PRELIMINARY OFFICIAL STATEMENT DATED JULY 26, 2010

SALE DATE: AUGUST 3, 2010 | **Moody's Rating: Aa2**
NEW ISSUE, BOOK-ENTRY ONLY | **(See "RATING")**

$9,395,000[*]
STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION, REFUNDING SERIES 2010C (DEPARTMENT OF ECOLOGY)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in 2010 Basic Lease Payments to be Made by the Department of Ecology Acting By and Through the Department of General Administration

Dated: Date of Initial Delivery | **Due: April 1, as shown on page i hereof**

The State of Washington Certificates of Participation, Refunding Series 2010C (Department of Ecology) (the "2010 Certificates"), will be executed and delivered in fully registered form under a book-entry only system, initially registered in the name of Cede & Co. (the "Owner"), as owner and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the 2010 Certificates. Individual purchases of the 2010 Certificates will be made in book-entry form only, in denominations of $5,000 and any integral multiple thereof. Purchasers of the 2010 Certificates will not receive certificates representing their beneficial ownership interests in the 2010 Certificates purchased, except as described herein.

The interest evidenced and represented by the 2010 Certificates is payable semiannually on each April 1 and October 1, beginning on April 1, 2011. Principal and interest evidenced and represented by the 2010 Certificates are payable directly to DTC by U.S. Bank National Association, as trustee, paying agent, registrar, transfer agent and authenticating agent (the "Trustee"). Upon receipt of payments of principal and interest represented by the 2010 Certificates, DTC in turn is obligated to remit such payments to the DTC participants for subsequent disbursement to the purchasers of beneficial ownership interests in the 2010 Certificates. See "THE 2010 CERTIFICATES—Book-Entry System" and Appendix E—"DTC AND ITS BOOK-ENTRY SYSTEM."

The 2010 Certificates are not subject to optional prepayment prior to their respective Principal Payment Dates. The 2010 Certificates are subject to extraordinary mandatory prepayment prior to their respective Principal Payment Dates. See "THE 2010 CERTIFICATES—Prepayment."

The 2010 Certificates represent undivided proportionate interests in the 2010 Basic Lease Payments to be made by the State of Washington (the "state"), as Lessee, to the Trustee, under the terms of the Financing Lease relating to certain real property and the state office building used by the Department of Ecology located as a part of the state capitol community in Thurston County.

The 2010 Certificates do not represent a general obligation of the state or any department, agency or instrumentality thereof, and the full faith and credit of the state are not pledged to the repayment of the 2010 Certificates. The 2010 Certificates represent proportionate interests in 2010 Basic Lease Payments to be received under the Financing Lease. The obligation of the state to make 2010 Basic Lease Payments under the Financing Lease is subject to appropriation by the Legislature and Executive Order reduction by the Governor and is subject to termination upon the occurrence of certain other events specified in the Financing Lease. A determination by the Legislature not to appropriate or an Executive Order reduction would not constitute an Event of Default under the Financing Lease. Nothing in the 2010 Certificates or in the Financing Lease should be construed to imply a moral obligation on the part of the state or the State Agency to make any 2010 Basic Lease Payments under the 2010 Certificates or the Financing Lease except only to the extent appropriation has been made for Lease Payments under the Financing Lease. The 2010 Certificates will be payable solely from the payments provided under the Financing Lease and the Trust Agreement and the proceeds thereof as provided therein and pledged therefor. Under the Financing Lease, 2003 Certificates were issued to refund a portion of the 1991 Certificates, which 2003 Certificates will remain outstanding. See "SECURITY FOR THE 2010 CERTIFICATES."

In the *opinion of Foster Pepper PLLC, Seattle, Washington, Certificate Counsel, under existing federal law and assuming compliance with applicable requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issue date of the 2010 Certificates, interest evidenced and represented by the 2010 Certificates is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals. However, while interest evidenced and represented by the 2010 Certificates also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, interest evidenced and represented by the 2010 Certificates is to be taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations, interest evidenced and represented by the 2010 Certificates received by certain S corporations may be subject to tax, and interest evidenced and represented by the 2010 Certificates received by foreign corporations with United States branches may be subject to a foreign branch profits tax. Receipt of interest evidenced and represented by the 2010 Certificates may have other federal tax consequences for certain taxpayers. See "TAX MATTERS."*

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision. The 2010 Certificates are offered when, as and if executed and delivered, subject to the receipt of the approving opinion of Foster Pepper PLLC, Seattle, Washington, Certificate Counsel to the state, and certain other conditions. Certain legal matters in connection with the preparation this Official Statement will be passed upon for the state by Foster Pepper PLLC, Seattle, Washington, as Disclosure Counsel to the state.

It is anticipated that the 2010 Certificates will be available for delivery through the facilities of DTC in New York, New York, or to the Trustee on behalf of DTC by Fast Automated Securities Transfer on or about August 17, 2010.

[*] Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale.

No dealer, broker, salesperson, or other person has been authorized by the state to give any information or to make any representations with respect to the 2010 Certificates other than those contained in this Official Statement and, if given or made, such information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the 2010 Certificates by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information set forth herein has been obtained from sources which are believed to be current and reliable. The state, however, makes no representation regarding the accuracy or completeness of the information in Appendix E–"DTC AND ITS BOOK-ENTRY SYSTEM" provided by DTC. Estimates and opinions are included and should not be interpreted as statements of fact. Summaries of documents do not purpose to be complete statements of their provisions and such summaries are qualified by references to the entire contents of the summarized documents. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made by use of this Official Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the state since the date hereof.

In connection with the offering of the 2010 Certificates, the Underwriter may overallot or effect transactions which stabilize or maintain the market price of the 2010 Certificates at levels above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued or recommenced at any time.

The presentation of certain information, including tables of receipts from taxes and other revenues, is intended to show recent historic information and is not intended to indicate future or continuing trends in the financial position of other affairs of the state. No representation is made that past experience, as it might be shown by such financial and other information, will necessarily continue to be repeated in the future.

This Official Statement contains forecasts, projections and estimates that are based upon expectations and assumptions that existed at the time such forecasts, projections and estimates were prepared. In light of the important factors that may materially affect economic conditions in the state, the inclusion in this Official Statement of such forecasts, projections and estimates should not be regarded as a representation by the state that such forecasts, projections and estimates will occur. Such forecasts, projections and estimates are not intended as representations of fact or as guarantees of results.

If and when included in this Official Statement, the words "plan," "expect," "forecast," "estimate," "budget," "project," "intends," "anticipates" and similar words are intended to identify forward-looking statements, and any such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include, among others, general economic and business conditions, changes in political, social and economic conditions, regulatory initiatives and compliance with governmental regulations, litigation and various other events, conditions and circumstances, many of which are beyond the control of the state. These forward-looking statements speak only as of the date they were prepared.

The 2010 Certificates will not be registered under the Securities Act of 1933, as amended, in reliance upon an exception contained in such act.

CERTIFICATE PAYMENT SCHEDULE

$9,395,000[1]
STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION,
REFUNDING SERIES 2010C
(DEPARTMENT OF ECOLOGY)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in 2010 Basic Lease Payments to be Made by the Department of Ecology Acting By and Through the Department of General Administration

Principal Payment Date (April 1)	Principal Component[1]	Interest Rate	Yield	Price	CUSIP Number[2]
2011	$4,685,000	%	%	%	
2012	4,710,000				
Total	$9,395,000				

(1) Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale.
(2) Copyright 2010, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. The CUSIP data herein is provided by the CUSIP Global Services, managed on behalf of the American Bankers Association by Standard and Poor's. The CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for CUSIP service. CUSIP numbers have been assigned by an independent company not affiliated with the state and are provided solely for convenience and reference. The CUSIP numbers for a specific maturity are subject to change after the issuance of the 2010 Certificates. Neither the state nor the Underwriter takes responsibility for the accuracy of the CUSIP numbers.

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STATE FINANCE COMMITTEE

OF THE

STATE OF WASHINGTON

JAMES L. McINTIRE.. Treasurer and Chairman

CHRISTINE O. GREGOIRE.................................Governor and Member

BRAD OWEN ....Lieutenant Governor and Member

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Ellen L. Evans.......................Deputy State Treasurer—Debt Management

CERTIFICATE COUNSEL AND DISCLOSURE COUNSEL TO THE STATE

Foster Pepper PLLC
Seattle, Washington

FINANCIAL ADVISOR TO THE STATE

SDM Advisors, Inc.
Mount Vernon, Washington

This Official Statement will be available upon request to the Office of the State Treasurer. This Official Statement is available via the Internet at the Office of the State Treasurer's Home Page:

http://www.tre.wa.gov/investors/investorinformation.shtml

The availability of this Official Statement via the Internet will not under any circumstances create any implication that there has been no change in the affairs of the state since the date hereof, or that the statements and information herein are current as of any date after the date hereof.

The website of the state or any state department or agency is not part of this Official Statement, and investors should not rely on information presented in the state's website, nor any other website referenced herein, in determining whether to purchase the 2010 Certificates. Information appearing on any such website is not incorporated by reference in this Official Statement.

CONTACT INFORMATION

Office of the State Treasurer	Legislative Building Second Floor, Room 230 416 Sid Snyder Avenue SW Olympia, Washington 98501 Phone: (360) 902-9000
Trustee	U.S. Bank National Association Corporate Trust Services 1420 Fifth Avenue, 7th Floor PD-WA-T7CT Seattle, WA 98101 Phone: (206) 344-4678
Certificate Counsel and Disclosure Counsel	Foster Pepper PLLC 1111 Third Avenue, Suite 3400 Seattle, Washington 98101 Phone: (206) 447-4400
Financial Advisor	SDM Advisors, Inc. P.O. Box 2469 Mount Vernon, Washington 98273 Phone: (360) 445-0138 Email: advisors@SDMadvisors.com

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OFFICIAL NOTICE OF SALE

$9,395,000*

STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION,
REFUNDING SERIES 2010C
(DEPARTMENT OF ECOLOGY)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in 2010 Basic Lease Payments to be Made by the Department of Ecology Acting By and Through the Department of General Administration

Electronic bids, bids submitted by facsimile transmission and sealed bids will be received on behalf of the State of Washington (the "state") at the Office of the Treasurer, Legislative Building, Second Floor, Room 230, 416 Sid Snyder Avenue SW, Olympia, Washington, for the purchase of the above-referenced certificates of participation (the "2010 Certificates") at

8:30 A.M., PACIFIC TIME, ON AUGUST 3, 2010.

The 2010 Certificates will be sold on an all-or-none basis. Bids must be submitted either electronically via the Qualified Electronic Bid Provider or on the Official Bid Form, which is attached to this Official Notice of Sale. See "Bidding Detail."

All bids received on behalf of the state by the bid time set forth above on such date will be opened and verified (but not read publicly) beginning at that time, by staff acting for the Treasurer's Representative. Bids received after the bid time will not be considered. Bids will be announced and considered subsequently.

Bidders are referred to the Preliminary Official Statement for additional information regarding the state, the 2010 Certificates, the security therefor, and other matters.

Modification; Cancellation; Postponement. Bidders are advised that the Treasurer's Representative may modify the terms of sale of the 2010 Certificates prior to the bidding. If such modification occurs, supplemental information with respect to the sale of the 2010 Certificates will be placed on The Bond Buyer Wire (available on TM3, the Thomson Municipal Market Monitor, at *http://www.tm3.com*, which website is not incorporated herein by reference) (the "News Service") prior to 8:30 a.m., Pacific Time, on the date bids are to be received. In addition, the Treasurer's Representative may cancel or postpone the date and time for the receipt of bids at any time prior to the opening of the bids. Notice of such cancellation or postponement will be communicated by the Treasurer's Representative through the News Service as soon as practicable following such cancellation or postponement. If a postponement occurs, bids will be received at the hour and place set forth above on any weekday as the Treasurer's Representative determines. Notice of the new sale date, if any, is to be given through the News Service not less than 48 hours prior to the time bids are to be received. As an accommodation to bidders, telephonic or facsimile notice of the postponement of the sale date and of the new sale date will be given to any bidder requesting such notice from the SDM Advisors, Inc., financial advisor to the state, at telephone: (360) 445-0138. Failure of any bidder to receive such notice by telephone, facsimile or the News Service will not affect the legality of the sale.

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

Description of the 2010 Certificates

The 2010 Certificates. The 2010 Certificates, evidencing and representing principal in the aggregate amount of $9,395,000,* will be dated as of their date of initial delivery, which is expected to be August 17, 2010, and will be executed and delivered in fully registered form in denominations of $5,000 and any integral multiple thereof. The 2010 Certificates will evidence and represent interest at such rate or rates as are fixed at the time of sale, payable semiannually on each April 1 and October 1, beginning April 1, 2011.

The portions of the 2010 Basic Lease Payments designated as principal and evidenced and represented by the 2010 Certificates will be payable on April 1 of each year as follows:

Principal Payment Date (April 1)*	Principal Component*
2011	$ 4,685,000
2012	4,710,000
Total	$ 9,395,000

Adjustment of Principal. The Treasurer's Representative has reserved the right to adjust the foregoing principal components upward or downward. However, the principal component due on any Principal Payment Date may not be adjusted by more than 10 percent, and the aggregate of such upward and downward adjustments will not exceed 10 percent. Notice of any adjustment will be provided by the Treasurer's Representative to the successful bidder no later than 12:00 noon, Pacific Time, on the date bids are to be received. The state is not responsible in the event and to the extent that any such adjustment affects the net compensation to be realized by the successful bidder.

Optional Prepayment. The 2010 Certificates are not subject to optional prepayment.

Extraordinary Mandatory Prepayment. The 2010 Certificates are subject to mandatory prepayment on any date prior to their respective Principal Payment Dates, as a whole, or in part by lot in Authorized Denominations, upon certain governmental takings, loss of title and casualty loss, from amounts deposited in the Prepayment Account in the amount of the principal component evidenced and represented thereby being prepaid, plus accrued interest evidenced and represented thereby to the Prepayment Date, and without premium.

Book-Entry Only. The 2010 Certificates will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the 2010 Certificates. Individual purchases will be made in book-entry form only, and purchasers will not receive physical certificates representing their interests in the 2010 Certificates purchased. See Appendix E–"DTC AND ITS BOOK-ENTRY SYSTEM."

Purpose

The proceeds of the 2010 Certificates are to be used to prepay the outstanding State of Washington Refunding Certificates of Participation, Department of Ecology, 2001 (the "2001 Certificates"), previously executed and delivered and representing payments from the state Department of Ecology (the "State Agency") to reduce agency lease payments and to pay costs of issuance of the 2010 Certificates.

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

Security

For a description of security for the 2010 Certificates, see "SECURITY FOR THE 2010 CERTIFICATES" in the Preliminary Official Statement.

Bidding Detail

Warnings regarding electronic and facsimile bids: A bid submitted by facsimile transmission will not be considered timely unless, at the deadline for submission of bids, the entire Official Bid Form has been received by the receiving fax machine. Neither the state nor Certificate Counsel will be responsible for, and the bidder expressly assumes the risk of, any incomplete, illegible or untimely bid submitted by electronic or facsimile transmission by such bidder, including, without limitation, by reason of garbled transmissions, mechanical failure, engaged telephone or telecommunications line, or any other cause arising from delivery by electronic or facsimile transmission.

Electronic Bids. Bids for the 2010 Certificates may be submitted electronically via a Qualified Electronic Bid Provider only. The state has deemed Parity as the Qualified Electronic Bid Provider for purposes of receiving electronic bids for the 2010 Certificates. By designating a bidding service as the Qualified Electronic Bid Provider, the state does not endorse or encourage the use of such bidding service.

A bidder submitting an electronic bid for the 2010 Certificates thereby agrees to the following terms and conditions:

(1) If any provision in this Official Notice of Sale with respect to the 2010 Certificates conflicts with information or terms provided or required by the Qualified Electronic Bid Provider, this Official Notice of Sale, including any amendments issued through the News Service, shall control.

(2) Each bidder will be solely responsible for making necessary arrangements to access the Qualified Electronic Bid Provider for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale.

(3) The state shall not have any duty or obligation to provide or assure access to the Qualified Electronic Bid Provider to any bidder, and the state shall not be responsible for proper operation of, or have any liability for, any delays, interruptions or damages caused by use of the Qualified Electronic Bid Provider or any incomplete, inaccurate or untimely bid submitted by any bidder through the Qualified Electronic Bid Provider.

(4) The state is permitting use of the Qualified Electronic Bid Provider as a communication mechanism, and not as the state's agent, to conduct the electronic bidding for the 2010 Certificates. The Qualified Electronic Bid Provider is acting as an independent contractor, and is not acting for or on behalf of the state.

(5) The state is not responsible for ensuring or verifying bidder compliance with any Qualified Electronic Bid Provider procedures.

(6) The state may regard the electronic transmission of a bid through the Qualified Electronic Bid Provider (including information regarding the purchase price for the 2010 Certificates and interest rates for any principal component of the 2010 Certificates) as though the information were submitted on the Official Bid Form and executed on the bidder's behalf by a duly authorized signatory.

(7) If the bidder's bid is accepted by the state, the Official Bid Form, this Official Notice of Sale and the information that is transmitted electronically through the Qualified Electronic Bid Provider shall form a contract, and the bidder shall be bound by the terms of such contract.

(8) Information provided by the Qualified Electronic Bid Provider to bidders shall form no part of any bid or of any contract between the successful bidder and the state unless that information is included in this Official Notice of Sale or in the Official Bid Form provided by the state.

Further information about the Qualified Electronic Bid Provider, including any fees charged, may be obtained by calling Bidcomp/Parity at (212) 849-5021.

Faxed Bids. The Official Bid Form, which is attached to this Official Notice of Sale, may be submitted via facsimile transmission. Bidders wishing to submit a bid via facsimile are required to contact the state's financial advisor, SDM Advisors, Inc., to obtain the facsimile number for such submission.

Sealed Bids. Sealed bids for the purchase of the 2010 Certificates may be submitted on the Official Bid Form for the 2010 Certificates in a sealed envelope to the Office of the State Treasurer, Legislative Building, Second Floor, Room 230, 416 Sid Snyder Avenue SW, Olympia, Washington, attention: Ellen L. Evans, Deputy State Treasurer—Debt Management. The Official Bid Form is contained in the Preliminary Official Statement.

Form of Bids. Bids for the 2010 Certificates must be unconditional, and for not less than all of the 2010 Certificates. By submitting a bid, each bidder agrees to all of the terms and conditions of this Official Notice of Sale, as they may be modified in accordance herewith. Bids for the 2010 Certificates must be submitted on the Official Bid Form attached to the Preliminary Official Statement or electronically via the Qualified Electronic Bid Provider. Bids may not be withdrawn or revised after the time that bids are due.

Interest Rates Bid. Bidders for the 2010 Certificates may specify any number of interest rates in multiples of one-eighth or one-twentieth of one percent (1/8 or 1/20 of 1%), or both. The state does not require the use of ascending coupons. Bidders may not specify more than one interest rate with respect to 2010 Certificates with a common Principal Payment Date. Each 2010 Certificate must evidence and represent interest from its date to its respective Principal Payment Date. Each principal component must be reoffered at a yield that will produce a price of not less than 98 percent.

Premium and Discount. No bid will be considered that offers to pay an amount less than 98 percent nor more than 105 percent of the aggregate principal components evidenced and represented by the 2010 Certificates.

Selection of Winning Bid

The 2010 Certificates will be sold to the bidder submitting a bid in conformance with this Official Notice of Sale that produces the lowest true interest cost ("TIC") to the state, based on the bid price, the interest rates specified in the Official Bid Form and the principal components identified in this Official Notice of Sale. The TIC will be the rate necessary, when using 360-day year and semiannual compounding, to discount the principal and interest components with respect to the 2010 Certificates from the respective Principal Payment Dates to the initial delivery date of the 2010 Certificates (currently anticipated to be August 17, 2010) and to the price bid.

The successful bidder will be bound to purchase the 2010 Certificates with the principal components specified in this Official Notice of Sale, with adjustments, if any, as permitted herein, at such price, and with such interest rates, as are specified in its bid. If there are adjustments to the principal components payable on individual Principal Payment Dates, the premium or discount bid by the successful bidder will be adjusted to take into account original issue premiums or discounts for those Principal Payment Dates.

Right of Rejection

The Treasurer Representative reserves the right to reject any or all bids and to waive any irregularity in any bid. In the event that two or more bidders submit bids at the same lowest TIC, the Treasurer's Representative will determine which bidder is awarded the 2010 Certificates in her sole discretion.

Good Faith Deposit

The successful bidder shall deliver a good faith deposit in the amount of $95,000 to the Treasurer. The good faith deposit may be paid in one of the following ways:

(1) By federal funds wire transfer delivered no later than 90 minutes following the successful bidder's receipt of the verbal award. Wiring instructions will be provided to the successful bidder at the time of the verbal award.

(2) By certified or bank cashier's check made payable to the order of the State Treasurer and delivered to the Treasurer prior to the opening of the bids.

Any good faith deposit submitted by a bidder whose bid is not accepted shall be returned promptly by the state, but the state shall not be liable for interest for any delay in such return.

If the bid is accepted, the good faith deposit will be deposited by the Treasurer and be applied to the purchase price of the 2010 Certificates when the same are delivered and paid for under the terms of the bid, or shall be retained as and for liquidated damages in case the successful bidder fails to accept the 2010 Certificates when ready for delivery or fails to complete payment therefor in accordance with the terms of the bid. Pending delivery of the 2010 Certificates, the good faith deposit may be invested for the sole benefit of the state.

Insurance; Rating

Insurance. The purchase of any insurance policy for the 2010 Certificates or the issuance of any commitment therefor is to be at the sole option and expense of the successful bidder for the 2010 Certificates. Bids for the 2010 Certificates may not be conditioned upon obtaining municipal bond insurance or any other credit enhancement, and any increased costs of issuance of the 2010 Certificates resulting by reason of such insurance shall be paid by the successful bidder and shall not, in any event, be paid by the state. Payment of any insurance premium and satisfaction of any conditions to the issuance of a municipal bond insurance policy is the sole responsibility of the successful bidder. In particular, the state will neither amend nor supplement the financing documents in any way nor will it enter into any additional agreements with respect to the provision of any such policy.

Failure of any insurance provider to issue or delivery its policy will not constitute cause for failure or refusal by the successful bidder to accept delivery of or tender payment for the 2010 Certificates.

The successful bidder must provide the state with the municipal bond insurance commitment and information with respect to the municipal bond insurance policy and the insurance provider for inclusion in the final Official Statement within two business days following the award of the bid by the state. The state will require delivery, on or prior to the date of initial delivery of the 2010 Certificates, of:

(1) a certificate from the insurance provider regarding the accuracy and completeness of the information provided for inclusion in the Official Statement,

(2) an opinion of counsel to the insurance provider regarding the enforceability of the municipal bond insurance policy, and

(3) a certificate with respect to certain tax matters,

each in form reasonably satisfactory to the state and Certificate Counsel.

Rating. The 2010 Certificates have been rated "Aa2" by Moody's Investors Service, Inc., and the state will pay the fees for this rating. Any other ratings are the responsibility of the successful bidder.

Delivery of 2010 Certificates

General. The 2010 Certificates will be delivered to DTC, or to the Trustee on behalf of DTC through Fast Automated Securities Transfer, against payment of the purchase price to the state, in immediately available federal funds less the amount of the good faith deposit. On or before the date of delivery of and payment for the 2010 Certificates, the successful bidder shall provide to the state such information as Certificate Counsel to the state deems necessary to determine the yield on the 2010 Certificates for purposes of Section 148 of the Internal Revenue Code of 1986, as amended.

Upon award of the 2010 Certificates, the successful bidder shall advise the state and Certificate Counsel of the initial reoffering prices at which each principal component of the 2010 Certificates is reasonably expected on the sale date to be sold to the public (the "Initial Reoffering Prices") for the state's inclusion in the final Official Statement for the 2010 Certificates. Simultaneously with or before delivery of the 2010 Certificates, the successful bidder shall furnish to the state and Certificate Counsel a certificate in form and substance acceptable to Certificate Counsel:

(1) confirming the Initial Reoffering Prices;

(2) certifying that a *bona fide* offering of such 2010 Certificates has been made the public (excluding bond houses, brokers and other intermediaries);

(3) stating the first price at which a substantial amount (at least 10 percent of each maturity of such 2010 Certificates was sold to the public (excluding bond houses, brokers and other intermediaries);

(4) if the first price at which a substantial amount of any maturity of such 2010 Certificates does not conform to the Initial Reoffering Price of that maturity, providing an explanation of the facts and circumstances that resulted in that non-conformity; and

(5) stating which maturities, if any, are amortization installments of Term 2010 Certificates maturing in the years specified by the bidder.

A draft form of such certificate will be available prior to the sale date from the state's financial advisor, SDM Advisors, Inc.

The 2010 Certificates will be delivered in "book-entry only" form in accordance with the Letter of Representations from the state to DTC. As of the date of award of the 2010 Certificates, the successful bidder must either participate in DTC or must clear through or maintain a custodial relationship with an entity that participates in DTC.

The state will furnish to the successful bidder one transcript of proceedings; additional transcripts will be furnished at the successful bidder's cost.

If, prior to the delivery of any of the 2010 Certificates, the interest component evidenced and represented thereby becomes includable in the gross income of the recipients thereof for federal income tax purposes, or if legislation which would have the same effect if adopted into law is passed by either House of Congress or proposed by a joint conference committee, the successful bidder, at its option, may be relieved of the obligation to purchase the 2010 Certificates, and the state, at its option, may be relieved of the obligation to deliver the 2010 Certificates.

Cancellation of Sale. The successful bidder has the right, at its option, to cancel its obligation to purchase the 2010 Certificates for which it submitted the winning bid if the state fails to cause the execution and delivery of such 2010 Certificates within 45 days from the award to the successful bidder, and in such event the successful bidder will be entitled only to the return of the principal amount of the good faith deposit.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will be printed on the 2010 Certificates; however, neither the failure to print CUSIP numbers on any 2010 Certificate nor any error with respect thereto will constitute cause for failure or refusal by the successful bidder therefor to accept delivery of and pay for the 2010 Certificates.

The state is responsible for obtaining CUSIP numbers, and all expenses for printing CUSIP numbers on the 2010 Certificates will be paid for by the state, but the CUSIP Global Services charge for assignment of those numbers is the responsibility of and shall be paid for by the successful bidder.

Legal Opinion

The state will furnish to the successful bidder and have delivered with the 2010 Certificates the legal opinion of Foster Pepper PLLC, Seattle, Washington, Certificate Counsel, in substantially the form attached to the Preliminary Official Statement in Appendix C.

Continuing Disclosure

The state will enter into an undertaking for the benefit of the beneficial owners of the 2010 Certificates to provide or to cause to be provided, either directly or through a designated agent, to the Municipal Securities Rulemaking Board (the "MSRB") certain historical financial information and operating data of the state and notice of certain events pursuant to the requirements of paragraph (b)(5)(1) of Securities and Exchange Commission ("SEC") Rule 15c2-12 (the "Rule"). See "CONTINUING DISCLOSURE UNDERTAKING" in the Preliminary Official Statement. The state has never failed to comply in any material respect with any previous undertakings entered into pursuant to the Rule.

Closing Documents

As a condition to the obligations of the successful bidder to accept delivery of and pay for the 2010 Certificates, the successful bidder will be furnished with the following, dated as of the date of the closing:

(1) a certificate of the state, signed on behalf of the state by the Treasurer's Representative, certifying that:

(a) as of the date of the Official Statement furnished concerning the 2010 Certificates, the Official Statement did not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading (except that in no event is any representation being made with respect to information therein regarding DTC and its book-entry system, and regarding any municipal bond insurer and its municipal bond insurance policy, and information provided by the successful bidder regarding reoffering prices and yields); and

(b) since the date of the Official Statement, there has been no material adverse change in the financial condition or affairs of the state other than as disclosed or contemplated in the Official Statement; and

(2) a certificate of an Assistant Attorney General of the state to the effect that, except as otherwise disclosed in the Preliminary Official Statement or the Official Statement, there is no litigation pending or, to the knowledge of the signer and without investigation, threatened, seeking to restrain or enjoin the sale, issuance, execution or delivery of the 2010 Certificates or in any other manner affecting the validity of the 2010 Certificates or the proceedings or authority under which the 2010 Certificates are to be sold, executed and delivered, or the validity or enforceability of the Trust Agreement, the Ground Lease or the Financing Lease.

Official Statement

The Preliminary Official Statement is in a form deemed final by the state for the purpose of the Rule, but is subject to revision, amendment and completion in a final Official Statement, which the state will deliver to the successful bidder not later than seven business days after the state's acceptance of such bidder's proposal, in sufficient quantities to permit the successful bidder to comply with the Rule, at the state's expense.

The successful bidder shall file, or cause to be filed, the final Official Statement with the MSRB within one business day following the receipt of the Official Statement from the state.

The successful bidder also agrees:

(1) to provide to the Treasurer, in writing, within 24 hours of the acceptance of the bid, pricing and other related information, including the initial reoffering prices of the 2010 Certificates, necessary for completion of the final Official Statement;

(2) to disseminate to all members of the underwriting syndicate, if any, copies of the final Official Statement, including any supplements or amendments prepared by the state; and

(3) to take any and all actions necessary to comply with applicable SEC and MSRB rules governing the offering, sale and delivery of the 2010 Certificates to ultimate purchasers, including without

limitation, the delivery of a final Official Statement to each investor who purchases the 2010 Certificates.

Additional Information

Additional information may be obtained from the undersigned at the Office of the State Treasurer, Legislative Building, Second Floor, Room 230, 416 Sid Snyder Avenue SW, Olympia, Washington 98501 (telephone: (360) 902-9007). The Preliminary Official Statement (with Official Bid Form attached) may be obtained from i-Deal Prospectus, a service of i-Deal LLC, at *www.i-dealprospectus.com*; telephone (212) 849-5024.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By: /s/ Ellen L. Evans
Deputy State Treasurer—Debt Management

OFFICIAL BID FORM

$9,395,000*

STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION,
REFUNDING SERIES 2010C
(DEPARTMENT OF ECOLOGY)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in 2010 Basic Lease Payments to be Made by the Department of Ecology Acting By and Through the Department of General Administration

State Treasurer
Office of the State Treasurer
Legislative Building, Second Floor, Room 230
416 Sid Snyder Avenue SW
Olympia, Washington 98501

Attention: Ellen L. Evans, Deputy State Treasurer–Debt Management

For $9,395,000* aggregate principal component evidenced and represented by the State of Washington Certificates of Participation, Refunding Series 2010C (Department of Ecology) (the "2010 Certificates"), dated as of their date of initial delivery (expected to be August 17, 2010), payable on April 1 in the years 2011 and 2012, in the principal amounts shown herein, and with interest evidenced and represented thereby payable semiannually on April 1 and October 1, beginning on April 1, 2011, from the Dated Date at the rate or rates specified herein,

we will pay $______________________
(must be no less than $9,207,100* and no more than $9,864,750*).

The schedule of payment dates of the principal component of 2010 Basic Lease Payments (the "Principal Payment Dates") and the interest rate or rates upon which this bid is based, with the interest computed from their date of initial delivery to the Principal Payment Dates of the 2010 Certificates, is as follows:

Principal Payment Date (April 1)	Principal Component*	Interest Rate
2011	$4,685,000	__________%
2012	4,710,000	__________

The following is submitted for informational purposes only and is not a part of the bid:

Total Coupon Interest	$_______________
Plus Discount (Less Premium)	$_______________
Net Interest	$_______________
Net Effective Rate	_______________%
True Interest Cost	_______________%

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

This bid is submitted in accordance with and subject to all provisions contained in the Official Notice of Sale for the 2010 Certificates, which provisions are incorporated herein and made a part hereof by this reference.

We have made provision for a good faith deposit in the amount of $95,000 through one of the following options as provided for in the Official Notice of Sale:

(1) By federal funds wire transfer to be delivered to the Treasurer no later than 90 minutes following the successful bidder's receipt of the verbal award; or

(2) By certified or bank cashier's check made payable to the order of the Treasurer and delivered to the Treasurer prior to the opening of the bids, which check is to be returned to us if this bid is not accepted

Certificate Insurer (if any): ____________________________

Certificate Insurance Premium (if any): ______________________

Respectfully submitted this 3rd day of August, 2010,

____
[name of firm]

By ____
Its ____

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OFFICIAL STATEMENT

$9,395,000*
STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION,
REFUNDING SERIES 2010C
(DEPARTMENT OF ECOLOGY)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in 2010 Basic Lease Payments to be Made by the Department of Ecology Acting By and Through the Department of General Administration

INTRODUCTION

The purpose of this Official Statement, including the cover page, the inside cover page and the appendices hereto, is to provide information relating to the State of Washington (the "state" or "Washington") and the $9,395,000* aggregate principal amount of State of Washington Certificates of Participation, Refunding Series 2010C (Department of Ecology) (the "2010 Certificates"), proposed to be issued by the state.

This Official Statement is not to be construed as a contract or agreement between the state and the purchasers of the 2010 Certificates.

General Description

The 2010 Certificates are being executed pursuant to a Trust Agreement dated as of May 1, 1991, as previously supplemented and amended (the "Original Trust Agreement"), between M.A. Mortenson Company (the "Contractor") and U.S. Bank, National Association, as successor trustee (the "Trustee"), as supplemented and amended by the Third Supplemental Trust Agreement dated as of the Closing Date (the "Third Supplemental Trust Agreement" and together with the Original Trust Agreement, the "Trust Agreement"), between the state and the Trustee.

The 2010 Certificates represent undivided proportionate interests in 2010 Basic Lease Payments to be made by the Department of Ecology (the "State Agency") by and through the Department of General Administration ("General Administration") under the Financing Lease dated as of May 1, 1991, as previously supplemented and amended (the "Original Financing Lease"), by and between the Trustee, as assignee of the Contractor, and the State Agency, as supplemented and amended by the Third Supplement and Amendment to Financing Lease dated as of the Closing Date (the "Third Supplement and Amendment to Financing Lease" and together with the Original Financing Lease, the "Financing Lease").

Proceeds of the State of Washington Certificates of Participation, Department of Ecology, 1991A (State Office Building Project) dated May 1, 1991 (the "1991 Certificates"), executed pursuant to the Original Trust Agreement, were used to pay the costs of acquiring a site and designing and constructing a 315,000 square foot floor space, general purpose office building and related improvements necessary to serve as the headquarters building of the State Agency (the "Improvements") and located in the City of Lacey, which is adjacent to the City of Olympia, the state capitol in Thurston County, Washington. The state acquired fee title to a 27.5-acre parcel of land (the "Land") and leased the Land to the Contractor pursuant to a Ground Lease, dated as of May 1, 1991 (the "Ground Lease"). The Contractor's rights under the Ground Lease were assigned to the Trustee.

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

A portion of the 1991 Certificates were prepaid in 2001 from the proceeds of the State of Washington Refunding Certificates of Participation, Department of Ecology, 2001 (State Office Building Project) (the "2001 Certificates"), which represent the 2001 Basic Lease Payments. The remaining outstanding 1991 Certificates were prepaid in 2003 from the proceeds of the State of Washington Refunding Certificates of Participation, Real Estate Series RE-2003B (Department of Ecology, State Office Building Project) (the "2003 Certificates"), which represent the 2003 Basic Lease Payments (together with the 2010 Basic Lease Payments, the "Basic Lease Payments"). Proceeds of the 2010 Certificates are to be used to prepay all remaining principal payments of the outstanding 2001 Certificates. On the date of issuance of the 2010 Certificates there will be $25,715,000 of outstanding principal evidenced and represented by the 2003 Certificates. The outstanding 2003 Certificates and the 2010 Certificates are sometimes referred to collectively herein as the "Certificates."

The principal financing documents are the Ground Lease, the Financing Lease and the Trust Agreement. Under the Ground Lease, the state leased the Land to the Trustee, as assignee of the Contractor for a term ending April 1, 2021. Under the Financing Lease, the Trustee, following assignment from the Contractor, leases the Land and Improvements (together constituting the "Leased Premises") to the state. In consideration for the use and occupancy of the Leased Premises, the Financing Lease requires that the state make lease payments in the amounts, at the times and in the manner as further described under "SECURITY FOR THE 2010 CERTIFICATES–Payment of 2010 Certificates; Basic Lease Payments." Such lease payments include the Basic Lease Payments and certain Additional Rent identified in the Financing Lease (collectively, the "Lease Payments").

Lease Payments are to be made by the state from appropriated funds and other funds available to the Trustee under the Trust Agreement. In addition, the State Agency has pledged in the Financing Lease to take such action as may be necessary to include all Lease Payments in its biennial budgets, and to seek the necessary biennial appropriations by the State Legislature (the "Legislature") for all such Lease Payments. Payments by the state of Lease Payments, however, are subject to appropriation by the Legislature and Executive Order reduction by the Governor. The obligation of the state under the Financing Lease does not constitute a debt of the state within the meaning of any constitutional or statutory provision, and the state has not pledged and is not obligated to levy or pledge any form of taxation for the payment of rent for the Leased Premises. See "SECURITY FOR THE 2010 CERTIFICATES."

Capitalized terms used herein, if not specifically defined, are used as defined in the Trust Agreement. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS."

Document Summaries

The summaries and descriptions herein of the 2010 Certificates, the Ground Lease, the Financing Lease, the Trust Agreement, and the Committee's authorizing resolutions and the references to and summaries of certain provisions of the Washington State Constitution (the "Constitution") and laws of the state and any other documents and agreements referred to herein do not purport to be complete and are qualified in their entirety by reference to the complete provisions thereof. Certain financial information regarding the state has been taken or derived from the audited financial statements and other financial reports of the state. General and economic information about the state is included in Appendix A—"GENERAL AND ECONOMIC INFORMATION," and audited basic financial statements for the state's fiscal year ended June 30, 2009, are included as Appendix D—"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

State Finance Committee

The Legislature, by statute, has delegated to the State Finance Committee (the "Committee") authority to supervise and control the issuance of all state bonds and other state obligations, including certificates of participation and other financing contracts, authorized by the Legislature. The Committee is composed of the Governor, Lieutenant Governor and Treasurer. The Treasurer is designated as Chairman of the Committee, and pursuant to Chapter 3, Laws of 1981 (Section 43.33.030 of the Revised Code of Washington ("RCW")), the Office of the State Treasurer provides administrative support to the Committee. A Deputy State Treasurer acts as recording officer for the Committee and is responsible for the administration of its official duties in accordance with prescribed policies of the Committee.

THE 2010 CERTIFICATES

Authorization

The state is authorized by Chapter 39.94 RCW, as amended (the "Act"), to enter into financing contracts, for the state and its agencies or on behalf of certain local agencies specified in the Act, to acquire real and personal property to be used by the state or its agencies or such local agencies, and to issue certificates of participation in those contracts. The term "local agency" is defined in the Act to include a library or regional library, an educational service district, the superintendent of public instruction, the school directors' association, a health district, or any county, city, town, school district, or other municipal corporation or quasi-municipal corporation described as such by statute. Financing contracts may include, but are not limited to, conditional sales contracts, financing leases, lease purchase contracts, and refinancing contracts that provide for payment by the state over a term of more than one year.

All financing contracts of the state must be approved by the Committee, and financing contracts for the acquisition of real property by the state must receive the prior approval of the Legislature. The Washington Supreme Court in *State Department of Ecology v. State Finance Committee*, 116 Wn.2d 246, 804 P.2d 1241 (1991), held that a financing contract for the state's Department of Ecology did not create debt within the meaning of Article VIII, Section 1, of the Constitution.

On June 9, 2009, the Committee approved a Finance Plan under which the aggregate principal amount of financing contracts (including certificates of participation therein) of the state to be outstanding in the 2009-2011 Biennium was set at $1,460,000,000, plus financing expenses and required reserves. The Finance Plan also approved any refinancing contract (including issuance of refunding certificates of participation therein, such as the 2010 Certificates), that meets the Committee's Debt Issuance Policy's savings threshold.

In addition, the Trust Agreement authorizes the refunding and prepayment of the Refunded 2001 Certificates discussed below.

Payment of Principal and Interest

The 2010 Certificates represent undivided proportionate interests in 2010 Basic Lease Payments to be made by the state pursuant to the Financing Lease. The 2010 Certificates are to be dated as of their date of initial delivery. The principal components of the 2010 Basic Lease Payments evidenced and represented by the 2010 Certificates will be payable on the dates and in the amounts as shown on page i. The 2010 Certificates are to be executed and delivered as fully registered certificates without coupons in denominations of $5,000 and any integral multiple thereof.

The interest components of 2010 Basic Lease Payments evidenced and represented by the 2010 Certificates will be payable semiannually on April 1 and October 1 of each year, beginning on April 1, 2011, at the rates shown on page i. Such interest is to be computed using a 360-day year comprised of 12 30-day months.

U.S. Bank National Association has been appointed the Trustee, paying agent, registrar and authentication agent of the 2010 Certificates. The Trustee may resign or be removed as provided in the Trust Agreement.

When issued, the 2010 Certificates are to be registered in the name of Cede & Co. (or such other name as may be requested by an authorized representative of DTC), as nominee of DTC. DTC will act as securities depository for the 2010 Certificates. Individual purchases of 2010 Certificates are to be made only in book-entry form through DTC. See "Book-Entry System" below and Appendix E–"DTC AND ITS BOOK-ENTRY SYSTEM."

If at any time the 2010 Certificates are not in book-entry form, payment of the interest evidenced and represented by each 2010 Certificate is to be made to the person whose name appears on the 2010 Certificate Register as the Owner thereof as of the close of business on the 15th day of the month immediately preceding each interest payment date, such interest to be paid by check or draft mailed by first class mail on such interest payment date to such Owner at the address as it appears on such 2010 Certificate Register. Payment of the principal evidenced and represented by each 2010 Certificate is to be made upon presentation and surrender thereof by the Owners at the Principal Office of the Trustee.

Prepayment

Optional Prepayment. The 2010 Certificates are not subject to prepayment prior to their scheduled payment dates.

Special Mandatory Prepayment. The 2010 Certificates are subject to special mandatory prepayment prior to their scheduled principal payment dates as a whole, but not in part, on any interest payment date, at a prepayment price equal to the principal amount thereof plus accrued but unpaid interest to the prepayment date, without premium, from amounts deposited with the Trustee for such prepayment following an event of damage, destruction or taking of the Leased Premises or a portion thereof or as a result of a title defect with respect to the Leased Premises or a portion thereof if, as a result of such damage, destruction, taking or defect, the state elects not to remove the title defect or repair or replace the Leased Premises or the affected portion thereof. See "SECURITY FOR THE 2010 CERTIFICATES—Additional Security—Insurance" and "—Eminent Domain Awards" and "—Replacement, Maintenance and Repair of Leased Premises" in Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—Financing Lease."

Notice of Prepayment. Whenever prepayment is authorized or required, the Trustee must mail to affected 2010 Certificate Owners a notice of prepayment, by first-class mail, postage prepaid, at least 30 days but not more than 60 days before the date fixed for any such prepayment. While the 2010 Certificates are held by a securities depository, all such notices will be sent to such securities depository, or its nominee, as the registered Owner of the 2010 Certificates. Neither the failure of an Owner to receive any such notice, nor the failure to give such notice to certain securities depositories or other persons as required by the Trust Agreement, nor any defect in any such notice, will affect the validity of the proceedings for the prepayment of any 2010 Certificate. From and after such prepayment date, interest with respect to the 2010 Certificates to be prepaid will cease to accrue.

Book-Entry System

When issued, the 2010 Certificates will be registered in the name of Cede & Co. (or such other name as may be requested by an authorized representative of DTC), as nominee of DTC. DTC will act as Securities Depository for the 2010 Certificates. Individual purchases are to be made only in book-entry form through DTC, and purchasers will not receive physical certificates representing their interest in the 2010 Certificates purchased. For information about DTC and its book-entry system, see Appendix E—"DTC AND ITS BOOK-ENTRY SYSTEM."

Termination of Book-Entry System

If DTC resigns as the securities depository and no substitute can be obtained, or if the state determines that it is in the best interest of the beneficial owners of the 2010 Certificates that they be able to obtain certificates, the ownership of the 2010 Certificates may be transferred to any person as described in the Trust Agreement and the 2010 Certificates no longer are to be held in fully immobilized form. New certificates then are to be issued in appropriate denominations and registered in the names of the beneficial owners. See Appendix E—"DTC AND ITS BOOK-ENTRY SYSTEM."

State and Trustee Responsibilities

Neither the state nor the Trustee will have any responsibility or any liability to beneficial owners for any error, omission, action, or failure to act on the part of DTC or any Direct Participant or Indirect Participant of DTC with respect to the following:

(1) proper recording of beneficial ownership interests of the 2010 Certificates or confirmation of their ownership interest;

(2) proper transfers of such beneficial ownership interests;

(3) the payment, when due, to the beneficial owners of principal of and premium, if any, or interest on the 2010 Certificates;

(4) any notices to beneficial owners;

(5) any consent given; or

(6) any other DTC or Participant error, omission, action or failure to act pertaining to the 2010 Certificates.

Defeasance

The Trust Agreement provides that if money and/or "Government Obligations" (as defined in Chapter 39.53 RCW, as now in existence or hereafter amended) maturing at such times and bearing interest to be earned thereon in amounts sufficient to prepay the principal and interest evidenced and represented by any or all of the 2010 Certificates in accordance with their terms and the terms of the Ground Lease, the Trust Agreement and the Financing Lease are set aside irrevocably in a special trust account to effect such prepayment and are pledged for such purpose, then no further payments are required to be made to pay or secure the payment of such principal and interest evidenced and represented by such 2010 Certificates, and such 2010 Certificates are to be deemed thereafter not to be outstanding.

Although as a matter of internal policy the state uses only direct obligations of the United States of America and obligations guaranteed by the United States of America in defeasance escrows, the Bond Resolution permits the use of any Government Obligation. The term "Government Obligations" has the meaning given in Chapter 39.53 RCW, as amended, currently: (1) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America and bank certificates of deposit secured by such obligations; (2) bonds, debentures, notes, participation certificates, or other obligations issued by the Banks for Cooperatives, the Federal Intermediate Credit Bank, the Federal Home Loan Bank system, the Export-Import Bank of the United States, Federal Land Banks, or the Federal National Mortgage Association; (3) public housing bonds and project notes fully secured by contracts with the United States; and (4) obligations of financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, to the extent insured or to the extent guaranteed as permitted under any other provision of state law.

SOURCES AND USES OF 2010 CERTIFICATE PROCEEDS

Purpose of the 2010 Certificates

The proceeds received from the sale of the 2010 Certificates, together with other amounts provided by the state, are to be used to prepay all of the outstanding 2001 Certificates (described below as the "Refunded 2001 Certificates") and to pay costs of issuance of the 2010 Certificates.

Plan of Refunding

Proceeds of the 2010 Certificates, together with other funds provided by the state, are to be applied to prepay the Refunded 2001 Certificates on September 17, 2010 (the "Prepayment Date"), at a price of 100 percent of the principal evidenced and represented thereby to be prepaid (the "Prepayment Price"), plus accrued interest, if any, evidenced and represented thereby to the Prepayment Date (the "Refunding Plan").

Refunded 2001 Certificates

Principal Payment Date	CUSIP Number	Prepaid Principal Amount	Prepayment Price	Prepayment Date
April 1, 2011	939718LU4	$5,410,000	100%	September 17, 2010
April 1, 2012	939718LV2	5,665,000	100	September 17, 2010

The proceeds of the 2010 Certificates required for the Refunding Plan, and other amounts transferred by the state therefor, will be deposited to the 2010 Certificates of Participation Prepayment Fund (the "Prepayment Fund") to be held by the Trustee to prepay the Refunded 2001 Certificates on the Prepayment Date and at the Prepayment Price set forth above. The Trustee shall invest amounts on deposit in the Prepayment Fund in Government Obligations that will mature and bear interest at rates sufficient to carry out the Refunding Plan.

The mathematical accuracy of the computations of the adequacy of the maturing principal amounts of and interest on the Government Obligations to be held by the Trustee to pay principal and interest evidenced and represented by the Refunded 2001 Certificates will be verified by SDM Advisors, Inc.

Sources and Uses of 2010 Certificate Proceeds

The following table shows the sources and uses of 2010 Certificate proceeds:

SOURCES AND USES

Sources

Principal Amount of 2010 Certificates
Net Original Issue Premium/Discount
Other Amounts Provided by the State

Total Sources

Uses

Deposit to Prepayment Fund
Costs of Issuance (1)
Underwriting Spread (2)

Total Uses

(1) Includes fees for services of the rating agency, financial advisor, certificate counsel and disclosure counsel, and other costs.
(2) Includes bond insurance premium, if any, which is paid by the Underwriter.

SECURITY FOR THE 2010 CERTIFICATES

Sources of Payment

The 2010 Certificates represent undivided proportionate interests in the 2010 Basic Lease Payments to be made by the state under the Financing Lease. The 2010 Basic Lease Payments, portions of which are designated as principal and portions of which are designated as interest, are to be made from legally available funds.

Payment of 2010 Certificates; Basic Lease Payments

Principal and interest represented by the 2010 Certificates will be paid from funds appropriated by the Legislature for the State Agency and paid by the state to the Trustee as 2010 Basic Lease Payments under the Financing Lease and, if necessary, from the Reserve Fund. The obligation of the state to make Lease Payments is subject to appropriation by the Legislature and Executive Order reduction by the Governor. A determination by the Legislature not to appropriate or an Executive Order reduction would not constitute an Event of Default under the Financing Contract. See "Defaults, Nonappropriation, Termination, and Remedies—Event of Nonappropriation" below.

Under the terms of the Third Supplement and Amendment to Financing Lease, the scheduled Basic Lease Payments due under the Original Financing Lease have been amended (subject to defeasance of the Refunded 2001 Certificates) to (1) provide that the portion of the Basic Lease Payments represented by the 2001 Certificates will be eliminated with the refunding of the remaining outstanding maturities of the 2001 Certificates, and (2) establish principal and interest components constituting the 2010 Basic Lease Payments that are represented by the 2010 Certificates. The 2003 Certificates also are outstanding under the Financing Lease.

The State Agency has pledged in the Financing Lease to include in its biennial budgets required by law to be submitted to the state's Office of Financial Management ("OFM") (or any successor agency) all Lease Payments required by the Financing Lease, and to submit those budgets timely to OFM in accordance with applicable law. The State Agency further has pledged to use its best efforts to obtain appropriations by the Legislature in amounts sufficient to pay all Lease Payments. The State Agency further has pledged to include all Lease Payments required by the Financing Lease in its statements of proposed expenditures for each fiscal period required by law to be submitted to OFM and to use its best efforts to obtain allotments by OFM of appropriated funds sufficient to pay all Lease Payments required by the Financing Lease and to use such allotments and any other funds legally available to pay the Lease Payments.

Under the Financing Lease, Basic Lease Payments will not be abated during any period in which, by reason of material damage or destruction, there is a substantial interference with the state's right to use or occupy the Leased Premises or a portion thereof. The Financing Lease will terminate in the event of a complete condemnation of or loss of title to the Leased Premises, and may be terminated in the event of a partial condemnation of or loss of title to the Leased Premises. In either case, the condemnation award or awards or the title insurance payments, after payment of legal and other costs, will be applied to the prepayment of Basic Lease Payments and special mandatory prepayment of the 2010 Certificates. See "Eminent Domain Awards" and "Replacement, Maintenance and Repair of Leased Premises" in Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—"FINANCING LEASE."

Additional Security

Reserve Fund. Under the Trust Agreement, the Trustee is required to maintain the Lease Payment Reserve Fund (the "Reserve Fund"). The Trust Agreement requires that there shall be on deposit in the Reserve Fund an amount at least equal to the Reserve Fund Amount for the 2003 Certificates and the 2010 Certificates, which amount is equal to $6,878,323.31. The Reserve Fund Amount may be satisfied by the state obtaining a Qualified Letter of Credit, Qualified Insurance or other credit enhancement and/or by the Trustee obtaining and maintaining certain permitted reserve instruments in an aggregate amount at least equal to the Reserve Fund Amount. The amounts on deposit in the Reserve Fund may be applied (1) to pay the principal of, premium, if any, and interest on all Outstanding Certificates if there are insufficient amounts in the Lease Payment Fund to pay such principal, premium, if any, and interest, and (2) to pay the costs of Improvements or to pay, redeem or retire, and to pay the interest due to such date of payment or redemption and premium, if any, on any Outstanding Certificates, so long as the money left remaining in the Reserve Fund are at least equal to the Reserve Fund Amount. As of July 1, 2010, there is $8,678,086 on deposit in the Reserve Fund, $1,700,000 of which the state will apply to the prepayment of the Refunded 2001 Certificates. The Trust Agreement requires that deposits be made to the Reserve Fund to restore any deficiency arising therein from investment earnings on amounts in the Reserve Fund and from Additional Rent paid under the Financing Lease.

Operating Reserve. The Trust Agreement requires that an operating reserve (the "Operating Reserve") be established with the Trustee to pay expenses of maintenance and operation of the Improvements or to provide for additional improvements thereof. Following an Event of Default or an Event of Nonappropriation, money in the Operating Reserve may be used by the Trustee for payment of operating expenses of the Improvements, including, but not limited to, insurance premiums, property management expenses, taxes, assessments, and the Trustee's expenses. The Operating Reserve is required to be funded by the State Agency from funds of the State Agency legally available therefor in an amount equal to one-half of the average annual Additional Rent for the preceding three years. The Operating Reserve may be depleted from time to time and will not be available to pay the 2010 Certificates, and payments to the Operating Reserve will not constitute Additional Rent. As of July 1, 2010, there is $1,197,561 on deposit in the Operating Reserve.

Insurance. The Financing Lease requires the state to maintain fire and extended coverage insurance on the Leased Premises in such amounts and covering such risks as the State Office of Risk Management may determine from time to time or to provide self-insurance under an actuarially funded program of self-insurance in an amount not less than the full replacement value of the Leased Premises. If the Leased Premises, or a portion thereof, is damaged or destroyed, the state must elect either to reconstruct, repair or replace the portion of the Leased Premises in respect of which such proceeds were received, or to use available insurance proceeds, together with other legally available funds, for the prepayment of certificates. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—FINANCING LEASE—Replacement, Maintenance and Repair of Leased Premises."

Neither the state nor the Trustee will obtain Title Insurance in connection with the execution and delivery of the 2010 Certificates or the Third Supplement and Amendment to Financing Lease.

Defaults, Nonappropriation, Termination, and Remedies

Events of Default. If the state defaults in the payment of Basic Lease Payments, Additional Rent or any other sums the state is obligated to pay under the Financing Lease or defaults in the performance or observance of any other terms, covenants, conditions, or agreements under the Financing Lease or if certain other Events of Default occur under the Financing Lease, and any applicable cure periods have expired (see Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—FINANCING LEASE—Events of Default"), the Financing Lease and the Trust Agreement provide that the Trustee may, in addition to any other rights or remedies it may have, exercise any and all rights and remedies available under the Financing Lease, including the right to continue the Financing Lease in effect and recover Basic Lease Payments, Additional Rent and other sums as they become due and use its best efforts to re-lease the Leased Premises to other lessees or to immediately declare the state's rights under the Financing Lease to be terminated and repossess the Leased Premises. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—FINANCING LEASE—Remedies."

Event of Nonappropriation. The obligation of the state to pay Lease Payments is subject to appropriation by the Legislature from time to time and does not constitute a debt of the state within the meaning of any constitutional or statutory debt limit or restriction, and does not constitute an obligation for which the state is obligated to levy or pledge any form of taxation, or for which the state has levied or pledged any form of taxation. If at any time during the fiscal period the Governor projects a cash deficit, the Governor by Executive Order is authorized to make across-the-board reductions by fund source in allotments so as to prevent a cash deficit, unless the Legislature has directed the liquidation of the cash deficit over one or more fiscal periods. The Governor may place any portion of an across-the-board reduction in reserve status and remove these amounts from reserve status if the across-the-board reduction is modified.

The State Agency may make Lease Payments either from appropriations from the state's General Fund or from any other legally available funds. In the event that the Legislature does not appropriate sufficient funds to the State Agency to continue making Lease Payments, or the Governor makes across-the-board reductions by Executive Order, the state may, as of the beginning of the period for which funds have not been appropriated, terminate its obligation to make Lease Payments and vacate the Improvements and return possession of the Improvements to the Trustee. See Appendix A—"GENERAL AND ECONOMIC INFORMATION—BUDGET AND ACCOUNTING." If, as of five days following the enactment of each biennial budget for the state, sufficient funds have not been appropriated by the Legislature for the State Agency to make the Lease Payments in the next occurring biennium, or, as of five days following emergency reduction by an Executive Order of the Governor, the State Agency determines that there are insufficient remaining legally available funds to make the Lease Payments, the state will deliver written notice to the Trustee describing the failure to appropriate necessary funds or insufficiency of funds to make the Lease Payments from legally available funds in the case of an Executive Order across-the-board reduction and stating the effective date of the termination of the state's obligations under the Financing Lease. As of the effective date of any such termination, which will not be earlier than the end of the last biennium for which sufficient funds have been appropriated by the Legislature or the end of the period prior to the Executive Order across-the-board reduction, the Financing Lease requires the state to vacate the Improvements and deliver those Improvements to the Trustee free and clear of all liens and encumbrances created by the state. The Trustee must retain all Basic Lease Payments theretofore paid by the state under the Financing Lease. THE FAILURE TO MAKE LEASE PAYMENTS UNDER SUCH CIRCUMSTANCES WOULD NOT CONSTITUTE AN EVENT OF DEFAULT UNDER THE FINANCING LEASE, THE TRUST AGREEMENT OR THE CERTIFICATES. If before the termination date the Legislature provides a supplemental appropriation sufficient to make the Lease Payments, subject to the Trustee's not having re-let the Leased Premises, the state may revoke its notice and continue in possession under the Financing Lease.

Effect of the Occurrence of an Event of Default or Event of Nonappropriation. If an Event of Default occurs under the Financing Lease, the Trustee may, in addition to any other rights and remedies it may have, exercise all of the rights and remedies under the Financing Lease, including the right to continue the Financing Lease in effect and recover Basic Lease Payments, Additional Rent and other sums payable under the Financing Lease as they become due and re-let the Leased Premises to other lessees or immediately terminate the state's rights to possession under the Financing Lease. The Trustee would be permitted to re-let the Leased Premises to other lessees for business office use or other uses permitted by the St. Martin's Park Covenants, Conditions and Restrictions and City of Lacey zoning regulations applicable to the Leased Premises. See "LEASED PREMISES—Protective Covenants." If an Event of Default or an Event of Nonappropriation has occurred under the Financing Lease or the Financing Lease has been terminated, any re-letting of the Leased Premises by the Trustee to another lessee or lessees is subject to the prior written consent of the state as lessor under the Ground Lease, but that consent will not be withheld or delayed if the re-letting by the Trustee satisfies certain conditions set forth in the Ground Lease and the Financing Lease. These conditions require the Trustee, in re-letting the Leased Premises, among other things, to obtain the assistance of an experienced, disinterested property management or similar firm; to re-let to suitable, financially responsible tenants; to charge prevailing market rents for comparable office space in the Thurston County area; and to re-let only for terms that expire prior to or concurrent with the expiration of the term of the Ground Lease. See "GROUND LEASE" and "FINANCING LEASE" in Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS." If an Event of Default occurs under the Financing Lease, then the Trustee also may take such other actions and pursue such other remedies as are permitted by law to recover from the state the difference between Lease Payments and rental amounts, if any, received from other lessees. If an Event of Nonappropriation occurs under the Financing Lease, however, the state would have no obligation or liability for any Lease Payments after the termination date arising from the Event of Nonappropriation.

Limitation on Exercise of Remedies

The remedies provided in the Financing Lease and/or the Trust Agreement may be unenforceable under certain circumstances due to the application of principles of equity to state or federal laws relating to bankruptcy, moratorium, reorganization and creditors' rights generally and to limitations on remedies against the State Agency under state laws. Moreover, due to the essential governmental nature of the Leased Premises or portions thereof, it is not certain whether a court would permit the exercise of the remedies of repossession and re-letting with respect thereto. In addition, the enforcement of remedies provided in the Financing Lease and the Trust Agreement could prove both expensive and time consuming. In any event, although the Trustee has the right, upon the occurrence of an Event of Default, to re-enter and re-let the Leased Premises during the term of the Ground Lease, it is unknown whether any such re-entry, re-letting or other disposition would result in the collection of amounts sufficient to make the Basic Lease Payments. Moreover, the Trustee would not be obligated to re-let the Leased Premises in a manner to jeopardize the tax-exempt nature of interest represented by the 2010 Certificates.

LEASED PREMISES

General

The Leased Premises consist of an approximately 27.5-acre parcel of land together with an appurtenant easement for access (the "Land") and the Ecology Headquarters Building and related improvements designed and constructed thereon (the "Improvements"). The Leased Premises are located in St. Martin's Park, an office park established by St. Martin's Abbey, a Washington nonprofit corporation, in the City of Lacey in Thurston County. The City of Lacey is adjacent to Olympia, the state capitol. Simultaneous with the issuance of the 1991 Certificates, the state acquired fee simple title to the Land from St. Martin's Abbey and leased the Land to the Trustee, as assignee of the Contractor, for a term ending April 1, 2021, pursuant to the Ground Lease. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—GROUND LEASE." Under the Financing Lease, the Trustee, as assignee of the Contractor, is leasing the Leased Premises to the state for a term ending April 1, 2016, subject to extension and earlier redemption as provided herein. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS—FINANCING LEASE."

Adjustments in Leased Premises descriptions are permitted for the purposes and under the conditions set forth in the Ground Lease and Financing Lease. See Appendix B—"DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS — Financing Lease—Exclusion of Surplus Land."

Protective Covenants

The Leased Premises are situated in St. Martin's Park, a planned use development established by St. Martin's Abbey, which is within the central business district zone of the City of Lacey. Owners of property within St. Martin's Park are bound by applicable city zoning regulations and by a variety of restrictive covenants recorded with respect to the land within St. Martin's Park. Such covenants include standards for building appearance; prohibitions against certain uses, such as merchandising, recreational facilities and entertainment facilities; prohibitions against nuisance; and maintenance standards. St. Martin's Abbey approved the construction of the Improvements and the use of the Leased Premises by the State Agency.

In general, a property owner who wishes to use property within St. Martin's Park would be required to obtain the specific written consent of St. Martin's Abbey (or of the Owners Association formed by St. Martin's Abbey) for such use. However, St. Martin's consented in advance to the use of the Leased Premises by any successor lessee for the purpose of construction and operation of an office building if the state loses use of the Leased Premises through an Event of Default or an Event of Nonappropriation.

DEPARTMENT OF ECOLOGY

General

Established by the Legislature in 1970, the Department of Ecology (referred to in this section as "DOE") is the state agency responsible for developing and managing coordinated programs to control pollution of the state's air, land and water, managing the state's water resources and managing solid and hazardous waste. The mission of DOE is to protect, preserve and enhance Washington's environment and promote the wise management of Washington's air, land and water for the benefit of current and future generations. To fulfill its mission, DOE has three goals: preventing pollution; cleaning up pollution; and supporting sustainable communities and natural resources. The Director of DOE is Ted Sturdevant, who was appointed to the position in 2009.

Appropriations

The appropriations for DOE in recent biennia are as follows:

DOE Appropriations
(in dollars)

Biennium	State Appropriations
2009-2011	1,033,995,022
2007-2009	1,037,821,853
2005-2007	869,529,740
2003-2005	690,341,330

Employment

The full-time-equivalent ("FTE") employees for DOE in recent biennia are as follows:

DOE Employment

Biennium	FTE Employees
2009-2011	1,526
2007-2009	1,578
2005-2007	1,496
2003-2005	1,422

ECONOMIC AND REVENUE FORECASTS

Revenue, budgetary and economic information concerning the state government and Washington as a whole is contained in Appendix A–"GENERAL AND ECONOMIC INFORMATION." Pursuant to state law, the Office of Economic and Revenue Forecast Council (the "Forecast Council") provides state economic and revenue results and forecasts on a quarterly basis, generally in each March (February in even-numbered years), June, September and November. As described in Appendix A, state law requires that state budgets and any necessary budgetary actions of the Governor during a fiscal period be based upon the Forecast Council's official economic and revenue forecasts. The Forecast Council's most recent forecast was released in June 2010 and is summarized in Appendix A. The Forecast Council's next economic and revenue forecast is scheduled to be released on or about September 16, 2010. The Forecast Council also provides monthly updates of certain other information, including estimates of collections. In addition, the state prepares transportation forecasts, including forecasts of motor vehicle fuel excise tax collections, and forecasts about the state's entitlement caseloads.

LITIGATION

There is no litigation now pending against the state in any way restraining or enjoining the sale, issuance or delivery of the 2010 Certificates, or in any manner challenging the validity of the 2010 Certificates, the security for the 2010 Certificates or the proceedings or authority pursuant to which they are to be sold and issued or the collection or application of any money pledged for the payment of the 2010 Certificates.

The state and its agencies are parties to routine legal proceedings that normally occur as a consequence of regular governmental operations. At any given point, there may be numerous lawsuits involving state agencies that could, depending on the outcome of the litigation or the terms of a settlement agreement, impact the state's or such agencies' budgets and expenditures to one degree or another. Some of these lawsuits are discussed in Appendix A. The state operates a self-insurance liability program for third-party claims against the state for injuries and property damage and purchases a limited amount of commercial insurance for these claims. The state maintains a risk management fund and is permitted to reserve up to 50 percent of total outstanding and actuarially determined liabilities. See Notes 7(C), 10 and 13B in Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS" and "RISK MANAGEMENT" and "LITIGATION" in Appendix A–"GENERAL AND ECONOMIC INFORMATION."

INITIATIVE AND REFERENDUM

Under the Constitution, the voters of the state have the ability to initiate legislation by initiative and to modify, approve and reject existing statutes by referendum. Initiatives are new legislation proposed to the Legislature or for voter approval by petition of the voters. Referenda can be required on recently-enacted legislation through a petition of the voters, or a referendum on new legislation may be required by the Legislature itself. The Constitution may not be amended by initiative or referendum.

Any initiative or referendum approved by a majority of the voters may not be amended or repealed by the Legislature within a period of two years following enactment, except by a vote of two-thirds of all the members elected to each house of the Legislature. After two years, the law is subject to amendment or repeal by the Legislature by a simple majority vote. See "STATE GENERAL FUND–Revenue and Expenditure Limitations" in Appendix A.

Initiatives. The Constitution requires an initiative petition to contain a number of signatures at least equal to eight percent of all votes cast for Governor in the most recent gubernatorial election in the state. For 2010, the required number of signatures is 241,153. There are two types of initiatives: (1) initiatives to the people and (2) initiatives to the Legislature. If certified to have sufficient signatures, initiatives to the people are submitted for a vote of the people at the next state general election. Petitions for initiatives to the people for the November 2010 election were due on July 2, 2010. If certified to have sufficient signatures, initiatives to the Legislature are submitted to the Legislature at its next regular session. The Legislature is required to either adopt the initiative, reject the initiative, or approve an alternative to the initiative. The latter two options require that the initiative or the initiative and the Legislature's alternative be placed on the ballot. Petitions for initiatives to the Legislature are not due until December 31, 2010.

For the November 2010 election, 75 petitions were initially filed. Of those 75, only six initiatives to the people have filed signature petitions and are, therefore, eligible for certification. The state cannot predict whether any initiative that qualifies for the November 2010 ballot will be approved by the voters. A brief description of the six, in numerical order, follows.

(1) I-1053 concerns tax and fee increases imposed by state government. This measure would restate the existing statutory requirements that any action or combination of actions by the Legislature that raises taxes must be approved by a two-thirds vote in both houses of the Legislature or approved in a referendum to the people, and it would restate the existing statutory definition of "raises taxes." It would also restate that new or increased fees must be approved by a majority vote in both houses of the Legislature.

(2) I-1082 concerns industrial insurance. This measure would permit certification of private insurers as industrial insurance insurers, and authorize employers to purchase state-mandated industrial insurance coverage through an "industrial insurance insurer" beginning on July 1, 2012. It would establish a joint legislative task force to propose legislation conforming current statutes to this measure's provisions, and would direct the Legislature to enact such supplemental conforming legislation as necessary by March 1, 2012. It would also eliminate the worker-paid share of medical-benefit premiums.

(3) I-1098 concerns establishing a state income tax and reducing other taxes. This measure would establish a tax on "adjusted gross income" (as determined under the federal internal revenue code) above $200,000 for individuals and $400,000 for married couples or domestic partners filing jointly; reduce the statewide property taxes by 20 percent; and increase the business and occupation tax credit to $4,800. The net revenue from the income tax in excess of the amount necessary to fund the reduction in the property tax rate would be dedicated to education and health services.

(4) I-1100 concerns liquor (beer, wine, and spirits). This measure would direct the Liquor Control Board to close all state liquor stores; terminate contracts with private stores selling liquor; and authorize the state to issue licenses that allow spirits (hard liquor) to be sold, distributed, and imported by private parties. It would repeal uniform pricing and certain other requirements governing business operations for distributors and producers of beer and wine. Stores that held contracts to sell spirits could convert to liquor retailer licenses.

(5) I-1105 concerns liquor (beer, wine, and spirits). This measure would direct the Liquor Control Board to close all state liquor stores and to license qualified private parties as spirits (hard liquor) retailers or distributors. It would require licensees to pay the state a percentage of their first five years of gross spirits sales; repeal certain taxes on retail spirits sales; direct the Liquor Control Board to recommend to the Legislature a tax to be paid by spirits distributors; and revise other laws concerning spirits.

(6) I-1107 concerns reversing certain 2010 amendments to state tax laws. This measure would reverse certain 2010 amendments to state tax laws, thereby ending the sales tax on candy and the temporary sales tax on some bottled water; and ending temporary excise taxes on the activity of selling certain carbonated beverages, not including alcoholic beverages or carbonated bottled water. It would also reinstate a reduced business and occupation tax rate for processors of certain foods.

These six initiatives are currently undergoing or have undergone the certification process. By statute, the Secretary of State is charged with verifying signatures and certifying whether sufficient signatures have been gathered to meet the constitutional requirement. Interpretation of initiatives is left to judicial court review. The state is evaluating the fiscal impact of the initiatives if passed.

Referenda. The Constitution requires a petition for referendum to contain a number of signatures at least equal to four percent of all votes cast for Governor in the most recent gubernatorial election in the state. For 2010, the required number of signatures is 120,577. There are two types of referenda: (1) referendum measures and (2) referendum bills. Referendum measures are laws recently passed by the Legislature that are placed on the ballot because of petitions signed by voters. Petitions for referendum measures were due on June 9, 2010. Referendum bills are proposed laws referred to the voters by the Legislature.

For the November 2010 election, one referendum bill has been submitted to the voters. A brief description of that bill follows:

> Referendum Bill No. 52
>
> Statement of Subject: The Legislature has passed Engrossed House Bill No. 2561, concerning authorizing and funding bonds for energy efficiency projects in school.
>
> Concise Description: This bill would authorize bonds to finance construction and repair projects increasing energy efficiency in public schools and higher education buildings, and continue the sales tax on bottled water otherwise expiring in 2013.

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale by the state of the 2010 Certificates are subject to the delivery of the approving legal opinion of Foster Pepper PLLC, Certificate Counsel to the state ("Certificate Counsel"). The proposed form of the legal opinion of Certificate Counsel is attached hereto as Appendix C. The opinions of Certificate Counsel are given based on factual representations made to Certificate Counsel, and under existing law, as of the date of initial delivery of the 2010 Certificates, and Certificate Counsel assumes no obligation to revise or supplement its opinions to reflect any facts or circumstances that may thereafter come to its attention, or any changes in law that may thereafter occur. The opinions of Certificate Counsel are an expression of its professional judgment on the matters expressly addressed in its opinions and do not constitute a guarantee of result. Certificate Council will be compensated only upon the issuance and sale of the Certificates.

TAX MATTERS

Exclusion from Gross Income. In the opinion of Certificate Counsel, under existing federal law and assuming compliance with applicable requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issue date of the 2010 Certificates, interest evidenced and represented by the 2010 Certificates will be excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals.

Continuing Requirements. The state is required to comply with certain requirements of the Code after the date of execution and delivery of the 2010 Certificates in order to maintain the exclusion of the interest evidenced and represented by the 2010 Certificates from gross income for federal income tax purposes, including, without limitation, requirements concerning the qualified use of 2010 Certificate proceeds and the facilities financed or refinanced with Certificate proceeds, limitations on investing gross proceeds of the 2010 Certificates in higher yielding investments in certain circumstances, and the requirement to comply with the arbitrage rebate requirement to the extent applicable to the 2010 Certificates. The state will covenant to comply with those requirements, but if the state fails to comply with those requirements, interest evidenced and represented by the 2010 Certificates could become taxable retroactive to the date of execution and delivery of the 2010 Certificates. Certificate Counsel has not undertaken and does not undertake to monitor the state's compliance with such requirements.

Corporate Alternative Minimum Tax. While interest evidenced and represented by the 2010 Certificates also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, under Section 55 of the Code, tax-exempt interest, including interest evidenced and represented by the 2010 Certificates, received by corporations is taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations (as defined for federal income tax purposes). Under the Code, alternative minimum taxable income of a corporation will be increased by 75 percent of the excess of the corporation's adjusted current earnings (including any tax-exempt interest) over the corporation's alternative minimum taxable income determined without regard to such increase. A corporation's alternative minimum taxable income, so computed, that is in excess of an exemption of $40,000, which exemption will be reduced (but not below zero) by 25 percent of the amount by which the corporation's alternative minimum taxable income exceeds $150,000, is then subject to a 20 percent minimum tax.

A small business corporation is exempt from the corporate alternative minimum tax for any taxable year beginning after December 31, 1997, if its average annual gross receipts during the three-taxable-year period beginning after December 31, 1993, did not exceed $5,000,000, and its average annual gross receipts during each successive three-taxable-year period thereafter ending before the relevant taxable year did not exceed $7,500,000.

Tax on Certain Passive Investment Income of S Corporations. Under Section 1375 of the Code, certain excess net passive investment income, including interest on the 2010 Certificates, received by an S corporation (a corporation treated as a partnership for most federal tax purposes) that has Subchapter C earnings and profits at the close of the taxable year may be subject to federal income taxation at the highest rate applicable to corporations if more than 25 percent of the gross receipts of such S corporation is passive investment income.

Foreign Branch Profits Tax. Interest on the 2010 Certificates may be subject to the foreign branch profits tax imposed by Section 884 of the Code when the 2010 Certificates are owned by, and effectively connected with a trade or business of, a United States branch of a foreign corporation.

Possible Consequences of Tax Compliance Audit. The Internal Revenue Service (the "IRS") has established a general audit program to determine whether issuers of tax-exempt obligations, such as the 2010 Certificates, are in compliance with requirements of the Code that must be satisfied in order for interest on those obligations to be, and continue to be, excluded from gross income for federal income tax purposes. Certificate Counsel cannot predict whether the IRS would commence an audit of the 2010 Certificates. Depending on all the facts and circumstances and the type of audit involved, it is possible that commencement of an audit of the 2010 Certificates could adversely affect the market value and liquidity of the 2010 Certificates until the audit is concluded, regardless of its ultimate outcome.

2010 Certificates <u>Not</u> "Qualified Tax-Exempt Obligations" for Financial Institutions. Section 265 of the Code provides that 100 percent of any interest expense incurred by banks and other financial institutions for interest allocable to tax-exempt obligations acquired after August 7, 1986, will be disallowed as a tax deduction. However, if the tax-exempt obligations are obligations other than private activity bonds, are issued by a governmental unit that, together with all entities subordinate to it, does not reasonably anticipate issuing more than $30,000,000 of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) in the current calendar year, and are designated by the governmental unit as "qualified tax-exempt obligations," only 20 percent of any interest expense deduction allocable to those obligations will be disallowed.

The state is a governmental unit that, together with its subordinate entities, reasonably anticipates issuing more than $30,000,000 of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) during the current calendar year and has <u>not</u> designated the 2010 Certificates as "qualified tax-exempt obligations" for purposes of the 80 percent financial institution interest expense deduction. Therefore, no interest expense of a financial institution allocable to the 2010 Certificates is deductible for federal income tax purposes.

Reduction of Loss Reserve Deductions for Property and Casualty Insurance Companies. Under Section 832 of the Code, interest evidenced and represented by the 2010 Certificates received by property and casualty insurance companies will reduce tax deductions for loss reserves otherwise available to such companies by an amount equal to 15 percent of tax-exempt interest received during the taxable year.

Effect on Certain Social Security and Retirement Benefits. Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take receipts or accruals of interest evidenced and represented by the 2010 Certificates into account in determining gross income.

Other Possible Federal Tax Consequences. Receipt of interest evidenced and represented by the 2010 Certificates may have other federal tax consequences as to which prospective purchasers of the 2010 Certificates may wish to consult their own tax advisors.

CONTINUING DISCLOSURE UNDERTAKING

In accordance with paragraph (b)(5) of Securities and Exchange Commission (the "SEC") Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"), the Treasurer has agreed in the Financing Lease to enter into a written undertaking in the form of a Disclosure Agreement for the benefit of the beneficial owners of the 2010 Certificates (the "Undertaking").

Annual Disclosure Report. The state covenants and agrees in the Undertaking that not later than seven months after the end of each fiscal year (the "Submission Date"), beginning January 31, 2011, for the fiscal year ended June 30, 2010, the state will provide or cause to be provided either directly or through a designated agent, to the MSRB an annual report (the "Annual Disclosure Report") that will consist of the following:

(1) audited financial statements of the state prepared (except as noted in the financial statements) in accordance with generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board, as such principles may be changed from time to time, except that if the audited financial statements are not available by the Submission Date, the Annual Disclosure Report will contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the state, and the state's audited financial statements will be filed in the same manner as the Annual Disclosure Report when and if they become available;

(2) historical financial and operating data for the state of the type set forth in Appendix A; and

(3) a narrative explanation of any reasons for any amendments to the Undertaking made during the previous fiscal year and the effect of such amendments on the Annual Disclosure Report being provided.

Any or all of the items listed above may be included by specific reference to other documents available to the public on the Internet website of the MSRB or filed with the SEC. The state will identify clearly each document so included by reference. The MSRB has indicated that it intends to make disclosure information submitted to it publicly available on the Internet on its Electronic Municipal Market Access system website.

The Annual Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided herein; provided that any audited financial statements may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such statements are not available by the Submission Date.

If the state's fiscal year changes, the state may adjust the Submission Date by giving notice of such change in the same manner as notice is given of the occurrence of a Material Event.

The state agrees to provide or cause to be provided to the MSRB, in a timely manner, notice of its failure to provide the Annual Disclosure Report on or prior to the Submission Date.

Material Events. The state agrees to provide or cause to be provided to the MSRB, in a timely manner, notice of the occurrence of any of the following events with respect to the 2010 Certificates, if material (the "Material Events"):

(1) principal and interest payment delinquencies;

(2) nonpayment-related defaults;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions or events affecting the tax-exempt status of the 2010 Certificates;

(7) modifications to rights of holders of the 2010 Certificates;

(8) optional, contingent or unscheduled Certificate calls (other than scheduled mandatory prepayments for which notice is given pursuant to Exchange Act Release 34-23856);

(9) defeasances;

(10) release, substitution or sale of property securing the repayment of the 2010 Certificates; and

(11) rating changes.

Termination or Modification of Undertaking. The state's obligations under the Undertaking will terminate upon the legal defeasance, prior prepayment or payment in full of all of the 2010 Certificates. The Undertaking, or any provision thereof, is to be null and void if the state:

(1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require the Undertaking, or any such provision, have been repealed retroactively or otherwise do not apply to the 2010 Certificates; and

(2) notifies the MSRB, in a timely manner, of such opinion and the cancellation of the Undertaking.

The state may amend the Undertaking without the consent of any holder of any 2010 Certificate or any other person or entity under the circumstances and in the manner permitted by the Rule. The Treasurer will give notice to the MSRB of the substance of any such amendment, including a brief statement of the reasons therefor.

If the amendment changes the type of Annual Disclosure Report to be provided, the Annual Disclosure Report containing the amended financial information will include a narrative explanation of the effect of that change on the type of information to be provided (or in the case of a change of accounting principles, the presentation of such information). In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements:

(1) notice of such change is to be given in the same manner as for a Material Event, and

(2) the Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Remedies; Beneficiaries. The right to enforce the provisions of the Undertaking is limited to a right to obtain specific enforcement of the state's obligations thereunder, and any failure by the state to comply with the provisions of the Undertaking will not be a default with respect to the 2010 Certificates.

Additional Information. Nothing in the Undertaking is deemed to prevent the state from disseminating any other information, using the means of dissemination set forth in the Undertaking or any other means of communication, or including any other information in any Annual Disclosure Report or notice of occurrence of a Material Event, in addition to that which is required by the Undertaking. If the state chooses to include any information in any Annual Disclosure Report or notice of the occurrence of a Material Event in addition to that specifically required by the Undertaking, the state will have no obligation to update such information or to include it in any future Annual Disclosure Report or notice of occurrence of a Material Event.

Prior Compliance. The state has complied in all material respects with all prior written undertakings under the Rule.

RATING

Moody's Investors Service, Inc. ("Moody's") has assigned a rating of "Aa2" to the 2010 Certificates. The state has furnished certain information and materials to Moody's regarding the 2010 Certificates and the state. Such rating reflects only the view of such rating agency and is not be a recommendation to buy, sell or hold the 2010 Certificates. Generally, rating agencies base their ratings on the information and materials furnished to them and on their own investigations, studies and assumptions. An explanation of the significance of such rating may be obtained from Moody's Investors Service Inc., located at 7 World Trade Center, 250 Greenwich Street, New York, New York 10007.

There is no assurance that such rating will be maintained for any given period of time or that it may not be raised, lowered, suspended, or withdrawn entirely by the rating agency if, in its judgment, circumstances warrant. Any such downward change in or suspension or withdrawal of such rating may have an adverse effect on the market price of the 2010 Certificates. The state undertakes no responsibility to oppose any such change or withdrawal.

UNDERWRITING

The 2010 Certificates are being purchased by _____________ (the "Underwriter") at a price of $____________, representing the aggregate principal amount of the 2010 Certificates, [plus original issuance premium, less original issue discount and] less Underwriter's discount of $________. The Underwriter has represented that the 2010 Certificates are to be reoffered at the prices or yields set forth on page i of this Official Statement. The Underwriter may offer and sell the 2010 Certificates to certain dealers (including dealers depositing 2010 Certificates into investment trusts) and others at prices lower than the initial offering prices set forth on page i hereof, and such initial offering prices may be changed from time to time by the Underwriter. After the initial public offering, the public offering prices may be varied from time to time.

FINANCIAL ADVISOR

SDM Advisors, Inc., has served as financial advisor to the state in connection with the issuance and sale of the 2010 Certificates. The financial advisor has not audited, authenticated or otherwise verified the information set forth in this Official Statement or other information provided relative to the 2010 Certificates. SDM Advisors, Inc., makes no guaranty, warranty or other representation on any matter related to the information contained in this Official Statement. The financial advisor is an independent financial advisory firm and is not engaged in the business of underwriting, marketing, trading, or distributing municipal securities. The payment of compensation to the financial advisor is contingent upon the successful delivery of the 2010 Certificates to, and full payment for the 2010 Certificates by, the Underwriter.

TRUSTEE

The state has appointed U.S. Bank National Association, a national banking association organized under the laws of the United States, to serve as Trustee. The obligations of the Trustee are described in the Trust Agreement. The Trustee has undertaken only those duties and obligations that are expressly set forth in the Trust Agreement. The Trustee has not independently passed upon the validity of the 2010 Certificates, the security of the payment therefor, the value or condition of any assets pledged to the payment thereof, the adequacy of the provisions for such payment, the status for federal or state income tax purposes of the interest on the 2010 Certificates, or any other matter with respect to the issuance of the 2010 Certificates. Except for the contents of this section, the Trustee has not reviewed or participated in the preparation of this Official Statement and has assumed no responsibility for the nature, content, accuracy, or completeness of the information included in this Official Statement.

MISCELLANEOUS

The state has duly authorized the execution and delivery of this Official Statement.

STATE OF WASHINGTON

By:____

Deputy Treasurer–Debt Management

51079842.4

APPENDIX A

GENERAL AND ECONOMIC INFORMATION

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INTRODUCTION

State Overview

The State of Washington (the “state” or “Washington”), the nation’s 42nd state, was created in 1889 by an act of the U.S. Congress. The state is located on the Pacific Coast in the northwestern corner of the continental United States and comprises 68,139 square miles, including the more than 1,000 square miles of salt water known as Puget Sound.

Washington’s population is approximately 6,733,250 as of April 2010, making the state the 15th most populous in the United States. The state’s capital is Olympia at the southern end of Puget Sound, and the state’s largest city, Seattle, is approximately 60 miles north of Olympia.

Washington is a geographically diverse state with two mountain ranges that divide the state’s land area. The Olympic Mountains separate the Olympic Peninsula – generally regarded as the largest rain forest in the Northern hemisphere – from Puget Sound and the rest of the state. The Cascade Mountains extend from the northern border of the state with British Columbia, Canada, south to the State of Oregon. Mount Rainier, a 14.4 thousand-foot dormant volcano in the middle of the Cascade Range, is the highest and most heavily glaciated peak in the lower 48 states.

Washington includes an international trade, manufacturing, technology, biotechnology and business service corridor that extends along Puget Sound from the City of Everett at the north end, south to Seattle and Tacoma. This corridor includes approximately 75 percent of the state’s population and economic activity. A number of companies have chosen Washington as their headquarters or as a major center of operations, including Amazon, Amgen, Boeing Commercial Airplanes, Costco, Microsoft, Nintendo America, Nordstrom, PACCAR Inc., Starbucks and Weyerhaeuser. According to the U.S. Bureau of Economic Analysis, Washington ranked 10th in the United States in terms of real gross domestic product (“GDP”) in 2008 (the last year for which such information is available).

East of the Cascade Mountains is the center of dairy operations and production of crops such as wheat, potatoes, tree fruits and grapes within the state. Washington leads the nation in apple production and, on both sides of the Cascade Mountains, produces wine, flower bulbs and lumber, wood pulp, paper and other wood products. The Olympic Peninsula and the Puget Sound region include one of the country’s primary aquaculture and fish- and shellfish-processing areas.

Washington is one of the most trade-intensive states in the nation, as measured by the dollar value of per capita exports, and is an important gateway for trade with Asia and Canada and for domestic trade with Alaska and Hawaii. The Ports of Seattle and Tacoma, the state’s largest ports, are closer to Asian ports than any other continental port in the United States. Seattle-Tacoma International Airport is Washington’s primary airport, serving the region’s air passengers and cargo. Direct access to midwest and east-coast markets by land is via four major interstate highways and two transcontinental rail service providers.

The state’s ferry system, the largest ferry system in the United States and the third-largest ferry system in the world, is owned and operated by the Washington State Department of Transportation (“WSDOT”) and connects 15 islands and other areas within and along the coast of Puget Sound.

See “DEMOGRAPHIC AND ECONOMIC INFORMATION” for additional economic and demographic information about the state.

State Government

Under the state Constitution (the "Constitution"), the legislative authority of the state is vested in the Legislature, and general elections are held on the first Tuesday in November in each even-numbered year. The state is divided into 49 legislative districts, each of which elects two representatives and one senator. Senators serve four-year terms, with one-half of the seats open in each general election. Representatives serve two-year terms, with every seat open in each general election. The Legislature convenes annual regular sessions of 105 days (beginning the second Monday in January) in odd-numbered years and 60 days (beginning the second Monday in January) in even-numbered years. The Governor may call an unlimited number of special sessions, each of which is limited to 30 days, and the Legislature itself may call special sessions with a two-thirds' vote of the members of each house.

Nine state executive officers are elected at-large to four-year terms at general elections held in the same years as elections for the President of the United States: the Governor, Lieutenant Governor, Secretary of State, Treasurer, Auditor, Attorney General, Superintendent of Public Instruction, Commissioner of Public Lands and Insurance Commissioner.

The nine justices of the state Supreme Court (the "Supreme Court") are elected at-large to six-year terms, with three seats open in each general election.

State Finance Committee

The Legislature, by statute, has delegated to the State Finance Committee (the "Committee") authority to supervise and control the issuance of all state bonds and other state obligations, including financing leases, authorized by the Legislature. The Committee is composed of the Governor, Lieutenant Governor and Treasurer. The Treasurer is designated as Chairman of the Committee, and the Office of the State Treasurer provides administrative support to the Committee. A Deputy State Treasurer acts as recording officer for the Committee and is responsible for the administration of the Committee's official duties in accordance with prescribed policies of the Committee. See "INDEBTEDNESS AND OTHER OBLIGATIONS."

BUDGETING AND ACCOUNTING

Budget and Appropriation Process

The state operates on a July 1 to June 30 fiscal year ("Fiscal Year") and is required under state law to budget on a biennial basis. State law requires that the Governor submit a balanced budget to the Legislature no later than December 20 in the year preceding the session during which the biennial budget is to be considered. The operating, capital and transportation budgets are prepared separately. As described below, the Governor is required to include, and the Legislature is required to appropriate, amounts sufficient to pay debt service on all of the state's outstanding general obligation bonds. See "GENERAL FUND–General Fund Expenditures–Payment of General Obligation Bonds" and "TRANSPORTATION-RELATED REVENUES AND EXPENDITURES–Transportation Expenditures–Payment of Bonds Payable from Excise Taxes on Motor Vehicle and Special Fuels."

Formulation of the state's biennial budget begins in May of even-numbered years, when the Office of Financial Management ("OFM") distributes instructions to all state agencies, establishing budget guidelines and information requirements. Formal budget requests from agencies are sent to OFM in late summer, after which they are analyzed and revised by OFM as appropriate to match the Governor's policy choices. Alternative methods of delivering services are examined and evaluated, and recommended budget levels and program and policy choices are prepared for the Governor by the

Director of OFM. As described below, state revenues and expenditures are limited by statutes enacted by the Legislature and sometimes also are limited by initiatives or referenda approved by the voters. See "GENERAL FUND–Revenue and Expenditure Limitations" below and "INITIATIVE AND REFERENDUM" in the front portion of this Official Statement.

Under state law, the Governor's budget submitted to the Legislature must include estimates of all anticipated revenues and all proposed operating and capital expenditures, including debt service requirements on state general obligation indebtedness. Revenues are estimated for a fiscal period from the sources, and at the rates, authorized by law at the time of submission of the budget document and are based upon entitlement caseload forecasts and quarterly economic and revenue forecasts as described below. A "fiscal period" is the Fiscal Year or biennium for which an appropriation is made as specified within the act making the appropriation.

The Governor must submit a balanced budget to the Legislature. Specifically, state law requires that in the Governor's proposed budget the total of the beginning undesignated fund balance and estimated revenues, less working capital and other reserves, equal or exceed the total of proposed expenditures without reliance upon increases in indebtedness, changes in existing tax rates or other statutory changes. The Governor also may submit a second, alternative budget for the same fiscal period to include expenditures from revenue sources derived from proposed changes in statutes.

Within a biennium, the Governor may submit supplemental budgets to the Legislature during the regular session or during any special session. See "GENERAL FUND–General Fund–State Operating Budget."

State law also provides that if for any applicable fund or account the estimated receipts for the next fiscal period, plus cash beginning balances, is less than the aggregate of estimated disbursements proposed by the Governor for the next ensuing fiscal period, the Governor must include proposals as to the manner in which the anticipated cash deficit is to be met, whether by an increase in state indebtedness, by the imposition of new taxes, by increases in tax rates or by an extension of existing taxes. The Governor also may propose planned elimination of the fund's or account's anticipated cash deficit over one or more fiscal periods. See "–Fiscal Monitoring and Controls."

The Legislature is obligated under the Constitution to appropriate money for debt service requirements on state general obligation indebtedness. Appropriations providing for the payment of bond principal and interest requirements on each series of bonds normally are included in an omnibus appropriation act.

The Legislature engages in extensive budget deliberations and committee hearings. After revenue and expenditure appropriation bills are passed by the House of Representatives and the Senate, the bills are transmitted to the Governor, who has constitutional authority to veto one or more sections of the bills.

Typically, the Legislature enacts three budgets: an operating budget, a capital budget and a transportation budget. The transportation budget includes both operating and capital transportation-related expenditures. Of the three state budgets, the operating budget is the largest. For the 2009-11 Biennium, sales and other excise taxes deposited to the General Fund are the major state funding source for operating expenditures, and proceeds of state bonds are the main source for capital expenditures. The transportation budget is funded primarily from bond proceeds, excise taxes on motor vehicle and special fuels, license fees and other state revenues, federal funds and local and private funds.

Economic and Revenue Forecasting

To assist the state in financial planning and budgeting, the state's Economic and Revenue Forecast Council (the "Forecast Council") prepares quarterly economic and revenue forecasts (other than forecasts of transportation revenues, which are prepared by the state's Transportation Revenue Forecast Council, and other than the state entitlement caseload forecasts, which are prepared by the state's Caseload Forecast Council, both described below). The Forecast Council is an independent state agency consisting of six members, two appointed by the Governor and one appointed by each of the two largest political caucuses of the Senate and House of Representatives. The Forecast Council approves the official economic and revenue forecasts for the state and reviews revenue collections monthly during each biennium. State law requires that the development of state budgets and any necessary budgetary actions of the Governor during a fiscal period be based upon the official economic and revenue forecasts of the Forecast Council and that the state's transportation budget be based upon the transportation forecast prepared by the Transportation Revenue Forecast Council. See "TRANSPORTATION-RELATED REVENUES AND EXPENDITURES–Transportation Revenue Forecast Council."

In mid-February (March in odd-numbered years), June, September and November, the Chief Economist prepares an official state economic and revenue forecast and two unofficial forecasts, one based upon optimistic economic and revenue assumptions and one based upon pessimistic economic and revenue assumptions. The forecasts are based in part upon forecasts of the United States economy and forecasts of state entitlement caseloads. See "GENERAL FUND–June 2010 Economic and Revenue Forecast" and "–Caseload Forecast."

Fiscal Monitoring and Controls

When it enacts a biennial budget, the Legislature appropriates funding to state agencies for various purposes. Once the budget bills are signed by the Governor, OFM works with state agency fiscal staff to allot annual and biennial appropriations into monthly amounts. Revenues also are allotted for the biennium based upon forecasts prepared by the Forecast Council and for non-forecasted accounts, based upon information prepared by the administering agencies. Taken together, monthly allotments of expenditure authority and revenue form detailed monthly spending plans within the statutory maximums specified by appropriations in the biennial budget.

State agencies generally are prohibited from incurring cash deficits. State law does allow, however, for temporary negative cash balances in a specific fund or account if the temporary deficiency (1) results from disbursements under a spending plan approved by OFM; (2) was authorized by OFM within a fiscal period; (3) is in a fund or account neither in the state treasury nor in the custody of the Treasurer if the cash deficiency does not continue past the end of the biennium; or (4) is in a construction account and the deficiency is due to seasonal cash deficits pending receipt of proceeds from authorized bond or note sales.

OFM monitors spending plans on a monthly basis and recommends actions the Governor may take to adjust spending and revenue as appropriate. If at any time during the current fiscal period the Governor projects a cash deficit in a specific fund or account, the Governor may order across-the-board reductions in allotments to that fund or account to prevent the cash deficit. The Legislature may direct that a cash deficit in a particular fund or account be eliminated over one or more fiscal periods. Unused appropriation authority resulting from an across-the-board reduction in a fund or account is placed in reserve status. Across-the-board reductions are not made to funding for basic education, pension benefits or general obligation debt service funding and can be made only within a fund with a cash deficit. In addition, the Governor may direct cabinet agencies to limit their discretionary spending.

Accounting and Auditing

State law requires expenditures and revenues to be based upon generally accepted accounting principles ("GAAP"), and revenues typically are treated on a modified accrual basis so that funds are recognized when they become measureable and available. The state also is required to maintain accounting records in conformance with GAAP. The accounting system generates monthly and other periodic financial statements at the state-wide combined level and at the agency, fund and program levels for use by OFM and state agencies in monitoring expenditures and in preparing budgets and the state's annual financial statements.

The Auditor, an independent elected official, audits the state-wide combined financial statements for each Fiscal Year. See Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

GENERAL FUND

The state provides for most of its general operations through the General Fund. Most of the state's unrestricted revenues are deposited to the General Fund, and most of the state's general expenditures and general obligation debt service are paid from the General Fund. Debt service on general obligation bonds to which excise taxes on motor vehicle and special fuels are pledged is payable first from the state's Motor Vehicle Fund and, if those funds are insufficient, from the General Fund. As described below and in Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS," the state also maintains a number of other funds and several hundred accounts.

General Fund Revenue

Most of the General Fund revenue is derived from state taxes and federal funds, with other charges, interest, license and other fees and miscellaneous income making up the remaining General Fund revenue. See "–General Fund-State Operating Budget" and Table 4.

General Fund tax revenues consist primarily of excise and property taxes. There is no state income tax. Not all money deposited in the General Fund constitutes general state revenues or is available for the payment of general obligation debt service (e.g., restricted federal funds and local and private revenue). See "General Fund Expenditures–Payment of General Obligation Bonds" and "INDEBTEDNESS AND OTHER OBLIGATIONS–General Obligation Debt."

Excise Taxes. The retail sales tax and its companion use tax represent the largest source of state tax revenue. Retail sales and use taxes are applied to a broad base of tangible personal property, certain digital products and selected services purchased by consumers, including construction (labor and materials), some machinery and supplies used by businesses, services and repair of real and personal property and other transactions not taxed in many other states. Unless waived or deferred by the Legislature, the state and local governments are obligated to pay the same retail sales and use taxes as other taxpayers. Among the various items not subject to the state retail sales and use taxes are most personal and professional services and motor vehicle and special fuels (all of which are subject to the separate excise taxes described below), food and food ingredients (excluding prepared food), trade-ins, manufacturing machinery and purchases for resale. The state retail sales and use tax rate was last increased in 1983. Certain local taxing jurisdictions also are authorized to impose retail sales and use taxes. In some circumstances the Legislature has granted credits to local jurisdictions against the state sales tax for the local retail sales and use taxes. These credits have the effect of reducing the amount of state sales tax revenues retained by the state. Current state and local retail sales and use tax rates are shown in Table 1.

Table 1
State and Local Retail Sales and Use Tax Rates

	General	New and Used Vehicles
State	6.5%	6.8%
Local	0.5 to 3.0	0.5 to 3.0

Source: Department of Revenue.

The state business and occupation ("B&O") tax is applied to "gross receipts" (the value of products, gross income from sales or certain other income) from business activities conducted within the state. B&O tax rate reductions and tax credits for specific categories of businesses are enacted from time to time. Certain local taxing jurisdictions also are authorized to impose business and occupation taxes. The state's current B&O tax rates vary, depending upon the classification of business activities, and in general range from 0.138 percent to 1.8 percent of gross receipts; most are under 0.5 percent. See "General Fund–State Operating Budget–Revenue Package" and Table 4.

The state imposes a real estate excise tax of 1.28 percent on sales of real property. Each county treasurer is required by statute to retain 1.3 percent of the proceeds of this tax to defray costs of collection and on a monthly basis to pay over to the Treasurer the balance of the proceeds. Of the proceeds received by the Treasurer, the Treasurer is required to deposit an amount equal to 6.1 percent into the Public Works Assistance Account and an amount equal to 1.6 percent to the City-County Assistance Account. The balance is deposited to the General Fund. Certain local taxing jurisdictions are authorized to impose real estate excise taxes. In most areas in which a local real estate excise tax is imposed, the maximum local rate is 0.5 percent of the sales price.

Property Taxes. Property taxes apply to the assessed value of all taxable property, including all real and personal property located within the state, unless specifically exempted. Real property includes land, structures and certain equipment affixed to the structure. Personal property includes machinery, supplies, certain utility property and items owned by businesses and farmers that are generally movable.

The assessed value of most real property is determined by the county assessors, with the goal being to determine the fair market value of the property according to its highest and best use (unless an exemption applies that would permit a lower use to be considered). Property taxes for local taxing districts are levied against this assessed value. The state property tax is levied against the assessed value determined by the county assessors but then is adjusted to the state equalized value (a rate that would be equal across the state) in accordance with a ratio fixed by the Department of Revenue. For property taxes payable in 2010, assessed value against which property taxes were levied averaged 88.1 percent of fair market value as determined by the county assessors.

The Constitution provides that the aggregate of all regular (nonvoted) tax levies upon real and personal taxable property by the state and local taxing districts may not exceed one percent of the true and fair value of such property unless for the purpose of preventing the impairment of the obligation of a contract when ordered to do so by a court of last resort. Excess property tax levies are subject to voter approval and are not subject to this limitation.

Increases in assessed values of property are not limited; however, by statute, the state property tax levy is limited to the limit factor (the lesser of 101 percent, or 100 percent plus inflation) multiplied by the amount of property taxes levied by the state in the highest of the three most recent years, plus an additional amount calculated by multiplying the increase in assessed value resulting from new construction and improvements by the property tax rate for the preceding year. The average state levy rate for taxes due in calendar year 2009 was $1.98 per $1,000 of true and fair property value.

By statute, all of the proceeds of the state's property tax levy are to be deposited to the General Fund and may be used only for the support of common schools (K-12), including debt service on bonds issued by the state for capital construction projects for common schools.

Other State Tax Revenue. The state imposes a number of other taxes, including estate taxes, liquor taxes, rental car and telephone taxes, taxes on hazardous substances and taxes on candy, soda and cigarettes and other tobacco products. Together, these other taxes represent approximately two percent of state tax revenue.

State Non-Tax Revenue. The largest components of state non-tax revenue include revenues derived from the sale of supplies, materials and services; fines and forfeitures; income from property; and income from liquor sales.

Federal Revenue. Legislative appropriations for federal programs are designated specifically to be funded from federal revenue sources. To the extent that federal funds are not received, the appropriated expenditures may not be incurred. Use of federal funds is subject to audit, and often federal funds are payable only on a reimbursement basis. The state also may be required to appropriate and expend its own funds as a condition to receiving the federal revenue. As shown in Tables 4 and 5, federal funds for a variety of different programs increased significantly in Fiscal Years 2009 and 2010 as a result of federal funds made available under the American Recovery and Reinvestment Act of 2009 ("ARRA"). Federal revenues may be deposited into the General Fund, but are not "general state revenue." See "General Fund Expenditures–Payment of General Obligation Bonds" and "General Fund–State Operating Budget."

Private and Local Revenues. Revenues provided to the state by private individuals, local governments (but not the federal government), commercial enterprises and foundations under agreements that restrict the use of such revenues and revenues received as payment for private or local purchases of goods or services or as reimbursement for expenditures by the state are separate from "general state revenues." Private and local revenue together represented approximately $220 million of non-federal General Fund revenue during Fiscal Year 2009.

Tax and Other Revenue Collection. Four state agencies are responsible for administering the major state taxes: the Department of Revenue, the Department of Licensing, the Liquor Control Board, and the Office of the Insurance Commissioner. The Treasurer receives the revenues from the collecting agencies and is required to deposit and distribute the funds as required by law. Nearly all state agencies collect some form of revenue. See Table 4.

General Fund Expenditures

The state's largest General Fund expenditures are for education, social and health services and corrections. As described below, most of these expenditures are mandated either by state law (education, corrections and debt service) or by federal law (Medicaid and certain other human services). Federal funds are available to pay some of the federally-mandated costs.

Education. The state's expenditures for public schools are mandated by the constitutional requirement that the state support the common schools, and as shown in Table 5, a significant portion of the General Fund budget is used for supporting public schools. The Supreme Court has interpreted the Constitution to require the state to ensure that each public school district receives the funds needed to provide a basic education.

In past legislative sessions, the Legislature enacted legislation intended to improve the stability and predictability of school funding, including legislation that (1) prescribes course offerings, teacher contract hours and core student/staff ratios; (2) limits local property tax levies and provides for the gradual equalization of levy capacity per student throughout the state; (3) limits local compensation increases to those authorized by the state; and (4) provides for state assistance to equalize tax rates for local levies, establishes a state-wide salary allocation schedule with mandated minimum salaries for teachers and requires school districts to maintain minimum teacher/student ratios. In the past, state voters, through the initiative process, have also affected school expenditures and current litigation may affect expenditures in the future. See “INITIATIVE AND REFERENDUM” in the front portion of this Official Statement and “LITIGATION” in this Appendix A.

Social and Health Services. The Department of Social and Health Services (“DSHS”) provides services that include protective services for children, the aged and mentally disabled people and services for people in institutions and other residential care facilities.

The largest expenditure within DSHS is the Medical Assistance Program. Through this program, medical care is made available to recipients of cash assistance programs, beneficiaries of Supplemental Security Income and other eligible people with low incomes who do not qualify for income assistance. In addition to support from the General Fund, funding is received from the federal government for those people and for services covered under Medicaid. The Medical Assistance Program budget has grown significantly in recent years. Growth in the number of eligible recipient groups, rising health care costs and requirements to provide higher payments to hospitals have resulted in increased expenditures.

The Economic Services Program provides support to families with limited incomes and to disabled people who cannot work. The federal government provides funds for the Temporary Assistance for Needy Families Program and for several other, smaller programs.

DSHS is also responsible for supporting community mental health programs and for operating state psychiatric hospitals, institutions for the developmentally disabled, nursing homes, institutions for juvenile rehabilitation, child welfare service programs, child support enforcement activities, drug and substance abuse treatment programs, foster care programs and vocational rehabilitation services.

Corrections. As of June 2010, the Department of Corrections (“DOC”) has 13 correctional institutions and 15 work release facilities and leases over 1,000 rental beds in-state. As of March 2010, the offender population was approximately 16,450 in the prison system and 700 at state work-release sites. In 2010, the state closed Ahtanum View Corrections Center in Yakima and the Pine Lodge Corrections Center for Women in Medical Lake.

Employees. The state’s workforce included 112,545 full-time equivalents (“FTEs”) in Fiscal Year 2009. Compensation for approximately 40 percent of these FTEs constituted expenditures of the General Fund in Fiscal Year 2009. In Fiscal Year 2010, the state expects to expend amounts for approximately 109,971 FTEs. Approximately 53 percent of these FTEs are represented by collective bargaining organizations. There are 29 different collective bargaining organizations currently representing state employees. The largest, the Washington Federation of State Employees, represents approximately 31,000 state employees. State law provides that nothing in the state collective bargaining statute permits or grants to any employee the right to strike or refuse to perform his or her official duties.

Payment of General Obligation Bonds. Statutes authorizing bonds and other general obligations of the state require the Committee to certify to the Treasurer on or before June 30 of each year the amount needed to provide for payment of debt service and require the Treasurer to deposit “general state revenues” in such amount into the Bond Retirement Accounts. The term “general state revenues” is defined in Article VIII of the Constitution and, as described below, not all money deposited in the General Fund constitutes "general state revenues" available for the payment of debt service (e.g., restricted federal funds or local and private revenue). See the description of general state revenues under "INDEBTEDNESS AND OTHER OBLIGATIONS–General Obligation Debt–Constitutional General Obligation Debt Limitation" and Table 4.

Some general obligation bond statutes provide that the General Fund will be reimbursed for bond debt service from discrete revenues that are not considered "general state revenues." For example, tuition fees charged by institutions of higher education must be used to reimburse the General Fund for payment of debt service for a number of higher education construction bond issues. Similar reimbursement requirements apply to hospital patient fees (for University of Washington hospital construction bonds) and to lease-rental proceeds (for Washington State University research center bonds). All of these required reimbursements have been made to date. In addition, special lodging excise tax proceeds collected in King County are pledged to reimburse General Fund debt service payments on various series of general obligation bonds issued to finance construction of the Washington State Convention Center, and a portion of net lottery and retail sales tax proceeds collected in King County reimburse the state for debt service payable on bonds issued to finance construction of a stadium and exhibition center in Seattle. See "INDEBTEDNESS AND OTHER OBLIGATIONS."

Revenue and Expenditure Limitations

From time to time the Legislature or state voters limit (by initiative or referendum) the state's authority to increase revenues. Initiative 601, approved by the voters in 1993, as amended by subsequent initiatives and by the Legislature, requires that any action by the Legislature to raise taxes be approved by a two-thirds' vote of the members of each house of the Legislature and be submitted to the voters or be approved by the voters in an advisory vote. "Raising taxes" is defined as any action or combination of actions by the Legislature that increases state tax revenue deposited to any fund or account, regardless of whether the revenues are deposited to the General Fund. The Legislature has periodically enacted exceptions to permit revenues to be raised with a simple majority vote of the Legislature, and in February 2010, the Legislature suspended until July 1, 2011, several of the revenue limitations.

In addition to limiting the state's authority to generate revenues, from time to time state voters (by initiative or referendum) limit the state's authority to make expenditures. Initiative 601 prohibits the state from increasing expenditures from the General Fund during any Fiscal Year by more than the fiscal growth factor. The fiscal growth factor is calculated annually and is defined as the average growth in state personal income for the prior 10 Fiscal Years, adjusted for actual expenditures in the previous year and for certain money transfers and program cost shifts (to take into account federal and local revenue). Under current law, voter approval would be required to exceed the expenditure limit, except in case of an emergency. In the event revenues collected exceed the amount of revenues that may be expended under the expenditure limitation, the excess revenues are to be deposited to the Budget Stabilization Account as described in the next subsection. See "INITIATIVE AND REFERENDUM" in the front portion of this Official Statement.

Budget Stabilization Account

In 2008, the Constitution was amended to create a Budget Stabilization Account. By June 30 of each Fiscal Year, the Budget Stabilization Account receives one percent of the general state revenues that Fiscal Year. The Legislature may appropriate additional amounts to the Budget Stabilization Account. Money may be appropriated from the Budget Stabilization Account by a majority vote of the members of each house of the Legislature if (1) forecasted state employment growth for any Fiscal Year is estimated to be less than one percent or (2) the Governor declares an emergency resulting from a catastrophic event that necessitates government action to protect life or public safety. Amounts may be withdrawn from the Budget Stabilization Account at any time by the favorable vote of three-fifths of the members of each house of the Legislature. In addition, when the balance in the Budget Stabilization Account equals more than 10 percent of the estimated general state revenues in that Fiscal Year, the amount above 10 percent may be appropriated to the Education Construction Fund by a majority vote of the members of each house of the Legislature.

June 2010 Economic and Revenue Forecast

State law requires the Forecast Council to prepare an economic and revenue forecast on a quarterly basis. Additionally, the Forecast Council is required to publish monthly updates that include economic data releases and a report of revenue collections for the previous monthly collection period. The most recent forecast, the June forecast released on June 17, 2010 (the "June 2010 Forecast"), was based on the IHS Global Insight Model of the U.S. Economy issued in June 2010, modified according to the Forecast Council's standard practice to reflect the Blue Chip GDP forecast published in the Blue Chip Economic Indicators and NYMEX oil futures prices. In the forecast released on February 12, 2010 (the "February 2010 Forecast"), the Forecast Council noted that the recovery in economic activity continued in the fourth quarter of 2009 and is expected to pick up in 2010 and to continue through the 2011-13 Biennium. Although the June 2010 Forecast made minimal revisions to the February 2010 Forecast, it predicted near-term weakness in a continuing recovery.

As predicted in prior forecasts, the state has begun to see positive overall employment growth in 2010, with four out of the last five months experiencing widespread private sector job growth. The state unemployment rate fell to 9.1 percent in May from a revised 9.3 percent in April. Consistent with national trends, the May jobs report was weak. The state's private job growth slowed from 5,600 jobs gained in April to 200 jobs gained in May. Accordingly, the June 2010 Forecast incorporates a projection of reduced near-term employment growth and moderate near-term growth in personal income.

The Forecast Council continues to expect that growth in exports will help the state economy to outperform the national economy. Moreover, the recent strengthening of the U.S. dollar is not expected to negatively impact Washington exports. Sales of transportation equipment are typically minimally affected by currency fluctuations and close to 90 percent of the state's agricultural exports are directed to Asian countries where the U.S. dollar has remained stable against local currencies.

Two key industries, aerospace and software publishing, continue to exhibit stability. The state's aerospace sector is expected to benefit from continued recovery in air cargo and passenger traffic. Moreover, Boeing's order book remains full. Aerospace employment is expected to return to modest growth in 2012 and 2013. The state's software publishing industry is also returning to health, adding 900 jobs (seasonally adjusted) through May 2010, and employment gains are expected to continue.

New housing construction continued to improve in the first quarter, but a drop in permits in April and May suggests reductions are likely in the second and third quarters of 2010 as federal support for home buyers is withdrawn. The June 2010 Forecast predicts reductions in housing permits in the second and third quarters of this year followed by growth in the fourth quarter. Longer term, a return to trend population growth is expected to boost housing construction in 2012 and 2013. Overall construction employment is expected to drift downward through mid-2011 as a weak recovery in residential construction is not expected to be enough to offset continued reductions in nonresidential construction. In spite of a fairly strong recovery in 2012 and 2013, construction employment is expected to still be 35,100 below the previous peak at the end of 2013.

Table 2 summarizes some of the historical values and forecasts of the primary economic drivers upon which the June 2010 Forecast is based.

Table 2
Summary of Economic Factors
(% Annual Change)

				Forecast			
	2007	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**
Personal Income	7.5	3.6	(1.0)	4.1	5.8	5.9	5.8
Nonfarm Payroll Employment	2.6	0.9	(4.5)	(0.7)	2.7	3.2	2.7
Housing Units(1)	(5.3)	(39.0)	(41.2)	20.9	58.1	33.7	9.7

(1) Reflects single-family and multi-family units authorized by permits.
Source: Washington Economic and Revenue Forecast Council Revenue Review: June 17, 2010.

Taking into account legislative actions and near-term economic weakness, forecast revenues for the 2009-11 Biennium were increased $558 million from the revenue projected in the February 2010 Forecast. Legislative action taken in the 2010 legislative session and other non-economic changes are predicted to increase biennial revenues by $803 million. In contrast, below-forecast revenue collections of $39 million and decreased revenue forecasts for the remainder of the 2009-11 Biennium of $207 million reduced the revenue forecast by $245 million. Revenues for the 2011-13 Biennium are expected to increase by approximately $1.86 billion or 5.8 percent from the February 2010 Forecast, likewise due primarily to non-economic reasons.

In the monthly update released on July 12, 2010, the Forecast Council noted that May economic activity fell below projections, consistent with economic weakness in much of the United States. The downside risks have increased and the near-term outlook appears weaker than anticipated in June. In the state, private sector employment growth slowed and single-family housing permits registered a second consecutive month of decline. Major General Fund-State Revenue for the June 11, 2010-July 10, 2010, collection period was approximately $68 million lower than the June 2010 Forecast, a 5.7 percent variance, after adjusting for two large unanticipated refunds and a transfer. The Forecast Council continues to expect the state economy to outperform the national economy in what is turning out to be a modest and moderate recovery.

Alternative Economic Forecasts

As required by statute, the Forecast Council also adopts an optimistic and a pessimistic forecast and assigns a probability to each. The June 2010 Optimistic and Pessimistic Scenarios have been assigned probabilities of five percent and 10 percent, respectively.

Optimistic Scenario. In the optimistic scenario, the global rebound is sharper than expected. Consumer confidence returns earlier than expected as the employment market improves. Boeing's orders are boosted with the award of the military tanker contract. Commodity prices do not strengthen too quickly in the recovery. In the optimistic scenario, revenues for the 2009-11 Biennium are approximately $579 million above the baseline June 2010 Forecast.

Pessimistic Scenario. In the pessimistic scenario financial markets exhibit renewed distress and credit conditions tighten, negatively impacting several components of consumer spending, business fixed investment, and the overall housing market. In the pessimistic scenario, revenues for the 2009-11 Biennium are approximately $646 million below the baseline June 2010 Forecast.

Caseload Forecast

The Caseload Forecast Council is charged with forecasting the entitlement caseloads for the state. The forecast identifies the number of persons expected to qualify for and to require the services of public assistance programs, state correctional institutions, state correctional non-institutional supervision, state institutions for juvenile offenders, the common school system, long-term care, medical assistance, foster care and adoption support.

The Caseload Forecast Council meets three times per year in February, June and November and adopts a formal projection of caseloads for the current biennium. The November forecast is used in preparing the Governor's proposed budget and is used by the Legislature in the development of the omnibus biennial appropriations act. The Caseload Forecast Council consists of six members: two members appointed by the Governor and one member appointed by the Chair of each of the two largest political caucuses in the Senate and House of Representatives.

General Fund-State Operating Budget

General. The state's operating budget includes appropriations for the general day-to-day operating expenses of state agencies, colleges and universities and public schools. Employee salaries and benefits, leases, goods and services and public assistance payments are typical operating expenses. More than half of the operating budget is funded by unrestricted revenues in the General Fund, with the balance from federal and other funding sources.

The 2009 Supplemental Budget for the 2007-09 Biennium and the Budget for the 2009-11 Biennium. In December 2008, the Governor proposed a 2009 supplemental operating budget for the 2007-09 Biennium and an operating budget for the 2009-11 Biennium. Together, they addressed an approximately $5.7 billion shortfall expected through the 2009-11 Biennium. By the time the Legislature approved its final budget in April 2009, the revenue shortfall had grown to nearly $9.0 billion for this three-year period due to significant declines in revenue, increases in the cost of providing services such as education and medical assistance and higher entitlement caseloads. The 2009 supplemental operating budget and the 2009-11 legislative budget enacted in April 2009 dealt with the budget shortfall by reducing state expenditures in the areas of natural resources, health care and human services, higher education, early learning, public safety and K-12 education (other than basic education). The enacted budgets did not reduce required spending on basic education, debt service or federally-mandated Medicaid. There were no tax increases. Expected federal fiscal relief for the state under ARRA (approximately $3.0 billion) was incorporated into the solution to the 2009-11 Biennium budget shortfall.

For the 2009-11 Biennium, the composition of revenue sources deposited into the General Fund was broadened with the passage of legislation that merged the Health Services, Public Safety and Education, Equal Justice, Student Achievement, Water Quality and Violence Reduction and Drug Enforcement Accounts into the General Fund as of July 1, 2009. After these accounts were merged into the General Fund, projected General Fund revenues increased by 4.1 percent as compared with General Fund revenues in the 2007-09 Biennium.

The enacted 2009-11 Biennium operating budget contained overall General Fund expenditures of $30.9 billion, an increase of $1.7 billion or 5.9 percent over the budgeted amount of expenditures in the 2007-09 Biennium owing largely to the merger of the related accounts identified above and the addition of $2.6 billion in ARRA funds and taking into account cuts to higher education and deferment of salary increases for K-12 teachers and state employees. The 2009-11 Biennium operating budget also reduced funding for pension contributions to reflect changes to actuarial assumptions and methods used for the state's various retirement systems (reducing rates of salary growth, delaying adoption of new mortality tables until the 2011-13 Biennium, suspending contribution rate minimums for the 2009-11 Biennium in all plans except the Washington State Patrol Retirement System, modifying the total contribution rate minimum in that retirement system and phasing in a new funding method for the PERS Plan 1 and TRS Plan 1 unfunded liabilities). See "RETIREMENT SYSTEMS."

The 2010 Supplemental Budget for the 2009-11 Biennium Overview. After enactment of the 2009-11 Biennium budget in April 2009, forecasts of General Fund revenue declined by $1.8 billion, and expenses increased due to added entitlement caseloads, K-12 enrollment, and higher health care costs and other required expenses to create an additional shortfall of $2.8 billion for the 2009-11 Biennium. The Governor and the Legislature dealt with this new shortfall with a combination of approximately $757 million in revenue increases, $747 million in expenditure reductions and $643 million in transfers from the Budget Stabilization Account and other accounts. Another $618 million is anticipated in federal funds from January 2011 through June 2011, primarily due to an anticipated extension of the federal Medical Assistance Percentage enhancement. Congress has not yet extended this enhancement. In the 2010 supplemental budget for the 2009-11 Biennium, the Legislature directed that any cash deficit at the close of Fiscal Year 2010 be eliminated over the remainder of the 2009-11 Biennium. See Table 3.

Expenditure Reductions. Budget reductions in the enacted 2010 supplemental budget totaling approximately $747 million are spread across all major spending categories. Education spending, the state's largest expense at $15.9 billion for the 2009-11 Biennium, is cut by $197 million by reducing Initiative 728 class-size funds by $79 million; lowering university and college budgets by $73 million; paring $30 million out of grade four class-size enhancements; and eliminating a learning-improvement day for teachers to save $15 million. Health and human services spending is expected to drop by $67 million because of a new assessment on hospitals to garner additional federal matching funds and to shift $13 million in basic health plan costs from state funds to newly-available federal sources. Corrections costs are cut by $46 million by shrinking the 1,250-bed, medium-security McNeil Island Corrections Center to a 256-bed minimum-custody facility, down-sizing the Larch Corrections Center, and closing the Maple Lane School juvenile rehabilitation facility by 2013. Other budget reductions include an expected $30 million in information technology savings throughout agency budgets, and another $28 million is expected to be saved by redesigning the state's GA-U Program (a cash grant program for the disabled), to be renamed the "Security Lifeline." Compensation-related savings are expected to total $39 million from furloughs, temporary layoffs and other staff reductions and continued suspension of collectively-bargained cost-of-living increases for state employees and home care and child care workers.

Revenue Package. A $757 million net revenue increase for the 2009-11 Biennium is expected to result from a mix of permanent and temporary tax increases along with $12.3 million in targeted tax reductions. Permanent revenue changes are expected to produce $300.7 million for the 2009-11 Biennium by narrowing tax preferences and establishing economic nexus standards (to capture taxes on in-state business done by out-of-state firms). Another $101.4 million is expected for the 2009-11 Biennium by increasing cigarette and tobacco excise taxes. Temporary taxes (scheduled to expire on June 30, 2013) include increases in excise taxes on beer, soda pop, candy and bottled water and are expected to produce $125.1 million for the 2009-11 Biennium. A temporary increase in the B&O tax rate on services from 1.5 percent to 1.8 percent is expected to yield $241.9 million.

Reserves. The legislative budget draws down the remaining $229 million in the Budget Stabilization Account. The Legislature is expected to leave an unrestricted ending General Fund balance of $453 million for the 2009-11 Biennium, accomplished in part by temporarily depleting the Budget Stabilization Account. Based on the June 2010 Forecast, the state now expects this balance to be $253 million.

Table 3 summarizes the actions taken by the Legislature in the 2010 supplemental budget to develop a balanced budget for the 2009-11 Biennium and the impact of the June 2010 Forecast.

Table 3
General Fund-State Adjustments
November 2009 through June 2010
($ in millions)

	2009-11
Beginning Balance	189
Revenue	
November 2009 Forecast	28,843
February 2010 Forecast[1]	(118)
June 2010 Forecast	(203)
Transfer to Budget Stabilization Account	(259)
2010 Revenue Legislation (Net Change)	761
Total Revenue	29,024
Other Resource Changes	
Enacted Fund Transfers and Other Adjustments	918
2009 Legislative Transfer from Budget Stabilization Account	45
2010 Legislative Transfer from Budget Stabilization Account	229
2010 Transfers to General Fund	436
2010 Transfers from General Fund	(108)
Governor's Vetoes of Fund Transfers	(21)
Total Other Resource Changes	1,499
Total Resources	30,712
Spending	
Enacted Budget	30,918
HB 2921 Supplemental Operating Budget	(45)
ESSB 6444 2010 Maintenance Level Change[2]	652
ESSB 6444 2010 Net Policy Level Changes[3]	(1,066)
Governor's Vetoes	6
Total Spending	30,465
Ending Balance and Reserves	
Unrestricted Ending Fund Balance	247
Budget Stabilization Account Balance	6
Total Reserves	253

(1) Includes the effect of a decision by the Supreme Court in DOT Foods, Inc. v. Department of Revenue, which reinstated B&O tax exemptions for certain types of out-of-state companies.
(2) This change primarily reflects enrollment and caseload changes to the original budget, based upon the February 2010 Caseload Forecast.
(3) The 2010 supplemental budget cut existing programs and made some modest additions. This number reflects the netting of those changes.

Totals may not add due to rounding.

Source: Office of Financial Management.

Revenues and Expenditures. The state separates its General Fund revenues and expenditures into three categories: General Fund-State, General Fund-Federal and General Fund-Private/Local to indicate the general source of revenues. Tables 4 and 5 summarize such revenues and expenditures for the Fiscal Years 2005 through 2009, forecast revenues for the four Fiscal Years 2010 through 2013, and budgeted expenditures through Fiscal Year 2011. Table 4 is derived from the Forecast Council's forecast documents, which include forecasts of revenues through Fiscal Year 2013 (other than federal and local and private revenues and fund transfers, which are estimated through Fiscal Year 2011). The information in Table 5 is extracted from the state's budget documents, which extend only through the 2009-11 Biennium.

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Table 4
General Fund Revenues and Resources[1]
Fiscal Years ended June 30
(Modified Accrual Basis)
($ in millions)

						June 2010 Forecast			
	2005	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**
Beginning General Fund Balance	500	999	1,271	1,372	805	279	(438)	248	n/a
General Fund-State Revenues[1]									
State Tax Revenues									
Retail Sales Tax	6,151	6,846	7,388	7,705	6,870	6,459	7,259	7,761	8,109
Business and Occupation Taxes	2,259	2,478	2,714	2,874	2,640	2,645	3,358	3,670	3,904
Use Taxes (General Fund portion)	440	465	504	511	460	428	495	546	576
Property Taxes	1,569	1,611	1,670	1,721	1,770	1,822	1,852	1,894	1,941
Real Estate Excise Taxes	759	933	1,070	663	389	379	468	545	569
Other Excise Taxes[2]	25	26	24	25	23	16	22	18	18
Other Taxes[3]	1,375	1,556	1,596	1,590	1,582	1,536	1,700	1,761	1,822
Subtotal State Tax Revenues	12,578	13,915	14,966	15,089	13,734	13,285	15,154	16,195	16,939
State Non-Tax Revenues									
Licenses, permits and other fees	76	85	92	98	95	85	90	89	93
Liquor profits and fees	72	73	78	66	69	70	127	131	138
Investment income	31	68	110	125	63	1	(8)	7	20
Lottery transfers[4]	4	2	8	-	11	13	5	-	-
Other Non-Tax Revenue	276	176	214	281	186	226	234	232	239
Subtotal State Non-Tax Revenues	459	404	502	570	424	395	448	459	490
Adjustments and Transfers[4]									
Transfer Changes Made in 2010 Legislative Session	-	-	-	-	-	300	236		
Transfers from Other Funds/Other Adjustments	625	596	229	(266)	1,043	458	416		
Transfers to Emergency Reserve Account/Budget Stabilization Account[5]	-	-	(289)	-	(115)	(120)	(138)		
Subtotal Adjustment and Transfers	625	596	(60)	(266)	928	638	514		
Total General Fund-State Resources	14,162	15,914	16,679	16,765	15,891	14,597	15,678		
General Fund-State Resources	14,162	15,914	16,679	16,765	15,891	14,597	15,678		
General Fund-Federal Revenues[6]	5,448	5,468	5,577	5,898	6,498	8,115	8,760		
General Fund-Private/Local Revenues[7]	311	158	178	207	220	252	282		
Total General Fund Resources	19,921	21,540	22,434	22,870	22,609	22,964	24,720		

(1) Includes revenues that before July 1, 2009, were deposited to the Public Safety and Education, Equal Justice, Water Quality, Health Services, Violence Reduction and Drug Enforcement and Student Achievement Accounts. This table does not include revenues attributable to tax increases enacted by the Legislature in 2010.
(2) Includes liquor, beer and wine, tobacco, boat and timber excise taxes, among others.
(3) Includes estate and inheritance taxes, public utility taxes and insurance premium and other taxes.
(4) Expenditures are not budgeted or forecast after Fiscal Year 2011, so fund transfers are not forecast.
(5) The Emergency Reserve Account was abolished, and the Budget Stabilization Account was created effective July 1, 2009. See "GENERAL FUND—Budget Stabilization Account."
(6) Includes ARRA funding in 2009, 2010 and 2011 of $1.0 billion, $2.1 billion, and $1.9 billion, respectively. Federal funding is not forecast for 2012 and 2013.
(7) Includes funding from grants, contracts, etc., from private/local sources. These revenues have not been forecast for Fiscal Years 2012 and 2013.
Totals may not add due to rounding.
Source: Compiled by the Office of Financial Management from forecast documents and 2010 legislation.

Table 5
General Fund Expenditures and Ending Fund Balance[1]
Fiscal Years ended June 30
(Modified Accrual Basis)
($ in millions)

	2005	2006	2007	2008	2009	2010	2011
Education							
Public School	5,344	5,654	6,006	6,326	6,409	6,512	6,778
Higher Education	1,383	1,442	1,503	1,588	1,593	1,396	1,346
Other Education	54	58	64	85	93	82	43
Total Education	6,781	7,154	7,573	7,999	8,095	7,990	8,167
Human Services							
Dept. Social and Health Services	3,915	4,224	4,471	4,796	4,433	4,303	4,458
Dept. Corrections	661	707	758	857	896	708	839
Other Human Services	327	345	388	457	481	370	297
Total Human Services	4,903	5,276	5,617	6,110	5,810	5,381	5,594
Natural Resources Recreation	197	206	255	253	246	198	174
Government Operations	217	233	261	289	293	238	227
Transportation	36	41	39	43	38	40	38
Debt Service	531	665	703	851	714	870	923
Other Expenditures[2]	496	1,067	860	416	416	318	307
Total General Fund-State Expenditures	13,161	14,642	15,308	15,961	15,612	15,035	15,430
Federal	5,448	5,468	5,577	5,898	6,498	8,115	8,760
Private/Local[3]	311	158	178	207	220	252	282
Total General Fund Expenditures	18,920	20,268	21,063	22,066	22,330	23,402	24,472
Total General Fund Resources	19,921	21,540	22,434	22,870	22,609	22,964	24,720
Total General Fund Expenditures	(18,920)	(20,268)	(21,063)	(22,066)	(22,330)	(23,402)	(24,472)
Unrestricted General Fund Ending Balance[4]	1,001	1,272	1,371	804	279	(438)	248
Emergency Reserve/Budget Stabilization Balance	-	4	293	303	21	96	6
Total Reserves	1,001	1,276	1,664	1,107	300	(342)	254

(1) Includes expenditures that before July 1, 2009, were made from the Public Safety and Education, Equal Justice, Water Quality, Health Services, Violence Reduction and Drug Enforcement and Student Achievement Accounts. This table does not include revenues attributable to tax increases enacted by the Legislature in 2010.
(2) Includes legislative and judicial agencies and other special appropriations.
(3) Includes spending from grants, contracts and other agreements from private/local sources.
(4) In the 2010 supplemental budget for the 2009-11 Biennium, the Legislature directed that any cash deficit at the close of Fiscal Year 2010 be eliminated over the remainder of the 2009-11 Biennium.

Source: Office of Financial Management.

Capital Budget

The capital budget includes appropriations for construction and repair of state office buildings, college and university buildings, prisons and juvenile rehabilitation facilities; parks; public schools; housing for low-income and disabled persons, farm workers and others; and for other capital facilities and programs. Approximately half of the capital budget typically is financed by state-issued bonds, while the rest is funded primarily from dedicated accounts, trust revenue and federal funding sources. The budget includes money re-appropriated from previous biennia when projects are not completed before the end of that biennium.

Table 6 summarizes the capital budget for the 2007-09 Biennium, the enacted capital budget for the 2009-11 Biennium and the capital budget enacted as part of the 2010 supplemental capital budget.

In addition, in its 2010 special session, the Legislature enacted legislation that proposed the issuance of up to $505 million of additional general obligation bonds to finance the costs of grants for construction of energy cost-saving improvements to school and other public facilities. The issuance of those bonds will require the approval of voters at the November 2010 state election.

Table 6
Capital Budget
(Modified Accrual Basis)
($ in millions)

		2009-11 Biennium	
	Final Budget 2007-2009	**Enacted Budget**	**As of the 2010 Enacted Supplemental Budget**
Education			
Public Schools	1,254	1,190	1,067
Higher Education	1,539	1,305	1,070
Other Education	45	30	34
Total Education	2,838	2,525	2,171
Human Services			
Department of Social and Health Services	85	44	44
Other Human Services	518	259	250
Total Human Services	603	303	294
Natural Resources and Recreation	1,721	1,568	1,771
General Government	1,952	1,270	1,318
Transportation(1)	17	10	10
Total Capital Budget Expenditures	7,131	5,676	5,564

(1) Transportation reflects the omnibus capital budget and not the transportation capital budget. See "TRANSPORTATION-RELATED REVENUES AND EXPENDITURES."

Source: Office of Financial Management.

TRANSPORTATION-RELATED REVENUES AND EXPENDITURES

Transportation revenues include taxes and fees, ferry fares and concessions, toll revenue and federal funds. Most transportation revenues are deposited to the Motor Vehicle Fund. Revenues from excise taxes on motor vehicle and special fuels are restricted to highway purposes.

Table 7 summarizes by major components revenues forecast in March 2009 (the basis of the 2009 enacted transportation budget), expected revenues shown in the February 2010 Transportation Forecast (the basis of the 2010 supplemental transportation budget) and the June 2010 Transportation Forecast. See "−Transportation Revenue Forecast Council."

Table 7
Forecast Transportation Revenues
2009-11 Biennium
($ in millions)

	Forecast March 2009	Forecast February 2010	Forecast June 2010
Sources of Transportation Revenue			
Motor Vehicle Fuel Tax Collections	2,657	2,527	2,485
Licenses, Permits and Fees	920	883	874
Ferry Revenue	307	301	300
Toll Revenue	117	99	95
Aviation Revenue	6	5	6
Rental Car Tax	42	44	43
Vehicle Sales Tax	65	58	57
Driver-Related Fees	165	196	196
Business/Other Revenue	19	16	9
Total Transportation Revenue(1)	4,299	4,129	4,064

(1) Does not include federal or local and private revenue. See Table 9.
Totals may not add due to rounding.
Source: Washington State Department of Transportation.

Excise Taxes on Motor Vehicle and Special Fuels

The primary component of transportation revenue is excise taxes on motor vehicle and special fuels. In 1921, the Legislature established a motor vehicle fuel tax at a fixed rate of $0.01 per gallon. The tax rate has been increased several times since then. Table 8 lists the increases in the excise tax on motor vehicle fuel since April 1, 1990. The same rates are charged per gallon for diesel and alternative fuels.

Table 8
Motor Vehicle Fuel Tax Rate History
(Per Gallon)

Effective Date of Change	Increase ($)	Per-Gallon Tax ($)
4/1/1990	0.040	0.220
4/1/1991	0.010	0.230
7/1/2003	0.050	0.280
7/1/2005	0.030	0.310
7/1/2006	0.030	0.340
7/1/2007	0.020	0.360
7/1/2008	0.015	0.375

Source: Washington State Department of Transportation.

Transportation Expenditures

Transportation Excise Tax Revenue Distributions. The Constitution requires that all proceeds of the excise taxes on motor vehicle and special fuels be placed in a special fund within the state treasury and used exclusively for highway purposes, including the capital and operating costs of public highways, county roads, bridges and city streets and the operation of ferries that are part of any public highway, county road or city street and including the payment of state debt obligations for which excise taxes on the motor vehicle and special fuels have been legally pledged.

State statutes require that excise taxes on motor vehicle and special fuels be distributed to local governments and to certain state accounts, all to be used for highway purposes. The statutes provide, however, that nothing therein be construed to violate any terms or conditions contained in any highway construction bond issues then or thereafter authorized and to which such taxes are pledged. Excise taxes collected on motor vehicle and special fuels are distributed monthly. See Tables 9 and 10.

Transportation Operating Budget. As shown on Table 10, the transportation operating budget represents approximately 20 percent of the state's transportation budget. Highway maintenance is the largest component of the state's transportation operating budget; other large components include ferry operations and maintenance, support services, and public transportation and rail operations.

Payment of Bonds Payable from Excise Taxes on Motor Vehicle and Special Fuels. Each legislative act that authorizes the issuance and sale of motor vehicle fuel tax bonds provides that the principal of and interest on such bonds are secured by a pledge of the excise taxes levied on motor vehicle and special fuels. That pledge constitutes a charge against the revenues from such motor vehicle and special fuels excise taxes equal to the charge of any other general obligation bonds of the state that have been and may thereafter be authorized that also pledge, on an equal basis, excise taxes on motor vehicle and special fuels for their payment. By state law, the Legislature also covenants to continue to levy those excise taxes in amounts sufficient to pay, when due, the principal of and interest on all of the bonds issued under those legislative authorizations. All motor vehicle fuel tax general obligation bonds of the state are further secured by a pledge of the full faith, credit and taxing power of the state. See "INDEBTEDNESS AND OTHER OBLIGATIONS–General Obligation Debt–Motor Vehicle Fuel Tax General Obligation Bonds." Statutes authorizing the issuance of refunding bonds require that if the bonds to be refunded are secured by motor vehicle fuel taxes, in addition to the pledge of the state's full faith, credit and taxing power, the refunding bonds must also be secured by the same taxes.

Under motor vehicle fuel tax bond statutes enacted before 1993, at least one year prior to the date any interest is due and payable on those bonds or prior to the maturity date of any such bonds, the Committee estimates, subject to the provisions of the pledge of revenue, the percentage of the monthly receipts of the motor vehicle fund resulting from collection of excise taxes on motor vehicle and special fuels that will be necessary to meet interest or bond payments when due. Each month as such funds are paid into the Motor Vehicle Fund, the Treasurer must transfer such percentage of the monthly receipts from excise taxes on motor vehicle and special fuels in the Motor Vehicle Fund to the Highway Bond Retirement Fund and the Ferry Bond Retirement Fund. Money in the Ferry Bond Retirement Fund is to be used for payment when due of the principal of and interest on state ferry bonds. If in any month it appears that the estimated percentage of money so transferred is insufficient to meet the requirements for interest and bond retirement, the Treasurer must notify the Committee, and the Committee must adjust its estimates so that all requirements for interest and principal of all bonds issued will be fully met at all times. Motor vehicle fuel tax bond statutes enacted in 1993 and thereafter require that such transfers from the Motor Vehicle Fund to the Highway Bond Retirement Fund be made in accordance with the bond proceedings, which generally provide that the transfers be made on the date a debt service payment is due, although in practice monthly amounts are set aside in the Motor Vehicle Fund for debt service. See Table 10.

Transportation Capital Program. Expenditures for capital projects represent 80 percent of the total state 2010 supplemental transportation budget for the 2009-11 Biennium. The state's transportation capital plan includes two mega-projects: replacement of the SR 520 Evergreen Point Bridge (the "SR 520 Corridor Project") and replacement of the Alaskan Way Viaduct (the "Viaduct Project"). Other major highway projects include the I-405 and SR 520 interchange in Bellevue; the U.S. 355 North Spokane corridor; and the I-5 and SR 16 interchange in Tacoma. Construction of approximately 200 smaller highway projects, including construction of new interchanges, lanes and bridges, is scheduled to begin in the summer of 2010 and to be completed in the following 12 to 18 months. Also currently under construction are two of three 64-auto ferry boats, with the third boat scheduled for delivery in the winter of 2012 and an option for a fourth boat. Expansion of inner-city high-speed rail is also planned to be funded primarily from federal funds made available under ARRA. The high-speed rail funds must be spent by 2017.

The SR 520 Corridor Project. The SR 520 Corridor Project is a 12.8-mile section that begins at I-5 in Seattle and extends across Lake Washington to SR 202 in Redmond. The SR 520 floating bridge provides an east-west link across Lake Washington for approximately 115,000 daily vehicle trips. Built in the 1960's, the bridge is vulnerable to failure in severe windstorms and earthquakes. The existing structure is being replaced with a new, safer bridge with two general-purpose lanes and one car-pool/transit lane in each direction.

The total cost of the SR 520 Corridor Project is estimated to be approximately $4.65 billion. The initial components of the SR 520 Corridor Project, expected to cost $2.6 billion, include the replacement of the floating bridge and construction of necessary landings and the Eastside transit and HOV lanes. In its 2010 session, the Legislature authorized the formation of a work group to study and make recommendations for alternative effective transit connections, design refinement and mitigation measures with respect to the Westside (Seattle) portion of the SR 520 Corridor Project. The recommendations are to be submitted to the Governor and the transportation committees of the Legislature no later than January 1, 2011. The state expects the new floating bridge to be opened to vehicular traffic in March 2014. The state plans to finance the costs with a combination of toll revenue, excise taxes on motor vehicle and special fuels, proceeds of bonds and federal funds. Tolling on the existing SR 520 Bridge is scheduled to begin in March 2011.

The Alaskan Way Viaduct. The Viaduct was built in the 1950's and includes an elevated 2.2-mile portion of SR 99 along the edge of Puget Sound in downtown Seattle. The Viaduct is a main north-south route through Seattle and carries 20 to 25 percent of the traffic through downtown. The elevated structure was damaged during the region's 2001 Nisqually earthquake. Studies indicate that the Viaduct may collapse if another major earthquake occurs.

The Legislature has endorsed replacement of the Viaduct with a deep-bore tunnel under First Avenue as the preferred alternative. The total cost of the Viaduct Project is estimated to be $3.1 billion with state and federal investment in the amount of $2.4 billion plus an additional $400 million in tolls. The remaining cost (approximately $350 million) is to be financed with local funds. Road and bridge construction at the southern end of the Viaduct is scheduled to begin in the summer of 2010, and construction of the tunnel to replace the central waterfront section of the Viaduct is expected to begin in 2011.

Transportation Revenue Forecast Council

The Transportation Revenue Forecast Council (the "Transportation Forecast Council"), comprised of technical staff of the Department of Licensing, WSDOT and the Forecast Council, prepares quarterly forecasts of transportation revenues (including revenues from excise taxes on motor vehicle and special fuels). The transportation forecast is based in part upon the separate economic and demographic forecasts and assumptions made by the Forecast Council. No increases in fuel tax rates are included in the forecast. Unlike the Forecast Council's quarterly forecasts, which generally extend over a three-year period, the Transportation Forecast Council forecasts are required to cover six years.

In its most recent forecast, released in June 2010, the Transportation Forecast Council concluded that for the 2009-11 Biennium, transportation revenues would total approximately $4.06 billion, down approximately $65 million (1.6 percent) from the February 2010 forecast and $180 million (4.2 percent) lower than in the June 2009 forecast. Most of the downward revision is due to lower forecast fuel tax revenues (down by approximately $43 million or 1.7 percent since the February 2010 forecast), primarily because of the continuing weak economy.

Transportation Revenues and Expenditures

Table 9 summarizes selected transportation-related revenues for the Fiscal Years 2005 through 2009 and selected forecast transportation-related revenues for the Fiscal Years 2010 through 2013. It includes forecast revenues and projected bond proceeds, based upon the current budget, and assumed federal and local funds. Not included in Table 9 are other, non-forecasted revenues, such as beginning balances, reserves, investment income, transfers, and other miscellaneous revenues. Table 10 summarizes transportation-related expenditures for Fiscal Years 2005 through 2009 and budgeted and projected expenditures for Fiscal Years 2010 through 2013.

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Table 9
Selected Transportation Forecast Revenues and Other Transportation-Related Funding[1]

Fiscal Years ended June 30
(Modified Accrual Basis)
($ in millions)

						June 2010 Forecast			
	2005	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**
Forecast Transportation Revenues									
Gross Fuel Tax Collections	956	1,055	1,161	1,244	1,247	1,235	1,250	1,269	1,285
Refunds for Non-Highway Use	(41)	(43)	(44)	(73)	(79)	(57)	(60)	(62)	(64)
Adjusted Gross Fuel Tax Collections	915	1,012	1,117	1,171	1,168	1,178	1,190	1,207	1,222
WSDOT Portion of Licenses, Permits and Fees	383	460	517	545	538	527	543	555	565
Ferry Fares	135	140	147	148	145	147	146	151	156
Other Revenues[2]	67	87	77	106	107	105	110	120	125
Total Forecasted State Revenues	1,499	1,699	1,857	1,970	1,958	1,957	1,989	2,033	2,069
Other Transportation-Related Funding[3]									
Bond Proceeds (Bonds sold in Fiscal Year)	389	567	603	762	487	2,011	453	1,607	1,607
Federal Funds	426	394	516	505	453[4]	582[4]	1,333[4]	353	353
Local Funds	23	23	39	30	45	48	48	15	15

(1) Does not include other non-forecasted revenues (e.g., beginning balances, reserves, investment income, transfers and other miscellaneous revenues).
(2) Includes toll revenue (actual and forecast) for the Tacoma Narrows Bridge, but does not include forecasted toll revenue for the SR 520 Corridor Project. Tolling for the SR 520 Corridor Project has been authorized; however, toll rates have not been set. In addition, forecasted toll revenue for the Alaskan Way Viaduct is not included, although tolling for the Alaskan Way Viaduct is under consideration.
(3) Bond proceeds and federal and local funds in Fiscal Years 2012 and 2013 have been annualized from a projected biennial total.
(4) Includes federal stimulus money. Fiscal Year 2011 includes federal stimulus money for the high-speed rail program.

Totals may not add due to rounding.

Source: Washington State Department of Transportation.

Table 10
Transportation-Related Expenditures
Fiscal Years ended June 30
(Modified Accrual Basis)
($ in millions)

						2010 Enacted Supplemental Budget [2]		Transportation Plan[2]	
	2005	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**
Fuel Tax Transfers and Distributions									
Debt Service Withholding	151	195	208	278	314	340	422	510	589
Distribution to Cities and Counties	218	233	245	245	233	238	241	244	247
Distribution to Local Users[1]	133	134	135	134	127	130	131	133	135
Total Distributions and Transfers	502	562	588	657	675	708	794	886	971
Operations									
Toll Maintenance and Operations	-	1	5	16	13	15	34	46	46
Highway Maintenance & Operations	170	179	183	209	232	201	204	207	207
Ferries Maintenance & Operations	171	186	205	228	215	196	202	234	234
Aviation, Public Transportation and Rail	58	42	73	60	74	70	96	72	72
Local Programs and Economic Partnerships	5	5	6	6	7	6	6	6	6
Support Services	144	135	149	155	156	155	156	155	155
Total Operations	548	548	620	673	696	643	698	721	721
Capital									
Highway Construction	933	1,042	1,419	1,545	1,485	1,728	2,404	2,091	2,091
Traffic Operations and Facilities	20	11	11	7	10	7	24	10	10
Ferry Construction	100	91	91	65	91	146	160	151	151
Rail Program	23	2	41	30	59	48	688	18	18
Local Programs	30	33	26	37	30	59	71	13	13
Total Capital	1,106	1,180	1,589	1,684	1,675	1,987	3,347	2,283	2,283
Total Transportation Expenditures	2,156	2,290	2,797	3,014	3,047	3,338	4,839	3,890	3,975

(1) Local Users include the Rural Arterial Fuel Tax District, the Urban Arterial Fuel Tax District, the Transportation Improvement Fuel Tax District, the County Arterial Preservation Fuel Tax District and the Small City Pavement/Sidewalk Fuel Tax District.

(2) Assumes some expenditures will be covered by tolling the SR 520 Corridor Project and the Viaduct Project. These toll revenues are not reflected in the revenues shown in Table 9.

Totals may not add due to rounding.

Source: Washington State Department of Transportation.

INDEBTEDNESS AND OTHER OBLIGATIONS

All state general obligation debt and other evidences of indebtedness must be authorized by the Legislature and issued under the authority granted by the Legislature to the Committee. In addition to long-term bonds, the state may enter into financing contracts, including leases and installment purchase contracts, and notes. As described below, the state also may incur contingent obligations such as guarantees and may enter into payment agreements such as interest rate swaps (although to date it has not done so).

Debt Issuance Policy

The Committee maintains a Debt Issuance Policy that addresses, among other things, the roles and responsibilities of the Committee and the Treasurer, debt structuring guidelines and standards of conduct and appointment of professional service providers. The Debt Issuance Policy addresses debt service structure, mode of interest, refunding savings thresholds and the average life of debt (shorter than or equal to the estimated useful life of the facility financed). The requirements may not apply in all cases.

General Obligation Debt

General Obligation Debt Authority. The Constitution and enabling statutes authorize different means of incurring state general obligation debt, the payment of which is secured by a pledge of the state's full faith, credit and taxing power.

General obligation bonds may be authorized:

(1) by the affirmative vote of three-fifths of the members of each house of the Legislature, without voter approval, in which case the amount of such debt is generally (but not always) subject to the constitutional debt limitation described below;

(2) when authorized by law for a distinct work or object and approved by a majority of the voters voting thereon at a general election, or a special election called for that purpose, in which case the amount of the debt so approved is not subject to the constitutional debt limitations described below;

(3) by a body designated by statute (currently the Committee) without limitation as to amount, and without approval of the Legislature or approval of the voters:

  (a) to refund outstanding state obligations; or

  (b) to meet temporary deficiencies of the state treasury, to preserve the best interests of the state in the conduct of the various state institutions and agencies during each Fiscal Year if such debt is discharged (other than by refunding) within 12 months of the date of incurrence and is incurred only to provide for appropriations already made by the Legislature.

The Constitution also permits the state to incur additional debt to repel invasion, suppress insurrection or to defend the state in war.

Motor Vehicle Fuel Tax General Obligation Bonds. General obligation bonds that are payable from excise taxes on motor vehicle and special fuels may be issued for specified highway purposes and, as described below, such bonds are not subject to the constitutional general obligation debt limitation.

Historically, excise taxes on motor vehicle and special fuels always have been used to pay such bonds. See "TRANSPORTATION-RELATED REVENUES AND EXPENDITURES–Transportation Expenditures–Payment of Bonds Payable from Excise Taxes on Motor Vehicle and Special Fuels."

Constitutional General Obligation Debt Limitation. With certain exceptions noted below, the amount of state general obligation debt that may be incurred is limited by the Constitution. The constitutional debt limitation prohibits the issuance of new debt if the aggregate debt contracted by the state would exceed the amount for which payments of principal and interest in any Fiscal Year would require the state to expend more than nine percent of the arithmetic mean of general state revenues for the three immediately preceding Fiscal Years. This limitation restricts the incurrence of new debt and not the amount of debt service that may be paid by the state in future years.

Under the Constitution, "general state revenues" includes all state money received in the state treasury, with certain exceptions, including (1) fees and revenues derived from the operation of any undertaking, facility, or project; (2) moneys received as gifts, grants, donations, aid, or assistance when the terms require the application of such moneys otherwise then for general purposes of the state; (3) retirement system moneys and performance bonds and deposits; (4) trust fund moneys, including moneys received from taxes levied for specific purposes; and (5) proceeds from sale of bonds or other indebtedness.

Principal and interest requirements on the following types of obligations are excluded from the calculation of the constitutional debt limitation:

(1) obligations payable from excise taxes levied on motor vehicle fuels, license fees, income received from the investment of the permanent common school fund and revenue received from license fees on motor vehicles;

(2) debt that has been refunded or defeased;

(3) debt authorized by law for a single work or object and approved by a majority of those voting in a general or special election;

(4) certificates of indebtedness issued to meet temporary deficiencies in the state treasury (described above under "General Obligation Debt Authority");

(5) principal requirements of bond anticipation notes;

(6) financing contracts, including certificates of participation therein;

(7) obligations issued to pay "current expenses of state government";

(8) obligations payable solely from the revenues derived from the ownership or operation of any particular facility or project;

(9) obligations payable solely from gifts, grants, donations, aid or assistance that is limited to expenditure on specific purposes; and

(10) any state guarantee of voter-approved general obligation debt of school districts in the state.

Debt Service Within Constitutional Debt Limitation. The aggregate debt projected to be contracted by the state as of August 10, 2010 does not exceed that amount for which payments of principal and interest in any Fiscal Year would require the state to expend more than nine percent of the arithmetic mean of its general state revenues for the three immediately preceding Fiscal Years. The arithmetic mean of general state revenues for Fiscal Years 2008, 2009 and 2010 is $12,166,020,863. The debt service limitation, nine percent of this mean, is $1,094,941,878. The state's maximum annual debt service as of August 10, 2010, on debt service subject to the constitutional debt limitation is $978,371,668 or $116,570,209 less than the debt service limitation.

Use of Short-Term General Obligation Debt Authority (Certificates of Indebtedness and Bond Anticipation Notes). Article VIII of the Constitution, Chapter 39.42 RCW and the state's other bond statutes delegate to the Committee the authority to issue, in the name of the state, temporary notes in anticipation of the sale of bonds. Pursuant to statutory authority and resolution of the Committee, such notes would be general obligations of the state, but principal of those notes would be excluded from the constitutional debt limitation. The state has no bond anticipation notes currently outstanding and currently does not plan to issue bond anticipation notes.

Article VIII of the Constitution and Chapter 39.42 RCW also provide for the issuance of certificates of indebtedness to meet temporary deficiencies in the state treasury. Such indebtedness must be retired other than by refunding within 12 months after the date of issue. Principal and interest on certificates of indebtedness are excluded from the constitutional debt limitation. The state has no certificates of indebtedness currently outstanding and does not anticipate any short-term borrowing during Fiscal Year 2011.

Table 11 includes the total debt service requirements by pledge of revenues for the state general obligation bonds, and Table 12 includes a summary of the state's outstanding general obligation bonds.

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Table 11
General Obligation Bonds – Total Debt Service Requirements by Pledge of Revenues
(in dollars)

Fiscal Year Ending June 30	Outstanding 8/10/2010[1] General State Revenues[3] Principal	Outstanding 8/10/2010[1] General State Revenues[3] Interest[4]	Outstanding 8/10/2010[1] Motor Vehicle Fuel Tax Revenues Principal	Outstanding 8/10/2010[1] Motor Vehicle Fuel Tax Revenues Interest[5]	The Bonds[2] General State Revenues Principal	The Bonds[2] General State Revenues Interest	Total Principal	Total Interest[2, 4, 5]	Total Debt Service Requirements[2, 3, 4, 5]
2011[6]	312,200,000	266,548,726	104,994,332	158,161,627	-	9,732,211	417,194,332	434,442,564	851,636,897
2012	466,525,276	506,336,133	160,743,614	277,674,501	11,545,000	20,445,572	638,813,890	804,456,206	1,443,270,096
2013	489,668,543	477,824,213	166,319,745	274,301,358	11,660,000	20,332,319	667,648,288	772,457,889	1,440,106,177
2014	510,373,999	447,787,763	177,272,541	271,997,084	11,830,000	20,162,987	699,476,540	739,947,834	1,439,424,374
2015	537,716,564	430,867,782	181,477,993	266,444,835	12,070,000	19,922,396	731,264,557	717,235,012	1,448,499,569
2016	551,024,988	416,278,297	236,554,493	263,189,133	12,365,000	19,624,141	799,944,481	699,091,571	1,499,036,052
2017	548,841,545	407,599,096	248,528,239	259,665,508	12,725,000	19,267,323	810,094,784	686,531,927	1,496,626,711
2018	533,923,956	378,300,282	252,644,188	251,806,150	13,145,000	18,848,019	799,713,144	648,954,450	1,448,667,594
2019	518,491,316	353,419,875	260,971,883	244,891,568	13,620,000	18,371,761	793,083,200	616,683,203	1,409,766,402
2020	506,513,376	332,256,284	267,023,119	236,519,325	14,150,000	17,841,221	787,686,495	586,616,831	1,374,303,326
2021	476,578,505	279,807,407	264,401,687	227,051,020	14,765,000	17,224,584	755,745,193	524,083,011	1,279,828,204
2022	467,675,000	232,777,713	270,072,106	220,217,506	15,495,000	16,494,375	753,242,106	469,489,593	1,222,731,700
2023	466,065,000	209,314,275	266,877,167	211,067,520	16,290,000	15,699,750	749,232,167	436,081,545	1,185,313,713
2024	463,100,000	186,313,650	271,884,322	203,210,808	17,125,000	14,864,375	752,109,322	404,388,833	1,156,498,155
2025	438,220,000	163,313,738	279,609,917	193,499,579	18,005,000	13,986,125	735,834,917	370,799,441	1,106,634,358
2026	420,205,000	141,738,625	288,050,654	181,714,103	18,930,000	13,062,750	727,185,654	336,515,478	1,063,701,131
2027	400,005,000	120,726,638	285,673,610	169,860,125	19,900,000	12,092,000	705,578,610	302,678,762	1,008,257,372
2028	377,265,000	101,337,025	272,821,468	159,307,722	20,920,000	11,071,500	671,006,468	271,716,247	942,722,716
2029	369,460,000	82,949,125	271,346,913	148,497,044	21,990,000	9,998,750	662,796,913	241,444,919	904,241,833
2030	339,150,000	64,775,325	263,545,835	136,792,271	23,120,000	8,871,000	625,815,835	210,438,596	836,254,431
2031	304,910,000	48,643,225	229,415,000	65,130,556	24,305,000	7,685,375	558,630,000	121,459,156	680,089,156
2032	282,810,000	33,791,050	207,600,000	53,818,835	25,550,000	6,439,000	515,960,000	94,048,885	610,008,885
2033	241,975,000	20,271,663	175,955,000	43,569,602	26,865,000	5,128,625	444,795,000	68,969,889	513,764,889
2034	155,855,000	9,544,750	130,255,000	35,123,880	28,240,000	3,751,000	314,350,000	48,419,630	362,769,630
2035	73,245,000	2,655,250	105,130,000	28,759,606	29,690,000	2,302,750	208,065,000	33,717,606	241,782,606
2036	-	-	80,450,000	23,909,156	31,210,000	780,250	111,660,000	24,689,406	136,349,406
2037	-	-	83,235,000	19,598,591	-	-	83,235,000	19,598,591	102,833,591
2038	-	-	86,115,000	15,138,625	-	-	86,115,000	15,138,625	101,253,625
2039	-	-	89,100,000	10,523,982	-	-	89,100,000	10,523,982	99,623,982
2040	-	-	92,185,000	5,749,256	-	-	92,185,000	5,749,256	97,934,256
2041	-	-	64,615,000	1,660,606	-	-	64,615,000	1,660,606	66,275,606
Total	10,251,798,068	5,715,177,907	6,134,868,828	4,658,851,481	465,510,000	344,000,158	16,852,176,896	10,718,029,546	27,570,206,442

(1) Does not include the three series of state general obligation bonds scheduled to be sold on July 28, 2010 (the "Bonds"); includes debt service on the refunded bond candidates anticipated to be refunded by one of the series of the Bonds.
(2) Preliminary, subject to change. Excludes the refunding series of Bonds scheduled to be sold on July 28, 2010.
(3) The state may be reimbursed for some of these debt service payments from sources that are not general state revenues, including tuition fees, patient fees, admission taxes, parking taxes, certain King County sales and use taxes and lodging excise taxes. See Tables 12 and 13.
(4) Interest payments on certain variable rate bonds are only estimates and are subject to change from time to time as market conditions change; $131,400,000 in principal amount of variable rate bonds is outstanding as of August 10, 2010.
(5) Debt service does not take into account the receipts of the 35 percent federal credit payments applicable to bonds issued as Build America Bonds.
(6) Remaining debt service on outstanding bonds. Upon the issuance of the Bonds, debt service requirements for the entire Fiscal Year 2011 are: principal $630,478,541; interest $789,884,998; total debt service $1,420,363,539.

Totals may not add due to rounding.

Source: Office of the State Treasurer.

Table 12
Summary of Outstanding General Obligation Bonds
(in dollars)

	6/30/2006	6/30/2007	6/30/2008	6/30/2009	6/30/2010
Outstanding					
General State Revenues and Other Sources (1)	7,702,642,072	8,304,968,946	9,003,114,410	9,831,964,833	10,410,327,277
Motor Vehicle Fuel Tax Revenues	2,881,445,657	3,368,311,634	4,004,259,674	4,285,988,810	6,189,623,828
Total – Outstanding	10,584,087,730	11,673,280,580	13,007,374,085	14,117,953,643	16,599,951,104
Annual Debt Service Requirements By Fiscal Year	939,827,748	1,013,402,558	1,104,194,376	1,226,777,668	1,311,845,837

(1) The state may be reimbursed from sources that are not general state revenues, including tuition fees, patient fees, admission taxes, parking taxes, certain King County sales and use taxes and lodging excise taxes.

Totals may not add due to rounding.

Source: Office of the State Treasurer.

Table 13
General Obligations by Source of Payment(1)
(Outstanding as of August 10, 2010)
(in dollars)

Various Purpose General Obligation Bonds	
Payable from General State Revenues	9,802,156,380
Reimbursed from Other Sources(2)	915,151,688
Sub Total	10,717,308,068
Motor Vehicle Fuel Tax General Obligation Bonds	
Payable from Excise Taxes on Motor Vehicle and Special Fuels	5,508,885,000
Reimbursed from Tolls on the Tacoma Narrows Bridge	625,983,828
Sub Total	6,134,868,828
Total General Obligation Bonds	16,852,176,896

(1) Preliminary, subject to change; includes the Series 2011A and Series 2011T Bonds scheduled to be sold on July 28, 2010; does not include the refunding Series R-2011A Bonds scheduled to be sold on that date.

(2) Certain state general obligation bonds are payable first from sources other than general state revenues, including tuition fees, patient fees, admissions taxes, parking taxes, certain King County sales and use taxes, or lodging excise taxes, but additionally are general obligations of the state.

Totals may not add due to rounding.

Source: Office of the State Treasurer.

Certificates of Participation/Financing Contracts for State and Local Agencies

Financing Contracts and Leases for State Agencies. In 1989, the Legislature authorized the state to enter into financing contracts, including leases, installment purchase agreements and other interest-bearing contracts, for the acquisition by state agencies of personal and real property. The state's current program provides for the financing of essential equipment and real estate projects with proceeds received from the sale of certificates of participation in master financing contracts. By their terms, the master financing contracts are payable only from current appropriations and/or from funds that do not constitute "general state revenues," and are not "debt" under the Constitution. Unlike bonds, the state's obligations under the master financing contracts and state agencies' obligations under their financing addenda are subject to appropriation by the Legislature and Executive Order reduction by the Governor.

The Committee is charged with oversight of financing contracts entered into by the state and state agencies, and all financing contracts for state real estate projects require prior approval of the Legislature. At the start of each biennium, the Office of the State Treasurer, as staff to the Committee, reports on prior usage of financing contracts and presents a proposed financing plan for the upcoming biennium. In addition, the Committee is required by law to establish from time to time a maximum aggregate principal amount payable from payments to be made under financing contracts entered into by the state.

The state also has entered into two long-term leases with separate nonprofit corporations that issued "63-20" lease revenue bonds on behalf of the state. The first lease, entered into in 2004 with Tumwater Office Properties, is for an office building being used as offices by WSDOT and DOC (now known as the "Edna Lucille Goodrich Building" and formerly the "Tumwater Office Building"). The second lease, entered into in July 2009 with FYI Properties, is for a state data center and an office building in Olympia to be used by the Department of Information Services and several smaller agencies (the "Wheeler Building"). The state is not obligated to make any payments under this second lease unless and until the building is substantially completed, estimated to be in September 2011. The state's payments under the leases have been assigned to separate trustees as security for the "63-20" bonds issued by each of the lessors. Under each lease, the state's obligation to make payments of rent is subject to appropriation by the Legislature and subject to Executive Order reduction by the Governor, and neither lease is a "debt" under the Constitution.

Financing Contracts for Local Agencies. In 1998, the Legislature authorized the state to enter into financing contracts on behalf of certain local government agencies for the acquisition of essential real and personal property. Pursuant to that authorization, the Treasurer established the state's Local Capital Asset Lending Program under which certain local government agencies with taxing power enter into financing contracts with the state for the acquisition of real and personal property. The obligations of local agencies under financing contracts with the state are general obligations to which the local agencies pledge their full faith and credit to make required payments. Local agency payments received by the state are used to make payments under financing contracts of the state. The state incurs a contingent obligation to make payments on behalf of a local agency in the event a local agency fails to make its required payment. This contingent payment obligation of the state is subject to appropriation by the Legislature and to Executive Order reduction by the Governor. If any local agency fails to make a payment due, the Treasurer is obligated to withhold an amount sufficient to make such payment from the local agency's share, if any, of state revenues or other amounts authorized or required by law to be distributed by the state to such local agency, if otherwise legally permissible.

Table 14 summarizes by Fiscal Year payments to be made relating to outstanding certificates of participation, and Table 15 summarizes the "63-20" lease revenue bond payments by Fiscal Year.

Table 14
Payments of Certificates of Participation in State Financing Contracts for State and Local Agencies by Fiscal Year(1)(2)

(as of August 1, 2010)

(in dollars)

	State				Local				State and Local Equipment and Real Estate
	Equipment		Real Estate		Equipment		Real Estate		
Fiscal Year	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest	Total Debt Service
2011	16,097,296	2,161,311	13,720,530	13,880,033	4,704,089	799,329	1,704,052	838,533	53,905,173
2012	30,019,426	3,447,539	46,892,374	24,144,570	8,885,831	1,341,102	3,222,577	1,578,091	119,531,509
2013	24,437,439	2,401,294	49,019,190	22,109,200	7,442,339	1,014,458	3,140,895	1,455,279	111,020,094
2014	17,260,336	1,577,900	51,026,083	20,037,487	5,999,060	744,638	3,109,031	1,339,737	101,094,272
2015	10,977,877	1,000,233	56,588,057	17,631,134	4,689,169	526,297	3,030,334	1,221,454	95,664,555
2016	7,349,988	612,279	59,169,795	14,997,711	3,038,515	367,744	3,103,475	1,102,555	89,742,062
2017	6,299,596	318,556	37,585,000	12,650,712	2,557,825	255,954	2,852,915	980,082	63,500,640
2018	1,862,379	144,644	37,445,000	10,973,114	2,115,598	158,200	2,111,893	875,518	55,686,347
2019	1,413,611	79,418	24,550,000	9,602,418	1,474,442	83,213	2,000,027	794,234	39,997,363
2020	864,072	34,548	24,095,000	8,604,318	1,053,562	32,325	1,900,013	715,844	37,299,683
2021	432,607	6,898	23,965,000	7,597,523	193,927	2,881	1,740,000	641,265	34,580,101
2022	-	-	22,845,000	6,598,903	-	-	1,565,000	572,208	31,581,110
2023	-	-	22,800,000	5,603,871	-	-	1,635,000	503,988	30,542,859
2024	-	-	21,170,000	4,623,224	-	-	1,695,000	432,475	27,920,700
2025	-	-	16,695,000	3,757,258	-	-	1,775,000	357,693	22,584,951
2026	-	-	16,520,000	3,002,144	-	-	1,860,000	276,278	21,658,421
2027	-	-	15,965,000	2,245,289	-	-	1,755,000	194,588	20,159,876
2028	-	-	12,465,000	1,544,446	-	-	1,800,000	113,441	15,922,888
2029	-	-	11,660,000	944,281	-	-	695,000	29,419	13,328,700
2030	-	-	8,820,000	337,428	-	-	90,000	3,293	9,250,720
2031	-	-	2,595,000	58,388	-	-	20,000	450	2,673,838
Total	117,014,628	11,784,620	575,591,028	190,943,450	42,154,358	5,326,140	40,805,213	14,026,424	997,645,861

(1) Excludes payments on state leases supporting “63-20” lease revenue bonds. See Table 15.

(2) Does not include debt service on the 2010 Certificates; includes debt service on the prepaid 2001 Certificates.

Totals may not add due to rounding.

Source: Office of the State Treasurer.

Table 15
Payments Under Lease Revenue Bonds by Fiscal Year
(as of August 10, 2010)
(in dollars)

Fiscal Year	E.L. Goodrich Building		Wheeler Building(1)		Total Lease Revenue Bonds
	Principal	Interest	Principal	Interest	
2011	-	1,373,444	-	16,233,375	17,606,819
2012	1,105,000	2,724,788	1,300,000	16,233,375	21,363,163
2013	1,240,000	2,671,688	5,455,000	16,181,375	25,548,063
2014	1,360,000	2,606,688	5,725,000	15,908,625	25,600,313
2015	1,540,000	2,534,188	6,015,000	15,622,375	25,711,563
2016	1,740,000	2,450,013	6,310,000	15,321,625	25,821,638
2017	1,955,000	2,353,019	6,630,000	15,006,125	25,944,144
2018	2,180,000	2,244,475	6,965,000	14,674,625	26,064,100
2019	2,420,000	2,123,725	7,310,000	14,326,375	26,180,100
2020	2,685,000	1,989,719	7,675,000	13,960,875	26,310,594
2021	2,960,000	1,841,538	8,060,000	13,577,125	26,438,663
2022	3,260,000	1,678,263	8,460,000	13,174,125	26,572,388
2023	3,570,000	1,498,975	8,885,000	12,751,125	26,705,100
2024	3,905,000	1,302,756	9,350,000	12,284,663	26,842,419
2025	4,265,000	1,093,625	9,845,000	11,793,788	26,997,413
2026	4,640,000	871,000	10,360,000	11,276,925	27,147,925
2027	5,035,000	629,125	10,905,000	10,733,025	27,302,150
2028	5,480,000	366,250	11,450,000	10,187,775	27,484,025
2029	4,585,000	114,625	12,035,000	9,600,963	26,335,588
2030	-	-	12,665,000	8,969,125	21,634,125
2031	-	-	13,360,000	8,272,550	21,632,550
2032	-	-	14,095,000	7,537,750	21,632,750
2033	-	-	14,870,000	6,762,525	21,632,525
2034	-	-	15,690,000	5,944,675	21,634,675
2035	-	-	16,555,000	5,081,725	21,636,725
2036	-	-	17,465,000	4,171,200	21,636,200
2037	-	-	18,425,000	3,210,625	21,635,625
2038	-	-	19,440,000	2,197,250	21,637,250
2039	-	-	20,510,000	1,128,050	21,638,050
Total	53,925,000	32,467,900	305,810,000	312,123,738	704,326,638

(1) This obligation begins at acceptance, which is expected to be in September 2011.
Totals may not add due to rounding.
Source: Office of the State Treasurer.

School Bond Guarantee Program

In 1999, the Legislature authorized a state school district credit enhancement program. The program's purpose is to provide savings to state taxpayers by pledging the full faith, credit and taxing power of the state to the payment of voter-approved school district general obligation bonds. The proposed law was approved by a vote of the electorate as a constitutional amendment.

Each school district is responsible for paying in full the principal of and interest on its bonds guaranteed by the state under the guarantee program. If sufficient money to make any scheduled debt service payment on guaranteed bonds of a school district has not been transferred to the paying agent in a timely manner, the Treasurer is required to transfer sufficient money to the paying agent for such payment. The Treasurer is entitled to recover from the school district any funds paid by the state on behalf of a school district under the guarantee program in a manner consistent with Chapter 39.98 RCW. The state has not been called upon to pay debt service on any school debt.

As of July 1, 2010, the aggregate total principal amount outstanding on 483 voter-approved bond issues guaranteed under the program is $7.974 billion. The bonds were issued by 193 school districts.

INVESTMENTS

The Treasurer manages and invests two distinct sets of funds: state funds and Local Government Investment Pool ("LGIP") funds. State funds include funds in the state treasury that are subject to legislative appropriation and funds in the Treasurer's Trust, which are accounts placed in the custody of the Treasurer and not typically subject to legislative appropriation. Separately, the Treasurer manages the LGIP funds, a voluntary investment option for local governments.

Both the state funds and funds in the LGIP are managed by the Office of the State Treasurer pursuant to state laws that govern the permissible investments for each and to investment policies that provide further restrictions. For a description of permitted investments, see Note 3 in Appendix D–"STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS." Historically, the Treasury and Treasurer's Trust Funds and the LGIP have had sufficient liquidity to meet all cash flow demands. In keeping with state law, funds within the Treasury and Treasurer's Trust Funds are comingled for investment and cash management purposes.

Separately, the Washington State Investment Board manages and invests state retirement plan funds, state injured-worker insurance funds and various permanent funds. Its 15-member board consists of 10 voting members and five non-voting members. The 10 voting members include the Director of the Department of Labor and Industries and the Director of Retirement Systems, the Treasurer, five representatives of the public employee retirement systems and two legislators (one from each chamber).

Treasury and Treasurer's Trust Funds

The Treasury and Treasurer's Trust Funds are separated into sub-portfolios, a Liquidity Portfolio and a Core Portfolio, each managed by a separate portfolio manager within the Office of the State Treasurer. Earnings on the two sub-portfolios are calculated and distributed to individual funds on an accrued basis. Objectives are set for each portfolio as described below.

Liquidity Portfolio. The objective of the Liquidity Portfolio is to meet daily cash requirements of all Treasury and Treasurer's Trust Funds (which include state operating and capital accounts). Additionally, the Liquidity Portfolio serves as a short-term investment fund for any cash holdings of the Core Portfolio. Balances in the Liquidity Portfolio fluctuate within a wide range (from near zero to more than $1.0 billion), increasing sharply with the receipt of seasonal tax payments and bond proceeds and declining with the pace of operating and capital expenditures. Investment holdings of this portfolio are generally repurchase agreements, reverse repurchase agreements, U.S. agency discount notes and deposits with qualified depositaries. Performance of this portfolio is measured against benchmarks used for the LGIP described below.

Core Portfolio. Cash not anticipated to be needed to meet cash flow requirements for the foreseeable future is invested in the Core Portfolio. The maximum maturity for this portfolio is 10 years with a target duration of about 1.75 years. Investment holdings of this portfolio include obligations of the U.S. Government, U.S. agencies and bank notes guaranteed by the FDIC under the temporary liquidity guarantee program (the "TLGP"). Performance benchmarks of the Core Portfolio are the total return and accrued yield of the Bank of America/Merrill Lynch 1-3 Treasury/Agency Index and the accrued yield of a blended ladder of two- and five-year U.S. Treasuries.

Table 16
Treasury and Treasurer's Trust Funds
Average Daily Balances by Security Class
($ in thousands)

	June 2010		July 2009-June 2010	
	$	**%**	**$**	**%**
Agency	822,974	22.3	1,248,270	44.5
Treasury	249,806	6.8	208,535	7.4
Repurchase Agreements	1,948,167	52.9	354,300	12.6
Reverse Repo	-	-	(48,539)	(1.7)
Bank Deposits	551,197	15.0	414,394	14.8
NOW Accounts	17,150	0.5	360,070	12.8
TLGP Bonds	95,890	2.6	265,388	9.5
	3,685,184	100.0	2,802,418	100.0
Weighted Average Maturity:	276 days			

Source: Office of the State Treasurer.

Local Government Investment Pool Funds

The LGIP, authorized by the Legislature in 1986, is a voluntary pool that provides its participants the opportunity to take advantage of the economies of scale inherent in pooling. The LGIP also is intended to offer participants safety of principal and the ability to achieve a higher investment yield than otherwise would be available to them. The more than 450 local governments that participate in the LGIP are allowed 100 percent liquidity on a daily basis. Although not regulated by the U.S. Securities and Exchange Commission (the "SEC"), the LGIP closely follows the SEC guidelines for Rule 2a-7 money market funds; for example, currently a maximum weighted average maturity ("WAM") of 90 days and a maximum final maturity of 397 days except for floating- and variable-rate securities and securities that are used for repurchase agreements. The WAM of the LGIP generally ranges from 30 to 60 days. Typical investment holdings of the LGIP are repurchase agreements, U.S. Treasury bills and notes, U.S. agency discount notes, coupons, floating- and variable-rate notes, reverse repurchase agreements and bank deposits. The benchmarks utilized for the LGIP are the Government and Agency money market net and gross yields reported by iMoneyNet. The net yield is utilized for external comparisons while the gross yield is used internally to assess portfolio manager performance.

Table 17
Local Government Investment Pool Funds
Average Daily Balances by Security Class
($ in thousands)

	June 2010		July 2009-June 2010	
	$	%	$	%
Agency	5,478,037	59.2	4,783,486	54.8
Treasury	215,147	2.3	1,398,717	16.0
Repurchase Agreements	2,811,654	30.4	1,121,436	12.9
Reverse Repo	-	-	(32,586)	(0.4)
Bank Deposits	650,153	7.0	868,175	10.0
NOW Accounts	102,633	1.1	584,354	6.7
	9,257,624	100.0	8,723,582	100.0
Weighted Average Maturity:	49 days			

Source: Office of the State Treasurer.

LITIGATION

In addition to routine claims for damages, there are currently a number of lawsuits challenging the management and administration of state programs. For example, some lawsuits seek an expansion of social services programs for certain constituents. The potential impact of this type of litigation is the most difficult to predict. Conceivably, a court could order the restructuring or expansion of certain entitlement programs that would result in a major restructuring of state budgeting and expenditures. No such ruling has yet to occur nor is such a court ruling currently anticipated. Most of these cases involve programs administered by DSHS but some involve other state agencies. All of these cases are not called out specifically in this Official Statement because it is not possible to quantify exactly what the fiscal impact of such claims could ultimately be and because it is not possible to know ahead of time what state or federal legislative responses could be taken to mitigate such impacts.

In addition to the types of cases discussed above, the following cases may raise potentially significant, but specifically incalculable fiscal impacts.

In *McCleary v. State of Washington,* KCSC No. 07-2-02323-2 SEA, judgment for petitioners was entered on February 24, 2010, by the King County Superior Court. The court found that the state is not meeting its constitutional mandate to make ample provision for the education of all K-12 public school children. The court ordered the Legislature to conduct a study of what state funding was needed to "amply provide" all Washington public school students with the "education" required by Article IX of the Constitution. The court also ordered the Legislature to indicate how the state will fund that cost with "stable and dependable" state funding sources. The court set no deadlines or parameters for determining those costs and funding sources, other than a mandate that the Legislature make "real and measurable progress," nor did the court order a deadline for the implementation of new or increased state funding. Prior to the trial, in the 2009 legislative session, the state enacted a sweeping reform of the substance of and funding for K-12 education. The court's decision leaves that option to the Legislature as a means of complying with its decision. That program of reform is scheduled to be fully implemented no later than 2018. The *McCleary* decision, by itself, does not translate into immediate or short-term impacts on the state budget. The 2009 legislation, though, could increase state funding for K-12 public education by billions of dollars. The state has appealed this decision.

In the matter *School Districts' Alliance for Adequate Funding of Special Education et al. v. State,* Washington State Supreme Court No. 82961-6, the plaintiffs, an alliance composed of 12 school districts, filed this suit in December 2004, alleging that the state's funding of special education in K-12 public schools violated Article IX of the Constitution. State funding for special education is to provide 193 percent of the per student amount provided for all K-12 students. Plaintiffs sought declaratory judgment to the affect that the state is not adequately funding special education and that the current funding legislation is constitutionally deficient. A bench trial was held in the fall of 2006 in Thurston County Superior Court. The court ruled in favor of the state on six of seven claims, deciding that only the application of a cap on the number of students eligible for funding was unconstitutional. The Legislature has made statutory amendments intended to cure this problem. Plaintiffs appealed to the Court of Appeals, Division II. The appellate court ruled in favor of the state holding that plaintiffs failed to meet their burden to prove beyond a reasonable doubt that statutes governing Washington's special education funding process are unconstitutional. Plaintiffs have appealed to the Supreme Court. Oral argument was heard on June 22, 2010. The Supreme Court is not expected to issue an opinion until late 2010 or the first quarter of 2011.

In *Jane Doe 1 and Jane Doe 2 v. Clarke*, TCSC No. 07-2-01513-0, female inmate class action plaintiffs allege that DOC failed to properly investigate and prevent alleged sexual assaults and alleged sexual misconduct by state prison guards. Five named plaintiffs sought damages, and the larger class sought only injunctive relief. The parties engaged in settlement negotiations and reached an agreement to settle the five individual damage claims for a total of $1.0 million, which was paid in June 2009. Negotiations have continued between the parties for resolution of the injunctive portion of the case. Some of the measures being considered in the negotiations implicate changes to labor practices. These have brought about a delay in reaching a final settlement and have led to dialogues with labor organizations. Consequently, the parties have entered into a stay, rescheduling the trial until September 2010. During the stay DOC will continue to implement changes at the women's facilities and to engage in further settlement discussions, including updates to third parties as necessary.

Solis v. Washington Department of Corrections, USDC Western Washington No. 08-CV-05362, is a U.S. Department of Labor ("USDOL") lawsuit filed in U.S. District Court seeking back overtime wages on behalf of approximately 870 community corrections employees state-wide. A settlement agreement has been reached and DOC has agreed to pay USDOL $418,293, contingent upon approval and appropriation by the Legislature.

In a matter being pursued by various Native American Tribes against the state in federal court, *United States v. State of Washington*, USDC Western Washington No. C70-9213, plaintiffs allege that state-owned culverts associated with hundreds of state roads and other public property have acted as blocks to migrating fish passages, allegedly harming the Tribes' ability to fully exploit their rights to benefit from the unhindered propagation of certain fish species. Trial concluded in October 2009. Post-trial briefs were filed in February 2010. Closing arguments were heard on June 7, 2010.

In *WEA, et al. v. Department of Retirement Services and State of Washington*, KCSC No. 07-2-17203-3 SEA, a King County Superior Court is being asked to overturn the Legislature's repeal of "gain sharing" benefits for various retirement system plans based on alleged constitutional impairment of contracts, due process, and estoppel theories. Four separate lawsuits were filed, which were consolidated under one case; one of those lawsuits was voluntarily dismissed in June 2009 leaving only three cases in the consolidated case. If plaintiffs prevail on all issues before the court, there could be a significant fiscal impact potentially requiring the Legislature to pursue additional funding of the plans or other remedies. Motions for summary judgment have been heard.

In a DSHS matter, *Tamas v. DSHS*, Ninth Circuit Court of Appeals No. 08-35862, three children alleged that DSHS failed to protect them and they were subjected to abuse by a foster parent and/or foster-adopt parent. The case was removed to federal court. DSHS moved to dismiss the federal civil rights claims.

The motion was denied. DSHS filed an interlocutory appeal, which is currently pending before the Ninth Circuit. Oral argument was heard on October 15, 2009. All state law claims are stayed pending the outcome of the Ninth Circuit ruling. No decision has been issued.

In the matter of the *United States v. WSDOT*, PCSC No. 07-2-10404-1, the U.S. Environmental Protection Agency ("EPA") is seeking $6.8 million in administrative costs incurred during cleanup of the Thea Foss Waterway in Tacoma, in addition to prejudgment interest of approximately $3.2 million. WSDOT has counterclaimed against the United States, alleging that the U.S. Army Corps of Engineers ("USACE") contributed to the pollution of the waterway by dredging contaminated sediment during 1900-1950 and disposing of it on the banks of the waterway where it could cause further waterway contamination. WSDOT is seeking to have some or all of the EPA administrative costs apportioned to USACE. Trial is set in U.S. District Court for February 2011.

The matter of *Moore v. Washington Health Care Authority*, KCSC No. 06-2-21115-4 SEA, is a class action lawsuit alleging that the state has wrongfully denied medical benefits to current and former non-permanent employees by inconsistently applying eligibility standards, misclassifying employees to deny them benefits in alleged violation of applicable statutes and regulations. A comprehensive ruling for plaintiffs on all issues in dispute could have a potentially significant impact. The trial court has ruled against the state on most liability issues. The case is now entering the discovery portion of the damages phase of the case. No trial date is currently set, although the parties anticipate trying the matter in 2011.

In the matter of *Peterson, et al. v. State of Washington et al.*, KCSC No. 10-2-11191-3 KNT, a gas station owner and nonprofit corporation filed a lawsuit alleging that the Hazardous Substance Tax codified at RCW 82.21.030 is a tax on motor vehicle fuel and is, therefore, required to be deposited in the Motor Vehicle Fund and used only for highway purposes pursuant to the Constitution Article 11, Section 40. The hazardous substance tax currently funds approximately 20 percent of the Department of Ecology's budget among other things. If the challenge is successful, the revenue generated by this tax would be diverted to the Motor Vehicle Fund and its uses would be limited to highway purposes only.

The *Estate of Barbara J. Nelson*, Court of Appeals No. 64613-3-I, is one of several tax refund actions that have been filed against the Department of Revenue ("DOR") in various superior courts. Personal representatives of the estates have filed objections to DOR assessment of additional state estate taxes and have petitioned for relief under RCW 11.96A.080 and .090. The personal representatives claim that the estates have paid all estate tax due under state law. Petitioners argue that a Washington Qualified Terminal Interest Property ("QTIP") election under RCW 83.100.047 was not made in the estates of the decedents' predeceased spouses and, therefore, DOR has erroneously included the trusts left for the decedents' benefits in the decedents' taxable estates for purposes of Washington's estate tax. DOR contends that the marital trust assets are includable and taxable as part of the estates under Washington law. *Estate of Nelson* is the lead case. A hearing was held in the consolidated case before the King County Superior Court in December 2009. On cross motions for summary judgment, the court ruled in DOR's favor. Personal representatives appealed to the Court of Appeals, Division I, and the parties are in the process of filing their briefs. Oral argument has not yet been scheduled.

In the matter of *Sprint International*, Court of Appeals No. 38347-1-II, a taxpayer alleges that the statutory definition of "network telephone service" does not include computer networking services. Four related actions have been filed. The first case, filed in Thurston County Superior Court, involves the 1989-1993 audit period. The three later cases, two involving the 1993-1997 audit periods and one involving the 1998-2002 audit period, are before the Board of Tax Appeals ("BTA"). The superior court case is serving as the lead case and the BTA cases have been stayed pending the outcome of the superior court case. In September 2008, the superior court granted summary judgment to DOR in the lead Sprint action. Sprint has filed an appeal in the Court of Appeals, Division II. Oral argument was heard

October 13, 2009. The Court of Appeals, Division II ruled in favor of DOR. Taxpayer filed a motion for reconsideration that Division II recently denied. Taxpayer filed a petition for discretionary review in the Supreme Court and DOR's answer is due on July 22, 2010. The three BTA appeals involving later tax periods continue to be stayed pending the resolution of the appellate action.

In the matter of *Rekhter v. DSHS*, TCSC No. 07-2-00895-8, and two other similar cases (*Pfaff* and *SEIU 775NW*) consolidated with this one, plaintiffs argue that pursuant to DSHS's methodology ("shared living rule") for computing the number of hours of paid care available to the recipient class, those with live-in providers received approximately 15 percent less than those recipients who use live-out providers. This rule was invalidated by the Supreme Court ruling (*Jenkins v. DSHS*) issued on May 3, 2007, and was subsequently repealed by DSHS. Plaintiffs seek reimbursement by way of "money damages" to the class of recipients or the provider class for the approximately 15 percent fewer authorized hours, and injunctive relief barring application of the rule in the future. The state removed the case to federal court. After the federal court dismissed all federal law claims, it was remanded to state court. The Thurston County Superior Court has ruled that the recipient class is entitled to "retroactive compensatory relief" and ruled that the recipient class can go back to November 2003 in making their claim for money damages. The state argued that the recipient class could only go back, at most, 90 days from the date the complaint was filed on May 4, 2007. The state has filed a Motion for Discretionary Review, but a ruling by the Court of Appeals is not expected until the August 2010 timeframe. The court has dismissed the provider classes' claims under the state wage and hour laws, thereby removing the possibility of double damages for the provider class, but determined that there are questions of material fact regarding the provider classes' breach of contract and unjust enrichment/quantum meruit claims. The trial on all remaining claims in the case is scheduled to begin on November 29, 2010.

Finally, the matter of *Tourism Alliance, et al. v. State of Washington*, et al., KCSC No. 09-2-20972-3 SE, involves constitutional and impairment of contract challenges to the transfer of $57 million dollars from two Washington State Convention Center accounts to the General Fund. In the 2008 supplemental budget, the Legislature directed the Treasurer to make this transfer on June 30, 2009. This case was filed on June 1, 2009, and cross motions for summary judgment have been filed but no hearing has been scheduled as settlement negotiations are under way.

RISK MANAGEMENT

Insurance

The state operates a self-insurance liability program (the "SILP") for third-party claims against the state for injuries and property damage up to $10 million for each occurrence. An excess insurance policy is also purchased for these risks, which covers amounts above a self-insured retention (the "SIR") up to an annual limit of $40 million. The current SIR is $10 million for all agencies except DSHS and DOC, each of which has an $18 million SIR. Insurance is procured annually, and the SIR may change. The SILP is administered by OFM with money available in a statutorily-based Liability Account. The Liability Account is funded by annual premiums assessed to state agencies based on each agency's loss history (paid claims over the most recent five years and open reserves for pending claims). State statutes do not permit the Liability Account to exceed 50 percent of the state's outstanding liabilities as determined bi-annually by an independent actuary. General and auto claims are investigated and settled through the coordinated efforts of OFM, the Office of the Attorney General and WSDOT with consultation and agreement of the affected agency. Approved claims (including judgments, settlements and related defense costs) are paid by OFM from the Liability Account.

The SILP covers the state, its agencies, governing bodies, boards and commissions, including all state employees, elected and appointed officials, members of boards or commissions, volunteers and reserve officers, all while acting within the scope of their employment or assigned volunteer activities. Students in state four-year universities and in the community and technical colleges are not covered by the SILP unless they otherwise qualify as state employees or volunteers. The University of Washington does not participate in SILP but operates its own self-insurance program and purchases a variety of commercial insurance, including excess and property policies. See Notes 7(C), 10 and 13(B) in Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

The Ferries Division of WSDOT does not participate in the SILP, so the state purchases a marine policy that covers the vessels and operations of the Washington State Ferry System and several small vessels owned by DOC to transport individuals to the McNeil Island Corrections Center. The policy combines general liability, pollution liability, vessel hull and machinery and property in a master policy. It provides coverage up to $250 million annually for liability, $250 million for pollution, approximately 60 percent of the value of the ferries ($879 million) and all terminals, docks and shore-side facilities ($400 million). There is a single $1.0 million deductible per occurrence. The policy also has a special protection for war risk for selected vessels and routes, which provides the above coverage for losses as a result of foreign or domestic terrorism. This is needed because acts of war are excluded from the general marine policy.

The state also purchases other commercial insurance such as aviation insurance covering aircraft and airport liability coverage for agencies and colleges with aviation exposures, a master property policy covering all risks for selected buildings, contents and electronic data processing equipment (replacement value insurance including earthquakes and floods), a fidelity policy covering fraudulent or dishonest acts of all state officers and employees, and special policies covering specific buildings such as the Washington State Convention Center and certain buildings at Washington State University, as well as for the Tacoma Narrows Bridge, including all risk property coverage that covers the possible loss of toll revenues for the new span of the bridge.

Workers' Compensation Program

The Workers' Compensation Program insures payment of benefits for approximately 70 percent of the work force in the state, excluding self-insured employers and their employees. The Workers' Compensation Program provides time-loss, medical, vocational, disability and pension benefits to qualifying individuals who sustain work-related injuries or illness. The main benefits plans of the Workers' Compensation Program are funded based on rates that are designed to keep these plans solvent in accordance with recognized actuarial principles and to limit fluctuations in premium rates. The supplemental pension plan supports cost-of-living adjustments ("COLA") granted for time-loss and disability payments for all injured workers, including those of self-insured employers. The accrual of future payments for workers that were injured as of June 30, 2009, were estimated to be approximately $11.4 billion as of June 30, 2009. By statute, the state is permitted to collect only enough revenue to fund the current COLA payments. No assets are allowed to accumulate for the future funding of claims' COLA benefits payable. The programs' actuaries estimate these rates so that yearly premium payments will be sufficient to make these current payments.

The supplemental pension component covers both state funded and self-insured employees. The remaining claims liabilities of the Workers' Compensation Program ($10.7 billion as of June 30, 2009) are funded by long-term investments. See Note 7(C) in Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

State Unemployment Compensation Fund

The Washington State Unemployment Insurance Program provides weekly unemployment insurance payments for workers who lose their jobs through no fault of their own. The unemployment insurance program is a partnership among federal and state governments. Employers in the state pay unemployment insurance through unemployment taxes to both the state and the federal government. Workers do not pay unemployment taxes.

Federal unemployment tax revenues are used to finance specific purposes related to running the states' unemployment insurance programs, such as state employment security staff salaries, equipment, software, and supplies that are used in direct support of the program. The federal tax also provides benefit reserve funds for possible extended-benefits programs and provides a loan fund for states that deplete their benefit accounts.

State unemployment tax revenues are directed to the state's benefit trust fund, which can only be used to pay unemployment benefits. This trust fund is held in the national unemployment insurance trust fund of the U.S. Treasury. According to state statute, tax rates are set to maintain fund balances sufficient to cover at least 12 months of unemployment benefits during a severe recession. By statute, the state may add an additional solvency tax of 0.2 percent to an employer's rate if the balance in the trust fund drops below a level needed to pay seven months of benefits.

There are two major components of state unemployment taxes, an experience-rated tax based on a rolling four-year average of the employer's layoff history and a social-cost tax based on costs from the previous year that are not attributed to a specific employer.

For 2010, the average combined unemployment tax rate is approximately 2.38 percent. The social cost portion increased sharply in 2010. The average rates for 2005 to 2010 are shown in the following table.

Table 18
Average Combined Unemployment Tax Rates
(Fiscal Year ended June 30)

Year	Average Tax Rate
2005	2.78%
2006	2.38
2007	1.97
2008	1.82
2009	1.64
2010 (estimate)	2.38

Source: Washington Employment Security Department.

The balance in the trust fund as of May 2010 is $2.24 billion, which is calculated to provide 11.3 months of benefits. The following table shows the unemployment compensation balances for Fiscal Years 2005 through 2009.

Table 19
Unemployment Compensation Fund Balance[1]
(Fiscal Year ended June 30)
($ in millions)

Year	Balance
2005	1,840
2006	2,706
2007	3,490
2008	4,026
2009	3,420

(1) The state trust fund is held in an account for the state in the national unemployment trust fund of the U.S. Treasury.

Source: Employment Security Department.

In May 2010, approximately 265,120 unemployed workers received benefits under the program. New claimants entering the program are now entitled to up to 26 weeks of regular unemployment insurance benefits from the state, with a maximum state liability of $14,820 (63% of average weekly wage times 26) per unemployed worker.

In February 2009, the state qualified for the federal Extended Benefits Program that allows up to an additional 20 weeks of benefits. The qualification triggers are based upon the unemployment rate and the rates compared to prior years. There are two levels, one for up to 13 weeks of benefits and one for up to 20 weeks, depending upon the unemployment rate. This program is funded 50% from the state and 50% from the federal government.

Seismic Activity and Other Natural Disasters

The state is in an area of seismic activity, with frequent small earthquakes and occasionally moderate and larger earthquakes. Certain soil types and property in certain areas of the state could become subject to liquefaction (the transformation of soil from a solid state to a liquid state) following a major earthquake, to landslides caused by an earthquake and to ongoing shaking that could follow a major earthquake. The state contains identified geologic faults. In addition to various faults beneath the state, the state is within the Cascadia subduction zone, a fault beneath the Pacific Ocean, which produced a large earthquake several hundred years ago and is thought to be capable of causing extensive damage if another such earthquake occurs. The most recent notable earthquake in the state, which measured 6.8 on the Richter Scale, occurred in 2001. Areas of the state also could experience the effects of a tsunami following a major earthquake on the West Coast or in areas outside the United States. WSDOT has determined that, among other infrastructure, the seawall between downtown Seattle and Puget Sound; the Alaskan Way Viaduct, an elevated highway adjacent to the seawall; and the SR 520 Evergreen Point Bridge, one of only two bridges that cross Lake Washington, are likely to be damaged or destroyed if another major earthquake occurs. Other natural disasters, including volcanic eruptions and tsunamis, are possible. The loss of life and property damage that could result from a major earthquake or other major natural disasters could have a material and adverse impact on the state and its economy and financial condition. See “TRANSPORTATION-RELATED REVENUES AND EXPENDITURES–Transportation Expenditures–The SR 520 Corridor Project” and “–The Alaskan Way Viaduct.”

RETIREMENT SYSTEMS

Overview

The state administers 13 defined benefit retirement plans, three of which contain hybrid defined benefit/defined contribution options. The plans cover approximately 494,300 eligible state and local government employees. These plans are administered through the Department of Retirement Systems and the Board for Volunteer Fire Fighters. See Table 20.

The state's retirement plans are funded by a combination of funding sources: (1) contributions from the state; (2) contributions from employers (including the state as employer and other governmental employers); (3) contributions from employees; and (4) investment returns.

Retirement funds are invested by the Washington State Investment Board, a 15-member board created by the Legislature in 1981. Additional information regarding retirement funds can be found in Note 11 of Appendix D–"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

The Office of the State Actuary ("OSA") is statutorily required to perform biennial actuarial valuations, although in practice actuarial valuations are performed annually. The final audited actuarial valuation report is typically released in the fall. OSA also is required to recommend contribution rates and to provide actuarial services to the Legislature, the Governor, and to certain boards and state agencies. OSA recommendations are non-binding.

Rate-Setting Process

Contribution rates for the upcoming biennium are adopted during even-numbered years according to a statutory rate-setting process. The process begins with OSA's actuarial valuation of each plan and a determination of recommended contribution rates. OSA provides preliminary results to the Select Committee on Pension Policy ("SCPP") and the Pension Funding Council ("PFC"). The SCPP then recommends contribution rates to the PFC, which in turn is required to adopt contribution rates no later than the end of July in even-numbered years. The rates adopted by the PFC are subject to revision by the Legislature.

The 20-member SCPP is made up of legislators, state agency representatives, and stakeholders. The six-member PFC consists of the Director of the Department of Retirement Systems, the Director of OFM, the chair and ranking minority member of the House of Representatives Ways and Means Committee, and the chair and ranking minority member of the Senate Ways and Means Committee. The Law Enforcement Officers' and Fire Fighters' Retirement System 2 ("LEOFF 2") is the single exception to this process. OSA's preliminary valuation is presented to the LEOFF 2 Board, which is also required to adopt contribution rates no later than the end of July in even-numbered years.

Retirement Plans

A summary of each of the state retirement plans as of June 30, 2008, the date of the last actuarial valuation, is provided below.

Table 20
Overview of Retirement Plans
As of June 30, 2008

Retirement System/Plan	Administered by	Benefit Type	Active & Terminated Vested Members	Members Receiving Benefits	Closed in
Public Employees' Retirement System ("PERS") was established in 1947 and is a cost-sharing multiple-employer retirement system.					
PERS 1	Dept of Retirement Systems	Defined Benefit	13,934	54,581	1977
PERS 2/3		Defined Benefit/ Hybrid	175,001	18,541	Open
Teachers' Retirement System ("TRS") was established in 1938 and is a cost-sharing multiple-employer retirement system comprised principally of non-state employees.					
TRS 1	Dept of Retirement Systems	Defined Benefit	7,021	35,879	1977
TRS 2/3		Defined Benefit/Hybrid	68,202	3,271	Open
School Employees' Retirement System ("PERS") was established in 2000 and is a cost-sharing multiple-employer retirement system comprised principally of non-state employees.					
SERS 2/3	Dept of Retirement Systems	Defined Benefit/Hybrid	60,374	3,873	Open
Law Enforcement Officers' and Fire Fighters' Retirement System ("LEOFF") was established in 1970 and is a cost-sharing multiple-employer retirement system comprised primarily of non-state employees, with the Department of Fish and Wildlife enforcement officers as the major exception.					
LEOFF 1	Dept of Retirement Systems	Defined Benefit	422	8,134	1977
LEOFF 2		Defined Benefit	17,275	1,134	Open
Washington State Patrol Retirement System ("WSPRS") was established in 1947 and is a single employer retirement system.					
WSPRS 1	Dept of Retirement Systems	Defined Benefit	967	831	2002
WSPRS 2		Defined Benefit	236	0	Open
Public Safety Employees' Retirement System ("PSERS") was established in 2006 and is a cost-sharing multiple-employer retirement system.					
PSERS 2	Dept of Retirement Systems	Defined Benefit	3,981	1	Open
Judicial Retirement System ("JRS") was established in 1971 and is an agent multiple-employer retirement system.					
JRS	Dept of Retirement Systems	Defined Benefit	11	127	1988
Judges' Retirement Fund ("Judges") was established in 1937 to provide retirement benefits to judges of the Supreme Court, Court of Appeals, and Superior Courts. It is an agent multiple-employer retirement system. Judges are now covered under PERS.					
Judges	Dept of Retirement Systems	Defined Benefit	0	13	1971
Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Act ("VFFRPF") was established in 1945 and is a cost-sharing multiple-employer retirement system.					
VFFRPF	Board for Volunteer Fire Fighters	Defined Benefit	16,708	3,575	Open

Source: Department of Retirement Systems.

State Contributions

Table 21 summarizes the state's contributions to the retirement plans, as adopted by the Legislature.

Table 21
State's Contributions
($ in millions)

	2007	2008	2009
PERS Plan 1	59.9	115.5	169.0
PERS Plan 2/3	118.3	159.6	217.6
TRS Plan 1	2.1	4.3	8.0
TRS Plan 2/3	0.6	0.5	0.8
SERS Plan 2/3	-	-	-
PSERS Plan 2	2.8	5.9	7.7
LEOFF Plan 1	-	-	-
LEOFF Plan 2	38.6	46.8	52.0
VFFRPF	6.0	5.0	5.2
WSPRS Plan 1	2.9	5.2	5.2
WSPRS Plan 2	0.4	0.9	1.2
JRS	9.6	9.7	10.3
Judges	0.3	-	-
Total	241.5	353.4	477.0

Source: Department of Retirement Systems.

Contribution Ratios. In addition to the state, all other participating governmental employers must make contributions to any system in which their employees participate as members. Participating governmental employers include, but are not limited to, school districts, counties, municipalities, and political subdivisions.

Table 22
Estimated State and Local Government
Employer Contribution Ratios by Funding Source[(1)]
(in percents)

System	General Fund-State	Non-General Fund-State	Local Government
PERS	19.9	28.4	51.7
TRS	66.3	0.0	33.7
SERS	44.6	0.0	55.4
PSERS	71.0	7.6	21.4
LEOFF 1[(2)]	0.0	0.0	0.0
LEOFF 2	40.0	0.0	60.0
WSPRS	8.0	92.0	0.0

(1) These splits are used by OSA to model approximate cost allocations for employers by fund or type of employer in actuarial fiscal notes. The reader should exercise caution when using numbers provided in this table for any other purpose.
(2) No contributions required when the plan is fully funded. The plan has been fully funded since 2000.

Source: Office of the State Actuary.

Actuarial Valuation and Funding

Actuarial Reporting. The state actuary is required, pursuant to Chapter 41.45 RCW, to provide an actuarial valuation of PERS, TRS, SERS, PSERS, LEOFF, and WSPRS plans every two years. In practice, valuations are provided annually but only valuations for odd-numbered years are used to determine contribution rates. The demographic assumptions were last updated in the 2007 Actuarial Valuation Report based upon the 2001-2006 Experience Study Report. The next review of the demographic assumptions is expected to be completed in 2014.

The results shown in Table 23 reflect the following assumptions, adopted by the PFC and the LEOFF 2 Board, respectively, which went into effect in 2009:

(1) Rate of investment return: eight percent per annum;

(2) General salary increases: four percent per annum (4.5 percent in LEOFF 2); and

(3) Rate of Consumer Price Index increase: 3.5 percent (where applicable).

Valuation Method. The state uses two funded status measures. The first funded status measure compares the Actuarial Value of Assets ("AVA") to the Projected Unit Credit ("PUC") liabilities. The PUC cost method projects future benefits using salary growth and other assumptions and applies the service that has been earned as of the valuation date to determine accrued liabilities. The asset valuation method smoothes the inherent volatility in the Market Value of Assets ("MVA") by deferring a portion of the annual investment gains or losses over a period of up to eight years. This method is consistent with governmental accounting standards.

The state also uses a second measure, comparing the MVA to the PUC liabilities calculated using a short-term interest rate assumption. This measure is used for the closed plans, PERS 1, TRS 1, and LEOFF 1. Additional information on this measure is provided in the 2008 Actuarial Valuation Report.

Funded Status. The following table displays the funded status on an actuarial value basis for the PERS, TRS, SERS, PSERS, LEOFF and WSPRS plans discussed above. Assets from one plan may not be used to fund benefits for another plan.

Table 23
Funded Status on an Actuarial Value Basis(1)

	PERS		TRS		SERS	PSERS	LEOFF		WSPRS	Total(5)
	Plan 1	Plan 2/3	Plan 1	Plan 2/3	Plan 2/3	Plan 2	Plan 1	Plan 2		
PUC Liability(2)	13,915	14,065	10,794	4,529	1,906	30	4,354	3,786	719	54,098
Valuation Assets(2)	9,853	16,693	8,262	5,681	2,303	39	5,592	5,053	870	54,345
Unfunded Liability(2)	4,062	(2,627)	2,532	(1,152)	(397)	(8)	(1,238)	(1,266)	(150)	(247)
Funded Ratio (%)										
1999	93	189	93	188	n/a	n/a	125	154	159	124
2000(3)	98	190	100	196	170	n/a	136	161	152	131
2001(3)	97	179	100	197	197	n/a	129	154	147	126
2002	92	158	98	182	169	n/a	119	137	135	118
2003	82	142	89	155	138	n/a	112	125	123	107
2004	81	134	88	153	137	n/a	109	117	118	105
2005(3)	74	127	80	134	122	n/a	114	114	113	99
2006(3)	74	121	80	133	125	99	117	116	114	100
2007(3)	71	120	76	130	126	120	123	129	118	99
2008(3)	71	119	77	125	121	127	128	133	121	100
Preliminary 2009(4)	70	116	75	118	116	128	125	129	119	99

(1) Liabilities have been valued using the Projected Unit Credit ("PUC") cost method at an interest rate of eight percent while assets have been valued using the actuarial value of assets.
(2) Dollars in millions. As reported in November 2009 based on actuarial valuation as of June 30, 2008.
(3) Actuarial assumptions changed.
(4) Based on an OSA report in June 2010 based on OSA's preliminary valuation as of June 30, 2009.
(5) Assets from one plan may not be used to fund benefits for another plan.

Totals may not add due to rounding.

Source: Office of the State Actuary.

Alternative Methodology. In August 2009, OSA prepared an alternative reporting methodology of the projected funded status of the plans to assist the Legislature in proactively addressing pension plan funding levels. The traditional reporting methodology provides funded status information at a single point in time. Relying on the same underlying data and assumptions as the traditional approach noted above, the alternative reporting methodology projects the funded status through 2057. It demonstrates that the projected funded status for two closed plans (PERS 1 and TRS 1) is expected to decline to the 50 percent range by 2016 (when asset value losses recorded as of June 2009 will be fully realized) and then rise thereafter. The lowest funded status for all other plans projected over this period exceeds 80 percent. OSA expects to use both methodologies in future reports on the financial condition of the pension plans.

In addition, using the alternative methodology, OSA is developing a dynamic risk assessment model to evaluate the impact of changing assumptions about investment returns, funding policy, revenue growth, and benefit improvements. The model is intended to quantify the likelihood and magnitude of various outcomes for the retirement systems. OSA expects to release findings from the risk assessment in August 2010.

Additional information on the state's defined benefit plans as of the latest valuation date is presented in Note 11 in Appendix D—"THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS."

Other Post-Employment Benefits

PEBB Overview. The Public Employee Benefits Board ("PEBB"), created within the Washington State Health Care Authority ("HCA"), administers medical, dental and life insurance plans for Washington public employees and retirees. Employers who participate in the PEBB plan include the state, K-12 school districts, and political subdivisions of the state. The Other Post-Employment Benefits ("OPEB") relationship between PEBB employers and their employees and retirees is not formalized in a contract or plan document; rather, the benefits are provided in accordance with a substantive plan.

PEBB Membership. Retirees' access to PEBB depends on the retirement eligibility of their respective retirement system. PEBB members are covered in the PERS, TRS, SERS, WSPRS, Judicial, and Higher Education retirement systems. Table 24 shows PEBB plan membership.

Table 24
PEBB Membership by Employer
As of June 30, 2008

	Subscribers	Eligible	Percent Participating[1]
Active Members			
State	106,352	113,025	94
K-12	2,429	115,764	2
Political Subdivision	10,929	16,396	67
Total Active Members	119,710	245,185	49
Inactive Members			
State	29,589	29,589	100
K-12	20,770	20,770	100
Political Subdivision	863	863	100
Total Inactive Members	51,222	51,222	100
Total	170,932	296,407	58

(1) Percentage of eligible members currently participating in PEBB.
Source: Washington State 2008 OPEB Report.

OPEB Benefits and Subsidies. PEBB offers retirees access to medical, prescription drug, life, dental, vision, disability and long-term care insurance. PEBB employers provide monetary assistance or subsidies only for medical, prescription drug, vision and life insurance. Retirees pay the cost of other benefits.

For medical insurance coverage the HCA has two claim pools covering employees and non-Medicare eligible retirees and covering retirees enrolled in Medicare Parts A and B. Each participating employer pays a portion of the premiums for active employees. For retirees, participating employers provide two different subsidies:

(1) Explicit Subsidy. Lowers the monthly premium paid by retired members enrolled in Medicare Parts A and B. The explicit subsidy is determined annually.

(2) Implicit Subsidy**.** Retired members pay a premium based on a pool that includes claims experience for employees and non-Medicare eligible retirees. The subsidies are valued using the difference between the age-based claims cost and the premium paid by retirees.

Funding of PEBB. In the state, retiree benefits are set each biennium as part of the budget process. These benefits are funded on a pay-as-you-go basis. The table below summarizes the annual cost of retiree insurance for all PEBB employer groups (state, K-12 school district, and political subdivision) between 2005 and 2009.

Table 25
Annual PEBB Plan Costs of Retiree Benefits
($ in thousands)

Fiscal Year	Implicit	Explicit
2005	47,021	63,792
2006	49,290	76,343
2007	50,970	88,627
2008	50,998	100,765
2009	50,713	107,012

Source: Washington State Health Care Authority.

GASB 43 and 45. GASB Statement 43, effective June 30, 2007, requires disclosure of information related to the PEBB plan. GASB Statement 45 requires each employer to calculate its OPEB liability, as well as the annual required contribution ("ARC"). The state was first subject to the GASB 45 requirements for financial reporting for Fiscal Year 2008.

In August 2008, the state issued its *2008 Other Post-Employment Benefits ("OPEB") Actuarial Valuation Report*. Since no contract or plan document exists, the state's current cost-sharing policy was used to project the retiree contributions and average retiree claims cost using the same medical inflation trend rate for each. The valuation was prepared using the PUC method, a closed, 30-year amortization as a level percent of payroll method, and an expected long-term yield of 4.50 percent. Table 26 shows the GASB 45 liabilities.

Table 26
GASB 45 Key Results
As of January 1, 2008
($ in thousands)

	State	K-12	Political Subdivisions	Total
Actuarial Accrued Liability[1]	4,014,270	3,541,802	348,538	7,904,610
Annual Required Contribution[2]	331,688	314,534	36,585	682,807
Annual OPEB Cost[3]	334,374	317,031	36,927	688,332
Net OPEB Obligation[4][5]	493,551	478,942	65,227	1,037,720

(1) Actuarial Accrued Liability ("AAL"): the amount of subsidies expected to be paid to current retirees and current active members (future retirees) that have already been earned, measured in today's dollars.
(2) Annual Required Contribution ("ARC"): the annual amount required under the actuarial cost method and funding policy for amortizing the unfunded actuarial accrued liability. It is made up of the normal cost (the amount earned in the next year) plus the amortization of the unfunded AAL. The state is using a closed, 30-year amortization as a level percent of payroll method.
(3) Annual OPEB Cost: the ARC plus the amortization of the Net OPEB Obligation. The Annual OPEB Cost is the "expense" for financial reporting.
(4) Net OPEB Obligation ("NOO"): the cumulative difference between the Annual OPEB Cost and the actual employer contributions. The NOO is the "balance sheet liability" for financial reporting.
(5) Estimated as of June 30, 2009.

Source: Washington State 2008 OPEB Report.

Sensitivity of Data. Certain assumptions were used in the OPEB valuation. Small changes in these assumptions could result in relatively large changes in OPEB liabilities. This valuation is based upon a "closed group" assumption and would change if an "open group" assumption were made.

DEMOGRAPHIC AND ECONOMIC INFORMATION

Business in Washington

A number of corporations have chosen Washington as their headquarters or as a major center of operations, including Amazon, Amgen, Boeing Commercial Airplanes, Costco, Microsoft, Nintendo America, Nordstrom, PACCAR Inc., Starbucks and Weyerhaeuser. Key sectors in the state's economy include:

Table 27
Gross Business Income by Industry Sector (NAICS[(1)])
(Calendar Year 2009)
(in dollars)

	Gross Business Income	Percent of Total
Wholesale Trade	116,872,275,680	20.7
Business, Personal and Other Services	116,666,770,930	20.6
Retail Trade	106,607,030,192	18.8
Manufacturing–General	78,480,987,210	13.9
Manufacturing–Aerospace	37,662,661,286	6.7
Construction	36,540,095,128	6.5
Finance, Insurance, Real Estate	32,381,820,769	5.7
Information	15,871,470,671	2.8
Utilities	11,814,102,618	2.1
Transportation	9,239,399,229	1.6
Agriculture, Forestry, Fishing	2,287,806,047	0.4
Warehousing & Storage	648,885,662	0.1
Mining	497,204,679	0.1

(1) North American Industry Classification System

Source: Washington State Department of Revenue, "Quarterly Business Review Calendar Year 2009" Table 1.

Table 28
Twenty-Five Largest Employers in Washington
(as of August 2009)

		Full-Time Washington Employees			Full-Time Washington Employees
1	The Boeing Co.	76,417	14	Weyerhaeuser Co.	7,000
2	U.S. Army Fort Lewis[(1)]	42,429	15	Alaska Air Group Inc.	6,143
3	Microsoft Corp.	41,480	16	United Parcel Service	5,978
4	University of Washington	24,603	17	QFC–Quality Food Centers	5,520
5	Navy Region Northwest	23,961	18	Washington State University	5,517
6	Providence Health & Services Washington	18,747	19	Nordstrom Inc.	5,160
7	Wal-Mart Stores Inc.	17,939	20	Macy's	5,100
8	King County Government	13,999	21	Lowe's Cos. Inc.	5,000
9	Fred Meyer Stores	12,500	22	Pacific Northwest National Laboratory	4,000
10	City of Seattle	10,254	23	Fairchild Air Force Base	4,700
11	Group Health Cooperative	8,859	24	Safeway Inc.	4,574
12	MultiCare Health System	8,699	25	Swedish Medical Center	4,213
13	Costco Wholesale Corp.	7,966			

(1) Fort Lewis and McChord Air Force Base are now operating jointly as Joint Base Lewis-McChord as directed by the Defense Base Realignment and Closure ("BRAC") Commission. Does not include McChord Air Force Base employees.

Source: Puget Sound Business Journal, 2010 Book of Lists.

Trade

Washington is one of the most trade-intensive states in the nation and is an important gateway for trade with Asia and Canada and for domestic trade with Alaska and Hawaii. In 2009, Washington was the fourth largest exporter in the United States with a total of $51.7 billion in goods exported. International trade volumes, as measured by the dollar volume of cargo exports (excluding transportation equipment), increased 23.3 percent on a seasonally adjusted basis in the fourth quarter of 2009 after dropping on an annual basis for the previous five quarters.

Ports. Washington has seven deep-draft ports on the Puget Sound, one on the Pacific Coast and three on the Columbia River. The ports of Seattle and Tacoma, on Puget Sound, are the state's largest ports and are closer to Asian ports than is any other continental United States port. The ports of Seattle and Tacoma nationally ranked 10th and 13th, respectively, in 2009 when measured by total dollar value of imports and exports, according to the U.S. Department of Commerce Bureau of Census, and when combined, rank as the second-largest port complex on the West Coast measured by cargo volume.

Airport. Seattle-Tacoma International Airport is Washington's primary airport and, measured by total passengers, was the 17th busiest airport in the country in 2009 according to a preliminary survey by Airport Council International-North America. The airport also ranks as the 19th busiest cargo airport in the United States.

Aerospace

The aerospace industry represented approximately 6.7 percent of all taxable business income generated in the state in calendar year 2009 and accounted for approximately 50 percent of the total value of goods exported by the state in calendar year 2009. There are 160 aerospace companies in the state, with Boeing being the largest aerospace employer in the area, and more than 650 in the industry cluster (including machine shops, engineering and research firms, and other suppliers and supporting entities). Although Boeing has dominated manufacturing employment, other manufacturers also have experienced growth, thus reducing Boeing's percentage of total manufacturing jobs in the state. Boeing is beginning to reach its 787 program milestones, although the company has experienced production delays and has announced plans to open a second 787 production line in South Carolina, which may affect the state in the long-run.

Forest Products

Natural forests cover nearly 50 percent of the state's land area. Forest products, including lumber, paper products and other wood and pulp products, are a traditional manufacturing sector in the state, although overall production has declined in recent years. The Weyerhaeuser Company is the state's largest forest products employer.

Agriculture and Food Processing

In 2008 (the last year for which such data is available), the state's $38 billion food and agriculture industry employed approximately 160,000 people and contributed 12 percent to the state's economy. Nearly 300 agricultural commodities are produced commercially in Washington, and in 2008 the state's top ten agricultural commodities (in value of production for 2008) were apples, milk, wheat, potatoes, cattle, hay, nursery/greenhouses, cherries, hops and grapes. Washington ranked first in United States production of apples, sweet cherries, pears, red raspberries and hops and second in United States production of potatoes and grapes. In 2008, Washington was the second-largest wine-producer in the nation, with more than 600 wineries.

In 2008, food processing was a $13 billion dollar industry employing 40,000 people supporting approximately 473 companies that take advantage of the state's production of crops, access to low-cost energy, inter-modal access and ability to ship products.

The agricultural and food processing sector is export-oriented. In 2008, nearly $14.8 billion in food and agricultural products were exported through Washington ports. Close to 90 percent of the state's agricultural exports is directed to Asia.

Several locally-based manufacturers of specialty food processing equipment and packaging support the food-processing sector in the state. Locally-based companies design and manufacture food processing equipment, such as sorters, scanners, conveyors, packaging and bottling technology, and freezing and refrigeration equipment for both ship- and land-based facilities.

Information and Communications Technology

The state's approximately 4,200 software companies make the state the largest employer of software publishing workers in the nation, according to the U.S. Departments of Employment Security and Commerce. The state ranks first in the nation in the creation of new software companies. The state also is a global center for gaming design and development, with approximately 55 companies involved in game development. California-based companies Adobe, Google, Hewlett Packard, Intel, Oracle and Yahoo! all have established engineering and operations bases in the state.

Global Health and Biotechnology

The state is a global center for the advancement of medicine and life sciences. More than 22,000 workers were directly employed in the life sciences sector in the state in 2008, and the life sciences industry in the state generated an estimated $6.4 billion in revenues in 2008. The life sciences sector in Washington includes the development and manufacture of medical devices, cancer research, therapeutics and the prevention and treatment of infectious diseases.

The University of Washington Medical Center is the largest public university recipient of federal research dollars, receiving approximately $1.0 billion in external funds for research each year, and is second nationally in National Institutes of Health research funding.

Washington is also home to some of the leading global health research institutes and non-profit organizations, including the Gates Foundation, PATH, Seattle BioMed and the Fred Hutchinson Cancer Research Center.

Services/Tourism

Tourism is important to Washington's economy. Tourists are drawn to the state's mountains, water, proximity to Canada and Alaska, and metropolitan areas. As the business, legal and financial center of the state, Seattle has the largest selection of hospitality and entertainment venues in the state. The Washington State Convention Center has the capacity for events involving as many as 11,000 people. There are more than 10,000 hotel rooms in downtown Seattle and nearby venues, and entertainment options include professional football and baseball stadiums, theatres and music halls, the historic Pike Place Market, the Space Needle and the Seattle Center landmark from the 1963 World's Fair, and the architecturally unique Seattle Public Library, among others. Seattle is an embarkation port for several cruiseship lines, primarily cruising to Canada and Alaska.

Military

Washington has a number of major military bases and installations, including the Fort Lewis Army Base, Madigan Army Medical Center and McChord Air Force Base in Pierce County (known as Joint Base Lewis-McChord); Puget Sound Naval Shipyard, Naval Station Bremerton and Bangor Naval Submarine

Base in Kitsap County; Fairchild Air Force Base in Spokane County; Everett Naval Station in Snohomish County; and Whidbey Island Naval Air Station in Island County. There are approximately 65,500 military personnel in Washington.

Construction

Table 29 provides information on housing permits for the state and the United States. The number of housing units authorized by building permits started to increase in the second half of 2009 after falling to record lows earlier in that year. The collapse in housing resulted in permits falling over 70 percent from the peak in 2005. Since the trough, permits have rebounded 40 percent through the first quarter of 2010, although the state expects a decline in the second and third quarters due to the expiration of the home buyer's tax credit, with the growth resuming in the fourth quarter. The state expects recovery in housing-related construction employment to lag the increase in permits by one year and employment in non-residential construction to lag residential construction employment by at least a year.

Table 29
Housing Units Authorized by Building Permits
in Washington and United States

	Washington			
Year	**Single Family**	**Multi-Family**	**Total**	**United States**
2001	26,736	11,609	38,345	1,636,676
2002	30,239	9,961	40,200	1,747,678
2003	33,091	9,734	42,825	1,889,214
2004	36,489	13,600	50,089	2,070,077
2005	41,407	11,581	52,988	2,155,316
2006	35,611	14,422	50,033	1,838,903
2007	30,390	17,007	47,397	1,398,415
2008	17,440	11,479	28,919	905,359
2009	12,991	4,020	17,011	582,963

Source: U.S. Bureau of the Census.

Federal Spending

Federal spending in Washington totaled approximately $56.4 billion in federal fiscal year ("FFY") ended September 30, 2008 (the last year for which such information is available). In addition to making grants to the state (approximately $11 billion in FFY 2008), the federal government paid salaries to military and other federal employees in Washington ($6.9 billion), retirement and disability payments ($17.9 billion), payments for equipment and other procurement ($10.4 billion) and other direct payments ($10.2 billion) in FFY 2008.

Other Employment Information

Table 30
Resident Civilian Labor Force and Employment in Washington State
(Employment Numbers in Thousands)[1]

	2006	2007	2008	2009
Resident Civilian Labor Force	3,317.2	3,391.0	3,477.0	3,528.8
Unemployment	163.4	154.2	187.6	313.3
WA Unemployment Rate (Percent)[2]	4.9	4.5	5.4	8.9
U.S. Unemployment Rate (Percent)	4.6	4.6	5.8	9.3
Nonagricultural Wage and Salary Workers Employed in Washington				
Nonfarm Employment	2,859.0	2,933.5	2,959.2	2,827.4
Durable Manufacturing	204.0	211.9	211.3	190.6
Aerospace	73.4	80.1	83.0	83.0
Computer and Electronic Products	22.5	22.7	22.5	20.0
Nondurable Manufacturing	81.9	81.4	79.8	75.3
Natural Resources and Mining	8.7	8.2	7.5	6.1
Construction	194.8	208.2	200.6	160.9
Trade, Transportation, Communication, Utilities	541.6	553.3	553.4	524.2
Information	98.4	102.5	105.6	103.6
Software	44.7	47.6	50.9	51.4
Financial	156.2	155.5	152.4	142.3
Professional and Business Services	330.5	344.7	348.7	324.9
Education and Health Services	337.2	348.3	362.1	372.9
Leisure and Hospitality	271.6	280.5	283.6	270.1
Other Services	104.0	105.3	107.7	107.0
Government	530.0	533.8	546.3	549.6

(1) Averages of monthly data.
(2) Not seasonally adjusted. As reported by Washington Department of Employment Security in July 2010, the June 2010 unemployment rate in Washington was 8.7 percent as compared with 9.6 percent (not seasonally adjusted) in the U.S. as a whole.

Source: Compiled by Washington State Office of the Economic and Revenue Forecast Council and Bureau of Economic Analysis.

Table 31
Composition of Employment by Industry Sector(1)
(percents)

	State of Washington		United States	
	1999	**2009**	**1999**	**2009**
Manufacturing				
Nondurable Manufacturing				
Food Manufacturing	1.5	1.2	1.2	1.1
Pulp and Paper	0.6	0.3	0.5	0.3
Other	1.6	1.1	3.4	2.1
Subtotal	3.6	2.7	5.0	3.5
Durable Manufacturing				
Lumber and Wood	0.8	0.5	0.5	0.3
Primary and Fabricated Metals	1.1	0.8	1.8	1.3
Machinery	0.6	0.6	1.1	1.1
Computers	1.3	0.7	1.4	0.9
Transportation Equipment	4.3	3.2	1.6	1.0
Other	1.3	0.9	2.0	1.1
Subtotal	9.3	6.7	8.4	5.6
Total Manufacturing	13.0	9.4	13.4	9.1
Nonmanufacturing				
Natural Resources and Mining	0.4	0.2	0.5	0.5
Construction	5.8	5.8	5.1	4.7
Trade, Transportation and Utilities	19.6	18.6	20.0	19.1
Information	3.2	3.7	2.6	2.2
Financial	5.4	5.1	5.9	5.9
Professional and Business Services	10.8	11.5	12.4	12.7
Education and Health Services	10.6	13.2	11.5	14.6
Leisure and Hospitality	9.3	9.5	8.9	10.0
Other Services	3.9	3.7	3.9	4.1
Government	17.9	19.4	15.7	17.0
Total Nonmanufacturing	87.0	90.6	86.6	90.9
Total(2)	100.0	100.0	100.0	100.0

(1) Figures are calculated as a percentage of total wage-and-salary employment.
(2) Numbers may not add due to rounding.
Source: Washington State Office of the Economic and Revenue Forecast Council.

The state's population has increased approximately 12.5 percent since 2000. Based upon the 2009 population, the state is the fifteenth most populous in the nation. The following table summarizes the state's population for 2000-2010.

Table 32
State of Washington Population

April 1	Population
2000	5,894,143
2001	5,974,910
2002	6,041,710
2003	6,098,300
2004	6,167,800
2005	6,256,400
2006	6,375,600
2007	6,488,000
2008	6,587,600
2009	6,668,200
2010	6,733,250

Source: Office of Financial Management.

Income Characteristics

The state's per capita income consistently has exceeded the national level and has increased approximately 24 percent since 2000. The U.S. Bureau of Economic Analysis ("BEA") estimates that Washington personal income decreased by approximately 0.9 percent in 2009, the first annual decline on record, but less than the national average decline of 1.7 percent in 2009. Table 33, derived from BEA statistics, provides a comparison of personal income and per capita income for the state and the nation. BEA also calculates that per capita disposable personal income (personal income less personal taxes) in Washington ($38,472 in 2009) has consistently been higher than the average per capital disposable personal income in the United States as a whole ($35,553 in 2009).

Table 33
Personal Income Comparisons
Washington and United States

	Total Income ($ in billions)				Per Capita Income (in dollars)	
	Washington		United States			
Year	Amount	Percent Change	Amount	Percent Change	Washington	United States
2000	191.6	--	8,554.9	--	32,407	30,318
2001	197.3	3.0	8,878.8	3.8	32,947	31,145
2002	200.5	1.6	9,054.8	2.0	33,104	31,462
2003	206.9	3.2	9,369.1	3.5	33,852	32,271
2004	222.4	7.5	9,928.8	6.0	35,959	33,881
2005	230.0	3.4	10,476.7	5.5	36,734	35,424
2006	252.0	9.6	11,256.5	7.4	39,550	37,698
2007	271.0	7.5	11,879.8	5.5	41,919	39,392
2008	280.7	3.6	12,225.6	2.9	42,747	40,166
2009	278.2	(0.9)	12,015.5	(1.7)	41,751	39,138

Sources: U.S. Department of Commerce, Bureau of Economic Analysis, 2005-2009 as of March 25, 2010.

APPENDIX B

DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS

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DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS

The following are summaries of certain provisions contained in the Ground Lease, the Financing Lease and the Trust Agreement and are not to be considered full descriptions thereof. In addition to the provisions summarized below, certain terms of the documents are described in the front portion of this Official Statement. Any investor who wishes to have a copy of any of these documents may obtain a copy from the Office of the State Treasurer.

DEFINITIONS OF CERTAIN TERMS

The following are definitions of certain capitalized terms contained in the Ground Lease, the Financing Lease and the Trust Agreement and used in and not defined elsewhere in this Official Statement.

"Additional Rent" means all costs, expenses, insurance premiums, Impositions and other payments, excluding Basic Lease Payments and Reserve Fund Payments, that the State is required to pay under the terms of the Financing Lease.

"Agreement" means the Trust Agreement, as supplemented and amended pursuant to the provisions of the First Supplemental Trust Agreement, the Second Supplemental Trust Agreement and the Third Supplemental Trust Agreement.

"Assignment" means either the Assignment and Assumption of the Ground Lease or the Assignment and Assumption of the Financing Lease, both of which were executed by the Contractor and the Trustee as of May 30, 1991, and under which all of the Contractor's right, title (if any) and interest in the Ground Lease and the Financing Lease, respectively, were assigned to the Trustee for the benefit of the Owners of the Certificates.

"Authorized Representative of State" means the Director of Ecology, any Deputy Director of Ecology, and any other officer appointed by either of the foregoing and whose signature is on file with the Trustee and also shall mean the Director of GA, any Deputy Director of GA, and any other officer appointed by either of the foregoing and whose signature is on file with the Trustee, the State Treasurer and any other officer appointed by any of the foregoing and whose signature is on file with the Trustee.

"Basic Lease Payments" means the 2003 Basic Lease Payments and 2010 Basic Lease Payments.

"Business Day" means a day of the year which is not a Saturday or Sunday or a day on which banking institutions located in the State are required or authorized to remain closed or on which the Trustee or the New York Stock Exchange is closed.

"Certificate Register" means the books for registration of Certificates kept by the Trustee as provided in the Trust Agreement.

"Certificates" means the 2003 Certificates and the 2010 Certificates.

"2003 Certificates" means the Certificates of Participation, 2003 (State Office Building Project) in 2003 Basic Lease Payments to be made by the State executed and delivered pursuant to the Financing Lease.

"2010 Certificates" means the Certificates of Participation, Refunding Series 2010C (Department of Ecology), in 2010 Basic Lease Payments to be made by the State executed and delivered pursuant to the Financing Lease.

"Certificate Year" means each one year period (or shorter period from the date of issue) that ends at the close of business on March 31, so long as the Certificates are Outstanding under the Trust Agreement.

"Closing Date" means the date on which the Certificates are delivered to the original purchasers thereof.

"Code" means the Internal Revenue Code of 1986, as it may be amended. Any reference to a provision of the Code shall include the applicable regulations of the Department of the Treasury promulgated or proposed with respect to such provision.

"Construction Contract" means the Contract Agreement dated May 30, 1991, between the Trustee and the Contractor, providing for the construction of the Improvements.

"Contractor" means (i) M.A. Mortenson Company, Northwest Region, Bellevue, Washington, a Minnesota corporation and a contractor licensed in the state of Washington, and (ii) any corporation, partnership or other entity which is the surviving, resulting or transferee corporation or other entity in any merger, consolidation, reorganization or transfer of assets permitted under the Construction Contract.

"Costs of Issuance" means administrative expenses, legal, accounting, financial and printing expenses, and all other expenses, including certificate insurance, if any, incurred in connection with the issuance and sale of Certificates.

"DTC" means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the state of New York, as depository for the Certificates pursuant to the Trust Agreement.

"Defeased 2001 Basic Lease Payments" means the Basic Lease Payments represented by the Refunded 2001 Certificates.

"Ecology" or *"State Agency"* means the state of Washington, Department of Ecology, or any successor to its functions.

"Effective Date" means May 1, 1991, the date of original execution of the Financing Lease.

"Event of Default" means an event of default under the Trust Agreement, the Ground Lease or the Financing Lease.

"Event of Nonappropriation" is a circumstance in which the State has insufficient funds to make scheduled Lease Payments either because the Legislature has failed to appropriate sufficient funds to the State Agency in its biennial budget or because the Governor by Executive Order has imposed across-the-board budget reductions when the Legislature is not in session.

"Financing Lease" means the original financing lease dated as of May 1, 1991, between the Trustee, as lessor (following the Assignment), and the State, as lessee, providing for the lease of the Land and the Improvements to the State, as amended by the First Supplement and Amendment to the Financing Lease, the Second Supplement and Amendment to the Financing Lease and the Third Supplement and Amendment to the Financing Lease.

"Financing Lease Payment Dates" or *"Lease Payment Dates"* means the dates on which the Basic Lease Payments are due under the Financing Lease.

"First Supplement and Amendment to Financing Lease" means the First Supplement and Amendment to Financing Lease, dated as of February 15, 2001, by and between the Trustee and the State.

"First Supplemental Trust Agreement" means the First Supplemental Trust Agreement, dated as of February 15, 2001, by and between the State and the Trustee.

"General Administration" or *"GA"* means the state of Washington, Department of General Administration, or any successor to its functions.

"Governor" means the Governor of the state of Washington.

"Ground Lease" means the Ground Lease dated as of May 1, 1991 between the State, as ground lessor, and the Trustee, as ground lessee (following the Assignment), providing for the lease of the Land to the Trustee, as Assignee.

"Impositions" means all real and personal property taxes and assessments (including assessments for public improvements); license and permit fees, charges for public utilities; leasehold excise taxes, other excise taxes, levies, use and occupancy taxes, privilege taxes, business and occupation taxes and all other governmental impositions and charges of every kind and nature, general and special, ordinary and extraordinary, foreseen and unforeseen, which are imposed, levied upon or assessed against or with respect to the Land, the Improvements (or any portion thereof) any Basic Lease payments or other sums payable under the Financing Lease, or the State's operation, use or possession of the Land, the Improvements or the Leased Premises, and all charges, fees and assessments for utilities, communications and similar services provided to the Leased Premises which accrue or are assessed or levied on or after the Commencement Date.

"Improvements" means all improvements constructed by the Contractor pursuant to the Construction Contract and the Financing Lease, including but not limited to the Infrastructure and the Ecology Headquarters Building and shall include any Additional Improvements (as defined in the Financing Lease).

"Infrastructure" means the road, sidewalk, storm drainage, street lighting, water and other improvements to the Land described in the Trust Agreement.

"Land" means the real estate described in Exhibit A to the Trust Agreement and Exhibit A to the Ground Lease on which the Improvements are located.

"Lease Payment Fund" means the fund of that name established by the Trustee pursuant to the Trust Agreement.

"Lease Payments" means the aggregate of all payments due under the Financing Lease, including Basic Lease Payments and Additional Rent, but excluding payments into the Operating Reserve held by the Trustee.

"Leased Premises" means the Land and the Improvements.

"Official Statement" means any official statement, offering circular, private placement memorandum or other disclosure document pursuant to which Certificates are initially sold or remarketed.

"Operating Reserve" means the Operating Reserve Fund established by the Trustee pursuant to the Trust Agreement.

"Outstanding" means, in connection with the Certificates as of the time in question, all Certificates executed and delivered under the Trust Agreement, except:

(1) Certificates theretofore canceled or required to be canceled under the Trust Agreement.

(2) Certificates for the payment or prepayment of the Lease Payments represented thereby of which the necessary amount shall have been or shall concurrently be deposited with the Trustee, or Certificates provision for the payment of Lease Payments represented thereby of which shall have been made in accordance with the Trust Agreement; provided that, if such Certificates are being prepaid prior to maturity of the Lease Payments represented thereby, the required notice of prepayment shall have been given or provision satisfactory to the Trustee shall have been made therefor; and

(3) Certificates in substitution for which other Certificates have been executed and delivered pursuant to the Trust Agreement.

In determining whether the Owners of a requisite aggregate principal amount of Lease Payments represented by Outstanding Certificates have concurred in any request, demand, authorization, direction, notice, consent or waiver under the provisions thereof, Certificates which are held by the State or its designee shall be disregarded and deemed not to be Outstanding for the purpose of such determination.

"Owner" means the owner of a Certificate as indicated on the Certificate Register maintained in accordance with the Trust Agreement.

"Paying Agent" means the Trustee, in its capacity as paying agent for the Certificates issued under the Trust Agreement.

"Person" or *"Persons"* means an individual, corporation, firm, association, partnership, trust, or other legal entity or group of entities, including a governmental entity or any agency or political subdivision thereof.

"Principal Office of the Trustee" means the principal corporate trust office of the Trustee, presently located in Seattle, Washington.

"Qualified Insurance" means any non-cancelable municipal bond insurance policy or surety bond issued by any insurance company licensed to conduct an insurance business in any state of the United States (or by a service corporation acting on behalf of one or more such insurance companies) which insurance company or companies, as of the time of issuance of such policy or surety bond, are currently rated in one of the two highest Rating Categories by Moody's and S&P.

"Qualified Investments" means investments, to the extent permitted by law and to the extent the same shall at the time be legal investments for funds held by the State Treasurer, including, but not limited to the following:

(1) Any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by the United States;

(2) Federal Home Loan Bank bonds and discount notes; Federal National Mortgage Association bonds and discount notes; Federal Farm Credit Banks Consolidated System-Wide bonds and discount notes; Federal Home Loan Mortgage Corporation bonds and discount notes; Government National Mortgage Association bonds; Student Loan Marketing Association bonds

and discount notes; Small Business Administration bonds; Export-Import Bank bonds; Maritime Administration bonds; and obligations of any other United States government sponsored corporation whose obligations are or may become eligible as collateral for advances to member banks as determined by the Board of Governors of the Federal Reserve System;

(3) Bankers acceptances, which are eligible for purchase by the Federal Reserve System, drawn on and accepted by a commercial bank (which may include the Trustee) having a combined capital and surplus of not less than $100,000,000, which bank has at the time of investment one of the two highest credit ratings of a nationally recognized rating agency;

(4) Commercial paper having original maturities of not more than 365 days which has at the time of investment one of the two highest ratings of a nationally recognized rating agency, which is issued by a corporation organized and operating in the United States with total assets in excess of $1 00,000,000;

(5) Bonds of the state of Washington and any local government in the state of Washington, which bonds have at the time of investment one of the three highest credit ratings of a nationally recognized rating agency;

(6) General obligation bonds of a state other than the state of Washington and general obligation bonds of a local government of a state other than the state of Washington, which bonds have at the time of investment one of the three highest credit ratings of a nationally recognized rating agency;

(7) Any investments authorized by law for the Treasurer of the state of Washington or any local government of the state of Washington other than a metropolitan municipal corporation but, except as provided in Chapter 39.58 RCW, such investments shall not include certificates of deposit of banks or banks branches not located in the state of Washington;

(8) In addition to any other investment authority granted by law, the state of Washington and local governments in the state of Washington are authorized to invest their funds and money in their custody or possession, eligible for investment and subject to the arbitrage provisions of Section 148 of the Code or similar provision concerning the investment of state and local money and funds in:

   (a) Shares of mutual funds with portfolios consisting of only United States government bonds or United States government guaranteed bonds issued by federal agencies with average maturities less than four years, or bonds described in RCW 39.59.020 (1) or (2), except that bonds otherwise described in RCW 39.59.020 (1) or (2) shall have one of the four highest credit ratings of a nationally recognized rating agency;

   (b) Shares of money market funds with portfolios consisting of only bonds of states and local governments or other issuers authorized by law for investment by local governments, which bonds have at the time of investment one of the two highest credit ratings of a nationally recognized rating agency; and

   (c) Shares of money market funds with portfolios consisting of securities otherwise authorized by law for investment by local government.

(9) Any repurchase agreement with any bank or trust company organized under the laws of any state of the United States or any national banking association (including the Trustee) or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York, which agreement is secured by anyone or more of the securities described in clauses (i) or (ii) above; and

(10) Any reverse repurchase agreement with any bank or trust company organized under the laws of any state of the United States or any national banking association (including the Trustee) or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York, which agreement is secured by anyone or more of the securities described in clauses (1) or (2) above.

"Qualified Letter of Credit" means any irrevocable letter of credit issued by a financial institution for the benefit of the Trustee on behalf of the Owners, which institution maintains an office, agency or branch in the United States and as of the time of issuance of such letter of credit, is currently rated in one of the three highest rating categories by either Moody's or S&P.

"Rating Agency" means Moody's or S&P or Fitch.

"Rating Category" means the generic rating categories of the Rating Agency, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

"RCW" means the Revised Code of Washington.

"Rebatable Arbitrage" means all amounts calculated by the Trustee and payable to the United States of America as such pursuant to the Trust Agreement.

"Refunded Certificates" means the Outstanding 2001 Certificates, dated as of February 15, 2001, coming due on April 1, 2011, and April 1, 2012, executed and delivered pursuant to the First Supplemental Trust Agreement.

"Reserve Fund" means the Lease Payment Reserve Fund established by the Trust Agreement.

"Reserve Fund Amount" means $6,878,323.31.

"S&P" means Standard & Poor's Corporation, a corporation organized and existing under the laws of the state of New York, its successors and their assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency. "S&P" shall be deemed to refer to any other nationally recognized securities rating agency (other than Moody's and Fitch) designated by the State Treasurer, by notice to the Trustee.

"Second Supplement and Amendment to Financing Lease" means the Second Supplement and Amendment to the Financing Lease, dated as of April 1, 2003, by and between the Trustee and the State.

"Second Supplemental Trust Agreement" means the Second Supplemental Trust Agreement, dated as of April 1, 2003, by and between the State and the Trustee.

"State" means both the state of Washington, Department of Ecology, acting by and through the Department of General Administration and the state of Washington.

"State Treasurer" means the Treasurer of the state of Washington.

"Supplemental Agreement" means any agreement hereafter duly authorized and entered into between State, as assignee of the Contractor for such purposes, and the Trustee, supplementing, modifying or amending the Trust Agreement; but only if and to the extent that such Supplemental Agreement is specifically authorized under the Trust Agreement.

"Third Supplement and Amendment to Financing Lease" means the Third Supplement and Amendment to Financing Lease, dated as of the Closing Date, by and between the Trustee and the State.

"Third Supplemental Trust Agreement" means the Third Supplemental Trust Agreement, dated as of the Closing Date, by and between the State and the Trustee.

"Trust Agreement" has the meaning set forth in the front portion of this Official Statement.

"Trust Estate" means all right, title and interest granted to the Trustee in the granting clauses of the Trust Agreement.

"Trustee" and *"Lessor"* mean U.S. Bank National Association, as successor in interest to Security Pacific Bank Washington, N.A.

"2001 Basic Lease Payments" means the 2001 Basic Lease Payments designated as such in the First Supplemental Trust Agreement.

"2003 Basic Lease Payments" means the 2003 Basic Lease Payments designated as such in the Second Supplemental Trust Agreement.

"2010 Basic Lease Payments" means the 2010 Basic Lease Payments designated as such in the Third Supplemental Trust Agreement.

"2001 Certificates" means the Refunding Certificates of Participation, Department of Ecology, 2001 (State Office Building Project), in the 2001 Basic Lease Payments to be made by the State, executed and delivered by the Trustee pursuant to the First Supplemental Trust Agreement.

"2003 Certificates" means the Certificates of Participation, 2003 (State Office Building Project), in 2003 Basic Lease Payments to be made by the State, executed and delivered by the Trustee pursuant to the Second Supplemental Trust Agreement.

"2010 Certificates" means the Certificates of Participation, Refunding Series 2010C (Department of Ecology), in 2010 Basic Lease Payments to be made by the State, executed and delivered by the Trustee pursuant to the Third Supplemental Trust Agreement.

"2010 Costs of Issuance" means the administrative expenses, legal, accounting, financial advisory and printing expenses, and all other expenses, incurred in connection with the execution and delivery of the 2010 Certificates and the refunding and preparation of the Refunded 2001 Certificates.

GROUND LEASE

Parties

Under the Ground Lease, the State has leased the Land to the Trustee, subject to all matters affecting title to the Land.

Term

The term of the Ground Lease is 30 years from its dated date, except that it may be terminated earlier if all of the Certificates have been paid or defeased, if there is an Event of Default, if there is failure of title to all or substantially all of the Land or if all or substantially all of the Land is condemned.

Title to Improvements

The Ground Lease specifies that title and ownership of the Improvements and all fixtures and equipment installed on the Land by or at the direction of the Trustee shall be vested in the Trustee until the expiration or termination of the Ground Lease. It is the intention of the parties that the separation of the title to the Land from the title to the Improvements not change the character of the Improvements as real property.

No Transfer or Assignment of Improvements

During the term of the Ground Lease, the Improvements shall not be conveyed, transferred or assigned, except to the Trustee pursuant to the Assignment or to a successor trustee as permitted under the provisions of the Trust Agreement. At all times the holder of the leasehold interest of the ground lessee under the Ground Lease also shall be the owner of the Improvements. Any attempted conveyance, transfer or assignment, whether voluntarily or by operation of law or otherwise, to any person or entity not in compliance with the preceding sentence shall be void and of no effect whatsoever. The Trustee shall allow no other party to construct any additional improvements on the Land.

Termination

Upon expiration or any termination of the Ground Lease, all of the Trustee’s right, title and interest to the Improvements (including all fixtures and equipment) shall terminate, title to the Improvements shall automatically vest in the State, and the Improvements shall be surrendered by the Trustee to the State. No further deed or other instrument will be necessary to confirm the vesting in the State of title to the Improvements. However, upon request of the State, the Trustee must execute, acknowledge and deliver to the State a statutory warranty deed confining that all of the Trustee’s right, title and interest in the Improvements have expired and that title to the Improvements has vested in the State. Any permitted sublessee (other than the State), then in possession of any part of the Leased Premises may continue in possession for the term of that sublease, but the State will be the owner of the Leased Premises and will succeed the Trustee as the then lessor.

FINANCING LEASE

General

Under the Financing Lease, the Trustee leases the Land and the Improvements (the “Leased Premises”) to the State.

Term

The Financing Lease is effective as of the Effective Date and extends for a term of 25 years. However, the Financing Lease shall terminate prior to 25 years if there is a loss of title to all or substantially all of the Leased Premises, all or substantially all of the Leased Premises are condemned or the Financing Lease is prepaid in full as a result of the State’s election of its options (1) to purchase the Improvements by providing sufficient funds to the Trustee to prepay or defease all Certificates then Outstanding, (2) to cause the Trustee to use insurance or condemnation proceeds to prepay the Financing Lease or (3) there is an Event of Nonappropriation.

If the State is no longer in possession of the Leased Premises due to the State's default and the Trustee has elected not to terminate the Financing Lease, then the Financing Lease shall expire upon the earlier of the date that (a) all Lease Payments have been paid in full, (b) the lien of the Trust Agreement has been defeased, or (c) the date that is 25 years after the Effective Date. Upon the occurrence of an Event of Nonappropriation or if the State has exercised its right to terminate the Financing Lease, the Financing Lease will automatically terminate as of the end of the last biennium for which funding has been provided, or in the event of a reduction in funding, the end of the last month for which funding is available to make Lease Payments or upon the date that the State delivers notice to the Trustee in the event of a notice of termination pursuant to the provisions of the Financing Lease.

Basic Lease Payments and Additional Rent Subject to Appropriation

Under the Financing Lease the State is obligated to make Basic Lease Payments and Additional Rent for the right to use and occupy the Leased Premises. The obligation of the State to make the Basic Lease Payments and Additional Rent is subject to appropriation. The State Agency has pledged in the Financing Lease to include all Basic Lease Payments and Additional Rent in its biennial budgets and to use its best efforts to obtain appropriations to pay all Basic Lease Payments and Additional Rent. See "SECURITY FOR THE 2010 CERTIFICATES–Payment of 2010 Certificates; Basic Lease Payments."

Basic Lease Payments

The State agrees to pay Basic Lease Payments, which consist of an interest component and a principal component. The State will cause the amount of the Basic Lease Payments to be transferred from funds appropriated to the State Agency to a Capital Lease Program Account in the Office of the State Treasurer, at least 30 days prior to each day on which a Basic Lease Payment is due, and the State Treasurer will remit such Basic Lease Payment to the Trustee in immediately available funds on or prior to the date on which such Basic Lease Payment is due.

Additional Rent

In addition to the Basic Lease Payments, the State agrees in the Financing Lease to pay, without notice and without set-off, deduction or abatement, all Additional Rent.

Triple Net Lease

The Financing Lease is a "triple net lease," and, except as otherwise expressly provided in the Financing Lease, the State's obligations to make Lease Payments as provided in the Financing Lease and to perform and observe all other covenants and agreements of the State contained in the Financing Lease is absolute and unconditional and the failure by the State to make such Lease Payments as and when the same become due shall constitute an Event of Default under the Financing Lease.

Other State Responsibilities

The State agrees to keep the Leased Premises free of liens, pay all taxes and utility charges, comply with all laws relating to use of the Leased Premises, not to impair the integrity of the Improvements through alterations, to indemnify the Trustee for certain personal injury and property damage claims and to maintain comprehensive general liability insurance (which may be provided through self-insurance).

Eminent Domain Awards

If all or part of the Leased Premises are taken by eminent domain or if there is a complete or partial loss of title to the Leased Premises, all of the condemnation award or title insurance payments, shall be paid to the State. If there is a complete condemnation of or loss of title to the Leased Premises, or if there is a partial condemnation of or loss of title to the Leased Premises and the State has exercised its option to terminate the Financing Lease, the State will (after deducting all costs and expenses incurred by the State or the Trustee in connection with obtaining the award) pay to the Trustee the portion of the condemnation award or title insurance payments necessary to prepay the Certificates then Outstanding, and the State shall retain the balance of the award or payments. If a partial taking or loss of title has occurred and the State has not elected to terminate the Financing Lease, there shall be no abatement of Basic Lease Payments and the State shall proceed immediately, using such portion of the condemnation award or title insurance payments as may be necessary to repair, rebuild or restore all or any portion of the Improvements as nearly as practicable to their condition prior to the condemnation or loss.

Replacement, Maintenance and Repair of Leased Premises

If the Leased Premises are damaged or destroyed by fire or other casualty, the Financing Lease shall not terminate nor shall there be any abatement of Basic Lease Payments otherwise payable. Within 180 days following such damage or destruction, the State must notify the Trustee of its election to either prepay the Basic Lease Payments or to rebuild the Improvements. If the State elects to prepay the Basic Lease Payments, the State will (after deducting all costs and expenses incurred by the State or the Trustee in connection with the collection of the insurance proceeds) pay the Trustee the portion of the insurance proceeds necessary to prepay the Certificates then Outstanding in accordance with the special mandatory redemption provisions of the Trust Agreement. Any balance of the insurance proceeds will be retained by the State. If the State elects to rebuild the Improvements, there shall be no abatement of Basic Lease Payments and the State will use such portion of the insurance proceeds as are necessary to repair, rebuild or restore all or any portion of the Improvements that have been damaged or destroyed as nearly as practicable and in full compliance with all legal requirements and to the same condition, character and at least equal value and utility to that existing prior to such damage or destruction. If the insurance proceeds are insufficient to pay in full the cost of any repair, restoration, modification, or improvements of the Improvements, the State may, subject to appropriation of sufficient funds, complete the work and pay any costs in excess of the amount of the insurance proceeds. The State is not entitled to any reimbursement therefor from the Trustee nor to any diminution of any Lease Payments.

Assignment and Sublease by State

The Financing Lease may not be assigned by the State without the written consent of the Trustee. However, the State may sublease the Leased Premises to any agency, department or instrumentality of the State, and any State institution of higher education, or any other agency, municipal corporation or political subdivision of the State without the consent of the Trustee. Under certain circumstances the State may sublease the Improvements to other parties. No such sublease shall release the State from its obligation to make Basic Lease Payments pursuant to and subject to the terms and conditions set forth in the Financing Lease.

Events of Default

The following constitute events of default under the Financing Lease: (1) Lease Payments, Reserve Fund Payments or any other sum of money that the State is obligated to pay under the Financing Lease are not paid on the date when due or (2) the State shall default in the performance or observance of any of the other terms, covenants, conditions or agreements of the Financing Lease for 30 days after written notice and demand, or, if the default cannot practically be cured within the 30 day cure period, the State has failed to commence to cure the default within 30 days, or has failed thereafter to complete with due diligence and dispatch the curing and performance of the default.

Remedies

If an Event of Default occurs, the Trustee may elect, in addition to any other rights or remedies it may have: (1) to continue the Financing Lease in effect until the Trustee elects to terminate the State's right to possession or (2) to terminate the State's possession of the Leased Premises, whereupon the Financing Lease and all of the State's obligations thereunder shall terminate. If the Trustee elects to continue the Financing Lease, the Trustee shall use its best efforts to relet the Leased Premises.

Reletting of Leased Premises

If there has been an Event of Default, the Financing Lease has terminated due to an Event of Nonappropriation, or the State has terminated the Financing Lease as a result of the failure of the Trustee to deliver possession of the Improvements, the Trustee may sublease all or any portion of the improvements with the prior written consent of the State (which will not be unreasonably withheld or delayed) and subject to the terms and conditions set forth in the Ground Lease and the Financing Lease. The term of any sublease must expire prior to or concurrently with the expiration of the term of the Ground Lease.

Tax Covenant

So long as the State is in possession of the Lease Premises under the Financing Lease, the State has covenanted that it will not make or permit any use of the Leased Premises which would cause the Financing Lease to be treated as a "private activity bond" as defined in Section 141 of the Code.

Option to Purchase Improvements

If the State is not in default under the Financing Lease and no Event of Nonappropriation has occurred, the State will have the option to purchase the Improvements and thereby terminate the Financing Lease and the Ground Lease on any Lease Payment Date pursuant to and subject to the limitations set forth in the Trust Agreement. The Trust Agreement provides for the release of the lien created thereby upon the optional redemption or defeasance of all of the Certificates then Outstanding. The purchase price for the Improvements must be the amount necessary to permit the Trustee to effect such redemption or defeasance.

Option to Partially Prepay Basic Lease Payments

Subject to the limitations set forth in the Trust Agreement and if the State is not in default under the Financing Lease and no Event of Nonappropriation has occurred, the State has the option to prepay part of the principal component of the Basic Lease Payments in $5,000 increments. The principal component of such prepaid Basic Lease Payments will apply to the Basic Lease Payments due in the maturity year of Certificates redeemed or defeased with such prepayments of the Basic Lease Payments as set forth in the Trust Agreement and subject to the limitations set forth in the Trust Agreement.

Exclusion of Surplus Land

The State has the right to amend the Financing Lease from time to time to exclude portions of the real property from the Land originally leased thereunder. If the State elects to so exclude portions of the real property from the Land originally leased, the Trustee must cooperate fully and shall execute such amendments to the Ground Lease, the Trust Agreement and the Financing Lease deemed necessary or desirable by the State to exclude such portions of the real property upon (1) the Trustee's receipt of a survey certified by a licensed Washington surveyor delineating the boundaries and legal description of the remaining Land that will continue to be leased; (2) an opinion of counsel or other evidence reasonably satisfactory to the Trustee that the remaining Land is assessed as a separate tax parcel, and that it will comply with, and not violate, any applicable covenants, restrictions, statutes, laws, ordinances, rules and/or regulations pertaining to the use and development of the remaining Land; (3) the State shall provide such easements and reciprocal agreements necessary to provide comparable pedestrian, vehicular access and other uses, amenities and operations to the Improvements as existed prior to the exclusion of such property; (4) an appraisal prepared by a disinterested appraiser that the remaining Land and Improvements (including public utilities) together have a fair market value which is not less than the then principal balance outstanding under the Certificates; and (5) an opinion of nationally recognized bond counsel that the exclusion of such real property will not adversely affect the tax-exempt status of the interest on the Certificates.

TRUST AGREEMENT

The Certificates

The Trust Agreement provides for the execution and delivery of the Certificates and describes the procedures for their registration, transfer, replacement, payment and prepayment.

Pledge

Under the Trust Agreement, the Contractor has pledged to the Trustee, for the benefit of Owners of all Certificates, the Trust Estate (including all money deposited in the funds and accounts created under the Trust Agreement) and has assigned fully and completely (with no residual interest) to the Trustee, for the benefit of Owners of all Certificates, the Ground Lease and the Financing Lease, to secure the payment of the principal of, premium, if any, and interest on the Certificates and to secure the performance by the Contractor of its covenants in the Trust Agreement and by the State of its covenants in the Financing Lease.

Funds and Accounts

The Trust Agreement establishes the following funds to be held by the Trustee: the Lease Payment Fund, the Construction Fund, the Lease Payment Reserve Fund and the Operating Reserve.

The following amounts are to be deposited in the Lease Payment Fund:

(1) Lease Payments received by the Trustee from the State under the Financing Lease,

(2) Accrued interest, if any, on the principal component of the Lease Payments from the date of the Certificates to the date of delivery thereof, and

(3) all other money received by the Trustee under and pursuant to any provision of the Financing Lease, or from any other source, when accompanied by directions by the State that such money is to be paid into the Lease Payment Fund.

The funds deposited in the Lease Payment Fund are to be applied by the Trustee solely for the benefit of the Owners of the Certificates. The Trustee must distribute promptly any Lease Payments in the Lease

Payment Fund for payment to the Owners of the Certificates, pro rata in accordance with maturities of the principal components of Lease Payments evidenced by their Certificates and their respective percentages of ownership interest therein so that payment may be made to the Owners on the dates and as contemplated by the Trust Agreement. Any amounts in the Lease Payment Fund remaining after all Certificates are fully paid must be paid to the State after all fees and expenses of the Trustee have been paid.

An amount equal to the Reserve Fund Amount is required to be on deposit in the Lease Payment Reserve Fund (the “Reserve Fund”) from the proceeds of the Certificates. Amounts in the Reserve Fund are to be used to pay the principal of, premium, if any, and interest on all Outstanding Certificates whenever there are insufficient funds in the Lease Payment Fund (or upon the occurrence of an Event of Nonappropriation or an Event of Default or if the Trustee is notified that the State is not in compliance with its covenants under the Financing Lease). Funds in the Reserve Fund may also be used to pay costs of the Improvements or to redeem Outstanding Certificates, so long as the balance in the Reserve Fund is not less than the Reserve Fund Amount.

If a deficiency in the Lease Payment Fund occurs, the Trustee must make up that deficiency first from the Reserve Fund by the withdawal of cash therefrom, and, if there are insufficient funds in the Reserve Fund to make up the deficiency, the Trustee is to draw from any Qualified Letter of Credit, Qualified Insurance, or other equivalent credit facility in sufficient amount to make up the deficiency. Any deficiency created in the Reserve Fund must be made up within one year out of Lease Payments to be received from the State as Additional Rent or other money legally available for such purpose.

The Operating Reserve will be established with the Trustee to pay expenses of operation and maintenance of the Improvements or to provide for additional improvements thereof. See “SECURITY FOR THE 2010 CERTIFICATES−Additional Security−Operating Reserve.”

Payments Due on Non-Business Days

Where the date of maturity of interest on or principal of the Lease Payments or the date fixed for redemption of any or all of the Lease Payments is not a Business Day, then the payment of interest or principal or redemption price may be made on the next succeeding Business Day with the same force and effect is if made on the date of maturity or the date fixed for redemption, and no interest on such payment shall accrue for the period after such date.

Investment or Deposit of Funds

All money held by the Trustee in any of the funds established under the Trust Agreement will be invested in Qualified Investments as the Trustee is directed by the State. In the absence of direction, the Trustee is under no obligation to invest any money in the funds for the benefit of the State. Qualified Investments acquired as an investment of money in any fund established under the Trust Agreement and any earnings thereon must be credited to such fund.

Events of Default

The following are Events of Default under the Trust Agreement: (1) payment of the principal or redemption price of any Certificate is not made on any scheduled payment or redemption date; (2) payment of any installment of interest on any Certificate is not made on the date it is due and payable; (3) the occurrence of an Event of Default under the Financing Lease; or (4) the occurrence of a default by the Trustee or the State in the observance of any of the other covenants, agreements or conditions in the Trust Agreement or in the Certificates which continues for 60 days after written notice thereof is given to the party in default by the Trustee or the State or by the Owners of not less than 25 percent in aggregate principal amount of the Certificates at the time Outstanding.

Remedies

If any Event of Default or Event of Nonappropriation occurs and is continuing, the Trustee may proceed (and upon written request of the Owners of Outstanding Certificates representing a majority in principal amount and receipt of indemnity to its satisfaction will proceed) to exercise the remedies set forth in the Financing Lease. The Trustee is also authorized and directed, upon the occurrence of an Event of Nonappropriation or Event of Default, to (1) enter into a replacement sublease ("Replacement Lease") and apply the Replacement Lease rentals to pay the Certificates; and (2) apply all money in the Lease Payment Fund and the Reserve Fund (subject to the limitations set forth in the Trust Agreement) toward the payment to the Owners of the Certificates as they are scheduled to be made. If the Trustee enters into a Replacement Lease, the term of such Replacement Lease shall be the minimum term, which, in the reasonable judgment of the Trustee is necessary to recover Lease Payments equal to the amounts which remain unpaid under the Financing Lease, but no longer than the 30-year term of the Ground Lease.

No remedy conferred under the Trust Agreement or Financing Lease is intended to be exclusive of any other remedy or remedies, and each remedy is in addition to every other remedy given thereunder, or now or hereafter existing at law or equity to the extent permitted by law.

Event of Nonappropriation

Upon the occurrence of an Event of Nonappropriation, the obligations of the State under the Financing Lease shall terminate, and such termination shall not constitute an Event of Default under the Financing Lease or under the Trust Agreement. The obligation of the State to make Lease Payments, including Additional Rent, shall thereafter continue, but only to the extent of money available to the Trustee under the Trust Agreement. Except as provided in the preceding sentence, all payment obligations of the State shall end as of such termination.

Action by Owners

The Owners of Outstanding Certificates representing a majority in principal amount of the Lease Payments hereunder shall have the right to direct the method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee if that direction shall not be in conflict with any rule of law or with the Trust Agreement and the Trustee may take any other action deemed proper by the Trustee which is not inconsistent with such direction; but no proceedings by the Trustee or the Owners of Certificates Outstanding shall:

(1) extend the fixed maturity of any principal component of Lease Payments represented by Certificates or reduce the rate of interest thereon, or extend the time of payment of interest from their due date, or reduce the amount of principal thereof, or reduce any premium payable on the redemption thereof, without the consent of the Owner of each Certificate so affected; or

(2) reduce the aforesaid percentage of Certificate Owners required to approve such proceeding or action without the consent of the Owners of all of the Outstanding Certificates.

No Owner shall have any right to pursue any remedy under the Trust Agreement unless:

(1) The Trustee shall have been given written notice of an Event of Default by the Owner;

(2) The Owners of at least a majority in principal amount of the Certificates then Outstanding respecting which there has been an Event of Default shall have requested the Trustee, in writing, to exercise the powers hereinabove granted or to pursue such remedy in its or their name or names;

(3) The Trustee shall have been offered indemnity satisfactory to it against costs, expenses and liabilities; and

(4) The Trustee shall have failed to comply with such request within 60 days or such shorter time as shall be reasonable in the circumstances.

Application of Proceeds in Event of Default

Any money received by the Trustee from the enforcement of any remedies under the Trust Agreement or the Financing Lease shall be applied first to the payment of all compensation due the Trustee under the Trust Agreement, then to the payment of principal or redemption price (as the case may be) and interest then owing on the Lease Payments represented by the Certificates, including any interest on overdue interest, and in case such money shall be insufficient to pay the same in full, then to the payment of principal or redemption price and interest ratably, without preference or priority of one over another or of any installment of interest over any other installment of interest; and· once no Certificate is Outstanding, to the payment of expenses of the State, including reasonable counsel fees, actually incurred in connection with this financing, and remaining unpaid.

Upon termination of the Trust Agreement, the surplus, if any, shall be paid to the State or the person or persons lawfully entitled to receive the same as a court of competent jurisdiction may direct.

Defeasance

When the principal or redemption price of, and interest on, all Certificates issued under the Trust Agreement and all fees and expenses of the Trustee have been paid, as provided in the Trust Agreement (or provision has been made for such payment), then the Trustee's right, title (if any) and interest in the Trust Estate, and the money payable under the Financing Lease will cease and the Trustee must release the Trust Estate and the Trust Agreement and convey all of its right, title and interest in the Improvements to the State and is to execute such documents to evidence such release as may be reasonably required by the State and turn over to the State or its assigns all balances then held by it which are not required for the payment of the Certificates and such other sums. If the principal or prepayment price of, and interest on, any of the Lease Payments represented by the Certificates and all fees and expenses of the Trustee have been paid (or provision has been made for the payment of the same), then such Certificates will cease to be entitled to any lien, benefit or security under the Trust Agreement, and all covenants, agreements and obligations of the State with respect to payment of the Lease Payments represented by the Certificates will cease, terminate and become void and be discharged and satisfied.

If such payment or provision therefor has been made with respect to all the Lease Payments represented by the Certificates, then the right, title (if any) and interest of the Trustee in the Trust Estate will cease and the Trustee will take similar action for the release of the Trust Agreement. Provision for the payment of Lease Payments and Certificates will be deemed to have been made when the Trustee holds in the Lease Payment Fund for payment of interest on the Lease Payments represented by the Certificates when due and payment of principal component of the prepayment price of the Lease Payments represented by the Certificates when due (whether at maturity or upon redemption at the option of the State or otherwise) (1) cash in an amount sufficient to make all payments specified above, or (2) Government Obligations, maturing on or before the date or dates when the payments specified above shall become due and the principal amount of which and the interest thereon, when due, is or will be, in the aggregate, sufficient without reinvestment to make all such payments, or (3) any combination of cash and such Government Obligations. The obligations and money deposited with the Trustee shall be segregated by it and held in trust for the payment of the principal of, redemption price and interest on the Lease Payments represented by the Certificates.

Trustee

The Trust Agreement sets forth the Trustee's duties and responsibilities, compensation, and procedures for removal, resignation, and protection of the Trustee, and appointment of any successor Trustee. The Trust Agreement requires that the Trustee and any successor Trustee have a combined capital, surplus and undivided profits of at least $100,000,000, be subject to supervision or examination by federal or state authority and rated Baa/P3 or higher by Moody's.

The State may, so long as no Event of Default has occurred or the Owners of a majority in aggregate amount of Certificates then Outstanding, on 30 days' written notice to the Trustee, remove the Trustee and appoint a successor.

The Trustee has no liability in its individual capacity for the obligations evidenced by the Certificates.

Trustee Compensation

The Trustee shall receive as compensation for its services the annual fees provided for in the Trust Agreement and shall be entitled to reimbursement for all expenses reasonably and necessarily made or incurred in connection with the services under the Trust Agreement.

Trustee Indemnification

The Trustee is not liable under the Trust Agreement for the exercise of any discretion or power under the Trust Agreement, except only its own willful misconduct or negligence or that of its agents, officers and employees. The Trustee may consult with counsel and the advice of such counsel or any opinion of counsel shall be full and complete authorization and protection with respect to any action taken or omitted by it in good faith in accordance with the advice or opinion of counsel. Under no circumstances shall the Trustee be liable in its individual capacity for the obligations evidenced by the Certificates or for damages of any kind in connection with or arising out of the Financing Lease, Ground Lease, the Trust Agreement or the Improvements.

Arbitrage Rebate and Arbitrage Covenant

Under the Trust Agreement, the Trustee has agreed to pay to the United States of America from funds held by the Trustee under the Trust Agreement Rebatable Arbitrage with respect to the Certificates computed as provided in the Trust Agreement. The Trustee also has covenanted for the benefit of the Owners to comply with the Trust Agreement and with all instructions or directions of the State so as not to cause the proceeds of the Certificates, any money derived from the use of investment of those proceeds by the Trustee, or any other money in any fund or account maintained by or on behalf of the Trustee with respect to the Certificates to be used in a manner which would cause the Certificates to be treated as "arbitrage bonds" within the meaning of Section 148 of the Code. For the purposes of compliance with this provision, the Trustee may rely with acquittance upon the advice of its counsel.

Amendment of Trust Agreement

The Trust Agreement may be amended by a Supplemental Agreement approved by the Owners of at least a majority in aggregate principal amount of the Certificates then Outstanding, subject to the limitations set forth in the Trust Agreement. The Trust Agreement also may be amended or supplemented without notice to or the consent of the Owners for certain purposes set forth in the Trust Agreement. The State is authorized to act on behalf of the Contractor in the execution and delivery of any Supplemental Agreement. Any request for a Supplemental Agreement must be accompanied by (1) a consent by the State (which will not be unreasonably withheld), and (2) an opinion of Certificate counsel that the requested change will not impair the tax-exempt status of the interest component of the Lease Payments, and is not in violation of any law. In addition, no amendment may materially adversely impair the State's obligations under the Financing Lease.

Amendment of Financing Lease and Ground Lease

The State may propose and the Trustee may consent to an amendment of the Financing Lease and/or the Ground Lease. However, any amendment which would, in the opinion of counsel, materially and adversely affect the interests of the Owners will not become effective without the consent of at least a majority in aggregate principal amount of the Certificates then Outstanding. The Trustee may not, without the unanimous consent of all Owners of Certificates then Outstanding, consent to any amendment which would (1) decrease the amounts payable under the Financing Lease, (2) change the date of payment or prepayment provisions under the Financing Lease, or (3) change any provisions with respect to amendment. No amendment may be consented to which affects the rights of some but not all the Outstanding Certificates without the consent of the Owners of at least 66-2/3 percent in aggregate principal amount of the Certificates affected.

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APPENDIX C

PROPOSED FORM OF CERTIFICATE COUNSEL OPINION

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FOSTER PEPPER PLLC

[FORM OF APPROVING LEGAL OPINION]

State of Washington
c/o State Finance Committee
Olympia, Washington

Re: State of Washington Certificates of Participation,
Refunding Series 2010C (Department of Ecology)

We have acted as special counsel to the state of Washington (the "State") in connection with the execution and delivery by U.S. Bank National Association (the "Trustee"), in its capacity of registrar, paying agent and authentication agent, of Certificates of Participation, Refunding Series 2010C (Department of Ecology), in the initial principal amount of $____________ (the "2010 Certificates"), issued pursuant to Chapters 39.94 and 39.53 RCW. In such connection, we have reviewed a Financing Lease dated as of May 1, 1991, as supplemented and amended by a First Supplement and Amendment to Financing Lease dated as of February 15, 2001, a Second Supplement and Amendment to Financing Lease dated as of April 1, 2003, and a Third Supplement and Amendment to Financing Lease dated as of August 17, 2010 (collectively, the "Financing Lease"), each by and between the Trustee, as assignee of M.A. Mortenson Company (the Contractor"), and the State of Washington Department of Ecology (the "State Agency"); a Trust Agreement dated as of May 1, 1991, as supplemented and amended by a First Supplemental Trust Agreement dated as of February 15, 2001, a Second Supplemental Trust Agreement dated as of April1, 2003, and a Third Supplemental Trust Agreement dated as of August 17, 2010 (collectively, the "Trust Agreement"), each by and between the Trustee and the State Agency; a Ground Lease dated as of May 1, 1991 (the "Ground Lease"), between the Trustee, as assignee of the Contractor and the State; and an Assignment of Ground Lease and an Assignment of Financing Lease, each dated as of May 30, 1991, Capitalized terms used in this opinion that are not otherwise defined have the meanings given such terms in the Trust Agreement.

The 2010 Certificates evidence and represent undivided proportionate ownership interests in the 2010 Basic Lease Payments to be made by the State Agency pursuant to the Financing Lease. The Financing Lease constitutes a special, limited obligation of the State payable solely from the sources set forth therein, including 2010 Basic Lease Payments required to be paid by the State Agency.

Under the Internal Revenue Code of 1986, as amended (the "Code"), the State and the State Agency are required to comply with certain requirements after the date of execution and delivery of the 2010 Certificates in order to maintain the exclusion of the interest evidenced and represented by the 2010 Certificates from gross income for federal income tax purposes, including, without limitation, requirements concerning the qualified use of 2010 Certificate proceeds and the Improvements refinanced with 2010 Certificate proceeds, limitations on investing gross proceeds of the 2010 Certificates in higher yielding investments in certain circumstances, and the arbitrage rebate requirement to the extent applicable to gross proceeds of the 2010 Certificates. The State and the State Agency have covenanted to comply with those requirements, but if the State or the State Agency fail to comply with those requirements, interest evidenced and represented by the 2010 Certificates could become taxable retroactive to the date of execution and delivery of the 2010 Certificates. We have not undertaken and do not undertake to monitor compliance with such requirements.

Under the statutes, regulations, published rulings and court decisions existing on the date of this opinion and based on our review of such other documents, proceedings and certifications as we have deemed necessary, it is our opinion that:

1. The Financing Lease and the Trust Agreement constitute valid and binding obligations of the State.

2. The obligation of the State to make the 2010 Basic Lease Payments during the term of Financing Lease constitutes a valid and binding obligation of the State, subject to appropriation by the State Legislature and to Executive Order reduction by the Governor of the State. Such obligation does not constitute a general obligation of the State, and neither the full faith and credit nor taxing power of the State is pledged to the payment thereof.

3. Assuming the due authorization, execution and delivery of the Third Supplemental Trust Agreement and the 2010 Certificates by the Trustee, the 2010 Certificates are entitled to the benefits of the Trust Agreement.

4. Assuming compliance by the State and the State Agency after the date of execution and delivery of the 2010 Certificates with applicable requirements of the Code, interest evidenced and represented by the 2010 Certificates and received by the owners of 2010 Certificates is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals. However, while interest evidenced and represented by the 2010 Certificates also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, interest evidenced and represented by the 2010 Certificates is to be taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations, interest evidenced and represented by the 2010 certificates received by certain S corporations may be subject to tax, and interest evidenced and represented by the 2010 certificates received by foreign corporations with United States branches may be subject to a foreign branch profits tax.

We express no opinion regarding any other federal tax consequences arising with respect to the ownership of the 2010 Certificates. Owners of the 2010 Certificates should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences.

Our opinions with respect to the enforceability of various documents are subject to limitations imposed by bankruptcy, insolvency or other laws affecting creditors' rights and by the application of equitable principles and the exercise of judicial discretion in appropriate cases.

This opinion is given as of the date hereof and we assume no obligation to update, revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We bring to your attention the fact that the foregoing opinions are expressions of our professional judgment on the matters expressly addressed and do not constitute guarantees of result.

Respectfully submitted,

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APPENDIX D

THE STATE'S 2009 AUDITED BASIC FINANCIAL STATEMENTS

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Washington State Auditor
Brian Sonntag

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

December 23, 2009

The Honorable Christine Gregoire
Governor, State of Washington

Dear Governor Gregoire:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate discretely presented component units and remaining fund information of the State of Washington as of and for the fiscal year ended June 30, 2009, which collectively comprise the State's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the State's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Workers' Compensation Fund of the Department of Labor and Industries, Washington's Lottery, Department of Retirement Systems, Local Government Investment Pool, University of Washington, Western Washington University, and the funds managed by the State Investment Board. Those financial statements represent part or all of the total assets, net assets, and revenues or additions of the governmental activities, the business-type activities, each major fund, and the aggregate discretely presented component units and remaining fund information as follows:

Opinion Unit	Percent of Total Assets	Percent of Net Assets	Percent of Total Revenues/ Additions
Governmental Activities	11.6%	19.1%	4.8%
Business-Type Activities	74.8%	100%	60.5%
Higher Education Special Revenue Fund	37.7%	29.8%	46.1%
Higher Education Endowment Fund	92.4%	96.5%	100.0%
Higher Education Student Services Fund	71.6%	82.1%	85.5%
Workers' Compensation Fund	100%	100%	100%
Aggregate Discretely Presented Component Units and Remaining Fund Information	89.8%	94.6%	40.1%

Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for the above mentioned entities and funds are based solely on the reports of other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The financial statements of the Workers' Compensation Fund of the Department of Labor and Industries, Washington's Lottery, Department of Retirement Systems, Local Government Investment Pool, University of Washington, Western Washington University, and the funds managed by the State Investment Board were not audited in accordance with *Government Auditing Standards*. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant

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estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate discretely presented component units and remaining fund information of the State of Washington as of June 30, 2009, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As explained in Note 1.D. 1, the financial statements include pension trust fund investments valued at $18.8 billion which comprise 25.2% of total assets and 28.8% of net assets of the aggregate discretely presented component units and remaining fund information. The fair values of these investments have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or, in the case of investments in partnerships, the general partners.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 23, 2009, on our consideration of the State of Washington'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. That report will be issued under separate cover in the State's Single Audit Report. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

The management's discussion and analysis and the required supplementary information are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have and the other auditors have applied certain limited procedures, consisting principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was performed for the purpose of forming opinions on the financial statements that collectively comprise the State of Washington's basic financial statements. The information listed in the table of contents as combining and individual fund financial statements and schedules is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information has been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, in our opinion, based on our audit and the reports of other auditors, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The information identified in the table of contents as the introductory and statistical sections is presented for purposes of additional analysis and is not a required part of the basic financial statements of the State. Such information has not been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, accordingly, we express no opinion on it.

BRIAN SONNTAG, CGFM
STATE AUDITOR

MD&A

Management's Discussion and Analysis

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MD&A

Management's Discussion & Analysis

As managers of the state of Washington, we offer this narrative overview and analysis of the financial activities for the fiscal year ended June 30, 2009. We present this information in conjunction with the information included in our letter of transmittal, which can be found preceding this narrative, and with the state's financial statements, which follow. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- Total assets of the state of Washington exceeded its liabilities by $18.6 billion (reported as net assets). Of this amount, $(8.3) billion was reported as "unrestricted (deficit) net assets." A negative balance indicates that no funds were available for discretionary purposes.

- The state of Washington's governmental funds reported a combined ending fund balance of $9.5 billion, a decrease of 24 percent compared with the prior year.

- Unreserved fund balance for the General Fund was $189 million, at the end of Fiscal Year 2009, or one percent of total General Fund expenditures.

- The state's capital assets increased by $2.0 billion while total bond debt increased by $1.2 billion during the current fiscal year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the state of Washington's basic financial statements, which include three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. The focus is on both the state as a whole (government-wide) and the major individual funds. The dual perspectives allow the reader to address relevant questions, broaden a basis for comparison (year-to-year or government-to-government), and enhance the state's accountability.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The government-wide financial statements are designed to provide readers with a broad overview of the state of Washington's finances, in a manner similar to a private sector business.

Statement of Net Assets. The *Statement of Net Assets* presents information on all of the state of Washington's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the state of Washington is improving or deteriorating.

Statement of Activities. The *Statement of Activities* presents information showing how the state's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave). The Statement of Activities is focused on both the gross and net cost of various activities (including governmental, business-type, and component unit). This is intended to summarize and simplify the reader's analysis of the revenues and costs of various state activities and the degree to which activities are subsidized by general revenues.

Both of these government-wide financial statements distinguish functions of the state of Washington that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities).

The governmental activities of the state of Washington include education, human services, transportation, natural resources, adult corrections, and general government.

The business-type activities of the state of Washington include the workers' compensation and unemployment compensation programs, as well as Washington's lottery, liquor control, and various higher education student services such as housing and dining.

The government-wide financial statements can be found on pages 37-39 of this report.

FUND FINANCIAL STATEMENTS

A fund is a group of related accounts used to maintain control over resources that are segregated for specific activities or objectives. The state of Washington, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the state can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental Funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

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

Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for three major funds and an aggregate total for all nonmajor funds. The state's major governmental funds are the General Fund, Higher Education Special Revenue Fund, and the Higher Education Endowment Permanent Fund. Individual fund data for the state's nonmajor governmental funds are provided in the form of combining statements elsewhere in this report. The governmental fund financial statements can be found on pages 42-45 of this report.

Proprietary Funds. The state of Washington maintains two different types of proprietary funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. Internal service funds represent an accounting device used to accumulate and allocate costs internally among the state of Washington's various functions. The state of Washington uses internal service funds to account for general services such as motor pool, central stores, data processing services, risk management, employee health insurance, and printing services. Because internal service funds predominately benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

Proprietary fund financial statements provide the same type of information as the government-wide financial statements, but in greater detail. The proprietary fund financial statements provide separate information for the Workers' Compensation Fund, Unemployment Compensation Fund, and the Higher Education Student Services Fund, which are considered to be major funds, as well as an aggregated total for all nonmajor enterprise funds.

The internal service funds are combined for presentation purposes. Individual fund data for the state's nonmajor proprietary funds are provided in the form of combining statements elsewhere in this report. The proprietary fund financial statements can be found on pages 46-51 of this report.

Fiduciary Funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the state of Washington's own programs. Washington's fiduciary funds include state administered pension plans. The accounting used for fiduciary funds is much like that used for proprietary funds. Individual fund data for the state's fiduciary funds are provided in the form of combining statements elsewhere in this report.

The fiduciary fund financial statements can be found on pages 52-53 of this report.

Component Units. Component units that are legally separate from the state and primarily serve or benefit those outside the state are discretely presented. They are either financially accountable to the state, or have relationships with the state such that exclusion would cause the state's financial statements to be misleading or incomplete. The state discretely reports one major component unit, the Washington State Public Stadium Authority, and four nonmajor component units.

Refer to Note 1 on pages 59-60 for more detailed information. Individual fund data for the state's nonmajor component units are provided in the form of combining statements elsewhere in this report. The component unit financial statements can be found on pages 54-55 of this report.

NOTES TO THE FINANCIAL STATEMENTS

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 57-146 of this report.

OTHER REQUIRED INFORMATION

In addition to this discussion and analysis, this report also presents required supplementary information on budgetary comparisons, pension plans and other post-employment benefits, funding progress, and infrastructure assets reported using the modified approach.

Required supplementary information can be found on pages 147-171 of this report.

The combining statements referred to earlier are presented immediately following the required supplementary information.

Combining and individual fund statements and schedules can be found on pages 173-223 of this report.

STATE OF WASHINGTON

Statement of Net Assets

(in millions of dollars)

	Governmental Activities		Business-Type Activities		Total	
	2009	2008	2009	2008	2009	2008
ASSETS						
Current and other assets	$ 15,611	$ 19,620	$ 21,027	$ 21,665	$ 36,638	$ 41,285
Capital assets	29,558	27,692	2,099	1,995	31,657	29,687
Total assets	45,169	47,312	23,126	23,660	68,295	70,972
LIABILITIES						
Current and other liabilities	3,593	5,201	2,653	2,973	6,246	8,174
Long-term liabilities outstanding	17,721	16,014	25,689	24,971	43,410	40,985
Total liabilities	21,314	21,215	28,342	27,944	49,656	49,159
NET ASSETS						
Invested in capital assets, net of related debt	17,551	17,029	721	521	18,272	17,550
Restricted	4,887	5,524	3,800	4,406	8,687	9,930
Unrestricted (deficit)	1,417	3,544	(9,737)	(9,211)	(8,320)	(5,667)
Total net assets	$ 23,855	$ 26,097	$ (5,216)	$ (4,284)	$ 18,639	$ 21,813

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. For the state of Washington, total assets exceed liabilities by $18.6 billion at June 30, 2009 as compared to $21.8 billion as reported at June 30, 2008.

The largest portion of the state's net assets (98.0 percent for Fiscal Year 2009 as compared to 80.5 percent for Fiscal Year 2008) reflects its investment in capital assets (e.g., land, buildings, machinery, and equipment), less any related debt used to acquire those assets that is still outstanding. The state of Washington uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending.

Although the state of Washington's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

A portion of the state of Washington's net assets (46.6 percent for Fiscal Year 2009 as compared to 45.5 percent for Fiscal Year 2008) represents resources that are subject to external restrictions on how they may be used.

The remaining balance of ($8.3) billion represents unrestricted (deficit) net assets. The state's overall negative balance is caused by the workers' compensation program that provides time-loss, medical, disability and pension payments to qualifying individuals who sustain work-related injuries or develop occupational diseases as a result of their required work activities.

The main benefit plans of the workers' compensation program are funded on rates that will keep the plans solvent in accordance with recognized actuarial principles. The supplemental pension cost-of-living adjustments (COLAs) granted for time-loss and disability payments, however, are funded on a pay-as-you-go basis. By statute, the state is only allowed to collect enough revenue to fund the current COLA payments.

As previously mentioned, the state's activities are divided between governmental and business-type. The majority of support for governmental activities comes from taxes and intergovernmental grants, while business-type activities are supported primarily through user charges.

STATE OF WASHINGTON

Changes in Net Assets

(in millions of dollars)

	Governmental Activities		Business-Type Activities		Total	
	2009	2008	2009	2008	2009	2008
REVENUES						
Program revenues:						
Charges for services	$ 4,398	$ 3,912	$ 5,640	$ 5,364	$ 10,038	$ 9,276
Operating grants and contributions	10,565	8,725	572	42	11,137	8,767
Capital grants and contributions	706	746	-	-	706	746
General revenues:						
Taxes	16,001	16,894	113	115	16,114	17,009
Interest and investment earnings	(212)	464	291	767	79	1,231
Total Revenues	31,458	30,741	6,616	6,288	38,074	37,029
EXPENSES						
General government	(1,815)	(1,609)	-	-	(1,815)	(1,609)
Education - K-12	(8,549)	(7,476)	-	-	(8,549)	(7,476)
Education - Higher education	(6,044)	(5,710)	-	-	(6,044)	(5,710)
Human services	(12,436)	(11,260)	-	-	(12,436)	(11,260)
Adult corrections	(1,044)	(1,020)	-	-	(1,044)	(1,020)
Natural resources and recreation	(1,062)	(931)	-	-	(1,062)	(931)
Transportation	(1,883)	(1,894)	-	-	(1,883)	(1,894)
Interest on long-term debt	(728)	(643)	-	-	(728)	(643)
Workers' compensation	-	-	(2,544)	(4,068)	(2,544)	(4,068)
Unemployment compensation	-	-	(2,360)	(791)	(2,360)	(791)
Higher education student services	-	-	(1,502)	(1,470)	(1,502)	(1,470)
Liquor control	-	-	(540)	(551)	(540)	(551)
Washington's lottery	-	-	(401)	(418)	(401)	(418)
Other business-type activities	-	-	(391)	(235)	(391)	(235)
Total Expenses	(33,561)	(30,543)	(7,738)	(7,533)	(41,299)	(38,076)
Excess (deficiency) of revenues over expenses before contributions to endowments, extraordinary loss, and transfers	(2,103)	198	(1,122)	(1,245)	(3,225)	(1,047)
Contributions to endowments	57	95	-	-	57	95
Transfers	(190)	272	190	(272)	-	-
Increase (decrease) in net assets	(2,236)	565	(932)	(1,517)	(3,168)	(952)
Net assets - July 1, as restated*	26,091	25,532	(4,284)	(2,767)	21,807	22,765
Net assets - June 30	$ 23,855	$ 26,097	$ (5,216)	$ (4,284)	$ 18,639	$ 21,813

* Beginning Net Assets balances were restated in Fiscal Year 2008 to reflect fund type reclassifications and in Fiscal Year 2009 for prior period adjustments.

Governmental Activities. Governmental activities resulted in a decrease in the state of Washington's net assets of $2.2 billion. A number of factors contributed to the decrease:

- Tax revenues decreased $893 million in Fiscal Year 2009 as compared to Fiscal Year 2008. While certain tax sources showed moderate increases, sales and use taxes reported a decrease of $1.0 billion. Sales and use taxes are the main tax revenue for governmental activities. Taxable sales have declined sharply due to reductions in consumer spending power as a result of job losses as well as weak consumer confidence. Real estate excise taxes also declined by $294 million reflecting the continued decline in real estate activity as home prices and housing permits continued to decline throughout Fiscal Year 2009.

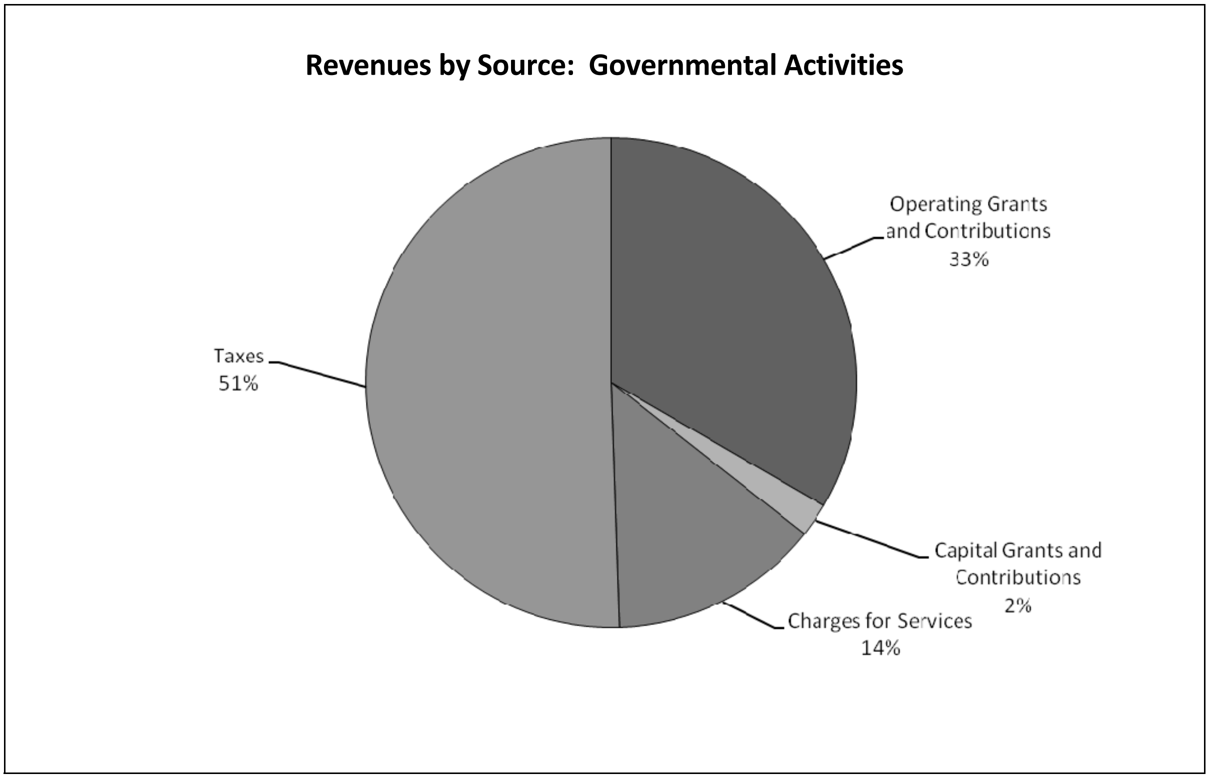
- Growth in expenses outpaced growth in revenues. The expenses for human services and education comprised 80.5 percent of the total expenses for governmental activities which is consistent with the 80 percent in Fiscal Year 2008. Human services expenses grew by $1.2 billion or 10 percent in Fiscal Year 2009 over Fiscal Year 2008 reflecting the increased number of citizens seeking assistance from state programs and services due to the economic recession. K-12 education also increased in Fiscal Year 2009 as compared to Fiscal Year 2008 due to increases in enrollment and construction grants to local school districts. Approximately 40 percent of the increased costs of human services and K-12 education were financed with federal fiscal stabilization funds.

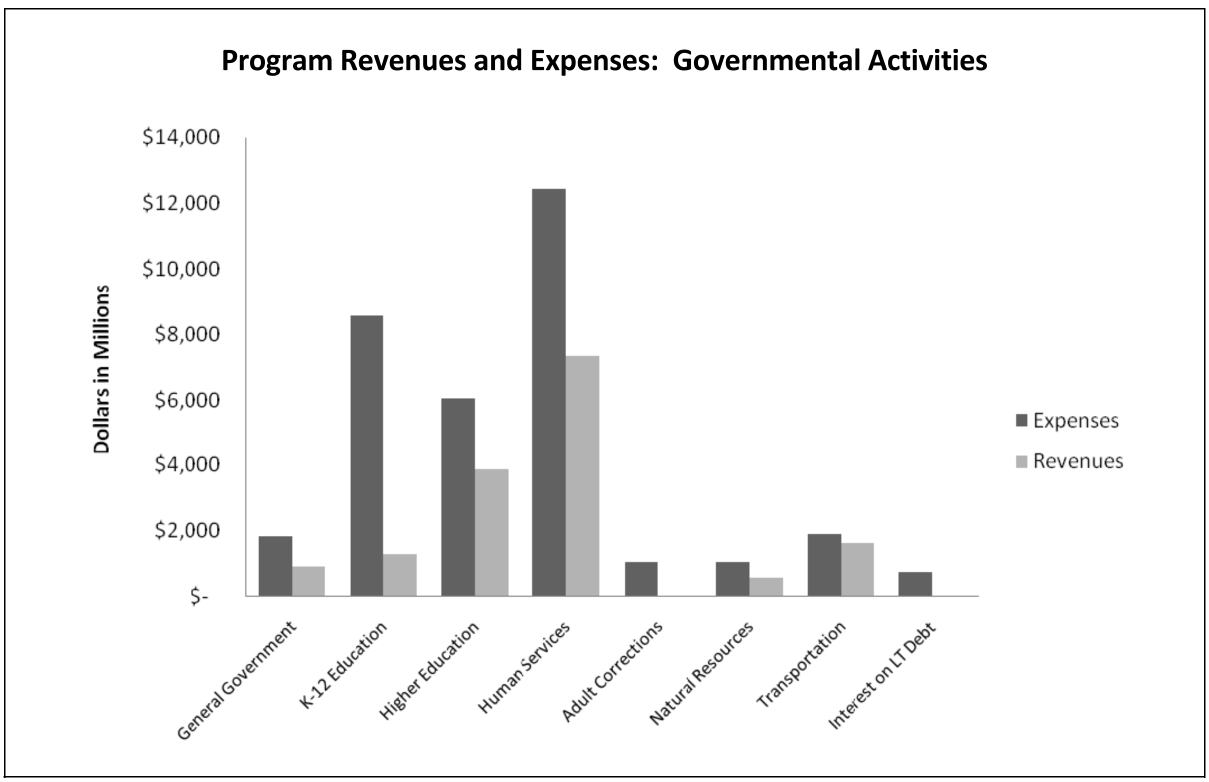
Business-Type Activities. Business-type activities decreased the state of Washington's net assets by $932 million which included losses in both the workers' compensation and unemployment compensation activities. Key factors contributing to the operating results of business-type activities are:

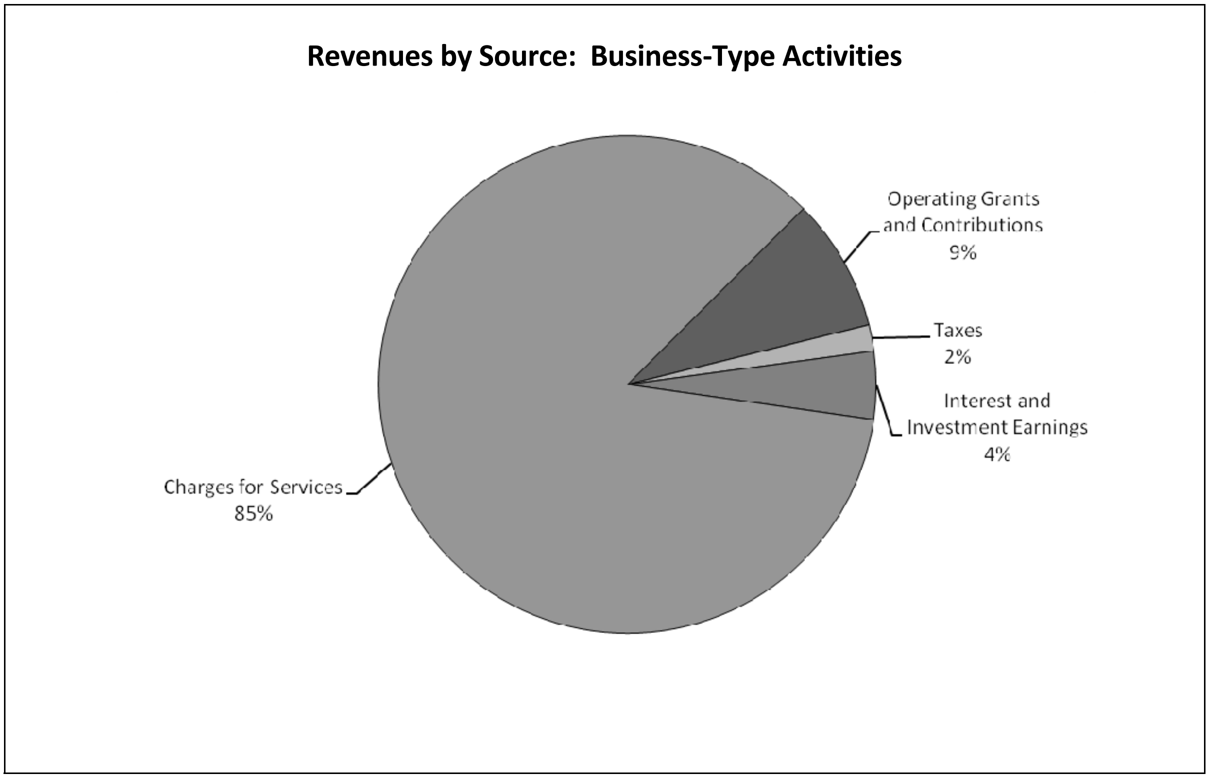
- The operating loss in the workers' compensation activity in Fiscal Year 2009 was $1.8 billion less than in Fiscal Year 2008. A number of factors contributed to the decreased operating loss including an increase in premium revenue of $260 million which resulted when the Fiscal Year 2008 rate holiday did not extend into Fiscal Year 2009 and a decrease in claims costs of $1.5 billion. The decrease in claims costs is attributable to lower projections of supplemental pension costs related to changes in the forecast of future wage inflation.

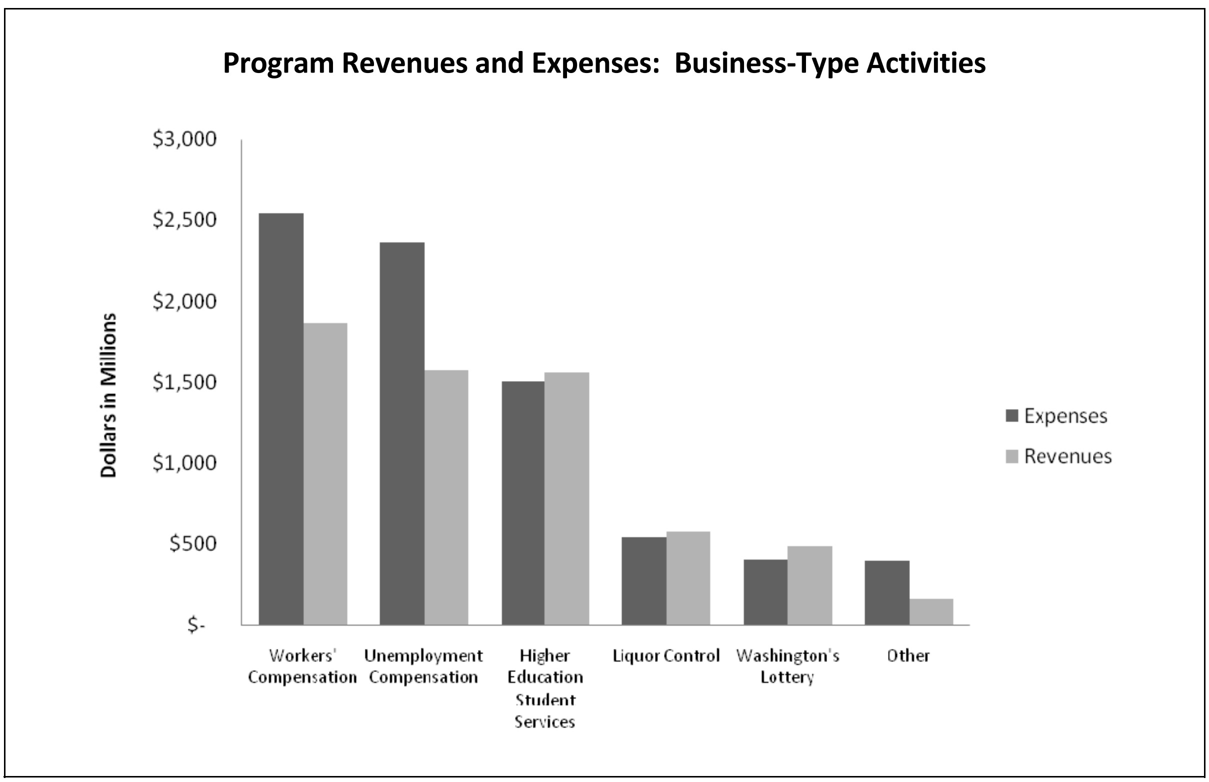
- The unemployment compensation activity reported a Fiscal Year 2009 operating loss of $789 million, compared to $333 million operating income in Fiscal Year 2008. Washington's unemployment insurance program is an experience-based system. Since Washington had relatively low unemployment until Fiscal Year 2009, unemployment premium revenue had been declining. Fiscal Year 2009 premium revenues were $146 million less than Fiscal Year 2008. While this decrease was more than offset by an increase in federal aid of $531 million, which included federal fiscal stabilization funding, costs for unemployment insurance benefits rose $1.6 billion. The increase in costs was the result of increases in the number of claims, the duration of claims and the benefit amounts. The annualized unemployment rate for the state was 7.3 percent in Fiscal Year 2009, up from 4.7 percent in Fiscal Year 2008, a 55 percent increase.

- The higher education student services activity reported relatively proportional increases in both expenses and charges for services when compared to the prior year. Additionally, both liquor control and Washington's lottery activities reported operating revenues and expenses consistent with the prior year.


Revenues by Source: Governmental Activities
Operating Grants and Contributions 33%
Taxes 51%
Capital Grants and Contributions 2%
Charges for Services 14%


Program Revenues and Expenses: Governmental Activities
$14,000
$12,000
$10,000
$8,000
$6,000
$4,000
$2,000
$-
Dollars in Millions
General Government
K-12 Education
Higher Education
Human Services
Adult Corrections
Natural Resources
Transportation
Interest on LT Debt
Expenses
Revenues


Revenues by Source: Business-Type Activities
Operating Grants and Contributions 9%
Taxes 2%
Interest and Investment Earnings 4%
Charges for Services 85%


Program Revenues and Expenses: Business-Type Activities
Dollars in Millions
$3,000
$2,500
$2,000
$1,500
$1,000
$500
$-
Workers' Compensation
Unemployment Compensation
Higher Education Student Services
Liquor Control
Washington's Lottery
Other
Expenses
Revenues

Financial Analysis of the Government's Funds

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

Governmental Funds. As previously discussed, the focus of the state of Washington's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the state of Washington's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

The General Fund is the chief operating fund of the state of Washington. At the end of the fiscal year, total fund balance for the General Fund equaled $1.2 billion.

Unreserved fund balance included $898 million designated for working capital purposes. This amount relates to certain accrued revenues and is not considered by management to be available to spend. The remaining unreserved fund balance of $189 million is undesignated and is considered available to spend.

The fund balance of the state of Washington's General Fund decreased by $757 million during Fiscal Year 2009. While increases in federal grant revenue approximated the decreases in tax revenue, increased demands for services had a negative impact on fund balance.

STATE OF WASHINGTON

General Fund

(in millions of dollars)

	Fiscal Year 2009	Fiscal Year 2008	Difference Increase (Decrease)
REVENUES			
Taxes	$12,791	$ 14,307	$ (1,516)
Federal grants	8,311	6,557	1,754
Investment revenue	64	123	(59)
Other	421	462	(41)
Total	21,587	21,449	138
EXPENDITURES			
Human services	11,912	10,921	991
Education	9,044	8,235	809
Other	1,223	1,144	79
Total	22,179	20,300	1,879
Net transfers in (out)	(192)	(1,145)	953
Other financing sources	27	12	15
Net increase (decrease) in fund balance	$ (757)	$ 16	$ (773)

Expenditure growth continues to be concentrated in services and programs most vital to citizens – primarily human services and public education. As explained earlier, increased demand for services due to recessionary economic conditions resulted in the expenditure growth reported in the General Fund. The increased costs were supported in part with increased federal grant funding including federal fiscal stabilization funds.

In addition to the General Fund, the state reports the Higher Education Special Revenue and Higher Education Endowment Funds as major governmental funds. The fund balance of the Higher Education Special Revenue Fund decreased by $346 million in Fiscal Year 2009 largely due to transfer activity. The fund balance for the Higher Education Endowment Fund decreased by $533 million. The decrease in the Higher Education Endowment Fund is primarily due to decline in the market value of investments and, to a lesser extent, to a decline in support from donors, both related to the current economic situation.

The fund balance for nonmajor governmental funds decreased by $1.3 billion. The largest factor contributing to the decrease is an increase in transfers to other funds - $755 million of which was transferred to the General Fund to cover the revenue shortfall.

Proprietary Funds. The state of Washington's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

- The Workers' Compensation Fund reported a loss of $0.5 billion in Fiscal Year 2009. Operating revenues increased by $260 million and operating expenses decreased by $1.5 billion as compared to Fiscal Year 2008. As noted previously, the decrease in operating costs is attributable to lower projections of supplemental pension costs related to changes in the forecast of future wage inflations. The positive changes were partially offset by a decrease in investment income of $253 million due to the ongoing turmoil in the investment market.

- Washington's unemployment rate increased markedly in Fiscal Year 2009, as the slowing national economy and weakening housing markets took their toll on the labor markets. Despite an increase in federal aid of $531 million, which included federal fiscal stabilization funding, the Unemployment Compensation Fund incurred a loss of $607 million.

- Activity for the various nonmajor proprietary funds resulted in a decrease to net assets of $387 million. The largest component of the decrease is the loss of $340 million reported by the state's guaranteed college tuition (GET) program which is included in the Other Activities Fund. This loss was primarily caused by a reduction in investment earnings and higher than projected tuition unit payout values. The GET program is proceeding cautiously and analyzing the market for strategic investment opportunities.

General Fund Budgetary Highlights

Differences between the original budget of the General Fund and the final amended budget reflect adjustments related to changes in the state's economy during the two years ended June 30, 2009. While there were no significant increases or decreases, changes to estimates are summarized as follows:

- Estimated resources increased by $619 million over the course of the biennium. A decrease of $1.8 billion was reported for taxes. The decrease in estimated tax revenue was offset by increases to federal grants-in-aid and transfers from other funds of $1.4 billion and $842 million, respectively.

- Appropriated expenditure authority increased by $858 million over the course of the biennium ended June 30, 2009. Increases were recorded in general government, human services and education of $189 million, $409 million and $422 million, respectively. The largest decrease was in transfers to other funds of $167 million.

The state did not overspend its legal spending authority for the 2007-09 Biennium. Actual General Fund revenues and expenditures were 97 and 98 percent of final budgeted revenues and appropriations, respectively, for the 2007-09 Biennium.

Capital Assets, Infrastructure, Bond Debt Administration, and Economic Factors

Capital Assets. The state of Washington's investment in capital assets for its governmental and business-type activities as of June 30, 2009 amounted to $31.7 billion (net of accumulated depreciation). This investment in capital assets includes land, infrastructure, museum and historical collections, buildings and other improvements, furnishings and equipment, as well as construction in progress.

Washington's Fiscal Year 2009 investment in capital assets, net of current year depreciation, was $2.0 billion, including increases to the state's transportation infrastructure of $1.3 billion and buildings of $816 million. The state's construction in progress includes both new construction and major improvements to state and common school capital facilities, transportation projects and assistance to local governments for public works capital projects. Remaining commitments on these construction projects total $7.8 billion.

Additional information on the state of Washington's capital assets can be found in Note 6 beginning on page 94 of this report.

Infrastructure. The state of Washington first reported infrastructure under the requirements of the Governmental Accounting Standards Board in Fiscal Year 2002. Transportation infrastructure reported includes the state highway system, emergency airports, and two short rail lines. While the rail lines are reported net of depreciation, the state highway system and emergency airports are reported using the modified approach. Under the modified approach, rather than recording depreciation, asset condition is reported.

STATE OF WASHINGTON

Capital Assets - Net of Depreciation

(in millions of dollars)

	Governmental Activities		Business-Type Activities		Total	
	2009	2008	2009	2008	2009	2008
Land	$ 1,130	$ 1,051	$ 142	$ 136	$ 1,272	$ 1,187
Transportation infrastructure and other assets not depreciated	18,328	17,021	-	-	18,328	17,021
Buildings	6,473	5,731	1,566	1,492	8,039	7,223
Furnishings, equipment, and collections	1,377	1,392	150	135	1,527	1,527
Other improvements and infrastructure	1,065	1,013	88	58	1,153	1,071
Construction in progress	1,185	1,484	153	174	1,338	1,658
Total	$ 29,558	$ 27,692	$ 2,099	$ 1,995	$ 31,657	$ 29,687

The condition of these assets, along with the rating scales for pavement, bridges, rest areas, and airports, and additional detail comparing planned-to-actual preservation and maintenance spending are available in the required supplementary information beginning on page 163.

The Washington State Department of Transportation (WSDOT) accomplished a net addition of 141 lane miles and 21 bridges in Fiscal Year 2009. The state highway system value increased a net of $1.3 billion during the fiscal year. Amounts spent during Fiscal Year 2009 to maintain and preserve these infrastructure assets were not significantly different from estimated spending plans according to the biennial budget. The state highway system and emergency airports continue to meet established condition levels. No significant changes in condition levels were noted for pavements or bridges.

Detailed information about targeted and actual condition levels for roads, bridges, rest areas, and airports can be found in the required supplementary information section of this report.

The safety of bridge structures is ensured through meticulous inspections and rating of the primary components of bridges by the WSDOT Bridge Preservation Office or local agency staff. The condition of all bridge decks, superstructures and substructures are rated based on these inspections.

The WSDOT's planned highway infrastructure projects for the next four years, fiscal years 2010 through 2013, would commit approximately $6.5 billion for 460 projects. These projects are either already in progress or are expected to commence within the next four years.

Bond Debt. At the end of Fiscal Year 2009, the state of Washington had general obligation bond debt outstanding of $14.1 billion, an increase of 8.5 percent over Fiscal Year 2008. This debt is secured by a pledge of the full faith and credit of the state. Additionally, the state had authorized $12.7 billion general obligation debt that remains unissued.

The state had revenue debt outstanding at June 30, 2009, of $1.7 billion, an increase of $20 million over Fiscal Year 2008. This increase is primarily related to revenue bonds issued by state colleges and universities. Revenue bond debt is secured by specific sources of revenue.

During Fiscal Year 2009, the state issued general obligation debt, totaling $1.7 billion, for various capital and transportation projects. The state ranked 13th in a list of the top 100 state and local issuers ranked by amount financed by municipal issuers in calendar year 2008, according to The Bond Buyer's 2009 Yearbook.

The Washington State Constitution and the Revised Code of Washington limit the amount of general obligation (GO) debt that may be issued. The constraining limit for 2009 is the statutory limit. For the fiscal year ended June 30, 2009, the maximum GO debt authorized by the statutory debt limit was $10.8 billion.

This computation excludes specific bond issues and types that are not secured by general state revenues, such as motor vehicle fuel tax and reimbursable bonds. Of the $14.1 billion general obligation bond debt outstanding at June 30, 2009, $8.0 billion is subject to the limitation. Based on the debt limitation calculation, the debt service requirements as of June 30, 2009 did not exceed the authorized debt service limitation.

For further information on the debt limit, refer to the Certification of the Debt Limitation of the State of Washington, available from the Office of the State Treasurer or at: http://www.tre.wa.gov/documents/debt_cdl2009.pdf.

STATE OF WASHINGTON **Bond Debt** *(in millions of dollars)*						
	Governmental Activities		Business-Type Activities		Total	
	2009	2008	2009	2008	2009	2008
General obligation (GO) bonds	$ 14,049	$ 12,927	$ 69	$ 80	$ 14,118	$ 13,007
Accreted interest on zero interest rate GO bonds	328	295	38	34	366	329
Revenue bonds	616	555	1,074	1,115	1,690	1,670
Total	$ 14,993	$ 13,777	$ 1,181	$ 1,229	$ 16,174	$ 15,006

By statutory provision, the State Finance Committee (SFC) is authorized to supervise and control the issuance of all state bonds, notes, or other evidences of indebtedness.

The SFC is composed of the Governor, Lieutenant Governor, and State Treasurer, the latter serving as chairman.

As of June 30, 2009, the state of Washington's general obligation debt was rated Aa1 by Moody's Investor Service, AA by Standard & Poor's Rating Group (S & P), and AA by Fitch Ratings.

Additional information on the state's bond debt obligations is presented in Note 7 beginning on page 98 of this report.

Additional information on the state's legal debt limit is presented in the statistical section on page 258 of this report.

Conditions with Expected Future Impact

Economic Factors. The forecast for Washington for Fiscal Year 2010 is for the beginning of the end of the recession. That said, in the coming year, legislative leaders and management will be facing a number of challenges.

- Slower economic growth is forecasted as the impacts of the financial crisis and national and international recessions wind their way through Washington's economy.

- Employment will take time to pick up again as it typically lags the upturn in activity. Businesses will first meet demand by ramping up excess capacity and increasing workers' hours. Only after they are sure the recovery is going to be sustained will they start adding to payrolls. Accordingly, unemployment rates are expected to increase as non-farm payroll employment in Washington is forecasted to decrease in Fiscal Year 2010 by 3.0 percent, marking two consecutive years of declining employment.

- Revenue growth is expected to be negatively impacted as economic changes to the tax system, including aerospace industry tax credits, take full effect by the end of the 2007-09 Biennium. State tax revenue is also expected to be adversely impacted by forecasted continued weak consumer spending.

Changes to the General Fund. Effective July 1, 2009, six accounts, previously reported within nonmajor governmental funds, will be consolidated into the General Fund. Because of the close relationship between these accounts and the General Fund, they had been designated as "related funds." They are being consolidated into the General Fund to improve budget transparency.

Federal Fiscal Stabilization. Since the American Recovery and Reinvestment Act was signed into law in February 2009, Washington has used fiscal stabilization grants to avoid making significant service and work force cuts in areas such as education, transportation, public health and the environment.

As of September 30, more than $2 billion in federal fiscal stabilization grants have been awarded to the state. State agencies are using the grants to stabilize the state's budget, stimulate the economy and help citizens hardest hit by the recession. Proposals for additional funding have been submitted for a variety of projects in areas such as green jobs and worker training; broadband deployment; health information technology; high-speed rail development; and energy efficiency.

Rainy Day Account. In November 2007, Washington State voters ratified Engrossed Substitute Senate Joint Resolution 8206, amending the state's Constitution and establishing the Budget Stabilization Account (BSA).

On July 1, 2008, the balance in the Emergency Reserve Fund of $303 million was transferred to the newly created BSA. An additional $115 million was transferred from the General Fund to the BSA in Fiscal Year 2009 in accordance with the provisions of the Constitution.

The Constitution details a limited number of circumstances under which funds can be appropriated from the BSA, one of which is a favorable vote of at least three-fifths of the members of each house of the Legislature.

During Fiscal Year 2009, Engrossed Substitute House Bill 1244 authorized the transfer of $400 million from the BSA to the General Fund. The BSA has a balance of $21.4 million as of June 30, 2009.

Requests for Information

This financial report is designed to provide a general overview of the state of Washington's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Office of Financial Management, Accounting Division, P.O. Box 43113, Olympia, WA 98504-3113.

Basic Financial Statements

Governmental-wide Financial Statements

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Statement of Net Assets

June 30, 2009

(expressed in thousands)

	Primary Government			
	Governmental Activities	Business-Type Activities	Total	Component Units
ASSETS				
Cash and pooled investments	$ 4,186,623	$ 6,857,854	$ 11,044,477	$ 68,710
Taxes receivable (net of allowance)	2,908,709	5,456	2,914,165	-
Other receivables (net of allowance)	1,176,257	1,145,044	2,321,301	1,300
Internal balances (net)	71,804	(71,804)	-	-
Due from other governments	3,638,185	139,245	3,777,430	-
Inventories	92,697	90,191	182,888	-
Investments, noncurrent	3,437,071	12,456,421	15,893,492	20,981
Other assets	100,030	405,179	505,209	58,767
Capital assets (Note 6):				
Non-depreciable assets	20,643,360	295,848	20,939,208	34,677
Depreciable assets, net of depreciation	8,914,577	1,803,083	10,717,660	353,738
Total capital assets, net of depreciation	29,557,937	2,098,931	31,656,868	388,415
Total Assets	$ 45,169,313	$ 23,126,517	$ 68,295,830	$ 538,173
LIABILITIES				
Accounts payable	$ 1,389,827	$ 133,626	$ 1,523,453	$ 35,035
Contracts and retainage payable	185,219	26,685	211,904	3,042
Accrued liabilities	592,346	247,473	839,819	3,835
Obligations under security lending agreements	126,592	2,165,450	2,292,042	-
Obligation under reverse repurchase agreements	194,243	2,174	196,417	-
Due to other governments	832,872	32,517	865,389	-
Unearned revenue	272,186	44,948	317,134	1,482
Long-term liabilities (Note 7):				
Due within one year	1,164,862	2,390,917	3,555,779	-
Due in more than one year	16,556,033	23,298,276	39,854,309	30,326
Total Liabilities	21,314,180	28,342,066	49,656,246	73,720
NET ASSETS				
Invested in capital assets, net of related debt	17,551,133	721,651	18,272,784	353,829
Restricted for:				
Unemployment compensation	-	3,799,721	3,799,721	-
Other purposes	1,783,271	-	1,783,271	23,137
Capital projects	449,534	-	449,534	-
Expendable permanent fund principal	1,281,879	-	1,281,879	-
Nonexpendable permanent endowments	1,372,769	-	1,372,769	-
Unrestricted (deficit)	1,416,547	(9,736,921)	(8,320,374)	87,487
Total Net Assets	$ 23,855,133	$ (5,215,549)	$ 18,639,584	$ 464,453

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

Statement of Activities

For the Fiscal Year Ended June 30, 2009

(expressed in thousands)

		Program Revenues		
Functions/Programs	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
PRIMARY GOVERNMENT				
Governmental Activities:				
General government	$ 1,814,776	$ 599,627	$ 320,087	$ 441
Education - elementary and secondary (K-12)	8,548,600	19,403	1,262,665	-
Education - higher education	6,044,459	2,169,850	1,691,421	22,504
Human services	12,435,831	300,160	7,045,450	-
Adult corrections	1,044,398	9,363	2,005	-
Natural resources and recreation	1,062,025	399,567	146,513	38,389
Transportation	1,883,055	900,108	96,578	644,908
Interest on long-term debt	727,734	-	-	-
Total Governmental Activities	33,560,878	4,398,078	10,564,719	706,242
Business-Type Activities:				
Workers' compensation	2,543,743	1,856,013	7,419	-
Unemployment compensation	2,360,343	1,010,671	561,106	-
Higher education student services	1,501,566	1,555,501	3,350	-
Liquor control	540,005	573,861	13	-
Washington's lottery	400,716	487,734	-	-
Other	391,416	156,305	-	-
Total Business-Type Activities	7,737,789	5,640,085	571,888	-
Total Primary Government	$ 41,298,667	$ 10,038,163	$ 11,136,607	$ 706,242
COMPONENT UNITS	$ 28,608	$ 14,503	$ 1,146	$ 726
Total Component Units	$ 28,608	$ 14,503	$ 1,146	$ 726

General Revenues:

Taxes - sales and use

Taxes - business and occupation

Taxes - property

Taxes - motor vehicle and fuel

Taxes - excise

Taxes - other

Interest and investment earnings

Total general revenues

Excess (deficiency) of revenues over expenses before contributions to endowments, extraordinary loss, and transfers

Contributions to endowments

Transfers

Change in Net Assets

Net assets - Beginning, as restated

Net assets - Ending

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

Governmental Activities	Business-Type Activities	Total	Component Units
Net (Expense) Revenue and Changes in Net Assets			
Primary Government			
$ (894,621)	$ -	$ (894,621)	
(7,266,532)	-	(7,266,532)	
(2,160,684)	-	(2,160,684)	
(5,090,221)	-	(5,090,221)	
(1,033,030)	-	(1,033,030)	
(477,556)	-	(477,556)	
(241,461)	-	(241,461)	
(727,734)	-	(727,734)	
(17,891,839)	-	(17,891,839)	
-	(680,311)	(680,311)	
-	(788,566)	(788,566)	
-	57,285	57,285	
-	33,869	33,869	
-	87,018	87,018	
-	(235,111)	(235,111)	
-	(1,525,816)	(1,525,816)	
(17,891,839)	(1,525,816)	(19,417,655)	
			$ (12,233)
			(12,233)
7,305,841	-	7,305,841	-
2,614,380	-	2,614,380	-
1,785,064	-	1,785,064	-
1,183,360	-	1,183,360	-
486,610	57,081	543,691	-
2,625,435	55,651	2,681,086	-
(211,814)	291,057	79,243	5,605
15,788,876	403,789	16,192,665	5,605
(2,102,963)	(1,122,027)	(3,224,990)	(6,628)
56,983	-	56,983	-
(190,415)	190,415	-	-
(2,236,395)	(931,612)	(3,168,007)	(6,628)
26,091,528	(4,283,937)	21,807,591	471,081
$ 23,855,133	$ (5,215,549)	$ 18,639,584	$ 464,453

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Basic Financial Statements

Fund Financial Statements

Balance Sheet
GOVERNMENTAL FUNDS
June 30, 2009
(expressed in thousands)

	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
ASSETS					
Cash and pooled investments	$ 133,849	$ 326,973	$ 396,484	$ 2,905,383	$ 3,762,689
Investments	151,604	767,972	2,211,823	318,299	3,449,698
Taxes receivable (net of allowance)	2,776,819	26,087	-	105,803	2,908,709
Other receivables (net of allowance)	268,899	345,305	21,334	601,723	1,237,261
Due from other funds	171,055	168,607	89	439,532	779,283
Due from other governments	1,151,966	144,125	-	2,272,976	3,569,067
Inventories	16,095	12,971	-	45,458	74,524
Total Assets	$ 4,670,287	$ 1,792,040	$ 2,629,730	$ 6,689,174	$ 15,781,231
LIABILITIES AND FUND BALANCES					
Liabilities:					
Accounts payable	$ 898,717	$ 111,856	$ -	$ 337,199	$ 1,347,772
Contracts and retainages payable	42,782	3,842	2,023	115,890	164,537
Accrued liabilities	161,973	155,254	41,932	85,645	444,804
Obligations under security lending agreements	-	-	97,282	29,310	126,592
Obligations under reverse repurchase agreements	101,088	8,841	1,229	78,683	189,841
Due to other funds	263,794	101,652	2,165	432,812	800,423
Due to other governments	595,197	644	-	176,501	772,342
Deferred revenues	1,423,927	204,500	6,893	715,091	2,350,411
Claims and judgments payable	20,859	-	-	14,787	35,646
Total Liabilities	3,508,337	586,589	151,524	1,985,918	6,232,368
Fund Balances:					
Reserved for:					
Encumbrances	52	2,419	-	213,857	216,328
Inventories	15,614	12,971	-	41,271	69,856
Permanent funds	-	-	2,478,206	176,442	2,654,648
Other specific purposes	59,263	220,151	-	1,848,085	2,127,499
Unreserved, designated for, reported in:					
Working capital	897,763	-	-	-	897,763
Higher education	-	155,679	-	-	155,679
Special revenue funds	-	-	-	165	165
Debt service funds	-	-	-	267,470	267,470
Unreserved, undesignated	189,258	814,231	-	-	1,003,489
Unreserved, undesignated reported in:					
Special revenue funds	-	-	-	1,848,410	1,848,410
Capital project funds	-	-	-	307,556	307,556
Total Fund Balances	1,161,950	1,205,451	2,478,206	4,703,256	9,548,863
Total Liabilities and Fund Balances	$ 4,670,287	$ 1,792,040	$ 2,629,730	$ 6,689,174	$ 15,781,231

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

Reconciliation of the Balance Sheet
to the Statement of Net Assets
GOVERNMENTAL FUNDS

June 30, 2009

(expressed in thousands)

Total Fund Balances for Governmental Funds		$ 9,548,863
Amounts reported for governmental activities in the Statement of Net Assets are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. These assets consist of:		
Non-depreciable assets	$ 20,614,820	
Depreciable assets	14,449,903	
Less: Accumulated depreciation	(5,960,475)	
Total capital assets		29,104,248
Some of the state's revenues will be collected after year-end, but are not available soon enough to pay for the current period's expenditures, and therefore are deferred in the funds.		2,079,407
Certain pension trust funds have been funded in excess of the annual required contributions, creating a year-end asset. This asset is not a financial resource and therefore is not reported in the funds.		14,800
Unmatured interest on general obligation bonds is not recognized in the funds until due.		(305,951)
Internal service funds are used by management to charge the costs of certain activities to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the Statement of Net Assets.		(187,678)
Some liabilities are not due and payable in the current period and therefore are not reported in the funds. Those liabilities consist of:		
Bonds and other financing contracts payable	$ (14,863,287)	
Accreted interest on bonds	(327,617)	
Compensated absences	(518,968)	
Other postemployment obligations	(443,655)	
Unfunded pension obligations	(154,130)	
Pollution remediation obligations	(35,005)	
Claims and judgments	(33,607)	
Other obligations	(22,287)	
Total long-term liabilities		(16,398,556)
Net Assets of Governmental Activities		$ 23,855,133

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

Statement of Revenues, Expenditures, and Changes in Fund Balances
GOVERNMENTAL FUNDS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
REVENUES					
Retail sales and use taxes	$ 7,233,911	$ -	$ -	$ 71,930	$ 7,305,841
Business and occupation taxes	2,530,373	-	-	84,007	2,614,380
Property taxes	1,528,814	-	-	256,250	1,785,064
Excise taxes	433,005	-	-	53,605	486,610
Motor vehicle and fuel taxes	-	-	-	1,183,360	1,183,360
Other taxes	1,064,683	221,913	-	706,421	1,993,017
Licenses, permits, and fees	95,089	621	-	803,148	898,858
Timber sales	1,287	-	22,002	145,146	168,435
Other contracts and grants	170,381	644,610	-	17,317	832,308
Federal grants-in-aid	8,311,279	1,138,469	-	1,097,864	10,547,612
Charges for services	54,993	1,615,277	-	557,969	2,228,239
Investment income (loss)	64,091	69,029	(473,941)	129,007	(211,814)
Miscellaneous revenue	74,916	274,074	2,293	483,203	834,486
Escheated property	24,656	-	-	-	24,656
Contributions and donations	-	-	56,983	-	56,983
Total Revenues	21,587,478	3,963,993	(392,663)	5,589,227	30,748,035
EXPENDITURES					
Current:					
General government	726,235	-	-	650,987	1,377,222
Human services	11,912,451	-	-	1,241,506	13,153,957
Natural resources and recreation	340,037	-	-	659,283	999,320
Transportation	37,048	732	-	1,809,555	1,847,335
Education	9,043,821	3,794,310	177	987,240	13,825,548
Intergovernmental	31,683	-	-	351,735	383,418
Capital outlays	69,448	146,102	24,010	2,206,404	2,445,964
Debt service:					
Principal	18,008	16,889	-	609,875	644,772
Interest	567	3,908	-	665,492	669,967
Total Expenditures	22,179,298	3,961,941	24,187	9,182,077	35,347,503
Excess of Revenues Over (Under) Expenditures	(591,820)	2,052	(416,850)	(3,592,850)	(4,599,468)
OTHER FINANCING SOURCES (USES)					
Bonds issued	-	-	-	1,702,700	1,702,700
Other debt issued	27,021	19,546	-	2,702	49,269
Bond issue premiums	-	-	-	78,379	78,379
Capital lease acquisitions	-	33	-	-	33
Transfers in	951,523	410,027	9,450	2,753,771	4,124,771
Transfers (out)	(1,143,562)	(777,908)	(125,428)	(2,293,436)	(4,340,334)
Total Other Financing Sources (Uses)	(165,018)	(348,302)	(115,978)	2,244,116	1,614,818
Net Change in Fund Balances	(756,838)	(346,250)	(532,828)	(1,348,734)	(2,984,650)
Fund Balances - Beginning, as restated	1,918,788	1,551,701	3,011,034	6,051,990	12,533,513
Fund Balances - Ending	$ 1,161,950	$ 1,205,451	$ 2,478,206	$ 4,703,256	$ 9,548,863

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

Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities
GOVERNMENTAL FUNDS

For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

Net Change in Fund Balances - Total Governmental Funds		$ (2,984,650)
Amounts reported for governmental activities in the Statement of Activities are different because:		
Capital outlays are reported as expenditures in governmental funds. However, in the Statement of Activities, the cost of capital assets is allocated over their estimated useful lives as depreciation expense. In the current period, these amounts are:		
Capital outlays	$ 2,362,813	
Less: Depreciation expense	(487,942)	1,874,871
Some revenues in the Statement of Activities do not provide current financial resources, and therefore, are deferred in governmental funds. Also, revenues related to prior periods that became available during the current period are reported in governmental funds but are eliminated in the Statement of Activities. This amount is the net adjustment.		773,587
Pension trust funding in excess of annual required contributions uses current financial resources, but does not qualify as an expense.		14,800
Internal service funds are used by management to charge the costs of certain activities to individual funds. The change in net assets of the internal service funds is reported with governmental activities.		(349,372)
Bond proceeds and other financing contracts provide current financial resources to governmental funds, while the repayment of the related debt principal consumes those financial resources. These transactions, however, have no effect on net assets. In the current period, these amounts consist of:		
Bonds and other financing contracts issued	$ (1,918,735)	
Principal payments on bonds and other financing contracts	743,155	
Accreted interest on bonds	(32,561)	(1,208,141)
Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not recognized in governmental funds. Also, some payments of certain obligations related to prior periods are recognized in governmental funds but are eliminated in the Statement of Activities. In the current period, the net adjustments consist of:		
Unfunded pension obligations	$ (40,714)	
Compensated absences	(21,410)	
Claims and judgments	(5,327)	
Other postemployment obligations	(222,279)	
Pollution remediation	(9,219)	
Accrued interest	(25,341)	
Other obligations	(33,200)	(357,490)
Change in Net Assets of Governmental Activities		$ (2,236,395)

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

Statement of Fund Net Assets
PROPRIETARY FUNDS
June 30, 2009

(expressed in thousands)

	Business-Type Activities Enterprise Funds					Governmental Activities
	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds	Total	Internal Service Funds
ASSETS						
Current Assets:						
Cash and pooled investments	$ 70,716	$ 3,399,541	$ 856,687	$ 306,754	$ 4,633,698	$ 336,817
Investments	1,806,130	-	3,483	414,543	2,224,156	7,123
Taxes receivable (net of allowance)	-	-	-	5,456	5,456	-
Other receivables (net of allowance)	623,438	349,771	139,531	32,304	1,145,044	17,097
Due from other funds	3,685	5,418	53,393	40,969	103,465	196,293
Due from other governments	1,006	61,123	54,108	3,741	119,978	8,107
Inventories	142	-	40,264	49,785	90,191	18,174
Prepaid expenses	38	-	33,013	366	33,417	5,580
Total Current Assets	2,505,155	3,815,853	1,180,479	853,918	8,355,405	589,191
Noncurrent Assets:						
Investments, noncurrent	10,886,324	-	220,756	1,349,341	12,456,421	67,367
Other noncurrent assets	121,105	-	60,759	189,898	371,762	79
Capital assets:						
Land and other non-depreciable assets	3,240	-	60,069	79,073	142,382	3,836
Buildings	62,705	-	1,756,809	407,397	2,226,911	149,040
Other improvements	1,662	-	69,369	20,259	91,290	18,242
Furnishings, equipment, and collections	71,113	-	367,566	68,577	507,256	754,262
Infrastructure	-	-	34,995	-	34,995	478
Accumulated depreciation	(75,875)	-	(824,816)	(156,678)	(1,057,369)	(496,873)
Construction in progress	500	-	108,276	44,690	153,466	24,703
Total Noncurrent Assets	11,070,774	-	1,853,783	2,002,557	14,927,114	521,134
Total Assets	13,575,929	3,815,853	3,034,262	2,856,475	23,282,519	1,110,325
LIABILITIES						
Current Liabilities:						
Accounts payable	6,696	-	82,637	44,293	133,626	48,562
Contracts and retainages payable	7,251	-	15,569	67,164	89,984	20,652
Accrued liabilities	141,647	4,244	119,040	134,964	399,895	28,964
Obligations under security lending agreements	1,806,130	-	-	359,320	2,165,450	-
Obligations under reverse repurchase agreements	2,042	-	-	132	2,174	4,402
Bonds and notes payable	3,820	-	46,319	68,720	118,859	25,621
Due to other funds	6,628	924	79,087	87,040	173,679	103,547
Due to other governments	-	10,964	178	3,700	14,842	17
Unearned revenues	9,450	-	35,388	110	44,948	1,182
Claims and judgments payable	2,052,244	-	-	4,091	2,056,335	191,235
Total Current Liabilities	4,035,908	16,132	378,218	769,534	5,199,792	424,182
Noncurrent Liabilities:						
Claims and judgments payable	20,111,824	-	-	7,188	20,119,012	664,054
Bonds and notes payable	22,110	-	1,087,711	272,473	1,382,294	183,808
Other long-term liabilities	23,313	-	71,318	1,702,339	1,796,970	25,959
Total Noncurrent Liabilities	20,157,247	-	1,159,029	1,982,000	23,298,276	873,821
Total Liabilities	24,193,155	16,132	1,537,247	2,751,534	28,498,068	1,298,003
NET ASSETS						
Invested in capital assets, net of related debt	37,415	-	517,237	166,999	721,651	259,726
Restricted for:						
Unemployment compensation	-	3,799,721	-	-	3,799,721	-
Unrestricted	(10,654,641)	-	979,778	(62,058)	(9,736,921)	(447,404)
Total Net Assets (Deficit)	$ (10,617,226)	$ 3,799,721	$ 1,497,015	$ 104,941	$ (5,215,549)	$ (187,678)

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

Statement of Revenues, Expenses, and Changes in Fund Net Assets
PROPRIETARY FUNDS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	Business-Type Activities Enterprise Funds					Governmental Activities
	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds	Total	Internal Service Funds
OPERATING REVENUES						
Sales	$ -	$ -	$ 122,825	$ 622,640	$ 745,465	$ 113,132
Less: Cost of goods sold	-	-	85,350	423,782	509,132	98,758
Gross profit	-	-	37,475	198,858	236,333	14,374
Charges for services	12	-	1,329,444	72,637	1,402,093	678,785
Premiums and assessments	1,824,276	934,690	-	-	2,758,966	1,019,131
Federal aid for unemployment insurance benefits	-	561,106	-	-	561,106	-
Lottery ticket proceeds	-	-	-	487,715	487,715	-
Miscellaneous revenue	31,667	75,981	110,852	5,958	224,458	45,572
Total Operating Revenues	1,855,955	1,571,777	1,477,771	765,168	5,670,671	1,757,862
OPERATING EXPENSES						
Salaries and wages	134,295	-	577,090	96,669	808,054	298,406
Employee benefits	45,400	-	124,271	37,831	207,502	82,132
Personal services	6,450	-	13,168	22,772	42,390	19,915
Goods and services	73,594	-	532,242	140,643	746,479	332,272
Travel	3,314	-	19,084	2,438	24,836	3,720
Premiums and claims	2,180,780	2,360,343	-	-	4,541,123	1,325,814
Lottery prize payments	-	-	-	301,280	301,280	-
Depreciation and amortization	10,003	-	76,963	13,785	100,751	71,246
Guaranteed education tuition expense	-	-	-	215,222	215,222	-
Miscellaneous expenses	88,441	-	15,526	254	104,221	1,000
Total Operating Expenses	2,542,277	2,360,343	1,358,344	830,894	7,091,858	2,134,505
Operating Income (Loss)	(686,322)	(788,566)	119,427	(65,726)	(1,421,187)	(376,643)
NONOPERATING REVENUES (EXPENSES)						
Earnings (loss) on investments	233,313	181,907	2,481	(126,644)	291,057	7,095
Interest expense	(1,467)	-	(57,872)	(37,632)	(96,971)	(8,263)
Distributions to other governments	-	-	-	(39,828)	(39,828)	-
Tax revenue	-	-	-	112,732	112,732	-
Other revenue (expenses)	7,477	-	(4,271)	28,964	32,170	(105)
Total Nonoperating Revenues (Expenses)	239,323	181,907	(59,662)	(62,408)	299,160	(1,273)
Income (Loss) Before Contributions and Transfers	(446,999)	(606,659)	59,765	(128,134)	(1,122,027)	(377,916)
Capital contributions	-	-	-	-	-	3,397
Transfers in	9,161	-	468,890	17,968	496,019	175,894
Transfers (out)	(13,991)	-	(15,159)	(276,454)	(305,604)	(150,746)
Net Contributions and Transfers	(4,830)	-	453,731	(258,486)	190,415	28,545
Change in Net Assets	(451,829)	(606,659)	513,496	(386,620)	(931,612)	(349,371)
Net Assets (Deficit) - Beginning, as restated	(10,165,397)	4,406,380	983,519	491,561	(4,283,937)	161,693
Net Assets (Deficit) - Ending	$ (10,617,226)	$ 3,799,721	$ 1,497,015	$ 104,941	$ (5,215,549)	$ (187,678)

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

Statement of Cash Flows
PROPRIETARY FUNDS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	Business-Type Activities Enterprise Funds			
	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds
CASH FLOWS FROM OPERATING ACTIVITIES				
Receipts from customers	$ 1,727,247	$ 956,027	$ 1,417,552	$ 1,381,377
Payments to suppliers	(1,892,431)	(2,360,238)	(627,994)	(964,998)
Payments to employees	(175,324)	-	(684,016)	(129,043)
Other receipts (payments)	31,667	601,964	110,853	5,958
Net Cash Provided (Used) by Operating Activities	(308,841)	(802,247)	216,395	293,294
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES				
Transfers in	9,161	-	468,890	17,968
Transfers out	(13,991)	-	(15,159)	(276,454)
Operating grants and donations received	7,312	-	3,583	13
Taxes and license fees collected	95	-	-	141,457
Distributions to other governments	-	-	-	(39,828)
Other noncapital financing sources (uses)	-	-	-	11,642
Net Cash Provided (Used) by Noncapital Financing Activities	2,577	-	457,314	(145,202)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES				
Interest paid	(1,537)	-	(56,331)	(13,551)
Principal payments on long-term capital financing	(3,625)	-	(362,316)	(21,716)
Proceeds from long-term capital financing	-	-	412,785	38,189
Proceeds from sale of capital assets	40	-	74,356	58
Acquisitions of capital assets	(6,031)	-	(327,806)	(19,147)
Net Cash Provided (Used) by Capital and Related Financing Activities	(11,153)	-	(259,312)	(16,167)
CASH FLOWS FROM INVESTING ACTIVITIES				
Receipt of interest	501,224	181,907	9,463	17,335
Proceeds from sale of investment securities	3,754,505	-	62,157	414,139
Purchases of investment securities	(3,897,312)	-	(113,417)	(550,861)
Net Cash Provided (Used) by Investing Activities	358,417	181,907	(41,797)	(119,387)
Net Increase (Decrease) in Cash and Pooled Investments	41,000	(620,340)	372,600	12,538
Cash and Pooled Investments, July 1	29,716	4,019,881	484,087	294,216
Cash and Pooled Investments, June 30	$ 70,716	$ 3,399,541	$ 856,687	$ 306,754
CASH FLOWS FROM OPERATING ACTIVITIES				
Operating Income (Loss)	$ (686,322)	$ (788,566)	$ 119,427	$ (65,726)
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operations:				
Depreciation	10,003	-	76,963	13,785
Change in Assets: Decrease (Increase)				
Receivables (net of allowance)	(2,034)	(13,786)	(34,013)	(33,824)
Inventories	(1)	-	(735)	(15,946)
Prepaid expenses	(30)	-	(18,809)	(16)
Change in Liabilities: Increase (Decrease)				
Payables	369,543	105	73,562	395,021
Net Cash or Cash Equivalents Provided by (Used in) Operating Activities	$ (308,841)	$ (802,247)	$ 216,395	$ 293,294

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

Continued

	Governmental Activities
Total	Internal Service Funds
$ 5,482,203	$ 1,792,493
(5,845,661)	(1,713,020)
(988,383)	(380,581)
750,442	45,540
(601,399)	(255,568)
496,019	175,894
(305,604)	(150,746)
10,908	1,041
141,552	-
(39,828)	-
11,642	(2)
314,689	26,187
(71,419)	(8,319)
(387,657)	(33,233)
450,974	42,429
74,454	3,295
(352,984)	(54,738)
(286,632)	(50,566)
709,929	9,494
4,230,801	46,793
(4,561,590)	(59,776)
379,140	(3,489)
(194,202)	(283,436)
4,827,900	620,253
$ 4,633,698	$ 336,817
$ (1,421,187)	$ (376,643)
100,751	71,246
(83,657)	(15,535)
(16,682)	1,792
(18,855)	(1,132)
838,231	64,704
$ (601,399)	$ (255,568)

Statement of Cash Flows
PROPRIETARY FUNDS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	Business-Type Activities Enterprise Funds			
	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds
NONCASH INVESTING, CAPITAL AND FINANCING ACTIVITIES				
Contributions of capital assets	$ -	$ -	$ -	$ -
Amortization of annuity prize liability	-	-	-	20,000
Increase (decrease) in fair value of investments	268,780	-	14,357	(114,819)
Amortization of debt premium (issue costs/discount)	-	-	385	-
Accretion of interest on zero coupon bonds	-	-	-	(3,832)
Increase in ownership of joint venture	-	-	7,755	-

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

Concluded

	Governmental Activities
Total	Internal Service Funds
$ -	$ 3,397
20,000	-
168,318	314
385	-
(3,832)	-
7,755	-

Statement of Fiduciary Net Assets
FIDUCIARY FUNDS
June 30, 2009
(expressed in thousands)

	Private-Purpose Trust	Local Government Investment Pool	Pension and Other Employee Benefit Plans	Agency Funds
ASSETS				
Current Assets:				
Cash and pooled investments	$ 7,508	$ 1,714,511	$ 105,243	$ 217,699
Investments	-	5,465,771	-	-
Receivables, pension and other employee benefit plans:				
Employers	-	-	146,734	-
Members (net of allowance)	-	-	2,824	-
Interest and dividends	-	-	134,048	-
Investment trades pending	-	-	897,888	-
Due from other pension and other employee benefit funds	-	-	7,012	-
Other receivables, all other funds	-	5,430	-	8,995
Due from other funds	-	-	268	78
Due from other governments	-	-	-	17,097
Total Current Assets	7,508	7,185,712	1,294,017	243,869
Noncurrent Assets:				
Investments, noncurrent, pension and other employee benefit plans:				
Public equity	-	-	20,441,834	-
Fixed income	-	-	10,889,256	-
Private equity	-	-	10,432,183	-
Real estate	-	-	7,837,564	-
Security lending	-	-	2,913,893	-
Liquidity	-	-	1,648,920	-
Tangible asset	-	-	528,520	-
Reverse repurchase agreements	-	-	5,082	-
Investments, noncurrent, all other funds	14,441	1,040,203	-	21,239
Other noncurrent assets	-	-	-	35,105
Capital assets:				
Furnishings, equipment, and collections	85	-	-	-
Accumulated depreciation	(81)	-	-	-
Total Noncurrent Assets	14,445	1,040,203	54,697,252	56,344
Total Assets	21,953	8,225,915	55,991,269	$ 300,213
LIABILITIES				
Accounts payable	129	-	-	$ 9,740
Contracts and retainages payable	-	-	-	34,057
Accrued liabilities	123	58	1,013,322	49,253
Obligations under security lending agreements	-	-	2,913,894	-
Obligations under reverse repurchase agreements	-	199,675	5,082	9,888
Due to other funds	-	-	1,706	32
Due to other pension and other employee benefit funds	-	-	7,012	-
Due to other governments	-	-	-	162,139
Unearned revenues	-	-	764	-
Other long-term liabilities	-	-	-	35,104
Total Liabilities	252	199,733	3,941,780	$ 300,213
NET ASSETS				
Net assets held in trust for:				
Pension benefits	-	-	49,881,350	
Deferred compensation participants	-	-	2,168,139	
Local government pool participants	-	8,026,182	-	
Individuals, organizations & other governments	21,701	-	-	
Total Net Assets	$ 21,701	$ 8,026,182	$ 52,049,489	

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

Statement of Changes in Fiduciary Net Assets
FIDUCIARY FUNDS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	Private-Purpose Trust	Local Government Investment Pool	Pension and Other Employee Benefit Plans
ADDITIONS			
Contributions:			
Employers	$ -	$ -	$ 1,268,248
Members	-	-	1,046,012
State	-	-	66,564
Participants	-	16,847,861	184,544
Total Contributions	-	16,847,861	2,565,368
Investment Income:			
Net appreciation (depreciation) in fair value	-	-	(15,700,399)
Interest and dividends	-	108,671	1,122,447
Less: Investment expenses	-	-	(320,815)
Net Investment Income (loss)	-	108,671	(14,898,767)
Other Additions:			
Escheated property	64,626	-	-
Transfers from other pension plans	-	-	8,590
Other contracts, grants and miscellaneous	-	3	703
Total Other Additions	64,626	3	9,293
Total Additions	64,626	16,956,535	(12,324,106)
DEDUCTIONS			
Pension benefits	-	-	2,620,593
Pension refunds	-	-	203,610
Transfers to other pension plans	-	-	8,590
Administrative expenses	2,649	1,066	2,071
Distributions to participants	-	15,547,618	106,645
Payments to or on behalf of individuals, organizations and other governments in accordance with trust agreements	72,119	-	-
Total Deductions	74,768	15,548,684	2,941,509
Net Increase (Decrease)	(10,142)	1,407,851	(15,265,615)
Net Assets - Beginning, as restated	31,843	6,618,331	67,315,104
Net Assets - Ending	$ 21,701	$ 8,026,182	$ 52,049,489

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

Statement of Fund Net Assets
COMPONENT UNITS
June 30, 2009
(expressed in thousands)

	Public Stadium	Nonmajor Component Units	Total
ASSETS			
Current Assets:			
Cash and pooled investments	$ 6,946	$ 19,735	$ 26,681
Investments	3,712	38,317	42,029
Other receivables (net of allowance)	434	866	1,300
Prepaid expenses	23	148	171
Total Current Assets	11,115	59,066	70,181
Noncurrent Assets:			
Investments, noncurrent	20,316	665	20,981
Other noncurrent assets	-	58,596	58,596
Capital assets:			
Land	34,677	-	34,677
Buildings	459,973	-	459,973
Furnishings and equipment	23,113	1,590	24,703
Accumulated depreciation	(129,799)	(1,151)	(130,950)
Construction in progress	12	-	12
Total Noncurrent Assets	408,292	59,700	467,992
Total Assets	419,407	118,766	538,173
LIABILITIES			
Current Liabilities:			
Accounts payable	127	34,908	35,035
Contracts and retainages payable	3,042	-	3,042
Accrued liabilities	3,763	72	3,835
Unearned revenues	82	1,400	1,482
Total Current Liabilities	7,014	36,380	43,394
Noncurrent Liabilities:			
Other long-term liabilities	30,326	-	30,326
Total Noncurrent Liabilities	30,326	-	30,326
Total Liabilities	37,340	36,380	73,720
NET ASSETS			
Invested in capital assets, net of related debt	353,390	439	353,829
Restricted for deferred sales tax	22,637	-	22,637
Restricted for other purposes	-	500	500
Unrestricted	6,040	81,447	87,487
Total Net Assets (Deficit)	$ 382,067	$ 82,386	$ 464,453

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

Statement of Revenues, Expenses, and Changes in Fund Net Assets
COMPONENT UNITS
For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

	Public Stadium	Nonmajor Component Units	Total
OPERATING REVENUES			
Charges for services	$ 1,016	$ 13,487	$ 14,503
Total Operating Revenues	1,016	13,487	14,503
OPERATING EXPENSES			
Salaries and wages	394	4,880	5,274
Employee benefits	71	1,327	1,398
Personal services	154	1,326	1,480
Goods and services	307	2,182	2,489
Travel	3	37	40
Depreciation and amortization	16,313	117	16,430
Miscellaneous expenses	-	351	351
Total Operating Expenses	17,242	10,220	27,462
Operating Income (Loss)	(16,226)	3,267	(12,959)
NONOPERATING REVENUES (EXPENSES)			
Earnings (loss) on investments	3,276	2,329	5,605
Operating grants and contributions	-	1,146	1,146
Distributions of operating grants	-	(1,146)	(1,146)
Total Nonoperating Revenues (Expenses)	3,276	2,329	5,605
Income (Loss) Before Contributions and Transfers	(12,950)	5,596	(7,354)
Capital grants and contributions	726	-	726
Total Contributions and Transfers	726	-	726
Change in Net Assets	(12,224)	5,596	(6,628)
Net Assets - Beginning, as restated	394,291	76,790	471,081
Net Assets - Ending	$ 382,067	$ 82,386	$ 464,453

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

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Notes to the Financial Statements

For the Fiscal Year Ended June 30, 2009

Note 1
Summary of Significant Accounting Policies

The accompanying financial statements of the state of Washington have been prepared in conformity with generally accepted accounting principles (GAAP). The Office of Financial Management (OFM) is the primary authority for the state's accounting and reporting requirements. OFM has adopted the pronouncements of the Governmental Accounting Standards Board (GASB), which is the accepted standard-setting body for establishing governmental accounting and financial reporting principles nationally. For government-wide and enterprise fund reporting, the state follows only those private-sector standards issued on or before November 30, 1989, unless those pronouncements conflict with or contradict the pronouncements of the GASB. Following is a summary of the significant accounting policies:

A. REPORTING ENTITY

In defining the state of Washington for financial reporting purposes, management considers: all funds, organizations, institutions, agencies, departments, and offices that are legally part of the state (the primary government); organizations for which the state is financially accountable; and other organizations for which the nature and significance of their relationship with the state are such that exclusion would cause the state's financial statements to be misleading or incomplete.

Financial accountability exists when the primary government appoints a voting majority of an organization's governing body and is either able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the primary government. The primary government may be financially accountable if an organization is fiscally dependent on the primary government regardless of whether the organization has a separately elected governing board, a governing board appointed by a higher level of government, or a jointly appointed board. An organization is fiscally dependent if it is unable to determine its budget without another government having the substantive authority to approve or modify that budget, to levy taxes or set rates or charges without substantive approval by another government, or to issue bonded debt without substantive approval by another government.

Based on these criteria, the following are included in the financial statements of the primary government:

State Agencies. Except as otherwise described herein, all state elected offices, departments, agencies, commissions, boards, committees, authorities, and councils (agencies) and all funds and subsidiary accounts of the state are included in the primary government. Executives of these agencies are either elected, directly appointed by the Governor, appointed by a board which is appointed by the Governor, or appointed by a board which is in part appointed by the Governor.

Additionally, a small number of board positions are established by statute or independently elected. The state Legislature creates these agencies, assigns their programs, approves operational funding, and requires financial accountability. The Legislature also authorizes all bond issuances for capital construction projects for the benefit of state agencies. The legal liability for these bonds and the ownership of agency assets resides with the state.

Colleges and Universities. The governing boards of the five state universities, the state college, and the 34 state community and technical colleges are appointed by the Governor. Each college's governing board appoints a president to function as chief administrator. The state Legislature approves budgets and budget amendments for the colleges' appropriated funds, which include the state's General Fund as well as certain capital projects funds. The state Treasurer issues general obligation debt for major campus construction projects. However, the colleges are authorized to issue revenue bonds for construction of facilities for certain revenue generating activities such as housing, dining, and parking. These revenue bonds are payable solely from, and secured by, fees and revenues derived from the operation of constructed facilities; the legal liability for the bonds and the ownership of the college assets reside with the state. Colleges do not have separate corporate powers and sue and are sued as part of the state with legal representation provided through the state Attorney General's Office. Since the colleges are legally part of the state, their financial operations, including their blended component units, are reported in the primary government financial statements using the fund structure prescribed by GASB.

Retirement Systems. The state of Washington, through the Department of Retirement Systems, administers eight retirement systems for public employees of the state and political subdivisions: the Public Employees' Retirement System, the Teachers' Retirement System, the School Employees' Retirement System, the Law Enforcement Officers' and Fire Fighters' Retirement System, the Washington State Patrol Retirement System, the Public Safety Employees Retirement System, the Judicial Retirement System, and the Judges' Retirement Fund. The director of the Department of Retirement Systems is appointed by the Governor.

There are two additional retirement systems administered outside of the Department of Retirement Systems. The Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Fund is administered through the Board for Volunteer Fire Fighters, which is appointed by the Governor. The Judicial Retirement Account is administered through the Administrative Office of the Courts under the direction of the Board for Judicial Administration.

The state Legislature establishes laws pertaining to the creation and administration of all public retirement systems. The participants of the public retirement systems, together with the state, provide funding for all costs of the systems based upon actuarial valuations. The state establishes benefit levels and approves the actuarial assumptions used in determining contribution levels.

All ten of the aforementioned retirement systems are included in the primary government's financial statements.

Blended Component Units. Blended component units, although legally separate entities, are part of the state's operations in substance. Accordingly, they are reported as part of the state and blended into the appropriate funds. The following entities are blended in the state's financial statements:

Tobacco Settlement Authority (TSA). The TSA was created by the Washington State Legislature in March 2002 as a public instrumentality separate and distinct from the state. It is governed by a five-member board appointed by the Governor. It was created solely for the purpose of issuing bonds to securitize a portion of the state's future tobacco settlement revenue. Proceeds of the debt instrument were transferred to the state to help fund health care, long-term care, and other programs of the state. Refer to Note 7 for additional information.

Financial reports for the TSA may be obtained from the authority at the following address:

Tobacco Settlement Authority
1000 Second Avenue, Suite 2700
Seattle, WA 98104-1046

Other Blended Component Units. Tumwater Office Properties, The University of Washington Alumni Association, University of Washington Physicians, University of Washington Physicians Network, Community Development Properties C-D, Educational Research Properties, Radford Court Properties, Twenty-Fifth Avenue Properties, TSB Properties, and Washington Biomedical Research Properties I and II are blended component units in the state's financial statements. All the aforementioned blended component units provide services entirely or almost entirely to the state. Financial information for these blended component units may be obtained from their respective administrative offices.

Discrete Component Units. Discretely presented component units are reported in a separate column in the government-wide financial statements. Discretely presented component units are legally separate from the state and primarily serve or benefit those outside of the state. They are financially accountable to the state, or have relationships with the state such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. These entities are reported as discrete component units because state officials either serve on or appoint the members of the governing bodies of the authorities. The state also has the ability to influence the operations of the authorities through legislation. The following entities are discretely presented in the financial statements of the state in the component unit's column:

The Washington State Housing Finance Commission, the Washington Higher Education Facilities Authority, the Washington Health Care Facilities Authority, and the Washington Economic Development Finance Authority (financing authorities) were created by the state Legislature in a way that specifically prevents them from causing the state to be liable or responsible for their acts and obligations, including, but not limited to, any obligation to pay principal and interest on financing authority bonds. The financing authorities cannot obligate the state, either legally or morally, and the state has not assumed any obligation of, or with respect to, the financing authorities.

Financial reports of these financing authorities may be obtained from each authority at the following addresses:

Washington Health Care Facilities Authority
410 - 11th Avenue SE, Suite 201
PO Box 40935
Olympia, WA 98504-0935

Washington State Housing Finance Commission
Washington Higher Education Facilities Authority
Washington Economic Development Finance Authority
1000 Second Avenue, Suite 2700
Seattle, WA 98104-1046

The Washington State Public Stadium Authority (PSA) was created by the state Legislature to acquire, construct, own, and operate a football/soccer stadium, exhibition center, and parking garage. Construction was completed in 2002. PSA capital assets, net of accumulated depreciation, total $388 million. The state issued general obligation bonds for a portion of the cost of the stadium construction. The total public share of the stadium and exhibition center cost did not exceed $300 million from all state and local government funding sources, as defined in statute.

Project costs in excess of $300 million were the responsibility of the project's private partner, First & Goal, Inc. The bonds are being repaid through new state lottery games, a state sales tax credit, extension of the local hotel/motel tax, and parking and admissions taxes at the new facility. Financial reports of the PSA may be obtained at the following address:

Washington State Public Stadium Authority
Qwest Field & Event Center
800 Occidental Avenue South, #700
Seattle, WA 98134

The state's component units each have a year-end of June 30 with the exception of the Washington Economic Development Finance Authority which has a December 31 year-end.

Joint Venture. In 1998, the University of Washington Medical Center (Medical Center) entered into an agreement with Seattle Children's Hospital and Fred Hutchinson Cancer Research Center to establish the Seattle Cancer Care Alliance (SCCA). Each member of the SCCA has a one-third interest. The mission of the SCCA is to eliminate cancer as a cause of human suffering and death and to become recognized as the premier cancer research and treatment center in the Pacific Northwest. The SCCA integrates the cancer research, teaching, and clinical cancer programs of all three institutions to provide state-of-the-art cancer care. Under the agreement, the Medical Center provides the patient care to all adult inpatients of the SCCA.

Inpatient Services – The SCCA operates a 20-bed unit located within the Medical Center in which its adult inpatients receive care. The fiscal intermediary has determined that the 20-bed unit qualifies as a hospital within a hospital for Medicare reimbursement purposes. The SCCA provides medical oversight and management of the inpatient unit. Under agreements, the Medical Center provides inpatient care services to the SCCA including necessary personnel, equipment, and ancillary services.

Outpatient Services – The SCCA operates an ambulatory cancer care service facility in Seattle. The Medical Center provides various services to the SCCA's outpatient facility including certain pharmacy, laboratory, and pathology services as well as billing, purchasing, and other administrative services.

The state accounts for the Medical Center's interest in SCCA under the equity method of accounting. Income of $7.8 million was recorded in Fiscal Year 2009, bringing the total equity investment to $56 million which is recognized in the state's financial statements in the higher education student services fund.

Separate financial statements for SCCA may be obtained from:

Seattle Cancer Care Alliance
825 Eastlake Ave. East
P.O. Box 19023
Seattle, WA 98109-1023

B. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

Government-wide Financial Statements

The state presents two basic government-wide financial statements: the Statement of Net Assets and the Statement of Activities. These government-wide financial statements report information on all non-fiduciary activities of the primary government and its component units. The financial information for the primary government is distinguished between governmental and business-type activities. Governmental activities generally are financed through taxes, intergovernmental revenues, and other non-exchange revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods and services.

Statement of Net Assets. The Statement of Net Assets presents the state's non-fiduciary assets and liabilities. As a general rule, balances between governmental and business-type activities are eliminated.

Assets and liabilities are presented in a net assets format in order of liquidity. Net assets are classified into three categories:

- Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation and reduced by outstanding balances of bonds, notes and other debt that are attributed to the acquisition, construction, or improvement of those assets.
- Restricted net assets result when constraints are placed on net asset use either by external parties or by law through constitutional provision or enabling legislation.
- Unrestricted net assets consist of net assets that do not meet the definition of the two preceding categories.

Statement of Activities. The Statement of Activities reports the extent to which each major state program is supported by general state revenues or is self-financed through fees and intergovernmental aid. For governmental activities, a major program is defined as a function. For business-type activities, a major program is an identifiable activity.

Program revenues offset the direct expenses of major programs. Direct expenses are those that are clearly identifiable within a specific function or activity. Program revenues are identified using the following criteria:

- Charges to customers for goods and services of the program. A customer is one who directly benefits from the goods or services or is otherwise directly affected by the program, such as a state citizen or taxpayer, or other governments or nongovernmental entities.

- Amounts received from outside entities that are restricted to one or more specific programs. These amounts can be operating or capital in nature.

- Earnings on investments that are restricted to a specific program are also considered program revenues.

General revenues consist of taxes and other items not meeting the definition of program revenues.

Generally the effect of internal activities is eliminated. Exceptions to this rule include charges between the workers' compensation insurance programs and various other state programs and functions. Elimination of these charges would distort the direct costs and revenues reported for the various activities involved.

Fund Financial Statements

The state uses 649 accounts that are combined into 54 rollup funds. The state presents separate financial statements for governmental funds, proprietary funds, and fiduciary funds. Major individual governmental funds and major individual proprietary funds are reported in separate columns in the fund financial statements, with nonmajor funds being combined into a single column regardless of fund type. Internal service and fiduciary funds are reported by fund type. Major funds include:

Major Governmental Funds:

- **General Fund** is the state's primary operating fund. This fund accounts for all financial resources and transactions not accounted for in other funds.

- **Higher Education Special Revenue Fund** primarily accounts for grants and contracts received for research and other educational purposes. This fund also accounts for charges for services by state institutions of higher education.

- **Higher Education Endowment Permanent Fund** accounts for gifts and bequests that the donors have specified must remain intact. Each gift is governed by various restrictions on the investment and use of the funds.

Major Enterprise Funds:

- **Workers' Compensation Fund** accounts for the workers' compensation program that provides medical, time-loss, and disability benefit payments to qualifying individuals sustaining work-related injuries.

- **Unemployment Compensation Fund** accounts for the unemployment compensation program. It accounts for the deposit of funds, requisitioned from the Federal Unemployment Trust Fund, to provide services to eligible participants within the state and to pay unemployment benefits.

- **Higher Education Student Services Fund** is used by colleges and universities principally for bookstore, cafeteria, parking, student housing, food service, and hospital business enterprise activities.

The state includes the following governmental and proprietary fund types within nonmajor funds:

Nonmajor Governmental Funds:

- **Special Revenue Funds** account for the proceeds of specific revenue sources (other than trusts for individuals, private organizations, or other governments, or for major capital projects) that are legally restricted to expenditures for specific purposes. These include a variety of state programs including public safety and health assistance programs; natural resource and wildlife protection and management programs; the state's transportation programs which include the operation of the state's ferry system and maintenance and preservation of non-interstate highway system; K-12 school construction; and construction and loan programs for local public works projects.

- **Debt Service Funds** account for the accumulation of resources for, and the payment of, principal and interest on the state's bonds issued in support of governmental activities.

- **Capital Projects Funds** account for the acquisition, construction, or improvement of major capital facilities including higher education facilities.

- **Common School Permanent Fund** accounts for the principal derived from the sale of timber. Interest earned is used for the benefit of common schools.

Nonmajor Proprietary Funds:

- **Enterprise Funds** account for the state's business type operations for which a fee is charged to external users for goods or services including: the state lottery; state liquor stores; the guaranteed college tuition program; and the convention and trade center.

- **Internal Service Funds** account for the provision of legal, motor pool, data processing, risk management, health insurance, and other services by one department or agency to other departments or agencies of the state on a cost-reimbursement basis.

The state reports the following fiduciary funds:

- **Pension (and other employee benefit) Trust Funds** are used to report resources that are required to be held in trust by the state for the members and beneficiaries of defined benefit and defined contribution pension plans, and other employee benefit plans.

- **Investment Trust Fund** accounts for the external portion of the Local Government Investment Pool (LGIP), which is reported by the state as the sponsoring government.

- **Private-Purpose Trust Fund** is used to report trust arrangements, other than pension and investment trusts, under which principal and income benefit individuals, private organizations, or other governments such as the administration of unclaimed property.

- **Agency Funds** account for resources held by the state in a custodial capacity for other governments, private organizations or individuals.

Operating and Nonoperating Revenues and Expenses. The state's proprietary funds make a distinction between operating and nonoperating revenues and expenses. Operating revenues and expenses generally result from providing goods and services directly related to the principal operations of the funds. For example, operating revenues for the state's workers' compensation and health insurance funds consist of premiums and assessments collected. Operating expenses consist of claims paid to covered individuals, claims adjustment expenses, costs of commercial insurance coverage and administrative expenses. All revenues and expenses not meeting this definition are reported as nonoperating, including interest expense and investment gains and losses.

Application of Restricted/Unrestricted Resources. When both restricted and unrestricted resources are available for use, it is the state's policy to use restricted resources first and then use unrestricted resources as they are needed.

C. MEASUREMENT FOCUS AND BASIS OF ACCOUNTING

For government-wide reporting purposes, the state uses the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

For fund statement reporting purposes, the state uses the current financial resources measurement focus and modified accrual basis of accounting for governmental funds. With the current financial resources measurement focus, generally only current assets and current liabilities are included on the governmental funds balance sheet. Operating statements for these funds present inflows (i.e., revenues and other financing sources) and outflows (i.e., expenditures and other financing uses) of expendable financial resources.

Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they become both measurable and available). "Measurable" means the amount of the transaction can be reasonably estimated. "Available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Primary revenues that are determined to be susceptible to accrual include sales taxes, business and occupation taxes, motor fuel taxes, federal grants-in-aid, and charges for services.

Revenues from property taxes are determined to be available if collectible within 60 days. Taxes imposed on exchange transactions are accrued when the underlying exchange transaction occurs if collectible within one year. Revenue for timber cutting contracts is accrued when the timber is harvested. Revenues from licenses, permits, and fees are recognized when received in cash. Revenues related to expenditure-driven grant agreements are recognized when the qualifying expenditures are made, provided that the availability criteria is met. Expenditure-driven grant revenue is considered available if it can be collected by the state at the same time cash is disbursed to cover the associated grant expenditure. Pledges are accrued when the eligibility requirements are met and resources are available. All other accrued revenue sources are determined to be available if collectible within 12 months.

Property taxes are levied in December for the following calendar year. The first half-year collections are due by April 30, and the second half-year collections are due by October 31. Since the state is on a fiscal year ending June 30, the first half-year collections are recognized as revenue, if collectible within 60 days of the fiscal year end. The second half-year collections are recognized as receivables offset by deferred revenue. The lien date on property taxes is January 1 of the tax levy year.

Under modified accrual accounting, expenditures are generally recognized when the related liability is incurred.

However, unmatured interest on general long-term debt is recognized when due, and certain compensated absences, other postemployment benefits, and claims and judgments are recognized when the obligations are expected to be liquidated with available expendable financial resources.

The state reports deferred revenues on its governmental fund balance sheet under certain conditions. Deferred revenues arise when a potential revenue does not meet both the "measurable" and the "available" criteria for revenue recognition in the current period. Deferred revenues also arise when resources are received by the state before it has a legal claim to them, such as when grant monies are received prior to incurring qualifying expenditures/expenses.

All proprietary and trust funds are accounted for using the economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operations of these funds are included on their respective statements of net assets. Operating statements present increases (i.e., revenues) and decreases (i.e., expenses) in total net assets. Net assets in proprietary funds are segregated into three components: invested in capital assets, net of related debt; restricted; and unrestricted.

Net assets for trust funds are held in trust for external individuals and organizations.

All proprietary and trust funds are reported using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred.

D. ASSETS, LIABILITIES, AND NET ASSETS OR EQUITY

1. Cash and Investments

Investments of surplus or pooled cash balances are reported on the accompanying Statements of Net Assets, Balance Sheets and Statements of Cash Flows as "Cash and Pooled Investments." The Office of the State Treasurer invests state treasury cash surpluses where funds can be disbursed at any time without prior notice or penalty. For reporting purposes, investments are stated at fair value or amortized cost, which approximates fair value. For purposes of reporting cash flows, the state considers cash and pooled investments to be cash equivalents. Pooled investments include short-term, highly-liquid investments that are both readily convertible to cash and are so near their maturity dates that they present insignificant risk of changes in value because of changes in interest rates.

The method of accounting for noncurrent investments varies depending upon the fund classification. Investments in the state's Local Government Investment Pool (LGIP), an external investment pool operated in a manner consistent with the SEC's Rule 2a-7 of the Investment Company Act of 1940, are reported at amortized cost. The Office of the State Treasurer prepares a stand-alone LGIP financial report. A copy of the report is available from the Office of the State Treasurer, PO Box 40200, Olympia, Washington 98504-0200, phone number (360) 902-9000 or TTY (360) 902-8963.

Long-term investments are reported at fair value. Fair values are based on published market prices, quotations from national security exchanges and security pricing services, or by the respective fund managers for securities that are not actively traded. Privately held mortgages are valued at cost, which approximates fair value.

Certain pension trust fund investments, including real estate and private equity, are reported at fair values based on appraisals or estimates in the absence of readily ascertainable fair values. At June 30, 2009, these investments are valued at $18.8 billion. Because of the inherent uncertainties in the estimation of fair value, it is possible that the estimates will change. Additional disclosure describing investments is provided in Note 3.

2. Receivables and Payables

Receivables in the state's governmental fund type accounts consist primarily of taxes and federal revenues. Receivables in all other funds have arisen in the ordinary course of business. Receivables are recorded when either the asset or revenue recognition criteria (refer to Note 1.C) have been met. All receivables are reported net of an allowance for accounts estimated to be uncollectible.

For government-wide reporting purposes, amounts recorded as interfund/interagency receivables and payables are eliminated in the governmental and business-type activities columns on the Statement of Net Assets, except for the net residual balances due between the governmental and business-type activities, which are reported as internal balances. Amounts recorded in governmental and business-type activities as due to or from fiduciary funds have been reported as due to or from other governments.

Noncurrent receivables are recorded in the Workers' Compensation Fund representing estimated recoveries from third parties for a certain portion of claims expenses that are recorded as noncurrent claims payable. The accrued recoveries are computed using a variety of actuarial and statistical techniques and are discounted at assumed interest rates to arrive at the recorded value.

Disclosures related to the Workers' Compensation Fund activities and claims payable are provided in Notes 1.E.1 and 7.C.

3. Inventories and Prepaids

Consumable inventories, consisting of expendable materials and supplies held for consumption, are valued and reported in the state's financial statements if the fiscal year-end balance on hand within an agency is estimated to be $25,000 or more. Consumable inventories are generally valued at cost using the first-in, first-out method. Donated consumable inventories are recorded at fair market value.
All merchandise inventories are considered reportable for financial statement purposes. Merchandise inventories are generally valued at cost using the first-in, first-out method.
Inventories of governmental funds are valued at cost and recorded using the consumption method. Proprietary funds expense inventories when used or sold.

For governmental fund financial reporting, inventory balances are also recorded as a reservation of fund balance indicating that they do not constitute "available spendable resources" except for $4.7 million in federally donated consumable inventories, which are offset by deferred revenues because they do not constitute an "available" resource until consumed.

Prepaid items are those certain types of supplies and/or services (not inventory) that are acquired or purchased during an accounting period but not used or consumed during that accounting period.

In governmental fund type accounts, prepaid items are accounted for using the purchases method. Under the purchases method, prepaid items are treated as expenditures when purchased and residual balances, if any, at year end are not accounted for as assets.

In proprietary and trust fund type accounts, prepaid items are accounted for using the consumption method. The portion of supplies or services consumed or used during a period is recorded as an expense. The balance that remains is reported as an asset until consumed or used.

4. Capital Assets

Except as noted below, it is the state's policy to capitalize:

- All land;
- All additions and improvements to the state highway system;
- Infrastructure, other than the state highway system, with a cost of $100,000 or more;
- Buildings, building improvements, and leasehold improvements with a cost of $100,000 or more;
- All other capital assets with a unit cost of $5,000 or more.

Capital assets acquired by capital leases with a net present value or fair market value, whichever is less, of less than $10,000 are not capitalized.

Purchased capital assets are valued at cost where historical records are available and at estimated historical cost where no historical records exist. Capital asset costs include the purchase price plus those costs necessary to place the asset in its intended location and condition for use. Normal maintenance and repair costs that do not materially add to the value or extend the life of the state's capital assets are not capitalized.

Donated capital assets are valued at their estimated fair market value on the date of donation, plus all appropriate ancillary costs. When the fair market value is not practically determinable due to lack of sufficient records, estimated cost is used. Where necessary, estimates of original cost and fair market value are derived by factoring price levels from the current period to the time of acquisition.

The value of assets constructed by agencies for their own use includes all direct construction costs and indirect costs that are related to the construction. In enterprise and trust funds, net interest costs (if material) incurred during the period of construction are capitalized.

State agencies have the option to capitalize art collections, library reserve collections, and museum and historical collections that are considered inexhaustible, in that their value does not diminish over time, if all of the following conditions are met:

- The collection is held for public exhibition, education, or research in furtherance of public service, rather than financial gain.
- The collection is protected, kept unencumbered, cared for, and preserved.
- The collection is subject to policy requirements that the proceeds from sales of collection items be used to acquire other items for the collection.

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Generally, estimated useful lives are as follows:

Buildings & building components	5-50 years
Furnishings, equipment & collections	3-50 years
Other improvements	3-50 years
Infrastructure	20-50 years

The cost and related accumulated depreciation of disposed capital assets are removed from the accounting records.

The state capitalizes the state highway system as a network but does not depreciate it since the system is being preserved approximately at or above a condition level established by the state. That condition level is documented and disclosed. Additionally, the highway system is managed using an asset management system that includes:

- Maintenance of an up-to-date inventory of system assets,
- Performance of condition assessments of the assets at least every three years with summarization of the results using a measurement scale, and
- Annual estimation of the amount to maintain and preserve the assets at the condition level established and disclosed.

All state highway system expenditures that preserve the useful life of the system are expensed in the period incurred. Additions and improvements that increase the capacity or efficiency of the system are capitalized. This approach of reporting condition instead of depreciating the highway system is called the modified approach.

For government-wide financial reporting purposes, capital assets of the state are reported as assets in the applicable governmental or business-type activities column on the Statement of Net Assets. Depreciation expense related to capital assets is reported in the Statement of Activities.

Capital assets and the related depreciation expense are also reported in the proprietary fund financial statements.

In governmental funds, capital assets are not capitalized in the accounts that acquire or construct them. Instead, capital acquisitions and construction are reflected as expenditures in the year acquired. No depreciation is reported.

5. Compensated Absences

State employees accrue vested vacation leave at a variable rate based on years of service. In general, accrued vacation leave cannot exceed 240 hours at the employee's anniversary date.

Employees accrue sick leave at the rate of one day per month without limitation on the amount that can be accumulated. Sick leave is not vested; i.e., the state does not pay employees for unused sick leave upon termination except upon employee death or retirement. At death or retirement, the state is liable for 25 percent of the employee's accumulated sick leave. In addition, the state has a sick leave buyout option in which, each January, employees who accumulate sick leave in excess of 480 hours may redeem sick leave earned but not taken during the previous year at the rate of one day's pay in exchange for each four days of sick leave.

It is the state's policy to liquidate unpaid compensated absences outstanding at June 30 with future resources rather than advance funding it with currently available expendable financial resources.

For government-wide reporting purposes, the state reports compensated absences obligations as liabilities in the applicable governmental or business-type activities columns on the Statement of Net Assets.

For fund statement reporting purposes, governmental funds recognize an expenditure for annual and sick leave when it is payable, i.e., upon employee's use, resignation, or retirement. Proprietary and trust funds recognize the expense and accrue a liability for annual leave and estimated sick leave buyout, including related payroll taxes and benefits as applicable, as the leave is earned.

6. Long-Term Liabilities

In the government-wide and proprietary fund financial statements, long-term obligations of the state are reported as liabilities on the Statement of Net Assets. Bonds payable are reported net of applicable original issuance premium or discount. When material, bond premiums, discounts, and issue costs are deferred and amortized over the life of the bonds.

For governmental fund financial reporting, the face (par) amount of debt issued is reported as other financing sources. Original issuance premiums and discounts on debt issuance are also reported as other financing sources and uses, respectively. Issue costs are reported as debt service expenditures.

7. Fund Equity

In the fund financial statements, governmental funds report the difference between fund assets and fund liabilities as "fund balance." Reserved fund balance represents that portion of fund balance that is (1) not available for appropriation or expenditure, and/or (2) legally segregated for a specific future use. Unreserved, designated fund balance indicates tentative plans for future use of financial resources. Unreserved, undesignated fund balance represents the amount available for appropriation.

In proprietary funds, fund equity is called net assets. Net assets are comprised of three components: invested in capital assets, net of related debt; restricted; and unrestricted.

E. OTHER INFORMATION

1. Insurance Activities

Workers' Compensation. Title 51 RCW establishes the state of Washington's workers' compensation program. The statute requires all applicable employers to insure payment of benefits for job-related injuries and diseases through the Workers' Compensation Fund or through self-insurance.

Direct private insurance is not authorized, although self-insurers are permitted to reinsure up to 80 percent of their obligations through private insurers.

The Workers' Compensation Fund, an enterprise fund, is used to account for the workers' compensation program which provides time-loss, medical, vocational, disability, and pension benefits to qualifying individuals sustaining work-related injuries or illnesses. The main benefit plans of the workers' compensation program are funded based on rates that will keep these plans solvent in accordance with recognized actuarial principles. The supplemental pension plan supports cost-of-living adjustments (COLA) granted for time-loss and disability payments; however, these are funded on a pay-as-you-go basis. By statute, the state is only allowed to collect enough revenue to fund the current COLA payments.

Premiums are based on individual employers' reported payroll hours and insurance rates based on each employer's risk classification(s) and past experience. In addition to its regular premium plans, the Workers' Compensation Fund offers a retrospective premium rating plan under which premiums are adjusted annually for up to three years following the plan year based on group and individual employers' loss experience. Initial adjustments to the standard premiums are paid to or collected from the employers approximately ten months after the end of each plan year.

The Workers' Compensation Fund establishes claims liabilities based on estimates of the ultimate cost of claims (including future claims adjustment expenses) that have been reported but not closed, and of claims that have been incurred but not reported. The length of time for which such costs must be estimated varies depending on the benefit involved. Because actual claims costs depend on such complex factors as inflation, changes in doctrines of legal liabilities, claims adjudication, and judgments, the process used in computing claims liabilities does not necessarily result in an exact amount. Claims liabilities are recomputed periodically using a variety of actuarial and statistical techniques to produce current estimates that reflect recent paid losses, claim frequency, and other economic, legal, and social factors. A provision for inflation in the calculation of estimated future claim costs is implicit in the calculation because reliance is placed both on actual historical data that reflect past inflation and on other factors that are considered to be appropriate modifiers of past experience. Adjustments to claims liabilities are charged or credited to expense in the periods in which they are made.

Risk Management. Washington State operates a self-insurance liability program pursuant to RCW 4.92.130. The state manages its tort claims as an insurance business activity rather than a general governmental activity. The state's policy is generally not to purchase commercial insurance for the risk of losses to which it is exposed. Instead, the state's management believes it is more economical to manage its risks internally and set aside assets for claims settlement in the Risk Management Fund, an internal service fund. A limited amount of commercial insurance is purchased for liabilities arising from the operations of the Washington State ferries, employee bonds, and to limit the exposure to catastrophic losses. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past seven fiscal years. Otherwise, the self-insurance liability program services all claims against the state for injuries and property damage to third parties. The majority of state funds and agencies participate in the self-insurance liability program in proportion to their anticipated exposure to liability losses.

Health Insurance. The state of Washington administers and provides medical, dental, basic life, and long-term disability insurance coverage for eligible state employees. In addition, the state offers coverage to K-12 school districts, educational service districts, political subdivisions and employee organizations representing state civil service workers. The state establishes eligibility requirements and approves plan benefits of all participating health care organizations. Because the state and its employees are the predominant participants in the employee health insurance program, it is accounted for in the Employee Insurance Fund, an internal service fund.

The state's share of the cost of coverage for state employees is based on a per capita amount determined annually by the Legislature and allocated to state agencies. The Health Care Authority, as administrator of the health care benefits program, collects this monthly "premium" from agencies for each active employee enrolled in the program. State employees self-pay for coverage beyond the state's contribution. Cost of coverage for non-state employees is paid by their respective employers. Most coverage is available on a self-paid basis to former employees and employees who are temporarily not in pay status.

Most coverage is also available on a self-paid basis to eligible retirees. In accordance with the provisions of GASB Statement No. 43, an agency fund, the Retiree Health Insurance Fund, is used to account for the retiree health insurance program. For additional information, refer to Note 12.

The state secures commercial insurance for certain coverage offered, but self-insures the risk of loss for the Uniform Medical Plan and the Aetna Public Health Plan. The Uniform Medical and Aetna Public Health Plans enrolled 62.7 percent of the eligible subscribers in Fiscal Year 2009. Claims are paid from premiums collected, and claims adjudication is contracted through a third-party administrator.

Considerations in calculating liabilities include frequency of claims, administrative costs, industry inflation trends, advances in medical technology, and other social and economic factors. Liabilities include an amount for claims incurred but not reported.

2. Postemployment Benefits

COBRA. In compliance with federal law, the Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA), the state offers health and dental benefits on a temporary basis to qualified beneficiaries whose benefit coverage would otherwise end because of a qualifying event such as loss of employment. COBRA coverage is the same medical and dental coverage available to state employees, available on a self-paid basis.

Medical Expense Plan. As disclosed in Note 1.D, at the time of separation from state service due to retirement or death, the state offers a 25 percent buy-out of an employee's accumulated sick leave. Individual state agencies may offer eligible employees a medical expense plan (MEP) that meets the requirements of the Internal Revenue Code. Agencies offering an MEP deposit the retiring employee's sick leave buy-out in the MEP for reimbursement of medical expenses.

Retirement Benefits. Refer to Note 11 Retirement Plans and Note 12 Other Postemployment Benefits.

3. Interfund/Interagency Activities

The state engages in two major categories of interfund/interagency activity: reciprocal and nonreciprocal.

Reciprocal interfund/interagency activity is the internal counterpart to exchange and exchange-like transactions and includes both interfund loans and services provided and used. Nonreciprocal activity is nonexchange in nature and includes both transfers and reimbursements.

4. Donor-restricted Endowments

The state reports endowments in higher education endowment permanent accounts. These accounts are established outside of the state treasury for use by the higher education institutions. There is no state law that governs endowment spending; rather, the policies of individual university and college boards govern the spending of net appreciation on investments.

Prior to Fiscal Year 2009, the institutions generally used a 5 percent spending rate policy for authorizing and spending investment income. However, in light of the 2008 – 2009 financial crisis and subsequent drop in endowment values, the institutions have adopted interim spending policies that decrease distributions to campus programs over the next few years. Thereafter, distributions will remain at reduced levels until market conditions warrant a return to normal spending.

The net appreciation available for authorization for expenditure by governing boards totaled $99.9 million. This amount is reported as Restricted for Permanent Funds – Expendable on the government-wide Statement of Net Assets.

Note 2

Accounting and Reporting Changes

Reporting Changes. Effective for Fiscal Year 2009 reporting, the state implemented the following new standards issued by the Governmental Accounting Standards Board (GASB):

Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. Statement No. 49 identifies the circumstances under which the state would be required to report a liability related to pollution remediation. Liabilities and expenses would be estimated using an "expected cash flows" measurement technique.

This statement also requires the state to disclose information about its pollution obligations associated with the cleanup efforts in the notes to the financial statements (refer to Note 7.F).

Statement No. 52, *Land and Other Real Estate Held as Investments by Endowments*. Statement No. 52 requires the state to report changes in fair value as investment income and to disclose the methods and significant assumptions employed to determine the fair value.

Prior Period Adjustments. The Department of Ecology recorded a prior period adjustment in a Nonmajor Governmental Fund to record cash received in a prior year. The University of Washington corrected beginning balances in an Internal Service Fund for capital assets and long-term debt related to Certificates of Participation originally recorded in governmental capital assets and long-term obligations.

Governmental Capital Assets and Long Term Obligations. The Department of Corrections recorded an adjustment to leasehold improvements, net of accumulated depreciation, and total bond liabilities in the amount of $8.2 million and $14.4 million, respectively, for a prior period sewer extension project. In conjunction with the implementation of GASB Statement No. 49, the state recorded beginning balances for pollution remediation obligations for all affected agencies totaling $25.8 million.

Fund equity at July 1, 2008, has been restated as follows (expressed in thousands):

	Fund equity at June 30, 2008, as previously reported	Fund Reclassification	Prior Period Adjustment	Fund equity as restated, July 1, 2008
Governmental Funds:				
General	$ 1,918,788	$ -	$ -	$ 1,918,788
Higher Education Special Revenue	1,551,701	-	-	1,551,701
Higher Education Endowment	3,011,034	-	-	3,011,034
Nonmajor Governmental	6,050,104	-	1,886	6,051,990
Proprietary Funds:				
Enterprise Funds:				
Workers' Compensation	(10,165,397)	-	-	(10,165,397)
Unemployment Compensation	4,406,380	-	-	4,406,380
Higher Education Student Services	983,519	-	-	983,519
Nonmajor Enterprise	491,561	-	-	491,561
Internal Service Funds	163,558	-	(1,865)	161,693
Fiduciary Funds:				
Private Purpose Trust	31,843	-	-	31,843
Local Government Investment Pool	6,618,331	-	-	6,618,331
Pension and Other Employee Benefit Plans	67,315,104	-	-	67,315,104
Component Units:				
Public Stadium	394,291	-	-	394,291
Nonmajor Component Units	76,790	-	-	76,790

Note 3
Deposits and Investments

A. DEPOSITS

Custodial Credit Risk. Custodial credit risk is the risk associated with the failure of a depository financial institution. In the event of a depository financial institution's failure, it is the risk that the state would not be able to recover its deposits or collateralized securities that are in the possession of the outside parties.

The state minimizes custodial credit risk by restrictions set forth in state law. Statutes restrict the State Treasurer to deposit funds in financial institutions that are physically located in Washington unless otherwise expressly permitted by statute and authorized by the Washington Public Deposit Protection Commission (PDPC). The PDPC (established under Chapter 39.58 of the Revised Code of Washington) constitutes a multiple financial institution collateral pool. Pledged securities under the PDPC collateral pool are held by the PDPC's agent in the name of the collateral pool.

At June 30, 2009, $1.5 billion of the state's deposits with financial institutions were either insured or collateralized, with the remaining $26.1 million uninsured/uncollateralized. The Federal Deposit Insurance Corporation (FDIC) covers the state's insured deposits and the PDPC provides collateral protection.

B. INVESTMENTS – PENSION AND OTHER EMPLOYEE BENEFIT TRUST FUNDS (PENSION TRUST FUNDS)

1. Summary of Investment Policies

Under RCW 43.33A.030, trusteeship of the pension trust funds is vested within the voting members of the Washington State Investment Board (WSIB). The Legislature has established a standard of care for investment of these funds in RCW 43.33A.140. Additionally, the WSIB and its staff must comply with other state laws, such as the Ethics in Public Service Act, Chapter 42.52 RCW, as it makes its investment decisions and seeks to meet its investment objectives.

The WSIB does not manage or invest the self-directed investments of the Public Employees' Retirement System (PERS) Plan 3, Teachers' Retirement System (TRS) Plan 3, School Employees' Retirement System (SERS) Plan 3 or Deferred Compensation, which are accounted for and managed by the Department of Retirement Systems.

The WSIB is authorized to invest as provided by statute (Chapter 43.33A RCW) and WSIB policy. The WSIB is authorized and invests in the following: U.S. Treasury bills; discount notes; repurchase agreements; reverse repurchase agreements; banker's acceptances; commercial paper; guaranteed investment contracts; U.S. Government and Agency (government sponsored corporations eligible for collateral purposes at the Federal Reserve) securities; non-U.S. dollar bonds; investment grade corporate bonds; non-investment grade corporate bonds; publicly traded mortgage-backed securities; privately placed mortgages; private placements of corporate debt; U.S. and foreign common stock; U.S. preferred stock; convertible securities; private equity including but not limited to investment corporations, partnerships, and limited liability companies for venture capital, leveraged buy-outs, real estate and other tangible assets, or other forms of private equity; asset backed securities; and derivative securities including futures, options, options on futures, forward contracts, and swap transactions. There have been no violations of these investment restrictions during Fiscal Year 2009.

The WSIB manages pension fund assets to maximize return at a prudent level of risk (RCW 43.33A.110). The WSIB establishes asset allocation targets that must be considered at all times when making investment decisions. The asset mix may deviate from the target. Deviations greater than predetermined acceptable levels require rebalancing back to the target. When an asset class exceeds its range, the goal of rebalancing will be to meet the target allocation within consideration of the other remaining asset classes.

Eligible Investments. Pension trust funds are invested in the Commingled Trust Fund (CTF). The CTF is comprised of public market equities, fixed income securities, private equity investments, real estate and tangible assets. The CTF's performance benchmark objective is to exceed the return of a policy benchmark consisting of public market indices weighted according to asset allocation targets. The asset allocation for the CTF is formally reviewed at least every four years. The allocation policy will be reviewed more frequently if the WSIB believes there has been a fundamental change in the structure of the capital markets or in the underlying cash flow or liability structure of the retirement systems.

The Public Markets Equity portion of the retirement funds is benchmarked to the Dow Jones Global Index and includes strategies in the U.S., developed international and emerging markets. Because U.S. equity markets are generally efficient, most of the retirement system investments in this segment are in a low-cost, broad-based passive index fund. The program started the year with 75 percent of U.S. equity invested passively and the remaining 25 percent in enhanced index products. By fiscal year end, over 82 percent of U.S. equity was in passive investments (or in the process of being transitioned to passive) and less than 18 percent remained in enhanced indexing. In keeping with the belief that international equity markets are less efficient, while acknowledging that international efficiency is increasing, the retirement system's developed markets international equity program also increased its use of passive strategies from 20 percent to over 27 percent but kept the majority of the program in active mandates. The entire emerging markets equity program is actively managed.

The portfolio is constrained by policy from investing more than 1 percent of the portfolio's par holdings in any single issuer with a quality rating below investment grade (as defined by Barclays Capital Global Family of Fixed Income Indices). Total holdings of below investment grade credit bonds shall not exceed 15 percent of total bond holdings. The duration of the portfolio (the sensitivity of the portfolio's fair value to changes in the level of interest rates) is to be targeted within 20 percent of the duration of the Barclays Capital Universal Index.

In addition, the major sector allocations are limited to the following ranges: U.S treasuries and government agencies – 10 percent to 45 percent, credit bonds – 10 percent to 60 percent, asset backed securities – 0 percent to 10 percent, commercial mortgage-backed securities – 0 percent to 10 percent, mortgage-backed securities – 5 percent to 45 percent and below investment grade credit bonds – 0 percent to 15 percent.

Pension trust funds can be invested in any appropriate private equity investment opportunity that has the potential for returns superior to traditional investment opportunities and which is not prohibited by the WSIB's policies or by law. These investment types include venture capital investments, corporate finance (including leveraged, management and employee buyouts), distressed, international and mezzanine investments. Private equity investments are made through limited partnership vehicles.

To meet the return and plan objectives, the private equity portfolio has diversified investments in companies in various of stages of growth. The portfolio also includes a broad cross-section of opportunities in different industries, and geographic regions.

The primary goal of the tangible asset portfolio is to generate a long-term, high quality, stable income stream. The secondary goal is to generate appreciation approximately commensurate with inflation. The structure of the investments are primarily targeted to be tangible asset operating companies providing the WSIB with governance provisions related to acquisition, dispositions, and ongoing operational decisions for annual capital expenditures. The tangible asset portfolio invests in sectors such as infrastructure, timber, agriculture, natural resource rights, commodities, or other sectors consistent with the goals of the asset class.

The WSIB's current return objective for tangible assets calls for a target benchmark of 4 percent above the U.S. Consumer Price Index over a long-term investment horizon defined as at least five years.

The WSIB's real estate program is an externally managed pool of selected partnership investments, intended to provide alternative portfolio characteristics when compared to traditional stock and bond investments.

The majority of the WSIB's partnerships invest in institutional-quality real estate assets that are leased to third parties. The combination of income generated from bond-like lease payments, coupled with the hard asset qualities of commercial real estate, combine to generate returns that are expected to fall between the return expectations for fixed income and equities. The real estate portfolio is managed to deliver risk-adjusted returns that are consistent with the Board's long-term return expectations for the asset class.

The WSIB's real estate partnerships typically invest in private real estate assets that are held for long-term income and appreciation. Many of the WSIB's investment partnerships do not involve co-investment with other financial entities, thereby providing the WSIB with control provisions related to liquidation, acquisition, and ongoing operational decisions for annual capital expenditures.

Volatility including the real estate portfolio is minimized through a combination of factors. First, the majority of the WSIB's partners own real estate assets in a private investment form which are not subject to public market volatility. Secondly, real estate capital is diversified among a host of partners with varying investment styles. Thirdly, partnership assets are invested in numerous economic regions, including foreign markets, and in various property types. Finally, the WSIB's partners invest at different points within the properties' capital structure and life cycle.

The WSIB's current benchmark for real estate calls for a target net return of 1-3 percent above the National Council of Real Estate Investment Fiduciaries (NCREIF) property index over a long-term investment horizon defined as at least five years.

The innovation portfolio investment strategy is to provide WSIB with the ability to invest in assets that fall outside of traditional asset classes and to provide the WSIB with comfort and demonstrated success before committing large dollar amounts to the strategy. The overall benchmark for the innovation portfolio is the weighted average of the underlying benchmark for each asset in the portfolio.

Currently, all Innovation Portfolio investment managers are investing in publicly traded common stock. Their individual holdings have been presented according to asset class on the Statement of Net Assets.

2. Unfunded Commitments

The WSIB has entered into a number of agreements that commit the retirement funds, upon request, to make additional investment purchases up to predetermined amounts. As of June 30, 2009, the retirement funds had unfunded commitments of $8.9 billion, $8.0 billion and $516 million in private equity, real estate and tangible assets, respectively.

3. Securities Lending

State law and Board policy permit the WSIB to participate in securities lending programs to augment investment income. The Board has entered into an agreement with JP Morgan to act as agent for the WSIB in securities lending transactions. As JP Morgan is the custodian bank for the WSIB, it is counterparty to securities lending transactions.

In accordance with GASB Statement No. 28, the WSIB reports securities lent (the underlying securities) as assets in the Statement of Net Aassets. Cash received as collateral on securities lending transactions and investments made with that cash are reported as assets.

Securities received as collateral are reported as assets if the WSIB has the ability to pledge or sell them without a borrower default. Liabilities resulting from these transactions are also reported in the Statement of Net Assets. Securities lending transactions collateralized by securities that the WSIB does not have the ability to pledge or sell unless the borrower defaults are not reported as assets and liabilities.

Securities were loaned (consisting of fixed income and equities) and collateralized by the WSIB's agent with cash and U.S. government securities (exclusive of mortgage backed securities and letters of credit), and irrevocable letters of credit. When the loaned securities had collateral denominated in the same currency the collateral requirement was 102 percent of the fair value, including accrued interest, of the securities loaned. All other securities were required to be collateralized at 105 percent of the fair value, including accrued interest, of the loaned securities.

The collateral held and fair value of securities on loan at June 30, 2009 were $3.3 billion and $3.2 billion respectively. At year-end, the amounts the WSIB owed the borrowers exceeded the amounts the borrowers owed WSIB, resulting in no credit risk exposure.

During Fiscal Year 2009, securities lending transactions could be terminated on demand by either the WSIB or the borrower. The weighted average maturity of term loans amounting to $2.7 billion was overnight and 16 days for term loans amounting to $540 million at June 30, 2009.

Cash collateral was invested by the WSIB’s agents in securities issued or guaranteed by the U.S. government, the WSIB’s short-term investment pool (average final maturity of 136 days) or term loans. Because the securities lending agreements were terminable at will, their duration did not generally match the duration of the investments made with the cash collateral.

Non-cash collateral could not be pledged or sold absent borrower default. Accordingly, non-cash collateral held under securities lending contracts with a value of $365 million has not been included in the Statement of Net Assets. There are no restrictions on the amount of securities that can be lent.

Securities were lent with the agreement that they would be returned in the future for exchange of the collateral. JP Morgan indemnified the WSIB by agreeing to purchase replacement securities or return the cash collateral in the event a borrower failed to return the loaned securities or pay distributions thereon. JP Morgan’s responsibilities included performing appropriate borrower and collateral investment credit analyses, demanding adequate types and levels of collateral, and complying with applicable federal regulations concerning securities lending.

During Fiscal Year 2009, there were no significant violations of legal or contractual provisions, or failures by any borrowers to return loaned securities or to pay distributions thereon. Further, the WSIB incurred no losses during Fiscal Year 2009 resulting from a default by either the borrowers or the securities lending agents.

4. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the fair value of an investment. Effective duration is the measure of a debt investment’s exposure to fair value changes arising from changes in interest rates. Effective duration uses the present value of cash flows, weighted for those flows as a percentage of the investment’s full price. Increases in prevailing interest rates generally translate into decreases in fair values of those investments.

The WSIB does not have a formal policy specifically for interest rate risk. The pension fixed income investments are actively managed to exceed the return of the Barclays Capital Universal Index, with volatility as measured by duration to be similar to or less than the index.

As of June 30, 2009, the retirement funds’ durations of the various fixed income classes were within the duration targets of this index.

The following schedule presents the pension fund investments by type and provides information about the interest rate risks associated with the pension trust funds investments as of June 30, 2009. The schedule displays various asset classes held by maturity in years and credit ratings. Variable-rate securities are presented according to the length of time until the next reset date rather than the stated maturity.

Pension Trust Funds
June 30, 2009
(expressed in thousands)

Investment Type	Fair Value	Maturity: Less than 1 year	Maturity: 1-5 years	Maturity: 6-10 years	Maturity: More than 10 years	Credit Rating
Asset backed securities	$ 69,643	$ 69,291	$ -	$ -	$ 352	Multiple
Residential mortgage backed securities	3,325,461	64,177	2,948,505	312,779	-	Multiple
Commercial mortgage backed securities	476,828	39,586	209,403	227,839	-	Aaa
Corporate bonds - domestic	1,752,536	17,065	369,195	1,043,184	323,092	Multiple
Corporate bonds - foreign	3,896,156	79,520	993,100	1,973,225	850,311	Multiple
Treasury inflation protected securities	1,368,630	485,853	579,933	302,844	-	Aaa
	10,889,254	$ 755,492	$ 5,100,136	$ 3,859,871	$ 1,173,755	
Corporate stock - domestic	467,415					
Corporate stock - foreign	5,806,059					
Commingled equity index funds	9,887,359					
Alternative investments	18,798,268					
Liquidity	1,645,037					
Securities lending collateral	2,913,892					
Total	$ 50,407,284					

Investments with multiple credit ratings are presented using the Moody's rating scale as follows:

Pension Trust Funds
Investments with Multiple Credit Ratings
June 30, 2009
(expressed in thousands)

	Investment Type				
Moody's Equivalent Credit Rating	**Asset-Backed Securities**	**Corporate Bonds - Domestic**	**Corporate Bonds - Foreign**	**Residential Mortgage Backed Securities**	**Total**
Aaa	$ 22,226	$ 345	$ 285,843	$ 3,186,134	$ 3,494,548
Aa1	-	661	72,411	10,383	83,455
Aa2	306	10,139	259,203	7,853	277,501
Aa3	10,531	58,265	195,806	14,697	279,299
A1	1,269	157,230	335,389	3,955	497,843
A2	3,532	301,657	298,441	1,003	604,633
A3	-	106,697	265,755	-	372,452
Baa1	5,592	359,825	401,553	4,749	771,719
Baa2	3,641	439,313	916,312	8,614	1,367,880
Baa3 & Lower	22,546	318,404	865,443	88,073	1,294,466
Total	$ 69,643	$ 1,752,536	$ 3,896,156	$ 3,325,461	$ 9,043,796

5. Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Rated debt investments of the pension trust funds as of June 30, 2009, were rated by Moody's and/or an equivalent national rating organization.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. The WSIB policy states no corporate fixed income issue shall exceed 3 percent of cost at the time of purchase or 6 percent of fair value thereafter of the fund, and no high yield issues shall exceed 1 percent of cost or 2 percent of fair value of the fund. There was no concentration of credit risk exceeding these policy guidelines as of June 30, 2009.

Custodial Credit Risk. Custodial credit risk is the risk that, in the event of a failure of the counterparty to a transaction, the WSIB would not be able to recover the value of investments that are in the possession of an outside party. The WSIB does not have a policy specifically for custodial credit risk. The securities lending collateral balances are from securities required to be listed under GASB Statement No. 3 Category 3 – Uninsured and unregistered with securities held by the counterparty, or by its trust department or agent but not in the WSIB's name. (This includes the amount of any repurchase agreement that exceeds the fair value of the underlying securities.)

6. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The WSIB does not have a formal policy to limit foreign currency risk. The WSIB manages their exposure to fair value loss by requiring their international securities investment managers to maintain diversified portfolios by sector and by issuer to limit foreign currency and security risk.

The following schedule presents the exposure of pension fund investments to foreign currency risk. The schedule provides information on deposits and investments held in various foreign currencies, which are stated in U.S. dollars.

Pension Trust Funds
Foreign Currency Risk
June 30, 2009
(expressed in thousands)

	Investment Type						
Foreign Currency Denomination	**Currency**	**Fixed Income**	**Equity**	**Commingled Equity Index Funds**	**Private Equity**	**Real Estate**	**Total**
Australia-Dollar	$ 3,336	$ 128,894	$ 326,488	$ 149,998	$ 72,475	$ 119,403	$ 800,594
Brazil-Real	1,110	103,612	36,163	144,097	3,913	49,126	338,021
Canada-Dollar	673	-	322,000	203,500	158,688	15,685	700,546
Chile-Peso	-	-	-	6,407	-	-	6,407
China-Yuan	-	-	-	79,495	132,973	250,900	463,368
Czech Republic-Koruna	-	-	202	4,012	8,847	12,799	25,860
Denmark-Krone	649	-	53,706	21,020	177,942	-	253,317
E.M.U.-Euro	36,852	-	1,672,706	653,698	1,358,441	448,721	4,170,418
Egypt-Pound	-	-	-	19,076	-	-	19,076
French Polynesia-CFP Franc	-	-	-	-	-	105,985	105,985
Hong Kong-Dollar	799	-	302,927	106,279	2,449	24,955	437,409
Hungary-Forint	-	-	9,933	1,605	-	31,621	43,159
India-Rupee	104	-	388	89,643	101,816	18,885	210,836
Indonesia-Rupiah	-	-	12,260	26,981	311	-	39,552
Israel-Shekel	100	-	3,539	20,718	14,026	-	38,383
Japan-Yen	11,122	-	1,149,626	504,390	20,306	136,916	1,822,360
Malaysia-Ringgit	-	-	3,525	18,195	-	-	21,720
Mexico-Peso	-	22,178	6,875	57,097	6,050	860,615	952,815
New Zealand-Dollar	82	-	12,442	2,715	7,347	-	22,586
Norway-Krone	286	-	46,379	16,643	31,171	-	94,479
Pakistan-Rupee	-	-	-	1,861	-	-	1,861
Philippines-Peso	29	-	-	11,305	-	-	11,334
Poland-Zloty	133	-	1,724	11,443	9,321	93,358	115,979
Romainia-Leu	-	-	-	-	-	71,524	71,524
Russia-Ruble	-	-	-	68,262	-	753	69,015
Singapore-Dollar	799	-	113,196	30,388	91,502	7,419	243,304
South Africa-Rand	45	-	54,736	76,939	13,675	-	145,395
South Korea-Won	108	-	41,690	126,186	13,861	206,385	388,230
Sweden-Krona	1,683	-	148,161	50,541	202,457	753	403,595
Switzerland-Franc	849	-	375,496	147,457	5,047	753	529,602
Taiwan-Dollar	41	-	6,436	79,934	16,031	-	102,442
Thailand-Baht	-	-	1,028	27,483	-	16,862	45,373
Turkey-Lira	174	49,176	18,673	45,491	42,156	-	155,670
United Kingdom-Pound	4,345	-	1,085,760	425,453	515,258	65,501	2,096,317
Other-Miscellaneous	-	-	-	5,869	89,308	41,291	136,468
Total	$ 63,319	$ 303,860	$ 5,806,059	$ 3,234,181	$ 3,095,371	$ 2,580,210	$ 15,083,000

7. Derivatives

The WSIB is authorized to utilize various derivative financial instruments, including mortgage-backed securities, financial futures, forward contracts, interest rate swaps, credit default swaps, equity swaps, and options to manage its exposure to fluctuations in interest and currency rates while increasing portfolio returns. Derivative transactions involve, to varying degrees, market and credit risk. The WSIB mitigates market risks arising from derivative transactions by requiring collateral in cash and investments to be maintained equal to the securities positions outstanding, and thereby prohibiting the use of leverage or speculation. Credit risks arising from derivative transactions are mitigated by selecting and monitoring creditworthy counterparties and collateral issuers.

Consistent with the WSIB authority to invest in derivatives, international and domestic active equity managers may make limited investments in financial futures, forward contracts or other derivative securities to equitize excess cash holdings.

Futures contracts are standardized, exchange-traded contracts to purchase or sell a specific financial instrument at a predetermined price. Gains and losses on futures contracts are settled daily based on a notional (underlying) principal value and do not involve an actual transfer of the specific instrument. At June 30, 2009, amounts held in futures contracts totaled $1.2 billion. The unrealized loss for the contracts amounted to $21.2 million at June 30, 2009.

Foreign exchange contracts are agreements to exchange the currency of one country for the currency of another country at an agreed-upon price and settlement date. The WSIB uses these contracts primarily to hedge the currency exposure of its international investments. To reduce the risk of counterparty nonperformance, the WSIB enters into these contracts with institutions meeting high standards of credit worthiness.

At June 30, 2009, the WSIB held derivative securities consisting of collateralized mortgage obligations (CMOs) of $1.3 billion.

8. Reverse Repurchase Agreements

State law permits the WSIB to enter into reverse repurchase agreements, that is, a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. The fair value of the securities underlying reverse repurchase agreements normally exceeds the cash received, providing the dealers margin against a decline in fair value of the securities. If the dealers default on their obligations to resell these securities to the state or provide securities or cash of equal value, the WSIB would suffer an economic loss equal to the difference between the fair value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. There were no reverse repurchase agreements during the year and there were no liabilities outstanding as of June 30, 2009.

C. INVESTMENTS – WORKERS' COMPENSATION FUND

1. Summary of Investment Policies

Under RCW 43.33A.030, trusteeship over the investment of the workers' compensation fund investments is vested in the voting members of the WSIB. The Legislature established a standard of care for investment of these funds in RCW 43.33A.140. Additionally, the WSIB must comply with other state laws, such as the Ethics in Public Service Act, Chapter 42.52 RCW, as it makes investment decisions and seeks to meet its investment objectives.

In accordance with state laws, workers' compensation fund investments are to be managed to limit fluctuations in the industrial insurance premiums, and subject to this purpose, achieve a maximum return at a prudent level of risk. Based on this requirement, the order of the objectives is:

- Maintain the solvency of the funds.
- Maintain premium rate stability.
- Ensure sufficient assets are available to fund the expected liability payments.
- Subject to those above, achieve a maximum return at a prudent level of risk.

Eligible Investments. Eligible investments are securities and deposits that are in accordance with the WSIB's investment policy and RCW 43.33A.110. Eligible investments include:

- U.S. Equities.
- International Equities.
- U.S. Treasuries and Government Agencies.
- Credit Bonds.
- Mortgage-Backed Securities rated investment grade, as defined by Barclays Capital Global Family of Fixed Income Indices.
- Asset-Backed Securities rated investment grade, as defined by Barclays Capital Global Family of Fixed Income Indices.

- Commercial Mortgage-Backed Securities rated investment grade, as defined by Barclays Capital Global Family of Fixed Income Indices.

- Investment Grade Non-U.S. Dollar Bonds.

Investment Restrictions. To meet stated objectives, investments of workers' compensation funds are subject to the following constraints:

- All assets under the management of the WSIB are to be invested to maximize return at a prudent level of risk in accordance with RCW 43.33A.110 and RCW 43.33A.140.

- Asset allocation will be reviewed every three to four years or sooner if there are significant changes in funding levels or the liability durations.

- Assets will be rebalanced across asset classes when the fair value of the assets falls outside the policy ranges. The timing of any rebalancing will be based on market opportunities, cash flows, and the consideration of transaction costs; therefore, they need not occur immediately.

- No corporate fixed income issue cost shall exceed 3 percent of the fund's fair value at the time of purchase, nor shall its fair value exceed 6 percent of the fund's fair value at any time.

- The benchmark and structure for U.S. equities will be the broad U.S. stock market as defined by the Dow Jones U.S. Total Stock Market Index. The benchmark and structure for international equities will be the Morgan Stanley Capital All Country World Ex US Investable Market Index (MSCI ACW Ex US IMI). Both portfolios will be 100 percent passively managed in commingled index funds. The commingled funds may use futures for hedging or establishing a long position.

- The fixed income portfolios' structure varies depending upon the required duration target. The duration targets are reviewed every three years, or sooner, if there are significant changes in the funding levels or the liability durations.

- Sector allocation of fixed income investments must be managed within the following prescribed ranges: U.S. Treasuries and government agencies – 5 percent to 25 percent, credit bonds – 20 percent to 70 percent, asset backed securities – 0 percent to 10 percent, commercial mortgage backed securities – 0 percent to 10 percent and mortgage backed securities – 0 percent to 25 percent. These targets are long-term in nature. Deviations may occur in the short-term as a result of interim market conditions. However, if a range is exceeded the portfolios must be rebalanced as soon as it is practical to the target allocations.

- Total holdings of below investment grade credit bonds (as defined by Barclays Capital Global Family of Fixed Income Indices) should not exceed 5 percent of total fixed income holdings.

2. Securities Lending

State law and Board policy permit the WSIB to participate in securities lending programs to augment investment income. The Board has entered into an agreement with JP Morgan to act as agent for the WSIB in securities lending transactions. As JP Morgan is the custodian bank for the WSIB, it is counterparty to securities lending transactions.

In accordance with GASB Statement No. 28, the WSIB reports securities lent (the underlying securities) as assets in the Statement of Net Assets. Cash received as collateral on securities lending transactions and investments made with that cash are reported as assets. Securities received as collateral are reported as assets if the WSIB has the ability to pledge or sell them without a borrower default. Liabilities resulting from these transactions are also reported in the Statement of Net Assets. Securities lending transactions collateralized by securities that the WSIB does not have the ability to pledge or sell unless the borrower defaults are not reported as assets and liabilities.

Fixed income securities were loaned and collateralized by the WSIB's agent with cash and U.S. government securities (exclusive of mortgage backed securities and letters of credit), and irrevocable letters of credit. When the loaned securities had collateral denominated in the same currency, the collateral requirement was 102 percent of the fair value, including accrued interest, of the securities loaned. All other securities were required to be collateralized at 105 percent of the fair value, including accrued interest, of the loaned securities. The collateral held and fair value of securities on loan at June 30, 2009 was $2.0 billion and $1.99 billion respectively. At year-end, the amounts the WSIB owed the borrowers exceeded the amounts the borrowers owed the WSIB, resulting in no credit risk exposure to borrowers.

During Fiscal Year 2009, securities lending transactions could be terminated on demand by either the WSIB or the borrower. All loans held at June 30, 2009, matured overnight.

Cash collateral was invested by the WSIB's agents in securities issued or guaranteed by the U.S. government, the WSIB's short-term investment pool (average final maturity of 60 days) or term loans.

Because the securities lending agreements were terminable at will, their duration did not generally match the duration of the investments made with the cash collateral. Non-cash collateral could not be pledged or sold absent borrower default.

Accordingly, non-cash collateral held under securities lending contracts with a value of $226 million have not been included in the Statement of Net Assets. There are no restrictions on the amount of securities that can be lent.

Securities were lent with the agreement that they would be returned in the future for exchange of the collateral. JP Morgan indemnified the WSIB by agreeing to purchase replacement securities or return the cash collateral in the event a borrower failed to return the loaned securities or pay distributions thereon. JP Morgan's responsibilities included performing appropriate borrower and collateral investment credit analyses, demanding adequate types and levels of collateral, and complying with applicable federal regulations concerning securities lending.

During Fiscal Year 2009, there were no significant violations of legal or contractual provisions, no failures by any borrowers to return loaned securities or to pay distributions thereon. Further, the WSIB incurred no losses during Fiscal Year 2009 resulting from a default by either the borrowers or the securities lending agents.

3. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the fair value of an investment. Effective duration is the measure of a debt investment's exposure to fair value changes arising from changes in interest rates. Effective duration uses the present value of cash flows, weighted for those flows as a percentage of the investment's full price. Increases in prevailing interest rates generally translate into decreases in fair values of those investments. The WSIB does not have a formal policy specifically for interest rate risk.

The workers' compensation fixed income investments are actively managed to exceed the return of the Comparable Market Index, with volatility as measured by duration to be similar to or less than the index. As of June 30, 2009, the durations of the various fixed income classes were within the duration targets of the Comparable Market Index.

The workers' compensation fund investments include both U.S. agencies and corporate debt variable-rate securities, most of which reset periodically to the market interest rate. Because these securities frequently reprice to prevailing market rates, interest rate risk is substantially reduced at each periodic reset date.

The following schedule presents the workers' compensation fund investments by type and provides information about the interest rate risks associated with the investments as of June 30, 2009. The schedule displays various asset classes held by maturity in years and credit ratings. Variable-rate securities are presented according to the length of time until the next reset date rather than the stated maturity.

Workers' Compensation Fund
June 30, 2009
(expressed in thousands)

		Maturity				
Investment Type	**Fair Value**	**Less than 1 year**	**1-5 years**	**6-10 years**	**More than 10 years**	**Credit Rating**
Residential mortgage backed securities	$ 1,713,023	$ 10,477	$ 253,097	$ 776,786	$ 672,663	Multiple
Commercial mortgage backed securities	521,755	2,077	229,372	289,490	816	Aaa
Corporate bonds-domestic	2,838,052	83,157	607,230	911,037	1,236,628	Multiple
Corporate bonds-foreign	2,255,943	83,033	702,602	819,569	650,739	Multiple
Government securities-domestic:						
US government treasuries	424,484	424,484	-	-	-	Aaa
U.S. Treasury inflation protected securities	1,541,920	315,562	207,788	503,647	514,923	Aaa
	9,295,177	$ 918,790	$ 2,000,089	$ 3,300,529	$ 3,075,769	
Commingled index funds-domestic	667,631					
Commingled index funds-foreign	491,291					
Money market funds	429,911					
Securities lending collateral	1,806,130					
Total	$ 12,690,140					

Investments with multiple credit ratings are presented using the Moody's rating scale as follows:

Workers' Compensation Fund
Investments with Multiple Credit Ratings
June 30, 2009
(expressed in thousands)

	Investment Type			
Moody's Equivalent Credit Rating	**Residential Mortgage Backed Securities**	**Corporate Bonds - Domestic**	**Corporate Bonds- Foreign**	**Total**
Aaa	$ 1,698,890	$ 4,723	$ 372,212	$ 2,075,825
Aa1	-	-	73,323	73,323
Aa2	-	-	173,076	173,076
Aa3	-	267,072	215,238	482,310
A1	14,133	305,894	246,979	567,006
A2	-	790,097	93,397	883,494
A3	-	297,208	250,056	547,264
Baa1	-	423,033	201,955	624,988
Baa2	-	553,624	382,916	936,540
Baa3	-	196,401	246,791	443,192
Total	$ 1,713,023	$ 2,838,052	$ 2,255,943	$ 6,807,018

4. Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The rated debt investments of the workers' compensation funds as of June 30, 2009, were rated by Moody's and/or an equivalent national rating organization.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. The WSIB policy states that the cost of no corporate fixed income issue shall exceed 3 percent of the fund's fair value at the time of purchase, nor shall its fair value exceed 6 percent of the fund's fair value at any time. There was no concentration of credit risk as of June 30, 2009.

Custodial Credit Risk. Custodial credit risk is the risk that, in the event of a failure of the counterparty to a transaction, the WSIB would not be able to recover the value of investments that are in the possession of an outside party. The WSIB does not have a policy specifically for custodial credit risk. The securities lending collateral balances are from securities required to be listed under GASB Statement No. 3 Category 3 – Uninsured and unregistered with securities held by the counterparty, or by its trust department or agent but not in the WSIB's name. (This includes the amount of any repurchase agreement that exceeds the fair value of the underlying securities).

5. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The WSIB does not have a formal policy to limit foreign currency risk. The workers' compensation funds had $491.3 million invested in an international commingled equity index fund. As such, no currency denomination risk is presented.

6. Derivatives

The WSIB is authorized to utilize various derivative financial instruments, including mortgage-backed securities, financial futures, forward contracts, interest rate and equity swaps, and options to manage its exposure to fluctuations in interest and currency rates while increasing portfolio returns. Derivative transactions involve, to varying degrees, market and credit risk. The WSIB mitigates market risks arising from derivative transactions by requiring collateral in cash and investments to be maintained equal to the securities positions outstanding, and thereby prohibiting the use of leverage or speculation.

Credit risks arising from derivative transactions are mitigated by selecting and monitoring creditworthy counterparties and collateral issuers.

Consistent with the WSIB authority to invest in derivatives, international active equity managers may make limited investments in financial futures, forward contracts or other derivative securities to manage exposure to currency rate risk and equitize excess cash holdings. No such derivative securities were held as of June 30, 2009.

Domestic and foreign passive equity index fund managers may also utilize various derivative securities to manage exposure to risk and increase portfolio returns.

Information on the extent of use and holdings of derivative securities by passive equity index fund managers is unavailable. At June 30, 2009, the only derivative securities held directly by the WSIB were collateralized mortgage obligations (CMOs) of $1.7 billion.

7. Reverse Repurchase Agreements

State law permits the WSIB to enter into reverse repurchase agreements, that is, a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. The fair value of the securities underlying reverse repurchase agreements normally exceeds the cash received, providing the dealers margin against a decline in fair value of the securities. If the dealers default on their obligations to resell these securities to the state or provide securities or cash of equal value, the WSIB would suffer an economic loss equal to the difference between the fair value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. There were no reverse repurchase agreements during Fiscal Year 2009 and there were no liabilities outstanding as of June 30, 2009.

D. INVESTMENTS – LOCAL GOVERNMENT INVESTMENT POOL (LGIP)

1. Summary of Investment Policies

The LGIP is managed and operated by the Office of the State Treasurer (OST). The State Finance Committee is the administrator of the statute that created the pool and adopts appropriate rules. The OST is responsible for establishing the investment policy for the pool and reviews it annually. Any proposed changes are reviewed by the LGIP Advisory Committee. The terms of the policy are designed to ensure the safety and liquidity of the funds deposited in the LGIP.

Investment Objectives. The LGIP is comparable to a Rule 2a-7 money market fund recognized by the Securities and Exchange Commission (17CFR.270.2a-7). Rule 2a-7 funds are limited to high quality obligations with limited maximum and average maturities, the effect of which is to minimize both market and credit risk. As such, investments are reported at amortized cost (which approximates fair value).

The objectives of the LGIP investment policy, in priority order, are safety, liquidity, and return on investment. To provide for the safety and liquidity of funds deposited in the LGIP, the state treasurer and designated investment officers shall:

- Adhere to all restrictions on the investment of funds established by law and by the policy.
- Limit the purchase of investments in securities so that the weighted average maturity of the portfolio, as defined in Section VI of the policy, does not exceed 90 days.
- Limit the purchase of investments to securities that have a maximum final maturity of 397 days, with the exceptions listed in section VI of the policy.
- Limit the purchase of investments in securities other than those issued by the U.S. government or its agencies.
- Prepare regular reports of portfolio activity.

The primary objective of safety will be measured in cash, as opposed to accounting terms, where different, and in terms of the portfolio, as a whole, as opposed to the terms of any individual transaction. This means, for example, that a single transaction that generated an accounting loss but actually increased the amount of cash received in the portfolio would be considered to have increased capital, and not decreased it. Within the restrictions necessary to ensure the safety and liquidity of funds, the investment portfolio of the LGIP will be structured to attain a market rate of return throughout an economic cycle.

Eligible Investments. Eligible investments are only those securities and deposits authorized by statute (Chapters 39.58, 39.59, 43.84.080 and 43.250 RCW). Eligible investments include:

- Obligations of the U.S. government.
- Obligations of U.S. government agencies, or of corporations wholly owned by the U.S. government.
- Obligations of government sponsored corporations that are, or may become eligible as collateral for advances to member banks as determined by the board of governors of the Federal Reserve.
- Banker's acceptances purchased on the secondary market rated with the highest short-term credit rating of any two Nationally Recognized Statistical Rating Organizations (NRSROs), at the time of purchase. If the banker's acceptance is rated by more than two NRSROs, it must have the highest rating from all of the organizations.
- Commercial paper provided that the OST adheres with policies and procedures of the WSIB regarding commercial paper (RCW 43.84.080(7)).
- Certificates of deposit with financial institutions qualified by the Washington Public Deposit Protection Commission.
- Obligations of the state of Washington or its political sub-divisions.

Investment Restrictions. To provide for the safety and liquidity of LGIP Funds, the investment portfolio will be subject to the following restrictions:

- All money market securities are required to be rated A-1 by Standard and Poor's Corporation and P-1 by Moody's Investors Services, Inc.

- Investments are restricted to fixed rate securities that mature in 397 days or less, and floating and variable rate securities that mature in 762 days or less.

- The weighted average maturity of the portfolio may not exceed 90 days.

- Cash generated through securities lending or reverse repurchase agreement transactions will not increase the dollar amount of specified investment types beyond stated limits.

2. Securities Lending

The LGIP investment policy requires that any securities on loan be made available by the lending agent for next day liquidity at the option of the LGIP. During Fiscal Year 2009, the LGIP had no credit risk exposure to borrowers because the amounts owed to the borrowers exceeded the amounts the borrowers owed the LGIP. Furthermore, the contract with the lending agent requires them to indemnify the LGIP if the borrowers fail to return the securities (and if collateral is inadequate to replace the securities lent) or if the borrower fails to pay the LGIP for income distribution by the securities' issuers while the securities are on loan.

The LGIP cannot pledge or sell collateral securities received unless the borrower defaults. The LGIP investment policy limits the amount of reverse repurchase agreements and securities lending to 30 percent of the total portfolio. There were neither violations of legal or contractual provisions nor any losses resulting from a default of a borrower or lending agent during the year.

State statutes permit the LGIP to lend its securities to broker-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The LGIP, which has contracted with a lending agent to lend securities in the LGIP, earns a fee for this activity. The lending agent lends securities and receives collateral, which can be in the form of cash or other securities. The collateral, which must be valued at 102 percent of the fair value of the loaned securities, is priced daily and, if necessary, action is taken to maintain the collateralization level at 102 percent.

The cash is invested by the lending agent in repurchase agreements or money market instruments, in accordance with investment guidelines approved by the LGIP. The securities held as collateral and the securities underlying the cash collateral are held by the LGIP's custodian.

There were no securities on loan as of June 30, 2009.

3. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt instruments will adversely affect the fair value of an investment. The portfolio is managed in a manner consistent with the Securities and Exchange Commission's Rule 2a-7 of the Investment Company Act of 1940, i.e., money market funds. Much of the Rule 2a-7 investment guidelines are directed towards limiting interest rate risk, in order to maintain a stable net asset value.

The LGIP policy places a 90-day maximum on the weighted average maturity. Further, the maximum maturity of any security will not exceed 397 days, except securities utilized in repurchase agreements and U.S. Agency floating or variable rate notes may have a maximum maturity of 762 days, provided that they have reset dates within one year and which on any reset date can reasonably be expected to have a market value that approximates its amortized cost. As of June 30, 2009, the LGIP had a weighted average maturity of 56 days.

The following schedule presents the LGIP investments by type and provides information about the interest rate risks associated with the LGIP investments as of June 30, 2009.

Local Government Investment Pool (LGIP)
June 30, 2009
(expressed in thousands)

		Maturity	
Investment Type	**Fair Value**	**Less than 1 year**	**1-5 years**
U.S. government obligations	$ 2,922,172	$ 2,922,172	$ -
U.S. agency obligations	4,123,550	3,083,347	1,040,203
Certificates of deposit	229,000	229,000	-
Interest bearing bank accounts	1,408,210	1,408,210	-
Total	$ 8,682,932	$ 7,642,729	$ 1,040,203

4. Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The LGIP investment policy limits the types of securities available for investment to obligations of the U.S. government or its agencies, obligations of government-sponsored corporations, banker's acceptances, commercial paper, deposits with qualified public depositaries, or obligations of the state of Washington or its political subdivisions.

Banker's acceptances and commercial paper must be rated with the highest short-term credit rating of any two Nationally Recognized Statistical Rating Organizations (NRSROs) at the time of purchase. The LGIP currently does not have any banker's acceptances, commercial paper, or municipal bonds in its portfolio.

Custodial Credit Risk. Custodial credit risk is the risk that, in the event of a failure of the counter party, the LGIP will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. The LGIP investment policy requires that securities purchased by the office be held by the master custodian, acting as an independent third party, in its safekeeping or trust department. Securities utilized in repurchase agreements are subject to additional restrictions. These restrictions are designed to limit the LGIP's exposure to risk and insure the safety of the investment. All securities utilized in repurchase agreements were rated AAA. The market value of securities utilized in repurchase agreements must be at least 102 percent of the value of the repurchase agreement.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. The LGIP mitigates concentration of credit risk by limiting the percentage of the portfolio invested with any one issuer. With the exception of U.S. Treasury and U.S. Agency securities, the OST mitigates concentration of credit risk by limiting the purchase of securities of any one issuer to no more than 5 percent of the portfolio. As of June 30, 2009, U.S. Treasury securities comprised 33.7 percent of the total portfolio. U.S. Agency securities comprised 47.5 percent of the total portfolio, including Federal Home Loan Mortgage Corporation (5.7 percent), Federal Home Loan Bank (16.2 percent), Federal National Mortgage Association (10.3 percent), and Federal Farm Credit Bank (15.3 percent).

5. Foreign Currency Risk - None.

6. Derivatives - None.

7. Reverse Repurchase Agreements

State law also permits the LGIP to enter into reverse repurchase agreements, which are, by contract, sales of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest.

The fair value of the securities pledged as collateral by the LGIP underlying the reverse repurchase agreements normally exceeds the cash received, providing the dealers a margin against a decline in the fair value of the securities.

If the dealers default on their obligations to resell these securities to the LGIP or to provide equal value in securities or cash, the LGIP would suffer an economic loss equal to the difference between the fair value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. On June 30, 2009, reverse repurchase agreement obligations totaled $199.7 million. There was no credit risk for the LGIP due to the fair value plus accrued interest of the underlying securities being less than the fair value plus accrued interest of the reinvested cash.

The market value, plus accrued income, of mortgage-backed securities utilized in repurchase agreements with more than seven days remaining until maturity will be 105 percent of the value of the repurchase agreement. The market value, plus accrued income, of securities utilized in all other repurchase agreements will be 102 percent of the value of the repurchase agreement.

The securities utilized in repurchase agreements are priced daily and held by the LGIP's custodian in the state's name. Collateralized Mortgage Obligations (CMO) utilized in repurchase agreements must pass the Federal Financial Institutions Examination Council (FFIEC) test, or not exceed a volatility rating of V-5 by Fitch Investor Services, or a similar rating of a nationally recognized rating agency. There were no repurchase agreements as of June 30, 2009.

E. INVESTMENTS – HIGHER EDUCATION SPECIAL REVENUE AND ENDOWMENT FUNDS

1. Summary of Investment Policies

The investments of the University of Washington represent 59 percent of the total investments in Higher Education Special Revenue and Endowment Funds.

The Board of Regents of the University of Washington is responsible for the management of the University's investments. The Board establishes investment policy, which is carried out by the Chief Investment Officer.

The University of Washington Investment Committee (UWINCO) comprised of Board members and investment professionals advises on matters relating to the management of the University's investment portfolios.

The majority of the University's investments are insured, registered, and held by the University's custodial bank as an agent for the University. Investments not held by the custodian include lent securities, mutual funds, venture capital, private equity, distressed, marketable alternatives, mortgages, real estate, and miscellaneous investments.

The University combines most short-term cash balances in the Invested Funds Pool. At June 30, 2009, the Invested Funds Pool totaled $884.7 million. The fund also owns units in the Consolidated Endowment Fund valued at $322.3 million on June 30, 2009.

By University policy, departments with qualifying funds in the Invested Funds Pool receive distributions based on their average balances and on the type of balance. The difference between the actual earnings of the Invested Funds Pool and the calculated distributions is used to support activities benefiting all University departments.

The majority of the endowed funds are invested in a pooled fund called the Consolidated Endowment Fund (CEF). Individual endowments purchase units in the pool on the basis of a per unit valuation of the CEF at fair value on the last business day of the calendar quarter. Income is distributed based on the number of units held. During Fiscal Year 2009, in light of the 2008-2009 financial crises and the decline in the CEF market value, the Board of Regents implemented an interim spending policy. Under the interim policy, year-over-year CEF distributions will decrease from the Fiscal Year 2008 level by 25 percent in Fiscal Years 2009 and 2010. Thereafter, distributions will be held constant at the reduced levels until no later than Fiscal Year 2013, by such time the Board will determine the appropriate next steps. State law allows for the spending of appreciation in the CEF.

The University records its permanent endowments at the lower of original gift value or current market value in the Restricted Nonexpendable Net Assets category. Of the total of approximately $1.0 billion permanent endowment funds (at fair value) as of June 30, 2009, the aggregate amount of the deficiencies for all funds for which the fair value of the assets is less than the original gifts is $80.7 million.

Funds in irrevocable trusts managed by trustees other than the University are not reported in the financial statements. The fair value of these funds was approximately $43.4 million at June 30, 2009. Income received from these trusts which is included in investment income, was $2.3 million for the year ended June 30, 2009.

2. Unfunded Commitments

The University enters into contracts with investment managers to fund alternate investments. As of June 30, 2009, the University had unfunded commitments in the amount of $254.2 million, which may be called during the period June 30, 2009 through 2020.

3. Securities Lending

The University's investment policies permit it to lend its securities to broker dealers and other entities. Due to market conditions, the University terminated this program in September, 2008 and as of June 30, 2009 the University had no securities on loan.

The following schedule presents the fair value of the University of Washington's investments by type at June 30, 2009:

University of Washington
June 30, 2009
(expressed in thousands)

Investment Type	Fair Value
Cash equivalents	$ 440,742
Domestic fixed income	968,847
Foreign fixed income	12,272
Domestic equity	279,589
Foreign equity	399,056
Non-marketable alternatives	377,946
Marketable alternatives	341,032
Real estate	8,463
Miscellaneous	5,717
Total	$ 2,833,664

4. Interest Rate Risk

The University manages interest rate risk through its investment policies and the investment guidelines established with each manager. Each fixed income manager is assigned a maximum boundary for duration as compared to the manager's relevant benchmark index. The goal is to allow ample freedom for the manager to perform, while controlling the interest rate risk in the portfolio. Modified duration, which estimates the sensitivity of a bond's price to interest rate changes, is based on a calculation entitled Macaulay duration. Macaulay is an accepted calculation developed for a portfolio of bonds assembled to fund a fixed liability. Macaulay duration is calculated as follows: sum of discounted time-weighted cash flows divided by the bond price. Modified duration is calculated using the following formula:

Macaulay duration divided by (one plus yield-to-maturity divided by the number of coupon payments per year).

The Interest Rate Risk Schedule presents the modified duration of the University's investments for which duration is measured. Duration figures at June 30, 2009 exclude $209.2 million of fixed-income securities held outside the CEF and the Invested Funds Pool. These amounts, which in total makeup 7.4 percent of the University's investments, are not included in the duration figures below.

University of Washington
Interest Rate Risk
Duration as of June 30, 2009
(expressed in thousands, modified duration in years)

	Consolidated Endowment Fund		Invested Funds Pool	
	Asset Value	**Duration**	**Asset Value**	**Duration**
Domestic Fixed Income				
Asset backed securities	$ 9,827	2.94	$ 29,852	1.26
Cash equivalents (Short-term money market)	144,911	0.38	106,190	0.17
Corporate bonds	32,563	4.05	52,040	2.28
Government & agencies	118,068	2.43	662,331	3.14
Mortgage related	22,579	3.42	34,266	1.70
Total	$ 327,948	1.77	$ 884,679	2.61

5. Credit Risk

The University investment policies limit fixed income exposure to investment grade assets. The investment policy for the University's invested funds cash pool requires each manager to maintain an average quality rating of "AA" as issued by a nationally recognized rating organization. The invested funds liquidity pool requires each manager to maintain an average quality rating of "A" and to hold 50 percent of their portfolios in government and government agency issues.

The investment policy for the CEF reflects its long-term nature by specifying average quality rating levels by individual manager, but still restricting investments to investment grade credits.

Custodial Credit Risk. Custodial credit risk is the risk that, in the event of a failure of the counterparty to a transaction, the University will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. The University does not have a formal policy regarding custodial credit risk. However, all University assets are held in the name of the University of Washington and are not subject to custodial credit risk.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. The University mitigates concentration of credit risk by maintaining a portfolio of investment grade assets and by the due diligence of each manager.

6. Foreign Currency Risk

The University's investment policies permit investments in international equity and other asset classes that can include foreign currency exposure. The University also enters into foreign currency forward contracts, futures contracts, and options to manage the foreign currency exposure.

At June 30, 2009, the University had net outstanding forward commitments to sell foreign currency with a total fair value of $40.2 million, which equals 1.42 percent of the total portfolio.

The following schedule details the market value of foreign denominated securities by currency type in the CEF.

University of Washington
Consolidated Endowment Fund
Foreign Currency Risk
June 30, 2009
(expressed in thousands)

Foreign Currency	Market Value
Brazil-Real	$ 34,117
Britain-Pound	38,244
Canada-Dollar	20,910
China-Renminbi	41,397
E.M.U.-Euro	83,621
India-Rupee	31,374
Hong Kong-Dollar	27,188
Japan-Yen	63,786
Russia-Ruble	17,051
Singapore-Dollar	15,685
Other (less than 3% each)	129,983
Total	$ 503,356

7. Derivatives

The University's investments include certain derivative instruments and structured notes that derive their value from a security, asset, or index. Under the University's investment policies and guidelines derivatives may be used to manage the aggregate portfolio risk/return profile. This includes the use of swaps, options, futures and other derivative products to adjust exposures, to equitize cash, or to rebalance across asset classes.

8. Reverse Repurchase Agreements – None.

F. INVESTMENTS - OFFICE OF THE STATE TREASURER CASH MANAGEMENT ACCOUNT

1. Summary of Investment Policies

The Office of the State Treasurer (OST) operates the state's Cash Management Account for investing Treasury/Trust Funds in excess of daily requirements.

The overall objective of the OST investment policy is to construct, from eligible investments noted below, an investment portfolio that is optimal or efficient. An optimal or efficient portfolio is one that provides the greatest expected return for a given expected level of risk, or the lowest expected risk for a given expected return.

The emphasis on "expected" is to recognize that investment decisions are made under conditions of risk and uncertainty. Neither the actual risk nor return of any investment decision is known with certainty at the time the decision is made.

Eligible Investments. Eligible investments are only those securities and deposits authorized by statute (Chapters 39.58, 39.59, 43.84.080 and 43.250 RCW). Eligible investments include:

- Obligations of the U.S. government.
- Obligations of U.S. government agencies, or of corporations wholly owned by the U.S. government.
- Obligations of government sponsored corporations that are or may become eligible as collateral for advances to member banks as determined by the board of governors of the Federal Reserve.
- Banker's acceptances purchased on the secondary market rated with the highest short-term credit rating of any two Nationally Recognized Statistical Rating Organizations (NRSROs), at the time of purchase. If the banker's acceptance is rated by more than two NRSROs, it must have the highest rating from all of the organizations.
- Commercial paper, provided that the State Treasurer adheres with policies and procedures of the State Investment Board regarding commercial paper (RCW 43.84.080(7).
- Deposits with financial institutions qualified by the Washington Public Deposit Protection Commission.
- Local Government Investment Pool, for proceeds of bonds or other debt obligations, when the investments are made in order to comply with the Internal Revenue Code of 1986, as amended.
- Obligations of the state of Washington or its political sub-divisions.

Investment Restrictions. To provide for the safety and liquidity of Treasury/Trust Funds, the Cash Management Account investment portfolio is subject to the following restrictions:

- The final maturity of any security will not exceed ten years.
- Purchase of collateralized mortgage obligations (CMO) requires prior approval from the treasurer or assistant treasurer; CMO securities must pass the Federal Institutions Examination Council (FFIEC) test, or not exceed a volatility rating of V-5 by Fitch Investor Services, or a similar rating of a nationally recognized rating agency.
- The allocation to investments subject to high sensitivity or reduced marketability will not exceed 15 percent of the daily balance of the portfolio.

Additionally, investments in non-government securities, excluding collateral of repurchase agreements, must fall within prescribed limits.

2. Securities Lending

State statutes permit the OST to lend its securities to broker-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The OST, which has contracted with a lending agent to lend securities, earns a fee for this activity.

The OST lending agent lends U.S. Government and U.S. Agency securities and receives collateral, which can be in the form of cash or other securities. The collateral, which must be valued at 102 percent of the fair value of the loaned securities, is priced daily and, if necessary, action is taken to maintain the collateralization level at 102 percent.

The cash is invested by the lending agent in repurchase agreements or money market instruments, in accordance with investment guidelines approved by the OST.

The securities held as collateral and the securities underlying the cash collateral are held by the custodian.

The contract with the lending agent requires them to indemnify the OST if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities lent) or if the borrower fails to pay the OST for income distribution by the securities' issuers while the securities are on loan. The OST cannot pledge or sell collateral securities received unless the borrower defaults. At June 30, 2009, there were no securities on loan.

The OST investment policy requires that any securities on loan be made available by the lending agent for next day liquidity at the option of the OST. During Fiscal Year 2009, the OST had no credit risk exposure to borrowers because the amounts owed to the borrowers exceeded the amounts the borrowers owed the OST.

There were no violations of legal or contractual provisions or any losses resulting from a default of a borrower or lending agent during the fiscal year.

3. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the value of the investment. The Treasury/Trust investments are separated into portfolios with objectives based primarily on liquidity needs.

The OST's investment policy limits the weighted average maturity of its investments based on cash flow expectations. Policy also directs due diligence to be exercised with timely reporting of material deviation from expectations and actions taken to control adverse developments as may be possible.

The following schedule presents the fair value of the OST's investments by type at June 30, 2009.

Office of the State Treasurer (OST)
Cash Management Account
June 30, 2009
(expressed in thousands)

		Maturity		
Investment Type	**Fair Value**	**Less than 1 year**	**1-5 years**	**6-10 years**
U.S. agency obligations	$ 2,049,414	$ 70,533	$ 1,932,925	$ 45,956
Certificates of deposit	577,268	577,268	-	-
Interest bearing bank accounts	1,246,917	1,246,917	-	-
Total	$ 3,873,599	$ 1,894,718	$ 1,932,925	$ 45,956

4. Credit Risk

The OST limits credit risk by adhering to the OST investment policy which restricts the types of investments the OST can participate in, such as: U.S. government and agency securities, banker's acceptances, commercial paper, and deposits with qualified public depositaries.

Custodial Credit Risk. The custodial credit risk for investments is the risk that, in the event of a failure of the counterparty, a government will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. The OST investment policy requires that securities purchased by the office to be held by the master custodian, acting as an independent third party, in its safekeeping or trust department. Securities utilized in repurchase agreements are subject to additional restrictions. These restrictions are designed to limit the OST's exposure to risk and insure the safety of the investment.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. For non-governmental securities, the OST limits its exposure to concentration of credit risk by restricting the amount of investments to no more than 5 percent of the portfolio to any single issuer. During Fiscal Year 2009, the non-governmental securities of a single issuer held by the Cash Management Account did not exceed 5 percent of the total portfolio.

5. Foreign Currency Risk - None.

6. Derivatives - None.

7. Reverse Repurchase Agreements

State law also permits the OST to enter into reverse repurchase agreements, which are, by contract, sales of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. The fair value of the securities pledged as collateral by the OST underlying the reverse repurchase agreements normally exceeds the cash received, providing the dealers a margin against a decline in the fair value of the securities. If the dealers default on their obligations to resell these securities to the OST or to provide equal value in securities or cash, the OST would suffer an economic loss equal to the differences between the fair value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. The OST investment policy limits the amount of reverse repurchase agreements to 30 percent of the total portfolio.

The market value, plus accrued income, of mortgage-backed securities utilized in repurchase agreements with more than seven days remaining until maturity will be 105 percent of the value of the repurchase agreement. The market value, plus accrued income, of securities utilized in all other repurchase agreements will be 102 percent of the value of the repurchase agreement. The securities utilized in repurchase agreements are priced daily and held by the Treasury/Trust custodian in the state's name. Collateralized Mortgage Obligations (CMOs) utilized in repurchase agreements must pass the Federal Financial Institutions Examination Council (FFIEC) test, or not exceed a volatility rating of V-5 by Fitch Investor Services, or a similar rating of a nationally recognized rating agency.

On June 30, 2009, reverse repurchase agreement obligations totaled $211.4 million and the associated credit risk was $130 thousand.

Note 4
Receivables and Deferred/Unearned Revenues

A. GOVERNMENTAL FUNDS

Taxes Receivable
Taxes receivable at June 30, 2009, consisted of the following (expressed in thousands):

Taxes Receivable	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Property	$ 956,965	$ -	$ -	$ 159	$ 957,124
Sales	1,419,380	4,584	-	19,243	1,443,207
Business and occupation	445,920	-	-	-	445,920
Estate	4,911	21,503	-	-	26,414
Fuel	-	-	-	86,537	86,537
Other	2,847	-	-	232	3,079
Subtotals	2,830,023	26,087	-	106,171	2,962,281
Less: Allowance for uncollectible receivables	53,204	-	-	368	53,572
Total Taxes Receivable	$ 2,776,819	$ 26,087	$ -	$ 105,803	$ 2,908,709

Other Receivables
Other receivables at June 30, 2009, consisted of the following (expressed in thousands):

Other Receivables	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Public assistance (1)	$ 1,145,212	$ -	$ -	$ -	$ 1,145,212
Accounts receivable	23,754	169,740	941	89,362	283,797
Interest	-	9,379	3,760	3,684	16,823
Loans (2)	2,677	132,566	-	358,457	493,700
Long-term contracts (3)	711	-	6,283	59,152	66,146
Miscellaneous	38,350	52,910	10,351	133,136	234,747
Subtotals	1,210,704	364,595	21,335	643,791	2,240,425
Less: Allowance for uncollectible receivables	941,805	19,290	1	42,068	1,003,164
Total Other Receivables	$ 268,899	$ 345,305	$ 21,334	$ 601,723	$ 1,237,261

Notes:

(1) Public assistance receivables mainly represent amounts owed the state as a part of the Support Enforcement Program at the Department of Social and Health Services for the amounts due from persons required to pay support for individuals currently on state assistance, and have a low realization expectation. Accordingly, the receivable is offset by a large allowance for uncollectible receivables.

(2) Significant long-term portions of loans receivable include $109 million in the Higher Education Special Revenue Fund for student loans and $348 million in Nonmajor Governmental Funds for low income housing, public works, and economic development/revitalization loans.

(3) Long-term contracts in Nonmajor Governmental Funds are for timber sales contracts.

Deferred Revenues

Deferred revenues at June 30, 2009, consisted of the following (expressed in thousands):

Deferred Revenues	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Property taxes	$ 932,405	$ -	$ -	$ 48	$ 932,453
Other taxes	429,453	17,847	-	186	447,486
Timber sales	712	-	6,283	59,152	66,147
Charges for services	14,929	182,861	610	60,387	258,787
Donable goods	481	-	-	4,187	4,668
Grants and donations	15,198	847	-	13,608	29,653
Loan Program	71	-	-	543,641	543,712
Miscellaneous	30,678	2,945	-	33,882	67,505
Total Deferred Revenues	$ 1,423,927	$ 204,500	$ 6,893	$ 715,091	$ 2,350,411

B. PROPRIETARY FUNDS

Taxes Receivable

Taxes receivable at June 30, 2009, consisted of $5.5 million in liquor taxes reported in Nonmajor Enterprise Funds.

Other Receivables

Other receivables at June 30, 2009, consisted of the following (expressed in thousands):

	Business-Type Activities Enterprise Funds					Governmental Activities
Other Receivables	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds	Total	Internal Service Funds
Accounts receivable	$ 130,590	$ -	$ 201,565	$ 27,545	$ 359,700	$ 4,138
Interest	99,735	-	1,067	3,604	104,406	28
Loans	-	-	5	-	5	-
Miscellaneous	549,132	454,279	14,296	1,262	1,018,969	13,090
Subtotals	779,457	454,279	216,933	32,411	1,483,080	17,256
Less: Allowance for uncollectible receivables	156,019	104,508	77,402	107	338,036	159
Total Other Receivables	$ 623,438	$ 349,771	$ 139,531	$ 32,304	$ 1,145,044	$ 17,097

Unearned Revenues

Unearned revenues at June 30, 2009, consisted of the following (expressed in thousands):

	Business-Type Activities Enterprise Funds					Governmental Activities
Unearned Revenues	Workers' Compensation	Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds	Total	Internal Service Funds
Charges for services	$ 3	$ -	$ 34,112	$ 11	$ 34,126	$ 1,009
Other taxes	436	-	-	99	535	-
Miscellaneous	9,011	-	1,276	-	10,287	173
Total Unearned Revenues	$ 9,450	$ -	$ 35,388	$ 110	$ 44,948	$ 1,182

C. FIDUCIARY FUNDS

Other Receivables

Other receivables at June 30, 2009, consisted of the following (expressed in thousands):

Other Receivables	Local Government Investment Pool	Agency Funds
Accounts receivable	$ -	$ 9,680
Interest	5,430	207
Miscellaneous	-	-
Subtotals	5,430	9,887
Less: Allowance for uncollectible receivables	-	892
Total Other Receivables	$ 5,430	$ 8,995

Unearned Revenues

Unearned revenues at June 30, 2009, consisted of $0.8 million for service credit restorations reported in Pension and Other Employee Benefit Plans Funds.

Note 5
Interfund Balances and Transfers

A. INTERFUND BALANCES

Interfund balances as reported in the financial statements at June 30, 2009, consisted of the following (expressed in thousands):

	Due From				
Due To	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Workers' Compensation
General	$ -	$ 18,205	$ -	$ 137,345	$ 514
Higher Educ. Special Revenue	29,196	-	6	31,556	222
Higher Education Endowment	-	25	-	21	-
Nonmajor Governmental Funds	203,785	456	2,159	212,873	30
Workers' Compensation	7	-	-	8	-
Unemployment Compensation	2,064	1,710	-	947	61
Higher Educ. Student Services	3,784	25,085	-	23,844	202
Nonmajor Enterprise Funds	4,657	147	-	3,511	37
Internal Service Funds	20,301	56,024	-	22,707	5,222
Fiduciary Funds	-	-	-	-	340
Totals	$ 263,794	$ 101,652	$ 2,165	$ 432,812	$ 6,628

Except as noted, all interfund balances are expected to be paid within one year from the date of the financial statements. These balances resulted from the time lag between the dates that (1) interfund goods and services were provided and when the payments occurred, and (2) interfund transfers were accrued and when the liquidations occurred.

Unemployment Compensation	Higher Education Student Services	Nonmajor Enterprise Funds	Internal Service Funds	Fiduciary Funds	Totals
$ -	$ 1	$ 9,685	$ 5,305	$ -	$ 171,055
1	73,664	13,447	20,081	434	168,607
-	-	-	-	43	89
923	1,325	13,804	4,159	18	439,532
-	-	-	3,644	26	3,685
-	25	80	124	407	5,418
-	-	-	14	464	53,393
-	60	31,752	788	17	40,969
-	4,012	18,266	69,432	329	196,293
-	-	6	-	-	346
$ 924	$ 79,087	$ 87,040	$ 103,547	$ 1,738	$ 1,079,387

B. INTERFUND TRANSFERS

Interfund transfers as reported in the financial statements for the year ended June 30, 2009, consisted of the following (expressed in thousands):

	Transferred To				
Transferred From	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Workers' Compensation
General	$ -	$ 187,958	$ -	$ 942,807	$ -
Higher Educ. Special Revenue	82,896	-	2,739	170,154	-
Higher Education Endowment	-	92,470	-	32,875	-
Nonmajor Governmental Funds	754,699	113,868	6,711	1,399,422	2,096
Workers' Compensation	-	-	-	13,843	-
Higher Educ. Student Services	-	14,736	-	-	-
Nonmajor Enterprise Funds	110,628	-	-	148,985	-
Internal Service Funds	3,300	995	-	45,685	7,065
Totals	$ 951,523	$ 410,027	$ 9,450	$ 2,753,771	$ 9,161

Transfers are used to 1) move revenues from the fund that statute requires to collect them to the fund that statute requires to expend them, 2) move receipts designated for debt service from the funds collecting the receipts to the debt service fund as debt service payments become due, 3) move unrestricted revenues collected in the General Fund to finance various programs accounted for in other funds in accordance with budgetary authorizations, 4) move profits from the Liquor Revolving Account and the State Lottery Account as required by law, and 5) transfer amounts to and from the General Fund as required by law.

On July 1, 2008, the balance in the Emergency Reserve Fund (ERF) of $303 million was transferred to the newly created Budget Stabilization Account (BSA) as required by law. Both the ERF and the BSA are reported within Nonmajor Governmental Funds. An additional $115 million was transferred from the General Fund to the BSA in Fiscal Year 2009 in accordance with the provisions of the Constitution. The Constitution details a limited number of circumstances under which funds can be appropriated from the BSA, one of which is a favorable vote of at least three-fifths of the members of each house of the Legislature. During Fiscal Year 2009, Engrossed Substitute House Bill 1244 authorized the transfer of $400 million from the BSA to the General Fund.

In addition to the transfers noted in the table above, there were transfers of $9 million within the state’s Pension Trust Funds.

Higher Education Student Services	Nonmajor Enterprise Funds	Internal Service Funds	Totals
$ -	$ -	$ 12,797	$ 1,143,562
468,697	-	53,422	777,908
83	-	-	125,428
-	-	16,640	2,293,436
-	-	148	13,991
-	-	423	15,159
-	16,742	99	276,454
110	1,226	92,365	150,746
$ 468,890	$ 17,968	$ 175,894	$ 4,796,684

Note 6
Capital Assets

Capital assets at June 30, 2009, are reported by the state of Washington within Governmental Activities and Business-Type Activities, as applicable.

A. GOVERNMENTAL CAPITAL ASSETS

The following is a summary of governmental capital asset activity for the year ended June 30, 2009 (expressed in thousands):

Capital Assets	Balances July 1, 2008	Additions	Deletions	Balances June 30, 2009
Capital assets, not being depreciated:				
Land	$ 1,051,050	$ 154,451	$ (75,281)	$ 1,130,220
Transportation infrastructure	16,909,702	1,304,917	-	18,214,619
Construction in progress	1,483,643	734,512	(1,033,533)	1,184,622
Art collections, library reserves, and museum and historical collections	111,880	2,144	(125)	113,899
Total capital assets, not being depreciated	19,556,275			20,643,360
Capital assets, being depreciated:				
Buildings	8,722,185	1,005,264	(22,904)	9,704,545
Accumulated depreciation	(2,991,580)	(246,320)	6,507	(3,231,393)
Net buildings	5,730,605			6,473,152
Furnishings, equipment, and collections	3,676,074	266,696	(152,181)	3,790,589
Accumulated depreciation	(2,283,821)	(250,731)	120,709	(2,413,843)
Net furnishings, equipment and collections	1,392,253			1,376,746
Other improvements*	1,082,072	62,451	(2,803)	1,141,720
Accumulated depreciation*	(434,326)	(39,202)	700	(472,828)
Net other improvements	647,746			668,892
Infrastructure (other)	690,089	44,981	-	735,070
Accumulated depreciation	(316,349)	(22,934)	-	(339,283)
Net infrastructure (other)	373,740			395,787
Total capital assets, being depreciated, net	8,144,344			8,914,577
Governmental Activities Capital Assets, Net	$ 27,700,619			$ 29,557,937

*Beginning balances restated to reflect leasehold improvements not previously reported (Refer to Note 2).

B. BUSINESS-TYPE CAPITAL ASSETS

The following is a summary of business-type capital asset activity for the year ended June 30, 2009 (expressed in thousands):

Capital Assets	Balances July 1, 2008	Additions	Deletions	Balances June 30, 2009
Capital assets, not being depreciated:				
Land	$ 135,940	$ 6,407	$ -	$ 142,347
Construction in progress	173,927	133,868	(154,329)	153,466
Art collections	35	-	-	35
Total capital assets, not being depreciated	309,902			295,848
Capital assets, being depreciated:				
Buildings	2,096,363	130,556	(8)	2,226,911
Accumulated depreciation	(603,800)	(56,967)	8	(660,759)
Net buildings	1,492,563			1,566,152
Furnishings, equipment, and collections	465,257	55,168	(13,169)	507,256
Accumulated depreciation	(330,280)	(39,309)	12,090	(357,499)
Net furnishings, equipment, and collections	134,977			149,757
Other improvements	58,607	34,186	(1,503)	91,290
Accumulated depreciation	(21,449)	(3,273)	975	(23,747)
Net other improvements	37,158			67,543
Infrastructure (other)	34,909	86	-	34,995
Accumulated depreciation	(14,162)	(1,202)	-	(15,364)
Net infrastructure (other)	20,747			19,631
Total capital assets, being depreciated, net	1,685,445			1,803,083
Business-Type Activities Capital Assets, Net	$ 1,995,347			$ 2,098,931

C. DEPRECIATION

Depreciation expense for the year ended June 30, 2009, was charged to functions of the primary government as follows (expressed in thousands):

	Amount
Governmental Activities:	
General government	$ 60,374
Education - elementary and secondary (K-12)	3,435
Education - higher education	304,325
Human services	29,096
Adult corrections	35,854
Natural resources and recreation	39,191
Transportation	86,912
Total Depreciation Expense - Governmental Activities*	**$ 559,187**
Business-Type Activities:	
Workers' compensation	$ 10,003
Unemployment compensation	-
Higher education student services	76,963
Other	13,785
Total Depreciation Expense - Business-Type Activities	**$ 100,751**

*Includes $71 million internal service fund depreciation that was allocated to functions as a part of the net internal service fund activity.

D. CONSTRUCTION IN PROGRESS

Major construction commitments of the state at June 30, 2009, are as follows (expressed in thousands):

Agency / Project Commitments	Construction In Progress June 30, 2009	Remaining Project Commitments
Office of Financial Management:		
Grants, contracts, and loans management project	$ 1,645	$ 4,000
Department of General Administration:		
Legislative and other buildings rehab., repairs and expansion, and other projects	212,086	4,955
Liquor Control Board:		
Distribution Center expansion project	16,160	50
Washington State Patrol:		
Fire Training Academy Dormitory	2,449	271
Department of Social and Health Services:		
State hospital and juvenile rehab construction and renovations, and other projects	86,386	7,019
Department of Corrections:		
Correctional centers construction, improvements, and other projects	279,605	328,944
Department of Transportation:		
State highway office and maintenance facilities, and ferry vessels and terminals	193,283	146,248
Transportation infrastructure	-	6,474,785
Parks and Recreation Commission:		
State park facilities projects	8,276	3,012
Department of Fish and Wildlife:		
Hatchery Abatement Ponds, regional office, district office, Watershed Center	7,888	2,178
State Convention and Trade Center:		
MOHAI Property	28,530	29,470
Higher Education Facilities:		
University of Washington	206,100	158,014
Washington State University	71,755	265,799
Eastern Washington University	6,749	4,310
Central Washington University	28,763	14,185
The Evergreen State College	4,903	18,297
Western Washington University	15,242	21,118
Community and Technical Colleges	166,797	283,113
Other Agencies Miscellaneous Projects	1,471	1,982
Total Construction in Progress	$ 1,338,088	$ 7,767,750

Note 7
Long-Term Liabilities

A. BONDS PAYABLE

Bonds payable at June 30, 2009, are reported by the state of Washington within Governmental Activities and Business-Type Activities, as applicable.

The State Constitution and enabling statutes authorize the incurrence of state general obligation debt, to which the state's full faith, credit, and taxing power are pledged, either by the State Legislature or by a body designated by statute (presently the State Finance Committee).

Legislative authorization arises from an affirmative vote of 60 percent of both legislative houses without voter consent, or from an affirmative vote of more than 50 percent of both legislative houses and a majority of the voters voting thereon.

The State Finance Committee debt authorization does not require voter approval; however, it is limited to providing for: (1) temporary deficiencies in the state treasury (must be discharged within 12 months of the date of incurrence); for appropriations already made by the Legislature; or (2) refunding of outstanding obligations of the state.

Legal Debt Limitation

The State Constitution and current statutes generally limit debt authorized in the preceding procedures. The limitations prohibit the issuance of new debt if it would cause the maximum annual debt service, on all thereafter-outstanding general obligation debt, to exceed a specified percentage of the arithmetic mean of general state revenues for the preceding three fiscal years.

These limitations are on the incurrence of new debt, not on the amount of debt service that may be paid by the state in future years.

As certified by the State Treasurer, the maximum debt authorization subject to limitation for Fiscal Year 2009 was $10.8 billion, under the statutory limitation.

This computation excludes specific bond issues and types, which are not secured by general state revenues. Of the $14.1 billion general obligation bond debt outstanding at June 30, 2009, $8.0 billion is subject to the limitation.

Based on the debt limitation calculation, the debt service requirements as of June 30, 2009, did not exceed the authorized debt service limitation.

For further information on the debt limit refer to the Certification of the Debt Limitation of the State of Washington available from the Office of the State Treasurer or at: http://www.tre.wa.gov/documents/debt_cdl2009.pdf.

Authorized But Unissued

The state had a total of $12.7 billion in general obligation bonds authorized but unissued as of June 30, 2009, for the purpose of capital construction and transportation projects throughout the state.

Interest Rates

Interest rates on fixed rate general obligation bonds ranged from 2.5 to 7.25 percent. Variable rate demand obligations (VRDO) of $139.6 million as of June 30, 2009, are remarketed on a weekly basis. Interest rates on revenue bonds range from 2.5 to 7.40 percent.

Debt Service Requirements to Maturity

General Obligations Bonds

General obligation bonds have been authorized and issued primarily to provide funds for:

- Acquisition and construction of state and common school capital facilities;
- Transportation construction and improvement projects;
- Assistance to local governments for public works capital projects; and
- Refunding of general obligation bonds outstanding.

Outstanding general obligations bonds are presented in the Washington State Treasurer's Annual Report for 2009.

A copy of the report is available from the Office of the State Treasurer, PO Box 40200, Olympia, Washington, 98504-0200, phone number (360) 902-9000 or TTY (360) 902-8963, or by visiting their website at: http://www.tre.wa.gov/aboutUs/publications/annualReports.shtml.

Total debt service requirements to maturity for general obligation bonds as of June 30, 2009, are as follows (expressed in thousands):

	Governmental Activities		Business-Type Activities		Totals	
General Obligation Bonds	Principal	Interest	Principal	Interest	Principal	Interest
By Fiscal Year:						
2010	$ 609,086	$ 675,235	$ 8,912	$ 4,459	$ 617,998	$ 679,694
2011	591,373	654,805	8,196	4,140	599,569	658,945
2012	588,035	631,542	7,484	3,767	595,519	635,309
2013	615,897	601,196	7,081	3,480	622,978	604,676
2014	649,482	573,196	3,805	553	653,287	573,749
2015-2019	3,469,141	2,532,876	28,901	44,910	3,498,042	2,577,786
2020-2024	3,212,176	1,730,556	4,425	11,835	3,216,601	1,742,391
2025-2029	2,768,713	1,003,265	-	-	2,768,713	1,003,265
2030-2034	1,545,246	228,697	-	-	1,545,246	228,697
Total Debt Service Requirements	$ 14,049,149	$ 8,631,368	$ 68,804	$ 73,144	$ 14,117,953	$ 8,704,512

Revenue Bonds

Revenue bonds are authorized under current state statutes, which provide for the issuance of bonds that are not supported, or not intended to be supported, by the full faith and credit of the state. The University of Washington issues general revenue bonds that are payable from general revenues, including student tuition and fees, grant indirect cost recovery, sales and services revenue, and investment income. The remainder of the state's revenue bonds pledge income derived from acquired or constructed assets for retirement of the debt and payment of the related interest.

Total debt service requirements for revenue bonds to maturity as of June 30, 2009, are as follows (expressed in thousands):

	Governmental Activities		Business-Type Activities		Totals	
Revenue Bonds	Principal	Interest	Principal	Interest	Principal	Interest
By Fiscal Year:						
2010	$ 16,831	$ 36,483	$ 37,836	$ 51,071	$ 54,667	$ 87,554
2011	17,556	36,195	29,029	50,993	46,585	87,188
2012	18,879	35,210	30,457	49,675	49,336	84,885
2013	12,480	34,232	32,235	48,273	44,715	82,505
2014	18,099	33,515	33,354	46,526	51,453	80,041
2015-2019	105,678	149,517	181,930	212,010	287,608	361,527
2020-2024	127,742	117,086	202,414	168,836	330,156	285,922
2025-2029	151,125	74,509	163,892	119,340	315,017	193,849
2030-2034	92,022	24,260	143,433	75,500	235,455	99,760
2035-2039	55,659	10,121	219,227	34,381	274,886	44,502
Total Debt Service Requirements	$ 616,071	$ 551,128	$ 1,073,807	$ 856,605	$ 1,689,878	$ 1,407,733

Governmental activities include revenue bonds outstanding at June 30, 2009, of $440.9 million issued by the Tobacco Settlement Authority (TSA), which is a blended component unit of the state. In November 2002, the TSA issued $517 million in bonds and transferred $450 million to the state to be used for increased health care, long-term care, and other programs. These bonds do not constitute either a legal or moral obligation of the state, nor does the state pledge its full faith, credit, or taxing power for payment of these bonds. The bonds are obligations of the TSA and are secured solely by the TSA's right to receive 29.2 percent of the state's tobacco settlement revenues, restricted investments of the TSA, undistributed TSA bond proceeds, and the earnings thereon held under the indenture authorizing the bonds. Total principal and interest remaining on the bonds is $848.9 million, payable through 2032. For the current year, pledged revenue and debt service were $56.3 million and $56.7 million, respectively.

Governmental activities also include revenue bonds outstanding at June 30, 2009, of $55.8 million issued by the Tumwater Office Properties (TOP), which is a blended component unit of the state. The bonds, issued in 2004, are payable solely from the trust estate pledged under the indenture, including rental payments. The bonds were used to construct an office building in Tumwater, Washington which the state occupied beginning in Fiscal Year 2006.

The bonds are not a general obligation of the state, nor does the state pledge its full faith, credit, or taxing power for payment of these bonds. Total principal and interest remaining on the bonds is $93.7 million, payable through 2028. For the current year, pledged revenue and debt service were $5.2 million and $3.6 million, respectively.

Additionally, governmental activities include revenue bonds outstanding at June 30, 2009, of $13.4 million issued by the City of Aberdeen. The bonds, issued in 1998 and 2002, are payable solely from current operating appropriations.

The bonds were used to extend utilities to the Department of Corrections Stafford Creek Corrections Center (SCCC). The bonds are not a general obligation of the state, nor does the state pledge its full faith, credit, or taxing power for payment of these bonds.

Total principal and interest remaining on these bonds is $16.4 million, payable through 2022. For the current year, pledged revenue and debt service were $1.6 million and $1.6 million, respectively.

The University of Washington has issued general revenue bonds that are payable from general revenues, including student tuition and fees, grant indirect cost recovery, sales and services revenue, and investment income. As of June 30, 2009, general revenue bonds were reported in both governmental and business-type activities.

Additionally, the University of Washington and the state's other colleges and universities also issue bonds for the purpose of housing, dining, parking, and student facilities construction. These bonds are reported within business-type activities and are secured by a pledge of specific revenues.

Total pledged specific revenues for the state's colleges and universities to repay the principal and interest of revenue bonds as of June 30, 2009, are as follows (expressed in thousands):

Source of Revenue Pledged	Housing and Dining Revenues (Net of Operating Expenses)	Student Facilities Fees and Earnings on Invested Fees	Parking Revenues (Net of Operating Expenses)	Bookstore Revenues
Current revenue pledged	$ 49,288	$ 38,421	$ 8,734	$ 514
Current year debt service	23,559	19,717	2,109	228
Total future revenues pledged *	549,822	524,577	39,743	5,709
Description of debt	Housing and dining bonds, issued in 1996-2008	Student facilities bonds, issued in 1998-2007 and refunding revenue bonds, issued in 2002-2006	Parking system and refunding revenue bonds, issued in 1999-2005	Student union and recreation center bonds issued in 2004
Purpose of debt	Construction and renovation of student housing projects	Construction, renovation and improvements to student activity facilities and sports stadium	Construction of parking garage and improvements	Construct new bookstore as part of new student union and recreation center building
Term of commitment	2013-2038	2019-2038	2024-2030	2034
Percentage of debt service to pledged revenues (current year)	47.8%	51.3%	24.2%	44.4%

* Total future principal and interest payments.

Debt Refundings

When advantageous and permitted by statute and bond covenants, the State Finance Committee authorizes the refunding of outstanding bonds and certificates of participation. Colleges and universities may also refund revenue bonds.

When the state refunds outstanding bonds, the net proceeds of each refunding issue are used to purchase U.S. government securities that are placed in irrevocable trusts with escrow agents to provide for all future debt service payments on the refunded bonds.

As a result, the refunded bonds are considered defeased and the liability is removed from the government-wide statement of net assets. There were no debt refundings in Fiscal Year 2009.

Prior Year Defeasances

In prior years, the state defeased certain general obligation and other bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the prior bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the state's financial statements.

General Obligation Bond Debt

On June 30, 2009, $715.1 million of general obligation bonded debt outstanding is considered defeased.

Revenue Bond Debt

On June 30, 2009, $78.6 million of revenue bonded debt outstanding is considered defeased.

B. CERTIFICATES OF PARTICIPATION

Certificates of participation at June 30, 2009, are reported by the state of Washington within governmental activities and business-type activities, as applicable.

Current state law authorizes the state to enter into long-term financing contracts for the acquisition of real or personal property and for the issuance of certificates of participation in the contracts. These certificates of participation do not fall under the general obligation debt limitations and are generally payable only from annual appropriations by the Legislature.

Other specific provisions could also affect the state's obligation under certain agreements. The certificates of participation are recorded for financial reporting purposes if the possibility of the state not meeting the terms of the agreements is considered remote.

Total debt service requirements for certificates of participation to maturity as of June 30, 2009, are as follows (expressed in thousands):

	Governmental Activities		Business-Type Activities		Totals	
Certificates of Participation	**Principal**	**Interest**	**Principal**	**Interest**	**Principal**	**Interest**
By Fiscal Year:						
2010	$ 54,405	$ 22,785	$ 68,460	$ 18,821	$ 122,865	$ 41,606
2011	43,912	13,778	27,926	11,909	71,838	25,687
2012	40,025	12,073	27,401	10,730	67,426	22,803
2013	37,189	10,453	27,612	9,539	64,801	19,992
2014	35,839	8,963	29,986	8,372	65,825	17,335
2015-2019	121,336	25,072	66,481	24,356	187,817	49,428
2020-2024	42,778	10,099	42,597	10,080	85,375	20,179
2025-2029	19,608	2,425	19,577	2,421	39,185	4,846
Total Debt Service Requirements	$ 395,092	$ 105,648	$ 310,040	$ 96,228	$ 705,132	$ 201,876

C. CLAIMS AND JUDGMENTS

Claims and judgments are materially related to three activities: workers' compensation, risk management, and health insurance. Workers' compensation is a business-type activity, and risk management and health insurance are governmental activities. A description of the risks to which the state is exposed by these activities, and the ways in which the state handles the risks, is presented in Note 1.E.

Workers' Compensation

At June 30, 2009, $36.7 billion of unpaid claims and claim adjustment expenses are presented at their net present and settlement value of $22.2 billion. These claims are discounted at assumed interest rates of 2.5 percent (time loss and medical) to 6.5 percent (pensions) to arrive at a settlement value.

The claims and claim adjustment liabilities of $22.2 billion as of June 30, 2009, include $11.4 billion for supplemental pension cost of living adjustments (COLAs) that by statute are not to be fully funded.

These COLA payments are funded on a pay-as-you-go basis, and the workers' compensation actuaries have indicated that future premium payments will be sufficient to pay these claims as they come due.

The remaining claims liabilities of $10.7 billion are fully funded by long-term investments, net of obligations under securities lending agreements.

Changes in the balances of workers' compensation claims liabilities during Fiscal Years 2008 and 2009 were as follows (expressed in thousands):

Workers' Compensation Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Balances End of Fiscal Year
2008	$ 19,746,492	4,022,871	(1,882,215)	$ 21,887,148
2009	$ 21,887,148	2,334,749	(2,057,829)	$ 22,164,068

Risk Management

Risk management reports liabilities when it becomes probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an actuarially determined amount for claims that have been incurred but not reported. It also includes an actuarial estimate of loss adjustment expenses for tort defense.

Because actual liabilities depend on such complex factors as inflation, changes in legal doctrines, and damage awards, it should be recognized that future loss emergence will likely deviate, perhaps materially, from the actuarial estimates. Liabilities are re-evaluated annually to take into consideration recently settled claims, the frequency of claims, and other economic or social factors.

The state is a defendant in a significant number of lawsuits pertaining to general and automobile liability matters.

As of June 30, 2009, outstanding and actuarially determined claims against the state and its agencies including actuarially projected defense costs were $720.2 million for which the state has recorded a liability. The state is restricted by law from accumulating funds in the Self Insurance Liability Program in excess of 50 percent of total outstanding and actuarially determined liabilities.

At June 30, 2009, the risk management fund held $107.2 million in cash and pooled investments designated for payment of these claims under the state's Self Insurance Liability Program.

Changes in the balances of risk management claims liabilities during Fiscal Years 2008 and 2009 were as follows (expressed in thousands):

Risk Management Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Tort Defense Payments	Balances End of Fiscal Year
2008	$ 576,563	137,753	(44,906)	(19,649)	$ 649,761
2009	$ 649,761	142,517	(52,963)	(19,118)	$ 720,197

Health Insurance

The health insurance fund establishes a liability when it becomes probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an actuarially determined amount for claims that have been incurred but not reported. Because actual claims liabilities depend on various complex factors, the process used in computing claims liabilities does not always result in an exact amount.

Claims liabilities are re-evaluated periodically to take into consideration recently settled claims, the frequency of claims, and other economic and social factors.

At June 30, 2009, health insurance claims liabilities totaling $83.4 million are fully funded with cash and investments, net of obligations under securities lending agreements.

Changes in the balances of health insurance claim liabilities during Fiscal Years 2008 and 2009 were as follows (expressed in thousands):

Health Insurance Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Balances End of Fiscal Year
2008	$ 56,318	604,294	(590,678)	$ 69,934
2009	$ 69,934	779,143	(765,636)	$ 83,441

D. LEASES

Leases at June 30, 2009, are reported by the state of Washington within governmental activities and business-type activities, as applicable.

The state leases land, office facilities, office and computer equipment, and other assets under a variety of agreements. Although lease terms vary, most leases are subject to appropriation from the state Legislature to continue the obligation. If the possibility of receiving no funding from the Legislature is remote, leases are considered noncancelable for financial reporting purposes. Leases that represent acquisitions are classified as capital leases, and the related assets and liabilities are recorded in the financial records at the inception of the lease.

Other leases are classified as operating leases with the lease payments recorded as expenditures or expenses during the life of the lease. Certain operating leases are renewable for specified periods. In most cases, management expects that the leases will be renewed or replaced by other leases.

Land, buildings and equipment under capital leases as of June 30, 2009, include the following (expressed in thousands):

	Governmental Activities	Business-Type Activities
Land (non-depreciable)	$ 1,918	$ -
Buildings	4,054	1,759
Equipment	26,533	26,107
Less: Accumulated depreciation	(26,444)	(26,461)
Totals	$ 6,061	$ 1,405

The following schedule presents future minimum payments for capital and operating leases as of June 30, 2009 (expressed in thousands):

	Capital Leases		Operating Leases	
Capital and Operating Leases	**Governmental Activities**	**Business-Type Activities**	**Governmental Activities**	**Business-Type Activities**
By Fiscal Year:				
2010	$ 3,878	$ 4,019	$ 104,540	$ 29,044
2011	2,637	2,538	94,300	29,326
2012	1,484	984	76,463	29,230
2013	1,385	389	66,176	29,877
2014	487	385	54,588	30,565
2015-2019	548	1,925	153,491	149,498
2020-2024	239	1,203	86,466	-
2025-2029	-	-	69,367	-
2030-2034	-	-	68,852	-
2035-2039	-	-	69,126	-
Total Future Minimum Payments	10,658	11,443	843,369	297,540
Less: Executory Costs and Interest Costs	(1,027)	(1,773)	-	-
Net Present Value of Future Minimum Lease Payments	$ 9,631	$ 9,670	$ 843,369	$ 297,540

The total operating lease rental expense for Fiscal Year 2009 for governmental activities was $209.4 million, of which $235 thousand was for contingent rentals. The total operating lease rental expense for Fiscal Year 2009 for business-type activities was $111.6 million.

E. LONG-TERM LIABILITY ACTIVITY

Long-term liability activity at June 30, 2009, is reported by the state of Washington within governmental activities and business-type activities, as applicable. Long-term liability activity for governmental activities for the Fiscal Year 2009 is as follows (expressed in thousands):

Governmental Activities:	Beginning Balance July 1, 2008	Additions	Reductions	Ending Balance June 30, 2009	Amounts Due Within One Year
Long-Term Debt:					
GO Bonds Payable:					
General obligation (GO) bonds	$ 12,159,165	$ 1,702,700	$ 551,435	$ 13,310,430	$ 574,205
GO - zero coupon bonds (principal)	768,140	-	29,421	738,719	34,881
Subtotal - GO bonds payable	12,927,305	1,702,700	580,856	14,049,149	609,086
Accreted interest - GO - zero coupon bonds	295,056	32,561	-	327,617	-
Revenue bonds payable *	555,382	103,186	42,497	616,071	16,831
Less: Deferred amounts for issuance discounts	(9,713)	-	(984)	(8,729)	-
Total Bonds Payable	13,768,030	1,838,447	622,369	14,984,108	625,917
Other Liabilities:					
Certificates of participation **	382,883	87,238	75,029	395,092	54,405
Claims and judgments	826,753	1,171,762	1,073,974	924,541	233,085
Installment contracts	2,874	-	99	2,775	-
Leases	15,224	33	5,626	9,631	3,559
Compensated absences	532,300	354,395	333,721	552,974	61,138
Unfunded pension obligations	113,416	40,741	27	154,130	-
Other postemployment benefits obligation	221,375	222,280	-	443,655	-
Pollution remediation ***	25,786	17,826	8,607	35,005	-
Other	181,811	367,876	330,703	218,984	186,758
Total Other Liabilities	2,302,422	2,262,151	1,827,786	2,736,787	538,945
Total Long-Term Debt	$ 16,070,452	$ 4,100,598	$ 2,450,155	$ 17,720,895	$ 1,164,862

* Beginning balance has been restated for short/long term bond liabilities for a Department of Corrections sewer extension project, and for a University of Washington fund reclassification.

** Additions include $37,969 for internal service funds.

*** Beginning balance has been restated in conjunction with the implementation of GASB Statement No. 49.

For governmental activities, payments on the certificates of participation are being repaid directly from various governmental funds. The compensated absences liability will be liquidated approximately 52.2 percent by the General Fund, 24.2 percent by the Higher Education Special Revenue Funds, and the balance by various other governmental funds. The claims and judgments liability will be liquidated primarily through the risk management fund, an internal service fund. Leases, installment contract obligations, and other liabilities will be repaid from various other governmental funds.

Long-term liability activity for business-type activities for the Fiscal Year 2009 (expressed in thousands) is as follows:

Business-Type Activities	Beginning Balance July 1, 2008	Additions	Reductions	Ending Balance June 30, 2009	Amounts Due Within One Year
Long-Term Debt:					
GO Bonds Payable:					
General obligation (GO) bonds	$ 50,810	$ 4,290	$ 14,580	$ 40,520	$ 8,010
GO - zero coupon bonds (principal)	29,259	-	975	28,284	902
Subtotal - GO bonds payable	80,069	4,290	15,555	68,804	8,912
Accreted interest - GO - zero coupon bonds	34,329	3,832	110	38,051	-
Revenue bonds payable	1,115,457	308,125	349,775	1,073,807	37,836
Less: Deferred gain/loss on bond refunding	(8,215)	-	(468)	(7,747)	-
Plus: Unamortized amounts issuance premiums	12,372	9,433	10,509	11,296	-
Less: Deferred amounts for issuance discounts	(1,696)	-	(95)	(1,601)	-
Total Bonds Payable	1,232,316	325,680	375,386	1,182,610	46,748
Other Liabilities:					
Certificates of participation	261,179	84,536	35,675	310,040	68,460
Less: Deferred amounts for issuance discounts	(1,313)	-	(146)	(1,167)	-
Claims and judgments	21,894,850	1,070,969	790,472	22,175,347	2,056,335
Lottery prize annuities payable	346,595	76,538	113,169	309,964	54,644
Tuition benefits payable	1,104,000	456,486	68,386	1,492,100	63,300
Leases	15,402	-	5,732	9,670	3,651
Compensated absences	55,229	26,290	25,835	55,684	23,679
Other postemployment benefits obligation	24,480	25,416	-	49,896	-
Other	38,666	173,388	107,005	105,049	74,100
Total Other Liabilities	23,739,088	1,913,623	1,146,128	24,506,583	2,344,169
Total Long-Term Debt	$ 24,971,404	$ 2,239,303	$ 1,521,514	$ 25,689,193	$ 2,390,917

F. POLLUTION REMEDIATION

The state reports pollution remediation obligations in accordance with GASB Statement No. 49. The liability reported involves estimates of financial responsibility and amounts recoverable as well as remediation costs.

The liability could change over time as new information becomes available and as a result of changes in remediation costs, technology and regulations governing remediation efforts. Additionally, the responsibilities and liabilities discussed in this disclosure are intended to refer to obligations solely in the accounting context. This disclosure does not constitute an admission of any legal responsibility or liability. Further, it does not establish or affect the rights or obligations of any person under the law, nor does this disclosure impose upon the state any new mandatory duties or obligations.

The state and its agencies are participating as potentially responsible parties in numerous pollution remediation projects under the provisions of the federal Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (CERCLA, generally referred to as Superfund) and the state Model Toxics Control Act.

There are 21 projects in progress for which the state has recorded a liability of $29.2 million.

The state has also voluntarily agreed to conduct certain remediation activities to the extent of funding paid to the state by third parties for such purposes. At June 30, 2009, the state has recorded a liability of $5.8 million for remaining project commitments.

Overall, the state has recorded a pollution remediation liability of $35 million, measured at its estimated amount, using the expected cash flow technique.

The pollution remediation activity at some sites for which the state would otherwise have a reportable obligation is at a point where certain costs are not reasonably estimable. For example, a site assessment, remedial investigation, or feasibility study is in progress and the cleanup methodology has not yet been determined: and, consequently, associated future costs cannot be estimated.

The state's reported liability does not include remediation costs for future activities where costs are not yet reasonably estimable.

Note 8
No Commitment Debt

The Washington State Housing Finance Commission, Washington Higher Education Facilities Authority, Washington Health Care Facilities Authority, and Washington Economic Development Finance Authority (financing authorities) were created by the state Legislature. For financial reporting purposes, they are discretely presented as component units. These financing authorities issue bonds for the purpose of making loans to qualified borrowers for capital acquisitions, construction, and related improvements.

These bonds do not constitute either a legal or moral obligation of the state or these financing authorities, nor does the state or these financing authorities pledge their faith and credit for the payment of such bonds.

Debt service on the bonds is payable solely from payments made by the borrowers pursuant to loan agreements.

Due to their no commitment nature, the bonds issued by these financing authorities are excluded from the state's financial statements.

The table below presents the June 30, 2009, balances for the "No Commitment" debt of the state's financing authorities (expressed in thousands):

Financing Authorities	Principal Balance
Washington State Housing Finance Commission	$ 3,937,808
Washington Higher Education Facilities Authority	604,567
Washington Health Care Facilities Authority	4,600,000
Washington Economic Development Finance Authority	705,988
Total No Commitment Debt	$ 9,848,363

Note 9
Fund Balances Reserved for Other Specific Purposes

The nature and purposes of fund balances reserved for other specific purposes as of June 30, 2009, are listed below (expressed in thousands):

Fund Balances	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Totals
Reserved for Other Specific Purposes:					
Long-term receivables	$ 57,894	$ 2,785	$ -	$ 1,818,567	$ 1,879,246
Long-term investments	-	106,488	-	960	107,448
Long-term student loans	-	101,340	-	-	101,340
Budget stabilization (Rainy Day)	-	-	-	21,418	21,418
Petty cash	687	9,538	-	796	11,021
Pollution remediation	-	-	-	5,829	5,829
Investments with trustees	682	-	-	515	1,197
Total Reserved for Other Specific Purposes	$ 59,263	$ 220,151	$ -	$ 1,848,085	$ 2,127,499

Note 10
Deficit Net Assets

The Risk Management Fund, an internal service fund, had deficit net assets of $617.7 million at June 30, 2009. The Risk Management Fund is used to account for the claims, torts, and judgments generally arising from automobile and general government operations, and loss adjustment expenses for tort defense. These costs are supported by premium assessments to state agencies that are designed to cover current and future claim losses. Outstanding and incurred but not reported claims are actuarially determined and accrued, resulting in the deficit net assets.

The Self Insurance Liability Program, initiated in 1990, is intended to provide funds for the payment of all claims and expenses for tort defense.

The state is restricted by law from accumulating funds in the Self Insurance Liability Program in excess of 50 percent of total outstanding and actuarially determined claims.

The following schedule details the changes in net assets for the Risk Management Fund during the fiscal year ended June 30, 2009 (expressed in thousands):

Risk Management Fund	Net Assets (Deficit)
Balance, July 1, 2008	$ (512,824)
Fiscal Year 2009 activity	(104,924)
Balance, June 30, 2009	$ (617,748)

Note 11
Retirement Plans

A. GENERAL

The state of Washington, through the Department of Retirement Systems, the Board for Volunteer Fire Fighters, and the Administrative Office of the Courts, administers 13 defined benefit retirement plans, three combination defined benefit/defined contribution retirement plans, and one defined contribution retirement plan covering eligible employees of the state and local governments.

Basis of Accounting

Pension plans administered by the state are accounted for using the accrual basis of accounting. Under the accrual basis of accounting, employee and employer contributions are recognized in the period in which employee services are performed; investment gains and losses are recognized as incurred; and benefits and refunds are recognized when due and payable in accordance with the terms of the applicable plan.

Investments

Pension plan investments are presented at fair value. Fair values are based on published market prices, quotations from national security exchanges and security pricing services, or by the respective fund managers for securities that are not actively traded. Privately held mortgages are valued at cost, which approximates fair value. Certain pension trust fund investments, including real estate and private equity, are valued based on appraisals or independent advisors. The pension funds have no investments of any commercial or industrial organization whose market value exceeds 5 percent of each plan's net assets. Additional disclosure describing investments is provided in Note 3.

Department of Retirement Systems. As established in chapter 41.50 of the Revised Code of Washington (RCW), the Department of Retirement Systems (DRS) administers eight retirement systems comprising 12 defined benefit pension plans and three combination defined benefit/defined contribution plans as follows:

- Public Employees' Retirement System (PERS)
  Plan 1 - defined benefit
  Plan 2 - defined benefit
  Plan 3 – defined benefit/defined contribution

- Teachers' Retirement System (TRS)
  Plan 1 - defined benefit
  Plan 2 - defined benefit
  Plan 3 – defined benefit/defined contribution

- School Employees' Retirement System (SERS)
  Plan 2 - defined benefit
  Plan 3 – defined benefit/defined contribution

- Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)
  Plan 1 - defined benefit
  Plan 2 - defined benefit

- Washington State Patrol Retirement System (WSPRS)
  Plan 1 - defined benefit
  Plan 2 - defined benefit

- Public Safety Employees Retirement System (PSERS)
  Plan 2 - defined benefit

- Judicial Retirement System (JRS)
  Defined benefit plan

- Judges' Retirement Fund (Judges)
  Defined benefit plan

Although some assets of the plans are commingled for investment purposes, each plan's assets may be used only for the payment of benefits to the members of that plan in accordance with the terms of the plan.

Administration of the PERS, TRS, SERS, LEOFF, WSPRS, and PSERS systems and plans was funded by an employer rate of 0.16 percent of employee salaries. Administration of the JRS and Judges plans is funded by means of legislative appropriations.

The Department of Retirement Systems prepares a stand-alone financial report. Copies of the report that include financial statements and required supplementary information may be obtained by writing to Washington State Department of Retirement Systems, PO Box 48380, Olympia, Washington 98504-8380 or by visiting their website at: http:\\www.drs.wa.gov.

Board for Volunteer Fire Fighters. As established in chapter 41.24 RCW, the Washington Board for Volunteer Fire Fighters' administers the Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Fund (VFFRPF), a defined benefit plan. Administration of VFFRPF is funded through legislative appropriation.

Administrative Office of the Courts. As established in chapter 2.14 RCW, the Administrative Office of the Courts administers the Judicial Retirement Account (JRA), a defined contribution plan. Administration of JRA is funded through member fees.

Higher Education. In addition to the retirement plans administered by the state of Washington, eligible higher education state employees may participate in privately administered Higher Education Retirement defined contribution plans.

Plan descriptions, funding policies, a table of employer contributions required and paid for defined benefit plans, schedules of funded status and funding progress, defined benefit pension plans valuations, annual pension cost, and three year trend information follow in Note 11.B through G, respectively. Information related to changes in actuarial assumptions and methods, and changes in benefit provisions are provided in Note 11.H and I. For information related to defined contribution plans, refer to Note 11.J. Details on plan net assets and changes in plan net assets of pension plans and other employee benefit funds administered by the state are presented in Note 11.K.

Membership of each state administered plan consisted of the following at June 30, 2008, the date of the latest actuarial valuation for all plans:

Number of Participating Members

Plans Administered by the State	Retirees and Beneficiaries Receiving Benefits	Terminated Members Entitled To But Not Yet Receiving Benefits	Active Plan Members Vested	Active Plan Members Nonvested	Total Members
PERS 1	54,581	2,271	10,831	832	68,515
PERS 2	17,798	22,092	85,185	38,100	163,175
PERS 3	743	2,904	9,196	17,524	30,367
TRS 1	35,879	960	5,978	83	42,900
TRS 2	1,879	2,539	6,264	1,839	12,521
TRS 3	1,392	5,200	27,583	24,777	58,952
SERS 2	2,448	4,397	15,367	3,897	26,109
SERS 3	1,425	4,203	15,433	17,077	38,138
LEOFF 1	8,134	1	420	1	8,556
LEOFF 2	1,134	649	12,700	3,926	18,409
WSPRS 1	831	116	850	1	1,798
WSPRS 2	-	2	53	181	236
PSERS 2	1	-	-	3,981	3,982
JRS	127	1	10	-	138
Judges	13	-	-	-	13
JRA	1	189	11	-	201
VFFRPF	3,575	5,866	4,562	6,280	20,283
Total	129,961	51,390	194,443	118,499	494,293

Following is a summary of the number of government employers participating in state administered retirement plans as of June 30, 2009.

Number of Participating Employers

Plan	State Agencies	School Districts	Counties/ Municipalities	Other Political Subdivisions
PERS 1	117	233	172	198
PERS 2	177	-	271	484
PERS 3	164	-	203	281
TRS 1	62	274	-	-
TRS 2	21	282	-	-
TRS 3	31	303	-	-
SERS 2	-	298	-	-
SERS 3	1	301	-	-
LEOFF 1	-	-	60	16
LEOFF 2	8	-	217	150
WSPRS 1	1	-	-	-
WSPRS 2	1	-	-	-
PSERS 2	10	-	63	-
JRS	3	-	-	-
Judges	-	-	-	-
JRA	3	-	-	-
VFFRPF	-	-	-	670

Employers can participate in multiple systems and/or plans.

B. PLAN DESCRIPTIONS

Public Employees' Retirement System (PERS)

The Legislature established PERS in 1947. Membership in the system includes: elected officials; state employees; employees of the Supreme, Appeals, and Superior Courts (other than judges currently in a judicial retirement system); employees of legislative committees; community and technical colleges, college and university employees not in national higher education retirement programs; judges of district and municipal courts; and employees of local governments.

The Higher Education Retirement Plans are not administered by DRS. Approximately 52 percent of PERS salaries are accounted for by state employment. PERS retirement benefit provisions are established in chapters 41.34 and 41.40 RCW and may be amended only by the state Legislature.

PERS is a cost-sharing multiple-employer retirement system comprised of three separate plans for membership purposes: Plans 1 and 2 are defined benefit plans and Plan 3 is a combination defined benefit/ defined contribution plan.

PERS participants who joined the system by September 30, 1977, are Plan 1 members. Those who joined on or after October 1, 1977, and by either, February 28, 2002, for state and higher education employees, or August 31, 2002, for local government employees, are Plan 2 members unless they exercise an option to transfer their membership to Plan 3.

PERS participants joining the system on or after March 1, 2002, for state and higher education employees, or September 1, 2002, for local government employees, have the irrevocable option of choosing membership in either PERS Plan 2 or PERS Plan 3. The option must be exercised within 90 days of employment. An employee is reported in Plan 2 until a choice is made. Employees who fail to choose within 90 days default to PERS Plan 3. Notwithstanding, PERS Plan 2 and Plan 3 members may opt out of plan membership if terminally ill with less than five years to live.

PERS is comprised of and reported as three separate plans: Plan 1, Plan 2/3, and Plan 3. Plan 1 accounts for the defined benefits of Plan 1 members. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members.

Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund.

All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan.

PERS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the PERS Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS.

During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in PERS Plan 1 and 2 can elect to withdraw total employee contributions and interest thereon upon separation from PERS-covered employment.

PERS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings. Employees in PERS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from PERS-covered employment.

PERS Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement after 30 years of service, or at the age of 60 with five years of service, or at the age of 55 with 25 years of service. Plan 1 members retiring from inactive status prior to the age of 65 may receive actuarially reduced benefits. Benefits are also actuarially reduced when a Plan 1 member chooses a survivor option.

The annual benefit is 2 percent of the average final compensation (AFC) per year of service (AFC is based on the greatest compensation during any 24 eligible consecutive compensation months), capped at 60 percent.

A cost-of-living allowance is granted at age 66 based upon years of service times the COLA amount (based on the Consumer Price Index), capped at 3 percent annually. Plan 1 retirees, after being retired one year, will receive the annual COLA adjustment in July if they turn 66 years of age any time in the calendar year in which the COLA is given. Plan 1 members may also elect to receive an additional COLA amount (based on the Consumer Price Index), capped at 3 percent annually. To offset the cost of this annual adjustment, the benefit is reduced.

PERS Plan 1 provides duty and non-duty disability benefits. Duty disability retirement benefits for disablement prior to the age of 60 consist of a temporary life annuity payable to the age of 60. The allowance amount is $350 a month, or two-thirds of the monthly AFC, whichever is less.

The benefit is reduced by any worker's compensation benefit and is payable as long as the member remains disabled or until the member attains the age of 60. A member with five years of membership service is eligible for non-duty disability retirement. Prior to the age of 55, the allowance amount is 2 percent of the AFC for each year of service reduced by 2 percent for each year that the member's age is less than 55.

The total benefit is limited to 60 percent of the AFC and is actuarially reduced to reflect the choice of a survivor option. A cost-of-living allowance is granted at age 66 based upon years of service times the COLA amount (indexed to the Seattle Consumer Price Index), capped at 3 percent annually. Plan 1 members may also elect to receive an additional COLA amount (indexed to the Seattle Consumer Price Index), capped at 3 percent annually. To offset the costs of this annual adjustment, the benefit is reduced.

PERS Plan 1 members can receive credit for military service while actively serving in the military, if such credit makes them eligible to retire. Members can also purchase up to 24 months of service credit lost because of an on-the-job injury.

PERS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.)

Plan 2 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. The benefit is also actuarially reduced to reflect the choice of a survivor option. There is no cap on years of service credit; and a cost-of-living allowance is granted (based on the Consumer Price Index), capped at 3 percent annually.

Refunds provided to survivors of PERS Plan 2 members that leave eligible employment after earning ten years of service credit and are subsequently killed in uniformed service to the United States while participating in Operation Enduring Freedom or Persian Gulf, Operation Iraqi Freedom is increased from 100 to 200 percent of the accumulated contributions in the member's account

PERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component.

The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.)

Effective June 7, 2006, PERS Plan 3 members may be vested either after ten years of service or after five years of service, as long as 12 consecutive months of service were accrued after attainment of age 44. Plan 3 members are immediately vested in the defined contribution portion of their plan. Vested Plan 3 members are eligible to retire with full benefits at age 65. Plan 3 retirements prior to the age of 65 receive reduced benefits.

If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. The benefit is also actuarially reduced to reflect the choice of a survivor option. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section J of this note for a description of the defined contribution component of PERS Plan 3.

PERS Plan 2 and Plan 3 provide disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3 the allowance amount is 1 percent of the AFC for each year of service.

Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option. There is no cap on years of service credit, and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index) capped at 3 percent annually. PERS members may purchase up to 24 consecutive months of service credit for each period of temporary duty disability.

Beneficiaries of a PERS Plan 2 or 3 member with 10 years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not at normal retirement age at death. This provision applies to any member killed in the course of employment, on or after June 10, 2004, if found eligible by the Director of the Department of Labor and Industries.

PERS Plan 2 and Plan 3 members can purchase service credit for military service that interrupts employment.

Additionally, PERS Plan 2 and Plan 3 members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase credit on behalf of the deceased member.

PERS Plan 2 and Plan 3 members can purchase up to 24 months of service credit lost because of an on-the-job injury. PERS Plan 2 and Plan 3 members who apply for early retirement may, at the time of retirement, purchase up to five years of additional service credit. The cost of the additional service credit is the actuarial equivalent value of the resulting increase in the member's benefit.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a PERS member who dies in the line of service as a result of injuries sustained in the course of employment, or if the death resulted from an occupational disease or infection that arose naturally or duty related illness, and proximately out of their covered employment, if found eligible by the Director of the Department of Labor and Industries.

PERS members may also purchase up to five years of additional service credit once eligible for retirement. This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

Portability of retirement benefits allows for PERS members compensation that is reportable in all dual members systems, except in WSPRS, to be included in the calculation of all dual members' benefits, and removing the "maximum benefit rule" for dual members who have less than 15 years of service in one capped plan and service in one uncapped plan.

Effective after the January 2008 distribution, gain sharing for PERS Plan 1 and Plan 3 members was discontinued.

Additional cost of living adjustments are provided to PERS Plan 1 retirees in July 2009 and new alternative early retirement provisions are created for PERS Plan 2 and Plan 3 members.

Beginning January 1, 2007 through December 31, 2007 judicial members of PERS were given the choice to participate in the Judicial Benefit Multiplier (JBM) Program enacted in 2006.

Justices or judges in PERS Plans 1 and 2 were able to make a one-time irrevocable election to pay increased contributions that would fund a retirement benefit with a 3.5 percent multiplier. The benefit would be capped at 75 percent of average final compensation.

Judges in PERS Plan 3 could elect a 1.6 percent of pay per year of service benefit, capped at 37.5 percent of average final compensation.

Members who chose to participate would:

- Accrue service credit at the higher multiplier beginning with the date of their election.
- Be subject to the benefit cap of 75 percent of AFC.
- Stop contributing to the Judicial Retirement Account (JRA).
- Pay higher contributions.
- Be given the option to increase the multiplier on past judicial service.

Members who did not choose to participate would:

- Continue to accrue service credit at the regular multiplier (i.e. 1 percent, 2 percent, or 3 percent).
- Continue to participate in JRA, if applicable.
- Never be a participant in the JBM program.
- Continue to pay contributions at the regular PERS rate.

Newly elected justices and judges who chose to become PERS members on or after January 1, 2007, or who had not previously opted into PERS membership, were required to participate in the JBM program.

Members required to join the JBM program would:

- Return to prior PERS Plan if membership had previously been established.
- Be mandated into Plan 2 and not have a Plan 3 transfer choice, if a new PERS member.
- Accrue the higher multiplier for all judicial service.
- Not contribute to JRA.
- Not have the option to increase the multiplier for past judicial service.

Judges and justices who are members of PERS may purchase prior judicial service credit at a higher multiplier at retirement.

During the period of January 1, 2009 through June 30, 2009, active and inactive PERS members who were not then serving as justices or judges, but who have served as such in the past, may request an increase in their benefit multiplier for past periods of judicial service and pay a cost that is the actuarial equivalent of the increase.

The legislature did not make any material changes in PERS benefit provisions for the Fiscal Year ended June 30, 2009.

Teachers' Retirement System (TRS)

TRS was legislatively established in 1938. Eligibility for membership requires service as a certificated public school employee in an instructional, administrative or supervisory capacity. TRS is comprised principally of non-state employees. TRS retirement benefit provisions are established in chapters 41.32 and 41.34 RCW and may be amended only by the state Legislature.

TRS is a cost-sharing multiple-employer retirement system comprised of three separate plans for membership purposes: Plans 1 and 2 are defined benefit plans and Plan 3 is a combination defined benefit/defined contribution plan.

TRS participants who joined the system by September 30, 1977, are Plan 1 members. Those who joined on or after October 1, 1977, and by June 30, 1996, are Plan 2 members unless they exercised an option to transfer their membership to Plan 3.

TRS participants joining the system on or after July 1, 1996, and those who exercised their transfer option, are members of TRS Plan 3.

TRS members hired on or after July 1, 2007 have 90 days to make an irrevocable choice to enroll in either plan 2 or Plan 3. An employee is reported in Plan 2 until a choice is made.

Employees who fail to choose within 90 days default to TRS Plan 3. Notwithstanding, TRS Plan 2 and Plan 3 members may opt out of plan membership if terminally ill, with less than five years to live.

TRS is comprised of and reported as three separate plans: Plan 1, Plan 2/3, and Plan 3. Plan 1 accounts for the defined benefits of Plan 1 members. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members.

Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund. All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan.

TRS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the TRS Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS.

During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in TRS Plan 1 and 2 can elect to withdraw total employee contributions and interest thereon upon separation from TRS-covered employment. TRS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings.

Employees in TRS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from TRS-covered employment.

TRS Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement after 30 years of service, or at the age of 60 with five years of service, or at the age of 55 with 25 years of service. The annual pension is 2 percent of the average final compensation (AFC) per year of service (AFC is based on the greatest compensation during the highest of any consecutive two compensation contract years), capped at 60 percent.

A cost-of-living allowance is granted at age 66 based upon years of service times the COLA amount, increased by 3 percent annually. Plan 1 retirees will receive the annual COLA adjustment in July if they turn 66 years of age any time in the calendar year in which the COLA is given. Plan 1 members may also elect to receive an additional COLA amount (based on the Consumer Price Index), capped at 3 percent annually. To offset the cost of this annual adjustment, the benefit is reduced.

TRS Plan 1 provides death and temporary disability benefits. TRS Plan 1 members receive the following additional lump sum death benefits: retired members- $400 (if retired with ten years of full-time membership), $400 (if inactive with ten years of membership), active members $600 (if employed full-time at time of death).

Members on temporary disability receive a monthly payment of $180 payable for up to two years, for the same occurrence. After five years of service, members on a disability retirement receive an allowance based on their salary and service to date of disability. Members enrolled in TRS prior to April 25, 1973, may elect a benefit based on the formula in effect at that time.

TRS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 2 retirements prior to the age of 65 receive reduced benefits.

If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

TRS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.)

Effective June 7, 2006, TRS Plan 3 members may be vested either after ten years of service or after five years of service, as long as 12 consecutive months of service were accrued after attainment of age 44. Plan 3 retirements prior to the age of 65 receive reduced benefits.

If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section J of this note for a description of the defined contribution component of TRS Plan 3.

TRS Plan 2 and Plan 3 members who work for at least five months of a six-month period, from September through August, and earn 630 hours or more within that six-month period receive six months of service credit.

Plan 2 and Plan 3 members need have only two years of service credit in order to be eligible to purchase up to seven years of service credit for public education experience earned in another state or with the federal government.

TRS Plan 2 and Plan 3 provide disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3, the allowance amount is 1 percent of the AFC for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option.

Beneficiaries of a TRS Plan 2 or Plan 3 member with ten years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not at normal retirement age at death. This provision applies to any member killed in the course of employment, on or after June 10, 2004, if found eligible by the Director of the Department of Labor and Industries.

TRS members can purchase service credit for military service that interrupts employment. Additionally, TRS members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase credit on behalf of the deceased member.

TRS members may purchase up to 24 consecutive months of service credit for each period of temporary duty disability.

TRS members may purchase up to five years of additional service credit once eligible for retirement.

This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

Active TRS Plan 2 and Plan 3 members may also make a one-time purchase of up to seven years of service credit for education experience earned in a state or federal public school outside the state of Washington. Completion of at least five years of service under TRS is required.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a TRS member who dies in the line of service as a result of injuries sustained in the course of employment, or if the death resulted from an occupational disease or infection that arose naturally and proximately out of their covered employment or duty related illness, if found eligible by the Director of the Department of Labor and Industries.

Portability of retirement benefits allows for TRS members compensation that is reportable in all dual members systems, except in WSPRS, to be included in the calculation of all dual members' benefits, and removing the "maximum benefit rule" for dual members who have less than 15 years of service in one capped plan and service in one uncapped plan.

Effective after the January 2008 distribution, gain sharing for TRS Plan 1 and Plan 3 members was discontinued. Additional cost of living adjustments were provided to TRS Plan 1 retirees in July 2009 and new alternative early retirement provisions were created for TRS Plan 2 and Plan 3 members.

Beginning January 1, 2007 through December 31, 2007, judicial members of TRS were given the choice to participate in the Judicial Benefit Multiplier (JBM) Program enacted in 2006.

Justices or judges in TRS Plan 1 were able to make a one-time irrevocable election to pay increased contributions that would fund a retirement benefit with a 3.5 percent multiplier. The benefit would be capped at 75 percent of average final compensation.

Members who chose to participate would:

- Accrue service credit at the higher multiplier beginning with the date of their election.
- Be subject to the benefit cap of 75 percent of AFC.
- Stop contributing to the Judicial Retirement Account (JRA).
- Pay higher contributions.
- Be given the option to increase the multiplier on past judicial service.

Members who did not choose to participate would:

- Continue to accrue service credit at the regular multiplier (i.e. 2 percent).
- Continue to participate in JRA, if applicable.
- Never be a participant in the JBM program.
- Continue to pay contributions at the regular TRS rate.

Newly elected justices and judges who chose to become TRS members on or after January 1, 2007, or who had not previously opted into TRS membership, were required to participate in the JBM program. Members required to join the JBM program would:

- Return to prior TRS Plan if membership had previously been established.
- Accrue the higher multiplier for all judicial service.
- Not contribute to JRA.
- Not have the option to increase the multiplier for past judicial service.

The legislature did not make any material changes in TRS benefit provisions for the Fiscal Year ended June 30, 2009.

School Employees' Retirement System (SERS)

The Legislature established SERS in 2000. Membership in the system includes all classified employees of school districts or educational service districts. SERS is comprised principally of non-state employees. SERS retirement benefit provisions are established in chapters 41.34 and 41.35 RCW and may be amended only by the state Legislature.

SERS is a cost-sharing multiple-employer retirement system comprised of two separate plans for membership purposes: Plan 2 is a defined benefit plan and Plan 3 is a combination defined benefit/defined contribution plan.

As of September 1, 2000, the membership of classified school employees in PERS Plan 2 was transferred to SERS Plan 2. Those who joined on or after October 1, 1977, and by August 31, 2000, are SERS Plan 2 members unless they exercised an option to transfer their membership to Plan 3.

SERS participants joining the system on or after September 1, 2000, and those who exercised their transfer option, are members of SERS Plan 3.

SERS members hired on or after July 1, 2007 have 90 days to make an irrevocable choice to enroll in either Plan 2 or Plan 3. An employee is reported in Plan 2 until a choice is made. Employees who fail to choose within 90 days default to SERS Plan 3. Notwithstanding, SERS Plan 2 and Plan 3 members may opt out of plan membership if terminally ill, with less than five years to live.

SERS is comprised of and reported as two separate plans: Plan 2/3 and Plan 3. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members.

Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund. All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan.

SERS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the SERS Plan 2 defined benefit plan accrue interest at a rate specified by DRS. During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly.

Employees in SERS Plan 2 can elect to withdraw total employee contributions and interest thereon upon separation from SERS-covered employment. SERS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings.

Employees in SERS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from SERS-covered employment.

SERS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the average final compensation (AFC) per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.)

Plan 2 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. The benefit is also actuarially reduced to reflect the choice of a survivor option. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

SERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.)

Effective June 7, 2006, SERS Plan 3 members are vested in the defined benefit portion of their plan after ten years of service; or after 5 years of service if 12 months of that service are earned after age 44; or after five service credit years earned in PERS Plan 2 by September 1, 2000. Plan 3 members are immediately vested in the defined contribution portion of their plan. Vested Plan 3 members are eligible to retire with full benefits at the age of 65. SERS Plan 3 members who retire prior to the age of 65 receive reduced benefits.

If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. The benefit is also actuarially reduced to reflect the choice of a survivor option. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section J of this note for a description of the defined contribution component of SERS Plan 3.

Effective after the January 2008 distribution, gain sharing for SERS Plan 3 members was discontinued and new alternative early retirement provisions were created for SERS Plan 2 and Plan 3 members.

SERS members can purchase service credit for military service that interrupts employment. Additionally, SERS members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase service credit on behalf of the deceased member. SERS members may purchase up to 24 consecutive months of service credit for each period of temporary duty disability.

SERS provides disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3 the allowance amount is 1 percent of the AFC for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option.

Beneficiaries of a SERS member with ten years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not at normal retirement age at death. This provision applies to any member killed in the course of employment, on or after June 10, 2004, if found eligible by the Director of the Department of Labor and Industries.

SERS members who apply for early retirement may, at the time of retirement, purchase up to five years of additional service credit. The cost of the additional service credit is the actuarial equivalent value of the resulting increase in the member's benefit.

SERS members may also purchase up to five years of additional service credit once eligible for retirement. This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

SERS members who work for at least five months of a six-month period, from September through August, and earn 630 hours or more within that six-month period receive six months of service credit.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a SERS member who dies in the line of service as a result of injuries sustained in the course of employment, or if the death resulted from an occupational disease or infection that arose naturally and proximately out of their covered employment, or duty related illness if found eligible by the Director of the Department of Labor and Industries.

Portability of retirement benefits allows for SERS members compensation that is reportable in all dual members systems, except in WSPRS, to be included in the calculation of all dual members' benefits, and removing the "maximum benefit rule" for dual members who have less than 15 years of service in one capped plan and service in one uncapped plan.

The legislature did not make any material changes in SERS benefit provisions for the Fiscal Year ended June 30, 2009.

Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)

LEOFF was established in 1970 by the Legislature. Membership includes all full-time, fully compensated, local law enforcement officers and firefighters, and as of July 24, 2005, those emergency medical technicians who were given the option and chose LEOFF Plan 2 membership.

LEOFF membership is comprised primarily of non-state employees, with Department of Fish and Wildlife enforcement officers who were first included prospectively effective July 27, 2003, being a major exception. LEOFF retirement benefit provisions are established in chapter 41.26 RCW and may be amended only by the state Legislature.

LEOFF is a cost-sharing multiple-employer retirement system comprised of two separate defined benefit plans. LEOFF participants who joined the system by September 30, 1977 are Plan 1 members. Those who joined on or after October 1, 1977, are Plan 2 members.

Effective July 1, 2003, the LEOFF Plan 2 Retirement Board was established by Initiative 790 to provide governance of LEOFF Plan 2. The Board's duties include adopting contribution rates and recommending policy changes to the Legislature for the LEOFF Plan 2 retirement plan.

LEOFF defined benefit retirement benefits are financed from a combination of investment earnings, employer and employee contributions, and a special funding situation in which the state pays through state legislative appropriations. Employee contributions to the LEOFF Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS.

During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in LEOFF Plan 1 and 2 can elect to withdraw total employee contributions and interest earnings thereon upon separation from LEOFF-covered employment.

LEOFF Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement with five years of service at the age of 50.

The benefit per year of service calculated as a percent of final average salary (FAS) is as follows:

Term of Service	Percent of FAS
20+	2.0%
10-19	1.5%
5-9	1.0%

The FAS is the basic monthly salary received at the time of retirement, provided a member has held the same position or rank for 12 months preceding the date of retirement. Otherwise, it is the average of the highest consecutive 24 months' salary within the last ten years of service. A cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index).

LEOFF Plan 1 provides death and disability benefits. Death benefits for Plan 1 members on active duty consist of the following: (1) If eligible spouse, 50 percent of the FAS, plus 5 percent of FAS for each surviving child, with a limitation on the combined allowances of 60 percent of the FAS; or (2) If no eligible spouse, 30 percent of FAS for the first child plus 10 percent for each additional child, subject to a 60 percent limitation of FAS.

The LEOFF Plan 1 disability allowance is 50 percent of the FAS plus 5 percent for each child up to a maximum of 60 percent. Upon recovery from disability before the age of 50, a member is restored to service with full credit for service while disabled. Upon recovery after the age of 50, the benefit continues as the greater of the member's disability allowance or service retirement allowance.

LEOFF Plan 1 members may purchase up to five years of additional service credit once eligible for retirement. This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

LEOFF Plan 2 members are vested after the completion of five years of eligible service. Plan 2 members may retire at age 50 with 20 years of service, or at the age of 53 with five years of service, with an allowance of 2 percent of the FAS per year of service (FAS is based on the highest consecutive 60 months). Plan 2 members who retire prior to the age of 53 receive reduced benefits.

Benefits are actuarially reduced for each year that the benefit commences prior to age 53 and to reflect the choice of a survivor option. If the member has at least 20 years of service and is age 50, the reduction is 3 percent for each year prior to age 53. There is no cap on years of service credit; and a cost-of-living allowance is granted (based on the Consumer Price Index), capped at 3 percent annually.

LEOFF Plan 2 members may purchase up to five years of additional service credit at retirement. LEOFF Plan 2 members can also purchase service credit for military service that interrupts employment.

Additionally, LEOFF Plan 2 members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase credit on behalf of the deceased member.

LEOFF Plan 2 provides disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the FAS for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 53, unless the disability is duty-related, and to reflect the choice of a survivor option.

If the member has at least 20 years of service and is age 50, the reduction is 3 percent for each year prior to age 53. Plan 2 members may purchase up to 24 consecutive months of service credit for each period of temporary duty disability.

For Emergency Medical Technicians who joined LEOFF Plan 2 as a result of 2003 and 2005 legislation the five year waiting period is waived when they retire due to disability or die.

Members of LEOFF Plan 2 who leave service because of a line of duty disability are allowed to withdraw 150 percent of accumulated member contributions. This withdrawal benefit is not subject to federal income tax.

Alternatively, members of LEOFF Plan 2 who leave service because of a line of duty disability may be eligible to receive a retirement allowance of at least 10 percent of the FAS and 2 percent per year of service beyond five years. The first 10 percent of FAS is not subject to federal income tax.

LEOFF Plan 2 members who are severely disabled in the line of duty and incapable of substantial gainful employment in any capacity in the future, can receive a catastrophic disability benefit from LEOFF Plan 2 equal to 70 percent of their final average salary subject to offsets for workers' compensation and Social Security disability benefits received.

LEOFF Plan 2 retirees may return to work in an eligible position covered by another retirement system, choose membership in that system and suspend their pension benefits, or not choose membership and continue receiving pension benefits without interruption.

Beneficiaries of a LEOFF Plan 2 member with ten years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not at normal retirement age at death.

This provision applied to any member killed in the course of employment, or after June 10, 2004, if found eligible by the Director of the Department of Labor and Industries.

Beginning in 2011, when state General Fund revenues increase by at least 5 percent over the prior biennium's revenues, the State Treasurer will transfer, subject to legislative appropriation, specific amounts into a Local Public Safety Enhancement Account. Half of this transfer will be proportionately distributed to all jurisdictions with LEOFF Plan 2 members. The other half will be transferred to a LEOFF Retirement System Benefits Improvement Account to fund benefit enhancements for LEOFF Plan 2 members.

Eligible survivors of LEOFF Plan 2 members who are killed in the line of duty are reimbursed for the cost of on-going health care insurance coverage.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a LEOFF Plan 2 member who dies as a result of injuries sustained in the course of employment or dies from occupational disease or duty-related illness such as an infectious disease or cancer resulting from a job-related exposure, or duty related illness if found eligible by the Director of the Department of Labor and Industries.

Portability of retirement benefits allows for LEOFF Plan 2 members compensation that is reportable in all dual members systems, except in WSPRS, to be included in the calculation of all dual members' benefits, and removing the "maximum benefit rule" for dual members who have less than 15 years of service in one capped plan and service in one uncapped plan.

Active LEOFF members can choose whether or not to obtain and pay for Medicare coverage through a "divided referendum" process.

The legislature did not make any material changes in LEOFF benefit provisions for the Fiscal Year ended June 30, 2009.

Washington State Patrol Retirement System (WSPRS)

WSPRS was established by the Legislature in 1947. Any commissioned employee of the Washington State Patrol is eligible to participate. WSPRS benefits are established in chapter 43.43 RCW and may be amended only by the state Legislature.

WSPRS is a single-employer defined benefit retirement system. WSPRS participants who joined the system by December 31, 2002, are Plan 1 members. Those who joined on or after January 1, 2003, are Plan 2 members.

For financial reporting and investment purposes, however, both plans are accounted for in the same pension fund.

WSPRS retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to WSPRS accrue interest at a rate specified by DRS.

During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.364 percent annually, compounded monthly. Employees in WSPRS can elect to withdraw total employee contributions and interest earnings thereon upon separation from WSPRS-covered employment.

WSPRS member contribution rates will be no more than 7 percent of pay plus half the cost of any future benefit improvements. Employers will pay the contribution rate required to cover all system costs that are not covered by the member contribution rate. Also a minimum total contribution rate is established for WSPRS, beginning July 1, 2009.

There is no vesting requirement for active WSPRS members. Inactive WSPRS members are vested after the completion of five years of eligible service. Members are eligible for retirement at the age of 55 with five years of service, or after 25 years of service.

The annual pension is 2 percent of the average final salary (AFS), capped at 75 percent, per year of service. A cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually. The WSPRS mandatory retirement age is 65, but does not apply to the member serving as chief of the Washington State Patrol.

WSPRS members may purchase up to five years of additional service credit once eligible for retirement. This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

WSPRS benefit provisions include death benefits; however, the system provides no disability benefits. Disability benefits may be available from the Washington State Patrol. If disability benefits are received, the member may be eligible to acquire service credit for the period of disability.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a WSPRS member who dies as a result of injuries sustained in the course of employment or dies from occupational disease or duty-related illness such as an infectious disease or cancer resulting from a job-related exposure, or duty related illness if found eligible by the Director of the Department of Labor and Industries.

The spouse and dependent children of a WSPRS member who is killed in the course of employment will be reimbursed for any payments of medical premiums to the Washington State Health Care Authority.

For WSPRS Plan 1 members, AFS is based on the average of the two highest-paid service credit years and excludes voluntary overtime.

Death benefits for Plan 1 members on active duty consist of the following: (1) If eligible spouse, 50 percent of the AFS, plus 5 percent of the AFS for each surviving child, with a limitation on the combined allowances of 60 percent of the AFS; or (2) If no eligible spouse, 30 percent of AFS for the first child plus 10 percent for each additional child, subject to a 60 percent limitation of AFS.

For WSPRS Plan 2 members, AFS is based on the average of the five consecutive highest-paid service credit years and excludes both voluntary overtime and cash-outs of annual and holiday leave. At retirement, Plan 2 members also have the option of selecting an actuarially reduced benefit in order to provide for post-retirement survivor benefits.

Death benefits for active-duty Plan 2 members consist of the following: (1) If the member is single or has less than ten years of service, the return of the member's accumulated contributions; or (2) If the member is married, has an eligible child, or has completed ten years of service, a reduced benefit allowance reflecting a joint and 100 percent survivor option or 150 percent of the member's accumulated contributions, at the survivor's option. WSPRS Plan 2 members can purchase service credit for military service that interrupts employment.

Additionally, WSPRS Plan 2 members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase credit on behalf of the deceased member.

Beneficiaries of a WSPRS Plan 2 member with ten years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not of normal retirement age at death.

This provision applies to any member killed in the course of employment, on or after June 10, 2004, if found eligible by the Director of the Department of Labor and Industries. The legislature did not make any material changes in WSPRS benefit provisions for the Fiscal Year ended June 30, 2009.

Public Safety Employees' Retirement System (PSERS)

PSERS was created by the 2004 Legislature and became effective July 1, 2006. PSERS pension benefit provisions have been established by chapter 41.37 RCW and may be only amended by the state Legislature.

PSERS is a cost-sharing multiple-employer retirement system comprised of a single defined benefit plan, PSERS Plan 2.

PSERS membership includes:

- Full-time employees of a covered employer on or before July 1, 2006, who met at least one of the PSERS eligibility criteria, and elected membership during the election period of July 1, 2006 to September 30, 2006; and,
- Full-time employees hired on or after July 1, 2006 by a covered employer, that meet at least one of the PSERS eligibility criteria.

A "covered employer" is one that participates in PSERS. Covered employers include:

- State of Washington agencies: Department of Corrections, Parks and Recreation Commission, Gambling Commission, Washington State Patrol, Liquor Control Board, and Department of Natural Resources;
- Washington state counties; and,
- Washington cities except for Seattle, Tacoma and Spokane.

To be eligible for PSERS, an employee must work on a full-time basis and:

- Have completed a certified criminal justice training course with authority to arrest, conduct criminal investigations, enforce the criminal laws of Washington, and carry a firearm as part of the job: or
- Have primary responsibility to ensure the custody and security of incarcerated or probationary individuals; or
- Function as a limited authority Washington peace officer, as defined in RCW 10.93.020; or
- Have primary responsibility to supervise eligible members who meet the above criteria.

PSERS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the PSERS defined benefit plans accrue interest at a rate specified by DRS.

During Fiscal Year 2009, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in PSERS can elect to withdraw total employee contributions and interest thereon upon separation from PSERS-covered employment.

PSERS benefits are vested after an employee completes five years of eligible service. PSERS members may retire at the age 65 with five years of service, or at the age of 60 with at least ten years of PSERS service credit, with an allowance of 2 percent of the average final compensation (AFC) per year of service.

The AFC is the monthly average of the member's 60 consecutive highest-paid service credit months, excluding any severance pay such as lump-sum payments for deferred sick leave, vacation or annual leave. Plan 2 retirees prior to the age of 60 receive reduced benefits. If retirement is at age 53 or older with at least 20 years of service, a 3 percent per year reduction for each year between the age at retirement and age 60 applies. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

PSERS members can purchase service credit for military service that interrupts employment. Additionally, PSERS members who become totally incapacitated for continued employment while serving in the uniformed services may apply for interruptive military service credit. Should any such member die during this active duty, the member's surviving spouse or eligible children may purchase credit on behalf of the deceased member.

PSERS members may also purchase up to five years of additional service credit once eligible for retirement. This credit can only be purchased at the time of retirement, and cannot be used to qualify for any retirement eligibility or benefit reductions based upon years of service. This credit is to be used exclusively to provide the member with a monthly annuity that is paid in addition to the member's retirement allowance.

PSERS provides disability benefits. There is no minimum amount of service credit required for eligibility. Eligibility is based on the member being totally incapacitated for continued employment with a PSERS employer and leaving that employment as a result of the disability. The disability allowance is 2 percent of the average final compensation (AFC) for each year of service.

AFC is based on the member's 60 consecutive highest creditable months of service. Service credit is the total years and months of service credit at the time the member separates from employment. Benefits are actuarially reduced for each year that the member's age is less than 60 (with ten or more service credit years in PSERS), or less than 65 (with fewer than ten service credit years).

PSERS members may purchase up to 24 consecutive months of service credit (up from 12 months) for each period of temporary duty disability.

Beneficiaries of a PSERS member with ten years of service who is killed in the course of employment receive retirement benefits without actuarial reduction, if the member was not at normal retirement age at death. This provision applies to any member killed in the course of employment, if found eligible by the Director of the Department of Labor and Industries.

A $150,000 death benefit is provided to the estate (or duly designated nominee) of a PSERS member who dies as a result of injuries sustained in the course of employment, or if the death resulted from an occupational disease or infection that arose naturally and proximately out of their covered employment, or duty related illness if found eligible by the Director of the Department of Labor and Industries.

Portability of retirement benefits allows for PSERS members compensation that is reportable in all dual members systems, except in WSPRS, to be included in the calculation of all dual members' benefits, and removing the "maximum benefit rule" for dual members who have less than 15 years of service in one capped plan and service in one uncapped plan.

The legislature did not make any material changes to PSERS benefit provisions for the Fiscal Year ended June 30, 2009.

Judicial Retirement System (JRS)

JRS was established by the Legislature in 1971. Membership includes judges elected or appointed to the Supreme Court, Court of Appeals, and Superior Courts on or after August 9, 1971. The system was closed to new entrants on July 1, 1988, with new judges joining PERS Plan 2. JRS retirement benefit provisions are established in chapter 2.10 RCW and may be amended only by the state Legislature.

JRS is an agent multiple-employer retirement system comprised of a single defined benefit plan. JRS retirement benefits are financed on a pay-as-you-go basis from a combination of investment earnings, employer contributions, employee contributions, and a special funding situation in which the state pays the remaining contributions.

During Fiscal Year 2009, the DRS established rate on employee contributions was 5.5 percent, compounded quarterly. JRS employees who are vested in the plan may not elect to withdraw their contributions upon termination.

However, any JRS member that left the system before July 1, 1988, or his/her spouse, who was ineligible to receive a benefit at that time, may apply and receive a refund of such contributions from DRS, if said contributions have not been already refunded via a sundry claims appropriation from the state Legislature.

JRS members are eligible for retirement at the age of 60 with 15 years of service, or at the age of 60 after 12 years of service (if the member left office involuntarily) with at least 15 years after beginning judicial service.

The benefit per year of service calculated as a percent of average final compensation (AFC) is the table below. This benefit is capped at 75 percent of AFC, exclusive of cost of living increases.

Term of Service	Percent of AFC
15+	3.5%
10-14	3.0%

Death and disability benefits are also provided. Eligibility for death benefits while on active duty requires ten or more years of service. A monthly spousal benefit is provided which is equal to 50 percent of the benefit a member would have received if retired.

If the member is retired, the surviving spouse receives the greater of 50 percent of the member's retirement benefit or 25 percent of the AFC. For members with ten or more years of service, a disability benefit of 50 percent of AFC is provided.

There were no material changes in JRS benefit provisions for the Fiscal Year ended June 30, 2009.

Judges' Retirement Fund (Judges)

The Judges' Retirement Fund was created by the Legislature on March 22, 1937 to provide retirement benefits to judges of the Supreme Court, Court of Appeals, or Superior Courts of the state of Washington.

Subsequent legislation required that all judges, first appointed or elected to office on or after August 1, 1971, enter the Judicial Retirement System. Judges' retirement benefit provisions are established in chapter 2.12 RCW and may be amended only by the state Legislature.

The Judges' Retirement Fund is an agent multiple-employer retirement system comprised of a single defined benefit plan. There are currently no active members in this plan.

Retirement benefits were financed on a pay-as-you-go basis from a combination of past employee contributions, past employer contributions, and a special funding situation in which the state paid the remaining contributions. Retirees did not earn interest on their contributions, nor could they elect to withdraw their contributions upon termination.

Judges' members are eligible for retirement at the age of 70 with ten years of service, or at any age with 18 years of service. Members are eligible to receive a partial retirement allowance after 12 years of credited service as a judge. With the exception of a partial retirement allowance, the member receives a benefit equal to one-half of the monthly salary being received as a judge at the time of retirement, or at the end of the term immediately prior to retirement if retirement occurs after the expiration of the member's term in office. A partial retirement allowance is based on the proportion of the member's 12 or more years of service in relation to 18 years of service.

There were no material changes in Judges' benefit provisions for the Fiscal Year ended June 30, 2009.

The Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Fund (VFFRPF)

The Volunteer Fire Fighters' Relief Act was created by the Legislature in 1935 and the pension portion of the act was added in 1945. Membership in the system requires volunteer firefighter service with a fire department of an electing municipality of Washington State, emergency work as an emergency medical technician with an emergency medical service district, or work as a commissioned reserve law enforcement officer.

Retirement benefits are established in chapter 41.24 RCW and may be amended only by the state Legislature

VFFRPF is a cost-sharing multiple-employer retirement system that provides death and active duty disability benefits to all members, and optional defined benefit pension plan payments. VFFRPF retirement benefits are financed from a combination of investment earnings, member contributions, municipality contributions, and a special funding situation where the state pays the remaining contributions. Since retirement benefits cover volunteer service, benefits are paid based on years of service not salary. Members are vested after ten years of service. VFFRPF members accrue no interest on contributions and may elect to withdraw their contributions upon termination.

After 25 years of active membership, members having reached the age of 65 and who have paid their annual retirement fee for 25 years are entitled to receive a monthly benefit of $50 plus $10 per year of service. The maximum monthly benefit is $300. Reduced pensions are available for members under the age of 65 or with less than 25 years of service.

Death and active duty disability benefits are provided at no cost to the member. Death benefits in the line of duty consist of a lump sum of $152,000. Funeral and burial expenses are also paid in a lump sum of $2,000 for members on active duty. Members receiving disability benefits at the time of death shall be paid $500.

Members on active duty shall receive disability payments of $2,550 per month for up to six months; thereafter, payments are reduced. Disabled members receive $1,275 per month, their spouse $255, and dependent children $110.

Effective July 22, 2007, when vocational rehabilitation is likely to enable disabled members to return to employment benefits may be paid for the costs associated with the rehabilitation training.

Effective July 1, 2001, the disability income benefits and the maximum survivor benefits under the Relief Plan are increased for increases in the Consumer Price Index.

There were no material changes in VFFRPF benefit provisions for the Fiscal Year ended June 30, 2009.

C. FUNDING POLICIES

With the exception of LEOFF Plan 2, The Legislature provided for minimum contribution rates for all retirement plans (Chapter 365, Laws of 2006 and Chapter 300, Laws of 2007). The LEOFF 2 Board provided for minimum contribution rates for the LEOFF Plan 2. These minimum rates will go into effect beginning with the 2009-11 biennium.

The table at the end of this section provides the required contribution rates for all plans (expressed as a percentage of current year covered payroll) at the close of Fiscal Year 2009.

Public Employees' Retirement System (PERS)

Each biennium, the state Pension Funding Council adopts Plan 1 employer contribution rates, Plan 2 employer and employee contribution rates, and Plan 3 employer contribution rates. Employee contribution rates for Plan 1 are established by statute at 6 percent for state agencies and local government unit employees, and at 7.5 percent for state government elected officials.

The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature. Under PERS Plan 3, employer contributions finance the defined benefit portion of the plan and member contributions finance the defined contribution portion.

The Employee Retirement Benefits Board sets Plan 3 employee contribution rates. Six rate options are available ranging from 5 to 15 percent; two of the options are graduated rates dependent on the employee's age.

As a result of the implementation of the Judicial Benefit Multiplier (JBM) Program in January 2007, a second tier of employer and employee rates were developed to fund, along with investment earnings, the increased retirement benefits of those justices and judges that participate in the program.

The methods used to determine the contribution requirements are established under state statute in accordance with chapters 41.40 and 41.45 RCW.

Teachers' Retirement System (TRS)

Each biennium the state Pension Funding Council adopts Plan 1 employer contribution rates, Plan 2 employer and employee contribution rates, and Plan 3 employer contribution rates.

Employee contribution rates for Plan 1 are established by statute at 6 percent for state agencies and local government unit employees, and at 7.5 percent for state elected officials.

The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature.

Under TRS Plan 3, employer contributions finance the defined benefit portion of the plan and member contributions finance the defined contribution portion.

The Employee Retirement Benefits Board sets Plan 3 employee contribution rates. Six rate options are available ranging from 5 to 15 percent; two of the options are graduated rates dependent on the employee's age.

The methods used to determine the contribution requirements are established under state statute in accordance with chapters 41.32 and 41.45 RCW.

As a result of the implementation of the Judicial Benefit Multiplier (JBM) Program in January 2007, a second tier of employee rates were developed to fund, along with investment earnings, the increased retirement benefits of those judges that participate in the program.

The required employer contribution rate for a TRS employer of Supreme Court Justices, Court of Appeals Judges and Superior Court Judges equals the TRS contribution rate. The required member contribution rate of TRS 1 Supreme Court Justices, Court of Appeals Judges and Superior Court Judges is the TRS 1 rate of 6 percent plus 3.76 percent of pay. These higher rates, along with investment earnings, are intended to fund the increased retirement benefits of those judges that choose to participate in the JBM program.

School Employees' Retirement System (SERS)

Each biennium the state Pension Funding Council adopts Plan 2 employer and employee contribution rates and Plan 3 employer contribution rates. The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature. Under SERS Plan 3, employer contributions finance the defined benefit portion of the plan and member contributions finance the defined contribution portion. The Employee Retirement Benefits Board sets Plan 3 employee contribution rates. Six rate options are available ranging from 5 to 15 percent; two of the options are graduated rates dependent on the employee's age.

The methods used to determine the contribution requirements are established under state statute in chapters 41.35 and 41.45 RCW.

Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)

Beginning July 1, 2000, Plan 1 employers and employees contribute 0 percent as long as the plan remains fully funded. Employer and employee contribution rates are developed by the Office of the State Actuary to fully fund the plan. Plan 2 employers and employees are required to pay at the level adopted by the LEOFF 2 Board. All employers are required to contribute at the level required by state statute.

The Legislature, by means of a special funding arrangement, appropriated money from the state General Fund to supplement the current service liability and fund the prior service costs of Plan 1 and Plan 2 in accordance with the requirements of the Pension Funding Council and the LEOFF 2 Board.

However, this special funding situation is not mandated by the State Constitution and this funding requirement could be returned to the employers by a change of statute. For Fiscal Year 2009, the state contributed $51.1 million to LEOFF Plan 2.

Washington State Patrol Retirement System (WSPRS)

Each biennium, the state Pension Funding Council adopts the employee and the state contribution rates. The employee and the state contribution rates are developed by the Office of the State Actuary to fully fund the plan.

State statute also requires employees to contribute at a rate of at least 2 percent. The methods used to determine the contribution requirements are established under state statute in accordance with chapters 43.43 and 41.45 RCW.

Public Safety Employees' Retirement System (PSERS)

Each biennium the state Pension Funding Council adopts Plan 2 employers and employee contribution rates. The employer and employee contribution rates for Plan 2 are developed by the Office of the State Actuary to fully fund Plan 2. All employers are required to contribute at the level established by the Legislature. The methods used to determine the contribution requirements are established under state statute in chapters 41.37 and 41.45 RCW.

Judicial Retirement System (JRS)

Contributions made are based on rates set in chapter 2.10 RCW. By statute, employees are required to contribute 7.5 percent with an equal amount contributed by the state. In addition, the state guarantees the solvency of the JRS on a pay-as-you-go basis. Each biennium, the Legislature, through biennial appropriations from the state General Fund, contributes amounts sufficient to meet benefit payment requirements. For Fiscal Year 2009, the state contributed $ 10.2 million.

Judges' Retirement Fund (Judges)

Contributions made are based on rates set in chapter 2.12 RCW. By statute, employees are required to contribute 6.5 percent with an equal amount contributed by the state. In addition, the state guarantees the solvency of the Judges' Retirement Fund on a pay-as-you-go basis. As of June 30, 2008, there are no active members remaining in the Judges Retirement Fund and member contributions are no longer collected. Each biennium, the Legislature, through biennial appropriations from the state General Fund, contributes amounts sufficient to meet benefit payment requirements. For Fiscal Year 2009, however, no appropriations or contributions were made.

The Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Fund (VFFRPF)

The retirement provisions of VFFRPF is funded through member contributions of $30 per year, employer contributions of $30 per year, and 40 percent of the Fire Insurance Premium Tax, as per chapter 41.24 RCW. VFFRPF members earn no interest on contributions and may elect to withdraw their contributions upon termination.

Administrative expenses are funded through fire insurance premium taxes and are maintained in a separate fund. Amounts not needed for administrative expenses are transferred to VFFRPF.

Required contribution rates (expressed as a percentage of current year covered payroll) for all retirement plans at the close of Fiscal Year 2009 were as follows:

Actual Contribution Rates	Employer			Employee		
	Plan 1	Plan 2	Plan 3	Plan 1	Plan 2	Plan 3
PERS						
Members Not Participating in JBM						
State agencies*	8.31%	8.31%	8.31%**	6.00%	5.45%	***
Local governmental units*	8.31%	8.31%	8.31%**	6.00%	5.45%	***
State gov't elected officials*	12.39%	8.31%	8.31%**	7.50%	5.45%	***
Members Participating in JBM						
State agencies*	10.81%	10.81%	10.81%**	9.76%	11.13%	7.50%****
Local governmental units*	8.31%	8.31%	8.31%**	12.26%	13.63%	7.50%****
TRS						
Members Not Participating in JBM						
State agencies*	8.46%	8.46%	8.46%**	6.00%	4.26%	***
Local governmental units*	8.46%	8.46%	8.46%**	6.00%	4.26%	***
State gov't elected officials*	8.46%	8.46%	8.46%**	7.50%	4.26%	***
Members Participating in JBM						
State agencies*	8.46%	n/a	n/a	12.26%	n/a	n/a
SERS						
State agencies*	n/a	7.54%	7.54%**	n/a	4.68%	***
Local governmental units*	n/a	7.54%	7.54%**	n/a	4.68%	***
LEOFF						
Ports and universities*	n/a	8.99%	n/a	n/a	8.83%	n/a
Local governmental units*	0.16%	5.46%	n/a	0.16%	8.83%	n/a
State of Washington	n/a	3.53%	n/a	n/a	n/a	n/a
WSPRS						
State agencies*	7.86%	7.86%	n/a	6.65%	6.65%	n/a
PSERS						
State agencies*	n/a	9.43%	n/a	n/a	6.57%	n/a
Local governmental units*	n/a	9.43%	n/a	n/a	6.57%	n/a

* Includes and administrative expense rate of 0.16%.

** Plan 3 defined benefit portion only.

*** Variable from 5% to 15% based on rate selected by the member.

**** Minimum Rate.

D. EMPLOYER CONTRIBUTIONS REQUIRED AND PAID

The following table presents the state of Washington's required contributions in millions of dollars to cost-sharing plans in accordance with the funding policy. All contributions required by the funding method were paid.

	2009	2008	2007
PERS Plan 1	$169.0	$115.5	$59.9
PERS Plan 2/3	217.6	159.6	118.3
TRS Plan 1	8.0	4.3	2.1
TRS Plan 2/3	0.8	0.5	0.6
SERS Plan 2/3	0.0	0.0	0.0
PSERS Plan 2	7.7	5.9	2.8
LEOFF Plan 1	0.0	0.0	0.0
LEOFF Plan 2	52.0	45.9	38.6
VFFRPF	5.2	5.0	6.0

There are no long-term contracts for contributions for any of the retirement plans administered by the state.

E. FUNDED STATUS AND FUNDING PROGRESS

The funded status of each plan as of June 30, 2008, the most recent actuarial valuation date, is as follows (dollars in millions):

	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
PERS Plan 1	$ 9,853.0	$ 13,901.0	$ 4,048.0	71%	$ 638.0	634%
PERS Plan 2/3*	16,693.0	16,508.0	(185.0)	101%	7,869.0	0%
TRS Plan 1	8,262.0	10,754.0	2,492.0	77%	432.0	577%
TRS Plan 2/3*	5,681.0	5,264.0	(417.0)	108%	3,621.0	0%
SERS Plan 2/3*	2,303.0	2,207.0	(96.0)	104%	1,379.0	0%
LEOFF Plan 1	5,592.0	4,368.0	(1,224.0)	128%	37.0	0%
LEOFF Plan 2*	5,053.0	3,998.0	(1,055.0)	126%	1,345.0	0%
WSPRS 1/2*	870.0	745.0	(125.0)	117%	79.0	0%
PSERS 2*	39.0	33.0	(6.0)	118%	200.0	0%
JRS	1.0	91.5	90.5	1%	1.3	6,962%
Judges	3.6	3.5	(0.1)	103%	N/A	N/A
VFFRPF	161.0	153.0	(8.0)	105%	N/A	N/A

N/A indicates data not applicable

* These plans use the aggregate actuarial cost method which does not identify or separately amortize unfunded actuarial liabilities. For this reason, the information shown above has been prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress of these plans.

Source: Washington State Office of the State Actuary

The Schedules of Funding Progress, presented as Required Supplementary Information (RSI) following the notes to the financial statements, present multi-year trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the AALs (Actuarial Accrued Liability) for benefits. Additional information for the state's defined benefit plans as of the latest valuation date is presented on the following page.

Defined Benefit Pension Plans Administered by the State

For the Fiscal Year Ended June 30, 2009

The information was determined as part of the actuarial valuations at the dates indicated below. Additional information as of the latest valuation follows.

	PERS Plan 1	PERS Plan 2/3	TRS Plan 1	TRS Plan 2/3
Valuation date	6/30/2008	6/30/2008	6/30/2008	6/30/2008
Actuarial cost method	Entry Age Normal[1]	Aggregate[3]	Entry Age Normal[1]	Aggregate[3]
Amortization method				
Funding	Level %[5]	N/A	Level %[5]	N/A
GASB	Level $	N/A	Level $	N/A
Remaining amortization period (closed)	7/01/2008 - 6/30/2024	N/A	7/01/2008 - 6/30/2024	N/A
Asset valuation method	8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]
Actuarial assumptions				
Investment rate of return	8.00%	8.00%	8.00%	8.00%
Projected salary increases				
Salary inflation at 4.5%, plus the merit increases described below[6]:				
Initial salary merit (grades down to 0%)	6.1%	6.1%	5.8%	5.8%
Merit period (years of service)	17 yrs	17 yrs	26 yrs	26 yrs
Includes inflation at	N/A	3.50%	N/A	3.50%
Cost of living adjustments	Uniform COLA[7]	CPI Increase, Maximum 3%	Uniform COLA[7]	CPI Increase, Maximum 3%

N/A indicates data not applicable.

[1] Based on a variation of the Entry Age Normal (EAN) cost method

[2] Based on a variation of the Frozen Initial Liability (FIL) cost method.

[3] The aggregate cost method does not identify or separately amortize unfunded actuarial liabilities.

[4] Pay-As-You-Go basis for funding.

[5] Level percent of payroll, including system growth.

[6] LEOFF Plan 2 assumes 4.5% of salary inflation

[7] The Uniform COLA

Generally, all retirees over age 66 receive an increase in their monthly benefit at least once a year.

The Uniform COLA amount is calculated as the last unrounded Uniform COLA amount increased by 3%, rounded to the nearest penny.

These are some historical monthly COLA amounts per year of service

Date	Uniform COLA
7/1/2002	$1.14
7/1/2003	$1.18
7/1/2004	$1.21
7/1/2005	$1.25
7/1/2006	$1.29
7/1/2007	$1.33
7/1/2008	$1.73
7/1/2009	$1.83

SERS Plan 2/3	LEOFF Plan 1	LEOFF Plan 2	PSERS Plan 2	VFFRPF[8]
6/30/2008	6/30/2008	6/30/2008	6/30/2008	6/30/2008
Aggregate[3]	Frozen Initial Liability[2]	Aggregate[3]	Aggregate[3]	Entry Age[4]
N/A	Level %[5]	N/A	N/A	Level $
N/A	Level $	N/A	N/A	Level $
N/A	7/01/2008 - 6/30/2024	N/A	N/A	15-year Rolling
8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]	8-year Graded Smoothed Fair Value[9]	8-year Smoothed Fair Value[9]
8.00%	8.00%	8.00%	8.00%	7.00%
6.9%	11.0%	11.0%	6.1%	N/A
17 yrs	21 yrs	21 yrs	17 yrs	N/A
3.50%	3.50%	3.50%	3.50%	N/A
CPI Increase, Maximum 3%	CPI Increase	CPI Increase, Maximum 3%	CPI Increase, Maximum 3%	None

[8] VFFRPF uses the Entry Funding Method for pensions, and the Pay-As-You-Go Method for the relief costs.

[9] Asset Valuation Method (8 year smoothed fair value): The actuarial value of assets is calculated under an adjusted market value method by starting with the market value of assets. For subsequent years the actuarial value of assets is determined by adjusting the market value of assets to reflect the difference between the actual investment return and the expected investment return during each of the last 8 years or, if fewer, the completed years since adoption, at the following rates per year (annual recognition). We set the VFFRPF Annual Gain/Loss around their 7% expected rate of return instead of 8%.

Annual Gain/Loss			Annual Gain/Loss		
Rate of Return	Smoothing Period	Annual Recognition	Rate of Return	Smoothing Period	Annual Recognition
15% and up	8 years	12.50%	6-7%	2 years	50.00%
14-15%	7 years	14.29%	5-6%	3 years	33.33%
13-14%	6 years	16.67%	4-5%	4 years	25.00%
12-13%	5 years	20.00%	3-4%	5 years	20.00%
11-12%	4 years	25.00%	2-3%	6 years	16.67%
10-11%	3 years	33.33%	1-2%	7 years	14.29%
9-10%	2 years	50.00%	1% and lower	8 years	12.50%
7-9%	1 year	100.00%			

The actuarial value of assets is subject to a 30% market value corridor, so it will lie between 70% and 130% of the market value of assets.

F. ANNUAL PENSION COST AND OTHER RELATED INFORMATION

Current year annual pension cost, net pension obligation (NPO) and related information for the current year for the state's single employer and agent multiple-employer defined benefit plans are as follows (dollars in millions):

	WSPRS	JRS***	Judges
Annual Pension Cost and Net Pension Obligation:			
Annual required contribution	$ 5.0	$ 21.2	$ -
Interest on NPO	(1.0)	5.9	(0.1)
Adjustment to annual required contribution	1.6	(17.3)	0.3
Annual pension cost	5.6	9.8	0.2
Less: Contributions made	6.4	10.2	-
Increase (decrease) in NPO	(0.8)	(0.5)	0.2
NPO at beginning of year	(12.7)	74.8	(1.5)
NPO at end of year	$(13.5)	$74.3	$(1.3)
Actuarial assumptions:			
Valuation date	6/30/08	6/30/08	6/30/08
Actuarial cost method	Aggregate*	Entry age	Entry age
Amortization method	n/a	Level $	Level $
Remaining amortization Period (closed)	n/a	12/31/08	12/31/08
Asset valuation method	8 year graded smoothed fair value	Market	Market
Investment rate of return	8%	8%	8%
Projected salary increases	4.0%**	4.0%	N/A
Includes inflation at	3.5%	3.5%	3.5%
cost-of-living adjustments	CPI increase, max. 3%	3.0%	none

* The aggregate cost method does not identify or separately amortize unfunded actuarial accrued liabilities.

** WSPRS also assumes a variable salary merit increase for a merit period of 25 years.

*** Totals may not tie due to rounding.

G. THREE YEAR HISTORICAL TREND INFORMATION

The following table presents three-year trend information in millions for the plans listed:

	2009	2008	2007
WSPRS			
Annual pension cost	$ 5.0	$ 7.5	$ 5.3
% of APC contributed	127.4	89.2	61.8
NPO	$(13.4)	$(12.7)	$(14.1)
JRS			
Annual pension cost	$ 9.8	$ 12.2	$ 13.9
% of APC contributed	105.1	79.5	69.1
NPO	$ 74.3	$ 74.8	$ 72.3
Judges			
Annual pension cost	$ 0.2	$ 0.5	$ 0.5
% of APC contributed	0.0	0.0	60.0
NPO	$ (1.3)	$ (1.5)	$ (2.0)

There are no long-term contracts for contributions for any of the retirement plans administered by the state.

H. CHANGES IN ACTUARIAL ASSUMPTIONS AND METHODS

The salary growth economic assumption for all retirement plans (except the LEOFF 2 assumption remains at 4.50 percent) was decreased by the state legislature from 4.025 percent to 4.00 percent. Joint and survivor reduction factors and early retirement factors were updated to reflect new factors adopted by DRS.

Salary growth assumptions for TRS have been modified to reflect the increases established by the legislature in Chapter 75 Laws of 2008.

Portability provisions are now modeled using actual salary and service from other systems instead of using an estimated increase factor.

I. CHANGES IN BENEFIT PROVISIONS

Pension funding legislation was adopted in the 2009 legislative session (Chapter 561, Laws of 2009) which delayed the implementation of contribution rate floors for several retirement plans. The contribution rate floors were supposed to take effect in the 2009-2011 biennium.

This legislation modified the PERS 1 and TRS 1 funding policy. PERS 1 now amortizes the UAAL over a rolling 10 year period using all PERS, SERS and PSERS payroll, including projected system growth.

TRS 1 amortizes the UAAL over a rolling 10 year period using all TRS payroll, including projected system growth.

TRS and PERS Plan 1 will have contribution rate ceilings, effective 2009-2015. After 2015 PERS 1 will have a minimum UAAL rate of 5.25 percent and TRS 1 will have a minimum UAAL rate of 8.00 percent.

J. DEFINED CONTRIBUTION PLANS

Public Employees' Retirement System Plan 3 (PERS 3)

The Public Employees' Retirement System (PERS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS).

Eligible employees include: elected officials; state employees; employees of the Supreme, Appeals, and Superior Courts (other than judges currently in a judicial retirement system); employees of legislative committees; community and technical colleges, college and university employees not in national higher education retirement programs; judges of district and municipal courts; and employees of local governments.

PERS participants who joined on or after October 1, 1977, and by either, February 28, 2002, for state and higher education employees, or August 31, 2002, for local government employees, are Plan 2 members unless they exercise an option to transfer their membership to Plan 3.

PERS participants who joined the system on or after March 1, 2002, for state and higher education employees, or September 1, 2002, for local government employees have the irrevocable option of choosing membership in either PERS Plan 2 or PERS Plan 3.

The option must be exercised within 90 days of employment. An employee is reported in Plan 2 until a choice is made. Employees who fail to choose within 90 days default to PERS Plan 3. Refer to section B of this note for PERS plan descriptions.

PERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance the defined contribution component. As established by chapter 41.34 RCW, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on member choice. There are currently no requirements for employer contributions to the defined contribution component of PERS Plan 3.

PERS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses incurred in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, PERS Plan 3 investments are made in the same portfolio as that of the PERS 2/3 defined benefit plan.

For Fiscal Year 2009, employee contributions required and made were $90.8 million, and plan refunds paid out were $40.2 million.

Teachers' Retirement System Plan 3 (TRS 3)

The Teachers' Retirement System (TRS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS).

Eligibility for membership requires service as a certificated public school employee working in an instructional, administrative or supervisory capacity. TRS participants who joined on or after October 1, 1977, and by June 30, 1996, are Plan 2 members unless they exercised an option to transfer their membership to Plan 3. TRS participants joining the system on or after July 1, 1996, and those who exercised their transfer option, are members of TRS Plan 3. Refer to section B of this note for TRS plan descriptions.

TRS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance the defined contribution component. As established by chapter 41.34 RCW, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on member choice. There are currently no requirements for employer contributions to the defined contribution component of TRS Plan 3.

TRS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses incurred in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, TRS Plan 3 investments are made in the same portfolio as that of the TRS 2/3 defined benefit plan.

For Fiscal Year 2009, employee contributions required and made were $247.9 million and plan refunds paid out were $76.2 million.

School Employees' Retirement System Plan 3 (SERS 3)

The School Employees' Retirement System (SERS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS).

Eligible employees include classified employees of school districts and educational service districts who joined PERS Plan 2 on or after October 1, 1977, and by August 31, 2000, and were transferred to SERS Plan 2 on September 1, 2000.

Members transferred from PERS Plan 2 to SERS Plan 2 may exercise an option to transfer their membership to SERS Plan 3. SERS participants joining the system on or after September 1, 2000, and before July 1, 2007, are also members of SERS Plan 3. SERS members hired on or after July 1, 2007 have 90 days to choose between SERS Plan 2 and SERS Plan 3. Individuals who fail to make a choice will default to SERS Plan 3. Refer to section B of this note for SERS plan descriptions.

SERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance the defined contribution component. As established by chapter 41.34 RCW, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on member choice. There are currently no requirements for employer contributions to the defined contribution component of SERS Plan 3.

SERS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses incurred in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, SERS Plan 3 investments are made in the same portfolio as that of the SERS 2/3 defined benefit plan.

For Fiscal Year 2009, employee contributions required and made were $59.4 million and plan refunds paid out were $42.0 million.

Judicial Retirement Account (JRA)

The Judicial Retirement Account Plan was established by the Legislature in 1988 to provide supplemental retirement benefits. It is a defined contribution plan administered by the state Administrative Office of the Courts, under the direction of the Board for Judicial Administration.

Membership includes judges elected or appointed to the Supreme Court, Court of Appeals, and Superior Courts, and who are members of PERS for their services as a judge. Vesting is full and immediate. There are three participating employers in JRA.

Member contributions equal 2.5 percent of covered salary and the state, as employer, matches this amount. Contributions are collected by the Administrative Office of the Courts. The employer and employee obligations to contribute are established per chapter 2.14 RCW. Plan provisions and contribution requirements are established in state statute and may be amended only by the State Legislature.

Beginning January 1, 2007 through December 31, 2007 any judicial members of the Public Employees' Retirement System (PERS) and the Teachers' Retirement System (TRS) eligible to participate in JRA were able to make a one-time irrevocable election to discontinue future contributions to JRA, in lieu of prospective contributions to the Judicial Benefit Multiplier Program (JBM).

Beginning January 1, 2007 any newly elected or appointed Supreme Court justice, Court of Appeals judge or Superior Court judge is no longer able to participate in JRA and is enrolled in the Judicial Benefit Multiplier Program (enacted in 2006). As of June 30, 2008, 189 JRA member judges have elected to enroll in JBM.

Current-year covered payroll for JRA employees was $2.5 million for the Fiscal Year ended June 30, 2009. For Fiscal Year 2009, the contribution requirement for JRA was $84 thousand. Actual employer and employee contributions were $42 and $42 thousand respectively. Plan benefits paid out for Fiscal Year 2009 totaled $0.5 million.

A JRA member who separates from judicial service for any reason is entitled to receive a lump-sum distribution of the accumulated contributions. The administrator of JRA may adopt rules establishing other payment options. If a member dies, the amount of accumulated contributions standing to the member's credit at the time of the member's death shall be paid to the member's estate, or such person or persons, trust or organization as the member has nominated by written designation.

The Administrator of JRA has entered an agreement with DRS for accounting and reporting services, and the Washington State Investment Board (SIB) for investment services. DRS is responsible for all record keeping, accounting, and reporting of member accounts. As of April 2006, DRS also became responsible for collection of JRA contributions.

The SIB has the full power to establish investment policy, develop participant investment options, and manage the investment funds from the JRA plan, consistent with the provisions of RCW 2.14.080 and RCW 43.84.150.

Higher Education Retirement Plans

The Higher Education Retirement Plans are privately administered defined contribution plans with a supplemental plan component. As authorized by RCW 28B.10, the plans cover higher education faculty and other positions as designated by each institution. The state and regional universities, the state college, and the state community and technical colleges each participate in a plan.

Contributions to the plans are invested in annuity contracts or mutual fund accounts offered by one or more fund sponsors. Benefits from fund sponsors are available upon separation or retirement at the member's option. Employees have, at all times, a 100 percent vested interest in their accumulations.

RCW 28.B.10.400 et. seq. assigns the authority to establish and amend benefit provisions to: the board of regents of the state universities, the boards of trustees of the regional universities and the state college, and the state board for community colleges.

Employee contribution rates, based on age, range from 5 to 10 percent of salary. The employers match the employee contributions. The employer and employee obligations to contribute are established per chapter 28B.10 RCW.

For Fiscal Year 2009, covered payroll was $1.8 billion. Employer and employee contributions were $154.3 and $154.2 million respectively, for a total of $308.5 million. These contribution amounts represent approximately 8 percent each of covered payroll for employers and employees.

The plans have a supplemental payment component which guarantees a minimum retirement benefit based upon a one-time calculation at each employee's retirement date. Institutions make direct payments to qualifying retirees when the retirement benefits provided by the fund sponsors do not meet the benefit goals. The supplemental component is financed on a pay-as-you-go basis.

An actuarial valuation of the supplemental component of the Higher Education Retirement plans was done at the end of Fiscal Year 2009. The previous valuation was performed in 2007.

The Unfunded Actuarial Accrued Liability (UAAL) calculated as of June 30, 2009 and 2004 was $313.9 million and $120.2 million, respectively, and is amortized over a 14.5-year period.

The Annual Required Contribution (ARC) of $43.1 million consists of amortization of the UAL ($25.4 million) and normal cost (or current cost) ($16.7 million).

The UAL and ARC were established using the entry age normal cost method.

The actuarial assumptions included an investment rate of return of 6 to 8 percent and projected salary increases ranging from 2 to 4 percent.

Approximately $1.8 billion and $1.4 billion of payroll were covered under these plans during 2009 and 2007, respectively.

The following table reflects the activity in the Net Pension Obligation for the years ended June 30 (expressed in millions):

	2009	2008	2007
Annual required contribution	$43.1	$16.6	$16.6
Payments to beneficiaries	(1.9)	(1.9)	(1.9)
Increase (decrease) in NPO	41.2	14.6	14.7
NPO at beginning of year	38.6	24.0	9.3
NPO at end of year	$79.8	$38.6	$24.0

K. PLAN NET ASSETS AND CHANGES IN PLAN NET ASSETS

The Combining Statement of Plan Net Assets that follows presents the principal components of receivables, investments, and liabilities. The Combining Statement of Changes in Plan Net Assets presents the additions and deductions to plan net assets.

Combining Statement of Plan Net Assets
Pension and Other Employee Benefit Funds

June 30, 2009

(expressed in thousands)

continued

	PERS Plan 1	PERS Plan 2/3 Defined Benefit	PERS Plan 3 Defined Contribution	TRS Plan 1	TRS Plan 2/3 Defined Benefit	TRS Plan 3 Defined Contribution
ASSETS						
Cash and pooled investments	$ 7,629	$ 15,561	$ 196	$ 6,775	$ 11,634	$ 3,640
Receivables:						
Employer accounts receivable	5,124	53,474	4,269	4,472	25,254	21,925
Member accounts receivable (net of allowance)	709	149	-	360	16	-
Due from other funds	10	13	-	7	9	-
Due from other pension and other employee benefit funds	1,816	58	3,741	857	-	160
Interest and dividends	21,361	39,814	1,891	17,703	13,437	5,750
Investment trades pending	142,927	272,902	6,330	118,398	109,207	19,246
Total Receivables	171,947	366,410	16,231	141,797	147,923	47,081
Investments, Noncurrent:						
Public equity	2,574,372	4,801,514	735,203	2,132,559	1,620,394	2,040,671
Fixed income	1,734,625	3,235,286	153,640	1,436,930	1,091,830	467,148
Private equity	1,661,815	3,099,486	147,191	1,376,615	1,046,001	447,539
Real estate	1,248,501	2,328,604	110,583	1,034,233	785,847	336,230
Security lending	464,174	865,741	41,113	384,513	292,166	125,006
Liquidity	246,766	484,588	26,414	250,099	154,713	76,563
Tangible assets	84,192	157,027	7,457	69,743	52,993	22,673
Reverse repurchase agreements	609	218	18	457	439	93
Total Investments, Noncurrent	8,015,054	14,972,464	1,221,619	6,685,149	5,044,383	3,515,923
Total Assets	8,194,630	15,354,435	1,238,046	6,833,721	5,203,940	3,566,644
LIABILITIES						
Obligations under security lending agreements	464,174	865,741	41,114	384,513	292,166	125,006
Obligations under reverse repurchase agreements	609	218	18	457	439	93
Accrued liabilities	164,313	304,873	8,430	136,647	121,039	22,838
Due to other funds	60	676	-	54	379	-
Due to other pension and other employee benefit funds	58	5,340	-	-	1,012	-
Unearned revenues	194	319	-	181	-	-
Total Liabilities	629,408	1,177,167	49,562	521,852	415,035	147,937
NET ASSETS						
Net assets held in trust for:						
Pension Benefits	7,565,222	14,177,268	1,188,484	6,311,869	4,788,905	3,418,707
(Schedule of Funding Progress by Plan begins on Page 153)						
Deferred compensation participants	-	-	-	-	-	-
Total Net Assets	$ 7,565,222	$ 14,177,268	$ 1,188,484	$ 6,311,869	$ 4,788,905	$ 3,418,707

Combining Statement of Plan Net Assets
Pension and Other Employee Benefit Funds

June 30, 2009

(expressed in thousands)

continued

	SERS Plan 2/3 Defined Benefit	SERS Plan 3 Defined Contribution	LEOFF Plan 1	LEOFF Plan 2	WSPRS Plan 1/2	PSERS Plan 2
ASSETS						
Cash and pooled investments	$ 5,282	$ 859	$ 4,490	$ 4,980	$ 1,394	$ 466
Receivables:						
Employer accounts receivable	9,863	5,233	322	14,456	501	1,832
Member accounts receivable (net of allowance)	11	-	40	25	-	-
Due from other funds	5	-	3	5	1	1
Due from other pension and other employee benefit funds	238	60	75	4	3	-
Interest and dividends	5,449	1,867	12,309	12,088	1,971	144
Investment trades pending	42,730	6,248	82,388	80,928	13,190	963
Total Receivables	58,296	13,408	95,137	107,506	15,666	2,940
Investments, Noncurrent:						
Public equity	657,098	475,329	1,483,978	1,457,668	237,581	17,351
Fixed income	442,756	151,675	999,913	982,184	160,083	11,691
Private equity	424,171	145,309	957,942	940,958	153,363	11,201
Real estate	318,674	109,168	719,689	706,929	115,220	8,415
Security lending	118,479	40,587	267,570	262,826	42,837	3,129
Liquidity	63,822	24,293	136,593	150,701	22,209	4,267
Tangible assets	21,490	7,362	48,532	47,671	7,770	567
Reverse repurchase agreements	152	72	216	84	65	24
Total Investments, Noncurrent	2,046,642	953,795	4,614,433	4,549,021	739,128	56,645
Total Assets	2,110,220	968,062	4,714,060	4,661,507	756,188	60,051
LIABILITIES						
Obligations under security lending agreements	118,479	40,587	267,570	262,826	42,837	3,129
Obligations under reverse repurchase agreements	152	72	216	84	65	24
Accrued liabilities	47,403	8,713	91,521	89,603	14,788	1,065
Due to other funds	140	-	5	151	6	20
Due to other pension and other employee benefit funds	233	238	-	75	-	56
Unearned revenues	1	-	-	69	-	-
Total Liabilities	166,408	49,610	359,312	352,808	57,696	4,294
NET ASSETS						
Net assets held in trust for:						
Pension Benefits	1,943,812	918,452	4,354,748	4,308,699	698,492	55,757
(Schedule of Funding Progress by Plan begins on Page 153)						
Deferred compensation participants	-	-	-	-	-	-
Total Net Assets	$ 1,943,812	$ 918,452	$ 4,354,748	$ 4,308,699	$ 698,492	$ 55,757

Combining Statement of Plan Net Assets
Pension and Other Employee Benefit Funds

June 30, 2009

(expressed in thousands) concluded

	JRS	JRA	Judges	VFFRPF	Deferred Compensation	Total
ASSETS						
Cash and pooled investments	$ 379	$ 8	$ 3,245	$ 37,481	$ 1,224	$ 105,243
Receivables:						
Employer accounts receivable	9	-	-	-	-	146,734
Member accounts receivable (net of allowance)	-	-	-	-	1,514	2,824
Due from other funds	1	-	7	205	1	268
Due from other pension and other employee benefit funds	-	-	-	-	-	7,012
Interest and dividends	-	-	-	264	-	134,048
Investment trades pending	-	-	-	2,431	-	897,888
Total Receivables	10	-	7	2,900	1,515	1,188,774
Investments, Noncurrent:						
Public equity	-	10,749	-	31,900	2,165,467	20,441,834
Fixed income	-	-	-	21,495	-	10,889,256
Private equity	-	-	-	20,592	-	10,432,183
Real estate	-	-	-	15,471	-	7,837,564
Security lending	-	-	-	5,752	-	2,913,893
Liquidity	1,464	-	25	6,394	9	1,648,920
Tangible assets	-	-	-	1,043	-	528,520
Reverse repurchase agreements	30	-	185	2,350	70	5,082
Total Investments, Noncurrent	1,494	10,749	210	104,997	2,165,546	54,697,252
Total Assets	1,883	10,757	3,462	145,378	2,168,285	55,991,269
LIABILITIES						
Obligations under security lending agreements	-	-	-	5,752	-	2,913,894
Obligations under reverse repurchase agreements	30	-	185	2,350	70	5,082
Accrued liabilities	31	-	3	1,980	75	1,013,322
Due to other funds	-	-	-	214	1	1,706
Due to other pension and other employee benefit funds	-	-	-	-	-	7,012
Unearned revenues	-	-	-	-	-	764
Total Liabilities	61	-	188	10,296	146	3,941,780
NET ASSETS						
Net assets held in trust for:						
Pension Benefits	1,822	10,757	3,274	135,082	-	49,881,350
(Schedule of Funding Progress by Plan begins on Page 153)						
Deferred compensation participants	-	-	-	-	2,168,139	2,168,139
Total Net Assets	$ 1,822	$ 10,757	$ 3,274	$ 135,082	$ 2,168,139	$ 52,049,489

Combining Statement of Changes in Plan Net Assets
Pension and Other Employee Benefit Funds

For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

continued

	PERS Plan 1	PERS Plan 2/3 Defined Benefit	PERS Plan 3 Defined Contribution	TRS Plan 1	TRS Plan 2/3 Defined Benefit	TRS Plan 3 Defined Contribution
ADDITIONS						
Contributions:						
Employers	$ 325,247	$ 439,744	$ -	$ 178,850	$ 160,793	$ -
Members	44,474	374,347	90,808	27,471	24,005	247,891
State	-	-	-	-	-	-
Participants	-	-	-	-	-	-
Total Contributions	369,721	814,091	90,808	206,321	184,798	247,891
Investment Income:						
Net appreciation (depreciation) in fair value	(2,498,410)	(4,273,967)	(289,652)	(2,083,575)	(1,456,842)	(896,820)
Interest and dividends	175,772	308,265	16,743	146,574	105,085	47,184
Less: investment expenses	(50,799)	(93,058)	(5,040)	(42,134)	(31,366)	(14,994)
Net investment income (loss)	(2,373,437)	(4,058,760)	(277,949)	(1,979,135)	(1,383,123)	(864,630)
Transfers from other pension plans	1	721	2,095	27	547	971
Other additions	-	-	-	-	-	-
Total Additions	(2,003,715)	(3,243,948)	(185,046)	(1,772,787)	(1,197,778)	(615,768)
DEDUCTIONS						
Pension benefits	1,070,929	207,320	51	850,263	44,794	128
Pension refunds	5,071	26,443	40,202	1,260	2,189	76,166
Transfers to other pension plans	285	5,388	429	-	810	550
Administrative expenses	574	726	-	75	327	-
Distributions to participants	-	-	-	-	-	-
Total Deductions	1,076,859	239,877	40,682	851,598	48,120	76,844
Net Increase (Decrease)	(3,080,574)	(3,483,825)	(225,728)	(2,624,385)	(1,245,898)	(692,612)
Net Assets - Beginning	10,645,796	17,661,093	1,414,212	8,936,254	6,034,803	4,111,319
Net Assets - Ending	$ 7,565,222	$ 14,177,268	$ 1,188,484	$ 6,311,869	$ 4,788,905	$ 3,418,707

Combining Statement of Changes in Plan Net Assets
Pension and Other Employee Benefit Funds

For the Fiscal Year Ended June 30, 2009
(expressed in thousands)

continued

	SERS Plan 2/3 Defined Benefit	SERS Plan 3 Defined Contribution	LEOFF Plan 1	LEOFF Plan 2	WSPRS Plan 1/2	PSERS Plan 2
ADDITIONS						
Contributions:						
Employers	$ 63,526	$ -	$ 216	$ 77,849	$ 6,371	$ 14,509
Members	26,263	59,423	501	130,386	5,630	14,557
State	-	-	-	51,137	-	-
Participants	-	-	-	-	-	-
Total Contributions	89,789	59,423	717	259,372	12,001	29,066
Investment Income:						
Net appreciation (depreciation) in fair value	(589,936)	(241,529)	(1,424,993)	(1,287,494)	(221,804)	(9,986)
Interest and dividends	42,485	15,792	100,185	93,247	15,772	919
Less: investment expenses	(12,738)	(4,678)	(29,133)	(28,943)	(4,650)	(316)
Net investment income (loss)	(560,189)	(230,415)	(1,353,941)	(1,223,190)	(210,682)	(9,383)
Transfers from other pension plans	2,051	455	173	1,218	331	-
Other additions	-	-	-	-	-	-
Total Additions	(468,349)	(170,537)	(1,353,051)	(962,600)	(198,350)	19,683
DEDUCTIONS						
Pension benefits	28,307	62	327,033	36,615	34,522	5
Pension refunds	2,125	42,041	193	7,223	210	466
Transfers to other pension plans	448	520	-	160	-	-
Administrative expenses	84	-	138	111	1	12
Distributions to participants	-	-	-	-	-	-
Total Deductions	30,964	42,623	327,364	44,109	34,733	483
Net Increase (Decrease)	(499,313)	(213,160)	(1,680,415)	(1,006,709)	(233,083)	19,200
Net Assets - Beginning	2,443,125	1,131,612	6,035,163	5,315,408	931,575	36,557
Net Assets - Ending	$ 1,943,812	$ 918,452	$ 4,354,748	$ 4,308,699	$ 698,492	$ 55,757

Combining Statement of Changes in Plan Net Assets
Pension and Other Employee Benefit Funds

For the Fiscal Year Ended June 30, 2009

(expressed in thousands)

concluded

	JRS	JRA	Judges	VFFRPF	Deferred Compensation	Total
ADDITIONS						
Contributions:						
Employers	$ 105	$ 42	$ -	$ 996	$ -	$ 1,268,248
Members	105	42	-	109	-	1,046,012
State	10,200	-	-	5,227	-	66,564
Participants	-	-	-	-	184,544	184,544
Total Contributions	10,410	84	-	6,332	184,544	2,565,368
Investment Income:						
Net appreciation (depreciation) in fair value	(12)	(2,156)	(106)	(30,832)	(392,285)	(15,700,399)
Interest and dividends	62	260	248	3,449	50,405	1,122,447
Less: investment expenses	(2)	(14)	(1)	(185)	(2,764)	(320,815)
Net investment income (loss)	48	(1,910)	141	(27,568)	(344,644)	(14,898,767)
Transfers from other pension plans	-	-	-	-	-	8,590
Other additions	-	12	-	1	690	703
Total Additions	10,458	(1,814)	141	(21,235)	(159,410)	(12,324,106)
DEDUCTIONS						
Pension benefits	9,583	461	500	10,020	-	2,620,593
Pension refunds	6	-	-	15	-	203,610
Transfers to other pension plans	-	-	-	-	-	8,590
Administrative expenses	-	-	-	23	-	2,071
Distributions to participants	-	-	-	-	106,645	106,645
Total Deductions	9,589	461	500	10,058	106,645	2,941,509
Net Increase (Decrease)	869	(2,275)	(359)	(31,293)	(266,055)	(15,265,615)
Net Assets - Beginning	953	13,032	3,633	166,375	2,434,194	67,315,104
Net Assets - Ending	$ 1,822	$ 10,757	$ 3,274	$ 135,082	$ 2,168,139	$ 52,049,489

Note 12
Other Postemployment Benefits

Plan Description and Funding Policy

In addition to pension benefits as described in Note 11, the state, through the Health Care Authority (HCA), administers an agent multiple-employer other postemployment benefit plan (OPEB). Per RCW 41.05.065, the Public Employees Benefits Board (PEBB) created within the Health Care Authority, is authorized to design benefits and determine the terms and conditions of employee and retired employee participation and coverage, including establishment of eligibility criteria for both active and retired employees. PEBB programs include medical, dental, life and long-term disability.

Employers participating in the PEBB plan include the state (which includes general government agencies and higher education institutions), 56 of the state's K-12 schools and educational service districts (ESDs) and 205 political subdivisions and tribal governments. Additionally, the PEBB plan is available to the retirees of the remaining 245 K-12 schools and ESDs. As of June 2009, membership in the PEBB plan consisted of the following:

	Active Employees	Retirees[1]	Total
State	112,043	25,458	137,501
K-12 schools and ESDs[2]	2,222	26,715	28,937
Political subdivisions	11,586	1,017	12,603
Total	125,851	53,190	179,041

[1]Retirees include retired employees, surviving spouses, and terminated members entitled to a benefit.
[2]In Fiscal Year 2009, there were 101,295 full-time equivalent active employees in the 245 K-12 schools and ESDs that elected to limit participation in PEBB only to their retirees.

For Fiscal Year 2009, the estimated monthly cost for PEBB benefits for active employees (average across all plans and tiers) is as follows:

Required Premium[3]	
Medical	$730
Dental	73
Life	5
Long-term disability	2
Total	$810
Employer contribution	$728
Employee contribution	82
Total	$810

[3]Per 2009 Index Rate Model 4.3.

The relationship between the PEBB OPEB plan and its member employers and their employees and retirees is not formalized in a contract or plan document. Rather, the benefits are provided in accordance with a substantive plan. A substantive plan is one in which the plan terms are understood by the employers and plan members. This understanding is based on communications between the HCA, employers and plan members and the historical pattern of practice with regard to the sharing of benefit costs.

The PEBB retiree OPEB plan is available to employees who elect to continue coverage and pay the administratively established premiums at the time they retire under the provisions of the retirement system to which they belong. Retirees' access to PEBB plans depends on the retirement eligibility of their respective retirement system. PEBB members are covered in the following retirement systems: PERS, PSERS, TRS, SERS, WSPRS, and Higher Education.

Per RCW 41.05.022, retirees who are not yet eligible for Medicare benefits may continue participation in the state's Non-Medicare community-rated health insurance risk pool on a self-pay basis. Retirees in the Non-Medicare risk pool receive an implicit subsidy. The implicit subsidy exists because retired members pay a premium based on a claims experience for active employees and other Non-Medicare retirees. The subsidy is valued using the difference between the age-based claims costs and the premium. In Calendar Year 2008, the average weighted implicit subsidy was valued at $253 per member per month, and in Calendar Year 2009, the average weighted implicit subsidy is projected to be $272 per member per month.

Retirees who are enrolled in both Parts A and B of Medicare may participate in the state's Medicare community-rated health insurance risk pool. Medicare retirees receive an explicit subsidy in the form of reduced premiums. Annually, the Health Care Authority administrator recommends an amount for the next calendar year's explicit subsidy for inclusion in the Governor's budget. In Calendar Year 2008, the explicit subsidy was $164 per member per month, and in Calendar Year 2009, the explicit subsidy is $183 per member per month.

Retirees participating in the PEBB life insurance program received an explicit subsidy of $5 per member per month in Calendar Year 2008. The explicit subsidy is also $5 per member per month in Calendar Year 2009.

Administrative costs as well as implicit and explicit subsidies are funded by required contributions from participating employers. The subsidies provide monetary assistance for medical and life insurance benefits.

Contributions are set each biennium as part of the budget process. In Fiscal Year 2009, the cost of the subsidies was approximately 6.6 percent of the cost of benefits for active employees. The benefits are funded on a pay-as-you-go basis.

Each participating employer in the plan is required to disclose additional information with regard to funding policy, the employer's annual OPEB costs and contributions made, the funded status and funding progress of the employers individual plan and actuarial methods and assumptions used.

The PEBB OPEB plan is accounted for as an agency fund on an accrual basis. The plan has no investments or other assets. The PEBB OPEB plan does not issue a publicly available financial report.

For information on the results of an actuarial valuation of the employer provided subsidies associated with the PEBB plan, refer to: http://osa.leg.wa.gov/Actuarial_services/OPEB/OPEB.htm.

Annual OPEB Cost and Net OPEB Obligation

The state's (general government agencies and higher education institutions) annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution (ARC) of the state as the employer, an amount actuarially determined in accordance with the parameters of GASB Statement No. 45.

The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed 30 years.

The following tables show the components of the state's annual OPEB cost for Fiscal Year 2009, the amount actually contributed to the plan, and changes in the state's net OPEB obligation (NOO) (expressed in thousands):

Annual required contribution	$331,688
Interest on NOO	11,063
Amortization of NOO	(8,377)
Annual OPEB cost	334,374
Contributions made	(86,678)
Increase in NOO	247,696
NOO beginning of year	245,855
NOO end of year	$493,551

The state's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for Fiscal Year 2009 was as follows (expressed in thousands):

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
6/30/09	$334,374	25.92%	$493,551
6/30/08	313,970	21.69%	245,855

Funded Status and Funding Progress

The funded status of the plan as of June 30, 2009, was as follows (expressed in thousands):

Actuarial accrued liability (AAL)	$4,014,270
Actuarial value of plan assets	-
Unfunded actuarial accrued liability (UAAL)	$4,014,270

Funded ratio (actuarial value of plan assets/AAL)	0.00%
Covered payroll (active plan members)	$5,170,126
UAAL as a percentage of covered payroll	77.64%

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trends. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the terms of the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

Significant methods and assumptions were as follows:

Actuarial valuation date	January 1, 2008
Actuarial cost method	Projected Unit Credit (PUC)
Amortization method	Closed, level percentage of projected payroll amortization method
Remaining amortization period	30 years
Asset valuation method	n/a - no assets
Actuarial assumptions:	
Investment rate of return	4.5%
Projected salary increases	4.5%
Health care inflation rate	8.5% initial rate, 5% ultimate rate in 2016
Inflation rate	3.5%

The Schedule of Funding Progress, presented as required supplementary information following the notes to the financial statements, presents the results of the OPEB valuation for the fiscal years ending June 30, 2009 and June 30, 2008. Looking forward, the schedule will provide additional multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Note 13

Commitments and Contingencies

A. CONSTRUCTION AND OTHER COMMITMENTS

Outstanding commitments related to state infrastructure and facility construction, improvement, and/or renovation totaled $7.8 billion at June 30, 2009.

B. SUMMARY OF SIGNIFICANT LITIGATION

Pending Litigation

The state and its agencies are parties to numerous routine legal proceedings that normally occur in governmental operations. At any given point, there may be numerous lawsuits involving the implementation of specific state programs that could significantly impact expenditures and potentially have future budgetary impact.

The state is the defendant in a number of cases seeking damages in excess of $63 million involving claims of inadequate funding for care of the disabled and elderly. The state is also defending a number of cases alleging inadequacies and inequities in K-12 funding. Adverse rulings in these cases could result in significant future costs.

The Department of Revenue routinely has claims for refunds in various stages of administrative and legal review. Claims for refunds are approximately $234 million.

The Washington State Department of Transportation (WSDOT) is a defendant in a number of lawsuits related to environmental clean-up and habitat restoration/enhancement associated with highway construction projects and storm water discharge from state highways. While estimates are not available for all lawsuits, claims for damages exceed $15 million. If the efforts of the plaintiffs are successful, the financial impact could be significant and would need to be addressed in future budgets.

The state is the defendant in numerous lawsuits by employees accusing the state of various infractions of law or contract. These suits claim back pay and damages in excess of $15 million. The state is also defending complaints by the United States Department of Labor claiming the state violated the Fair Labor Standards Act. Total monetary damages sought in these actions are approximately $65 million. Additionally, the state is being sued as a result of the legislative repeal of the gain sharing provision associated with select state pension plans. No estimate of damage is currently available.

The state is contesting these lawsuits and the outcomes are uncertain at this time.

Tobacco Settlement

In November 1998, Washington joined 45 other states in a Master Settlement Agreement (MSA) with the nation's largest tobacco manufacturers to provide restitution for monies spent under health care programs for the treatment of smoking-related illnesses.

Washington's share of the settlement was approximately $125 million in Fiscal Year 2009 and is subject to various offsets, reductions, and adjustments.

Beginning in 2008, Washington received the first of ten "strategic contribution payments" under the MSA. This payment, which is subject to the same offsets, reductions, and adjustments as are applicable to the base payment. The 2009 strategic contribution payment was approximately $49.6 million.

Additionally, in 2009, the state received a payment of approximately $11.1 million which reflected an additional one-time payment received from participating manufacturers related to four prior years.

In 2006, 2007, and 2008, determinations were made under a process established by the MSA that disadvantages experienced as a result of participating in the MSA were a significant factor contributing to the market share loss by manufacturers.

These determinations related to sales data for the years 2003, 2004, and 2005. Washington faces a potential "nonparticipating manufacturer adjustment" (NPM) of between $0 and $130 million for the year 2003, $0 and $137 million for the year 2004, and $0 and $131 million for the year 2005.

Washington and 37 other states each filed court actions seeking a declaration that they had diligently enforced their escrow statutes. In the Consent Decree, the King County Superior Court retained jurisdiction to enforce and interpret the MSA as to Washington.

The participating manufacturers oppose having the diligent enforcement issue decided by numerous state courts. They believe the issue is governed by an arbitration clause in the MSA that they claim requires a panel of arbitrators to decide, in a single national proceeding, whether individual states diligently enforced their own statutes.

The King County Superior Court heard Washington's motion and, in late September 2006, entered an order compelling arbitration and dismissing the state's action.

Washington's appeal was dismissed and the trial court's order compelling arbitration is now final. With the exception of Montana, all states will participate in a single national arbitration of the NPM Adjustment dispute.

The dispute will be presented to a three member panel of retired Article III judges. The panel is expected to be in place by January 2010, and the arbitration is likely to be convened in the summer or fall of 2010.

The arbitration will comprise some presentations made by the states collectively, but each state will also have to present its individual case for diligence in enforcing its Qualifying Statute. The panel will not issue its decision as to any individual state until the entire arbitration with all states has been completed. Decisions on individual states should be expected in early 2011.

C. FEDERAL ASSISTANCE

The state has received federal financial assistance for specific purposes that are generally subject to review or audit by the grantor agencies.

Entitlement to this assistance is generally conditional upon compliance with the terms and conditions of grant agreements and applicable federal regulations, including the expenditure of assistance for allowable purposes. Any disallowance resulting from a review or audit may become a liability of the state.

The state does estimate and recognize a claims and judgments liability for disallowances when determined by the grantor agency or for probable disallowances based on experience pertaining to these grants; however, these recognized liabilities and any unrecognized disallowances are considered immaterial to the state's overall financial condition.

D. ARBITRAGE REBATE

Rebatable arbitrage is defined by the Internal Revenue Service Code Section 148 as earnings on investments purchased from the gross proceeds of a bond issue that are in excess of the amount that would have been earned if the investments were invested at a yield equal to the yield on the bond issue.

The rebatable arbitrage must be paid to the federal government. State agencies and universities responsible for investments from bond proceeds carefully monitor their investments to restrict earnings to a yield less than the bond issue, and therefore limit any state arbitrage liability. The state estimates that rebatable arbitrage liability, if any, will be immaterial to its overall financial condition.

E. OTHER COMMITMENTS AND CONTINGENCIES

School Bond Guarantee Program

Washington voters passed a constitutional amendment in November 1999, creating the Washington State School Bond Guarantee Program.

The program's purpose is to provide savings to state taxpayers by pledging the full faith and credit of the state of Washington to the full and timely payment of voter-approved school district general obligation bonds in the event a school district is unable to make a payment.

The issuing school district remains responsible for the repayment of the bonds, including any payment the state makes under the guarantee.

The State Treasurer introduced the School Bond Guarantee Program in March 2000. At the end of Fiscal Year 2009 the state had guaranteed 211 school districts' voter-approved general obligation debt with a total outstanding principal of $7.8 billion. The state estimates that school bond guarantee liability, if any, will be immaterial to its overall financial condition.

Local Option Capital Asset Lending Program

On September 1, 1998, the state lease-purchase program was extended to local governments seeking low cost financing of essential equipment. The Local Option Capital Assets Lending (LOCAL) program allows local governments to pool their financing requests together with Washington State agencies in Certificates of Participation (COPs). Refer to Note 7.B for the state's COP disclosure.

These COP's do not constitute a debt or pledge of the faith and credit of the state, rather local governments pledge their full faith and credit in a general obligation pledge.

In the event that any local government fails to make any payment, the state is obligated to withhold an amount sufficient to make such payment from the local government's share, if any, of state revenues or other amounts authorized or required by law to be distributed by the state to such local government, if otherwise legally permissible.

Upon failure of any local government to make a payment, the state is further obligated, to the extent of legally available appropriated funds to make such payment on behalf of such local government. The local government remains obligated to make all COP payments and reimburse the state for any conditional payments.

As of June 30, 2009, outstanding certificates of participation notes totaled $83 million for 178 local governments participating in LOCAL. The state estimates that LOCAL program liability, if any, will be immaterial to its overall financial condition.

Office Building Lease

The 2009 Legislature authorized the state to lease-develop an office building in Olympia, Washington. On June 29, 2009, the state entered into a ground lease and a lease agreement with FYI Properties (FYI), a Washington nonprofit corporation. The agreements call for FYI to design and construct an office building and to finance it with tax-exempt obligations that meet the requirements of Revenue Ruling 63-20 and Revenue Procedure 82-26 issued by the Internal Revenue Service. The state is required to make monthly payments that equal the required debt service on the bonds upon substantial completion of the project estimated to be September 2011. Additional amounts may also be due per the terms of the lease agreement. The lease agreements provide the state with options to purchase the building during the term of the lease and transfer ownership of the building to the state at the end of the lease. The office building will be occupied starting in fiscal year 2012.

Note 14
Subsequent Events

A. BOND ISSUES

In July 2009, the state issued $386.4 million in various general obligation refunding bonds. The state also issued:

- $298.8 million in various purpose general obligation bonds to fund various state capital projects, including state, institutions of higher education, and public school facilities; multimodal transportation projects; state and local water supply projects; and conservation and outdoor recreation projects.

- $401.4 million to provide funds for construction of county and city arterials within urban areas, state and local highway improvements, and other selected transportation projects or improvements.

- $64.9 million in taxable bonds to fund certain taxable projects including: low-income housing projects, and local government and economic development infrastructure projects.

In July 2009, the City of Aberdeen refunded $11.1 million in revenue bonds, which were used to provide water and sewer utilities to the Stafford Creek Corrections Center. The state recorded an obligation for these bonds because the Department of Corrections entered into an agreement with the City of Aberdeen to pay the debt service on them. The bonds are classified as revenue bonds because they do not constitute a general obligation or pledge of the full faith and credit of the State of Washington.

In October 2009, the state refunded $215.5 million in various purpose general obligation bonds and $121.2 million in motor vehicle fuel tax bonds. The state also issued:

- $230 million in various purpose general obligation bonds to fund various state capital projects including construction and renovation of state buildings and state and local water supply improvements.

- $503.4 million in Build America Bonds to provide funds for state and local highway improvements and selected transportation projects and improvements.

In October 2009, Washington State University issued $38.4 million in revenue refunding bonds. In December 2009, Washington State University issued $111.7 million in revenue bonds to fund various capital construction projects.

In December 2009, the University of Washington issued $77.7 million in revenue bonds to fund construction and renovation of various University facilities.

B. CERTIFICATES OF PARTICIPATION

In August 2009, the state issued $55.4 million in Certificates of Participation to fund the acquisition or construction of certain real property for the benefit of the State Board for Community and Technical Colleges.

In October 2009, the state refunded $33.1 million in Certificates of Participation.

In November 2009, the state issued $9.8 million in Certificates of Participation for various state and local government equipment purchases.

RSI
Required Supplementary Information

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BUDGETARY INFORMATION
Budgetary Comparison Schedule

Budgetary Comparison Schedule
General Fund
For the Biennium Ended June 30, 2009
(expressed in thousands)

	General Fund			
	Original Budget 2007-09 Biennium *	Final Budget 2007-09 Biennium	Actual 2007-09 Biennium	Variance with Final Budget
Budgetary fund balance, July 1	$ 780,510	$ 780,510	$ 780,510	$ -
Resources				
Taxes	29,144,057	27,349,367	27,035,493	(313,874)
Licenses, permits, and fees	181,346	184,296	192,582	8,286
Other contracts and grants	288,705	343,136	332,601	(10,535)
Timber sales	6,657	4,567	4,134	(433)
Federal grants-in-aid	12,347,165	13,755,268	13,165,809	(589,459)
Charges for services	123,032	116,395	111,607	(4,788)
Interest income	143,544	162,512	167,476	4,964
Miscellaneous revenue	126,270	169,796	133,687	(36,109)
Escheated property	93,433	146,684	129,705	(16,979)
Transfers from other funds	395,196	1,236,777	1,023,154	(213,623)
Total Resources	43,629,915	44,249,308	43,076,758	(1,172,550)
Charges To Appropriations				
General government	2,982,113	3,171,402	3,055,423	115,979
Human services	21,186,368	21,595,812	21,406,046	189,766
Natural resources and recreation	704,224	712,446	656,985	55,461
Transportation	86,584	81,624	80,861	763
Education	17,229,757	17,651,737	17,567,736	84,001
Capital outlays	216,104	217,599	87,095	130,504
Transfers to other funds	548,457	381,150	168,375	212,775
Total Charges To Appropriations	42,953,607	43,811,770	43,022,521	789,249
Excess Available For Appropriation				
Over (Under) Charges To Appropriations	676,308	437,538	54,237	(383,301)
Reconciling Items				
Changes in reserves (net)	-	-	146,569	146,569
Entity adjustments (net)	-	-	(11,496)	(11,496)
Total Reconciling Items	-	-	135,073	135,073
Budgetary fund balance, June 30	$ 676,308	$ 437,538	$ 189,310	$ (248,228)

* Amounts changed due to reclassification.

BUDGETARY INFORMATION

Budgetary Comparison Schedule – Budget to GAAP Reconciliation

Budgetary Comparison Schedule - Budget to GAAP Reconciliation
General Fund
For the Biennium Ended June 30, 2009
(expressed in thousands)

	General Fund
Sources/Inflows of Resources	
Actual amounts (budgetary basis) "Total Resources"	
from the Budgetary Comparison Schedule	$ 43,076,758
Differences - budget to GAAP:	
The following items are inflows of budgetary resources but are not	
revenue for financial reporting purposes:	
Transfers from other funds	(1,023,154)
Budgetary fund balance at the beginning of the biennium	(780,510)
The following items are not inflows of budgetary resources but are	
revenue for financial reporting purposes:	
Noncash commodities and electronic food stamp benefits	1,536,352
Unanticipated receipts	125,195
Noncash revenues	36,090
Revenues collected for other governments	65,296
Biennium total revenues	43,036,028
Fiscal Year 2008 total revenues	(21,448,550)
Total Revenues (GAAP Basis) as Reported on the Statement of Revenues,	
Expenditures, and Changes in Fund Balances - Governmental Funds	$ 21,587,478
Uses/Outflows of Resources	
Actual amounts (budgetary basis) "Total Charges to Appropriations"	
from the Budgetary Comparison Schedule.	$ 43,022,521
Differences - budget to GAAP:	
Budgeted expenditure transfers are recorded as expenditures in the	(2,191,560)
budget statement but are recorded as other financing sources (uses)	
for financial reporting purposes.	
The following items are outflows of budgetary resources but are	
not expenditures for financial reporting purposes.	
Transfers to other funds	(168,375)
Loan disbursements	3,440
The following items are not outflows of budgetary resources but are	
recorded as current expenditures for financial reporting purposes.	
Noncash commodities and electronic food stamp benefits	1,583,939
Expenditures related to unanticipated receipts	125,195
Capital lease acquisitions	39,131
Distributions to other governments	65,296
Biennium total expenditures	42,479,588
Fiscal Year 2008 total expenditures	(20,300,290)
Total Expenditures (GAAP Basis) as Reported on the Statement of Revenues,	
Expenditures, and Changes in Fund Balances - Governmental Funds	$ 22,179,298

BUDGETARY INFORMATION
Notes to Required Supplementary Information

GENERAL BUDGETARY POLICIES AND PROCEDURES

The Governor is required to submit a budget to the state Legislature no later than December 20 of the year preceding odd-numbered year sessions of the Legislature.

The budget is a proposal for expenditures in the ensuing biennial period based upon anticipated revenues from the sources and rates existing by law at the time of submission of the budget. The Governor may additionally submit, as an appendix to the budget, a proposal for expenditures in the ensuing biennium from revenue sources derived from proposed changes in existing statutes.

The appropriated budget and any necessary supplemental budgets are legally required to be adopted through the passage of appropriation bills by the Legislature and approved by the Governor. Operating appropriations are generally made at the fund/account and agency level; however, in a few cases, appropriations are made at the fund/account and agency/program level. Operating appropriations cover either the entire biennium or a single fiscal year within the biennium. Capital appropriations are biennial and are generally made at the fund/account, agency, and project level.

The legal level of budgetary control is at the fund/account, agency, and appropriation level, with administrative controls established at lower levels of detail in certain instances. The accompanying budgetary schedules are not presented at the legal level of budgetary control. This is due to the large number of appropriations within individual agencies that would make such a presentation in the accompanying financial schedules extremely cumbersome. Section 2400.121 of the GASB Codification of Governmental Accounting and Financial Reporting Standards provides for the preparation of a separate report in these extreme cases.

For the state of Washington, a separate report has been prepared for the 2007-09 Biennium to illustrate legal budgetary compliance. Appropriated budget versus actual expenditures, and estimated versus actual revenues and other financing sources (uses) for appropriated funds at agency and appropriation level are presented in the Budget-to-Actual Detail Report for governmental funds. A copy of this report is available at the Office of Financial Management, 1110 Capitol Way SE, PO Box 43113, Olympia, Washington 98504-3113.

Legislative appropriations are strict legal limits on expenditures/expenses, and over-expenditures are prohibited. All appropriated and certain nonappropriated funds are further controlled by the executive branch through the allotment process. This process allocates the expenditure/expense plan into monthly allotments by program, source of funds, and object of expenditure. According to statute RCW 43.88.110(2), except under limited circumstances, the original allotments are approved by the Governor and may be revised on a quarterly basis and must be accompanied by an explanation of the reasons for significant changes. Because allotments are not the strict legal limit on expenditures/expenses, the budgetary schedules presented as required supplementary information (RSI) are shown on an appropriation versus actual comparison rather than an allotment versus actual comparison.

Proprietary funds typically earn revenues and incur expenses (i.e., depreciation or budgeted asset purchases) not covered by the allotment process. Budget estimates are generally made outside the allotment process according to prepared business plans. These proprietary fund business plan estimates are adjusted only at the beginning of each fiscal year.

Additional fiscal control is exercised through various means. OFM is authorized to make expenditure/expense allotments based on availability of unanticipated receipts, mainly federal government grant increases made during a fiscal year. State law does not preclude the over-expenditure of allotments, although RCW 43.88.110(3) requires that the Legislature be provided an explanation of major variances.

Operating encumbrances lapse at the end of the applicable appropriation. Capital outlay encumbrances lapse at the end of the biennium unless reappropriated by the Legislature in the ensuing biennium. Encumbrances outstanding against continuing appropriations at fiscal yearend are reported as reservations of fund balance.

Budgetary Reporting vs. GAAP Reporting

Governmental funds are budgeted materially in conformance with GAAP. However, the presentation in the accompanying budgetary schedules is different in certain respects from the corresponding Statements of Revenues, Expenditures, and Changes in Fund Balance (governmental operating statement). In the accompanying budgetary schedules, budget and actual expenditures are reported only for appropriated activities. Expenditures are classified based on whether the appropriation is from the operating or capital budget. Expenditures funded by operating budget appropriations are reported as current expenditures classified by the function of the agency receiving the appropriation. Expenditures funded by capital budget appropriations are reported as capital outlays.

However, in the governmental operating statements, all governmental funds are included and expenditures are classified according to what was actually purchased. Capital outlays are fixed asset acquisitions such as land, buildings, and equipment. Debt service expenditures are principal and interest payments. Current expenditures are all other governmental fund expenditures classified based on the function of the agency making the expenditures.

Additionally, certain governmental activities are excluded from the budgetary schedules because they are not appropriated. These activities include activities designated as nonappropriated by the Legislature, such as the Higher Education Special Revenue Fund, Higher Education Endowment Fund, Tobacco Settlement Securitization Bond Debt Service Fund, federal surplus food commodities, electronic food stamp benefits, capital leases, note proceeds, and resources collected and distributed to other governments.

Further, certain expenditures are appropriated as operating transfers. These transfers are reported as operating transfers on the budgetary schedules and as expenditures on the governmental operating statements. The factors contributing to the differences between the Budgetary Comparison Schedule and the Statement of Revenues, Expenditures, and Changes in Fund Balance are noted in the previous Budget to GAAP reconciliation.

Budgetary Fund Balance includes the following as reported on the Governmental Funds Balance Sheet: Unreserved, undesignated fund balance; and Reserved for encumbrances.

PENSION PLAN INFORMATION
Schedules of Funding Progress

continued

Schedule of Funding Progress
Public Employees' Retirement System - Plan 1
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	9/30/2006	9/30/2005	9/30/2004	9/30/2003
Actuarial value of plan assets	$ 9,853	$ 9,715	$ 9,591	$ 9,707	$ 9,928	$ 10,227
Actuarial accrued liability	13,901	13,740	13,129	13,704	12,855	12,692
Unfunded actuarial liability	4,048	4,025	3,538	3,997	2,927	2,465
Percentage funded	71%	71%	73%	71%	77%	81%
Covered payroll	638	676	725	786	863	945
Unfunded actuarial liability as a percentage of covered payroll	634%	595%	488%	509%	339%	261%

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Public Employees' Retirement System - Plan 2/3
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 16,693	$ 14,888	N/A	N/A	N/A	N/A
Actuarial accrued liability	16,508	14,661	N/A	N/A	N/A	N/A
Unfunded actuarial liability	(185)	(227)	N/A	N/A	N/A	N/A
Percentage funded	101%	102%	N/A	N/A	N/A	N/A
Covered payroll	7,869	7,157	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

PERS Plan 2/3 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Funding Progress

continued

Schedule of Funding Progress
Teachers' Retirement System - Plan 1
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	9/30/2006	9/30/2005	9/30/2004	9/30/2003
Actuarial value of plan assets	$ 8,262	$ 8,302	$ 8,275	$ 8,450	$ 8,728	$ 9,086
Actuarial accrued liability	10,754	10,826	10,359	10,894	10,401	10,325
Unfunded actuarial liability	2,492	2,524	2,084	2,444	1,673	1,239
Percentage funded	77%	77%	80%	78%	84%	88%
Covered payroll	432	426	478	546	616	692
Unfunded actuarial liability as a percentage of covered payroll	577%	592%	436%	448%	272%	179%

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Teachers' Retirement System - Plan 2/3
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 5,681	$ 5,277	N/A	N/A	N/A	N/A
Actuarial accrued liability	5,264	4,682	N/A	N/A	N/A	N/A
Unfunded actuarial liability	(417)	(595)	N/A	N/A	N/A	N/A
Percentage funded	108%	113%	N/A	N/A	N/A	N/A
Covered payroll	3,621	3,318	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

TRS Plan 2/3 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Funding Progress

continued

Schedule of Funding Progress
School Employees' Retirement System - Plan 2/3
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 2,303	$ 2,133	N/A	N/A	N/A	N/A
Actuarial accrued liability	2,207	1,998	N/A	N/A	N/A	N/A
Unfunded actuarial liability	(96)	(135)	N/A	N/A	N/A	N/A
Percentage funded	104%	107%	N/A	N/A	N/A	N/A
Covered payroll	1,379	1,283	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

SERS Plan 2/3 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Law Enforcement Officers' and Fire Fighters' Retirement System - Plan 1
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	9/30/2006	9/30/2005	9/30/2004	9/30/2003
Actuarial value of plan assets	$ 5,592	$ 5,298	$ 5,018	$ 4,800	$ 4,666	$ 4,803
Actuarial accrued liability	4,368	4,340	4,309	4,243	4,266	4,275
Unfunded (assets in excess of) actuarial liability	(1,224)	(958)	(709)	(557)	(400)	(528)
Percentage funded	128%	122%	116%	113%	109%	112%
Covered payroll	37	43	48	56	64	71
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Funding Progress

continued

Schedule of Funding Progress
Law Enforcement Officers' and Fire Fighters' Retirement System - Plan 2
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 5,053	$ 4,360	N/A	N/A	N/A	N/A
Actuarial accrued liability	3,998	3,626	N/A	N/A	N/A	N/A
Unfunded (assets in excess of) actuarial liability	(1,055)	(734)	N/A	N/A	N/A	N/A
Percentage funded	126%	120%	N/A	N/A	N/A	N/A
Covered payroll	1,345	1,234	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

LEOFF Plan 2 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Washington State Patrol Retirement System - Plan 1/2
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 870	$ 800	N/A	N/A	N/A	N/A
Actuarial accrued liability	745	702	N/A	N/A	N/A	N/A
Unfunded actuarial liability	(125)	(98)	N/A	N/A	N/A	N/A
Percentage funded	117%	114%	N/A	N/A	N/A	N/A
Covered payroll	79	72	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

WSPRS Plan 1/2 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Funding Progress

continued

Schedule of Funding Progress
Public Safety Employees' Retirement System - Plan 2
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	N/A	N/A	N/A	N/A
Actuarial value of plan assets	$ 39	$ 14	N/A	N/A	N/A	N/A
Actuarial accrued liability	33	12	N/A	N/A	N/A	N/A
Unfunded actuarial liability	(6)	(2)	N/A	N/A	N/A	N/A
Percentage funded	118%	117%	N/A	N/A	N/A	N/A
Covered payroll	200	134	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	0%	0%	N/A	N/A	N/A	N/A

PSERS Plan 2 uses the aggregate actuarial cost method. Effective for reporting year 2007, this Schedule of Funding Progress is prepared using the entry age actuarial cost method and is intended to serve as a surrogate for the funded status and funding progress information of this plan as required by GASB Statement No. 50.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Judicial Retirement System
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	9/30/2006	9/30/2005	9/30/2004	9/30/2003
Actuarial value of plan assets	$ 1	$ 1	$ 0.3	$ 2	$ 4	$ 6
Actuarial accrued liability	92	85	88	89	89	91
Unfunded actuarial liability	91	84	88	87	85	85
Percentage funded	1%	1%	0%	2%	4%	7%
Covered payroll	1.3	1.3	1.4	1.7	2.4	2.6
Unfunded actuarial liability as a percentage of covered payroll	7000%	6462%	6286%	5118%	3542%	3269%

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Funding Progress

concluded

Schedule of Funding Progress
Judges' Retirement Fund
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	9/30/2006	9/30/2005	9/30/2004	9/30/2003
Actuarial value of plan assets	$ 3.6	$ 4.0	$ 4.1	$ 4.2	$ 4.4	$ 4.5
Actuarial accrued liability	3.5	3.9	4.0	4.5	4.7	5.2
Unfunded (assets in excess of) actuarial liability	(0.1)	(0.1)	(0.1)	0.3	0.3	0.7
Percentage funded	103%	103%	103%	93%	94%	87%
Covered payroll	-	-	-	-	-	-
Unfunded actuarial liability as a percentage of covered payroll	N/A	N/A	N/A	N/A	N/A	N/A

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

Schedule of Funding Progress
Volunteer Fire Fighters' and Reserve Officers' Relief and Pension Fund
Valuation Years 2008 through 2003
(dollars in millions)

	2008	2007	2006	2005	2004	2003
Actuarial valuation date	6/30/2008	6/30/2007	12/31/2006	12/31/2005	12/31/2004	12/31/2003
Actuarial value of plan assets	$ 161	$ 151	$ 140	$ 127	$ 120	$ 120
Actuarial accrued liability	153	136	142	140	115	112
Unfunded (assets in excess of) actuarial liability	(8)	(15)	2	13	(5)	(8)
Percentage funded	105%	111%	99%	91%	104%	107%
Covered payroll	N/A	N/A	N/A	N/A	N/A	N/A
Unfunded actuarial liability as a percentage of covered payroll	N/A	N/A	N/A	N/A	N/A	N/A

* Pension plan liability only - excludes relief benefits.

**Covered Payroll is not presented because it is not applicable since this is a volunteer organization.

N/A indicates data not available.

Source: Washington State Office of the State Actuary. Starting with the 2007 report the valuation date changed to June 30.

PENSION PLAN INFORMATION
Schedules of Contributions from Employers and Other Contributing Entities (cont'd)

Schedules of Contributions from Employers and Other Contributing Entities
For the Fiscal Years Ended June 30, 2009 through 2004
(dollars in millions)

	2009	2008	2007	2006	2005	2004
PUBLIC EMPLOYEES' RETIREMENT PLAN SYSTEM - PLAN 1						
Employers' annual required contribution	$ 620.2	$ 453.1	$ 397.3	$ 438.5	$ 340.3	$ 295.1
Employers' actual contribution	325.2	221.8	118.7	29.6	22.4	22.8
Percentage contributed	52%	49%	30%	7%	7%	8%
PUBLIC EMPLOYEES' RETIREMENT PLAN SYSTEM - PLAN 2/3						
Employers' annual required contribution	$ 369.7	$ 363.3	$ 331.3	$ 307.6	$ 227.7	$ 192.6
Employers' actual contribution	439.7	318.7	242.5	149.6	74.7	69.4
Percentage contributed	119%	88%	73%	49%	33%	36%
TEACHERS' RETIREMENT SYSTEM - PLAN 1						
Employers' annual required contribution	$ 391.0	$ 294.7	$ 249.8	$ 287.5	$ 224.3	$ 185.7
Employers' actual contribution	178.9	113.1	60.5	15.1	8.8	11.4
Percentage contributed	46%	38%	24%	5%	4%	6%
TEACHERS' RETIREMENT SYSTEM - PLAN 2/3						
Employers' annual required contribution	$ 186.9	$ 208.9	$ 167.7	$ 166.4	$ 117.4	$ 96.2
Employers' actual contribution	160.8	109.5	102.2	75.4	33.8	29.9
Percentage contributed	86%	52%	61%	45%	29%	31%
SCHOOL EMPLOYEES' RETIREMENT SYSTEM - PLAN 2/3						
Employers' annual required contribution	$ 71.5	$ 75.8	$ 71.5	$ 81.4	$ 64.0	$ 52.3
Employers' actual contribution	63.5	52.1	45.9	30.4	10.2	9.1
Percentage contributed	89%	69%	64%	37%	16%	17%

The Annual Required Contribution (ARC) changes each year with the experience of the plans. Factors influencing the experience include changes in funding methods, assumptions, plan provisions, and economic and demographic gains and losses. The methods used to derive the ARC for this accounting disclosure are different from that used to derive the actual contributions required by law. These differences include the use of different actuarial valuations (actual contributions may be based on an earlier valuation), and different actuarial cost methods. For these reasons the actual contributions will not match the Annual Required Contributions.

Source: Washington State Office of the State Actuary

PENSION PLAN INFORMATION

Schedules of Contributions from Employers and Other Contributing Entities (cont'd)

Schedules of Contributions from Employers and Other Contributing Entities
For the Fiscal Years Ended June 30, 2009 through 2004
(dollars in millions)

	2009	2008	2007	2006	2005	2004
LAW ENFORCEMENT OFFICERS' AND FIRE FIGHTERS' RETIREMENT SYSTEM - PLAN 1						
Employers' annual required contribution	$ -	$ -	$ 0.1	$ -	$ -	$ -
Employers' actual contribution	-	-	0.1	0.1	-	-
Percentage contributed	N/A	N/A	100%	N/A	N/A	N/A
State annual required contribution	-	-	-	-	-	-
State actual contribution	-	-	-	-	-	-
Percentage contributed	N/A	N/A	N/A	N/A	N/A	N/A
LAW ENFORCEMENT OFFICERS' AND FIRE FIGHTERS' RETIREMENT SYSTEM - PLAN 2						
Employers' annual required contribution*	$ 105.3	$ 61.3	$ 56.9	$ 60.8	$ 48.5	$ 41.5
Employers' actual contribution	77.8	73.4	58.2	48.5	32.8	30.8
Percentage contributed	74%	120%	102%	80%	68%	74%
State annual required contribution*	42.1	40.8	38.0	40.5	32.3	27.7
State actual contribution	51.1	45.9	37.9	31.7	21.3	20.2
Percentage contributed	N/A	N/A	100%	78%	66%	73%
WASHINGTON STATE PATROL RETIREMENT SYSTEM						
Employers' annual required contribution	$ 5.0	$ 6.8	$ 5.3	$ 6.1	$ 3.4	$ 2.6
Employers' actual contribution	6.4	6.1	3.3	3.1	-	-
Percentage contributed	128%	90%	62%	51%	0%	0%

N/A indicates data not available.

*The Annual Required Contribution (ARC) for the LEOFF Plan 2 presented is the Office of the State Actuary's recommended figure; the LEOFF Plan 2 board has proposed a higher ARC of $113.5 Million.

The Annual Required Contribution (ARC) changes each year with the experience of the plans. Factors influencing the experience include changes in funding methods, assumptions, plan provisions, and economic and demographic gains and losses. The methods used to derive the ARC for this accounting disclosure are different from that used to derive the actual contributions required by law. These differences include the use of different actuarial valuations (actual contributions may be based on an earlier valuation), and different actuarial cost methods. For these reasons the actual contributions will not match the Annual Required Contributions.

Source: Washington State Office of the State Actuary

PENSION PLAN INFORMATION

Schedules of Contributions from Employers and Other Contributing Entities (concl'd)

Schedules of Contributions from Employers and Other Contributing Entities
For the Fiscal Years Ended June 30, 2009 through 2004
(dollars in millions)

	2009	2008	2007	2006	2005	2004
PUBLIC SAFETY EMPLOYEES' RETIREMENT PLAN SYSTEM - PLAN 2						
Employers' annual required contribution	$ 14.3	$ 12.4	$ 7.1	$ -	$ -	$ -
Employers' actual contribution	14.5	11.7	6.6	-	-	-
Percentage contributed	101%	94%	93%	N/A	N/A	N/A
JUDICIAL RETIREMENT SYSTEM						
Employers' annual required contribution	$ 21.2	$ 26.6	$ 37.3	$ 27.7	$ 21.7	$ 18.5
Employers' actual contribution	10.2	9.6	9.6	6.7	6.2	6.2
Percentage contributed	48%	36%	26%	24%	29%	34%
JUDGES' RETIREMENT FUND						
Employers' annual required contribution	$ -	$ -	$ -	$ 0.1	$ 0.1	$ 0.2
Employers' actual contribution	-	-	0.3	0.3	0.5	0.5
Percentage contributed	N/A	N/A	N/A	300%	500%	250%
VOLUNTEER FIRE FIGHTERS' AND RESERVE OFFICERS' RELIEF AND PENSION FUND						
Employers' annual required contribution	$ 1.1	$ 1.0	$ 1.0	$ 1.0	$ 0.7	$ 0.8
Employers' actual contribution	1.0	1.0	1.0	1.0	0.7	0.8
Percentage contributed	91%	100%	100%	100%	100%	100%
State annual required contribution	1.4	0.9	2.0	3.6	1.8	1.5
State actual contribution	5.2	5.0	6.0	4.6	4.4	4.4
Percentage contributed	371%	556%	300%	128%	244%	293%

N/A indicates data not available.

The Annual Required Contribution (ARC) changes each year with the experience of the plans. Factors influencing the experience include changes in funding methods, assumptions, plan provisions, and economic and demographic gains and losses. The methods used to derive the ARC for this accounting disclosure are different from that used to derive the actual contributions required by law. These differences include the use of different actuarial valuations (actual contributions may be based on an earlier valuation), and different actuarial cost methods. For these reasons the actual contributions will not match the Annual Required Contributions.

Source: Washington State Office of the State Actuary

OTHER POSTEMPLOYMENT BENEFITS INFORMATION
Schedule of Funding Progress

Schedule of Funding Progress
Other Postemployment Benefits
Valuation Years 2008 through 2006
(dollars in millions)

	2008	2007	2006
Actuarial valuation date	1/1/2008	1/1/2007	N/A
Actuarial value of plan assets	$ -	$ -	N/A
Actuarial accrued liability (AAL)*	4,014	3,800	N/A
Unfunded actuarial accrued liability (UAAL)	4,014	3,800	N/A
Funded ratio	0%	0%	N/A
Covered payroll	5,170	5,427	N/A
UAAL as a percentage of covered payroll	77.64%	70.01%	N/A

* Based on projected unit credit actuarial cost method.

N/A indicates data not available.

Source: Washington State Office of the State Actuary

INFORMATION ABOUT INFRASTRUCTURE ASSETS REPORTED USING THE MODIFIED APPROACH

CONDITION ASSESSMENT

The state's highway system is divided into three main categories: pavement, bridges, and rest areas. Condition information about each as well as state managed airports follows.

Pavement Condition

The Washington State Department of Transportation (WSDOT) owns and maintains 20,392 lane miles of highway, including ramps, collectors and special use lanes. Special use lanes include High Occupancy Vehicle (HOV), climbing, chain-up, holding, slow vehicle turnout, two-way turn, weaving/speed change, bicycle, transit, truck climbing shoulder, turn and acceleration lanes. Special use and ramp/collector lane miles make up 1,907 of the total lane miles.

WSDOT has been rating pavement condition since 1969. Pavement rated in *good* condition is smooth and has few defects. Pavement in *poor* condition is characterized by cracking, patching, roughness and rutting. Pavement condition is rated using three factors: Pavement Structural Condition (PSC), International Roughness Index (IRI), and Rutting.

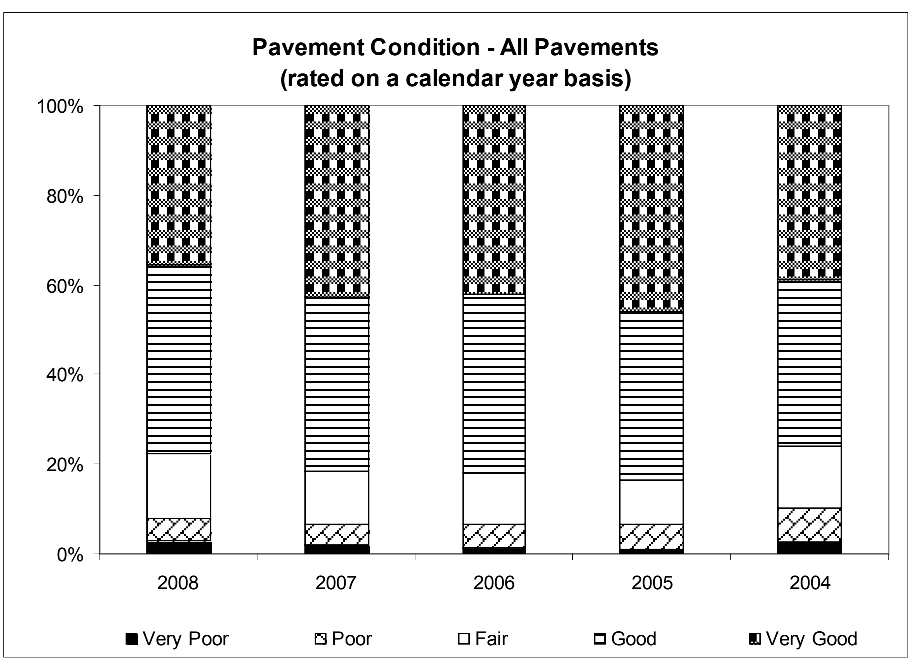
In 1993 the Legislature required WSDOT to rehabilitate pavements at the Lowest Life Cycle Cost (LLCC), which has been determined to occur at a PSC range between 40 and 60, or when triggers for roughness or rutting are met.

The trend over the last five years has shown that the percent of pavements in poor or very poor condition was fairly stable at 7 to 10 percent. WSDOT uses LLCC analysis to manage its pavement preservation program.

The principles behind LLCC are basic – if rehabilitation is done too early, pavement life is wasted; if rehabilitation is done too late, very costly repair work may be required, especially if the underlying structure is compromised.

WSDOT continually looks for ways to best strike the balance between these two basic principles. While the goal for pavements is zero miles in 'poor' condition, marginally good pavements may deteriorate into poor condition during the lag time between assessment and actual rehabilitation. As a result, a small percentage of marginally good pavements will move into the 'poor' condition category for any given assessment period.

WSDOT manages state highways targeting the LLCC per the Pavement Management System due date. While the Department has a long-term goal of no pavements in poor condition (a pavement condition index less than 40, on a 100 point scale), the current policy is to maintain 90 percent of all highway pavement types at a pavement condition index of 40 or better with no more than 10 percent of its highways at a pavement condition below 40. The most recent assessment found that state highways were within the prescribed parameters with only 8 percent of all pavement types with a pavement condition index below 40.



WSDOT uses the following scale for Pavement Structural Condition (PSC):

Category	PSC Range	Description
Very Good	80 – 100	Little or no distress. Example: Flexible pavement with 5 percent of wheel track length having "hairline" severity alligator cracking will have a PSC of 80.
Good	60 – 80	Early stage deterioration. Example: Flexible pavement with 15 percent of wheel track length having "hairline" alligator cracking will have a PSC of 70.
Fair	40 – 60	This is the threshold value for rehabilitation. Example: Flexible pavement with 25 percent of wheel track length having "hairline" alligator cracking will have a PSC of 50.
Poor	20 – 40	Structural deterioration. Example: Flexible pavement with 25 percent of wheel track length having "medium (spalled)" severity alligator cracking will have a PSC of 30.
Very Poor	0 – 20	Advanced structural deterioration. Example: Flexible pavement with 40 percent of wheel track length having "medium (spalled)" severity alligator cracking will have a PSC of 10. May require extensive repair and thicker overlays.

The PSC is a measure based on distresses such as cracking and patching, which are related to the pavement's ability to carry loads. Pavements develop structural deficiencies due to truck traffic and cold weather. WSDOT attempts to program rehabilitation for pavement segments when they are projected to reach a PSC of 50. A PSC of 50 can occur due to various amounts and severity of distress. For rigid pavements (such as Portland cement concrete), a PSC of 50 represents 50 percent of the concrete slabs exhibiting joint faulting with a severity of 1/8 to 1/4 inch (faulting is the elevation difference at slab joints and results in a rough ride – particularly in large trucks). Further, a PSC of 50 can also be obtained if 25 percent of concrete slabs exhibit two to three cracks per panel.

The International Roughness Index (IRI) uses a scale in inches per mile. WSDOT considers pavements with a ride performance measure of greater than 220 inches per mile to be in poor condition. For example, new asphalt overlays typically have ride values below 75 inches per mile, which is very smooth.

Rutting is measured in millimeters: a pavement with more than 12 millimeters of rutting is considered in poor condition.

The three indices (PSC, IRI, and Rutting) are combined to rate a section of pavement, which is assigned the lowest category of any of the three ratings

The following table shows the combined explanatory categories and the ratings for each index.

Category	PSC	IRI	Rutting
Very Good	100 – 80	< 95	< 4
Good	80 – 60	95 – 170	4 – 8
Fair	60 – 40	170 – 220	8 – 12
Poor	40 – 20	220 – 320	12 – 16
Very Poor	0 – 20	> 320	> 16

Since 1999, WSDOT has used an automated pavement distress survey procedure. In the automated survey, high-resolution video images are collected at highway speed and these video images are then rated on special workstations at 3-6 mph speed. This change has also resulted in a more detailed classification and recording of various distresses that are rated.

In 2008, WSDOT rated pavement condition on 17,488 of the 20,392 lane miles of highway. The following chart shows recent pavement condition ratings for the State Highway System, using the combination of the three indices described on the preceding page.

Percentage of Pavement Lane Miles in Fair or Better Condition*

	2008	2007	2006	2005	2004
Statewide - Chip seals	95%	91%	91%	91%	86%
Statewide - Asphalt	92%	94%	94%	95%	92%
Statewide - Concrete	87%	93%	93%	91%	85%
Statewide - All Pavements	92%	93%	94%	93%	90%

Percentage of Pavement Lane Miles in Poor or Very Poor Condition*

	2008	2007	2006	2005	2004
Statewide - Chip seals	5%	9%	9%	9%	14%
Statewide - Asphalt	8%	6%	6%	5%	8%
Statewide - Concrete	13%	7%	7%	9%	15%
Statewide - All Pavements	8%	7%	6%	7%	10%

*Assessments are typically physically conducted in the summer and fall of each year, and processed during the winter and spring, with final results released in July. Years indicated are when the physical assessment was conducted.

Note: The All Pavements percentages are calculated from total lane miles inspected and not a statistical average of the three pavement type percentages. IRI or rutting is not used for sections identified as under construction in rating distress.

More information about pavement management at WSDOT may be obtained at:
http://www.wsdot.wa.gov/biz/mats/pavement/.

Bridge Condition

During Fiscal Year 2009 there were 3,161 state-owned vehicular structures over 20 feet in length with a total area of 45,995,993 square feet. In addition to bridges, the 3,161 structures include 90 culverts and 56 ferry terminal structures. (While ferry terminals are included in a depreciable asset category, they are included here with bridge condition information since they are evaluated by the WSDOT Bridge Office on a periodic basis.)

There was a net increase of 21 bridge structures added in Fiscal Year 2009 due to new construction, asset exchanges, and demolition. Special emphasis is given to the ongoing inspection and maintenance of major bridges representing a significant public investment due to size, complexity or strategic location. All bridges are inspected every two years and underwater bridge components at least once every five years in accordance with Federal Highway Administration (FHWA) requirements.

The fiscal year increase of two ferry terminal structures reflects a change in inventory detail which separated structures that were previously reported as one structure.

Information related to public bridges is maintained in the Washington State Bridge Inventory System (WSBIS). This system is used to develop preservation strategies and comprehensive recommendations for maintenance and construction, and for reporting to the FHWA.

WSDOT's policy is to maintain 95 percent of its bridges at a structural condition of at least fair, meaning that all primary structural elements are sound.

The most recent assessments over the last two years found that state-owned bridges were within the prescribed parameters with 97.5 percent having a condition rating of fair or better and only 2.5 percent of bridges having a condition rating of poor. Bridges rated as poor may have structural deficiencies that restrict the weight and type of traffic allowed. No bridges that are currently rated as poor are unsafe for public travel. Any bridges determined to be unsafe are closed to traffic.

WSDOT's Bridge Seismic Retrofit Program prioritizes state bridges for seismic retrofit, and performs these retrofits as funding permits. Retrofit priorities are based on seismic risk of a site, structural detail deficiencies, and route importance.

The Seismic Retrofit Program includes 879 bridges that have been classified as needing retrofitting. Seismic analysis has determined that 43 bridges do not require a retrofit. WSDOT has fully or partially retrofitted 370 bridges. Of those, 230 are completely retrofitted, 140 are partially retrofitted. There are 30 bridges currently under contract to be retrofitted.

The following condition rating data is based on the structural sufficiency standards established in the FHWA "Recording and Coding Guide for the Structural Inventory and Appraisal of the Nation's Bridges."

This structural rating relates to the evaluation of bridge superstructure, deck, substructure, structural adequacy and waterway adequacy.

Three categories of condition were established in relation to the FHWA criteria as follows:

Category	National Bridge Inventory Code	Description
Good	6, 7, or 8	A range from no problems noted to some minor deterioration of structural elements.
Fair	5	All primary structural elements are sound but may have deficiencies such as minor section loss, deterioration, cracking, spalling or scour.
Poor	4 or less	Advanced deficiencies such as section loss, deterioration, cracking, spalling, scour or seriously affected primary structural components.

Note: Bridges rated in poor condition may be restricted for the weight and type of traffic allowed.

The following charts show the most recent condition rating of Washington State bridges:

Percentage of Bridges in Fair or Better Condition

Bridge Type	2009	2008	2007	2006	2005
Reinforced concrete (1,286 bridges in FY 2009)	98.0%	98.0%	98.3%	98.6%	98.6%
Prestressed concrete (1,352 bridges in FY 2009)	99.0%	98.9%	99.3%	99.3%	99.5%
Steel (363 bridges* in FY 2009)	95.0%	93.9%	94.7%	94.1%	94.3%
Timber (82 bridges in FY 2009)	80.4%	71.7%	66.3%	68.1%	69.2%
Statewide - All bridges (3,083 out of 3,161 bridges in FY 2009)	97.5%	97.0%	97.4%	97.5%	97.6%

Percentage of Bridges in Poor Condition

Bridge Type	2009	2008	2007	2006	2005
Reinforced concrete (26 bridges in FY 2009)	2.0%	2.0%	1.7%	1.4%	1.4%
Prestressed concrete (14 bridges in FY 2009)	1.0%	1.1%	0.7%	0.7%	0.5%
Steel (19 bridges* in FY 2009)	5.0%	6.1%	5.3%	5.9%	5.7%
Timber (19 bridges in FY 2009)	19.6%	28.3%	33.7%	31.9%	30.8%
Statewide - All bridges (78 out of 3,161 bridges in FY 2009)	2.5%	3.0%	2.6%	2.5%	2.4%

*The steel bridge ratings for Fiscal Year 2009 include 53 ferry terminal structures rated as fair or better and three ferry terminal structures rated as poor.

Note: Bridges rated as poor may have structural deficiencies that restricted the weight and type of traffic allowed. WSDOT currently has 11 posted bridges and 140 restricted bridges. Posted bridges have signs posted which inform of legal weight limits. Restricted bridges are those where overweight permits will not be issued for travel by overweight vehicles. This is a decrease of three posted bridges in 2009 as compared to 2008. The number of restricted bridges decreased by 12.

Refer to http://www.wsdot.wa.gov/commercialVehicle/Restrictions/ for more information on overweight restrictions. Any bridges determined to be unsafe are closed to traffic.

Additional information regarding the WSDOT's bridge inspection program may be obtained at:
http://www.wsdot.wa.gov/eesc/bridge/index.cfm.

Safety Rest Area Condition

The WSDOT owns, operates, and maintains 47 developed safety rest area (SRA) facilities, an increase of one SRA which was added in 2009. Within these facilities, the Department manages the following assets: 94 buildings, 692 acres, 29 on-site public drinking water systems, 36 on-site sewage pre-treatment/treatment systems, and 20 recreational vehicle sanitary disposal facilities.

WSDOT performs SRA building and site condition assessments in odd-numbered calendar years, to determine the facility deficiencies. This biennial process, which began in 2003, helps prioritize renovation and replacement projects. Sites and buildings are divided into functional components that are assessed with a numerical rating of 1 to 5 based on guideline criteria (1 meets current standards, 5 is poor).

In addition, a weighting multiplier is applied based on the criticality of the individual component. For instance, a safety deficiency adds a weighting multiplier of ten while a department image deficiency has a weighting multiplier of two. The combined total building and site ratings are used to determine each facility's overall condition, and fall into one of five categories.

WSDOT SRA condition assessment rating parameters are not based on other state or national guidelines for safety rest areas. The model used is based on the capital facility program software already in use, with minor modifications to the rating parameters to better match the unique needs of SRA facilities. The SRA program goal is to have no more than 5 percent of the facilities rated poor.

The following charts show the most recent condition rating of Washington State safety rest areas:

Category	2007*	2005	2003
Percentage of facilities in fair or good condition	95.2%	95.2%	95.3%
Percentage of facilities in poor condition	4.8%	4.8%	4.7%

*2007 percentages are based on 42 inspected SRA sites.

Category	Description	Number of Safety Rest Areas in Category		
		2007	2005	2003
Good Condition	Facility is new construction and/or meets current standards.	8	11	11
Fair-High Condition	Facility meets current standards and/or is in adequate condition with minimal component deficiencies.	6	2	4
Fair-Mid Condition	Facility is functional, and in adequate condition with minor component deficiencies.	6	9	20
Fair-Low Condition	Facility has multiple system deficiencies.	20	18	6
Poor	Facility is at or beyond its service life, with multiple major deficiencies.	2	2	2
No Condition Assessment Data	Facilities were constructed or added to inventory after 2007 (Iron Goat, Dusty, Price Creek, Travelers Rest, Dodge Jct.)	5	0	0
	Total	47	42	43*

*Spokane River SRA was closed in 2004.

State Managed Airport Condition

The WSDOT Aviation Division is authorized by RCW 47.68.100 to acquire, manage and maintain airports.

Under this authority, WSDOT manages 17 airports, eight of which WSDOT owns. The airports are used primarily for access to small communities and emergency purposes such as fire fighting, search and rescue, and medical evacuation (one airport is used only for helicopter and search and rescue operations). The airports are also used for recreational flying activities. Most are located near or adjacent to state highways and their runways range in character from paved, to gravel or turf.

Three airports are in operational condition 12 months of the year, and the remaining 14 are operational from June to October each year. Opening and closing dates may vary depending on weather conditions. In accordance with WSDOT policy, maintenance is performed on each airport annually and inspections occur a minimum of three times per year. The use of state airports by all persons is solely at the risk of the user. Since these airports are maintained principally for emergency use, the state does not warrant the conditions at any state airport to be suitable for any other use.

The definitions below represent the classification category for state managed airports within the Washington Aviation System Plan (WASP):

Category	Definition
Local service airport	An airport with a paved runway capable of handling aircraft with a maximum gross certificated takeoff weight of 12,500 pounds.
Rural essential airport	An airport with a turf, gravel or sand (unpaved) runway near access to recreational opportunities with capacity for aircraft less than 12,500 pounds.
Limited rural essential helicopter only	An airport with a landing pad only capable of accommodating rotorcraft.

The following chart shows the most recent condition rating of Washington State managed airports:

Washington Aviation System Plan (1)

Airport Classification	WSDOT Aviation Owned	WSDOT Aviation Managed
Local Airports (2)	2	-
Rural Essential Airports (3)	-	-
Paved runway	-	1
Turf runway	5	3
Gravel runway	-	4
Sand	-	1
Helicopter only	1	-
Total Airports	8	9

	2009	2008	2007	2006	2005
Percentage of airports acceptable for general recreational use or better	94%	88%	88%	88%	88%
Percentage of airports not acceptable for general recreational use or better	6%	12%	12%	12%	12%

(1) Eight airports are owned by WSDOT and nine are managed by WSDOT under various use/operating agreements.
(2) Local airports are acceptable for general use and serve small to medium sized communities.
(3) Rural essential airports are acceptable for general recreation use and typically serve recreation communities and remote back country locations.

For more information about the airports which are acceptable for general recreational use or better, refer to WSDOT's website at: http://www.wsdot.wa.gov/aviation/Airports/.

INFORMATION ABOUT INFRASTRUCTURE ASSETS REPORTED USING THE MODIFIED APPROACH

Comparison of Planned-to-Actual Preservation and Maintenance

For the Fiscal Years Ended June 30, 2009 through 2005
(expressed in thousands)

	2009			2008		
PAVEMENT	**Planned**	**Actual**	**Variance**	**Planned**	**Actual**	**Variance**
Preservation	$ 125,246	$ 109,279	$ 15,967	$ 118,886	$ 130,375	$ (11,489)
Maintenance	19,651	19,170	481	18,329	16,994	1,335
Total	$ 144,897	$ 128,449	$ 16,448	$ 137,215	$ 147,369	$ (10,154)
BRIDGES						
Preservation	$ 63,436	$ 16,586	$ 46,850	$ 11,260	$ 23,407	$ (12,147)
Maintenance	13,365	13,406	(41)	12,427	12,601	(174)
Total	$ 76,801	$ 29,992	$ 46,809	$ 23,687	$ 36,008	$(12,321)
REST AREAS						
Preservation	$ 199	$ 193	$ 6	$ 77	$ 77	$ -
Maintenance	5,808	5,631	177	5,590	5,778	(188)
Total	$ 6,007	$ 5,824	$ 183	$ 5,667	$ 5,855	$ (188)
AIRPORTS						
Preservation & maintenance	$ 146	$ 168	$ (22)	$ 146	$ 134	$ 12

In addition to increasing and improving the state highway system, WSDOT places a high priority on preserving and maintaining the current highway system. WSDOT breaks out preservation and maintenance into two separate functions. Preservation can be described as projects that maintain the structural integrity of the existing highway system including roadway pavements, safety features, bridges, and other structures/facilities. The maintenance function handles the day-to-day needs that occur such as guardrail replacement, patching pot holes, installing signs, vegetation control, etc.

WSDOT uses outcome based performance measures for evaluating the effectiveness of the maintenance program. The Maintenance Accountability Process (MAP) is a comprehensive planning, measuring and managing process that provides a means for communicating the impacts of policy and budget decisions on program service delivery. WSDOT uses it to identify investment choices and the effects of those choices in communicating with the Legislature and other stakeholders. The MAP measures and communicates the outcomes of 32 distinct highway maintenance activities. Maintenance results are measured via field condition surveys and reported as Level of Service (LOS) ratings, which range from A to F. LOS targets are defined in terms of the condition of various highway features (i.e. percent of guardrail on the highway system that is damaged) and are set commensurate with the level of funding provided for the WSDOT highway maintenance program. More information about MAP may be obtained at: http://www.wsdot.wa.gov/Maintenance/.

WSDOT's legally authorized budgets are biennial with the even year being the first fiscal year of the biennium. Planned amounts in this schedule are not the legal legislative authorizations but are the planned expenditures for the year within the legal authorizations. Therefore, a negative variance is not an indication of overspending the agency's legal authorization but indicates that more expenditure activity occurred than was initially planned. Actual expenditures may vary from the budgeted or planned amounts for a variety of reasons which include, but are not limited to, management's decision to accelerate or defer preservation or maintenance activity or reduce planned activity in response to economic forecasts.

2007			2006			2005		
Planned	Actual	Variance	Planned	Actual	Variance	Planned	Actual	Variance
$ 111,195	$ 99,416	$ 11,779	$ 108,409	$ 130,340	$ (21,931)	$ 118,055	$ 122,868	$ (4,813)
19,152	16,255	2,897	19,219	18,586	633	20,657	18,715	1,942
$ 130,347	$ 115,671	$ 14,676	$ 127,628	$ 148,926	$ (21,298)	$ 138,712	$ 141,583	$ (2,871)
$ 21,055	$ 20,138	$ 917	$ 8,434	$ 20,338	$ (11,904)	$ 16,768	$ 14,332	$ 2,436
11,553	11,051	502	11,552	11,820	(268)	11,159	11,151	8
$ 32,608	$ 31,189	$,1419	$ 19,986	$ 32,158	$ (12,172)	$ 27,927	$ 25,483	$ 2,444
$ 188	$ 173	$ 15	$ 188	$ 129	$ 59	$ 381	$ 333	$ 48
5,056	5,359	(303)	5,021	5,187	(166)	4,268	5,527	(1,259)
$ 5,244	$ 5,532	$ (288)	$ 5,209	$ 5,316	$ (107)	$ 4,649	$ 5,860	$ (1,211)
$ 83	$ 200	$ (117)	$ 83	$ 67	$ 16	$ 108	$ 129	$ (21)

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APPENDIX E

DTC AND ITS BOOK-ENTRY SYSTEM

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DTC AND ITS BOOK-ENTRY SYSTEM

The following information has been provided by DTC. The state takes no responsibility for the accuracy or completeness thereof, or for the absence of material changes in such information subsequent to the date hereof. Beneficial Owners should confirm the following with DTC or the Participants (as hereinafter defined).

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the 2010 Certificates. The 2010 Certificates are to be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each Principal Payment Date of the 2010 Certificates, each in the aggregate principal amount represented by such 2010 Certificates, and will be deposited with DTC.

2. DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at **www.dtcc.com** and www.dtc.org (which websites are not incorporated herein by reference).

3. Purchases of 2010 Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2010 Certificates on DTC's records. The ownership interest of each actual purchaser of each Certificate ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2010 Certificates are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2010 Certificates, except in the event that use of the book-entry system for the 2010 Certificates is discontinued.

4. To facilitate subsequent transfers, all 2010 Certificates deposited by Direct Participants with DTC are to be registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of 2010 Certificates with DTC and their

registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2010 Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2010 Certificates are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. When notices are given, they are sent by the Trustee to DTC only. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

6. Prepayment notices are to be sent to DTC. If less than all of the 2010 Certificates of a Principal Payment Date are being prepaid, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be prepaid.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2010 Certificates unless authorized by a Direct Participant in accordance with DTC's MMI procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the state as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2010 Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Principal, prepayment and interest payments on the 2010 Certificates are made to Cede & Co. or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the state or the Certificate Registrar, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners are governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and are the responsibility of such Participant and not of DTC, the Trustee or the state, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, prepayment and interest payments to Cede & Co. (or any other nominee as may be requested by an authorized representative of DTC) is the responsibility of the state or the Trustee, disbursement of such payments to Direct Participants are the responsibility of DTC, and disbursement of such payments to the Beneficial Owners are the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the 2010 Certificates at any time by giving reasonable notice to the state or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, 2010 Certificates are to be printed and delivered.

10. The state may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2010 Certificates will be printed and delivered.

11. The information in this appendix concerning DTC and DTC's book-entry system has been obtained from sources that the state believes to be reliable, but the state takes no responsibility for the accuracy thereof.