lower	Strategic	Upper	Lower	Strategic	Upper
	<u>Limit</u>	Allocation	<u>Limit</u>	<u>Limit</u>	Allocation	<u>Limit</u>
<b>Domestic Equities:</b>	18%	28%	38%	18%	28%	38%
Large Cap Value		14%			14%	
Large Cap Core		14%			14%	
International Equities:	0%	6%	16%	0%	6%	16%
<b>Domestic Fixed Incom</b>	<b>e:</b> 21%	31%	41%	21%	31%	41%
Core		25%			25%	
High Yield		6%			6%	
Alternatives:	25%	35%	45%	25%	35%	45%
REITS		10%			10%	
Listed Infrastructure		10%			10%	
Convertible Securities		10%			10%	
Private Markets		5%			5%	

#### **Rebalancing Policy**

The percentage allocation to each asset class may vary as much as approximately 10% depending upon the market conditions.

When necessary and/or available, cash flows will be distributed following the strategic asset allocation of MPLT. If there are no cash flows, the allocation of MPLT will be reviewed quarterly.

If the Trustees judge cash flows to be insufficient in bringing MPLT within the strategic allocation ranges, the Trustees may decide whether to effect transactions so that MPLT would fall within the allocated threshold ranges.

#### Frequency

In two instances, portfolio rebalancing will be necessary to remain within the target asset allocation ranges:

- 1. Cash Flow Requirements
- 2. Significant Market Action

Positive cash flows should be directed to the under-weighted asset class, while negative cash flows (disbursements) should be directed away from the over-weighted asset class. This procedure is likely to be fairly routine and predictable.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### Investments, continued

Significant Market Action requires immediate action to restore asset allocation. This is neither predictable nor routine.

#### Liquidity

The Board Consultant may prepare anticipated expenditure requirements for each disbursement period and communicate these disbursement requirements to all affected managers with as much advance notice as possible. It is anticipated that MPLT's fixed income manager will be the initial and main conduit for contributions and disbursements. It is further anticipated that most of all such disbursements will be made from "income" generated from each account.

#### Social Responsibility Policy

The Trust demonstrates its concern for preservation of the environment and other social causes through its programs and activities. However, no specific constraint in regard to social causes is to be placed on its investment portfolio at this time. Constraints can be added in the future as deemed advisable by the Trustees.

#### Notes Receivable and Allowance for Loan Losses

Notes receivable are stated at the amount of unpaid principal, reduced by an allowance for loan losses. The allowance for loan losses is established through a provision for doubtful accounts charged to principal fund. Loans are charged against the allowance for loan losses when management believes that the collection of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb possible losses on existing loans that may be uncollectible, based on evaluations of the collectability of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans and current economic conditions that may affect the borrowers' ability to pay. Write-offs against the allowance are based on the specific identification method.

Management cannot currently determine the effects of the potential foreclosure of collateralized properties associated with the loans. Accordingly, the allowance for loan losses included in the accompanying financial statements excludes the value of the possible recovery of certain loans through foreclosure.

#### **Foreclosed Real Estate**

Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value at the date of foreclosure less estimated selling costs establishing a new cost basis. Valuations are periodically performed by management and adjustments are made to reflect the real estate at the lower of the carrying amount or fair value less estimated costs to sell. Operating expenses or income, reductions in estimated values, and gains or losses on disposition of such properties are charged to current operations.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### **Capital Assets**

Capital assets are stated at cost. Depreciation is provided over the estimated useful lives of the assets through use of the straight-line method and is charged as a reduction in the investment. Current policy is to capitalize items in excess of \$250.

#### **Retirement Defined Contribution Plan (DC Plan)**

On June 16, 2006, Public Law No. 15-13 was enacted which created the DC Plan, a multi-employer pension plan and is the single retirement program for all employees whose first time CNMI government employment commences on or after January 1, 2007. Each member of the DC Plan is required to contribute to the member's individual account an amount equal to 10% of the member's compensation. MPLT is required to contribute to each member's individual account an amount equal to 4% of the member's compensation. MPLT's recorded DC contributions for the year ended September 30, 2022 were \$6,192 and which were equal to the required contributions for the year.

Members of the DC Plan, who have completed five years of government service, have a vested balance of 100% of both member and employer contributions plus any earnings thereon.

#### **Net Position**

MPLT's net position is classified as follows:

- Net investment in capital assets; capital assets, net of accumulated depreciation.
- Restricted: net position subject to externally imposed stipulations that can be fulfilled by actions pursuant to those stipulations or that expire by the passage of time. MPLT has net position restricted for principal and income.
- Unrestricted: net position that is not subject to externally imposed stipulations. As MPLT considers all assets except investments in capital assets, to be restricted, MPLT does not have unrestricted net position at September 30, 2022.

#### **Operating and Non-Operating Revenue and Expenses**

Operating revenue and expenses include all direct and administrative revenue and expenses associated with the investments. Nonoperating revenues and expenses result from capital and noncapital financing activities.

Revenues from DPL are recognized as earned by MPLT when amount is received or expected to be received from DPL, and the amount can be verified by DPL.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### **Recently Adopted Accounting Pronouncement**

In June 2017, GASB issued Statement No, 87, *Leases*. The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This Statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and as inflows of resources or outflows of resources recognized based on the payment provisions of the contract. The implementation of this statement did not have a material effect on the accompanying financial statements.

#### New Accounting Standards

In May 2019, GASB issued Statement No. 91, *Conduit Debt Obligations*. The primary objectives of this statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. This statement achieves those objectives by clarifying the existing definition of a conduit obligation; establishing that a conduit debt obligation is not a liability of the issuer; establishing standards for accounting and financial reporting of additional commitments and voluntary commitments extended by issuers. GASB Statement No. 95 postponed the effective date of GASB 91 to fiscal year ending September 30, 2023.

In March 2020, GASB issued Statement No. 94, *Public-Private and Public-Public Partnerships and Availability Payment Arrangements*. Public-private and public-public partnerships, collectively referred to hereinafter PPPs, comprise a wide variety of arrangement between a government and another party that are engaged in providing services to a government's constituents. Availability payment arrangements (APAs) also have been used in practice to procure governmental services. The objective of this Statement is to better meet the information needs of financial statement users by improving the comparability of financial statements among governments that enter into PPPs and APAs and by enhancing the understandability, reliability, relevance, and consistency of information about PPPs and APAs. GASB Statement No. 94 will be effective for fiscal year ending September 30, 2023.

In May 2020, GASB issued Statement No. 96, *Subscription-Based Information Technology Arrangements*. It has become common for governments to enter into subscription-based contracts to use vendor-provided information technology (IT). Subscription-based information technology arrangements (SBITAs) provide governments with access to vendors' IT software and associated tangible capital assets for subscription payments without granting governments perpetual license or title to the IT software and associated tangible capital assets. Prior to the issuance of this Statement, there was no accounting or financial reporting guidance specifically for SBITAs. The objective of this Statement is to better meet the information needs of the financial statement users by (a) establishing uniform accounting and financial reporting requirements for SBITAs; (b) improving the comparability of financial statements among governments that have entered into SBITAs; and (c) enhancing the understandability, reliability, relevance, and consistency of information about SBITAs. GASB Statement No. 96 will be effective for fiscal year ending September 30, 2023.

Notes to Financial Statements, continued

#### 2. Summary of Significant Accounting Policies, continued

#### New Accounting Standards, continued

In April 2022, GASB issued Statement No. 99, *Omnibus 2022*. The requirements of this Statement will enhance comparability in the application of accounting and financial reporting requirements and will improve the consistency of authoritative literature. Consistent authoritative literature enables governments and other stakeholders to more easily locate and apply the correct accounting and financial reporting provisions, which improves the consistency with which such provisions are applied. The comparability of financial statements also will improve as a result of this Statement. Better consistency and comparability improve the usefulness of information for users of local government financial statements. GASB Statement No. 99 will be effective for fiscal year ending September 30, 2023.

In June 2022, GASB issued Statement No. 100, Accounting Changes and Error Corrections – An Amendment of GASB Statement No. 62. The primary objective of this Statement is to enhance accounting and financial reporting requirements for accounting changes and error corrections to provide more understandable, reliable, relevant, consistent, and comparable information for making decisions or assessing accountability. The requirements for accounting changes and error corrections, which will result in greater consistency in application in practice. In turn, more understandable, reliable, relevant, and comparable information will be provided to financial statement users for making decisions or assessing accountability. In addition, the display and note disclosure requirements will result in more consistent, decision useful, understandable, and comprehensive information for users about accounting changes and error corrections. GASB Statement No. 100 will be effective for fiscal year ending September 30, 2024.

In June 2022, GASB issued Statement No. 101, *Compensated Absences*. The objective of this Statement is to better meet the information needs of financial statement users by updating the recognition and measurement guidance for compensated absences. That objective is achieved by aligning the recognition and measurement guidance under a unified model and by amending certain previously required disclosures. The unified recognition and measurement model in this Statement will result in a liability for compensated absences that more appropriately reflects when a government incurs an obligation. In addition, the model can be applied consistently to any type of compensated absence and will eliminate potential comparability issues between governments that offer different types of leave. The model also will result in a more robust estimate of the amount of compensated absences that a government will pay or settle, which will enhance the relevance and reliability of information about the liability for compensated absences. GASB Statement No. 101 will be effective for fiscal year ending September 30, 2025.

MPLT is currently evaluating the effects the above upcoming accounting pronouncements might have on its financial statements.

# Marianas Public Land Trust

(A Component Unit of the Commonwealth of the Northern Mariana Islands)

Notes to Financial Statements, continued

### 3. Notes Receivable

Note receivable from the CNMI Government, interest at 7% per annum, due on September 1, 2024	\$10,735,942
Notes receivable (Home Loan Program) from various individuals obtained through a settlement agreement with the Northern Marianas Housing Corporation (NMHC) dated December 31, 2007, interest at 2% (5.5% to 8.5% prior to January 1, 2009) and terms from ten to thirty years	4,152,317
Note receivable from the Commonwealth Healthcare Corporation (CHCC), with interest at 5% per annum, due on October 31, 2023. Collateralized by CHCC's real properties for operational and bridge capital pursuant to CNMI Public Law 17-76.	679,204
Note receivable from Adelantun Publickun Luta Enteramente, Incorporated (APLE 501, Inc.), interest at 5% per annum, due on October 18, 2017, with monthly principal and interest payments in the amount of \$1,225, collateralized by a loan portfolio. Proceeds were used to fund an independently administered individual or parent-student loan program. MPLT has ceased future loan commitments and disbursements to APLE 501, Inc.	37,163
10-year note receivable from Tinian Shipping Services, Inc. (TSSI), interest at 5% per annum, due on September 1, 2032, with monthly principal and interest payments in the amount of \$14,831. Secured by TSSI' real properties by a mortgage agreement and commercial loan agreement	10,910
Less allowance for loan losses	15,615,536 ( <u>1,541,163</u> )
	14,074,373
Less current portion	(_2,561,052)
Long-term portion	\$ <u>11,513,321</u>

An analysis of the change in the allowance for loan losses is as follows:

	General Fund	Park Fund	Total
Balance at beginning of year Reversal of provision for doubtful accounts	\$1,841,163 ( <u>300,000</u> )	\$ 	\$1,841,163 ( <u>300,000</u> )
Balance at end of year	\$ <u>1,541,163</u>	\$ <u></u>	\$ <u>1,541,163</u>

### Notes to Financial Statements, continued

### 4. Capital Assets

A summary of capital assets as of September 30, 2022, is as follows:

Estimated <u>Useful Liv</u>		Additions	<u>Disposals</u>	Balance at September 30, 2022
Capital assets not being depreciated: Land	\$ <u>153,000</u>	\$ <u>45,000</u>	\$	\$ <u>198,000</u>
Capital assets being depreciated: Building 5 - 10 years Furniture, fixtures and equipment 3 - 10 years Vehicle 3 - 10 years	193,554	 7,399 	( 982)	244,496 199,971 33,094
Less accumulated depreciation Total capital assets being depreciated	471,144 ( <u>386,514</u> ) <u>84,630</u>	7,399 ( <u>23,783</u> ) ( <u>16,384</u> )	( 982) 982 	477,561 ( <u>409,315</u> ) <u>68,246</u>
Total capital assets, net	\$ <u>237,630</u>	\$ <u>28,616</u>	\$	\$ <u>266,246</u>

### 5. Net Position

In accordance with MPLT's accounting policies, gains and losses on investments are allocated to principal. Additionally, a portion of the distribution to the CNMI government is specifically designated as an increase in principal. Movement in principal and interest accounts for the year ended September 30, 2022, is summarized as follows:

	<b>Principal</b>	Interest	<u>Total</u>
<u>General Fund</u> Balance at beginning of year Net decrease in the fair value of investments Other operating net income Transfers	\$118,421,227 ( 17,839,246) 	\$ 3,377,445 ( <u>2,253,851</u> )	\$118,421,227 (17,839,246) 3,377,445 ( <u>2,253,851</u> )
Balance at end of year	\$ <u>100,581,981</u>	\$ <u>1,123,594</u>	\$ <u>101,705,575</u>
<u>Park Fund</u> Balance at beginning of year Net decrease in the fair value of investments Other operating net income Balance at end of year	\$ 12,351,722 ( 2,244,742)  \$ 10,106,980	\$  \$135,840 \$135,840	\$ 12,351,722 ( 2,244,742) <u>135,840</u> \$ <u>10,242,820</u>

#### Notes to Financial Statements, continued

#### 6. Contributions To/From Primary Government

In accordance with Article XI of the Constitution of the CNMI, MPLT makes distributions to the CNMI general fund from investment income. During the year ended September 30, 2022, MPLT recorded \$2,253,851 of distributions to the CNMI general fund, which was offset against payments on a note receivable from the CNMI Government.

In accordance with Article VIII, Section 803(e) of the Covenant, MPLT makes operating transfers out for the development and maintenance of the American Memorial Park. During the year ended September 30, 2022, MPLT recorded \$0 for transfers out for this purpose.

#### 7. Risk Management

MPLT is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. MPLT has elected to purchase commercial insurance from independent third parties for the risks of losses to which it is exposed with respect to the use of motor vehicles. Settled claims have not exceeded this commercial insurance coverage during the past three years.

#### 8. Commitment

In accordance with the addendum of memorandum of agreement between the CNMI and the U.S. Department of the Interior for development and management of the American Memorial Park, MPLT is obligated to contribute \$150,000 annually, to the extent of available income, for development and maintenance of the American Memorial Park.

#### 9. Contingencies

In accordance with the Settlement Agreement with NMHC, MPLT guarantees Service Released Loans that were issued by financial institutions. At September 30, 2022, MPLT was contingently liable to these institutions for \$322,835.

Investment performance is dependent on various economic factors which may negatively impact the fair value and earnings of MPLT's investments.

#### **10. Subsequent Events**

The Trust has evaluated subsequent events through May 22, 2023, which is the date the financial statements were available to be issued.

Supplementary Information

## Combining Statement of Net Position

	General Fund	Park Fund	Eliminations	Total
Assets				
Current assets:				
Cash and cash equivalents	\$ 4,160,261	\$ 404,668	\$	\$ 4,564,929
Receivables:				
Notes, current portion	2,561,052			2,561,052
Accrued income Other	296,943	27,034		323,977
Due from other funds	23,336 28,465		( 28,465)	23,336
Due from brokers	164,550	16,453	( 28,403)	181.003
Prepaid expenses	6,036			6,036
	<u> </u>			·
Total current assets	7,240,643	448,155	( 28,465)	7,660,333
Other assets:				
Investments	82,804,348	9,851,356		92,655,704
Noncurrent assets:				·
Notes receivable, net of current portion and allowance for				
loan losses	11,513,321			11,513,321
Depreciable capital assets, net of accumulated depreciation	68,246			68,246
Nondepreciable capital assets	198,000			198,000
Total noncurrent assets	11,779,567			11,779,567
	\$101,824,558	\$ 10,299,511	<u>\$ (28,465)</u>	\$112,095,604
Liabilities				
Current liabilities:				
Accounts payable	\$ 39,198	\$ 4,838	\$	\$ 44,036
Due to other funds		28,465	( 28,465)	
Due to brokers	73,666	23,388		97,054
Accrued expenses	6,119			6,119
Total liabilities	118,983	56,691	( 28,465)	147,209
Net position				
Net investment in capital assets	266,246			266,246
Restricted	101,439,329	10,242,820		111,682,149
Total net position	101,705,575	10,242,820		111,948,395
-	\$101,824,558	\$ 10,299,511	\$( 28,465)	\$112,095,604

#### Combining Statement of Revenues, Expenses and Changes in Net Position

		General Fund		Park Fund	E	liminations		Total
Operating revenues:					_			
Net decrease in fair value of investments	\$(	17,839,246)	\$(	2,244,742)	\$		\$(	20,083,988)
Department of Public Lands		1,140,895	``					1,140,895
Investment income, net		2,353,853		255,138				2,608,991
Interest income from notes receivable		1,044,404						1,044,404
Other	-	4,136		206	_		_	4,342
Total operating revenues, net	(_	13,295,958)	(	1,989,398)			(_	15,285,356)
Operating expenses:								
Money manager fees		468,276		58,199				526,475
Salaries and benefits		177,482		18,631				196,113
Consultancy fees		140,948		17,083				158,031
Contract services		68,760		6,840				75,600
Miscellaneous expense		66,261		6,956				73,217
Loan administration fees		60,673						60,673
Office supplies		51,748		5,355				57,103
Trustees' expenses		37,825		3,572				41,397
Audit		32,385		1,615				34,000
Professional fees		25,755						25,755
Depreciation		23,783						23,783
Rent and utilities		11,934		1,253				13,187
Repairs and maintenance	-	13	-		_		_	13
Total operating expenses	-	1,165,843		119,504	_			1,285,347
Operating loss	(	14,461,801)	(	2,108,902)	_		(_	16,570,703)
Other nonoperating expenses: Net distribution to the CNMI General Fund/Ameri	can							
Memorial Park	(_	2,253,851)			_		(_	2,253,851)
Total nonoperating expenses	(	2,253,851)			_		(_	2,253,851)
Change in net position	(	16,715,652)	(	<u>2,108,902</u> )			(	18,824,554)
Net position at beginning of year	_	118,421,227	-	12,351,722	_		_	130,772,949
Net position at end of year	\$_	101,705,575	\$	10,242,820	\$		\$(_	111,948,395)

## Combining Statement of Cash Flows

	General Fund	Park Fund	Eliminations	Total
Cash flows from operating activities: Cash received from operations Cash payments to suppliers for goods and services	\$ 4,391,243 ( 2,002,208 )	\$ 358,148 ( 224,487 )	\$( 11,984 11,984	) \$ 4,737,407 (_2,214,711_)
Net cash provided by operating activities	2,389,035	133,661		2,522,696
Cash flows from capital and related financing activities: Acquisition of capital assets	(52,399_)			(52,399_)
Net cash used for capital and related financing activities	(52,399_)			(52,399_)
Cash flows from investing activities: Net decrease in notes receivable Net increase in investments	742,726 (	(18,092_)		742,726 ( <u>1,927,662</u> )
Net cash used for investing activities	(	(18,092_)		( 1,184,936 )
Net increase in cash and cash equivalents	1,169,792	115,569		1,285,361
Cash and cash equivalents at beginning of year	2,990,469	289,099		3,279,568
Cash and cash equivalents at end of year	\$ 4,160,261	\$ 404,668	\$	\$ 4,564,929
Reconciliation of operating loss to net cash provided by operating activities: Operating loss Adjustments to reconcile operating loss to net cash provided by operating activities:	\$( 14,461,801 )	\$( 2,108,902 )	\$	\$( 16,570,703 )
Net decrease in fair value of investments Noncash interest income Depreciation (Increase) decrease in assets:	17,839,246 ( 906,265 ) 23,783	2,244,742		20,083,988 ( 906,265 ) 23,783
Receivable - accrued income Other receivable Due from other funds Due from brokers Prepaid expense Increase in liabilities:	( 2,461) ( 4,363) 11,984 749,060 1,388		( 11,984 	( 812) 4,363) ) 850,215 1,388
Accounts payable Due to other funds Due to brokers Accrued expenses	( 39,198) ( 819,788) ( 2,550)	( 11,984)	 11,984 	( 44,547)  ( 907,438) ( 2,550)
Net cash provided by operating activities	\$ 2,389,035	\$ 133,661	\$	\$ 2,522,696
Supplemental schedule of noncash operating, financing and investing activities: MPLT applied \$2,253,851 of the required income distribution to the CNMI General Fund for the year ended September 30, 2022 as a repayment of the CNMI's note receivable and related interest.				
Decrease in notes receivable	\$( 1,347,586 )		\$	\$( 1,347,586 )
Increase in interest income Increase in net contribution	( 906,265) 2 253 851			( 906,265 ) 2 253 851
mercase in net contribution	2,253,851			2,253,851
	\$	\$	\$	\$

## Schedule of Investments - General Fund

## September 30, 2022

Equities	Cost	Fair Value
Domestic Common Stock		
Advanced Micro Devices Ord	157,174	109,613
Allstate Ord	76,940	67,869
Alphabet Cl A Ord	413,013	483,033
Amazon Com Ord	548,196	622,630
American Express Ord	139,024	107,253
Apple Ord	287,650	947,361
AT&T Ord Bank of America Ord	117,302 186,880	86,824 186,787
Boston Scientific Ord	214,047	199,652
Broadcom Ord	279,187	224,225
Coca-Cola Ord	187,974	164,979
Conocophillips Ord	74,861	137,136
Costco Wholesale Ord	199,795	224,328
Crown Castle Ord	310,876	238,507
CVS Health Ord	219,072	206,953
Elevance Health Ord	343,946	384,742
Eli Lilly Ord	140,189	255,447
EOG Resources Ord	43,192	66,479
Exxon Mobil Ord	220,796	283,321
HCA Healthcare Ord	134,982	98,327
Honeywell International Ord	81,505	89,329
Johnson & Johnson Ord Lululemon Athletica Ord	225,241 153,932	255,821 115,738
Mcdonald's Ord	315,617	291,884
Medtronic Ord	281,009	214,392
Merck & Co. Inc.	308,111	347,495
Meta Platforms Cl A Ord	259,225	123,063
Microsoft Ord	255,644	846,592
Morgan Stanley Ord	263,855	274,560
Netflix Ord	130,869	137,732
Nextera Energy Ord	121,714	110,950
Norfolk Southern Ord	181,189	187,636
Palo Alto Networks Ord	225,913	256,987
Paypal Holdings Ord	274,659	240,566
PNC Financial Services Group Ord	131,338	129,248
Salesforce Ord T Mobile US Ord	310,828 279,660	214,321 305,907
Tesla Ord	279,000	290,449
UnitedHealth Grp Ord	226,260	456,556
Vertex Pharmaceuticals Ord	128,465	127,398
Visa Cl A Ord	129,918	139,456
Walmart Ord	182,879	154,343
Walt Disney Ord	199,836	142,910
Wells Fargo Ord	164,686	174,153
Subtotal - Atalanta	9,401,680	10,722,952
Adobe Ord	75,200	283,456
Alcon Ord	220,154	235,629
Ameriprise Finance Ord	124,189	329,803
Amgen Ord	253,443	356,132
Ansys Ord	120,038	283,776
Atmos Energy Ord	303,383	303,309
Autodesk Ord	299,631	292,342
Blackstone Ord Capital One Financial Ord	327,150 231,088	256,708 247,015
Cincinnati Financial Ord	231,088 210,563	247,013 248,109
Coca-Cola Ord	230,996	308,110
Commerce Bancshares Ord	135,339	174,332
Constellation Brands Cl A Ord	241,251	253,337
Corteva Ord	211,466	488,061
Coterra Energy Ord	256,135	366,020

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Equities, continued	Cost	Fair Value
Domestic Common Stock, continued		
Crown Castle Ord	316,309	291,268
Cullen Frost Bankers Ord	164,454	256,507
Danaher Ord	126,031	403,191
Ecolab Ord	345,343	234,538
Equity Lifestyle Prop REIT Ord	141,485	175,575
General Dynamics Ord	163,030	297,038
Honeywell International Ord	352,834	264,147
Lemmar Cl A Ord	173,991	310,128
Lennar Cl B Ord	3,129	5,237
Martin Marietta Materials Ord Medtronic Ord	120,907	309,206
Meditolic Ora Merck & Co. Inc.	223,155 304,432	234,175 286,780
Michelin Compagnie Generale Des Adr	262,378	188,731
Microchip Technology Ord	109,793	316,257
Microsoft Ord	89,602	498,406
Mitsubishi UFJ Fncl Grp Ads Rep Ord	138,346	99,450
Oshkosh Ord	226,104	150,702
Parker Hannifin Ord	228,608	327.118
Paypal Holdings Ord	34,035	98,120
Phillips 66 Ord	177,320	177,584
PNC Financial Services Group Ord	203,596	264,473
Procter & Gamble Ord	313,040	291,637
Qualcomm Ord	217,254	337,810
RPM Ord	176,153	308,747
Sony Group Adr Rep Ord	169,647	217,770
Tyson Foods Cl A Ord	268,835	216,844
Xcel Energy Ord	334,910	319,744
Xylem Ord	264,291	279,552
Subtotal - Aristotle	8,889,038	11,586,874
Total Domestic Common Stock	18,290,718	22,309,826
International Common Stock		
Advantest Corporation	92,216	52,074
AIA Group Adr	89,264	64,034
Atlas Copco Adr Rep Cl A Ord	94,008	57,306
Baidu Ads Rep 8 Cl A Ord	71,261	52,166
Bandai Nameo Hldgs Adr Barda Name Santia Ord	93,302	84,069
Bank Nova Scotia Ord	111,507	75,969
Brookfield Asset Management Cl A Ord CAE Ord	180,868 133,717	$131,788 \\ 69,276$
Capgemini Se Unsponsored Adr	86,087	72,636
CDN Natural Resource Ord	82,767	71,485
CGI Ord	98,605	84,720
China Mengniu Dairy Company Adr	96,712	64,047
Chubb Ord	104,082	105,854
Controladora Vuel Adr Rep 10 Ord Cpo	101,716	37,746
D leteren Group Unsponsored Adr	215,542	199,282
Fabrinet Ord	102,078	95,927
Fujifilm Holdings	18,635	15,068
Fujifilm Holdings Adr	188,139	110,360
Getinge Adr	130,901	56,503
Glencore Adr	126,554	115,824
Grupo Financiero Banorte Adr	100,611	116,450
Headhunter Group Adr Helen of Troy Ord	68,128	18,855
Helen of Troy Ord	107,492	44,845
Icici Bank Adr Rep 2 Ord Icon Ord	113,592 146,614	182,125 101,447
Israel Discount Bank Adr	89,498	83,469
KBC Group Nv Unsponsored Belgium Adr	105,229	54,391
	,	

Equities, continued	Cost	Fair Value
International Common Stock, continued		
Kulicke and Soffa Industries Ord	113,979	72,205
Merck KGAA Darmstadt Germany Spo Adr	148,664	118,305
Mowi ASA Sponsored Adr	79,886	38,715
Nice Adr Rep 1 Ord	88,525	63,060
Open Text Ord	83,936	45,133
Recruit Holding 5 Unspon Adr Rep Ord	74,209	75,243
Relx Adr Rep Ord	93,070	88,610
Roche Holdings Adr	91,709	78,500
Royal DSM NV Sponsored Netherlan Adr	70,569	46,399
Sandvik A B Sponsored Sweden Adr	57,609	59,053
Schlumberger Ord	74,201	75,713
Sony Group Adr Rep Ord	173,000	104,530
Square Enix 2 Unspon Adr Rep Ord	148,490	127,038
Taiwan Semiconductor Mnftg Adr 5 Ord TE Connectivity Ord	29,131 87,243	60,264 65,554
Techtronic Industries Company Adr	108,536	53,531
Tokyo Electron Adr Rep 2 Ord	94,118	55,556
Trane Technologies Ord	118,120	96,588
Subtotal - WCM International VA Sberbank of Russia Adr	4,684,120	3,541,713
Subtotal - OFAC	198,084	<u>101,155</u> 101,155
	198,084	
Total International Common Stock	4,882,204	3,642,868
Real Estate Investment Trusts		
Alexander and Baldwin Ord	126,204	100,841
Alexandria Real Estate Eq REIT Ord	281,738	266,501
American Homes 4 Rent CI A REIT Ord	187,492	193,021
American Tower REIT	150,568	153,079
Boston Properties REIT Ord	352,082	228,885 430,377
Camden Property REIT Ord Digital Realty REIT Ord	374,689 224,142	171,284
Duke Realty REIT Ord	321,961	475,639
Eastgroup Properties REIT Ord	107,207	109,120
Equinix REIT Ord	716,066	777,035
Equity Lifestyle Prop REIT Ord	233,876	226,602
Equity Residential REIT Ord	649,477	581,519
Essex Property REIT Ord	496,635	421,479
Extra Space Storage REIT Ord	263,915	431,083
Federal REIT Ord	132,891	99,131
Global Medical REIT Ord	117,427	65,876
Healthcare Realty Trust CI A Ord	139,285	94,909
Invitation Homes Ord	338,577	402,335
Kilroy Realty REIT Ord	310,349	191,811
Kimco Realty REIT Ord	377,695	419,673
Playa Hotels Resorts Ord	150,149	119,706
Probais REIT	951,017	1,055,929
Public Storage REIT Ord Retail Opportunity Invest REIT Ord	612,181 81,743	549,020 92,523
Ryman Hospitality Prop REIT Ord	122,458	167,051
Simon Prop Grp REIT Ord	593,823	374,079
Sun Communities REIT Ord	232,220	199,478
Ventas REIT Ord	292,627	210,330
Veris Residential Ord	144,088	96,589
Welltower Ord	517,784	486,645
Xenia Hotels and Resorts REIT Ord	125,909	97,882
Total Real Estate Investment Trusts - Adelante	9,726,275	9,289,432

Equities, continued	Cost	Fair Value
Smash Shares		
WA Smash Ser Core Comp	4,374,251	2,967,125
WA Smash Series C WA Smash Series M	3,227,720 2,799,413	2,814,803 2,061,016
Total Smash Shares - Western Asset Core FI	10,401,384	7,842,944
Infrastructure - Global	_	
Lazard: GL Lstd Infr Inst	7,592,281	7,000,097
Total Infrastructure - Global - Infrastructure Lazard	7,592,281	7,000,097
Infrastructure - U.S.		
IShares: US Infra	3,046,853	2,711,714
Total Infrastructure - U.S iShares US Infra - Blackrock	3,046,853	2,711,714
Private Equity		
ICapital BTAS LP	1,837,774	2,172,692
Subtotal - Blackstone	1,837,774	2,172,692
ICapital BTAS LP VIII	374,605	356,487
Subtotal - BTAS VIII	374,605	356,487
Total Private Equity	2,212,379	2,529,179
Total Equities	56,152,094	55,326,060
Fixed Income Securities	Cost	Fair Value
Mortgage and Asset Backed Securities		
FH RA6815 @ 2.00%, due 02/01/52	260,363	241,283
FH RB5163 @ 3.00%, due 05/01/42	169,460	165,081
FH SD8195 @ 3.00%, due 02/01/52	271,372	241,504
FH SD8255 @ 3.50%, due 10/01/52	335,161	326,198
FN FS0957 @ 3.00%, due 03/01/52	270,749	242,630
FN MA4438 @ 2.50%, due 10/01/51 FN MA4587 @ 2.50%, due 04/01/42	616,006	532,761
FN MA4587 $(a)$ 2.30%, due 04/01/42 FN MA4656 $(a)$ 4.50%, due 07/01/52	267,581 402,936	243,504 382,759
FN MA4732 $(a)$ 4.00%, due 08/01/52	168,882	164,521
Total Mortgage and Asset Backed Securities - Western Asset Core FI	2,762,510	2,540,241
Government Bonds		
United States Treasury @ 0.375%, due 11/30/25	331,004	297,898
United States Treasury @ 0.375%, due 12/31/25	641,750	576,537
United States Treasury @ 0.750%, due 05/31/26	236,297	209,302
United States Treasury @ 0.875%, due 09/30/26	426,015	380,044
United States Treasury $@$ 1.250%, due 12/31/26 United States Treasury $@$ 2.000%, due 02/15/50	544,479 597,209	492,973 449,292
United States Treasury @ $2.500\%$ , due $02/15/28$	683,591	582,471
Total Government Bonds - Western Asset Core FI	3,460,345	2,988,517
Corporate Bonds		
Amazon. Com Inc @ 1.500%, due 06/03/30	302,682	246,924
Apple Inc @ 1.700%, due 08/05/31	303,630	246,065
Bank of America Corp @ 2.496%, due 02/13/31	309,941	243,029
Citigroup Inc @ 3.668%, due 07/24/28	303,320	246,676
Comcast Corp @ 1.950%, due $01/15/31$	306,970 302,312	247,178
CVS Health Corp @ $4.300\%$ , due $03/25/28$ Enterprise Products Operating LLC @ $2.800\%$ , due $01/31/30$	203,797	248,995 163,677
Goldman Sachs Group Inc @ $2.600\%$ , due $02/07/30$	310,060	243,528
JPMorgan Chase & Co @ 4.203%, due 07/23/29	410,461	326,666
UnitedHealth Group Inc @ 2.750%, due 05/15/40	331,135	242,266

Fixed Income Securities, continued	Cost	Fair Value
Corporate Bonds, continued		
Verizon Communications Inc @ 2.550%, due 03/21/31	315,053	245,118
Wells Fargo & Co @ 2.572%, due 02/11/31	208,741	164,092
Subtotal - Western Asset Core FI	3,608,102	2,864,214
ADT Security Corp @ 4.125%, due 06/15/23	265,857	257,595
Allegheny Ludlum LLC @ 6.950%, due 12/15/25	255,428	232,260
AMC Networks Inc @ 4.750%, due 08/01/25	261,770	227,850
AMC Networks Inc @ $5.000\%$ , due $04/01/24$	28,500	26,716
American Axle & Manufacturing Inc $@6.875\%$ , due $07/01/28$	279,385	223,590
Amerigas Partners LP @ 5.875%, due $08/20/26$	283,280	235,602
Ball Corp @ 2.875%, due 08/15/30 Ball Corp @ 5.250%, due 07/01/25	179,848	141,978
Bath & Body Works Inc @ 5.250%, due $02/01/28$	87,190 275,961	83,069 225,284
Carpenter Technology Corp $(a)$ 7.625%, due 02/01/28	245,000	235,886
CCO Holdings LLC @ $4.500\%$ , due $05/01/32$	276,276	202,108
CDW LLC $(a)$ 4.250%, due 04/01/28	252,807	244,750
Centene Corp @ 3.375%, due 02/15/30	266,212	212,550
Cheniere Energy Partners LP @ 4.50%, due 10/01/29	275,146	228,901
Commercial Metals Co @ 3.875%, due 02/15/31	269,054	211,739
Crown Americas LLC @ 4.750%, due 02/01/26	120,344	121,081
CSC Holdings LLC @ 5.250%, due 06/01/24	279,790	240,500
DCP Midstream Operating LP @ 5.125%, due 05/15/29	278,972	243,628
Encompass Health Corp @ $4.625\%$ , due $04/01/31$	287,084	221,273
Enlink Midstream Partners LP $@$ 4.850%, due 07/15/26	253,072	238,781
Ford Motor Co @ $6.625\%$ , due $10/01/28$	301,034	245,070
Freeport- McMoran Inc @ 4.625%, due $08/01/30$	287,575 257,094	227,820 235,066
Genesis Energy LP @ 6.500%, due 10/01/25 GLP Capital LP @ 5.375%, due 04/15/26	286,413	248,693
Griffon Corp @ 5.750%, due 03/01/28	284,248	232,200
HCA Inc $(a)$ 3.500%, due 09/01/30	282,355	239,459
Howmet Aerospace Inc $(a)$ 6.750%, due 01/15/28	245,463	218,900
Icahn Enterprises LP @ 6.375%, due 12/15/25	266,650	246,368
Istar Inc @ 5.500%, due 02/15/26	265,604	261,641
Kennedy Wilson Inc @ $4.750\%$ , due $03/01/29$	272,420	202,248
Liberty Interactive LLC @ 8.500%, due 07/15/29	292,060	170,300
Lumen Technologies Inc @ $6.875\%$ , due $01/15/28$	295,571	222,300
Mercer International Inc @ $5.125\%$ , due $02/01/29$	193,097	151,407
MPT Operating Partnership LP @ 5.250%, due $08/01/26$	269,890	238,074
Navient Corp @ 6.750%, due 06/15/26	288,803	237,817
Onemain Finance Corp @ $6.125\%$ , $03/15/24$	276,817	250,429 258,050
Oppenheimer Holdings Inc @ 5.500%, due 10/01/25 Penske Automotive Group Inc @ 3.750%, due 06/15/29	270,382 261,648	238,030 206,648
QVC Inc (a) 5.450%, due 08/15/34	268,986	160,150
Sabra Health Care LP @ $5.125\%$ , due $08/15/26$	287,030	243,935
Safeway Inc @ 7.450%, due 09/15/27	297,655	255,307
SBA Communications Corp @ 3.875%, due 02/15/27	277,204	239,466
Scotts Miracle-Gro Co $(a)$ 4.000%, due 04/01/31	200,585	168,960
Silgan Holdings Inc @ 4.125%, due 02/01/28	270,078	230,620
Starwood Property Trust Inc @ 4.750%, due 03/15/25	272,110	236,301
Suburban Propane Partners LP @ 5.875%, due 03/01/27	268,632	245,284
Sunoco LP @ 4.500%, due 05/15/29	264,529	215,683
Targa Resources Partners LP @ 5.000%, due $01/15/28$	272,472	240,510
T-Mobile USA Inc @ 2.875%, due $02/15/31$	268,583	217,577
Transdigm Inc @ 6.375%, due 06/15/26 Transdigm UK Holdings PLC @ 6.875%, due 05/15/26	270,689 229,553	245,638 227,578
Transmontaigne Partners LLC ( $a$ ) 6.125%, due 05/15/26	266,393	217,100
Travel + Leisure Co $(a)$ 6.000%, due 04/01/27	287,981	234,296
Tri Pointe Homes Inc (Delaware) $@$ 5.25%, due 06/01/27	274,752	224,822
United Rentals (North America) Inc @ 4.875%, due 01/15/28	274,960	238,378

Fixed Income Securities, continued	Cost	Fair Value
Corporate Bonds, continued		
Vici Properties 2 LP @ 4.500%, due 01/15/28	275,727	248,300
Western Midstream Operating LP @ 4.500%, due 03/01/28	270,806	235,300
Subtotal - Chartwell	14,716,825	12,472,836
Total Corporate Bonds	18,324,927	15,337,050
Domestic Convertible Corporate Bonds		
•	100.000	
2020 Cash Mandatory Exchangeable Trust @ $5.250\%$ , due $06/01/23$	100,336	97,849
Air Transport Services Group Inc @ $1.125\%$ , due $10/15/24$	33,964	28,928
Airbnb Inc @ 0.000%, due $03/15/26$	65,784 94,558	53,820 75,370
Akamai Technologies Inc @ 0.375%, due 09/01/27 Alnylam Pharmaceuticals Inc @ 1.000%, due 09/15/27	32,021	31,072
Alteryx Inc $@$ 1.000%, due 08/01/26	24,929	24,150
American Electric Power Company Inc @ 6.125%, due 08/15/23	44,274	41,580
Array Technologies Inc $(a)$ 1.000%, due 12/01/28	29,985	22,998
ATI Inc @ 3.500%, due 06/15/25	30,506	27,292
Beauty Health Co @ 1.250%, due 10/01/26	62,402	47,495
Becton Dickinson and Co @ 6.000%, due 06/01/23	52,509	45,491
Bentley Systems Inc @ 0.125%, due 01/15/26	53,140	42,559
Bill. Com Holdings Inc @ 0.000%, due 12/01/25	58,306	54,850
Biomarin Pharmaceutical Inc @ 0.599%, due 08/01/24	81,768	78,274
Block Inc @ 0.125%, due 03/01/25	94,099	74,313
Bloom Energy Corp @ 2.500%, due 08/15/25	33,883	31,982
Booking Holdings Inc @ 0.750%, due 05/01/25	59,647	61,266
Boston Scientific Corp @ 5.500%, due 06/01/23	50,562	42,513
Box Inc @ $0.000\%$ , due $01/15/26$	52,035	49,545
Burlington Stores Inc @ 2.250%, due 04/15/25	54,449	37,050
Cerevel Therapeutics Holdings Inc @ $2.500\%$ , due $08/15/27$	30,320	26,782
Chart Industries Inc @ $1.000\%$ , due $11/15/24$	41,360	62,856
Cloudflare Inc @ $0.000\%$ , due $08/15/26$	145,051	112,665
Coherus Biosciences Inc @ 1.500%, due 04/15/26 Confluent Inc @ 0.000%, due 01/15/27	35,513 64,177	28,907 44,330
Coupa Software Inc $(a)$ 0.125%, due 06/15/25	66,931	58,202
Credit Suisse Ag London Branch $(a)$ 0.125%, due 08/17/27	133,920	112,666
Cutera Inc $(a)$ 2.250%, due 06/01/28	91,215	97,830
Cyberark Software Ltd $@$ 0.000%, due 11/15/24	55,834	52,326
Cytokinetics Inc @ 3.500%, due 07/01/27	30,420	31,018
Danaher Corp @ 5.000%, due 04/15/23	103,316	79,502
Datadog Inc @ 0.125%, due 06/15/25	29,548	26,125
Dexcom Inc @ 0.250%, due 11/15/25	233,561	194,382
Dick's Sporting Goods Inc @ 3.250%, due 04/15/25	13,312	42,425
Digitalocean Holdings Inc @ 0.000%, due 12/01/26	56,018	44,950
Dropbox Inc @ 0.000%, due 03/01/28	57,111	45,900
DTE Energy Co @ 6.250%, due 11/01/22	35,656	33,343
Elevance Health Inc $@ 2.750\%$ , due $10/15/42$	52,372	71,112
Enphase Energy Inc @ 0.000%, due 03/01/28	154,680	160,245
Envestnet Inc @ $0.750\%$ , due $08/15/25$	39,434	38,467
Envista Holdings Corp @ 2.375%, due 06/01/25	21,942	26,296
EQT Corp @ 1.750%, due 05/01/26 Etsy Inc @ 0.125%, due 09/01/27	50,437 170,813	71,649 126,504
Expedia Group Inc @ $0.000\%$ , due $02/15/26$	69,071	51,896
Five9 Inc @ 0.500%, due 06/01/25	55,329	46,257
Ford Motor Co @ 0.000%, due 03/15/26	78,813	67,671
Green Plains Inc @ 2.250%, due 03/15/27	57,349	54,888
Greenbrier Companies Inc @ 2.875%, due 04/15/28	25,470	19,612
H World Group Ltd @ 3.000%, due 05/01/26	40,142	38,091
Haemonetics Corp @ 0.000%, due 03/01/26	36,915	36,568
Halozyme Therapeutics Inc @ 1.000%, due 08/15/28	52,400	47,622
Hannon Armstrong Sustainable Infrastructure Capita @ 0.000%, due 08/15/23	29,245	27,260
Insmed Inc @ 0.750%, due 06/01/28	39,294	31,727
Insulet Corp @ 0.375%, due 09/01/26	72,960	65,995

Fixed Income Securities, continued	Cost	Fair Value
Domestic Convertible Corporate Bonds, continued		
Ionis Pharmaceuticals Inc @ 0.000%, due 04/01/26	39,732	42,490
Ironwood Pharmaceuticals Inc @ 1.500%, due 06/15/26	31,537	29,453
Itron Inc @ $0.000\%$ , due $03/15/26$	39,681	38,269
Jazz Investments I Ltd @ 2.000%, due 06/15/26	125,995	109,140
John Bean Technologies Corp @ 0.250%, due 05/15/26	48,133	37,215
Kite Realty Group LP @ 0.750%, due 04/01/27	20,035	16,950
Li Auto Inc @ $0.250\%$ , due $05/01/28$	30,870	24,632
Liberty Media Corp @ 0.500%, due 12/01/50 Liberty Media Corp @ 1.375%, due 10/15/23	48,972 47,025	41,400 44,307
Liberty Media Corp @ 1.375%, due 10/15/23 Liberty Media Corp @ 2.250%, due 08/15/27	38,404	34,244
Live Nation Entertainment Inc $(a)$ 2.000%, due 02/15/25	62,478	50,439
Liver Tudon Energinaria in (g. 2.00070, due 02/15/25 Livent Corp @ 4.125%, due 07/15/25	29,516	28,812
Lumentum Holdings Inc $@$ 0.500%, due 12/15/26	83,691	66,206
Lyft Inc @ 1.500%, due 05/15/25	62,084	39,214
Macom Technology Solutions Holdings Inc @ 0.250%, due 03/15/26	50,743	46,938
MakeMyTrip Ltd @ 0.000%, due 02/15/28	49,024	49,417
Marriott Vacations Worldwide Corp @ 0.000%, due 01/15/26	35,791	30,325
Match Group FinanceCo 2 Inc @ 0.875%, due 06/15/26	62,199	29,172
MGP Ingredients Inc @ $1.875\%$ , due $11/15/41$	36,949	38,557
Microchip Technology Inc @ $0.125\%$ , due $11/15/24$	130,354	108,343
Mongodb Inc @ $0.250\%$ , due $01/15/26$	48,157 55,216	26,818
MP Materials Corp @ 0.250%, due 04/01/26 NCL Corporation Ltd @ 5.375%, due 08/01/25	27,142	46,308 23,556
Neurocrine Biosciences Inc @ $2.250\%$ , due $05/07/25$	29,780	29,463
Nextera Energy Inc $(a)$ 5.279%, due 03/01/23	181,317	173,482
Nextera Energy Inc $(a)$ 6.926%, due 09/01/25	57,303	57,040
Nisource Inc @ 7.750%, due 12/01/23	50,579	44,763
Okta Inc @ 0.125%, due 09/01/25	106,836	76,820
On Semiconductor Corp @ 0.000%, due 05/01/27	90,930	90,977
Ormat Technologies Inc @ $2.500\%$ , due $07/15/27$	33,000	37,818
Pacira Biosciences Inc @ 0.750%, due 08/01/25	60,508	51,025
Palo Alto Networks Inc @ $0.750\%$ , due $07/01/23$	172,515	222,480
Parsons Corp @ 0.250%, due 08/15/25 Pebblebrook Hotel Trust @ 1.750%, due 12/15/26	36,600 62,319	34,986 50,327
Perficient Inc $(a)$ 0.125%, due 11/15/26	52,126	37,740
PG&E Corp @ 5.500%, due 08/16/23	49,613	47,981
Pioneer Natural Resources Co $(a)$ 0.250%, due 05/15/25	75,897	99,636
PTC Therapeutics Inc @ 1.500%, due 09/15/26	35,543	37,488
Pure Storage Inc @ $0.125\%$ , due $04/15/23$	19,941	20,322
Revance Therapeutics Inc @ $1.750\%$ , due $02/15/27$	59,287	66,185
Ringcentral Inc @ $0.000\%$ , due $03/01/25$	40,534	42,063
Royal Caribbean Cruises Ltd @ 6.000%, due 08/15/25	33,806	34,767
Sarepta Therapeutics Inc @ $1.250\%$ , due $09/15/27$	92,358	92,657
SEA Ltd @ 2.375%, due 12/01/25 Shift4 Baymenta Inc. @ 0.000%, due 12/15/25	34,183 59,224	26,497 48,537
Shift4 Payments Inc @ 0.000%, due 12/15/25 Silicon Laboratories Inc @ 0.625%, due 06/15/25	28,875	24,860
Snap Inc $(a)$ 0.125%, due 03/01/28	173,635	112,560
Southwest Airlines Co $@$ 1.250%, due 05/01/25	134,501	102,734
Splunk Inc @ 1.125%, due 09/15/25	132,607	119,669
Summit Hotel Properties Inc @ 1.500%, due 02/15/26	49,174	39,792
Sunnova Energy International Inc @ 2.625%, due $02/15/28$	53,799	46,228
Techtarget Inc @ 0.000% @ 12/15/26	40,000	30,700
Topgolf Callaway Brands Corp @ $2.750\%$ , due $05/01/26$	25,208	20,640
Travere Therapeutics Inc @ 2.250%, due $03/01/29$	40,170	39,683
Twitter Inc @ 0.250%, due 06/15/24 Tyler Technologies Inc @ 0.250%, due 03/15/26	51,061 38,865	44,638 30,240
Uber Technologies Inc $@$ 0.250%, due $03/15/25$	110,051	93,780
Vail Resorts Inc ( $a$ ) 0.000%, due 01/01/26	69,480	59,203
Verint Systems Inc @ $0.250\%$ , due $04/15/26$	63,037	49,771
Vishay Intertechnology Inc @ 2.250%, due 06/15/25	36,352	34,388
Wells Fargo & Co @ 7.500%, no maturity date	117,889	115,584

Fixed Income Securities, continued	Cost	Fair Value
Domestic Convertible Corporate Bonds, continued		
Wolfspeed Inc @ 0.250%, due 02/15/28	65,685	63,957
Ziff Davis Inc @ 1.750%, due 11/01/26	44,914	33,245
Zscaler Inc @ $0.125\%$ , due $07/01/25$	60,874	57,308
ZTO Express (Cayman) Inc @ 1.500%, due 09/01/27	25,542	23,775
Total Domestic Convertible Corporate Bonds - SSI Convertible	7,378,732	6,612,480
Total Fixed Income Securities	31,926,514	27,478,288
Total Equities and Fixed Income Securities	\$ 88,078,608	<u>\$ 82,804,348</u>

## Schedule of Investments – Park Fund

Equities	Cost	Fair Value
Domestic Common Stock		
Advanced Micro Devices Ord	5 18,510	\$ 12,989
Allstate Ord	9,193	8,094
Alphabet Cl A Ord	47,837	57,390
Amazon Com Ord	61,979	72,885
American Express Ord	16,614	12,816
Apple Ord AT&T Ord	34,162 13,990	113,324 10,354
Bank of America Ord	22,321	22,348
Boston Scientific Ord	25,538	23,820
Broadcom Ord	32,738	26,196
Coca-Cola Ord	22,340	19,607
Conocophillips Ord	8,934	16,374
Costco Wholesale Ord	24,043	26,920
Crown Castle Ord	36,720	28,188
CVS Health Ord	26,267	24,796
Elevance Health Ord	41,767	46,787
Eli Lilly Ord	17,135	30,718
EOG Resources Ord Exxon Mobil Ord	5,081 26,208	7,821 33,614
HCA Healthcare Ord	16,338	11,947
Honeywell International Ord	9,897	10,853
Johnson & Johnson Ord	26,588	30,221
Lululemon Athletica Ord	17,489	13,139
McDonald's Ord	37,421	34,611
Medtronic Ord	33,354	25,436
Merck & Co. Inc.	36,649	41,338
Meta Platforms Cl A Ord	30,693	14,382
Microsoft Ord	31,060	101,312
Morgan Stanley Ord	31,570	32,789
Netflix Ord	15,693	16,480
Nextera Energy Ord Norfolk Southern Ord	14,623 21,137	13,330 22,013
Palo Alto Networks Ord	26,173	22,013
PayPal Holdings Ord	32,924	28,834
PNC Financial Services Group Ord	16,045	15,689
Salesforce Ord	37,813	25,892
T Mobile US Ord	33,104	36,226
Tesla Ord	33,058	35,013
UnitedHealth Grp Ord	26,826	54,040
Vertex Pharmaceuticals Ord	14,598	14,477
Visa Cl A Ord	15,763	16,877
Walmart Ord	21,509	18,157
Walt Disney Ord	23,753	16,979
Wells Fargo Ord	19,494	20,713
Subtotal - Atalanta	1,114,949	1,275,763
Adobe Ord	8,980	33,850
Alcon Ord	26,325	28,100
Ameriprise Finance Ord	14,800	39,304
Amgen Ord	29,577	41,473
Ansys Ord	14,348	33,920
Atmos Energy Ord	36,166	36,157
Autodesk Ord Blackstone Ord	35,803 39,040	34,932 30,634
Capital One Financial Ord	27,525	29,402
Cincinnati Financial Ord	25,161	29,648
Coca-Cola Ord	27,509	36,693
Commerce Bancshares Ord	16,090	20,708
Constellation Brands Cl A Ord	28,871	30,318
Corteva Ord	25,208	58,179
Coterra Energy Ord	30,854	44,091

Equities, continued	Cost	Fair Value
Domestic Common Stock, continued		
Crown Castle Ord	37,679	34,692
Cullen Frost Bankers Ord	19,073	30,543
Danaher Ord	15,018	48,042
Ecolab Ord	41,254	28,017
Equity Lifestyle Prop REIT Ord	16,848	20,926
General Dynamics Ord	19,796	36,069
Honeywell International Ord Lennar Cl A Ord	42,153 20,787	31,557 37,051
Lemar Cl B Ord	356	595
Martin Marietta Materials Ord	14,358	36,718
Medtronic Ord	26,625	27,939
Merck & Co. Inc.	36,294	34,190
Michelin Compagnie Generale Des Adr	31,173	22,423
Microchip Technology Ord	13,094	37,717
Microsoft Ord	10,677	59,389
Mitsubishi UFJ Fncl Grp Ads Rep Ord	16,495	11,858
Oshkosh Ord	26,997	17,994
Parker Hannifin Ord	27,264	39,012
PayPal Holdings Ord	4,060	11,706
Phillips 66 Ord PNC Financial Services Group Ord	21,117 24,270	21,149 31,528
Procter & Gamble Ord	37,809	35,224
Qualcomm Ord	25,867	40,221
RPM Ord	20,391	35,740
Sony Group Adr Rep Ord	20,208	25,940
Tyson Foods Cl A Ord	30,488	24,592
Xcel Energy Ord	39,953	38,144
Xylem Ord	31,467	33,284
Subtotal - Aristotle	1,057,828	1,379,669
Total Domestic Common Stock	2,172,777	2,655,432
International Common Stock		
Advantest Corporation	12,296	6,943
AIA Group Adr	11,902	8,538
Atlas Copco Adr Rep Cl A Ord	12,518	7,631
Baidu Ads Rep 8 Cl A Ord	9,461	6,932
Bandai Namco Hldgs Adr	12,513	11,274
Bank Nova Scotia Ord	14,872	10,132
Brookfield Asset Management Cl A Ord	24,187	17,624
CAE Ord	17,843	9,244
Capgemini Se Unsponsored Adr CDN Natural Resource Ord	11,530 11,107	9,728 9,593
CGI Ord	13,136	11,286
China Mengniu Dairy Company Adr	12,921	8,056
Chubb Ord	13,949	14,187
Controladora Vuel Adr Rep 10 Ord Cpo	13,185	4,991
D leteren Group Unsponsored Adr	28,247	26,619
Fabrinet Ord	13,610	12,790
Fujifilm Holdings Adr	27,662	16,803
Getinge Adr	17,488	7,549
Glencore Adr	16,957	15,522
Grupo Financiero Banorte Adr	13,535	15,526
Headhunter Group Adr Helen of Trov Ord	5,904	1,634
Helen of Troy Ord Icici Bank Adr Rep 2 Ord	14,332 15,529	5,979 24,304
Icon Ord	19,655	13,600
Israel Discount Bank Adr	11,922	11,119
KBC Group Nv Unsponsored Belgium Adr	14,018	7,246
Kulicke and Soffa Industries Ord	15,205	9,633
Merck KGAA Darmstadt Germany Spo Adr	19,910	15,850

Equities, continued	Cost	Fair Value
International Common Stock, continued		
Mowi ASA Sponsored Adr	10,648	5,160
Nice Adr Rep 1 Ord	11,891	8,471
Open Text Ord	11,211	6,028
Recruit Holding 5 Unspon Adr Rep Ord	9,940	10,078
Relx Adr Rep Ord	13,427	13,467
Roche Holdings Adr	12,237	10,475
Royal DSM Nv Sponsored Netherlan Adr	9,039	6,213
Sandvik A B Sponsored Sweden Adr	7,711	7,904
Schlumberger Ord	9,922	10,124
Sony Group Adr Rep Ord	23,109	13,963
Square Enix 2 Unspon Adr Rep Ord	19,886	17,023
Taiwan Semiconductor Mnftg Adr 5 Ord	5,640	8,022
TE Connectivity Ord	11,603	8,719
Techtronic Industries Company Adr	14,498	7,150
Tokyo Electron Adr Rep 2 Ord	12,535	7,399
Trane Technologies Ord	15,761	12,888
Subtotal - WCM International VA	624,452	473,417
Sberbank of Russia Adr	26,408	1,292
Subtotal - OFAC	26,408	1,292
Total International Common Stock	650,860	474,709
Real Estate Investment Trusts		
Alexander and Baldwin Ord	15,032	11,855
Alexandria Real Estate Eq REIT Ord	33,071	31,262
American Homes 4 Rent Cl A REIT Ord	22,253	22,673
American Tower REIT	18,314	18,038
Boston Properties REIT Ord	41,314	26,917
Camden Property REIT Ord	44,552	50,528
Digital Realty REIT Ord	26,343	20,134
Duke Realty REIT Ord	37,978	55,911
Eastgroup Properties REIT Ord	12,531	12,846
Equinix REIT Ord	85,354	91,585
Equity Lifestyle Prop REIT Ord	27,529	26,644
Equity Residential REIT Ord	76,875	68,361
Essex Property REIT Ord Extra Space Storage REIT Ord	58,149 31,618	49,412 50,603
Federal REIT Ord	15,593	11,625
Global Medical REIT Ord	13,821	7,744
Healthcare Realty Trust Cl A Ord	16.370	11,155
Invitation Homes Ord	39,949	47,277
Kilroy Realty REIT Ord	36,595	22,531
Kimco Realty REIT Ord	44,291	49,321
Playa Hotels Resorts Ord	17,709	14,066
Prologis REIT	112,440	124,050
Public Storage REIT Ord	71,889	64,419
Retail Opportunity Invest REIT Ord	9,722	10,870
Ryman Hospitality Prop REIT Ord	14,018	19,648
Simon Prop Grp REIT Ord	69,696	43,978
Sun Communities REIT Ord	27,431	23,412
Ventas REIT Ord	34,352	24,704
Veris Residential Ord	16,921	11,347
Welltower Ord	61,611	57,182
Xenia Hotels and Resorts REIT Ord	15,127	11,500
Total Real Estate Investment Trusts - Adelante	1,148,448	1,091,598

Equities, continued	Cost	Fair Value
Smash Shares		
WA Smash Ser Core Comp	579,680	393,449
WA Smash Series C	428,193	373,273
WA Smash Series M	373,222	274,149
Total Smash Shares - Western Asset Core FI	1,381,095	1,040,871
Infrastructure - Global		
Lazard: GL Lstd Infr Inst	906,589	843,394
Total Infrastructure - Global - Infrastructure Lazard	906,589	843,394
Infrastructure - U.S.		
IShares: US Infra	370,384	328,972
Total Infrastructure - U.S iShares US Infra - Blackrock	370,384	328,972
Private Equity		
ICapital BTAS LP	229,722	269,767
Subtotal - Blackstone	229,722	269,767
ICapital BTAS LP VIII	45,403	43,229
Subtotal - BTAS VIII	45,403	43,229
Total Private Equity	275,125	312,996
Total Equities	6,905,278	6,747,972
Fixed Income Securities	Cost	Fair Value
Mortgage & Asset Backed Securities		
FH RA6815 @ 2.500%, due 02/01/52	33,743	31,262
FH RB5163 (a) 3.000%, due 05/01/42	23,068	22,472
FH SD8195 @ 3.000%, due 02/01/52	36,439	32,479
FH SD8255 @ 3.500%, due 10/01/52 FN FS0957 @ 3.000%, due 03/01/52	44,441 36,531	43,253 32,743
FN MA4438 $(a)$ 2.500%, due 10/01/51	79,171	68,420
FN MA4587 @ 2.500%, due 04/01/42	37,492	32,412
FN MA4656 @ 4.500%, due 07/01/52	53,191	50,535
FN MA4732 @ 4.000%, due 08/01/52	21,822	21,258
Total Mortgage & Asset Backed Securities - Western Asset Core FI	365,898	334,834
Government Bonds		20.000
United States Treasury $(@0.375\%)$ , due $11/30/25$ United States Treasury $(@0.375\%)$ , due $12/31/25$	44,340 86,570	39,898 77,815
United States Treasury $(a)$ 0.750%, due 05/31/26	31,894	28,260
United States Treasury @ 0.875%, due 09/30/26	56,261	50,145
United States Treasury @ 1.250%, due 12/31/26	72,616	65,730
United States Treasury @ 2.000%, due 02/15/50	79,915	59,768
United States Treasury $(a)$ 2.750%, due $02/15/28$	91,260	77,724
Total Government Bonds - Western Asset Core FI	462,856	399,340
Corporate Bonds	20.752	22 245
Amazon.com Inc @ 1.500%, due 06/03/30 Apple Inc @ 1.700%, due 08/05/31	39,752 39,805	32,345 32,130
Bank of America Corp $@$ 2.496%, due 02/13/31	41,308	32,351
Citigroup Inc @ 3.668%, due 07/24/28	40,995	33,310
Comcast Corp @ 1.950%, due 01/15/31	40,448	32,647
CVS Health Corp @ $4.300\%$ , due $03/25/28$	38,981	32,067 21,712
Enterprise Products Operating LLC @ 2.800%, due 01/31/30 Goldman Sachs Group Inc @ 2.600%, due 02/07/30	27,164 41,069	32,255
JPMorgan Chase & Co @ 4.203%, due 07/23/29	53,915	42,767
UnitedHealth Group Inc @ 2.750%, due 05/15/40	44,138	32,208

Fixed Income Securities, continued	Cost	Fair Value
Corporate Bonds, continued		
Verizon Communications Inc $(a)$ 2.550%, due $03/21/31$	41,955	32,736
Wells Fargo & Co $(a)$ 2.572%, due 02/11/31	27,646	21,612
wells raigo $\approx \cos(\omega/2.5727)$ , due $02/11/51$		21,012
Subtotal - Western Asset Core FI	477,176	378,140
ADT Security Corp @ 4.125%, due 06/15/23	20,543	19,815
Allegheny Ludlum LLC @ 6.950%, due 12/15/25	10,406	9,800
AMC Networks Inc @ 4.750%, due 08/01/25	20,531	17,871
AMC Networks Inc @ 5.000%, due 04/01/24	4,071	3,817
American Axle & Manufacturing Inc @ 6.875%, due 07/01/28	21,474	17,200
Amerigas Partners LP @ 5.875%, due 08/20/26	22,025	18,123
Ball Corp @ 2.875%, due 08/15/30	14,683	11,512
Ball Corp @ 5.250%, due $07/01/25$ Dath & Dady Wards Ing @ 5.250% due $02/01/28$	10,175	9,773
Bath & Body Works Inc @ 5.250%, due 02/01/28 Carpenter Technology Corp @ 7.625%, due 03/15/30	26,335 20,000	21,662 19,256
CCO Holdings LLC $(a)$ 4.500%, due 05/01/32	23,979	17,541
CDW LLC $(a)$ 4.250%, due 04/01/28	19,305	18,690
Centene Corp $(a)$ 3.375%, due 02/15/30	15,522	12,262
Cheniere Energy Partners LP $(a)$ 4.500%, due 10/01/29	26,420	22,010
Commercial Metals Co @ 3.875%, due 02/15/31	24,932	19,605
Crown Americas LLC @ 4.750%, due 02/01/26	4,629	4,657
CSC Holdings LLC @ 5.250%, due 06/01/24	21,381	18,500
DCP Midstream Operating LP @ 5.125%, due 05/15/29	21,412	18,740
Encompass Health Corp @ 4.625%, due 04/01/31	23,582	18,176
Enlink Midstream Partners LP @ 4.850%, due 07/15/26	24,009	22,960
Ford Motor Co @ 6.625%, due 10/01/28	21,663	17,505
Freeport- McMoran Inc @ 4.625%, due 08/01/30	22,174	17,524
Genesis Energy LP @ 6.500%, due 10/01/25	24,559	22,602
GLP Capital LP @ 5.375%, due $04/15/26$	10,119	9,566
Griffon Corp @ 5.750%, due 03/01/28 HCA Inc @ 3.500%, due 09/01/30	26,500 20,886	21,500 17,340
How met Aerospace Inc @ $6.750\%$ , due $01/15/28$	9,575	9,950
Icahn Enterprises LP $(a)$ 6.375%, due 12/15/25	20,536	18,952
Istar Inc $@$ 5.500%, due $02/15/26$	20,436	20,127
Kennedy Wilson Inc @ 4.750%, due 03/01/29	22,720	16,790
Liberty Interactive LLC @ 8.500%, due 07/15/29	27,884	16,375
Lumen Technologies Inc @ 6.875%, due 01/15/28	22,802	17,100
Mercer International Inc @ 5.125%, due 02/01/29	10,163	7,969
MPT Operating Partnership LP @ 5.250%, due 08/01/26	10,493	9,157
Navient Corp @ 6.750%, due 06/15/26	23,148	19,062
Onemain Finance Corp @ 6.125%, due 03/15/24	21,405	19,264
Oppenheimer Holdings Inc @ 5.500%, due 10/01/25	10,175	9,925
Penske Automotive Group Inc @ 3.750%, due 06/15/29	23,172	18,280
QVC Inc @ 5.450%, due $08/15/34$	25,971	15,399
Sabra Health Care LP @ 5.125%, due $08/15/26$	13,713	12,197
Safeway Inc @ 7.450%, due 09/15/27 SBA Communications Corp @ 3.875, due 02/15/27	23,024 20,534	19,639 17,738
Source Communications Corp ( $\underline{a}$ 3.875, due $02/15/27$ Scotts Miracle-Gro Co ( $\underline{a}$ 4.000%, due $04/01/31$	12,537	10,560
Silgan Holdings Inc @ $4.125\%$ , due $02/01/28$	27,040	23,062
Starwood Property Trust Inc @ $4.750\%$ , due $03/15/25$	20,928	18,177
Suburban Propane Partners LP $(a)$ 5.875%, due 03/01/27	20,719	18,868
Sunoco LP @ 4.500%, due 05/15/29	22,383	18,250
Targa Resources Partners LP @ 5.000%, due 01/15/28	20,914	18,501
T- Mobile USA Inc @ 2.875%, due 02/15/31	26,094	20,952
Transdigm Inc @ 6.375%, due 06/15/26	20,780	18,895
Transdigm UK Holdings Plc @ 6.875%, due 05/15/26	17,216	17,068
Transmontaigne Partners LLC @ 6.125%, due 02/15/26	10,038	8,350
Travel + Leisure Co $@$ 6.000%, due 04/01/27	22,152	18,023
Tri Pointe Homes Inc (Delaware) @ 5.250%, due 06/01/27	26,310	21,616
United Rentals (North America) Inc @ 4.875%, due 01/15/28	21,188	18,337

Fixed Income Securities, continued	Cost	Fair Value
Corporate Bonds, continued		
Vici Properties 2 LP @ 4500%, due 01/15/28	23,331	21,010
Western Midstream Operating LP @ 4.500%, due 03/01/28	20,740	18,100
Subtotal - Chartwell	1,119,436	945,700
Total Corporate Bonds	1,596,612	1,323,840
Domestic Convertible Corporate Bonds		
2020 Cash Mandatory Exchangeable Trust @ 5.250%, due 06/01/23	15,569	15,568
Air Transport Services Group Inc @ 1.125%, due 10/15/24	5,856	4,987
Airbnb Inc @ 0.000%, due 03/15/26	10,103	8,280
Akamai Technologies Inc @ 0.375%, due 09/01/27	15,175	12,096
Alnylam Pharmaceuticals Inc @ 1.000%, due 09/15/27	5,003	4,855
Alteryx Inc @ 1.000%, due 08/01/26	4,155	4,025
American Electric Power Company Inc @ 6.125%, due 08/15/23	7,116	6,683
Array Technologies Inc @ $1.000\%$ , due $12/01/28$	4,613	3,538
ATI Inc @ $3.500\%$ , due $06/15/25$	4,067	3,639
Beauty Health Co $(a)$ 1.250%, due 10/01/26 Beaten Dialringen and Co $(a)$ 6 000% due 06/01/22	10,580	8,050
Becton Dickinson and Co $@$ 6.000%. due 06/01/23 Bentley Systems Inc $@$ 0.125%, due 01/15/26	8,434 8,582	7,306 6,676
Bill. Com Holdings Inc @ 0.000%, due 12/01/25	9,303	8,776
Biomarin Pharmaceutical Inc $@$ 0.599%, due 08/01/24	13,414	12,880
Block Inc @ 0.125%, due 03/01/25	14,972	11,781
Bloom Energy Corp @ 2.500%, due 08/15/25	5,897	5,562
Booking Holdings Inc $(a)$ 0.750%, due 05/01/25	9,026	9,609
Boston Scientific Corp @ 5.500%, due 06/01/23	7,744	6,579
Box Inc ( $a$ ) 0.000%, due 01/15/26	6,938	6,606
Burlington Stores Inc @ 2.250%, due 04/15/25	8,323	5,700
Cerevel Therapeutics Holdings Inc @ 2.500%, due 08/15/27	5,240	4,617
Chart Industries Inc @ 1.000%, due $11/15/24$	5,456	9,429
Cloudflare Inc @ 0.000%, due 08/15/26	23,028	17,871
Coherus Biosciences Inc @ 1.500%, due 04/15/26	5,759	4,687
Confluent Inc @ 0.000%, due 01/15/27	10,376	7,150
Coupa Software Inc @ $0.125\%$ , due $06/15/25$	10,645	9,278
Credit Suisse Ag London Branch $(a)$ 0.125%, due 08/17/27	21,600	18,172
Cutera Inc @ 2.250%, due $06/01/28$	$14,161 \\ 8,620$	15,218
Cyberark Software Ltd @ 0.000%, due $11/15/24$	8,620 4,680	7,962 4,772
Cytokinetics Inc @ 3.500%, due 07/01/27 Danaher Corp @ 5.000%, due 04/15/23	17,491	13,475
Datadog Inc @ 0.125%, due 06/15/25	4,032	3,562
Dexcom Inc ( $a$ ) 0.250%, due 11/15/25	37,569	31,323
Dick's Sporting Goods Inc ( $a$ ) 3.250%, due 04/15/25	2,048	6,527
DigitalOcean Holdings Inc $@$ 0.000%, due 12/01/26	9,102	7,250
Dropbox Inc @ 0.000%, due 03/01/28	9,276	7,650
DTÊ Energy Čo @ 6.250%, due 11/01/22	5,889	5,515
Elevance Health Inc @ 2.750%, due 10/15/42	4,538	6,465
Enphase Energy Inc $(a)$ 0.000%, due 03/01/28	24,797	26,114
Envestnet Inc @ 0.750%, due 08/15/25	6,001	5,854
Envista Holdings Corp @ 2.375%, due 06/01/25	3,502	4,931
EQT Corp @ 1.750%, due 05/01/26	7,474	11,023
Etsy Inc @ $0.125\%$ , due $09/01/27$	27,536	20,207
Expedia Group Inc @ $0.000\%$ , due $02/15/26$	11,504	8,650
Five9 Inc @ $0.500\%$ , due $06/01/25$	8,679	7,256
Ford Motor Co @ 0.000%, due 03/15/26 Green Plains Inc @ 2.250%, due 03/15/27	12,417 9,564	10,973 9,148
Greenbrier Companies Inc $(a)$ 2.250%, due 05/15/27 Greenbrier Companies Inc $(a)$ 2.875%, due 04/15/28	6,117	4,706
H World Group Ltd $(a)$ 3.000%, due 05/01/26	6,881	6,530
Haemonetics Corp ( $\hat{a}$ 0.000%, due 03/01/26	5,617	5,565
Halozyme Therapeutics Inc $(a)$ 1.000%, due 08/15/28	8,204	7,469
Hannon Armstrong Sustainable Infrastructure Capita @ 0.000%, due 08/15/23	5,381	4,700
Insmed Inc $(a)$ 0.750%, due 06/01/28	6,744	5,440
Insulet Corp @ 0.375%, due 09/01/26	11,403	10,607

Fixed Income Securities, continued	Cost	Fair Value
Domestic Convertible Corporate Bonds, continued		
Ionis Pharmaceuticals Inc @ 0.000%, due 04/01/26	6,468	6,917
Ironwood Pharmaceuticals Inc @ 1.500%, due 06/15/26	5,437	5,078
Itron Inc @ 0.000%, due 03/15/26	6,478	6,248
Jazz Investments I Ltd @ 2.000%, due 06/15/26	19,538	17,120
John Bean Technologies Corp @ 0.250%, due 05/15/26	7,407	5,789
Kite Realty Group LP @ 0.750%, due 04/01/27	5,005	4,238
Li Auto Inc @ $0.250\%$ , due $05/01/28$	5,145	4,105
Liberty Media Corp @ 0.500%, due 12/01/50 Liberty Media Corp @ 1.375%, due 10/15/23	8,570 7,402	7,245 7,186
Liberty Media Corp ( $a$ 1.575%, due 10/15/25 Liberty Media Corp ( $a$ 2.250%, due 08/15/27	6,208	5,553
Live Nation Entertainment Inc $(a)$ 2.000%, due $02/15/25$	9,805	7,912
Liver Corp $(a)$ 4.125%, due 07/15/25	3,689	3,602
Lumentum Holdings Inc ( $a$ ) 0.500%, due 12/15/26	12,996	10,257
Lyft Inc @ 1.500%, due 05/15/25	9,816	5,969
Macom Technology Solutions Holdings Inc @ 0.250%, due 03/15/26	8,120	7,510
MakeMyTrip Ltd @ 0.000%, due 02/15/28	8,173	8,236
Marriott Vacations Worldwide Corp @ 0.000%, due 01/15/26	5,347	4,595
Match Group FinanceCo 2 Inc @ 0.875%, due 06/15/26	9,320	4,420
MGP Ingredients Inc @ 1.875%, due 11/15/41	5,959	6,219
Microchip Technology Inc $@ 0.125\%$ , due $11/15/24$	18,333	15,188
Mongodb Inc @ 0.250%, due 01/15/26	7,794	4,664
MP Materials Corp @ 0.250%, due 04/01/26 NCL Corporation Ltd @ 5.275%, due 08/01/25	8,722 4,524	7,264
NCL Corporation Ltd @ 5.375%, due 08/01/25 Neurocrine Biosciences Inc @ 2.250%, due 05/15/24	4,324	3,926 4,209
Nextera Energy Inc $@$ 5.279%, due 03/01/23	28,969	27,629
Nextera Energy Inc @ $6.926\%$ , due $09/01/25$	9,011	8,970
Nisource Inc @ $7.750\%$ , due $12/01/23$	7,951	7,041
Okta Inc @ 0.125%, due 09/01/25	16,827	12,525
On Semiconductor Corp @ 0.000%, due 05/01/27	14,537	14,503
Ormat Technologies Inc @ 2.500%, due 07/15/27	5,000	5,730
Pacira Biosciences Inc @ 0.750%, due 08/01/25	9,251	7,849
Palo Alto Networks Inc @ $0.750\%$ , due $07/01/23$	25,713	35,226
Parsons Corp @ 0.250%, due 08/15/25	5,382	5,145
Pebblebrook Hotel Trust @ 1.750%, due $12/15/26$	9,664	7,677
Perficient Inc @ 0.125%, due 11/15/26 PG&E Corp @ 5.500%, due 08/16/23	8,174 7,682	5,920 7,426
Place Colp ( $a$ ) 5.500%, due 08/16/25 Pioneer Natural Resources Co ( $a$ ) 0.250%, due 05/15/25	11,489	15,162
PTC Therapeutics Inc $(a)$ 1.500%, due 09/15/26	5,554	5,857
Pure Storage Inc @ $0.125\%$ , due $04/15/23$	2,234	2,258
Revance Therapeutics Inc $@$ 1.750%, due $02/15/27$	9,643	10,850
Ringcentral Inc @ 0.000%, due 03/01/25	6,486	6,730
Royal Caribbean Cruises Ltd @ 6.000%, due 08/15/25	5,134	5,267
Sarepta Therapeutics Inc @ 1.250%, due 09/15/27	14,372	14,412
SEA Ltd @ 2.375%, due 12/01/25	5,048	3,925
Shift4 Payments Inc @ 0.000%, due 12/15/25	9,935	7,942
Silicon Laboratories Inc @ $0.625\%$ , due $06/15/25$	4,125	3,551
Snap Inc @ $0.125\%$ , due $03/01/28$ Southwoost Airlings Co @ $1.250\%$ due $05/01/25$	27,906 20,756	18,090
Southwest Airlines Co @ 1.250%, due 05/01/25 Splunk Inc @ 1.125%, due 09/15/25	20,730 21,469	15,982 19,360
Summit Hotel Properties Inc $(a)$ 1.500%, due 02/15/26	8,323	6,632
Sunnova Energy International Inc @ 2.625%, due 02/15/28	8,267	7,112
Techtarget Inc @ $0.000\%$ , due $12/15/26$	6,000	4,605
Topgolf Callaway Brands Corp @ 2.750%, due 05/01/26	4,727	3,870
Travere Therapeutics Inc @ 2.250%, due 03/01/29	6,180	6,105
Twitter Inc @ 0.250%, due 06/15/24	8,400	7,102
Tyler Technologies Inc @ 0.250%, due 03/15/26	6,068	4,725
Uber Technologies Inc @ 0.000%, due 12/15/25	17,388	14,940
Vail Resorts Inc @ $0.000\%$ , due $01/01/26$	9,219	7,836
Verint Systems Inc @ 0.250%, due $04/15/26$	10,495	8,294
Vishay Intertechnology Inc @ 2.250%, due 06/15/25 Wells Fargo & Co @ 7.500%, no maturity date	5,895 18,523	5,576 18,060
nens rango & Co (g. 7.50070, no maturity trate	10,525	18,000

Fixed Income Securities, continued	Cost	Fair Value
Domestic Convertible Corporate Bonds, continued		
Wolfspeed Inc @ 0.250%, due 02/15/28	10,726	10,484
Ziff Davis Inc @ 1.750%, due 11/01/26	7,478	5,542
Zscaler Inc @ 0.125%, due 07/01/25	8,705	8,914
ZTO Express (Cayman) Inc @ 1.500%, due 09/01/27	4,087	3,804
Total Domestic Convertible Corporate Bonds - SSI Convertible	1,163,504	1,045,370
Total Fixed Income Securities	3,588,870	3,103,384
Total Equities and Fixed Income Securities	\$ 10,494,148	\$ 9,851,356

## Schedule of Administrative Expenses Compared to Budget

		Budget		Actual		Variance Favorable (Unfavorable)
Money manager fees	\$	555,394	\$	526,475	\$	28,919
Salaries and benefits		190,650		196,113	(	5,463)
Consultancy fees		158,450		158,031		419
Contract services		71,960		75,600	(	3,640)
Miscellaneous expense		43,275		73,217	(	29,942)
Loan administration fees		65,500		60,673		4,827
Office supplies		55,795		57,103	(	1,308)
Trustees' expenses		31,650		41,397	Ò	9,747)
Professional fees		20,270		25,755	Ò	5,485)
Depreciation		25,125		23,783		1,342
Audit		16,000		34,000	(	18,000)
Rent and utilities		11,600		13,187	(	1,587)
Repairs and maintenance	_	25	8	13		12
Total	\$	1,245,694	\$	1,285,347	\$(	39,653)

# Marianas Public Land Trust Report on Compliance and Internal Control Year ended September 30, 2022



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# Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

The Board of Trustees Marianas Public Land Trust

We have audited, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the of Marianas Public Land Trust (the Trust), as of and for the year ended September 30, 2022, and the related notes to the financial statements, and have issued our report thereon dated May 22, 2023.

#### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Trust's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

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#### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the Trust's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

#### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control over compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Ernst + Young

May 22, 2023

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