State of Michigan 401K Plan

Financial Report
September 30, 2021

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INDEPENDENT AUDITOR'S REPORT

OAG
Office of the Auditor General
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Auditor General
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Independent Auditor's Report on the Financial Statements
and Other Reporting Required by *Government Auditing Standards*

Ms. Michelle Lange, Acting Director
Department of Technology, Management, and Budget
and
Mr. Anthony J. Estell, Director
Office of Retirement Services

Dear Ms. Lange and Mr. Estell:

Report on the Financial Statements
We have audited the accompanying financial statements of the State of Michigan 401K Plan as of and for the fiscal year ended September 30, 2021 and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements as listed in the table of contents.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion
In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the fiduciary net position of the State of Michigan 401K Plan as of September 30, 2021 and the changes in fiduciary net position for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America.

Office of the Auditor General

Doug A. Ringler, CPA, CIA
Auditor General

Emphasis of Matter
As discussed in Note 2, the financial statements present only the State of Michigan 401K Plan and do not purport to, and do not, present fairly the financial position of the State of Michigan or its pension (and other employee benefit) trust funds as of September 30, 2021 and the changes in financial position for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

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

Other Reporting Required by *Government Auditing Standards*
In accordance with *Government Auditing Standards*, we will also issue a report on our consideration of the Plan'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 Plan'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 Plan's internal control over financial reporting and compliance.

Sincerely,

Doug Ringler

Doug Ringler
Auditor General
December 29, 2021

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section presents our discussion and analysis of the State of Michigan 401K Plan's (the Plan's) financial performance and provides an overview of the Plan's financial activities for the fiscal years ended September 30, 2021, and September 30, 2020. This section should be read in conjunction with the Plan's basic financial statements.

Using This Annual Financial Report

This annual financial report consists of two parts: (1) management's discussion and analysis (this section) and (2) the Plan's basic financial statements. The Plan’s basic financial statements are comprised of a Statement of Plan Fiduciary Net Position, a Statement of Changes in Plan Fiduciary Net Position, and Notes to the Financial Statements. The Statement of Plan Fiduciary Net Position reports the assets and liabilities of the Plan and the net position that is held on behalf of participants as of the end of the fiscal year. The Statement of Changes in Plan Fiduciary Net Position reports the additions and deductions to the Plan that occurred during the fiscal year. The notes explain some of the information in the financial statements and provide more detailed data.

Condensed Financial Information

The table below compares key financial information in a condensed format between the current and prior year:

	Fiscal Years Ended September 30 (in thousands)	
	2021	2020
Plan Net Position - restated	$ 9,477,044	$ 7,736,090
Net Investment gain (loss)	$ 1,659,232	$ 668,714
Contributions - Employees	314,600	301,498
Contributions - Employers	357,303	354,559
Contributions - Transfers from other systems	19,921	20,215
Benefits paid	(268,458)	(255,430)
Refunds and payments to other systems	(324,082)	(221,462)
Other income and expenses - net	(17,562)	(16,370)
Net Increase (Decrease) in Plan Net Position	$ 1,740,954	$ 851,724

Overall Fund Structure and Objectives

The qualified Deferred Compensation Plan (the Plan) was originally established by the State of Michigan pursuant to Act 306, P.A. 1976, for the exclusive benefit of eligible employees and their beneficiaries. The State of Michigan originally adopted the Michigan State Employees Deferred Compensation Plan II on September 13, 1985, effective October 1, 1985. The Plan has been amended and restated since the Plan's original adoption and retitled as the "State of Michigan 401K Plan." It was last restated in its entirety, effective January 1, 2020.

The Plan was established as a means for State employees to save for retirement. Employees of the State of Michigan and judges are eligible to participate in the Plan as of the first day of employment and may voluntarily contribute a portion of their compensation up to the established Internal Revenue Code limits. The Plan was expanded in 2010 and 2012 to benefit eligible Michigan public school employees and their beneficiaries. Then in 2012, the Plan was further expanded to benefit eligible Michigan State Police and their beneficiaries, and to employees of the Education Achievement Authority (EAA) and their beneficiaries.

Effective August 11, 2014, public school employers were provided the option to sign up to offer public school employees a deferred compensation option through the State of Michigan 401K and 457 Plans. Public school employees enrolled in the defined benefit pension plan who were hired prior to July 1, 2010 and also elected to retain their premium subsidy health care are eligible to participate. The deferred compensation option extends the opportunity to invest in the 457 Plan, and it also allows rollovers to the 401K Plan.

On April 25, 2017, the EAA Executive Committee approved a Resolution Authorizing Dissolution of the Education Achievement Authority of Michigan. The EAA ceased to exist as a legal entity on June 30, 2017. No new contributions were made to the Plan since August 18, 2017.

On July 13, 2017, the Governor signed Public Act 92 of 2017 into law. The legislation requires public school employers to make a 4% non-matching contribution to the 401(K) Plan effective October 1, 2017 for all Michigan Public School Employees' Retirement System (MPSERS) Defined Contribution participants hired on or after September 4, 2012 and changed the matching contribution formula for all MPSERS Defined Contribution participants hired on or after September 4, 2012 to a dollar-for-dollar match up to 3% of compensation effective February 1, 2018. Further, the legislation closed the current hybrid plan (Pension Plus) to newly hired employees as of February 1, 2018 and created a new optional revised hybrid plan (Pension Plus 2) with similar plan benefit calculations but containing a 50/50 cost share between the employee and the employer, including the cost of future unfunded liabilities.

On June 3, 2018, the Governor signed Public Act 169 of 2018 into law. The legislation requires public school employers to make a dollar-for-dollar matching contribution to the 401(K) Plan on up to 3% of gross wages deferred to the 457 Plan effective September 1, 2018 for all MPSERS members who had elected to convert to the Defined Contribution plan.

Asset Allocation

The Bureau of Investments, Department of Treasury, in consultation with the Office of Retirement Services and subject of approval by the State of Michigan Retirement Board, selects mutual funds, pooled funds, separate accounts, or other investment vehicles to pursue the Plan's investment objective, which are then made available by the trustee. Except as required under auto-enrollment in the State of Michigan 401K Plan Document, all participants have the ability to direct the investments of their accounts under the Plan, in accordance with the investment choices made available by the trustee and those policies or procedures determined by the administration from time to time. The Plan has no control over investment decisions made by the participants. Plan assets may be invested and reinvested in various instruments as deemed appropriate by the trustee and Plan management. Several investment tiers have been developed and made available to participants. A summary of the types of investments is listed in Note 3.

Investment Results

During fiscal year 2021, the Standard & Poor's 500 Index (S&P 500) outperformed both the Dow Jones Industrial Average (the Dow) and National Association of Securities Dealers Automated Quotations (NASDAQ) Composite Index. The S&P 500 gained 15.92% while the Dow gained 12.12% and the NASDAQ gained 12.66%.

Economic reopening underpinned widespread 2nd quarter (Q2) gains for US assets, marking the first half of 2021 as another period of exceptional US equity performance. Commodity prices also rallied sharply during Q2 amid constrained supply and surging global industrial activity. Most bond categories posted positive returns this period as longer-term interest rates dropped following their steep run-up in Q1.

Prices for riskier assets extended their rally amid the US reopening, global economic progress, and supportive monetary and fiscal policies. Bond yields moderated, however, and market leadership rotated as the near-term outlook grew murkier due to rising COVID cases globally, supply shortages and disruptions, and the uncertain path toward monetary normalization. Elevated valuations present a challenge to asset markets. There is increased potential for elevated volatility in the coming year, as shifting expectations for monetary policy could push markets toward more inflationary or disinflationary outcomes.

The US shifted fully into the mid-cycle phase, as a broadening expansion accompanied the economy's reopening. Major economies are on differing trajectories, with a number of developing countries inhibited in particular by their relatively limited vaccination and reopening progress. The global cycle's momentum is widening, with staggered re-openings likely leading to ongoing improvement, even if in fits and starts.

Corporate earnings generally were up during the past few quarters as sales accelerated, and many companies were able to pass through higher input costs to consumers. Market expectations for 2021 earnings have been revised higher to a robust 36% year-over-year growth rate, with double-digit growth expected to continue into 2022. Companies' ability to maintain high profit margins remains key to the earnings outlook.

Global liquidity surged during Q2, as major central banks' quantitative easing and a drawdown of the Treasury's general account at the Fed injected more than $1.5 trillion of incremental liquidity into the financial system. This backdrop supported asset prices and bond market supply/demand dynamics, helping push down bond yields. We expect liquidity growth to slow in the coming months, raising the prospect of higher market volatility.

Inflation during Q2 rose well above the Federal Reserve's target. The Fed has indicated patience with an inflation overshoot as it watches for progress toward its inclusive employment goals.

Firms posted the highest rate of job openings in 2 decades, but unemployment rates remained elevated. Job gains continued, but shortages should ease over the next three months as extra jobless benefits expire and childcare and schools fully reopen. However, some of the 3.5 million people who left the labor force during the pandemic, especially older workers, might not return, implying some of the supply-demand gap may persist.

Wages regained their pre-pandemic peak in just 8 months, led by gains for lower-paid workers, who bore the brunt of the layoffs. Recent wage resilience contrasts with the prolonged employment weakness experienced after the 2008 recession, and surveys suggest both workers and businesses expect wages to continue rising in the months ahead.

Decades of rapid technological change and policies have concentrated economic gains in the upper tiers, and income inequality has reached 100-year highs, but political trends are shifting toward policy changes aimed at reducing inequality, directionally similar to the postwar, "Great Compression" era. This may include broad public investments, a more progressive tax regime, and greater support for low- and middle-income workers.

After nearly $3 trillion of emergency stimulus this past fiscal year, the 2021 fiscal deficit may once again reach the 2020 peacetime record, but less fiscal support is likely next year. If enacted, Biden administration proposals for investment in infrastructure and other areas, funded partially via higher taxes on corporations and high-income individuals, likely would add a pro-growth flavor to the near-term policy mix.

The dramatic worldwide rise in public and private debt in recent decades reflects monetary and fiscal policymakers' proclivity to use low interest rates and government support in an attempt to boost growth rates.

Riskier asset classes rallied and ended the first half of 2021 with strong, broad-based returns, but Q2 experienced a different leadership tone than the prior 2 quarters. Large cap US growth stocks, including the technology and communication services sectors, led the gainers. The drop in bond yields boosted fixed income returns across almost all categories and may also have contributed to strong gains for real estate equities.

Trailing earnings growth moved to positive territory on a year-over-year basis after contracting for more than a year across all major global markets. Forward expectations indicate analysts believe earnings will continue to push higher over the next 12 months, with double-digit growth rates anticipated in all regions, led by emerging markets.

Global equity valuations ticked modestly lower during Q2 amid the strong earnings rebound, but their trailing price-to-earnings (P/E) ratios remained elevated relative to their historical averages. US valuations are particularly rich, even when incorporating next 12-month earnings projections. The US dollar also remains somewhat expensive. Forward-looking P/E ratios for developed- and emerging-market valuations are expected to fall below their long-term historical averages.

Due in part to robust financial and monetary liquidity conditions, longer-term Treasury bond yields ticked down during Q2. Inflation expectations remained near multiyear highs, but real yields dropped and erased much of their Q1 rise. Nominal yields were still roughly 100 basis points higher than the all-time lows reached in mid-2020, but extraordinary global monetary policies are likely contributing to the persistence of negative real Treasury yields. Corporate spreads dropped further during Q2 and finished the quarter at some of their tightest levels in recent history.

Contacting Management

This report is designed to provide Plan participants with a general overview of the Plan's finances and to demonstrate the Plan's accountability for the money it receives. If you have any questions about this report or need additional information, contact the Office of Retirement Services, P.O. Box 30171, Lansing, MI 48909-7671.

BASIC FINANCIAL STATEMENTS

Statement of Plan Fiduciary Net Position (in thousands)

As of September 30, 2021

	State of Michigan Defined Contribution and Deferred Compensation Retirement Fund	Public School Defined Contribution Fund	Education Achievement Authority Defined Contribution Fund	Total
Assets				
Equity in Common Cash	$ 301	$ 51	$ 31	$ 382
Participant-directed investments,				
at fair value/contract value (Note 3)				
Mutual funds	$ 538,055	$ 5,480	$ 11	$ 543,547
Common trust funds	5,804,437	678,357	4,760	6,487,555
Tier III investments	229,578	2,735	23	232,337
Stable Value Fund	706,810	3,413	35	710,259
Voya Small Cap Growth Strategy Fund	130,513	1,334		131,848
Jennison Large Cap Growth Equity Fund	475,662	5,035	37	480,734
Artisan U.S. Mid Cap Growth Strategy Fund	149,628	2,305		151,934
Dodge & Cox Stock Portfolio	527,879	3,510		531,389
Total participant-drected investments	$ 8,562,564	$ 702,171	$ 4,866	$ 9,269,601
Receivables:				
Participant loans	$ 137,795			$ 137,795
Amounts due from employees	13,210			13,210
Amounts due from employer	17,398	$ 7,030		24,427
Amounts due from employer long term	32,443			32,443
Other receivable	267	210	$ 1	478
Total receivables	$ 201,113	$ 7,240	$ 1	$ 208,354
Total assets	$ 8,763,978	$ 709,462	$ 4,898	$ 9,478,337
Liabilities				
Accounts Payable	$ 793			$ 793
Amounts due to other funds		$ 500		500
Total liabilities	$ 793	$ 500		$ 1,293
Plan Net Position	$ 8,763,184	$ 708,962	$ 4,898	$ 9,477,044

Statement of Changes in Plan Fiduciary Net Position (in thousands)

For Fiscal Year Ended September 30, 2021

Additions to Net Position	State of Michigan Defined Contribution and Deferred Compensation Retirement Fund	Public School Defined Contribution Fund	Education Achievement Authority Defined Contribution Fund	Total
Investment income (loss):				
Interest and Dividends	$ 38,661	$ 193	$ 1	$ 38,855
Net increase (decrease) in fair value of investments	1,503,643	115,819	915	1,620,377
Total investment income (loss)	$ 1,542,304	$ 116,012	$ 916	$ 1,659,232
Contributions:				
Employees	$ 314,600			$ 314,600
Employers	242,466	114,837		357,303
Transfers from other systems	17,281	2,640		19,921
Total contributions	$ 574,346	$ 117,478		$ 691,824
Miscellaneous income	$ 1,958	$ 779	$ 2	$ 2,740
Total additions	$ 2,118,609	$ 234,269	$ 918	$ 2,353,796
Deductions from Net Position				
Benefits paid to participants	$ 260,859	$ 7,436	$ 163	$ 268,458
Administrative and investment expenses	16,916	3,376	10	20,302
Refunds and payments to other systems	292,126	30,976	980	324,082
Total deductions	$ 569,901	$ 41,787	$ 1,153	$ 612,842
Net increase (Decrease) in Net Position	$ 1,548,707	$ 192,481	$ (235)	$ 1,740,954
Plan Net Position				
Beginning of fiscal year - restated	$ 7,214,477	$ 516,480	$ 5,133	$ 7,736,090
End of fiscal year	$ 8,763,184	$ 708,962	$ 4,898	$ 9,477,044

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

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The State of Michigan 401K Plan (the Plan) is a deferred compensation fund and a defined contribution retirement fund sponsored by the State of Michigan. The Plan is considered part of the State's reporting entity and is included in the *State of Michigan Annual Comprehensive Financial Report* as a pension (and other employee benefit) trust fund. The Office of Retirement Services administers the Plan and the plan administrator has the authority to amend the Plan.

The following description provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions. The Plan Document is available on the State of Michigan 401K and 457 Plan website.

General

The State of Michigan originally adopted the Michigan State Employees Deferred Compensation Plan II on September 13, 1985, effective October 1, 1985, pursuant to Act 306, P.A. 1976, for the exclusive benefit of eligible employees and their beneficiaries. The Plan was amended as of March 31, 1997 to implement a defined contribution retirement fund. The Plan Document was last restated effective January 1, 2020 to incorporate all amendments, update changes required by law, and add new sections for changes in provisions made since the previous restatement. The restated Plan Document was last amended effective January 1, 2020. As of September 30, 2021, the Plan included 75,661 State of Michigan participants, 124,697 Michigan public school participants (656 participating employers), and 348 participants of the former Educational Achievement Authority (EAA).

Eligibility

The following employees are eligible to participate in the 401K deferred compensation fund on the first day of employment:

- State of Michigan employees hired before March 31, 1997 (except per diem workers who receive no taxable wages, working patients of a mental health facility, and individuals paid on a fee basis or receiving only military subsistence payments),

- Judges elected before March 31, 1997, and
- Michigan State Police hired prior to June 10, 2012.

The following employees are eligible to participate in the defined contribution retirement fund as of the first day of employment:

- State of Michigan employees hired on or after March 31, 1997 (except the Adjutant General and Assistant Adjutant General, per diem workers who receive no taxable wages, working patients of a mental health facility, and individuals paid on a fee basis or receiving only military subsistence payments),
- State of Michigan employees hired prior to March 31, 1997 who irrevocably elected to forgo participation in the State's defined benefit pension plan,
- Judges elected on or after March 31, 1997,
- Judges elected prior to March 31, 1997 who irrevocably elected to forgo participation in the State's defined benefit pension plan,
- Michigan State Police hired on or after June 10, 2012,
- Public school employees hired on or after July 1, 2010,
- Public school employees hired prior to July 1, 2010 who either elected the Personal Healthcare Fund (PHF) or irrevocably elected to forgo participation in the defined benefit pension plan, and
- Former Education Achievement Authority employees (no new contributions).

Contributions

In accordance with Section 401(k) of the Internal Revenue Code, the Plan limits the amount of an individual’s annual contribution, including additional catch-up contributions for those participants age 50 or older. Plan limits are adjusted each year by the Internal Revenue Service (IRS) based on increases in the Consumer Price Index (CPI).

Also, for State of Michigan employees and judges participating in the defined contribution retirement fund and who are not covered by the State's defined benefit pension plans, the Plan provides for the State of Michigan to make a mandatory (i.e., non-matching) contribution of 4.0% plus a matching contribution on up to 3.0% of each participant's compensation. The State does not make matching contributions for employees in the deferred compensation component of the Plan.

The Plan also provides for public school reporting units and the Michigan State Police to make a mandatory contribution of 50% of eligible hybrid plan participants' voluntary contributions up to 1% of compensation. Additionally, effective February 1, 2018, the Plan provides for the public school reporting units to make a matching contribution of 100% of Defined Contribution participants' voluntary contributions up to 3% of compensation. The EAA was dissolved effective June 30, 2017 and the Plan no longer receives new EAA contributions; however, the Plan will remain open as long as former EAA employee balances remain in the Plan.

Finally, the Plan provides for the Personal Healthcare Fund (PHF) for State of Michigan employees hired on or after January 1, 2012, Michigan public school employees hired on or after September 4, 2012, and Michigan State Police hired after June 10, 2012 to account for employee contributions and an employer match on up to 2% of compensation. State of Michigan employees who were hired after March 31, 1997 but prior to January 1, 2012 and who opted out of the graded premium benefit receive an employer match on up to 2% of compensation plus a monetized amount for existing years of service upon terminating employment. Public school employees who were hired prior to September 4, 2012 and who opted out of the graded premium benefit also receive an employer match on up to 2% of compensation.

Contributions from Other Systems

Active employees or former employees may roll over money from another 401k plan, 401a or 403b plans, from traditional individual retirement accounts (IRAs) into their account in the Plan, or from a 457 Plan if severed from employment more than twelve (12) months and have maintained a 401k account balance. Participants may withdraw funds rolled into the Plan at any time.

Participant Account

Each participant's account is credited with his or her contributions; the employer contributions, if applicable; and an allocation of the Plan's earnings. Allocations are based on the participant's account balance to reflect the effect of income or losses from the particular investments. The benefit to which a participant is entitled is limited to the benefit that can be provided from the participant's account.

Vesting

Participants are 100% vested in their contributions and related earnings or losses at all times. All participants are vested in their employer contributions and related earnings or losses based on years of service. A participant is 50% vested upon attaining two years of service credit, 75% vested upon attaining three years, and 100% vested upon attaining four years. A year of service for State of Michigan participants, judges and Michigan State Police is defined as 2,080 hours, whereas a year of service for public school and EAA participants is defined as 1,020 hours in a school fiscal year.

Loans to Participants

State of Michigan participants may borrow from their vested account balances of the Plan in accordance with the loan policy statement. Loan amounts can range from a minimum of $1,000 to a maximum of $50,000. An additional loan option was made available for eligible participants under the Coronavirus Aid, Relief, and Economic Security (CARES) Act from April 22, 2020 to September 22, 2020 to a maximum of $100,000. Loans must be repaid within five years, with the exception of residential loans, which may be extended up to thirty years. However, from April 22, 2020 through December 31, 2020, participants were able to defer loan payments for up to one year under the CARES Act. The interest rate on loans reflects a rate equal to the prime interest rate on the first day of the prior month.

Loans to Participants – Defaulted

Defaulted loans are loans resulting from the failure of a participant to make the required loan repayments on an outstanding loan. These loans are considered a distribution to the participant for which a federal 1099 tax form is issued. During fiscal year 2021 defaulted loans totaled $5.6 million for participants in the State of Michigan 401K Defined Contribution Retirement Fund.

Payment of Benefits

Participants may, but are not required to, withdraw their vested funds upon leaving employment. Withdrawal of participant funds may be by lump sum, monthly payments, annual payments, or rollovers to other qualified plans or an IRA. Payments may occur over a period not to exceed life expectancy from the date the payments begin. In-service benefit payments are permitted for various reasons as outlined in the Plan Document.

Refunds and Payments to Other Systems

Upon leaving employment, participants may, but are not required to, roll over all or a portion of their vested account balances to other qualified plans or an IRA, or they may use all or a portion of their account balances to purchase preapproved service credit in the State of Michigan's pension trust funds, if applicable.

Forfeited Accounts

Forfeited non-vested accounts totaled $10.4 million at September 30, 2021. Section 401(a)(2) of the Internal Revenue Code restricts the State from recapturing any contributions made to the Plan. Accordingly, as specified in the Plan Document, these accounts are to be used to restore forfeited assets when applicable, offset future employer contributions, and pay administrative expenses of the Plan.

Other Postemployment Benefits (OPEB)

The Plan's financial statements reflect the PHF activity for State employees, Michigan State Police, and public school employees participating in the PHF that are not eligible for subsidized health care benefits. The State employees eligible for subsidized health care benefits are included in the OPEB actuarial valuation provided for Michigan State Employees' Retirement System (MSERS) and reported in the MSERS financial statements. The public school employees eligible for subsidized health care are included in the OPEB actuarial valuation provided for the Michigan Public School Employees' Retirement System (MPSERS) and reported in the MPSERS financial statements. The Michigan State Police eligible for subsidized health care are included in the OPEB actuarial valuation provided for the Michigan State Police Retirement System (MSPRS) and reported in the MSPRS financial statements. For more information regarding these OPEB, please refer to the separately issued retirement system annual comprehensive financial reports.

Tax Status

The U.S. Department of Treasury made its most recent determination on October 17, 2014, that the Plan constitutes a qualified trust under Section 401(a) of the Internal Revenue Code. Although the Plan may be subsequently amended and restated, management believes that the Plan will continue to operate as a qualified trust.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB). The accompanying financial statements present only the State of Michigan 401K Plan. Accordingly, they do not purport to, and do not, present fairly the financial position and the changes in financial position of the State of Michigan as a whole or its pension (and other employee benefit) trust funds in conformity with accounting principles generally accepted in the United States of America.

Measurement Focus and Basis of Accounting

The Plan uses the economic resources measurement focus and the accrual basis of accounting. Employee contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions.

Investments

Investments in the mutual funds, common trust funds, Voya Small Cap Growth Strategy Fund, Jennison Large Cap Growth Equity Fund, Artisan U.S. Mid-Cap Growth Strategy Fund, Dodge & Cox Stock Portfolio, and Tier III investments are stated at fair value based on quoted market prices. The Stable Value Fund is stated at contract value (see Note 3 for additional information). The mutual funds are registered with the Securities and Exchange Commission, and guaranteed investment contracts (GICs) are regulated by state insurance departments. Investments in common trust funds are managed by State Street Global Advisors (SSgA), BlackRock, and the Prudential Trust Company. Common trust funds are similar to mutual funds though not registered like mutual funds are. The value of the Plan's position in the common cash fund is equivalent to the fair value of the common cash fund shares.

Investments measured at fair value are determined based on the market approach, which utilizes prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The fair value of publicly traded fixed income and equity securities is based upon quoted market prices and exchange rates, when applicable.

Participant Loans

Participant loans are stated at the outstanding principal amount.

NOTE 3 – INVESTMENTS

The Bureau of Investments, Department of Treasury, in consultation with the Office of Retirement Services and subject of approval by the State of Michigan Retirement Board, selects mutual funds, pooled funds, separate accounts, or other investment vehicles to pursue the Plan's investment objective, which are then made available to participants by the trustee. Except as required under auto-enrollment in the State of Michigan 401K Plan Document, all participants have the ability to direct the investments of their accounts under the Plan, in accordance with the investment choices made available by the trustee and those policies or procedures determined by the administration from time to time.

Three investment tiers have been developed to classify the investments available to participants, based upon the general investment strategy. Tier I contains funds that have a passive investment strategy. These investments are managed to mirror investment performance of an established index. Tier II contains funds that have an active investment strategy. These investments are managed actively by an investment advisor using a specific fund investment objective. Tier III contains accounts with investments that are self-directed by the participant. These are not managed passively or actively by anyone other than the participant. A brief summary of the types of investments included in each tier is shown below:

Tier I - Common trust funds include BlackRock Government Short-Term Investment Fund, State Street U.S. Bond Index Fund, State Street S&P 500 Index Fund, State Street S&P Mid Cap Index Fund, BlackRock S&P Small Cap 600 Equity Index Fund, State Street Global All Cap Equity ex-U.S. Index Fund, BlackRock Emerging Markets Index Fund, State Street Target Retirement Income Fund, and State Street Target Retirement Funds ranging in retirement dates from 2020 through 2065. All of the BlackRock funds employ the unitized accounting method.

Tier II - Two of the Tier II funds (PIMCO Total Return Fund and American Funds EuroPacific Growth Fund R6) are mutual funds that employ the traditional share accounting method in which dividends are directly applied to participant accounts. The Prudential High Yield Fund is a common trust fund that also employs the traditional share accounting method. Two of the Tier II funds (T. Rowe Price Mid-Cap Value Fund and Virtus Ceredex Small Cap Value Equity Fund) are mutual funds that employ a unitized accounting method in which dividends are applied to the pooled investment account. Other Tier II investments that include the Stable Value Fund, Voya Small Cap Growth Strategy Fund, Jennison Large Cap Growth Equity Fund, Artisan U.S. Mid-Cap Growth Strategy Fund, and Dodge & Cox Stock Portfolio, all employ the unitized accounting method and are designed for the exclusive use and benefit of State of Michigan 401K Plan and 457 Plan participants. The funds are unitized to eliminate the impact of revenue sharing on pricing. Unitization also allows the cash holding percentage of each unitized fund to be established between the plan sponsor and the trustee, which reduces the need to trade underlining securities of the investment option on a daily basis and, therefore, the commission cost of trading those securities can be minimized.

Tier III - Individual stocks and bonds and thousands of mutual funds (load, no-load, and no-fee/no-load) from a multitude of fund families are available through the Plan's third party administrator. The various types of investments within Tier III are self-managed by the participants and are not separately classified by type of investment by the Plan's third party administrator. These self-managed stocks, bonds, mutual funds, covered call options and Exchange Traded Funds are presented on the statement of plan net position within the Tier III investments.

Investment Risk:

The Plan's investments are subject to several types of risk. As of September 30, 2021, the Plan did not have any investments subject to custodial credit risk or concentration of credit risk. Other types of risk are examined in more detail below:

a. Interest Rate Risk

Interest rate risk is the risk that the value of investments will decrease as a result of a rise in interest rates. The Plan's investment policy does not restrict investment maturities. As of September 30, 2021 the weighted average maturities of investments subject to interest rate risk are shown below (in thousands):

Investment Type	Fair Value/ Contract Value	Weighted Average Maturity (Years)
Stable Value Fund:		
Synthetic contracts*	$ 710,259	4.03
Common trust funds:		
State Street U.S. Bond Index Fund	$ 899,421	8.36
BlackRock Government Short-Term Investment Fund	$ 190,822	0.11
Prudential High Yield Fund	$ 37,241	4.72
Mutual Funds:		
PIMCO Total Return Fund	$ 93,936	7.84

*These investments are reported at contract value as disclosed in Note 2.

b. Credit Risk

Credit risk is the risk that an issuer or another counterparty to an investment will not fulfill its obligation. The Plan has an investment policy that limits its investment choices. The investment choices offered to participants are defined by tiers as described in the preceding paragraphs. As of September 30, 2021 the credit quality ratings of debt securities subject to credit risk (other than U.S. government securities) are shown on the following page (in thousands):

Investment Type		Fair Value/ Contract Value	Duration	Rating	Rating Organization
Stable Value Fund:					
Synthetic contracts*	$	710,259	Long-term	BBB to AAA	S&P
Common trust funds:					
State Street U.S. Bond Index Fund	$	899,421	Long-term	AA to AA-	S&P
BlackRock Government Short-Term Investment Fund	$	190,822	Short-term	A-1+	S&P
Prudential High Yield Fund	$	37,241	Long-term	CCC to BBB	S&P
Mutual Funds:					
PIMCO Total Return Fund	$	93,936	Intermediate	D to AAA	S&P

*These investments are reported at contract value as disclosed in Note 2.

c. Foreign Currency Risk

Foreign currency risk is the risk that investments in securities traded in foreign currencies or more directly in foreign currencies may decline in value relative to the U.S. dollar, which may reduce the value of the portfolio. The Plan does not have an investment policy addressing foreign currency risk. As of September 30, 2021 the investments shown on the following page were subject to foreign currency risk (in thousands):

Investment Type/Fund	Foreign Currency	Fair Value
Separate account		
Jennison Large Cap Growth Equity Fund	Euro	$ 10,846

Fully Benefit Responsive Synthetic Guaranteed Investment Contract (SGIC):

As part of the Stable Value Fund, the Plan uses SGIC investment derivatives that invest in a portfolio of underlying securities and a benefit responsive wrap contract. The wrap contract produces a floating rate of return that is adjusted periodically, but not below zero, to reflect the underlying investment portfolio and generally provide for participant withdrawals at contract value (principal plus accrued interest). As of September 30, 2021, the fair value of the SGIC is shown below (in thousands):

		Fair Value
SGIC Components:		
Underlying investments	$	711,086
Wrap contract		*
Total	$	711,086

* The market value of the SGIC's underlying investments was higher than the SGIC's contract value; therefore, the wrap contract does not have a value.

Fair Value of Investments

Investments are recorded at fair value in accordance with GASB Statement No. 72, *Fair Value Measurement and Application*, which establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Observable inputs reflect market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entity's own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. Accordingly, the change in fair value of investments is recognized as an increase or decrease to investment assets and investment income.

The Plan categorizes 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.

a. Level 1 debt and equity securities are valued using quoted prices in active markets for the actual or identical securities. Market price data is generally obtained from relevant exchanges or dealer markets.

b. Level 2 securities are valued using significant other observable securities.

c. Level 3 securities are valued using significant unobservable inputs.

The Plan has the following recurring fair value measurements as of September 30, 2021 shown below (in thousands):

		Fair Value Measurements Using		
	9/30/2021	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level				
Mutual Funds	$ 543,547	$ 543,547		
Common trust funds	6,487,555	4,393,761	$ 2,093,794	
Tier III Investments*	210,801		210,801	
Stable Value Fund	710,259		710,259	
Voya Small Cap Growth Strategy Fund	131,848		131,848	
Jennison Large Cap Growth Equity Fund	480,734	480,734		
Artisan U.S. Mid Cap Growth Strategy Fund	151,934		151,934	
Dodge & Cox Stock Portfolio	531,389	531,389		
Total Investments by fair value	$ 9,248,065	$ 5,949,430	$ 3,298,635	$ -

*Tier III Investments exclude cash held in participant accounts totaling approximately $21.5 million.

The fair value of debt and equity securities classified in Level 1 at September 30, 2021 were valued using prices quoted in active markets for those securities. The fair value of debt securities classified in Level 2 at September 30, 2021 was based on the value of their underlying investments, which include, but are not limited to, treasury bills, government and corporate bonds, mortgage backed securities, and asset backed securities.

The State Street S&P 500 Index Fund, State Street S&P Mid Cap Index Fund, State Street Target Retirement Income Fund, and State Street Target Retirement Funds, within the common trust funds, are classified as Level 1. All other common trust funds, which are similar to mutual funds though not registered like mutual funds, are Level 2 because their fair value is determined by the fund manager based on the value of each underlying investment within their respective pooled investment account. The fair value of the State Street Target Retirement Income Fund and State Street Target Retirement Funds, within the common trust funds, was based on the units of the underlying funds that make up each Target Retirement fund, which may include, but are not limited to, the State Street S&P 500 Index Fund, State Street Russel Small/Mid Cap Index Fund, State Street Global All Cap Equity ex-U.S. Index Fund, State Street Bloomberg Roll Select

Commodity Index Fund, State Street Global Real Estate Securities Index Fund, State Street 1-10 Year U.S. TIPS Index Fund, and State Street government and corporate bond funds. The value of the Stable Value Fund was also based on the value of its underlying investments, which include a Synthetic GIC issued by Voya Retirement Insurance and Annuity Company and is classified as Level 2. The Jennison Large Cap Growth Equity Fund and Dodge & Cox Stock Portfolio are classified as Level 1. The Artisan U.S. Mid-Cap Growth Strategy Fund and Voya Small Cap Growth Strategy Fund are classified as Level 2 because a portion of their value was based on assets held within State Street's Short-Term Investment Fund (STIF) for liquidity purposes. The Tier III investments are classified as Level 2 based on the value of its underlying investments, a portion of which are classified as Level 2.

The Plan does not contain any debt or equity securities classified in Level 3.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgement and considers factors specific to each asset or liability.

NOTE 4 – ACCOUNTING CHANGES AND RESTATEMENTS

Beginning net position for the State of Michigan Defined Contributions and Deferred Compensation Retirement Fund was increased by $43.3 million, respectively, to account for additional employer contributions due to the Plan in accordance with GASB statement 16, *Accounting for Compensated Absences*.