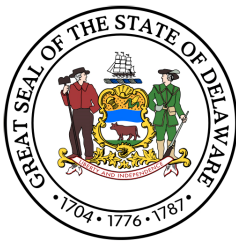


PRELIMINARY OFFICIAL STATEMENT DATED APRIL 23, 2024

NEW ISSUE

**Ratings: Fitch “AAA”
Moody’s “Aaa”
S&P “AAA”
See “RATINGS” herein.**

In the opinion of Bond Counsel, interest on the Bonds (as defined herein) is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions, subject to the condition described in “TAX MATTERS” herein and interest on the Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the “Code”), for purposes of the federal alternative minimum tax; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Internal Revenue Code of 1986, as amended) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. In addition, under existing statutes, interest on the Bonds is exempt from personal and corporate income taxes imposed by The State of Delaware (the “State” or “Delaware”). For a more complete discussion, see “TAX MATTERS” herein.



\$367,095,000*
THE STATE OF DELAWARE
consisting of
\$298,010,000 General Obligation Bonds, Series 2024A
\$69,085,000 General Obligation Refunding Bonds, Series 2024B

Dated: Date of Issuance

**Due: May 1 for the 2024A Bonds and
July 1 for the 2024B Bonds,
both as shown on the Inside Front Cover**

The Bonds consist of the State’s \$298,010,000* General Obligation Bonds, Series 2024A (the “2024A Bonds”) and the \$69,085,000* General Obligation Refunding Bonds, Series 2024B (the “2024B Bonds”, and together with the 2024A Bonds, the “2024 Bonds” or the “Bonds”). The Bonds are general obligations of the State and the full faith and credit of the State will be pledged for the payment of the principal of and interest on the Bonds.

Interest on the 2024A Bonds is payable semiannually on May 1 and November 1 of each year commencing November 1, 2024. Interest on the 2024B Bonds is payable semiannually on January 1 and July 1 of each year commencing July 1, 2024.

The 2024A Bonds maturing on or after May 1, 20__ are subject to redemption at the option of the State on or after May 1, 20__, and prior to maturity, in whole or in part at any time and from time to time, in any order of maturity and interest rate selected by the State (and within a maturity and interest rate by lot) at 100% of the principal amount of the Bonds to be redeemed, plus interest accrued and unpaid to the redemption date.

The 2024B Bonds are not subject to optional redemption prior to maturity.

The Bonds will be issued in book-entry form as fully registered bonds in denominations of \$1,000 and integral multiples thereof. The investor will not receive physical delivery of Bond certificates. Principal and interest payments on the respective series of Bonds will be paid to The Depository Trust Company (“DTC”) or its nominee as record owner of the Bonds and investors should look for payment to the institution from which their Bonds were purchased.

The Bonds are offered when, as and if issued and received by the Underwriters (as defined hereafter) subject to prior sale, to withdrawal or modification of the offer without notice, and subject to the approving legal opinion of Saul Ewing LLP, Bond Counsel, Wilmington, Delaware, and certain other conditions. It is expected that the 2024 Bonds will be available through the facilities of DTC for delivery in New York, New York, on or about _____, 2024.

The date of this Official Statement is _____, 2024

* Preliminary, subject to change.

MATURITIES, AMOUNTS, RATES, YIELDS AND PRICES*

2024A Bonds⁽¹⁾

<u>Maturity (May 1)</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Yield (%)</u>	<u>Price (\$)</u>	<u>CUSIP Number⁽²⁾ (246381)</u>
2025	14,905,000				
2026	14,905,000				
2027	14,905,000				
2028	14,905,000				
2029	14,905,000				
2030	14,905,000				
2031	14,905,000				
2032	14,900,000				
2033	14,900,000				
2034	14,900,000				
2035	14,900,000				
2036	14,900,000				
2037	14,900,000				
2038	14,900,000				
2039	14,900,000				
2040	14,895,000				
2041	14,895,000				
2042	14,895,000				
2043	14,895,000				
2044	14,895,000				

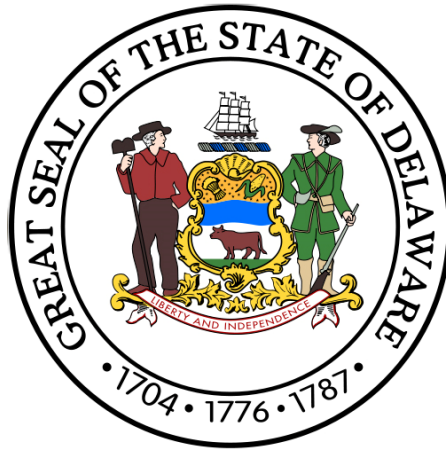
2024B Bonds⁽¹⁾

<u>Maturity (July 1)</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Yield (%)</u>	<u>Price (\$)</u>	<u>CUSIP Number⁽²⁾ (246381)</u>
2025	3,800,000				
2026	3,600,000				
2027	3,565,000				
2028	3,535,000				
2030	10,810,000				
2031	10,790,000				
2032	10,860,000				
2033	10,990,000				
2034	11,135,000				

* Preliminary, subject to change.

⁽¹⁾ The 2024A Bonds and the 2024B Bonds are expected to be sold by separate competitive bid.

⁽²⁾ Copyright 2006, American Bankers Association. CUSIP data herein is provided by Standard & Poor's, CUSIP Service Bureau, a division of the McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service. CUSIP numbers are provided for convenience of reference only. Neither the State nor the Underwriters take any responsibility for the accuracy of such CUSIP numbers. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity.



THE STATE OF DELAWARE

Bond Issuing Officers

Governor John C. Carney
State Treasurer Colleen C. Davis
Secretary of State Jeffrey W. Bullock
Secretary of Finance Richard J. Geisenberger

Other State Officials

Attorney General..... Kathleen Jennings

State Contact

Director of Bond Finance..... Joel P. Heller

Financial Advisor

PFM Financial Advisors LLC
Philadelphia, Pennsylvania

Bond Counsel

Saul Ewing LLP
Wilmington, Delaware

No dealer, broker, salesperson or other person has been authorized by the State or by the Underwriters to give any information or to make any representation in connection with the Bonds or the matters described herein, other than those contained in this Official Statement, and, if given or made, such other information or representation must not be relied on as having been authorized by the State or by the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement, nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the matters described herein since the date thereof. Only the statements and information contained herein should be considered in making an investment decision with respect to the Bonds. This Official Statement is distributed in connection with the sale of the Bonds and may not be reproduced or used, in whole or in part, for any other purpose.

All estimates and assumptions herein have been made on the best information available at the time of issuance and are believed to be reliable, but no representations whatsoever are made that such estimates or assumptions are correct or will be realized. So far as any statements herein involve matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. Neither the Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the holders of the Bonds.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

The Underwriters of the Bonds has provided the following sentence for inclusion in this Official Statement: The Underwriters of the Bonds has reviewed the information in this Official Statement in accordance with and as part of their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters of the Bonds does not guarantee the accuracy, completeness or fairness of such information.

If and when included in this Official Statement, the words “expects,” “forecasts,” “projects,” “intends,” “anticipates,” “estimates,” “assumes” and analogous expressions are intended to identify forward-looking statements, and any such statements are subject inherently to a variety of risks and uncertainties that could cause actual results to differ materially from those that have been projected. Such forward-looking statements speak only as of the date of this Official Statement. The State disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the State’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

All quotations from and summaries and explanations of provisions of laws and documents described herein do not purport to be complete and reference is made to said laws and documents for full and complete statements of their provisions.

Upon issuance, the Bonds will not be registered under the Securities Act of 1933, as amended (the “Act”), or under any state securities laws in reliance upon exemptions contained in such Act or under such state securities laws. The Bonds will not be listed on any stock or other securities exchange. Any registration or qualification of the Bonds in accordance with applicable provisions of securities laws of the states in which the Bonds may be registered or qualified and the exemption from registration or qualification in other states cannot be regarded as a recommendation thereof. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency, except the State, will have passed upon the accuracy, completeness or adequacy of this Official Statement or approved the Bonds for sale. Any representation to the contrary may be a criminal offense.

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OFFICIAL STATEMENT
of
THE STATE OF DELAWARE

\$367,095,000*
THE STATE OF DELAWARE
General Obligation Bonds, Series 2024
s
\$298,010,000* General Obligation Bonds, Series 2024A
\$69,085,000* General Obligation Refunding Bonds, Series 2024B

INTRODUCTION

This Official Statement (including the cover page and the appendices, the “Official Statement”) has been prepared by The State of Delaware (the “State” or “Delaware”) and provides certain information about the State and its \$298,010,000* General Obligation Bonds, Series 2024A (the “2024A Bonds” or the “2024 Bonds”) and its \$69,085,000* General Obligation Refunding Bonds, Series 2024B (the “2024B Bonds”, and together with the 2024A Bonds, the “2024 Bonds” or the “Bonds”). The Bonds are issued as tax-exempt obligations of the State under the Internal Revenue Code of 1986, as amended (the “Code”).

Brief descriptions of the State, the authorizing Resolution (as defined below) of the State’s Issuing Officers (as defined below), and the Bonds are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Resolution and the Bonds are qualified in their entirety by reference to such documents. All such descriptions are further qualified in their entirety by reference to laws relating to or affecting generally the enforcement of creditors’ rights and general principles of equity. Copies of such documents are available for inspection at the offices of the Secretary of Finance of the State.

DESCRIPTION OF THE BONDS

General Information

The Bonds are general obligations of the State to be issued pursuant to a resolution adopted on _____, 2024 (the “Resolution”) by the Governor, the Secretary of Finance, the Secretary of State and the State Treasurer (collectively, the “Issuing Officers”). The Bonds will contain a pledge of the State’s full faith and credit for the payment of the principal of and interest on the Bonds. The 2024A Bonds are dated and bear interest from their date of delivery payable commencing November 1, 2024, and thereafter semi-annually on each May 1 and November 1 (each an “2024A Interest Payment Date”) at the rate or rates per annum and shall mature, all as set forth on the inside cover page of this Official Statement. The 2024B Bonds are dated and bear interest from their date of delivery payable commencing July 1, 2024, and thereafter semi-annually on each January 1 and July 1 (each an “2024B Interest Payment Date”, and together with the 2024A Interest Payment Date, the “Interest Payment Dates”) at the rate or rates per annum and shall mature, all as set forth on the inside cover page of this Official Statement. Interest on the Bonds will be calculated on the basis of a 360 day year of twelve 30-day months. The Bonds will be issued as fully registered bonds in denominations of \$1,000 and integral multiples thereof.

Interest on the Bonds will be paid on each Interest Payment Date to the holders of the respective series of Bonds on the Record Date (as described below) in respect of such Interest Payment Dates to the

* Preliminary, subject to change.

person whose name the Bond is registered, as shown in the bond register, maintained by the State. The Record Date with respect to any Interest Payment Date for the respective series of Bonds is the fifteenth (15th) day of the calendar month preceding such Interest Payment Date. Principal on the Bonds will be payable upon presentation and surrender of such Bonds by the holders of the respective series of Bonds at the Office of the State Treasurer, in Dover, Delaware, at maturity. So long as the Bonds are maintained in book-entry only form, interest, and principal at maturity, will be paid by electronic funds transfer on the Interest Payment Date with respect to each series of Bonds held by the Depository Trust Company, New York, New York.

Redemption

Optional Redemption

The 2024A Bonds maturing on or after May 1, 20__ are subject to redemption at the option of the State on or after May 1, 20__, and prior to maturity, in whole or in part at any time and from time to time, in any order of maturity and interest rate selected by the State (and within a maturity and interest rate by lot), at 100% of the principal amount of the Bonds to be redeemed, plus interest accrued and unpaid to the redemption date.

The 2024B Bonds are not subject to optional redemption prior to maturity.

[Mandatory Sinking Fund Redemption]

[The 2024A Bonds maturing on May 1, 20__ are subject to mandatory redemption in part, by lot, by operation of a sinking fund to be established by the State, at a redemption price equal to par plus interest accrued to the redemption date in the following principal amounts on May 1 in each of the following years:]

Year	Principal Amount
20__	\$
20__	
20__	
20__ [†]	
[†] Maturity	

Notice of Redemption

Notice of redemption will be mailed to registered owners of the 2024A Bonds not less than 20 days nor more than 60 days prior to any optional redemption date in the manner and upon the terms and conditions set forth in the Resolution. The State, so long as a book-entry system is used for determining ownership of such 2024A Bonds will send the notice of redemption to The Depository Trust Company (“DTC”). Any failure of DTC to mail such notice to any DTC participant will not affect the validity of the redemption of the 2024A Bonds. If at the time of mailing of a notice of redemption, the State shall not have deposited with the bank or depository acting as refunding escrow agent money sufficient to redeem all 2024A Bonds called for redemption, the notice of redemption may state that it is conditional, i.e., that it is subject to the deposit of sufficient redemption money with a refunding escrow agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited.

Authorization and Purpose

The Bonds are issued pursuant to the State Constitution, statutes of the State, including acts of the General Assembly (the “General Assembly”) authorizing the issuance of the Bonds (the “Authorization Acts”) and the Resolution. A portion of the proceeds of the 2024 Bonds will be applied to pay for various capital facilities of the State, as provided by the Authorization Acts. The State will allocate the debt service with

respect to the 2024 Bonds to various capital facilities. All of such 2024 Bonds are authorized to be sold as twenty-year bonds and all of the 2024 Bonds will be sold as twenty-year bonds.

The State Constitution provides that any money borrowed by the State shall be used exclusively for the purpose for which it is borrowed, but that if any borrowed money remains after a project has been completed or abandoned, such money may be expended according to law. The Delaware Code provides that any funds borrowed pursuant to an Authorization Act and not expended for the purposes set forth therein shall be deposited in a special fund and applied with the approval of the Issuing Officers to the remaining costs of any project authorized by any prior Authorization Act.

Any premium from bonds or revenue notes, including the Bonds, shall, at the discretion of the Director of the Office of Management and Budget, Controller General and the Secretary of Finance:

(1) Be deposited in a special fund of the State and applied for the purposes for which such bonds or notes were issued or as otherwise provided by law; or

(2) Be deposited in any escrow fund to redeem, refund or defease debt service on existing bonds or notes of the State, or debt service on any debt or other obligation of an instrumentality of the State.

In the event that a deposit is made pursuant to paragraph (1) above, bond authorization shall be reduced by a corresponding amount.

A portion of the proceeds of the 2024 Bonds will be applied to currently refund a portion of the State's outstanding general obligation bonds identified below (the "Refunded Bonds").

Schedule of Refunded Bonds*

<u>Series</u>	<u>Maturities</u>	<u>Principal Amount</u>	<u>Date of Optional Call</u>	<u>Redemption Price</u>
2014B	July 1 in the years 2025 through 2027, inclusive, 2028 at 4.00%, 2028 at 5.00%, 2030 through 2033, inclusive, 2034 at 3.00%, and 2034 at 3.50%.	\$77,365,000	07/01/2024	100.00

* Preliminary, subject to change.

In order to provide for the refunding of the Refunded Bonds, the State will use a portion of the proceeds of the 2024 Bonds, together with certain other available moneys, to fund an escrow account (the "Escrow Fund") pursuant to an Escrow Agreement, to be dated _____, 2024, between the State and [Wilmington Trust, National Association], as escrow agent (the "Escrow Agent"), for the benefit of the holders of the Refunded Bonds. Proceeds deposited in the Escrow Fund established under the Escrow Agreement will either be held in cash or be used to purchase United States Treasury Obligations, State and Local Government Series, or other direct obligations of, or obligations the principal of and the interest on which are unconditionally guaranteed by, the United States Government (the "Government Securities"), the principal of which together with the interest payable thereon will be in an amount sufficient to pay when due the interest on the Refunded Bonds on or prior to the call date and principal, to redeem on such call date Refunded Bonds which become due after such date. Neither the maturing principal of the Government Securities nor the interest thereon will secure or be available for the payment of principal of, interest or redemption premium, if any, on any obligations of the State other than the Refunded Bonds. The sufficiency of the amounts on deposit in the Escrow Account to provide for the current refunding of the Refunded Bonds will be certified by the Verification Agent (See "VERIFICATION OF MATHEMATICAL COMPUTATIONS" herein).

SOURCES AND USES OF FUNDS

The sources and uses of funds to accomplish the purposes of the Bonds are expected to be as follows:

SOURCES:	<u>2024A Bonds</u>	<u>2024B Bonds</u>	<u>Total</u>
Par Amount	\$	\$	\$
[Net]Original Issue Premium			
Total Sources:	<u>\$</u>	<u>\$</u>	<u>\$</u>
USES:			
Projects	\$	\$	-
Deposit to Escrow Fund			
Underwriters' Discount			
Other Financing Expenses*			
Total Uses:	<u>\$</u>	<u>\$</u>	<u>\$</u>

* Includes a portion of the Financial Advisor's fees, estimated fees and expenses of Bond Counsel, Escrow Agent fees, Verification Agent fees, printing costs, rating agency fees and miscellaneous expenses.

SECURITY FOR BONDS

The Bonds are direct obligations of the State to which the full faith and credit of the State will be pledged. The payment of principal of and interest on debt obligations of the State is made pursuant to appropriations by the General Assembly of the State. Historically, the State has appropriated funds for and paid the principal of and interest on its debt obligations as they have come due.

If the State fails to make sufficient provision to pay the principal of and interest on the Bonds, or, at the time such amount is payable, sufficient funds are unavailable for such payment, a sufficient sum to pay such principal and interest is required by State law to be set apart by the State Treasurer from the first revenues thereafter received by the State. The State Treasurer may be required to set apart and apply such revenue to the payment of such principal and interest at the suit of any holder of the Bonds.

In the event the State fails to make timely payment of the principal of or interest on the Bonds, the owner of the Bond on which default in payment has occurred may also sue the State for breach of contract. In the opinion of the Attorney General of the State, the State may not successfully invoke the defense of sovereign immunity in an action alleging breach of contract by the State, and in the further opinion of the Attorney General, the Bonds pertaining thereto are such contracts. Any judgment against the State obtained in such an action, however, must be paid solely from funds appropriated by the General Assembly for the purpose of such payment.

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DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements of general obligation bonds of the State, prior to and after giving effect to the issuance of the Bonds. For more details on the State's outstanding indebtedness, including statutory debt test calculations, see "BONDED INDEBTEDNESS OF THE STATE" in Appendix B attached hereto.

General Obligation Bond Debt Service⁽¹⁾⁽²⁾ (\$ in millions)

Fiscal Year Ending June 30	<u>Prior to Issuance of the Bonds</u>				<u>After Issuance of the Bonds</u>			
	<u>Principal</u>	<u>Interest</u>	<u>Total Debt Service</u>	<u>Principal Outstanding</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Debt Service</u>	<u>Principal Outstanding</u>
2024	\$ 208.0	\$ 102.4	\$ 310.4	\$ 2,206.2	\$	\$	\$	\$
2025	201.4	93.7	295.1	2,004.8				
2026	195.0	84.5	279.5	1,809.8				
2027	188.8	75.1	263.9	1,621.0				
2028	182.7	65.8	248.5	1,438.3				
2029	175.7	57.2	232.9	1,262.6				
2030	169.3	48.0	217.3	1,093.3				
2031	160.8	40.8	201.6	932.5				
2032	152.5	33.6	186.1	780.0				
2033	123.7	27.2	150.9	656.3				
2034	111.9	22.4	134.3	544.4				
2035	105.4	18.1	123.5	439.0				
2036	93.5	14.8	108.3	345.5				
2037	83.5	11.7	95.2	262.0				
2038	72.2	8.8	81.0	189.8				
2039	61.0	6.2	67.2	128.8				
2040	51.0	4.2	55.2	77.8				
2041	36.0	2.7	38.7	41.8				
2042	24.5	1.6	26.1	17.3				
2043	17.3	0.7	18.0	-				
2044	-	-	-	-				
TOTAL	<u>\$ 2,414.2</u>	<u>\$ 719.5</u>	<u>\$ 3,133.7</u>		<u>\$</u>	<u>\$</u>	<u>\$</u>	

(1) Totals may not add due to rounding.

(2) Outstanding gross debt service (excludes Federal Interest Subsidy on Build America Bonds and Qualified School Construction Bonds).

THE BOOK-ENTRY ONLY SYSTEM

DTC, New York, NY, will act as securities depository for the Bonds. The Bonds will 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 Bond certificate will be issued for each maturity and interest rate of the Bonds, each in the aggregate principal amount of such maturity and interest rate, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A

of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation, and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has an S&P Global Ratings' rating of: AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the 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 Bonds 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 Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds 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 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions and defaults. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity and interest rate are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the 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 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the State, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC nor its nominee or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the State, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the State believes to be reliable, but the State and the Underwriters take no responsibility for the accuracy thereof.

APPROVAL OF LEGAL MATTERS

Certain legal matters incident to the authorization and issuance of the Bonds are subject to the approval of Saul Ewing LLP, Wilmington, Delaware, Bond Counsel, whose approving legal opinion, substantially in the form set forth in APPENDIX D, will be available at the time of the delivery of the Bonds. Bond Counsel has not verified the accuracy, completeness or fairness of the statements contained in the Official Statement nor will it express an opinion as to the accuracy, completeness, or fairness of the statements contained in the Official Statement.

TAX MATTERS

Tax Exemption - Opinion of Bond Counsel

The Internal Revenue Code of 1986, as amended (the "Code") contains provisions relating to the tax-exempt status of interest on obligations issued by governmental entities which apply to the Bonds. These provisions include, but are not limited to, requirements relating to the use and investment of the proceeds of the Bonds and the rebate of certain investment earnings derived from such proceeds to the United States Treasury Department on a periodic basis. These and other requirements of the Code must be met by the State subsequent to the issuance and delivery of the Bonds in order for interest thereon to be and remain excludable from gross income for purposes of federal income taxation. The State has made covenants to comply with such requirements.

In the opinion of Bond Counsel, interest [(including accrued original issue discount)] on the Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion of Bond Counsel is subject to the condition that the State comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the

Bonds in order that interest thereon continues to be excluded from gross income. Failure to comply with certain of such requirements could cause the interest on the Bonds to be so includable in gross income retroactive to the date of issuance of the Bonds. The State has covenanted to comply with all such requirements. Interest on the Bonds is not treated as an item of tax preference for purposes of the federal alternative minimum tax; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Internal Revenue Code of 1986, as amended (the "Code")) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022.

In addition to the matters addressed below, prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral tax consequences to certain taxpayers, including but not limited to, foreign corporations, certain S corporations, financial institutions, recipients of social security and railroad retirement benefits and property or casualty insurance companies. Bond counsel expresses no opinion regarding any other federal tax consequences relating to the Bonds or the receipt of interest thereon. **Prospective purchasers of the Bonds should consult their own tax advisors as to the impact of these other tax consequences.**

Bond Counsel's opinion will be based on existing law, which is subject to change. Such opinion is further based on factual representations made to Bond Counsel as of the date of delivery of the Bonds. Bond Counsel assumes no duty to update or supplement its opinion to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention, or to reflect any changes in law that may thereafter occur or become effective.

Alternative Minimum Tax

Interest on the Bonds is not treated as an item of tax preference for purposes of the federal alternative minimum tax. However, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022.

Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations

The Code, subject to limited exceptions not applicable to the Bonds, denies the interest deduction for indebtedness incurred or continued to purchase or carry tax-exempt obligations, such as the Bonds. With respect to banks, thrift institutions and other financial institutions, the denial to such institutions is one hundred percent (100%) for interest paid on funds allocable to the Bonds and any other tax-exempt obligations acquired after August 7, 1986.

Property or Casualty Insurance Company

The Code also provides that a property or casualty insurance company may also incur a reduction, by a specified portion of its tax-exempt interest income, of its deduction for losses incurred.

[Accounting Treatment of Original Issue Discount and Amortizable Bond Premium]

[The Series 2024A Bonds maturing on and after _____ and the Series 2024B Bonds maturing on and after _____ are herein referred to as the "Discount Bonds." In the opinion of Bond Counsel, the difference between the initial public offering price of the Discount Bonds set forth on the inside cover page and the stated redemption price at maturity of each such Bond constitutes "original issue discount," all or a portion of which will, on the disposition or payment of such Series 2024 Bonds, be treated as tax-exempt interest for federal income tax purposes. Original issue discount will be apportioned to an owner of the Discount Bonds under a "constant interest method," which utilizes a periodic compounding of

accrued interest. If an owner of a Discount Bond who purchases it in the original offering at the initial public offering price owns that Discount Bond to maturity, that Bondholder will not realize taxable gain for federal income tax purposes upon payment of the Discount Bond at maturity. An owner of a Discount Bond who purchases it in the original offering at the initial public offering price and who later disposes of the Discount Bond prior to maturity will be deemed to have accrued tax-exempt income in a manner described above; amounts realized in excess of the sum of the original offering price of such Discount Bond and the amount of accrued original issue discount will be taxable gain.

Purchasers of Discount Bonds should consider possible state and local income, excise or franchise tax consequences arising from original issue discount on the Discount Bonds. Prospective purchasers of the Discount Bonds should consult their tax advisors regarding the state and local tax treatment of original issue discount.]

[The 2024A Bonds maturing on _____ and the 2024B Bonds maturing on _____ are hereinafter referred to collectively as the “Premium Bonds.” An amount equal to the excess of the initial public offering price of a Premium Bond set forth on the inside front cover page over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity. As premium is amortized, the purchaser’s basis in such Premium Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser’s basis is reduced, no federal income tax deduction is allowed.

Purchasers of any Premium Bonds, whether at the time of initial issuance or subsequent thereto, should consult their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning Premium Bonds.]

Delaware State Tax Opinion

In the opinion of Bond Counsel under existing statutes interest on the Bonds is exempt from personal and corporate income tax imposed by the State.

CHANGES IN FEDERAL AND STATE TAX LAW

Legislative or administrative actions and court decisions, at either the federal or state level, could have an impact on the treatment of interest on the Bonds for federal or state income tax purposes, and thus on the value or marketability of the Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or otherwise. It cannot be predicted whether or in what form any such proposals may be enacted or whether if enacted such proposals would apply to bonds issued prior to enactment. In addition, regulatory or other actions are from time to time announced or proposed which, if implemented or concluded in a particular manner, could adversely affect the market value, marketability or tax status of the Bonds. It cannot be predicted whether any such regulatory or other actions will be implemented or whether the Bonds would be impacted thereby.

Purchasers of the Bonds should consult their own tax advisors regarding any pending or proposed legislation, regulations, litigation or other potential changes in law. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any proposed or pending legislation, regulator initiatives, litigation or other potential changes in law.

The Inflation Reduction Act, H.R. 5376 (the “IRA”), was signed into law by President Biden on August 16, 2022. The IRA includes a 15 percent alternative minimum tax to be imposed on the “adjusted financial statement income”, as defined in the IRA, of certain corporations for tax years beginning after December 31, 2022. Under the IRA, interest on the Bonds is included in the “adjusted financial statement income” of such corporations for purposes of computing such alternative minimum tax.

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations, such as the Bonds, may result in collateral federal income tax consequences. Such prospective purchasers should consult their own tax advisors as to the consequences of investing in the Bonds.

OPINIONS AND CERTIFICATES AVAILABLE ON DELIVERY OF THE BONDS

Upon delivery of the Bonds, the State will make available the following opinions and certificates dated the date of delivery of the Bonds: (1) the opinion of Saul Ewing LLP, Bond Counsel, Wilmington, Delaware, substantially in the forms set forth in APPENDIX D, to the effect that the Bonds are legal and valid general obligations of the State to which the State has pledged its full faith and credit; (2) the opinion of the Attorney General or a Deputy Attorney General to the effect that no litigation is pending or known to be threatened to restrain or enjoin the issuance of the Bonds, or in any manner questioning the validity of any proceedings authorizing the issuance of the Bonds, or the levy or collection of any material portion of taxes or other revenues of the State, or contesting the completeness, accuracy or fairness of the Official Statement; and that neither the corporate existence of the State nor the titles of the officials of the State signatories hereto to their respective offices is being contested; (3) a certificate of the Issuing Officers certifying as genuine the signatures of the Issuing Officers signing the Bonds; (4) a certificate of the State Treasurer acknowledging receipt of payment for the Bonds; (5) a certificate executed by the State Treasurer relating to federal tax matters under the Internal Revenue Code of 1986, and regulations promulgated thereunder; and (6) a certificate of the Issuing Officers stating: (a) that the Official Statement, as of the date of the Official Statement, did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (b) as of the date of delivery of and payment for the Bonds there has been no material adverse change in the condition, financial or otherwise of the State, from the date of the sale of the Bonds to the date of delivery of the Bonds and from that set forth in the Official Statement.

INDEPENDENT AUDITORS

The basic financial statements of the State as of and for the fiscal year ended June 30, 2022 have been audited by CliftonLarsonAllen, LLP, Timonium, Maryland, independent auditors. The auditor’s report, together with the Basic Financial Statements and Management’s Discussion and Analysis and the required supplemental information, for the fiscal year ended June 30, 2023 are included in the State’s ACFR for the same period. The ACFR is incorporated herein by reference and is available online at the Delaware Department of Finance – Division of Accounting section of the State’s website at <https://accounting.delaware.gov/reports-transparency/>. In addition, the ACFR has been submitted to the Municipal Securities Rulemaking Board (the “MSRB”) via the Electronic Municipal Market Access System (“EMMA”) (<http://emma.msrb.org>). Finally, copies are available by contacting the Department of Finance, State of Delaware, Carvel State Office Building, 820 N. French Street, 8th Floor, Wilmington, DE 19801. Other than the ACFR, none of the other information contained on the State’s website is included by reference in this Official Statement. The auditor’s report incorporated herein by reference is provided as a publicly available document. CliftonLarsonAllen, LLP has not been requested to consent to such incorporation and has not participated in the preparation or review of this Official Statement.

FINANCIAL ADVISOR

PFM Financial Advisors LLC has been appointed financial advisor (the “Financial Advisor”) to the State and is acting in that capacity in connection with the sale of the Bonds.

RATINGS

Fitch Ratings (“Fitch”), Kroll Bond Rating Agency, Inc. (“KBRA”), Moody’s Investor Services (“Moody’s”), and S&P Global Ratings (“S&P”) rate the general obligation bonds of the State. The current rating of all outstanding general obligation bonds of the State assigned by Fitch is AAA, the rating assigned by KBRA is AAA, the rating assigned by Moody’s is Aaa and the rating assigned by S&P is AAA. Fitch, Moody’s, and S&P have been retained to rate the Bonds and have assigned the Bonds the ratings which appear on the cover hereof.

Such ratings reflect only the respective views of such organizations. An explanation of the significance of such ratings may be obtained from the respective organizations. There is no assurance that such ratings will continue for any period of time or that they will not be revised or withdrawn. A downward revision or withdrawal of the ratings may have an adverse effect on the market price of the Bonds. No rating assures the market value of the Bonds.

UNDERWRITING

The 2024A Bonds are being purchased by _____ (the “2024A Underwriter”). The 2024A Underwriter has agreed to purchase said 2024A Bonds at a purchase price of \$ _____ (which is equal to the aggregate principal amount of \$ _____ [plus]/less] [net] original issue [premium/discount] of \$ _____ less underwriter’s discount of \$ _____). The 2024A Underwriter’s obligation to make such purchase is subject to the approval of certain legal matters by Bond Counsel and certain other conditions.

The 2024B Bonds are being purchased by _____ (the “2024B Underwriter,” and together with the 2024A Underwriter, the “Underwriters”). The 2024B Underwriter has agreed to purchase said 2024B Bonds at a purchase price of \$ _____ (which is equal to the aggregate principal amount of \$ _____ [plus]/less] [net] original issue [premium/discount] of \$ _____ less underwriter’s discount of \$ _____). The 2024B Underwriter’s obligation to make such purchase is subject to the approval of certain legal matters by Bond Counsel and certain other conditions.

The Underwriters for each series of Bonds reserve the right to change the initial prices of the respective series of Bonds in connection with the marketing of such Bonds and may offer and sell the Bonds to certain dealers (including dealers depositing the Bonds into investment trusts) and others at prices lower than the initial public offering price or prices set forth in the Official Statement.

Each of the Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Each of the Underwriters and their respective affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the State, for which they may have received or will receive customary fees and expenses. In the ordinary course of their various business activities, each of the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the State. Each of the Underwriters and their respective affiliates may also communicate independent investment

recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The accuracy of the mathematical computations of (i) the adequacy of the maturing principal of and interest earned on the escrow securities together with other available funds held in the escrow account, to provide for the payment of the Refunded Bonds; and (ii) the “yield” on the escrow securities and on the Bonds, will be examined by PFM Asset Management LLC (“PFMAM”), as verification agent (the “Verification Agent”). PFMAM is a wholly-owned subsidiary of U.S. Bancorp Asset Management, Inc. which is a subsidiary of U.S. Bank National Association.

The computations will be based upon information and assumptions supplied by the 2024B Underwriter and the Financial Advisor on behalf of the State. The Verification Agent has restricted its procedures to examining the arithmetical accuracy of the computations and has not evaluated or audited the assumptions or information used in the computations.

CONTINUING DISCLOSURE UNDERTAKING

General. The State has covenanted for the benefit of the Holders of the Bonds in a Continuing Disclosure Agreement dated August 28, 2019, which is being supplemented and amended to make it applicable to the Bonds (as so supplemented and amended, the “Disclosure Agreement”) to (a) provide notices of the occurrence of certain enumerated events; and (b) provide certain financial information and operating data relating to the State not later than the first day of the eleventh calendar month immediately following the end of the State’s fiscal year (the “Annual Report”). The Annual Report and the notices of significant events, both summarized below, will be filed by the State with the Electronic Municipal Market Access System (“EMMA”) maintained by the Municipal Securities Rulemaking Board. The specific nature of the information to be contained in the Annual Report or the notices of significant events is summarized below. These covenants have been made in order to assist the Underwriters in complying with S.E.C. Rule 15c2-12, as amended (the “Rule”).

Annual Reports. The State’s Annual Report filed with EMMA shall contain or incorporate by reference the information with respect to the relevant fiscal year as set forth in Exhibit “B” to the Continuing Disclosure Agreement, which is attached hereto as Appendix C.

Notices of Significant Events. Upon the occurrence of any of the following notice events, the State shall in a timely manner not in excess of ten (10) business days after the occurrence of any of the following events, file with EMMA notice of such occurrence: (1) principal and interest payment delinquencies; (2) nonpayment-related defaults, if material; (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 status of the Bonds; (7) modifications to rights of Holder, if material; (8) bond calls (other than mandatory sinking fund redemptions), if material, and tender offers; (9) defeasances of Bonds; (10) release, substitution, or sale of property securing repayment of any Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the State; (13) the consummation of a merger, consolidation, or acquisition involving the State or the sale of all or substantially all of the assets of the State, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation to the State, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the State, any of which affect security holders, if material; (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a

financial obligation of the State, any of which reflect financial difficulties; or (17) failure to provide annual financial information as required.

Accounting Standards. The financial statements described above shall be audited in accordance with generally accepted accounting principles applicable in the preparation of financial statements of the State as such principles are from time to time promulgated by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, or such other body recognized as authoritative by the American Institute of Certified Public Accountants or any successor body (“GAAP”), and shall also comply with applicable federal and state auditing statutes, regulations, standards and/or guidelines. The State may from time to time modify its accounting principles to the extent necessary or desirable to comply with changes in either GAAP or applicable federal and state statutes, regulations, standards and/or guidelines. Audited financial statements of the State not submitted as part of the Annual Report shall be provided to EMMA if and when available to the State, and in any event not more than thirty (30) days after receipt thereof from the State’s auditors. In the event that audited financial statements are not submitted as part of the Annual Report, the State shall provide in lieu thereof unaudited financial statements meeting the description set forth above.

Termination of Reporting Obligation. The State’s obligations under the Disclosure Agreement shall terminate upon (a) the legal defeasance, prior redemption or payment in full of all of the Bonds or (b) the assumption by a successor Obligated Person of all of the obligations of the prior Obligated Person both under the Disclosure Agreement and under the Bonds.

Amendments. Notwithstanding any other provision of the Disclosure Agreement, the State may modify or amend the Disclosure Agreement. Under the current SEC interpretation of the Rule, the following preconditions must be satisfied: (a) the amendment is being made in connection with a change of circumstances that arises from a change in legal requirements, change in law, change in the identity, nature or status of the State, or change in the type of business conducted by the State; (b) the Disclosure Agreement, as amended, would have complied with the requirements of the Rule as of the date of issuance of the relevant Bonds, after taking into account any amendment or interpretations of the Rule, as well as any change in circumstances; and (c) the amendment does not materially adversely affect the interests of Holder as determined either by a party unaffiliated with the State (such as the Paying Agent or nationally recognized bond counsel) or by an approving vote of a majority of Holders.

To the extent required by the Rule, the State shall disclose in the next Annual Report the amendment and its impact on the information being provided.

Defaults. In the event of a failure of the State to comply with any provision of the Disclosure Agreement, the Paying Agent, any Participating Underwriter or any Holder may take such actions as may be necessary and appropriate, including seeking a writ of mandamus or specific performance by court order to cause the State to comply with its obligations under the Disclosure Agreement. A default under the Disclosure Agreement shall not be deemed an Event of Default under the Resolution or the Bonds, and the sole remedy under the Disclosure Agreement in the event of any failure of the State to comply with the Disclosure Agreement shall be an action to compel performance, provided, however, that nothing in the Disclosure Agreement shall limit any Holder’s rights under applicable federal securities law.

The State has complied, in all material respects, with all of its obligations under its continuing disclosure agreements in each of the past five years.

The execution and distribution of the Official Statement in connection with the sale of the Bonds has been duly authorized by the State.

THE STATE OF DELAWARE

JOHN C. CARNEY, JR.
Governor

RICHARD J. GEISENBERGER,
Secretary of Finance

JEFFREY W. BULLOCK,
Secretary of State

COLLEEN C. DAVIS,
State Treasurer

APPENDIX A
SUMMARY OF CASH BASIS FINANCIAL STATEMENTS
FOR FISCAL YEARS 2019 THROUGH 2023

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THE STATE OF DELAWARE
BUDGETARY GENERAL FUND
RECEIPTS, DISBURSEMENTS AND CASH BALANCES
(in thousands)

	Fiscal Years Ended June 30				
	<u>2019⁽¹⁾</u>	<u>2020⁽¹⁾</u>	<u>2021⁽¹⁾</u>	<u>2022⁽¹⁾</u>	<u>2023⁽¹⁾</u>
<u>Receipts</u>					
Tax Revenue					
Personal Income.....	\$1,730,477	\$1,666,165	\$2,123,793	\$2,375,825	\$2,396,240
Franchise.....	906,154	957,674	1,082,488	1,300,409	1,397,282
Corporation Income.....	187,850	159,972	255,316	379,495	457,377
Gross Receipts.....	259,347	253,816	278,871	331,022	353,224
Public Utility.....	36,991	35,754	35,043	29,616	35,653
Cigarette.....	122,611	119,153	115,700	115,332	104,860
Pari-Mutual.....	72	51	39	14	61
Inheritance and Estate.....	817	135	0	0	0
Realty Transfer.....	154,273	166,158	236,549	304,273	246,725
Alcoholic Beverage.....	26,610	25,204	32,719	30,911	32,230
Insurance Taxes.....	86,573	76,394	97,051	98,649	107,530
Bank Franchise.....	100,841	80,903	74,875	113,222	105,799
All Other.....	865,489	345,400	367,278	421,897	459,598
Total Taxes.....	4,478,105	3,886,779	4,699,722	5,500,665	5,696,579
Revenue Refunds.....	387,751	379,374	423,113	761,244	535,984
Net Taxes.....	4,090,354	3,507,405	4,276,609	4,739,421	5,160,595
Other Revenue					
Fees.....	180,406	182,693	205,374	229,256	220,695
Interest Earnings.....	24,913	47,115	63,985	12,610	37,288
Sales ⁽²⁾	251,590	204,112	239,591	257,394	260,724
Grants, Donations & Special Income.....	13	1	82	60	621
Licenses.....	33,786	19,440	35,940	24,841	41,815
Other Revenue.....	9,990	561,222	566,614	565,752	572,439
Non-revenue and Transfers.....	869	3,821	2,063	532	949
Total Other Revenue.....	501,567	1,018,404	1,113,649	1,090,445	1,134,531
Total Receipts.....	<u>\$4,591,921</u>	<u>\$4,525,809</u>	<u>\$5,390,258</u>	<u>\$5,829,866</u>	<u>\$6,295,126</u>
<u>Disbursements</u>					
Legislative.....	\$ 17,026	\$ 17,459	\$ 18,000	\$84,993	\$114,898
Judicial.....	97,847	98,712	97,122	99,299	108,195
Executive.....	159,990	169,028	122,058	219,215	465,931
Technology and Information.....	47,074	46,511	56,700	59,400	60,565
Other Elective Offices.....	215,379	217,936	220,010	240,081	300,482
Legal.....	63,164	64,905	65,470	70,070	77,859
Dept. of Human Resources ⁽³⁾	18,549	25,040	25,077	46,447	27,722
Dept. of State.....	55,585	56,916	60,368	175,656	119,148
Dept. of Finance.....	20,706	26,315	16,893	22,525	17,339
Dept. of Health & Social Services.....	1,165,199	1,146,382	1,178,419	1,277,511	1,441,898
Dept. of Children, Youth & Their Families.....	174,349	170,955	153,271	154,617	172,611
Dept. of Correction.....	352,019	368,691	367,881	370,371	403,954
Dept. of Natural Resources & Env. Control.....	46,506	51,319	52,340	68,484	87,184
Dept. of Safety & Homeland Security... ..	146,174	157,242	160,117	173,088	183,490
Dept. of Transportation.....	4,370	5,630	4,969	5,031	9,282
Dept. of Labor.....	9,015	9,030	8,512	10,120	12,361
Other.....	36,520	28,952	28,128	28,712	44,527
Total Departments.....	2,629,472	2,661,023	2,635,335	3,105,620	3,647,446
Higher Education.....	249,377	262,249	260,572	270,649	302,558
Public Education.....	1,515,415	1,590,642	1,620,362	1,681,675	1,910,868
Total Education.....	1,764,792	1,852,891	1,880,934	1,952,324	2,213,426
Total Disbursements.....	<u>\$4,394,264</u>	<u>\$4,513,914</u>	<u>\$4,516,269</u>	<u>\$5,057,944</u>	<u>\$5,860,872</u>
Receipts Over (Under) Disbursements	197,657	11,895	873,989	771,922	434,254
Cash Balance-Beginning of Period	749,819	947,476	959,371	1,833,360	2,605,282
General Fund Advances to Other Funds	-	-	-	-	-
Cash Balance.....	<u>\$ 947,476</u>	<u>\$959,370</u>	<u>\$ 1,833,360</u>	<u>\$ 2,605,282</u>	<u>\$ 3,039,536</u>

(1) The State has audited GAAP financial statements for the fiscal years ending June 30, 2019 through June 30, 2023.

(2) Consists primarily of payments for board and treatment at State institutions and lottery receipts.

(3) New Department for FY 2018.

NOTE: Numbers are rounded, and thus, the sum of the detail may not equal the total.

Source: Department of Finance.

THE STATE OF DELAWARE
BUDGETARY SPECIAL FUND
RECEIPTS, DISBURSEMENTS AND CASH BALANCES
(in thousands)

	<u>Fiscal Years Ended June 30</u>				
	<u>2019⁽¹⁾</u>	<u>2020⁽¹⁾</u>	<u>2021⁽¹⁾</u>	<u>2022⁽¹⁾</u>	<u>2023⁽¹⁾</u>
Receipts					
Taxes					
Insurance	\$ 43,680	\$ 44,989	\$ 47,092	\$ 52,578	\$ 58,041
Local School Property.....	688,879	717,919	763,581	791,193	814,843
All Other.....	314,367	368,522	399,798	540,306	554,234
Total Taxes	<u>1,046,926</u>	<u>1,131,430</u>	<u>1,210,471</u>	<u>1,384,077</u>	<u>1,427,118</u>
Other Revenue					
Federal Grants and Reimbursements	2,457,748	2,678,225	2,997,445	3,810,661	3,926,960
Pension Fund Receipts.....	336,396	352,510	369,044	398,451	453,240
Interest Earnings	32,882	44,271	25,013	15,569	35,618
All Other.....	<u>545,367</u>	<u>549,826</u>	<u>553,180</u>	<u>497,991</u>	<u>841,657</u>
Total Other Revenue	<u>3,372,393</u>	<u>3,624,832</u>	<u>3,944,682</u>	<u>4,722,672</u>	<u>5,257,475</u>
Non-Revenue and Transfer					
Sale of Bonds	272,801	341,159	264,710	260,259	391,339
Receipts from Pension Fund	713,304	743,257	771,397	827,583	878,911
All Other.....	<u>918,310</u>	<u>1,928,872</u>	<u>2,647,596</u>	<u>1,289,445</u>	<u>1,338,886</u>
Total Non-Revenue and Transfer ...	<u>1,904,415</u>	<u>3,013,288</u>	<u>3,683,703</u>	<u>2,377,287</u>	<u>2,609,136</u>
Total Receipts.....	6,323,734	7,769,550	8,838,856	8,484,036	9,293,729
Total Disbursements	<u>6,931,093</u>	<u>7,373,002</u>	<u>8,762,958</u>	<u>9,325,539</u>	<u>9,608,424</u>
Receipts Over (Under) Disbursements	(607,359)	396,548	75,898	(841,503)	(314,695)
Operating Cash Balance-Beginning of Period..	<u>1,645,205</u>	<u>1,710,005</u>	<u>2,855,801</u>	<u>3,636,062</u>	<u>3,508,465</u>
Operating Cash Balance-End of Period	<u>\$1,037,846</u>	<u>\$2,106,553</u>	<u>\$2,931,699</u>	<u>\$2,794,559</u>	<u>\$3,193,770</u>
Other Cash					
Payables ⁽²⁾	672,159	749,248	704,363	713,906	973,158
Cash Balance.....	<u>\$1,710,005</u>	<u>\$2,855,801</u>	<u>\$3,636,062</u>	<u>\$3,508,465</u>	<u>\$4,166,928</u>

(1) The State has audited GAAP financial statements for the fiscal years ending June 30, 2019 through June 30, 2023.

(2) Changes within the modified accrual activity affecting cash basis reporting.

NOTE: Numbers are rounded and thus the sum of the detail may not equal the total.

Source: Department of Finance.

THE STATE OF DELAWARE
COMBINED BUDGETARY GENERAL AND SPECIAL FUNDS
RECEIPTS, DISBURSEMENTS AND CASH BALANCES
(in thousands)

	<u>Fiscal Years Ended June 30</u>				
	<u>2019⁽¹⁾</u>	<u>2020⁽¹⁾</u>	<u>2021⁽¹⁾</u>	<u>2022⁽¹⁾</u>	<u>2023⁽¹⁾</u>
Receipts					
Net Taxes	\$5,137,280	\$4,638,835	\$5,487,080	\$6,123,498	\$6,587,713
Interest Earnings	57,795	91,386	88,998	28,179	72,906
Grants, Donations and Special Income ...	2,407,491	2,636,756	2,985,974	3,806,319	3,915,690
Licenses	46,964	30,515	52,407	37,387	57,380
Fees	815,827	972,169	1,356,721	971,223	1,222,277
Sales	342,079	291,022	325,242	179,128	273,147
Other Revenue	<u>202,935</u>	<u>617,567</u>	<u>246,615</u>	<u>790,349</u>	<u>849,657</u>
Total Revenue	9,010,371	9,278,250	10,543,038	11,936,083	12,978,770
Non-Revenue and Transfers.....	<u>1,905,284</u>	<u>3,017,109</u>	<u>3,685,766</u>	<u>2,377,819</u>	<u>2,610,805</u>
Total Receipts	10,915,655	12,295,359	14,229,114	14,313,902	15,588,855
Total Disbursements	<u>11,325,357</u>	<u>11,886,916</u>	<u>13,279,227</u>	<u>14,383,483</u>	<u>15,469,296</u>
Receipts Over (Under) Disbursements.....	(409,702)	408,443	949,887	(69,581)	119,559
Cash Balance-Beginning of Period	2,395,024	2,657,481	3,815,172	5,469,422	6,113,747
Cash Balance-End of Period	<u>\$1,985,322</u>	<u>\$3,065,924</u>	<u>\$4,764,059</u>	<u>\$5,399,841</u>	<u>\$6,233,306</u>
Other Cash					
Payables and Receivables ⁽²⁾	672,159	749,248	704,363	713,906	973,158
Total Cash Balance	<u>\$2,657,481</u>	<u>\$3,815,172</u>	<u>\$5,469,422</u>	<u>\$6,113,747</u>	<u>\$7,206,464</u>

(1) The State has audited GAAP financial statements for the fiscal years ending June 30, 2019 through June 30, 2023.

(2) Changes within the modified accrual activity affecting cash basis reporting.

NOTE: Numbers are rounded and thus the sum of the detail may not equal the total.

Source: Department of Finance.

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APPENDIX B
CERTAIN INFORMATION PERTAINING TO THE STATE OF DELAWARE

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CERTAIN INFORMATION PERTAINING TO THE STATE OF DELAWARE

The State of Delaware (the “State”) is located on the eastern seaboard of the United States and is bordered by the Atlantic Ocean and the Delaware Bay, as well as by the states of New Jersey, Pennsylvania and Maryland. It has a land area of 1,955 square miles. The State is 96 miles long and varies from 9 to 35 miles wide, with elevations ranging from sea level to 442 feet. Delaware’s 26 miles of beaches start at the mouth of the Delaware Bay and end at the Maryland border. As the first state to ratify the United States Constitution on December 7, 1787, Delaware is known as “The First State.”

The State has three counties: Kent, New Castle, and Sussex. All of the cities and towns in the State are independent, incorporated municipalities. There are three major cities: Wilmington, the largest city; Dover, the State capital and the site of a major U.S. Air Force base; and Newark, the site of the University of Delaware.

GOVERNANCE

The chief executive officer of the State is the Governor, who is elected for a term of four years. The State Constitution limits any Governor to two terms, whether or not consecutive. The Governor appoints all members of the State judiciary, the cabinet, and the boards and councils. The Governor reports to the General Assembly at the start of each annual session in January on the “State of the State,” recommends changes in legislation, and follows this report with an annual budget message and financial accounting of the State.

In addition to the Executive Office of the Governor (which includes the Office of Management and Budget), there are fifteen additional cabinet departments, as reflected in the table which follows. They include the following: (i) the Department of State, which administers, among other divisions, the Division of Corporations and the Division of Small Business; (ii) the Department of Finance, which performs financing, accounting, bond finance, revenue collection, fiscal policy functions and administers the State lottery; (iii) the Department of Technology and Information; (iv) the Department of Health and Social Services; (v) the Department of Services for Children, Youth and Their Families; (vi) the Department of Natural Resources and Environmental Control; (vii) the Department of Labor; (viii) the Department of Transportation, which oversees the Division of Motor Vehicles; (ix) the Department of Safety and Homeland Security, which oversees the State Police; (x) the Department of Correction; (xi) the Department of Agriculture; (xii) the Department of Education; (xiii) Delaware State Housing Authority; (xiv) the Department of Human Resources and (xv) the Delaware National Guard. Delaware is unusual in that the State government (as opposed to county or municipal governments) funds and administers substantially all correctional, public health, welfare, and transportation services for its residents.

Other elected officers include the Lieutenant Governor who presides over the Senate and the Board of Pardons; the State Treasurer, who is one of four Issuing Officers, signs all State checks and oversees the management of the State’s bank accounts; the Auditor of Accounts who audits all State agencies’ financial transactions; the Insurance Commissioner; and the Attorney General who is the chief legal officer of the State. All of the elected officers serve terms of four years.

The State’s General Assembly is bicameral and consists of a 21-member Senate and a 41-member House of Representatives. The entire House stands for re-election every two years, while Senators are elected to four year staggered terms. Regular sessions of the General Assembly convene in January and adjourn by June 30th. Between regular sessions, the Governor or the presiding officers of either house may call special sessions. Proposed legislation is usually assigned to a standing committee for review. It may then receive consideration on the floor of both houses.

The judicial branch of the government includes a Supreme Court, which acts primarily as an appeals court, and the Court of Chancery, an equity court which has jurisdiction over corporate matters, trusts, estates,

and other matters involving equitable jurisdiction. The Superior Court has jurisdiction over criminal and civil cases, except equity cases. The Family Court administers justice in cases involving domestic relations or dependent juveniles. The Court of Common Pleas is a court of limited jurisdiction over civil and criminal matters which the Superior Court would otherwise handle. The Justice of the Peace Courts handle criminal matters and civil cases where the amount in controversy is less than \$5,000.

BONDED INDEBTEDNESS OF THE STATE

Authorization of General Obligation Debt

General obligation bonds and bond anticipation notes of the State are issued and the proceeds thereof appropriated to various purposes pursuant to the Authorization Acts. Under the State Constitution, Authorization Acts become law upon the approval of three-quarters of all the elected members of each house of the General Assembly and the concurrence of the Governor. The Governor may veto a bill by returning the bill to the house of the General Assembly in which the bill originated within ten days of receipt, Sunday excepted. The General Assembly may override the Governor's veto by a three-fifths vote of all members in each house. No bill becomes law after final adjournment of the General Assembly unless previously approved by the General Assembly and approved by the Governor within 30 days after such adjournment. The Governor has veto power over line item appropriations.

Once an Authorization Act is enacted, the Issuing Officers are authorized by State law to issue bonds and bond anticipation notes thereunder. Bond anticipation notes may be issued for a term of one year and may be renewed, but all such renewal notes must mature not later than four years after the date of original issuance of such notes. No bond anticipation notes have been outstanding since fiscal 1978. All bonds are required to mature within 20 years from their date of issuance. Other than certain bonds issued between fiscal years 2010 through 2021, bonds may not provide for principal payments higher in later years than earlier years (except for refunding bonds, capital appreciation bonds, qualified zone academy bonds and retail bonds) and may have such other terms as the Issuing Officers may determine, subject to the limitations of the Authorization Acts and other provisions of law. The Qualified School Construction Bonds issued in fiscal year 2011 provided for a single maturity of \$59.6 million in fiscal year 2030.

The Issuing Officers are authorized to issue bonds to refund bonds in advance of maturity provided that the refunding results in a present value savings to the State.

The Issuing Officers may also issue revenue anticipation notes, in an amount they determine necessary, to meet a casual deficiency of revenue in the budgetary General Fund to pay budgetary General Fund obligations or to pay existing debts. Revenue anticipation notes may be issued at any time and from time to time prior to June 25 in any State fiscal year. There has not been a State issue of revenue anticipation notes since fiscal 1977. If at any time during the fiscal year prior to June 15 there is a casual deficiency of revenue in the budgetary General Fund to pay budgetary General Fund obligations or to pay existing debts, the State may draw upon available balances in the State's budgetary Special Funds to pay such obligations or debts. Such draws are required to be reimbursed to the appropriate budgetary Special Funds as soon as sufficient budgetary General Fund monies become available, and in any case, the budgetary General Fund cannot evidence a negative balance after June 15 of such fiscal year.

Debt Limits

There is no State Constitutional debt limit; however, the State has statutory debt limits as discussed herein.

In 1991, the State enacted legislation to replace the previous statutory debt limits with a three-part debt limit, effective July 1, 1991, as follows:

First, the aggregate principal amount of new “tax-supported obligations of the State” (hereinafter defined) which may be authorized in any one fiscal year (excluding refunding bonds) may not exceed 5% of estimated net budgetary General Fund revenue for that fiscal year, as determined by a Joint Resolution approved by a majority of the members elected to each house of the General Assembly and signed by the Governor in conjunction with the adoption of the annual Budget Appropriation Bill for that fiscal year (the “5% Rule”). The estimate of net general fund revenues for fiscal year 2024 was \$6,035.1 million per House Joint Resolution No. 3. The capital budget authorized \$301.8 million of new tax-supported general obligation debt under the 5% rule.

The level of tax-supported debt permitted under the 5% Rule for the current and next four (4) fiscal years is set out in the following table. The revenue estimates for fiscal years 2024, 2025 and 2026 are estimated from the March 18, 2024 meeting of the Delaware Economic and Financial Advisory Council (“DEFAC”). See “BUDGETARY GENERAL FUND SUMMARIES —Summary of DEFAC Revenue Forecasts - Fiscal Year 2024E-Fiscal Year 2026E” herein. Fiscal years 2027 and 2028 estimates are based on the State’s long-term growth rates of 2.4% and 2.6%, respectively. DEFAC projections are dependent on a variety of economic factors affecting the State’s projected revenues. See “FORECASTS AND ECONOMIC PROJECTIONS - Revenue and Expenditure Forecasting.”

The 5% Rule (\$ in millions)					
	Fiscal 2024	Fiscal 2025	Fiscal 2026	Fiscal 2027	Fiscal 2028
Estimated Net Budgetary General Fund Revenue	\$6,248.8	\$6,307.1	\$6,434.6	\$6,589.0	\$6,760.4
Projected New Tax- Supported Debt Authorizations	\$301.8 ⁽¹⁾	\$315.4	\$321.7	\$329.5	\$338.0

⁽¹⁾ Reflects actual new tax-supported debt authorized as determined by House Joint Resolution No. 3 (152nd General Assembly).

Second, no “tax-supported obligations of the State” and no “Transportation Trust Fund (“Trust Fund” or “TTF”) debt obligations” (each as hereinafter defined) of the Delaware Transportation Authority may be incurred if the aggregate maximum annual payments on all such outstanding obligations (plus certain lease obligations) exceed 15% of the estimated aggregate budgetary General Fund revenue, plus Trust Fund revenue for the fiscal year following the fiscal year in which such obligation is incurred (the “15% Test”). Any such debt incurred would have to comply with this test, as illustrated in the following table:

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The 15% Test
(\$ in millions)

	Fiscal 2024⁽¹⁾
General Obligation Debt Service ⁽²⁾	\$ 310.4
Less: Excluded Debt Service ⁽³⁾	(76.1)
Other Tax-Supported Debt Service ⁽⁴⁾	<u>42.9</u>
Total Tax-Supported Debt Service.....	\$ 277.2
Delaware Transportation Authority (TTF) Debt Service	<u>\$ 102.5</u>
Total Debt Service	\$ 379.7
Estimated Aggregate Budgetary General Fund and TTF Revenue ⁽⁵⁾	\$ 6,956.6
Total Debt Service as Percent of Total Revenue	5.5%

- (1) Year of maximum annual debt service. Totals in column may not add due to rounding.
- (2) Excludes \$3.4 million in expected Federal Interest Subsidy payments on Build America Bonds and Qualified School Construction Bonds that the State anticipates to receive in fiscal year 2024.
- (3) Portion of general obligation debt service to be reimbursed by local school districts.
- (4) Includes projected payments on lease obligations of the State inclusive of (i) debt service on Sustainable Energy Utility Revenue Bonds (See Note #9 of the State's Basic Financial Statements included in its Annual Comprehensive Financial Report (the "ACFR")), (ii) amounts due under equipment/capital leases under the Banc of America Master Lease/Purchase Agreement (Note #10 of ACFR), and (iii) amounts payable by the State under Leases Payable (Note #11 of ACFR).
- (5) Based upon March 18, 2024 revenue projections of DEFAC for fiscal year 2025. See "FORECASTS AND ECONOMIC PROJECTIONS - Revenue and Expenditure Forecasting" herein.

"Tax-supported obligations of the State" (i) include all obligations of the State or any agency or authority thereof to which the State's full faith and credit is pledged and (ii) all obligations of the State or any agency or authority thereof extending beyond one year with respect to the lease, occupancy or acquisition of property which are incurred in connection with debt financing transactions (for example, certificates of participation), and which are payable from taxes, fees, permits, licenses and fines imposed or approved by the General Assembly. Tax-supported obligations do not include (a) obligations incurred to acquire a like principal amount of full faith and credit obligations issued by a local school district to the extent such local school district obligations are not in default; (b) any obligations of the Delaware Transportation Authority; (c) any tax or other revenue anticipation notes or bonds of the State; or (d) obligations to the extent that the debt service with respect thereto is reasonably expected to be offset (as determined by the Secretary of Finance) by lease payments, user fees, federal grants or other payments from a non-budgetary General Fund source.

"Transportation Trust Fund debt obligations" include all debt obligations of the Delaware Transportation Authority, including all obligations extending beyond one year with respect to the lease, occupancy or acquisition of property which are incurred in connection with debt financing transactions (for example, certificates of participation), and which in any case are payable from the Trust Fund. Trust Fund debt obligations do not include any obligations to the extent that the debt service with respect thereto is reasonably expected to be offset (as determined by the Secretary of Finance) by lease payments, user fees, federal grants or other payments from a non-State source.

Third, no general obligation debt (with certain exclusions) may be incurred if the maximum annual debt service payable in any fiscal year on all such outstanding obligations will exceed the estimated cumulative cash balances (including all reserves) for the fiscal year following the fiscal year in which such obligation is incurred (the "Cash Balances Test"), as estimated by the Secretary of Finance. The Bonds also comply with the Cash Balances Test, as illustrated below:

The Cash Balances Test
(\$ in millions)

	Fiscal 2024 ⁽¹⁾
General Obligation Debt Service	\$ 310.4
Less: Excluded Debt Service ⁽²⁾	<u>(76.1)</u>
Net General Obligation Debt Service	\$ 234.3
Projected Cumulative Cash Balances	\$ 2,620.0

(1) Year of maximum annual debt service. Totals in column may not add due to rounding.

(2) Portion of general obligation debt service to be reimbursed by local school districts.

General Obligation Debt

As of June 30, 2023, the outstanding general obligation debt of the State, a portion of which is supported by budgetary General Fund revenue and a portion of which is supported by budgetary Special Funds, is as follows:

Outstanding General Obligation Debt
(\$ in millions)

General Obligation Debt Supported by Budgetary General Fund Revenue

State Facilities	\$ 782.2
School Facilities (State Share).....	<u>971.2</u>
Subtotal.....	\$ 1,753.4 ⁽¹⁾

General Obligation Debt Supported by Budgetary Special Funds

School Facilities (Local Share).....	\$ 660.8
Subtotal.....	\$ 660.8 ⁽¹⁾

Total General Obligation Debt Outstanding.....	\$ 2,414.2 ⁽¹⁾
------------------------------------------------	---------------------------

⁽¹⁾ Totals may not add due to rounding.

On average, the State pays between 60% and 80% of the cost of capital improvements for public school districts upon approval of such cost by the State Board of Education. The public school districts pay the remaining percentage. In conjunction with aggregate construction spending of capital improvement projects, the State issues bonds for 100% of the cost of approved school district projects pursuant to Authorization Acts. Simultaneously, the school districts issue their own bonds (the "School District Bonds") to the State for their 20% to 40% share of capital costs at an interest rate not exceeding 1/4 of 1% above the interest rate on the corresponding State bonds. As debt service payments on the State's bonds become due, school districts are required to pay debt service on the School District Bonds from their tax receipts into the State's budgetary Special Fund, and the State pays the total debt service from both the budgetary General Fund and Special Fund appropriations. This policy allows the local school districts to borrow capital funds at very competitive rates and to lessen the associated costs of issuance and market access.

No public school district has ever defaulted on any such obligation to the State.

Authorized but Unissued General Obligation Debt

Before issuance of the Bonds, statutory authorization exists for the issuance of additional general obligation debt of the State in the principal amount of \$484.0 million.

General Obligation Note Debt

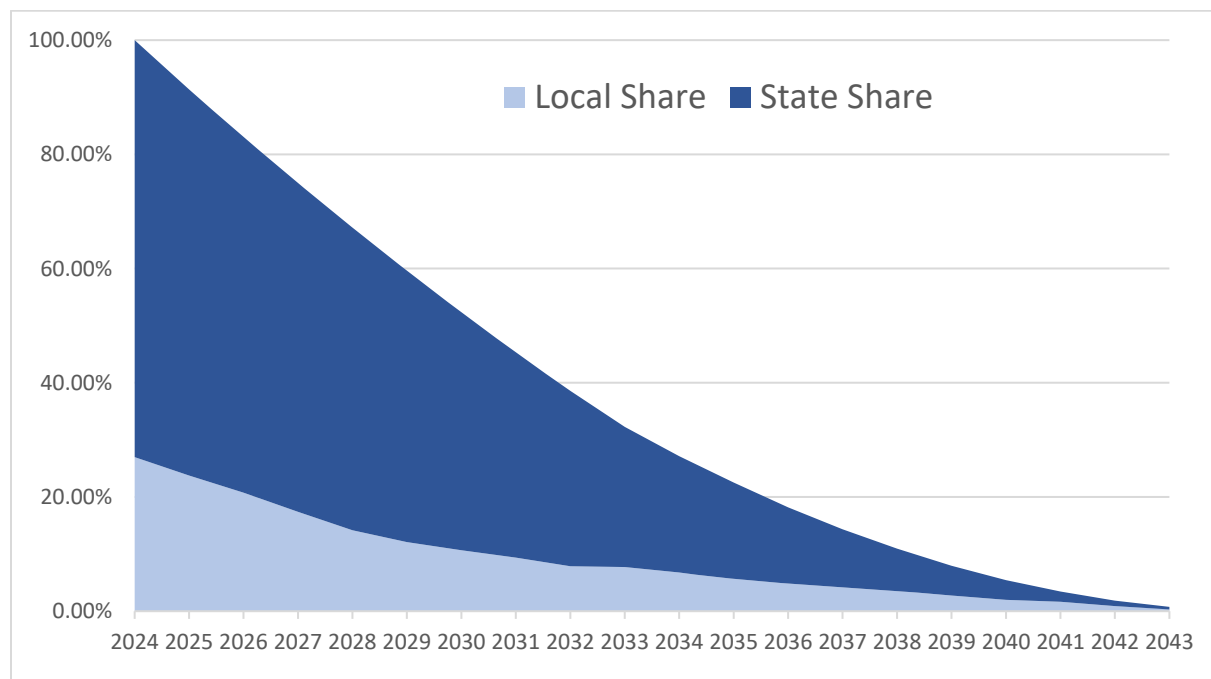
There are no outstanding State general obligation notes or any notes of any authority or agency for whose debt the State has a contingent liability as of the date of this Official Statement.

Future Financings

From time to time, the State enters the capital markets to finance various capital projects that have been authorized by the Authorization Acts and/or to refund outstanding indebtedness. Historically, the State has financed its ongoing capital needs by issuing, when needed, general obligation bonds. After the issuance of the Bonds, the State anticipates entering the capital markets for new money needs during the calendar year 2025. The timing may change as the State updates its assessment of its capital program.

Debt Burden Comparisons

The State's general obligation debt outstanding was \$2,414.2 million as of June 30, 2023 with approximately 72.8% scheduled to mature within ten years. The following chart further demonstrates the State's commitment to the rapid retirement of its general obligation debt.

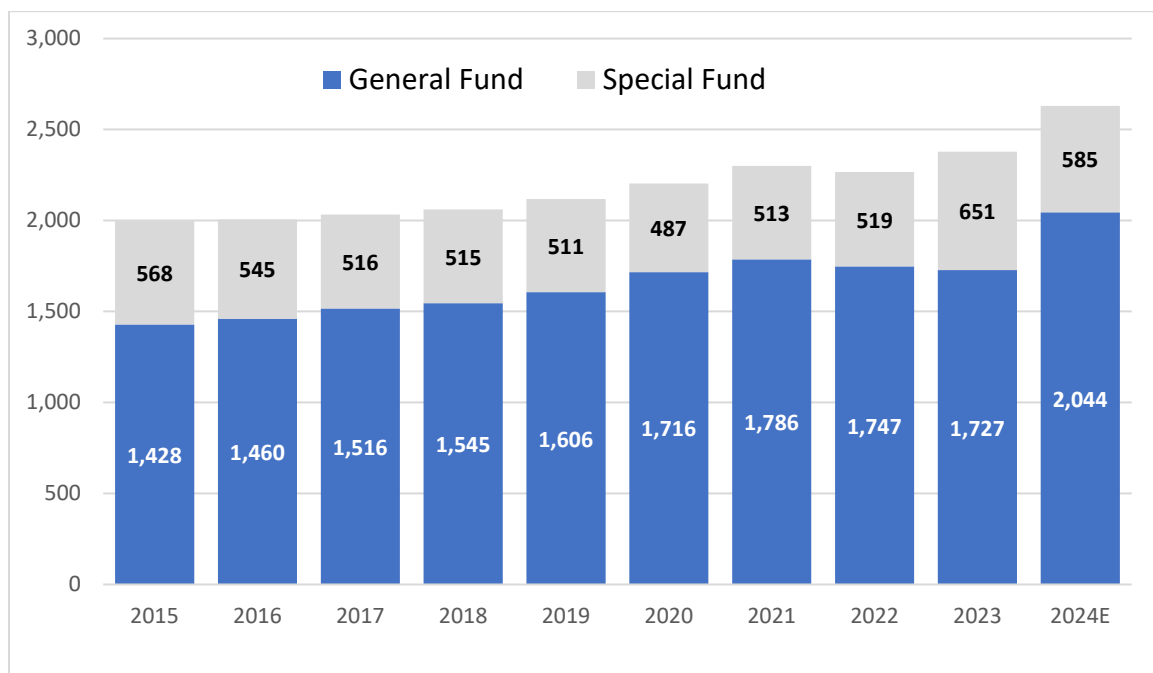


Delaware's debt burden reflects the centralized role of the State government in financing capital projects that are typically funded by local governments in other states, such as schools and correctional facilities. In the U.S. Census Bureau's Public Education Finances survey of 2019 issued in May 2021, Delaware ranked 4th in state funding per pupil in elementary – secondary public schools. Of the \$2,414.2 million of general obligation debt outstanding as of June 30, 2023, \$660.8 million or 27.3% was issued on behalf of local school districts. This debt is fully supported by the property tax revenues of those districts.

The State uses the following three debt ratios as a way to measure the relationship between its debt service obligations and its ability to repay debt: (i) Debt Per Capita; (ii) Debt as a Percentage of Personal Income; and (iii) Debt Service as a Percent of Net Budgetary General Fund Revenue. For each of the charts below, the debt ratio depicted reflects both the portion of total debt supported by the General Fund and the Special Fund.

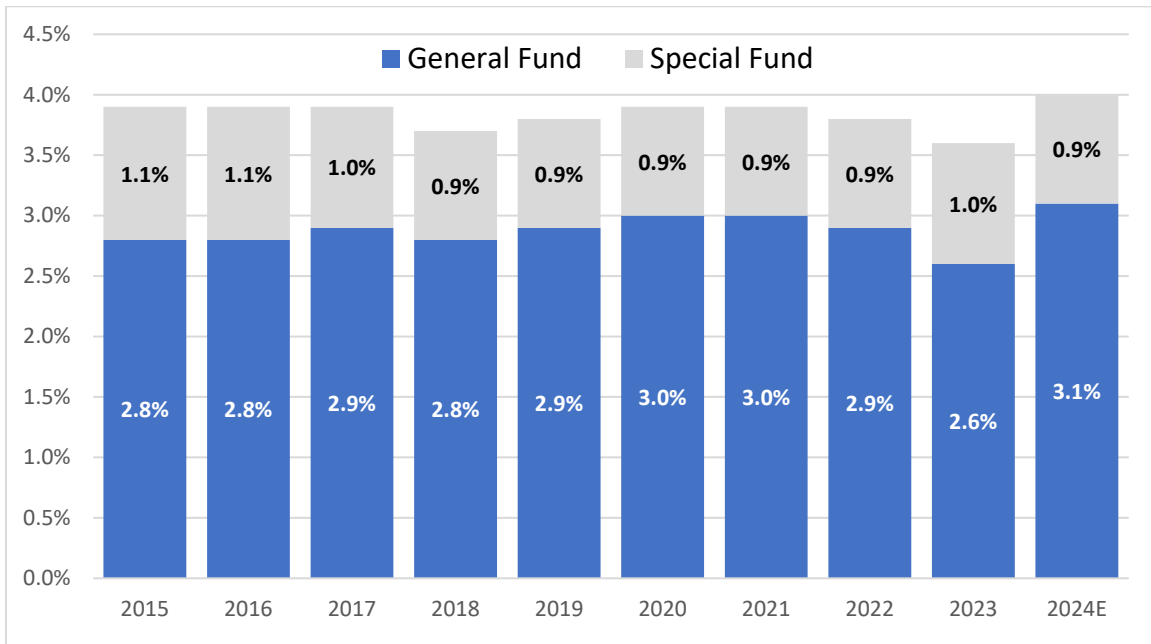
The Debt per Capita chart measures how much general obligation debt the State has per citizen on a fiscal year basis. The Debt as a Percentage of Personal Income chart depicts the State's debt as a measure of community wealth. Finally, the Debt Service as a Percent of Net Budgetary General Fund Revenue chart depicts the State's debt as a measure against net budgetary revenues that support such debt service. Each chart recognizes the level of debt and debt service that is supported by local school districts through real property taxes. However, these measures do not consider the value of the State revenue that is imported from non-Delawareans through the imposition of, for example, the corporate franchise tax and other corporate fees and abandoned property revenues.

Debt Per Capita at June 30

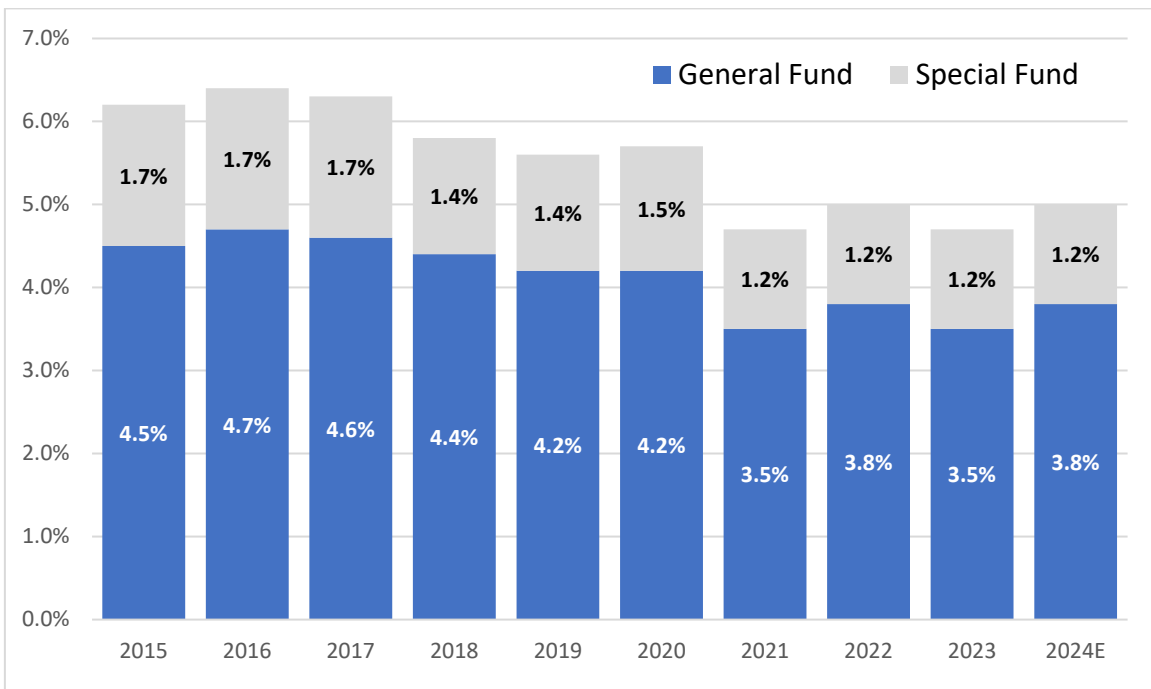


Notes: The bottom portion of each column represents the portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds. 2024E data assumes a population growth rate of 0.06%.

Debt as a Percentage of Personal Income at June 30



Debt Service as a Percentage of Net Budgetary General Fund Revenue at June 30



Notes: The bottom portion of each column represents the portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds.

Other Indebtedness Affiliated with the State

In addition to tax-exempt general obligation bond issuances, the State has the following outstanding, directly- or indirectly-related indebtedness.

<u>Series Designation</u>	<u>Issue Par Amt.</u>	<u>Security</u>
General Obligation Bonds, Series 2010C (Federally Taxable – Build America Bonds)	\$115,775,000 ⁽¹⁾	Full faith, credit and taxing power of the State
General Obligation Bonds, Series 2010D (Federally-Taxable – Qualified School Construction Bonds)	\$59,580,000 ⁽²⁾	Full faith, credit and taxing power of the State
Sustainable Energy Utility, Inc. Energy Efficiency Revenue Bonds, Series 2019	\$18,650,000 ⁽³⁾	Limited obligation of the SEU secured by the installment payments received by the SEU from agencies that implemented energy conservation measures
Sustainable Energy Utility, Inc. Energy Efficiency Refunding Revenue Bonds, Series 2020 (Taxable) (Green Bonds)	\$52,985,000 ⁽³⁾	Limited obligation of the SEU secured by the installment payments received by the SEU from agencies that implemented energy conservation measures

- (1) The State elected to receive periodic payments from the United States Treasury on each interest payment date equal to 35% of the corresponding interest payable on the 2010C Bonds (the “BAB Subsidy Payments”). Subsequent acts of Congress have reduced direct-pay bond subsidy payments by 5.9% in federal fiscal year 2020 and by rates that will be set from time to time through federal fiscal year 2024. The BAB Subsidy Payments were not pledged to the payment of the 2010C Bonds.
- (2) The State elected to receive periodic payments from the United States Treasury on each interest payment date equal to the lesser of: (i) the amount of interest payable on the 2010D Bonds on such date; or (ii) the amount of interest that would have been payable on the 2010D Bonds if the interest were determined at the applicable tax credit rate pursuant to the Code published by the United States Treasury on the sale date of the 2010D Bonds (the “QSCB Subsidy Payments”). Subsequent acts of Congress have reduced direct-pay bond subsidy payments by 5.9% in federal fiscal year 2020 and by rates that will be set from time to time through federal fiscal year 2024. The QSCB Subsidy Payments were not pledged to the payment of the 2010D Bonds.
- (3) The obligation of agencies to make installment payments to the SEU are subject to appropriation by the State, and the State has no obligation to make any appropriation to any agency.

State Revenue Debt

There is currently no State revenue debt outstanding, nor any plans to authorize any State debt other than State general obligation debt.

Lease Obligations

The State has entered into various property and equipment leases and capital leases for energy savings with terms in excess of one year. The leases are for terms ranging from one to thirty-five years. At June 30, 2023, aggregate remaining lease payments total approximately \$355.9 million with \$152.1 million payable through fiscal year 2028. Real estate rentals/buildings account for 96.4% of the aggregate payments and equipment rentals account for the remainder. In addition, the State has entered into long-term capital leases for energy and other equipment with terms in excess of one year and which aggregate remaining lease payments as of June 30, 2023 total approximately \$467.3 million.

All payments are subject to annual appropriation. The State may not be held contractually liable for the payments in the event that such appropriations are not made. See “Notes to the Financial Statements - #10, Loans and Notes Payable, and #14, Changes in Other Long Term Obligations” in the State’s Basic Financial Statements included in its Annual Comprehensive Financial Report (the “ACFR”) for the fiscal year ended June 30, 2023, a link to which is provided under “INDEPENDENT AUDITORS” herein. Lease obligations

are subject to one of the State's debt limits, the 15% Test. See "BONDED INDEBTEDNESS OF THE STATE - Debt Limits" for a further explanation.

INDEBTEDNESS OF AUTHORITIES AND UNIVERSITIES

Oversight responsibility for the issuance of debt by the State and authorities deemed to be part of the State's financial reporting entity is centralized under the Secretary of Finance. The following section sets forth certain indebtedness of State authorities, Delaware State University and the University of Delaware. The State is not directly or contingently liable for debt service for any of the following indebtedness:

Authorities

Delaware Transportation Authority. The Delaware Transportation Authority (the "Authority") is a body corporate and politic constituting an instrumentality of the State. The Authority acts by resolution of the Secretary of the Department of Transportation (the "Department"), the Director of Finance of the Department and the Transportation Trust Fund Administrator. The Department has overall responsibility for coordinating and developing comprehensive, multi-modal transportation planning and policy for the State. The Authority assists in the implementation of this policy and has the power to develop a unified system of air, water, vehicular, public and specialized transportation in the State, subject to oversight by the Department and the State as hereinafter described.

To assist the Authority in financing a unified transportation system, the State created the Transportation Trust Fund (the "Trust Fund" or "TTF") within the Authority in 1987 to receive revenue and receipts of the Authority. The primary sources of funding of the Trust Fund are motor fuel taxes, motor vehicle document fees, motor vehicle registration fees, and other transportation-related fees, all of which are imposed and collected by the State and transferred to the Trust Fund. The State has irrevocably pledged, assigned and continuously appropriated these taxes and fees to the Trust Fund. The other major source of funding for the Trust Fund is toll and concession revenue of the Delaware Turnpike and the Route 1 Toll Road. The Authority may apply Trust Fund revenue for transportation projects, subject to the approval of the State, and may pledge any or all of this revenue to secure financings for these projects.

As of June 30, 2023, the Delaware Transportation Authority had outstanding \$785.1 million in Transportation System Revenue Bonds and \$174.6 million in Grant Anticipation Revenue Bonds, or "GARVEEs", which were issued to finance a portion of the costs of completing the final design and right-of-way acquisition activities for a new U.S. 301. The Authority may issue bonds to refund prior Authority obligations.

In December 2015, the Authority issued its U.S. 301 Project Revenue Bonds, Series of 2015 in an aggregate principal amount of \$212.535 million (the "Sr. 301 Bonds") and its Subordinated U.S. 301 Project Revenue Bonds, TIFIA Series of 2015 in a principal amount up to \$211.35 million (the "TIFIA 301 Bond"). Proceeds of those bonds were used to finance the costs of the construction and equipping of the new U.S. 301. Both the Sr. 301 Bonds and the TIFIA 301 Bond are secured by the revenues generated from the new U.S. 301 toll road as well as by a subordinate lien on the pledged revenues of the TTF that secure the TTF's senior bonds and junior bonds. On January 10, 2019, the 14-mile long new U.S. 301 mainline opened to traffic.

Additional bonds secured on parity with the TTF's senior bonds may be issued subject to the satisfaction of debt service coverage tests and certain other requirements. Under certain circumstances, additional revenue may be pledged by the Authority to secure its bonds, in which case such revenue may be taken into account in determining satisfaction of these debt service coverage tests. The Authority may also incur additional debt, which has a lien on revenue subordinate to the lien of other bonds. See "Notes to the Financial Statements - #9, Revenue Bonds" in the State's Basic Financial Statements included in its ACFR for

the fiscal year ended June 30, 2022, a link to which is provided under “INDEPENDENT AUDITORS” herein.

In addition to debt service coverage tests and certain other requirements, future debt issues of the Authority are subject to one of the debt limits of the State. The debt limit mandates that the aggregate maximum annual payments on the State’s tax-supported obligations and the TTF debt obligations of the Authority (plus certain lease obligations) may not exceed 15% of total budgetary General Fund revenue, plus Trust Fund revenue for the fiscal year following the fiscal year in which such debt is issued. See “BONDED INDEBTEDNESS OF THE STATE - Debt Limits” for a further explanation.

The bonds of the Authority do not constitute a debt of the State or a pledge of the general taxing power or the faith and credit of the State or any political subdivision, agency or instrumentality thereof other than the Authority. The State’s pledge and assignment to the Authority of motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees and other revenue pursuant to State law creates an obligation of the State, until there are no longer any Authority bonds remaining outstanding, to continue to impose and collect these taxes and fees at least at the rates in effect on the date of issuance of the Authority bonds and to transfer this revenue to the Authority. The State, however, has no obligation to increase these taxes or fees to provide sufficient revenue to meet payments of debt service on the Authority’s bonds.

Delaware State Housing Authority. The Delaware State Housing Authority (“DSHA”), created in 1968, had outstanding on June 30, 2023, \$23.4 million of taxable revenue bonds. The outstanding bonds were issued to finance the purchase of single-family homes. The security for these bonds is mortgage loan repayments, reserve funds, bond proceeds and other revenue. The taxable bonds have been issued primarily to finance second mortgages, providing down payment and closing cost assistance to eligible homebuyers. See “Notes to the Financial Statements - #9, Revenue Bonds” in the State’s Basic Financial Statements included in its ACFR for the fiscal year ended June 30, 2023, a link to which is provided under “INDEPENDENT AUDITORS” herein.

Bonds issued by DSHA (“DSHA Bonds”) do not constitute a debt or liability of the State. The enabling legislation, however, provides that the General Assembly may, but is not obligated to, make appropriations to restore the DSHA’s capital reserve fund if such fund is drawn upon to meet debt service payments on certain of the DSHA Bonds. As of June 30, 2023, there were no DSHA Bonds outstanding which are entitled to the benefit of the capital reserve fund. To date, the General Assembly has not been requested to make any such “moral obligation” appropriations. The statutory debt limit of the DSHA is \$350.0 million in bonds carrying the moral obligation of the State.

Delaware Economic Development Authority. The Delaware Economic Development Authority and its predecessors had outstanding approximately \$870.7 million in economic development revenue bonds on June 30, 2023, none of which are backed by the full faith and credit of the State.

The following two Authorities are not part of the State’s financial reporting entity. The State, however, exercises oversight regarding their debt activities.

Delaware Solid Waste Authority. The Delaware Solid Waste Authority (the “DSWA”) was created in 1975 and is the sole entity in the State responsible for the planning and administration of a comprehensive statewide program for the management, storage, collection, transportation, utilization, processing (including resource recovery), and disposal of solid waste and sewage sludge. As of June 30, 2023, DSWA had no bonded indebtedness outstanding.

Delaware Health Facilities Authority. The Delaware Health Facilities Authority (the “Health Facilities Authority”), established in 1973, is authorized to issue revenue bonds and notes to finance projects

for health care facilities located in the State. As of the Health Facilities Authority's fiscal year ended December 31, 2022, there were outstanding approximately \$647 million of revenue bonds issued for the benefit of these facilities. The Health Facilities Authority has no taxing power and no source of funds other than from the contractual obligations of participating health care facilities.

Universities

Delaware State University. There were outstanding on June 30, 2023, \$93.5 million of revenue bonds issued by Delaware State University. These bonds are secured by the Delaware State University's pledge of certain of its net operating revenue and net non-operating revenue, exclusive of gifts, grants, bequests, contributions and donations to the extent specifically restricted to a particular purpose inconsistent with their use for the making of debt service payments and any funds appropriated by the State.

University of Delaware. There were outstanding on June 30, 2023, approximately \$254.4 million of tax-exempt revenue bonds issued by the University of Delaware for housing, dining and other auxiliary facilities. These bonds are secured by revenue generated by the facilities. Additionally, as of June 30, 2023, there were outstanding \$327.2 million of taxable and tax-exempt bonds issued by the University of Delaware for various capital projects of the University of Delaware that are consistent with its capital plan. These taxable and tax-exempt bonds are unsecured general obligations of the University of Delaware, payable from the general revenues of the University.

ECONOMIC BASE

The following schedules provide an overall summary of the State's demographics pertaining to population, per capital personal income, unemployment rates, and employment sectors.

Population

The following table presents population trends for Delaware, the Mid-Atlantic region and the United States for 2017 through 2022.

	Population (in thousands)					
	<u>Delaware</u>		<u>Mid-Atlantic Region</u> ⁽¹⁾		<u>United States</u>	
	<u>Population</u>	<u>Change</u>	<u>Population</u>	<u>Change</u>	<u>Population</u>	<u>Change</u>
2017	957	0.8%	48,243	0.0%	324,986	0.6%
2018	965	0.9	48,219	(0.1)	326,688	0.5
2019	974	0.9	48,157	(0.1)	328,240	0.5
2020	989	1.5	49,659	3.1	331,449	1.0
2021	1,019	3.0	49,089	(1.1)	333,271	0.5
2022	1,032	1.2	49,035	(0.1)	333,915	0.1

(1) Mid-Atlantic region consists of Maryland, New Jersey, Pennsylvania, New York and Delaware.

Source: U.S. Census Bureau.

The following table shows the population of the State's three counties, New Castle, Kent and Sussex, for the years 2017 through 2022.

Population by County

	<u>New Castle</u>	<u>Change</u>	<u>Kent</u>	<u>Change</u>	<u>Sussex</u>	<u>Change</u>
2017	555,976	0.2%	176,499	1.1%	224,348	2.3%
2018	557,550	0.3	178,554	1.2	229,389	2.2
2019	558,753	0.2	180,786	1.3	234,225	2.1
2020	570,719	2.1	181,851	0.6	237,378	1.3
2021	571,708	0.2	184,149	1.3	247,527	4.3
2022	575,494	0.6	186,946	1.5	255,956	3.4

Source: U.S. Census Bureau.

Personal Income

Personal income is the income received by all persons from all sources. The following table provides per capita personal income comparisons for calendar 2017 through 2022. (Per capita personal income is the annual total personal income of State residents divided by the population.)

Per Capita Personal Income

	<u>Delaware</u>	<u>Change</u>	<u>Mid-Atlantic Region⁽¹⁾</u>	<u>Change</u>	<u>United States</u>	<u>Change</u>	<u>Delaware as Percent of the United States</u>
2017	50,002	3.8%	56,810	3.8%	51,004	4.2%	98.0%
2018	52,674	5.3	59,097	4.0	53,309	4.5	98.8%
2019	53,746	2.0	61,095	3.8	55,547	4.2	96.8%
2020	55,778	3.8	64,350	5.3	59,153	6.5	94.3%
2021	58,889	5.6	68,802	6.9	64,430	8.9	91.4%
2022	63,243	7.4	70,116	1.9	65,470	1.6	96.6%

Source: U.S. Bureau of Economic Analysis.

(1) Mid-Atlantic region includes Delaware, Maryland, New York, New Jersey and Pennsylvania.

Unemployment Rates

Delaware's average unemployment rate for 2023 decreased to 4.0% from 4.3% in 2022. The region had an overall average unemployment rate of 3.8% in 2023, down from 4.0% in 2022.

The following table presents the average annual unemployment rates for Delaware, the region, and the U.S. from 2013 through 2023.

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Unemployment Rates (%)

	<u>Delaware</u>	<u>Mid-Atlantic Region⁽¹⁾</u>	<u>United States</u>
2013	6.6	7.6	7.4
2014	5.6	6.2	6.2
2015	4.8	5.3	5.3
2016	4.5	4.9	4.9
2017	4.5	4.6	4.4
2018	3.7	4.1	3.9
2019	3.6	3.8	3.7
2020	7.5	9.0	8.1
2021	5.5	6.4	5.4
2022	4.3	4.0	3.6
2023	4.0	4.3	3.6

Sources: U.S. Department of Labor and Delaware Department of Labor.

(1) Mid-Atlantic Region consists of Delaware, Maryland, New York, New Jersey and Pennsylvania.

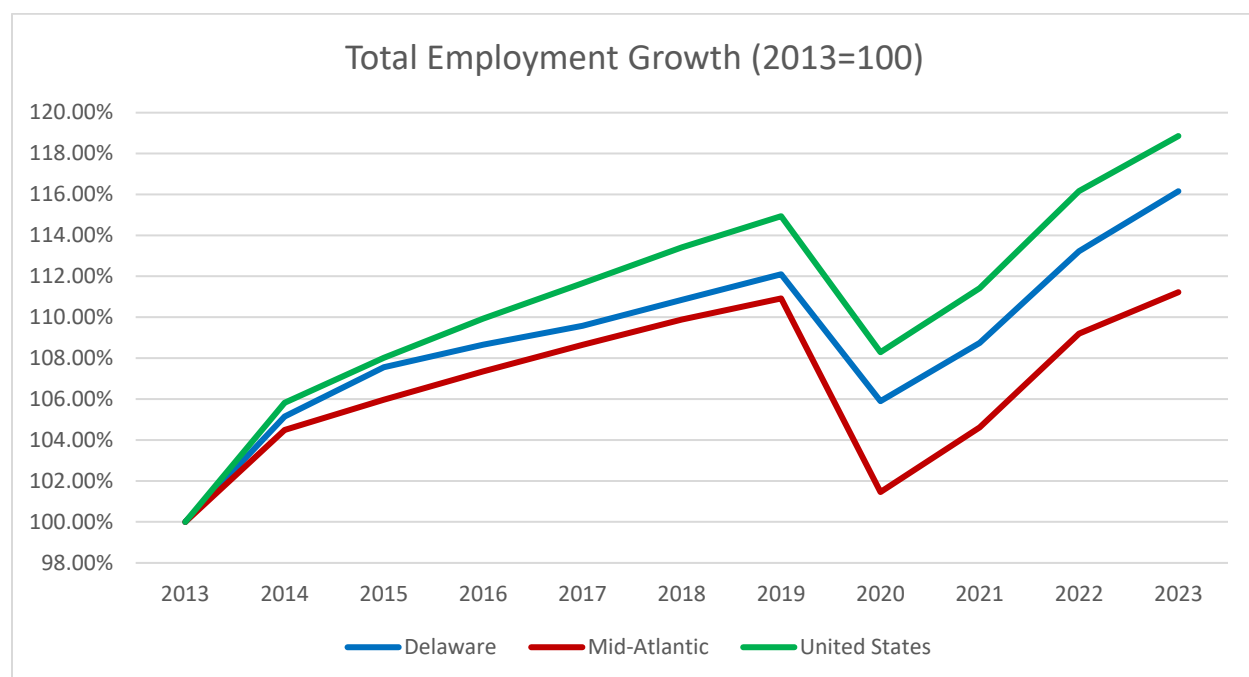
In 2023, Delaware's annual unemployment rate of 4.0% was the 42nd lowest in the nation. In the surrounding states, Maryland's unemployment rate was 4th lowest at 2.1%; Pennsylvania's unemployment rate tied for 30th lowest at 3.4%; New Jersey's unemployment rate was 47th lowest at 4.4%; and New York's unemployment rate of 4.2% tied for 44th lowest in the nation. From 2013 to 2020, Delaware's annual unemployment rate was lower than the United States except for 2017, when Delaware's rate was 0.1% higher than the U.S. unemployment rate. Since 2021, Delaware's unemployment rate remained above the U.S. unemployment rate.

Employment

Growth in Delaware's labor market over the past 10 years continues to follow national employment trends that began during the Great Recession and that endure under the uncertainty of the Covid-19 pandemic.

- From 2013 to 2015, State employment growth outpaced both regional states and national job increases.
- From 2016 to 2019, national employment continued to expand at a rate exceeding both Delaware and the region.
- From 2020 to 2021, the impact of the coronavirus caused State, regional and U.S. employment to fall dramatically, but has since rebounded. In 2021, Delaware employment growth over the prior year was 2.7%, slightly lower than U.S. employment at 2.9%. the Mid-Atlantic Regional states, which include Maryland, New Jersey, New York, Pennsylvania, and Delaware, grew by 3.1% above 2020.
- In 2022, national, regional, and State employment growth continued its rebound from the impacts of the coronavirus pandemic. Regional employment grew by 4.4%, U.S. employment grew by 4.3% and Delaware's rate of growth was 4.1% above 2021 levels.
- In 2023, national, regional, and State employment growth continued by 2.3%, 1.9% and 2.6%, respectively, above 2022 levels.

The chart below demonstrates each demographic's employment growth since 2013 (base year). In 2023, Delaware employment was 12.9% higher than the 428,300 employees reported in 2013. U.S. employment was 7.9% greater than ten years prior, and Mid-Atlantic regional employment is 6.4% above 2013 employment levels.



Source: Delaware Department of Labor and the U.S. Department of Labor.

Delaware's non-agricultural jobs increased by 2.6% in 2023. Jobs also grew in both the Mid-Atlantic region and nationally by 1.9% and 2.3%, respectively.

Non-Agricultural Employment Growth Rates (%)

	<u>Delaware</u>	<u>Mid-Atlantic Region</u>	<u>United States</u>
2016	1.0%	1.3%	1.8%
2017	0.9	1.2	1.6
2018	1.2	1.1	1.6
2019	1.1	0.9	1.3
2020	-5.5	-8.5	-5.8
2021	2.7	3.1	2.9
2022	4.1	4.4	4.3
2023	2.6	1.9	2.3

Sources: U.S. Department of Labor and Delaware Department of Labor.

In terms of industry employment, Trade, Transportation, and Utilities with 89,900 jobs is the single largest industry sector in Delaware and gained 2,600 jobs in 2023. Education and Health Services ranks second at 83,000 jobs, growing by 3,400 over 2022. Government ranks third with total employment across all federal, state and local government entities averaging 69,400 jobs in 2023 and increasing by 1,800 jobs from 2022. Banking is one of the State's largest private industry sector employers, with 28,900 employees as of September 2023, according to the U.S. Bureau of Labor Statistics. Total Nonfarm Employment in Delaware grew by 12,200 jobs.

The Manufacturing sector saw the largest over-the-year percentage growth of any industry in 2023, increasing by 4.6%. The Leisure and Hospitality sector was second in percentage of job growth, rising by 4.4% above 2022. The Information sector had the largest percentage decline in jobs from the prior year, falling by 5.3%.

Employment by Industry Sector (in thousands)

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
Trade, Transportation, and Utilities*	80.7	80.8	77.6	81.9	87.3	89.9
Education and Health Services	79.7	81.1	78.3	78.2	79.6	83.0
Government	66.2	66.9	65.6	66.3	67.6	69.4
Professional and Business Services	63.5	64.0	61.7	63.2	66.0	64.9
Leisure and Hospitality	51.8	53.0	41.1	45.7	50.0	52.2
Financial Activities	47.8	47.9	47.5	47.5	48.9	50.5
Manufacturing	27.1	27.3	25.5	25.0	26.1	27.3
Mining, Logging, and Construction	22.3	23.0	22.5	23.3	23.6	23.9
Other Services	18.5	18.7	17.5	18.3	18.6	18.9
Information	4.1	3.9	3.6	3.6	3.8	3.6
Total Nonfarm Employment.....	461.6	466.8	440.8	452.8	471.5	483.7

* BLS combines the industry sectors Wholesale & Retail Trade with Transportation and Utilities sector in 2021.

Source: U.S. Department of Labor and Delaware Department of Labor.

Top 10 Largest Non-Government Employers

<u>Company</u>	<u>Number of Employees</u>
Christiana Care Health System	12,457
JPMorgan Chase & Co.	11,500
Amazon.com, Inc.	10,000
Dover Air Force Base	6,810
Bank of America Corp.	6,000
Perdue Farms Inc.	5,780
Mountaire Farms	4,938
Nemours Children's Health System	4,893
University of Delaware	4,644
Walmart Inc.	4,400

Source: Delaware Business Times, March 2024

Housing Construction

The following table outlines total housing production in the State by county for 2018 through 2022. Housing production includes single and multifamily, public and private.

Production of Housing Units

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
New Castle County	1,588	1,660	1,716	2,051	1,191
Kent County	1,561	1,343	1,959	1,965	1,056
Sussex County	<u>3,289</u>	<u>3,396</u>	<u>4,344</u>	<u>4,529</u>	<u>4,170</u>
Total	6,438	6,399	8,019	8,545	6,417

Source: U.S. Department of Housing & Urban Development.

FINANCIAL STRUCTURE

General

The State budgets and controls its financial activities on the cash basis of accounting for its fiscal year (July 1 to June 30). In compliance with State law, the State records its financial transactions in either of two major categories, the budgetary General Fund or budgetary Special Funds. References to these two funds in this document include the terms “budgetary” or “budgetary basis” to differentiate them from the GAAP funds of the same name which encompass different funding categories. The budgetary General Fund provides for the cost of the State’s general operations and is credited with all tax and other revenue of the State not dedicated to budgetary Special Funds. All disbursements from the budgetary General Fund must be authorized by appropriations of the General Assembly.

Budgetary Special Funds are designated for specific purposes. The appropriate budgetary Special Fund is credited with the tax or other revenue allocated to such fund and is charged with the related disbursements. Specific uses of the budgetary Special Funds include State parks operations and fees charged by the Public Service Commission and The Division of Professional Regulation. Federal payments and unemployment compensation are examples of non-appropriated budgetary Special Funds. Some budgetary Special Funds, such as the Delaware State Housing Authority and the State Pension Office, contain both appropriated funds for operations and non-appropriated funds for specific programs, such as public housing and pension benefits.

The Basic Financial Statements included in the State’s ACFR have been prepared to conform to the standards of financial reporting set forth by the Governmental Accounting Standards Board (“GASB”) in its various statements and interpretations. GAAP reporting standards allow the accurate assessment of financial condition and enable the State to present its total fiscal operation in conformity with accounting principles generally accepted in the United States of America.

In GAAP reporting, operations of the primary government and component units are recorded under three main fund types - Governmental, Proprietary and Fiduciary, as defined by GASB. The fund types and account groups are described in Note 1 of the GAAP Basic Financial Statements included in the State’s ACFR. A reconciliation of budgetary General and Special Funds to GAAP is found in the Required Supplementary Information Section of the financial statements in the State’s ACFR.

Capital assets are defined by the State as assets which have a cost of \$25,000 or more at the date of acquisition and have an expected useful life of one or more years. All land and buildings are capitalized regardless of cost. Purchased and constructed capital assets are valued at historical cost or estimated historical cost. Donated fixed assets are recorded at their fair market value at the date of donation.

The State has elected to use the “modified approach” to account for certain infrastructure assets, as provided by GASB Statement No. 34. Under this process, the State does not record depreciation expense nor are amounts capitalized in connection with improvements to these assets, unless the improvements expand the capacity or efficiency of an asset. Roads and bridges maintained by the Department of Transportation are accounted for using the modified approach.

Budget Process

As noted earlier, all disbursements from the budgetary General Fund and certain budgetary Special Funds must be authorized by appropriation of the General Assembly. In the fall of the fiscal year, each State agency submits to the Budget Office under the Office of Management and Budget (“OMB”) a request for operating and capital funds for the ensuing fiscal year. Public hearings on the requests are subsequently conducted. The Governor’s proposed operating and capital budgets for the budgetary General Fund and

budgetary Special Funds, including the Transportation Trust Fund, are then drafted and presented by the Governor to the General Assembly in January. Both of the Governor's recommended operating budget and recommended capital budget were released on January 25, 2024 and were published at the following website: <https://budget.delaware.gov/>. The General Assembly's Joint Finance and Bond Bill Committees hold hearings and mark up the Governor's proposed operating and capital budgets, respectively. As amended, the budgets are expected to be passed prior to July 1 and signed by the Governor shortly thereafter.

State agencies currently participate in a uniform budgeting process whereby each agency submits with its budget request a department mission, key objectives, background and accomplishments, and activities and performance measures. This fully integrated budget submission provides much information to the public as well as to State decision-makers.

Federal funds are not appropriated but are subject to the review and approval of OMB and the Delaware State Clearinghouse Committee for Federal Aid Coordination. The Committee is comprised of 10 members, including the Secretary of Finance, Director of OMB, Secretary of State, the Controller General, and six legislators.

Appropriation Limit

The State Constitution limits annual appropriations by majority vote of both houses of the General Assembly to 98% of estimated budgetary General Fund revenue, plus the unencumbered budgetary General Fund balance from the previous year. An appropriation exceeding this limit may be made in the event of a declared emergency, with the approval of a three-fifths vote of the members of each house of the General Assembly, but no appropriation may be made exceeding 100% of estimated budgetary General Fund revenue plus the unencumbered budgetary General Fund balance from the previous fiscal year.

Budget Reserve Account

The Budget Reserve Account (commonly referred to as the "Rainy Day Fund") is designed to provide a cushion against unanticipated revenue shortfalls. The State Constitution provides that the excess of any unencumbered budgetary General Funds at the end of a fiscal year must be placed in a reserve account (the "Budget Reserve Account") within 45 days following the end of the fiscal year, provided that the amount of funds in the Budget Reserve Account does not exceed 5% of the estimated budgetary General Fund revenue used to determine the appropriation limit for that fiscal year. Transfers are made in August based on June revenue projections, with consideration given to year-end operating results of the previous fiscal year. To date, transfers of \$328.8 million have been made which fully funded the Budget Reserve Account for fiscal year 2024. Money from the Budget Reserve Account may be appropriated only with the approval of a three-fifths vote of the members of each house of the General Assembly and only to fund an unanticipated budgetary General Fund deficit or to provide funds required as a result of the enactment of legislation reducing revenue. No funds have been withdrawn from the Budget Reserve Account since its inception in 1980.

Budget Stabilization Fund

In 2017, a DEFAC Advisory Panel on budget stability, commissioned by House Joint Resolution No. 8 of the 149th General Assembly, was formed for the purpose of redefining the State's appropriation methods and building upon current fiscal controls. The panel's efforts culminated in Governor Carney's issuance in 2018 of Executive Order No. 21 ("EO 21"). EO 21 charged the Office of Management and Budget with recognizing a Budget Stabilization Fund for reporting and budget planning, the purpose of which was to set aside surplus revenue for times of unexpected revenue shortfalls. The Budget Stabilization Fund complements Delaware's existing Budget Reserve Account (see Budget Reserve Account) as well as the 2% of unappropriated revenue mandated by the State Constitution (see Appropriation Limit). EO 21 charged DEFAC with calculating a benchmark index that defines surplus revenue, or extraordinary revenue

growth, using (i) Delaware personal income, (ii) Delaware population growth and (iii) inflation represented by the Implicit Price Deflator for State & Local Government purchases. The benchmark index is used to calculate a benchmark appropriation on which the Governor's Recommended Budget is based. The fiscal year 2019 final operating budget left \$47.9 million unappropriated, in addition to the Budget Reserve Account as well as funds resultant from the 98% appropriation limit. Section 74 of the fiscal year 2021 operating budget creates a special Budget Stabilization Fund to hold surplus revenue until such time as it is appropriated. The Budget Stabilization Fund was funded to \$126.3 million as of July 1, 2019 and remained at that level through year-end fiscal year 2020. Section 74(b) of the fiscal year 2021 grant-in-aid bill withdrew \$63.2 million from the Budget Stabilization Fund to support the fiscal year 2021 operating budget, leaving a balance of \$63.1 million was restored in 2022 along with additional deposits. The Budget Stabilization Fund has continued to be funded annually, increasing to \$402.6 million in fiscal year 2024 budget pursuant to EO 21.

Executive Order 54 ("EO 54") amended EO 21 to include, within the benchmark appropriation on the Governor's Recommended Budget, a 1% set aside of the prior year's budget for increased pre-funding of OPEB liabilities, consistent with Retirement Benefit Study Committee recommendations.

Tax Limitations

The State Constitution was amended in May 1980 to limit tax and license fee increases or the imposition of any new taxes or fees. Any tax or license fee increase or the imposition of any new tax or license fee must be passed by a three-fifths vote of each house of the General Assembly, rather than by a simple majority vote, except for tax increases to meet debt service on outstanding obligations of the State for which insufficient revenue is available when such debt service is due. The amendment requires the State to appropriate, prior to each fiscal year of the State, sums sufficient to meet debt service in the following fiscal year, a practice the State has always followed.

Internal Control Structure

The State has established and maintains an internal control structure designed to ensure that the assets of the State are protected from loss, theft, or misuse, and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with GAAP. The internal control structure is designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that the cost of a control should not exceed the benefits likely to be derived and that evaluation of costs and benefits requires estimates and judgments by State officials. Determination as to the adequacy of the internal control structure is made within the above framework. State officials believe the State's internal control structure adequately safeguards assets and provides reasonable assurance of proper recording of financial transactions. In the beginning of fiscal year 2011, the State fully implemented and upgraded its financial systems to continue to safeguard its assets and properly record its financial transactions.

Disbursements from State funds are controlled by an encumbrance accounting system that is designed to provide information on the actual extent of the State's obligations (as determined by purchase orders issued) and to guard against over-committing available funds. Disbursements are controlled through the encumbrance system in such a way that purchase orders issued for goods and services cause a reduction in available appropriations. As a result, the amount of budgetary General Fund cash disbursements plus unliquidated encumbrances cannot exceed the amount appropriated by the General Assembly for any budget line.

At fiscal year-end, cash is reserved to pay outstanding encumbrances (orders for goods and services not yet received or for which payment has not been made). Budgetary General Fund encumbrances are carried over as encumbered appropriations and paid out and recorded as disbursements in the succeeding

fiscal year. All obligations created by purchase orders (encumbered amounts) are liquidated upon satisfactory receipt of goods and services. Budgetary General Fund appropriations, which have not been disbursed, continued or encumbered at fiscal year-end, lapse. Such lapsed appropriations are referred to as reversions in the State's financial reports.

The State restricts commitments for budgetary General Fund expenditures by State agencies. Commitments to incur expenditures in excess of an appropriation (to be funded from unused funds appropriated to other agencies) must be approved by the Director of the OMB and the Controller General.

Although the majority of the State's financial transactions are processed through the accounting system, certain budgetary Special Funds have financial activity, such as investments, outside the system. For example, the Transportation Trust Fund, the Delaware State Housing Authority, the deferred compensation programs and Delaware State University all maintain certain financial activity outside the system. This activity is governed in adherence to legislative regulations as well as guidelines established by their respective boards. In addition, these entities are audited annually and produce published financial reports.

The Auditor of Accounts is required to make audits of all agencies collecting State revenue or expending State funds in excess of \$500,000 each year, and, to the extent possible, to make annual audits of the financial transactions of all other State agencies. The Auditor of Accounts also reviews certain records of the Secretary of Finance and State Treasurer on a quarterly basis to reconcile the State's bank accounts to such records.

Tax Collection Procedures

Most of the State's taxes are collected under a self-assessing system. Taxpayers prepare the tax forms and pay the amounts they determine are due. When the State determines that a payment is less than the amount due, assessments may be made which can include applicable penalties and interest as allowed by law.

The State has continually instituted procedures to identify non-filers and increase compliance with its tax statutes. The procedures include comparing federal income tax records with State income tax records, comparing State records for various years, and cross-referencing the license tax files to licensee lists from the State's various regulatory boards.

Through the Attorney General's Office, the State employs legal procedures to effect payment of past due balances. These procedures include filing actions in the Justice of the Peace, Common Pleas and Superior Courts on bad checks received. Procedures have been instituted for the garnishment of wages and bank accounts and the sale of personal property through the County Sheriffs.

By statute, the State's accounts receivable may be removed from current active accounts only if the account is more than six years old and is determined to be uncollectible or if the potential recovery or administrative costs of collection would not warrant further collection efforts. Recently enacted legislation allows the Division of Revenue to write off the accounts of those who are deceased or bankrupt.

Legislation requires the Secretary of Finance to prepare, maintain and publish on the Division of Revenue's Internet Website two separate lists of the top 100 business and personal taxpayers owing outstanding tax liabilities in excess of \$1,000 in which a judgment has been filed and who are not currently in bankruptcy or have not entered into and complied with the terms of an installment plan.

Risk Management

The State is exposed to various risks of losses related to workers' compensation, employee health-care and accident, automobile accident, police professional malpractice, and property and casualty claims. It is the policy of the State not to purchase commercial insurance to cover these risks. Instead, State management believes it is more economical to manage its risk internally and thus, covers all claim settlements and judgments out of its general fund. The State continues to carry commercial insurance for all other risks of loss, including general liability and the remainder of the property and casualty liability. There have been no significant reductions in insurance coverage from prior years. In the past three years of insured coverage, settled claims have not exceeded commercial coverage.

Climate Change

Vulnerability. Delaware's geography places it at risk from the physical impacts of climate change. With 381 miles of coastal and shoreline, along both the Atlantic Ocean and Delaware Bay, Delaware is vulnerable to sea level rise and coastal storms. Climate change also poses economic risks to the state: (i) an industrial center and major port located on the Delaware River, subject to flooding and storm surge; (ii) a tourism economy focused in the Atlantic beach communities that are exposed to storm impacts; and (iii) a robust agriculture sector vulnerable to weather extremes. Across the state, Delaware's economy and public safety is dependent on transportation and energy infrastructure that must be adaptive to current and future climate change.

Risk Assessment and Planning. In November 2021, Delaware released its first statewide Climate Action Plan, which presents strategies and actions to: (i) minimize greenhouse gas emissions, and (ii) maximize resilience to climate change impacts. Greenhouse gas reduction strategies are economy-wide, including the largest sources of emissions: transportation, electric power, and industry. Climate resilience measures include actions that State agencies can take including: updated or new state regulations; support for communities and stakeholders; facility design and operation; and strengthened management plans for emergency response and state facilities. In 2022, state government efforts shifted to focus on accelerating implementation of the strategies in the Climate Action Plan. The Climate Action Plan is available at: <https://documents.dnrec.delaware.gov/energy/Documents/Climate/Plan/Delaware-Climate-Action-Plan-2021.pdf>

In 2023, the State enacted the Climate Change Solutions Act (the "CCS Act"), which, in part, established a process for completing regular updates to the Climate Action Plan and reporting on implementation status of the climate change mitigation and adaptation strategies developed in the Plan. The CCS Act codified the Climate Action Plan's role as Delaware's framework for achieving its greenhouse gas emissions reduction targets. The CCS Act further ensures coordination between the Climate Action Plan and the State Energy Plan.

In December 2023, the Delaware Department of Natural Resources and Environmental Control (DNREC) published its first Implementation Report for documenting the projects, programs, and policies that have been launched or improved since the publication of the 2021 Climate Action Plan. The Implementation Report provides examples of the wide variety of activities undertaken to support the implementation of the 2021 Climate Action Plan. An update to Delaware's Climate Action Plan will be released in 2025. The Implementation Report can be found at: <https://documents.dnrec.delaware.gov/energy/climate/plan/2023-CAP-Implementation-Report.pdf>

Delaware has taken significant steps to assess and evaluate the risks of climate change, and state agency practitioners are well supported by state-specific climate data. Delaware has science-based sea level rise projections and inundation maps and down-scaled climate projections for heat and precipitation indicators. Climate change risks have been incorporated into the *State of Delaware All-Hazard Mitigation*

Plan, as well as other state and local plans. In 2023, FEMA approved Delaware's 2023-2028 Hazard Mitigation Plan, which outlines risks and vulnerabilities faced by Delawareans and offers ideas and recommendations for protecting and improving resilience in the State. In addition to considering future climate conditions, the All-Hazard Mitigation Plan assesses risks to Delaware's economy, the natural environment, the built environment, and most importantly, the people who live, work, and visit the State. The plan is a critical component of Delaware's climate change adaptation planning and coordination. DNREC is updating statewide climate change scenarios, including projections for heat, precipitation and sea level rise. The updated projections are expected to be available to state decisionmakers in 2024. The projections can be used by state agencies to better inform decision-making and reduce risks to the State.

As an example of Delaware's climate planning efforts, the Delaware Department of Transportation (DelDOT) is taking several steps to addressing climate change, including: (i) incorporating climate change mitigation in the planning and design of capital transportation projects; (ii) working closely with state agencies in the planning and review of risks associated with storm surges along the state's eastern most coastal roadways; (iii) engaging professional engineering consultants to develop tools to assist the Department in developing appropriate strategies for at-risk engineering of roadways and bridge projects; and (iv) engaging with key local stakeholders and experts at a national level through professional transportation organizations to develop mitigation strategies within the state. In April 2022, DelDOT released Delaware Transit Corporation's (DTC) Climate Action Plan to guide its efforts to minimize greenhouse gas emissions and maximize resilience to climate change. Modelled after the State Climate Action Plan, the DTC Plan serves as a blueprint for its sustainability program and establishes agency-wide strategies to reach a goal of achieving a 50% reduction in DTC's total greenhouse gas emissions by 2030. The DTC Plan is available at: <https://dartfirststate.com/Programs/Green-Initiatives/pdfs/Climate%20Action%20Plan%20-%20April%202022.pdf>.

Adaptation and Resiliency. Delaware's Climate Action Plan, released in November 2021, builds on previous efforts to increase State-led actions to increase resiliency and adapt to climate change. In 2013, Governor Jack Markell signed Executive Order 41 – *Preparing Delaware for Emerging Climate Impacts and Seizing Economic Opportunities from Reducing Emissions*, which produced a road map for State agencies to prepare for the impacts of climate change. The *Climate Framework for Delaware* was developed through inter-agency coordination and identified actions and strategies that each state agency could take to help prepare the state for the effects of climate change in ways that relate to the agency's mission. The Climate Change Solutions Act of 2023 directs state agencies to incorporate climate change into agency operations, decision making, and rulemaking.

Delaware places special focus on reducing and mitigating flood risk, a statewide vulnerability due to Delaware's low average elevation. Under the directive of Executive Order 41, a guidance document was produced for state agencies, *Avoiding and Minimizing Risk of Flood Damage to State Assets*. In addition, the Delaware Coastal Flood Monitoring System is a web-based tool and alert system designed to provide emergency managers, planners, and others the information on the extent, timing, and severity of upcoming coastal flood conditions.

DNREC and the University of Delaware offer support to communities to plan for and reduce the impacts of climate change. The Resilient Community Partnership Program provides technical assistance and potential funding to address the impacts of coastal hazards related to flooding from sea level rise, coastal storms, and climate change through development of planning strategies at the local level. DNREC also offers an ongoing Coastal Training Program that provides technical assistance for coastal resource planners and managers. Support from agency and state leadership will be necessary to prepare for the impacts of climate change and improve state resiliency.

To empower state agency staff to integrate climate change into decision-making, in April 2022 Governor Carney announced the launch of the Delaware Climate Leadership Academy. Administered by

DNREC, the Academy is offered in partnership with the Association of Climate Change Officers with the goal of increasing capacity of all state agencies and other partners to improve Delaware's resilience to climate change. Enhancing agency capacities now could reduce future costs associated with a more reactive approach to adapting to climate change. The Academy has trained nearly 200 Delaware professionals, including 125 state government employees from all three branches of government, bringing increased climate change literacy and awareness to 17 different state agencies and offices. Building this knowledge base in state agencies is viewed as a critical component of successful implementation of the State's Climate Action Plan because support from agency and state leadership will be necessary to implement many of the strategies in the Plan.

Greenhouse Gas Emission Reduction. Delaware is also committed to reducing greenhouse gas emissions that are the drivers of climate change. In June 2017, Governor John Carney joined the U.S. Climate Alliance, a coalition of 25 states dedicated to upholding the Paris Agreement to combat climate change. As a member of the Alliance, Delaware has committed to reducing greenhouse gas emissions by 26% to 28% by 2025 from a 2005 baseline. *Delaware's Climate Action Plan* identifies strategies to meet the state's 2025 goal and set a framework for actions to reduce greenhouse gas emissions beyond 2025. Most recently, Delaware enacted the Climate Change Solutions Act of 2023, establishing medium- and long-term, economy-wide greenhouse gas emissions reduction targets. The law commits Delaware to reducing net greenhouse gas emissions 50% by 2030 and to net-zero by 2050, both from a 2005 baseline year. Delaware's 2020 greenhouse gas inventory data shows the State has reduced its emissions 30% from 2005 levels.

To reduce emissions from electricity generation, Delaware sets renewable energy standards through its Renewable Energy Portfolio Standards Act. As of March 2021, new legislation now requires utilities procure an increasing percentage of their electricity from renewable resources, leading up to 40 percent of energy derived from renewable sources by 2035. In addition, Delaware continues to be an active member of the Regional Greenhouse Gas Initiative (RGGI), a multi-state cap-and-trade program that sets a regional cap on carbon dioxide emissions from the power sector.

Through the Delaware Energy Act, DNREC was directed to work with PJM Interconnection and neighboring states on offshore wind transmission planning in 2023. DNREC was tasked with studying and providing recommendations to the Governor and the General Assembly on a process for procuring offshore wind power by December 31, 2023. In December 2023, DNREC published the required report, *Proposed Offshore Wind Procurement Strategy for Delaware*. The report proposed an offshore wind procurement program for Delaware that builds on the broad recommendations of the Offshore Wind Working Group and incorporates the market intelligence and technical analysis found in the Special Initiative on Offshore Wind *Offshore Wind Procurement Options for Delaware* report, which is based on the centrality of renewable energy in Delaware's Climate Action Plan.

Reducing greenhouse gas emissions in Delaware includes many different sectors and sources. The State has undertaken a number of programs and initiatives toward this effort. The Delaware Clean Transportation Incentive Program, implemented since 2015, reduces transportation sector emissions by making EVs more affordable for Delaware families and businesses and can be coupled with available federal tax incentives. This program also includes rebates for Level 2 EV chargers for public, multi-family residences and workplace deployment. In 2023, the program was expanded to provide higher incentive levels for multi-family dwellings, particularly those in LIDAC communities. Delaware also enacted a law in 2023 requiring that all new residential construction include provisions for EV charging. In December 2023, Delaware adopted the Advanced Clean Cars II (AC II) emission standards, a package of regulations including the Low Emission Vehicle Program (LEV) criteria and greenhouse gas regulations and the ZEV regulation and will implement these tailpipe emission standards through 2032. The requirements for ZEVs will gradually increase through 2032. The regulations require automakers to deliver an increasing number of ZEVs for sale in Delaware. Zero-emission options, including battery-electric, plug-in hybrid electric,

and fuel cell electric vehicles, will be more accessible across the state. Under the finalized regulation, starting with model year 2027, 43% of new cars and trucks sent to Delaware for sale will be ZEVs. The percentage will increase to 82% in 2032.

In 2019, DNREC received directives from the Governor and Delaware Legislature to propose regulations on the use and manufacturing of Hydrofluorocarbons (HFCs) as part of the State's efforts to confront climate change. In accordance with the directives, the DNREC Division of Air Quality developed and promulgated a new regulation to phase out HFCs in Delaware: "Prohibitions of Use of Certain Hydrofluorocarbons in Specific End-Uses" (7 *Del. Admin. C.* §1151). The regulation establishes the prohibitions and requirements for the use and manufacture of HFCs in Delaware according to their specific end usage, which include air-conditioning and refrigeration equipment, aerosol propellants, and foam end-users. The regulation became effective in March 2021, and includes effective dates for prohibition for different HFC end-uses, ranging from September 2021 to January 2024. As a complement to the regulatory program, DNREC launched the "Cool Switch – Low Impact Refrigerant Program" that offers incentives to businesses to install refrigeration systems that are less harmful to the environment by reducing the amount of HFCs released into the atmosphere. In July 2022, DNREC launched the Low-to-Moderate Income (LMI) Solar Pilot Program to expand residential solar photovoltaic systems into LMI market segments, which have historically been underserved by existing renewable energy assistance programs and tax credits. Other initiatives in the state include: (i) the Green Energy Program, which encourages homeowners, local businesses and other relevant stakeholders to adopt renewable energy systems; (ii) the Energy Efficiency Investment Fund, which provides grants to Delaware businesses, local governments and non-profits to make facility upgrades that lower energy use; (iii) the Weatherization Assistance Program, which provides funds to reduce energy costs for low-income households by increasing their energy efficiency in addition to making health and safety improvements; and (iv) the Delaware Sustainable Energy Utility, a non-profit organization that administers various energy efficiency and renewable energy projects including the Solar Renewable Energy Credit Purchase Program. Further information on programs may be found at the DNREC Division of Climate, Coastal and Energy web site: <https://dnrec.alpha.delaware.gov/climate-coastal-energy/>.

Despite Delaware's best efforts, climate change will intensify and increase the frequency of extreme weather events, such as coastal storm surges, flooding, and heat waves, and raise sea levels along the coast. The future fiscal impact of climate change on the State is difficult to predict, but could be significant. The state will continue its efforts to monitor and assess these impacts, and to invest in policies and programs to reduce greenhouse gas emissions and increase Delaware's resilience to the effects of climate change.

Information Security Program and Cybersecurity Risk Management

The State's identity driven, risk-aligned information security program, reinvested in privileged access management solution to boost its protection of administrator accounts. This further enhances its Zero-trust aligned cybersecurity strategy. The solution not only automates administrator password changes but requires multifactor authentication to acquire or use any account with administrative privileges. The security program leverages a blend of managed services and internal cybersecurity staff to maintain strong cybersecurity controls across the state's computing environment, as well as comprehensive visibility into all communications and threats across the state. The information security program has functions that extend from enterprise security operations to risk management and governance functions that ensure its persistent continuity of services through any disaster.

Delaware has a centrally managed cyber security team that provides 24x7, 365 threat detection and response capabilities, and leverages external managed monitoring services and a dedicated security operations center staff with industry leading tools. The team continuously monitors threat intelligence sources to proactively prevent and mitigate cyber incidents. Delaware has a highly segmented network that

ensures that any cyber incident would have a very limited blast radius. Application DMZs have restricted internal communications and pre-approved whitelisted internet communications only. State computers are equipped with an industry leading endpoint detection and response (EDR) solution with artificial intelligence (AI) and machine learning (ML) capabilities to better detect attacks against the state, including zero-day attacks. The State's cyber security risk management program encompasses employee training, vulnerability scanning, simulated phishing campaigns, web application security with vulnerability shielding and targeted third-party penetration assessments. Vendors that interface with the State's systems are governed by a central risk management program that reviews 3rd party relationships before, during, and after their engagement with state. Each vendor that interacts with state data or connects with state computing components must have an executed Data Usage Terms and Conditions agreement and/or Cloud terms and conditions based on the level of engagement. The State maintains a strong business continuity and disaster recovery program designed to ensure a sustained computing service. The security program also has a statewide cyber insurance policy.

While the State conducts periodic tests and reviews of its networks, no assurances can be given that such security and operational control measures will be successful in guarding against all cyber threats and attacks. The results of any successful attack on the State's computers and information technology systems could impact its operations and damage the State's digital networks and systems, and the costs of remedying any such damage could be substantial and could have a material impact on the operations of the State.

It is the policy of the State to self-insure its exposures when cost effective and to commercially insure on exposures that are specialized.

Coronavirus "COVID-19" Outbreaks

The spread of "coronavirus disease 2019" ("COVID-19"), a respiratory disease caused by a new strain of coronavirus, is having a material impact on global, national and state economies. On March 11, 2020, the World Health Organization elevated COVID-19 from a Public Health Emergency of International Concern to a "pandemic." Also, on March 11, the first case of COVID-19 was confirmed in the State of Delaware. On March 13, the President of the United States proclaimed that the COVID-19 outbreak in the United States constituted a national emergency beginning on March 1, 2020.

On March 12, 2020, in response to the confirmation of a COVID-19 case in the State, the Governor of Delaware declared a State of Emergency. Over the ensuing months, Governor Carney issued numerous modifications to the State of Emergency declaration extending the State of Emergency and addressing the outbreak. On July 13, 2021, the full State of Emergency was terminated, though many emergency functions continue as a result of Governor Carney's separate Public Health Emergency Order. The State continues to monitor COVID-19 cases while overseeing vaccine distribution. Information on the State's response to COVID-19 may be found at <https://coronavirus.delaware.gov/>.

Federal Relief Efforts. On March 27, 2020, the President of the United States signed into law H.R. 748, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"). The CARES Act established a \$150 billion Coronavirus Relief Fund to, among other things, provide financial assistance to states. The President of the United States signed H.R. 133, the Consolidated Appropriations Act (CAA), into law on December 27, 2020. CAA included approximately \$900 billion in pandemic stimulus relief and extended the covered period for expenditure of Coronavirus Relief Fund allocations.

The State received an allocation of \$1.25 billion from the Coronavirus Relief Fund, which could be used to reimburse the State for certain COVID-19 related expenses, \$927.2 million of which was initially allocated to the State and the remainder to New Castle County. Subsequently New Castle County transferred \$139 million to the State to reimburse the State for COVID-19-related expenditures, which were fully expended in 2021. The total Coronavirus Relief Fund allocation has been applied to public health

expenditures, replenishment and maintenance of the Unemployment Insurance Trust Fund, relief grants to health care, non-profit organizations and small businesses, and other purposes, with \$1.06 billion expended through January 31, 2023, as further detailed at: <https://governor.delaware.gov/relief/>.

On March 11, 2021, the President signed into law H.R. 1319, the American Rescue Plan Act (ARPA). This COVID-19 relief package provided \$1.9 trillion in mandatory funding, program changes and tax policies aimed at mitigating the continuing effects of the pandemic. The State and Local Allocation for the State is \$1.362 billion. The State received approximately \$925 million for State Fiscal Recovery and another \$112 million directed to infrastructure projects. County and local governments in Delaware are expected to receive \$336.6 million in ARPA funding. As of March 2024, all of the \$925 million of State funds have been committed to support Delaware's testing and healthcare infrastructure, childcare facilities, affordable housing, and many other eligible causes. Full details of the State's use of ARPA relief funds can be found at <https://governor.delaware.gov/rescue-plan/>.

Federal emergency aid from FEMA was made available to the State under Section 406 of the Robert T. Stafford Disaster Relief and Emergency Assistance Act (the "Stafford Act") via the Public Assistance Grant Program effective March 13, 2020. The State was required to provide a 25% match to the federal funds, which can be contributed from a combination of cash and in-kind sources. Similar to the Coronavirus Relief Fund, this funding source could be used to offset the unanticipated increase in COVID-19 related expenditures from January 20, 2020 through the end of the declared emergency incident. On February 2, 2021, the President issued the Memorandum on Maximizing Assistance from the FEMA to provide a 100% Federal cost share for all work eligible for assistance under Public Assistance Category B, pursuant to sections 403, 502, and 503 of the Stafford Act, but not including that authorized by section 3(a) of a prior memorandum dated January 21, 2021, performed from January 20, 2020, through January 20, 2021.

The federal government adjusted the Federal Medical Assistance Percentage ("FMAP") applicable to Medicaid funding in the Families First Coronavirus Response Act (FFCRA), increasing its reimbursement rate to the State by 6.2%, effective January 1, 2020 through March 31, 2023. Medicaid enrollment during this period increased by approximately 27% between April 2020 and February 2023. On December 29, 2022, Congress passed the Consolidated Appropriations Act (CAA), which provided for, among other things, the phaseout of enhanced FMAP beginning in March 2024, returning FMAP to its normal level by December 31, 2024. During this time, the State will begin the process of reviewing its Medicaid recipient rolls and removing those who do not qualify for continued coverage. The exact timeframe for this transition is uncertain, but it is expected to be an ongoing process, continuing into calendar year 2023. Changes in demographics and employment variables make an exact calculation of the post-unwinding of Medicaid costs, but DEFAC forecasts anticipate year-over-year growth in the State's Medicaid expenses in the coming years.

State COVID-19 Impacts. The State completed fiscal year 2020 with an increase in the General Fund cash balance of \$11.9 million despite the volatility and disruption caused by the COVID-19 emergency. The State was able to achieve the surplus despite less-than-expected or delayed tax revenue from multiple sources, through federal support as well as actions such as strictly adhering to existing employment caps, advising against unsustainable hires in fiscal year 2021, and reverting Special Fund balances and General Fund appropriations. As a result, General Fund expenditures for fiscal year 2020 were \$157.5 million lower than projected in the December 2019 DEFAC estimates. General Fund revenue collections for fiscal year 2020 were \$214.8 million lower than estimated at the December 2019 DEFAC meeting, and the operating cash surplus was \$57.3 million lower.

The fiscal year 2021 budget assumed a transfer of \$63.2 million from the Budget Stabilization Fund while leaving \$63.1 million in the Fund, and maintained the entire \$252.4 million dedicated to the Budget Reserve Account. The fiscal year 2021 budget also supported moderate General Fund expenditure growth

of 2.1%, appropriating 98% of available revenues as required by statute without legislative tax policy changes. Fiscal year 2021 revenue exceeded June 2020 DEFAC estimates by \$802.6 million. This allowed the General Assembly to enact a fiscal year 2022 budget with moderate General Fund expenditure growth of 4.9%, and a re-capitalization of the Budget Stabilization Fund to a balance of \$287.3 million and the Budget Reserve Account to a balance of \$280.3 million. The Budget Stabilization process allowed Delaware to weather the revenue volatility caused by the COVID-19 pandemic.

By many measures, Delaware's economy has performed well in the post-pandemic environment. Employment currently stands at a record high, almost 487,000 jobs (seasonally adjusted). Over the past year, employment has grown 2.8%. While the comparison period includes late 2021, arguably a part of the immediate pandemic recovery period, the strongest growth pre-pandemic this century was 2.3%. In an historical anomaly, Delaware's unemployment rate has been higher than the national rate consistently since the pandemic, with the gap reaching a 1.2 percentage point difference in January 2023. That gap has closed somewhat steadily over the course of the year, with the national rate of 3.8% only 0.3 percentage points lower than the State's rate of 4.1% eight months later. March 2024 DEFAC forecast calls for continued employment growth in keeping with national trends. Wage and salary income is expected to increase by over 5.0% in fiscal year 2024, slowing to just under 4.0% in fiscal year 2025. After stronger-than-expected 8.2% growth in General Fund revenues in fiscal year 2022, General Fund revenues are forecasted to remain roughly flat for fiscal years 2024 and 2025, as several major revenue sources (i.e., corporate franchise tax, corporate income tax, and realty transfer taxes) are expected to decline in one or both years. In fiscal year 2022, the State transferred \$115.3 million to the Budget Stabilization Fund, bringing the balance to \$402.6 million. The Budget Reserve Account was further increased to \$316.4 million at June 30, 2023 and to \$328.8 million in fiscal year 2024.

COVID-19 Uncertainty. COVID-19 may continue to materially affect state, national, and global activity; increase public health emergency response costs; and, consequently, materially adversely affect the financial condition of the State. Many states and municipalities have begun, and continue, to take measures that are having negative effects on global and local economies. In addition, businesses and people have altered behaviors in manners that are, and may continue, to negatively affect the economy. The financial, stock and bond markets in the United States and globally have seen significant volatility attributed to COVID-19 concerns.

The Public Health Emergency was terminated on May 11, 2023 by way of a Declaration issued by the Governor of Delaware. The extent to which COVID-19 will continue to impact the State's operations and its financial condition will depend on future developments, which may emerge. The information in this Official Statement reflects the historical financial impacts of this outbreak and continuing budgetary impacts into fiscal year 2024. There can be no assurances that future outbreaks will not further materially adversely affect the financial condition of the State.

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Cash Management

Created by State law, the Cash Management Policy Board (the “Board”) establishes policies for the investment of all money belonging to the State or put on deposit with the State by its political subdivisions, except money in any State pension fund and money held for individuals under the State deferred compensation program. The investment of such money belonging to the State is executed by the State Treasurer in accordance with and pursuant to the Board’s investment policies. The Board is comprised of nine members, including the Secretary of Finance, the Secretary of State, the State Treasurer, the Controller General (all serving ex officio), and five members from the private sector appointed by the Governor and confirmed by the State Senate. The current members of the Board are:

Warren C. Engle (Chairman)	Formerly Senior Vice President, PNC Bank, retired
Jeffrey W. Bullock	Secretary of State
Colleen C. Davis	State Treasurer
Richard J. Geisenberger	Secretary of Finance
Mike Karia	Commissioner, Delaware Public Service Commission
Stephen Marvin	Partner, Marvin & Palmer Associates, Inc.
Ruth Ann Miller	Controller General
Tarrie L. Miller	Senior Vice President, County Bank
Leland Sylver	BNY Mellon Wealth Management

The Board has instituted a number of measures to enhance the State’s investment returns, while ensuring sufficient liquidity and preservation of principal. Recent initiatives include the strategic restructuring of the portfolio into longer-dated securities, with the expectation of returning higher yields over time. Additionally, the Board has established investment benchmarks for these longer-dated portfolios in an effort to actively measure and evaluate the performance of the State’s investment managers. The Board also maintains oversight of the State’s banking contracts, and is currently engaged in a project to modernize its product offerings, including the implementation of various digital payment and disbursement channels. These updated product offerings are expected to mitigate the inherent risk associated with cash and check transactions.

STATE FINANCIAL OPERATIONS

The State controls and records its financial transactions on a cash basis of accounting for its day-to-day operations in accordance with the various budgets and statutes passed by the General Assembly and approved by the Governor. See “FINANCIAL STRUCTURE Budgetary Control and Financial Management Systems”. The State’s audited June 30, 2023, Basic Financial Statements included in its ACFR, were prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) using both the modified accrual basis and full accrual basis of accounting.

FORECASTS AND ECONOMIC PROJECTIONS

Revenue and Expenditure Forecasting

The Delaware Economic and Financial Advisory Council (“DEFAC”), created in 1977, is currently comprised of 31 members representing academia and the business community as well as the General Assembly and executive branch of State government. Current members of DEFAC include five cabinet-level officials, the State Treasurer, the Controller General, one other governmental official, four legislators, and 19 private citizens from the business, financial and academic communities.

DEFAC is mandated by executive order and state law to submit to the Governor and the General Assembly budgetary General Fund and Transportation Trust Fund revenue forecasts five times each fiscal year in October, December, March, May, and June for the current fiscal year and the succeeding two fiscal years. Budgetary General Fund and Transportation Trust Fund expenditure forecasts are generated for the

current fiscal year in December, March, May and June. The various DEFAC forecasts contained in this Official Statement were provided as of March 18, 2024. The next DEFAC meeting is scheduled for May 20, 2024.

These revenue and expenditure forecasts are used in the State budget process to ensure compliance with the State’s constitutional limits on spending and statutory debt limitations. See “FINANCIAL STRUCTURE - Appropriation Limit” and “BONDED INDEBTEDNESS OF THE STATE – Debt Limits”. The subcommittees of DEFAC are the Expenditure and Revenue subcommittees, which may meet prior to the DEFAC meetings. DEFAC meetings are open to the public and provide a general forum for members of the private and public sectors to exchange views on matters of economic and fiscal concern for the State.

DEFAC relies on projections of national economic trends by S&P Global, the Department of Finance’s econometric model, projections generated by the Department of Transportation, its members’ knowledge of the State’s particular economic strengths, and its members’ understanding of the structure of the State’s revenue system. A comparison of DEFAC’s forecasts of budgetary General Fund revenue with actual year-end revenue is reviewed in the following table. These forecasts were generated 18 months and 8 months prior to the end of each fiscal year. DEFAC does not project the revenue impact of legislation until after its enactment.

DEFAC Budgetary General Fund Revenue Projections
(\$ in millions)

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
18 Months Before Fiscal Year-End	\$4,316.4	\$4,563.5	\$4,817.5	\$4,765.2	\$5,491.6
8 Months Before Fiscal Year-End	4,410.8	4,618.8	4,777.7	5,407.1	6,067.1
Actual Fiscal Year-End Revenue.....	4,591.9	4,525.8	5,390.3	5,829.9	6,295.1

Economic Projections

Based upon national forecasts by S&P Global in December 2023, the State’s economy is expected to be in line with the broader U.S. economy. The following chart compares forecasted population, employment and personal income growth rates for fiscal years 2024 through 2026 for Delaware and the United States, considered by DEFAC in making its revenue forecasts as presented herein.

Projected Economic Growth Rates

Fiscal Year:	<u>Delaware</u>			<u>United States</u>		
	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>
Population Growth	1.2%	0.8%	0.8%	0.5%	0.5%	0.5%
Employment Growth	1.5	0.6	0.6	1.8	0.6	0.0
Personal Income Growth	2.5	5.1	4.8	4.7	5.3	5.0

Sources: Delaware Department of Finance and S&P Global.

BUDGETARY GENERAL FUND SUMMARIES

The following discussion of State finances relates to the budgetary General Fund of the State, as more fully set out in the financial statements included under Appendix A hereto.

General Fund Revenues - Principal Receipts by Category

All revenue derived by the State, unless otherwise provided by law, is credited to the budgetary General Fund. The principal receipts not credited to the budgetary General Fund are unemployment insurance taxes, transportation-related taxes for the Transportation Trust Fund, certain taxes on insurance companies and property taxes levied by local school districts. Such taxes are deposited in budgetary Special Funds of the State. The State does not levy *ad valorem* taxes on real or personal property and does not impose a general sales or use tax.

The taxes summarized below produce most of the budgetary General Fund revenue.

Personal Income Tax: Effective January 1, 2014, Delaware's rates on taxable income range from zero on the first \$2,000 of net taxable income, to 6.60% on taxable income in excess of \$60,000. Taxable income consists of federal adjusted gross income, with certain modifications, less itemized deductions (or a standard deduction in lieu thereof). After the application of the rates to taxable income, a \$110 non-refundable personal tax credit is subtracted for each taxpayer and dependent claimed, providing a direct dollar-for-dollar reduction in final tax liability.

Since 1992, non-resident taxes have been computed as if the taxpayer were a State resident, multiplied by the ratio of Delaware income to total income. Tax returns and payments are due April 30.

Employers maintaining an office or transacting business within the State and making payment of any wages or other remuneration subject to withholding under the United States Internal Revenue Code are required to withhold State income tax on such wages or remuneration at prescribed rates. Filing frequency is determined based on the amount of an employer's withholdings between July 1 and June 30, immediately preceding the calendar year. Employers file quarterly, monthly or up to eight times per month.

Corporation Franchise Tax: An annual franchise tax is levied on business corporations organized under State laws, excepting banks and building and loan associations. The tax levy is based on either the corporation's total number of authorized shares of capital stock or on its assumed par value. The basis yielding the lesser tax revenue is applied. Effective August 2, 2017 (for tax year 2017), a new two-tier maximum tax was put into effect with the regular maximum tax increased from \$180,000 to \$200,000 and a higher maximum tax of \$250,000 was established for 'large corporations,' defined as publicly-traded corporations either with (i) consolidated annual gross revenues equal to or greater than \$750,000,000 or (ii) consolidated assets equal to or greater than \$750,000,000, and consolidated annual gross revenues not less than \$250,000,000 and consolidated assets not less than \$250,000,000. Applying the authorized share basis, the tax is levied according to the following rate schedule:

- 5,000 shares or less (minimum tax): \$175.00
- 5,001 – 10,000 shares: \$250.00
- \$75.00 for each additional 10,000 shares or portion thereof (rising to \$85.00 in tax year 2018)
- Maximum annual tax is \$200,000.00 for most corporations
- Maximum annual tax is \$250,000.00 for large publicly-traded corporations

Applying the assumed par value basis, the tax is levied at a rate of \$400 for each \$1.0 million or fractional part thereof of the corporation's taxable gross assets per the ratio of authorized to issued shares. Tax payments for any corporation whose annual franchise taxes exceed \$5,000.00 are required to be made quarterly. Other companies pay once each year, on March 1.

Corporation Income Tax: This tax is levied at the rate of 8.7% on net taxable income of both foreign and domestic corporations derived from sources within the State. Investment and holding companies, insurance

companies and domestic international sales corporations, among others, are exempt. Fifty percent of the estimated tax for the taxpayer's current tax year and the balance due from the prior year is payable on the 1st day of the fourth month of the taxpayer's tax year, 20% of such estimated tax is payable on the 15th day of the sixth month, 20% on the 15th day of the ninth month and 10% on the 15th day of the twelfth month. Large corporations must pay 80% of their current year's estimated tax on a current basis. Beginning January 1, 2017, small corporations, with total gross receipts below \$20,910,000 for two of three prior years, are beholden to the payment dates above, but make quarterly estimated payments equivalent to 25% of their estimated tax on each date. Additionally, Delaware will change the method employed to apportion net taxable income for multi-state corporations. In prior years, net taxable income was apportioned based on an equally weighted average of Delaware's share of a firm's national payroll, property, and sales. Beginning January 1, 2017, Delaware weighs Delaware sales on a multi-state firm at 50% in 2017, 60% in 2018, 75% in 2019, and 100% in 2020 and beyond.

Business and Occupational Gross Receipts Tax: The State imposes license requirements and related taxes on most occupations and businesses. License fees and taxes consist of a basic annual fee of \$75 (in some cases an additional \$25 per establishment is levied) plus a tax on gross receipts. Effective for tax periods ending after December 31, 2013, tax rates include 0.6472% for contractors (with a monthly deduction from gross receipts of \$100,000); 0.3983% for wholesalers (with a monthly deduction of \$100,000); 0.1260% for manufacturers (with a monthly deduction of \$1,250,000); 0.1991% for food processors (with a monthly deduction of \$100,000); 0.0996% for commercial feed dealers and farm machinery retailers (with a monthly deduction of \$100,000); 0.7468% for general retailers (with a monthly deduction of \$100,000); 0.6472% for restaurants (with a monthly deduction of \$100,000); and 0.3983% of aggregate gross receipts on most occupational licenses (with a monthly deduction of \$100,000). A use tax on leases of tangible personal property is levied on the lessee at the rate of 1.9914% of lease rentals and on the lessor at the rate of 0.2987% of rental payments received. Lessors are allowed a quarterly deduction of \$300,000. Automobile manufacturers pay a 0.0945% tax (with a monthly deduction of \$1,250,000).

Public Utility Tax: Gross receipts from the sale of telephone, telegraph, gas, electricity, and cable television services are subject to tax. Receipts from services sold to residential users are excluded, except for receipts from residential cable television services. Generally, public utilities are subject to a tax rate of 4.25%, but several exemptions/reductions apply. Receipts from sales of electricity to manufacturers and agribusiness/food processors are taxed at 2.00%. Certain electrochemical processors and receipts from sales of electricity and gas to automobile manufacturers are exempt from the tax. Cable television and direct-to-home satellite services are taxed at 2.125%.

Cigarette Tax: Effective July 2017, the cigarette tax was increased from \$1.60 to \$2.10 per 20 cigarette pack, the tax on moist snuff was increased from 54 cents to 92 cents per ounce, and a tax on vapor products was imposed at 5 cents per fluid millimeter. Other tobacco products are now taxed at 30% of the wholesale price. Effective for sales after July 15, 2019, the law prohibits the sale of tobacco products including cigarettes, cigars, chewing tobacco, and vaping products to individuals under the age of 21.

Inheritance and Estate Tax: Effective January 1, 1999, the inheritance tax was eliminated, and the estate tax was repealed for individuals who have died after December 31, 2017.

Realty Transfer Tax: Effective August 1, 2017, the State increased its levy on realty transfers from 1.5% of the consideration paid for any real property transferred to 2.5%. (Local governments are permitted to levy an additional 1.5%.) A 2% tax is levied on the value of construction in excess of \$10,000 (excluding manufacturing companies in certain circumstances) where the underlying property was acquired by the owner less than 12 months prior to the commencement of construction. First time homebuyers are eligible for a state credit of 0.5%.

Alcoholic Beverage Tax: The State imposes an excise tax on the distribution of alcoholic beverages. Effective for inventories purchased and received by September 1, 2017, the tax on beer increased from \$4.85 to \$8.15 per barrel, wine increased from \$0.97 to \$1.63 per gallon, and cider increased from \$0.16 to \$0.27 per barrel. The tax on liquor containing 25% or less alcohol by volume was increased from \$2.50 to \$3.00 per gallon, while the tax on liquor containing more than 25% was increased from \$3.75 to \$4.50 per gallon.

Insurance Tax: The State levies a tax of 1.70%, plus an additional 0.30% for the benefit of fire and police, on gross premiums, less dividends and returned premiums on cancelled policies, for most types of insurance. An annual privilege tax is levied on domestic insurers based upon annual gross receipts and subject to credits for payroll compensation for employee services performed in the State.

Bank Franchise Tax: The State levies a tax on banks at 8.7% on the first \$20 million of taxable income, 6.7% on such income between \$20 and \$25 million, 4.7% on such income between \$25 million and \$30 million, 2.7% on such income between \$30 million and \$650 million, and 1.7% on taxable income in excess of \$650 million.

Effective for tax years beginning after December 31, 2006, banks have the option of using an “Alternative Franchise Tax”. The Alternative Franchise Tax has two parts:

1. A traditional income tax employing three-factor apportionment with a double-weighted receipts factor. The tax’s regressive rates range from 7.0% on taxable income not in excess of \$50 million to 0.5% on taxable income in excess of \$1.3 billion.
2. A “Location Benefits Tax” based on assets. The location benefit tax liability shall be \$1.6 million, plus 0.012% of the value of the assets not in excess of \$5 billion; 0.008% of the value of the assets in excess of \$5 billion but not in excess of \$20 billion; 0.004% of the value of the assets in excess of \$20 billion but not in excess of \$90 billion. The maximum Location Benefits Tax is \$6.2 million.

Additional Sources of Revenue

Lottery. Delaware’s lottery includes multiple gaming options, which consumers may access via various platforms.

- *Traditional Lottery:* The traditional lottery consists of daily drawings, instant tickets, Keno, Multi-Win Lotto and multi-state games such as Powerball, Mega Millions, Lotto America and Lucky For Life. Traditional lottery products are sold via a State-operated network of linked lottery terminals located in approximately 600 retail locations throughout the State.
- *Casino Operations:* Casino operations consist of a video lottery, sportsbooks, table games and i-gaming.
 - Video Lottery – Video Lottery refers to the network of approximately 5,200 linked Video Lottery Terminals (VLTs) that reside in the three casinos licensed and regulated by the Delaware Lottery. In 2013, Video Lottery was expanded to include Charitable Gaming Organizations (CGOs). The Lottery regulates the operation of about 500 charitable VLTs in approximately 50 CGOs, which include VFW halls, American Legions, Moose Lodges and other Veteran and/or fraternal clubs in the State.
 - Sportsbooks – The State, in conjunction with the State’s three casinos and approximately 100 retail establishments, operates a sports lottery, which consists of parlay-style betting on National Football League (“NFL”) and college football games and full-scale, Las Vegas style sports betting on all sports, both college and professional. Online mobile sports was added as an option in December 2023.

- Table Games – Delaware’s three casinos operate table games, such as blackjack, craps, roulette and poker. Table games were operational at the end of fiscal year 2010 and have enhanced the State’s position in an increasingly competitive gaming market, increased employment and added revenue to the State’s coffers.
- I-gaming – Beginning in November 2013, Delaware’s i-gaming was made available to in-state consumers. Currently, the i-gaming online platforms offer consumers a variety of video lottery slot games (including blackjack and roulette) and other various online table game options. In December 2023, the i-gaming online platforms also include mobile sports so consumers can access both options using a single app.

DEFAC closely monitors an evolving regional gaming market and updates the State’s revenue forecasts as conditions have evolved. By law, the lottery undertakes to provide an aggregate of at least 30.0% of the net revenue generated from traditional lottery products to the budgetary General Fund. The State retains 42.5% of video lottery profits (net of certain equipment costs) and 15.5% of the net proceeds from table games, whether wagered by traditional means or via the internet. The State retains 50% of the net proceeds from the sports book and 90% of the net proceeds from sports lottery retailers, less expenses.

Abandoned Property. Abandoned property represents any debt or obligation, including securities, which has gone unclaimed or undelivered for a period of dormancy defined by statute. For most property, the period of dormancy is five years; for securities, it is three years. Pursuant to U.S. Supreme Court jurisprudence and Delaware law, such unclaimed property is reported to the State of Delaware if any of the following circumstances are present: the last known address of the owner is located in the State of Delaware; the last known address of the owner is unknown, and the holder of the property is incorporated or formed under the laws of the State of Delaware; the last known address of the owner is not located in any state of the United States, or the District of Columbia, or any territory or possession of the United States, and the Holder is incorporated or formed under the laws of the State of Delaware; or the last known address of the owner is in a state that does not have an applicable statute for the type of property being reported and the Holder is incorporated or formed under the laws of the State of Delaware.

For fiscal year 2023, abandoned property resulted in \$554.0 million in general fund revenues. It is forecasted that abandoned property will result in roughly the same amount of general fund revenues in fiscal year 2024 as was generated in fiscal year 2023. DEFAC recognizes that future revenues from abandoned property could be adversely affected by pending legal challenges. See “LITIGATION” herein for a further explanation of the legal challenge.

Summary of Revenue Receipts – Prior Fiscal Year Actuals and Current Fiscal Year Estimate

Net budgetary General Fund revenue for the past two fiscal years ending with fiscal year 2023 and the estimated revenue for fiscal year 2024E are depicted in the table below.

Net Budgetary General Fund Revenues		
(\$ in millions)		
<u>Fiscal Year</u>	<u>Revenues</u>	<u>% Change</u>
2022	\$ 5,829.9	8.2%
2023	6,295.1	8.0
2024E	6,248.8	(0.7)

The State ended fiscal years 2022 and 2023 with a cumulative cash balance of \$2,605.3 million and \$3,039.5 million, respectively. Each such balance represented 51.5% and 51.9%, respectively, of the State’s total expenditures for the fiscal year 2022 and fiscal year 2023, respectively. Based upon the

March 18, 2024 DEFAC revenue forecasts, net budgetary General Fund revenue for fiscal year 2024 is projected to total \$6,248.8 million, a 0.7% decrease from fiscal year 2023 revenue. Results indicate fiscal year 2023 revenue was \$6,295.1 million, an 8.0% increase over fiscal year 2022 revenue. The State's Budget Reserve Account remained fully funded for fiscal year 2022 at \$280.3 million and for fiscal year 2023 at \$316.4 million. Additional amounts of \$1,100.2 million and \$1,575.0 million were set aside in fiscal years 2022 and 2023, respectively, for continuing and encumbered appropriations, resulting in an unencumbered cash balance on June 30, 2022 of \$937.5 million and on June 30, 2023 of \$745.4 million, respectively. The State's Budget Reserve Account has been fully funded for fiscal year 2024 at \$328.8 million. With an expected \$1,888.9 million set aside for fiscal year 2024 for continuing and encumbered appropriations, the estimated unencumbered cash balance on June 30, 2024 is \$402.4 million. See "BUDGETARY GENERAL FUND SUMMARIES – Budgetary General Fund Balances & Cumulative Cash Balances."

The following table compares total budgetary General Fund revenues by selected major categories for the past two fiscal years ending with fiscal year 2022 and estimated revenues for fiscal year 2024. At its March 18, 2024 meeting, DEFAC set the overall General Fund revenue growth forecast at 5.7%.

Budgetary General Fund Revenues – Selected Major Categories
(\$ in millions)

	Fiscal Year 2022		Fiscal Year 2023		Fiscal Year 2024E	
	<u>Actual</u>	<u>Change</u>	<u>Actual</u>	<u>Change</u>	<u>Estimated</u>	<u>Change</u>
Personal Income Taxes (less refunds)	\$ 1,909.4	1.11%	\$ 2,112.9	10.7%	\$ 2,148.7	1.7%
Franchise and Limited Partnership/LLC Taxes	1,708.7	17.4%	1,857.13	8.7%	1,789.7	(3.6)%
Business Entity Fees	164.2	10.7%	158.1	(3.7)%	150.0	(5.1)%
Corporate Income Taxes (less refunds)	314.2	49.8%	383.9	22.2%	354.0	(7.8)%
Bank Franchise Taxes	113.2	51.1%	105.8	(6.5)%	97.2	(8.1)%
Business and Occupational Gross Receipts Taxes	331.0	18.3%	353.2	6.7%	367.4	4.0%
Lottery	236.0	9.4%	239.6	1.5%	240.0	0.2%
Abandoned Property ⁽¹⁾	554.0	0.0%	554.0	0.0%	554.0	0.0%

(1) Effective in fiscal year 2015, any abandoned property revenue received over \$554.0 million will be considered special funds and will be used for (1) a K-12 School Construction Fund; (2) a Debt Reduction Fund; and (3) Other Post-Employment Benefits Fund as established by 29 Del. C. §5281.

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Summary of DEFAC Revenue Forecasts - Fiscal Year 2024E - Fiscal Year 2026E

The following table includes DEFAC's forecast of budgetary General Fund revenue from all sources as of March 18, 2024, for fiscal year 2024, fiscal year 2025 and fiscal year 2026. DEFAC forecasts General Fund revenue growth of (0.7)%, 0.9% and 2.0% for fiscal years 2024, 2025 and 2026, respectively.

Budgetary General Fund Revenue – DEFAC Forecasts (\$ in millions)

DEFAC Forecasts as of March 18, 2024

	Fiscal Year 2024E		Fiscal Year 2025E		Fiscal Year 2026E	
	Forecast	Change	Forecast	Change	Forecast	Change
Personal Income Tax	\$2,435.7	1.6%	\$2,529.9	3.9%	\$2,623.2	3.7%
Less: Refunds	<u>(287.0)</u>	1.3	<u>(272.7)</u>	(5.0)	<u>(245.7)</u>	(9.9)
PIT Less Refunds	2,148.7	1.7	2,257.2	5.0	2,377.5	5.3
Franchise Tax	1,348.9	(3.5)	1,348.9	0.0	1,348.9	0.0
Limited Partnerships & LLC's	<u>460.8</u>	(3.0)	<u>460.8</u>	0.0	<u>460.8</u>	0.0
Subtotal Franchise Tax and Limited Partnerships & LLCs	1,809.7	(3.3)	1,809.7	0.0	1,809.7	0.0
Less: Refunds	<u>(20.0)</u>	33.0	<u>(10.0)</u>	(50.0)	<u>(10.0)</u>	0.0
Net Franchise Tax and Limited Partnerships & LLCs	1,789.7	(3.6)	1,799.7	0.6	1,799.7	0.0
Business Entity Fees	150.0	(5.1)	150.0	0.0	150.0	0.0
Uniform Commercial Code	26.5	(6.2)	26.5	0.0	26.5	0.0
Abandoned Property	554.0	0.0	525.0	(5.2)	500.0	(4.8)
Less: Refunds	<u>(145.0)</u>	4.8	<u>(150.0)</u>	3.4	<u>(150.0)</u>	0.0
Abandoned Property Less Refunds	409.0	(1.6)	375.0	(8.3)	350.0	(6.7)
Gross Receipts Tax	367.4	4.0	381.4	3.8	392.1	2.8
Lottery	240.0	0.2	247.2	3.0	251.0	1.5
Corporation Income Tax	434.0	(5.1)	362.0	(16.6)	354.0	(2.2)
Less: Refunds ⁽¹⁾	<u>(80.0)</u>	8.8	<u>(109.3)</u>	36.6	<u>(79.8)</u>	(27.0)
CIT Less Refunds	354.0	(7.8)	252.7	(28.6)	274.2	8.5
Realty Transfer Tax	194.0	(21.4)	211.3	8.9	221.4	4.8
Cigarette Taxes	98.6	(6.0)	93.7	(5.0)	89.0	(5.0)
Bank Franchise Tax	97.2	(8.1)	105.6	8.6	107.0	1.3
Insurance Taxes	106.7	(0.8)	113.0	5.9	111.1	(1.7)
Hospital Board and Treatment	22.0	5.5	21.3	(3.2)	20.7	(2.8)
Public Utility Tax	33.9	(4.9)	32.8	(3.2)	32.1	(2.1)
Alcoholic Beverage Tax	31.9	(1.0)	32.2	0.9	32.5	0.9
Dividends and Interest	123.0	229.9	151.4	23.1	143.7	(5.1)
Other Revenues	71.4	(12.1)	71.8	0.6	71.8	0.0
Less: Other Refunds	<u>(15.2)</u>	(41.1)	<u>(15.7)</u>	3.3	<u>(15.7)</u>	0.0
Total ⁽¹⁾	<u>\$6,248.8</u>	<u>(0.7)%</u>	<u>\$6,307.1</u>	<u>0.9%</u>	<u>\$6,434.6</u>	<u>2.0%</u>

⁽¹⁾ May not equal the sum of its components due to the rounding of actual amount.

An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018, known as the “Tax Cuts and Jobs Act,” was enacted on December 22, 2017 (the “Act”) and made significant changes to federal tax law, many of which directly affect Delaware personal and corporate income taxes. The Act, among other things, reduced federal corporate income tax rates and changed federal individual alternative minimum tax imposed on individuals to, among other

things, increase the income thresholds for taxpayers that are subject to such tax. These changes became effective for tax years beginning after December 31, 2017. The State has reviewed the federal tax changes to determine the impact the Act may have on its budgetary revenue sources highlighted above and included those changes in its DEFAC revenue estimates.

General Fund Expenditure Summary – Fiscal Year 2022 - Fiscal Year 2024E

The following table compares total budgetary General Fund expenditures by major departments for the past two fiscal years ending with fiscal year 2023 and estimated expenditures for fiscal year 2024. These figures include supplemental appropriations for capital projects. See also “BUDGETARY GENERAL FUND SUMMARIES - Budgetary General Fund Disbursements by Category of Expense.”

Budgetary General Fund Expenditures

(\$ in millions)

	Fiscal Year 2022		Fiscal Year 2023		Fiscal Year 2024E ⁽¹⁾	
	<u>Actual</u>	<u>Change</u>	<u>Actual</u>	<u>Change</u>	<u>Estimated</u>	<u>Change</u>
Correction	\$ 370.4	0.7%	\$ 404.0	9.1%	\$ 395.6	(2.1)%
Health and Social Services....	1,277.5	8.4	1,441.9	12.9	1,496.1	3.8
Higher Education	270.6	3.8	302.6	11.8	276.5	(8.6)
Public Education	1,681.7	3.9	1,910.9	13.6	1,985.5	3.9
Safety & Homeland Security	173.1	8.1	183.5	6.0	180.2	(1.8)
Services to Children, Youth	154.6	0.9	172.6	11.6	210.4	21.9
& Their Families.....						
Other Expenditures	<u>1,130.0</u>	<u>45.7</u>	<u>1,445.5</u>	<u>27.9</u>	<u>1,062.3</u>	<u>(26.5)</u>
Total.....	<u>\$5,057.9</u>	<u>11.9%</u>	<u>\$5,860.9</u>	<u>15.9%</u>	<u>\$5,606.7</u>	<u>(4.3)%</u>

⁽¹⁾ Based on fiscal year 2024 budget.

The table below depicts trends in State expenditures by the three major components; i.e., (i) budgetary General Fund base budget for operations, (ii) supplemental appropriations for one-time capital projects (cash to the bond bill and grant-in-aid appropriations), and (iii) debt reduction, and the effect of the carryover of these unspent capital funds on the overall spending levels. The nature of capital projects tends to delay the actual expenditure of capital funds to fiscal years subsequent to the fiscal year in which they were appropriated.

Adjusted Budgetary General Fund Expenditures

(\$ in millions)

	Fiscal Year <u>2022</u>	<u>Change</u>	Fiscal Year <u>2023</u>	<u>Change</u>	Fiscal Year <u>2024E⁽¹⁾</u>	<u>Change</u>
Base Budget	\$4,771.5	4.9%	\$5,099.7	6.9%	\$5,606.7	9.9%
Supp. Appropriations						
Cash to Bond Bill & Grant- in-Aid Appropriations	976.6	886.7	1,303.5	326.9	1,020.0	(283.5)
Prior Year Carryover ⁽²⁾	<u>(690.2)</u>	<u>(572.3)</u>	<u>(542.2)</u>	148.0	<u>(368.5)</u>	173.7
Total	<u>\$5,057.9</u>	<u>11.9%</u>	<u>\$5,860.9</u>	<u>15.9%</u>	<u>\$6,258.2</u>	<u>6.8%</u>

⁽¹⁾ Per March 18, 2024 DEFAC revenue and expenditures projections.

⁽²⁾ Prior Year Carryover in the current year represents the difference between continued and encumbered appropriations from the prior year, less expected appropriations to be continued and encumbered from the current year, plus expected reversions.

⁽³⁾ In fiscal years 2022, 2023 and 2024, supplemental appropriations included a one-time appropriation for a variety of one-time expenditures, including employee and retiree bonuses.

Note: Totals may not add due to rounding.

Budgetary General Fund Disbursements by Category of Expense

The following table summarizes the budgetary General Fund disbursements of the State for fiscal years ended June 30, 2019 through 2023. See “BUDGETARY GENERAL FUND SUMMARIES – General Fund Expenditure Summary – Fiscal Year 2021–Fiscal Year 2024E” for a detailed explanation of the expenditure figures.

Budgetary General Fund Disbursements (\$ in millions)

	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023
Salaries	\$1,499.9	\$1,558.6	\$1,593.0	\$1,657.0	\$1,805.6
Debt Service.....	183.9	184.1	187.3	202.6	218.4
Contractual Services	588.9	600.5	607.5	674.7	871.6
Fringe Benefits, except Pensions	494.3	506.1	513.3	515.4	561.3
Pensions	360.8	360.1	360.8	421.0	664.7
Medicaid	733.4	702.0	734.1	823.6	932.7
Other Grants.....	445.2	507.1	433.2	671.0	661.4
Other	<u>87.8</u>	<u>95.3</u>	<u>78.1</u>	<u>92.6</u>	<u>145.0</u>
Total Disbursements	<u>\$4,394.4</u>	<u>\$4,513.8</u>	<u>\$4,507.3</u>	<u>\$5,057.9</u>	<u>\$5,860.7</u>

Budgetary General Fund Disbursements by Purpose

The State assumes substantial financial responsibility for a number of programs often funded by local units of government in other states, including public and higher education, social service programs and the correctional system. In addition, the State builds and maintains all roads and highways within the State except certain local streets within a municipality’s corporate boundaries and certain private streets. See “INDEBTEDNESS OF AUTHORITIES, UNIVERSITY OF DELAWARE AND POLITICAL SUBDIVISIONS - Authorities - Delaware Transportation Authority” for additional information. The major State programs are described in more detail below.

Public Education. The State finances its public school operations from a combination of State, federal and local funds. In fiscal year 2023, the State provided 59.6%, the federal government 12.5% and localities 27.9% of the cost for current operations and debt service. In the U.S. Census Bureau’s Public Education Finances survey of 2021 issued in May 2023, Delaware ranked 13th in state funding per pupil in elementary – secondary public schools. Public education base salary scales are set by State law, but the base salary may be supplemented by local funds. The local supplements vary in each school district in the State, depending on each district’s contractual obligations with its employees and the district’s ability and willingness to tax its constituents. For the 2023-2024 school year, the average State-local funded classroom teacher’s salary, not including other employment costs, was \$70,773, of which \$47,797 was paid from State funds and the balance paid from federal or local funds. On average, the State funds between 60% and 80% of school construction costs, based on an index of an individual district’s ability to generate local share funding. The State also funds fringe benefits for school personnel in approximate proportion to the budgetary General Fund contribution to salaries, with the exception of health insurance which is 100% State funded for the basic plan. School districts reimburse the State for fringe benefit costs for personnel hired and paid under federally-funded programs and for the proportion of salary paid from local funds.

Budgetary General Fund expenditures for public education in fiscal year 2023 totaled \$1,878.7 million. Appropriations of \$1,985.5 million have been made for fiscal year 2024.

The following table sets forth public school enrollment (elementary and secondary), in September of the years indicated.

Public School Enrollment⁽¹⁾

	<u>Enrollment</u>	<u>Change (%)</u>
2015	135,517	0.8
2016	136,706	0.9
2017	137,873	0.9
2018	138,666	0.6
2019	140,363	1.2
2020	137,956	-1.7
2021	139,799	1.3
2022	141,299	1.1
2023	141,718	0.3

⁽¹⁾ Excludes children of military personnel living on Dover Air Force Base who attend Base schools and whose education is federally-funded.

Higher Education. The State’s higher education system consists of seven institutions, three of which are state-supported institutions - Delaware Technical and Community College; Delaware State University, a land grant college located in the City of Dover; and the University of Delaware, a land grant college located in the City of Newark. The four privately supported institutions of higher education in the State include Delaware College of Art and Design, Goldey-Beacom College, Widener University and Wilmington University. Budgetary General Fund expenditures for higher education in fiscal year 2023 were \$302.6 million.

Social Services. The principal social service programs administered by the State are: (1) Temporary Assistance for Needy Families (“TANF”); (2) General Assistance (“GA”) to low-income single individuals who do not qualify for Supplemental Security Income (“SSI”) or TANF payments; (3) service programs for qualified individuals including child care, employment & training services; and (4) direct medical assistance to qualifying individuals (“Medicaid” & “CHIP”).

Delaware’s TANF program is funded by a federal capped block grant and State budgetary General Funds. The State is required under federal law to maintain a prescribed level of historic State expenditures for benefits and services to individuals eligible for TANF. The State provides health care, child care assistance and help finding work for participants in the State’s TANF program and provides health care and subsidized childcare to income eligible individuals or those who have left the welfare rolls and continue to be eligible for that coverage.

GA program grants are entirely funded by the State. As of October 2016, the payment standard for the GA program is \$81 a month per single-person family.

Since January 1974, the SSI Program has been administered and funded by the federal government. Beginning with fiscal 1975, the State elected to supplement federal SSI payments for individuals who received the State equivalent of SSI payments prior to January 1974.

The Child Care program provides support for families with children to enable the caretaker to hold a job, obtain training or meet special needs of the parent or child. The income limit for this program is currently set at 200% of the Federal Poverty Level.

Delaware’s Medicaid program traditionally has been funded at the minimum Federal financial participation (“FFP”) rate of 50%. Each state’s FFP is determined annually by a statutory formula designed to account for income variation across states. The current FFP for Delaware (beginning October 1, 2023) is 59.71%. The FFP rate expected to become effective on October 1, 2024 is 60.15%.

The portion of the expenditures for the foregoing programs paid by the federal government is accounted for by the State through the non-appropriated budgetary Special Funds. The portion paid by the State is accounted for primarily through the budgetary General Fund.

The following table indicates the trends of selected State social services expenditures for fiscal year 2018 through fiscal year 2023.

Social Services Expenditures (\$ in millions)						
	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023
TANF						
Number of Recipients/month.....	8,308	7,884	7,380	7,481	7,623	8,568
Total Expenditures/year.....	\$14.6	\$15.3	\$12.5	\$12.1	\$13.3	\$13.4
State Share.....	\$13.3	\$13.5	\$12.4	\$11.1	\$12.4	\$12.9
GENERAL ASSISTANCE						
Number of Recipients/month.....	4,152	4,148	4,225	3,570	3,030	3,022
Total Expenditures/year.....	\$4.1	\$4.0	\$4.1	\$3.1	\$3.1	\$3.1
State Share.....	\$4.1	\$4.0	\$4.1	\$3.1	\$3.1	\$3.1
Number of State Subsidized Recipients/month.....	586	578	569	543	513	508
State Share.....	\$0.9	\$0.9	\$1.0	\$1.0	\$0.9	\$0.9
FOSTER CARE (DSCYF)						
Number of Children/month	642	609	534	423	434	454
Total Expenditures/year.....	\$21.1	\$22.2	\$20.9	\$18.1	\$17.4	\$21.3
State Share.....	\$18.0	\$19.6	\$18.2	\$15.6	\$15.8	\$18.3
CHILD CARE						
Number of Children/month	16,416	15,941	14,486	11,966	11,542	11,839
Total Expenditures/year.....	\$71.1	\$70.7	\$85.4	\$93.2	\$77.6	\$90.8
State Share.....	\$35.9	\$39.4	\$43.4	\$45.7	\$35.5	\$44.5
MEDICAID						
Number of Eligibles/month	234,936	236,113	236,590	260,604	287,593	312,754
Total Expenditures/year.....	\$2,290.9	\$2,195.7	\$2,439.9	\$2,725.1	\$2,924.6	\$3,327.8
State Share.....	\$812.5	\$718.2	\$773.4	\$815.8	\$857.7	\$941.8
COMMUNITY HEALTH						
State Expenditures/year.....	\$27.4	\$27.5	\$29.0	\$39.7	\$46.9	\$49.9

Children's Services. The Department of Services for Children, Youth and Their Families ("DSCYF") provides integrated service delivery for children and their families in its efforts to promote family stability through a child-centered, family-focused continuum of care. The Management and Support Services unit provides support and educational services to the three divisions. Management services spent \$33.6 million for fiscal year 2022, \$33.0 million for fiscal year 2023 and has budgeted \$37.1 million for fiscal year 2024. The Department served 23,438 clients in fiscal year 2023 some of which were shared by each of the three divisions. The Family Services division spent \$76.5 million in fiscal 2022, \$77.8 million in fiscal 2023, and has budgeted \$86.4 million for fiscal year 2024. The Division of Youth Rehabilitative Services ("YRS") handles delinquent youth in both pre- and post-adjudication through an array of alternative placements and State-owned secure facilities. The YRS division spent \$39.5 million in fiscal 2022, \$50.1 million in fiscal 2023, and has budgeted \$50.1 million for fiscal year 2024. The Division of Prevention and Behavioral Health Services ("DPBHS") provides mental health services for children and youth. The DPBHS spent \$33.2 million in fiscal 2022, \$37.9 million in fiscal 2023, and has budgeted \$66.7 million for fiscal year 2024. It should be noted that DPBHS Medicaid reimbursable providers are paid by DHSS via the Delaware Medicaid Enterprise System ("DMES") and those expenditures are reflected in DHSS reporting. DSCYF still retains the budget authority for its providers, transfers funds to cover DMES

expenditures quarterly, and transferred the balance of its 2023 budget authority to DHSS at the end of the fiscal year.

Corrections. The Department of Correction (“DOC”) is the only government operated correction agency in the State. Delaware operates under a unified correctional system. Delaware has no regional, county, or municipal correction or jail system and no separate probation system. Offenders immediately become the responsibility of the State, including: pretrial detention, jail and prison sentences, and community based-supervision. Sentencing in the State has evolved with the passage of Sentencing Accountability (“SENTAC”) legislation whereby all offenders are sentenced to one of five levels ranging from Level 1 (administrative supervision) to Level V (incarceration). This structure allows the State flexibility to match offenders with the most appropriate sentence. Total budgetary General Fund expenditures for DOC in fiscal year 2023 were \$404.0 million. The budget for fiscal year 2024 is \$395.6 million. As of December 31, 2023, there were approximately 4,150 individuals in custody in Level V facilities, approximately 400 individuals in custody in Level IV facilities, and approximately 11,400 individuals under the supervision of Probation and Parole in the community.

Sources and Uses of State Funds

The distribution of budgetary General Fund revenues and appropriations is shown in the following table, which compare actual fiscal year 2022 with ten years earlier.

<u>Sources of State Funds</u>	<u>Fiscal Year 2013</u>	<u>% of 2013 Total</u>	<u>Fiscal Year 2023</u>	<u>% of 2023 Total</u>
Personal Income	\$ 1,139.8	30.6%	\$ 2,112.9	33.6%
Net Franchise	569.9	16.0	1,857.1	29.5
Other	623.8	16.7	668.8	10.6
Abandoned Property	553.3	14.8	415.7	6.6
Gross Receipts	226.3	6.1	353.2	5.6
Lottery	235.5	6.3	239.6	3.8
Business Entity Fees	89.8	2.4	158.1	2.5
Corporate Income	187.9	5.0	383.9	6.1
Bank Franchise	103.5	2.8	105.8	1.7
Totals:	\$ 3,729.8	100.0%	\$ 6,295.1	100.0%

Note: Other sources include interest, public utility, cigarette, alcoholic beverage, and insurance taxes.

<u>Uses of State Funds</u>	<u>Fiscal Year 2013</u>	<u>% of 2013 Total</u>	<u>Fiscal Year 2023</u>	<u>% of 2023 Total</u>
Public Education	\$ 1,194.0	32.6%	\$ 1,910.9	32.6%
Health & Social Services	1,061.9	29.0	1,441.9	24.6
Other Expenditures	651.7	17.2	1,445.5	24.7
Corrections	265.0	7.2	404.0	6.9
Higher Education	226.7	6.2	302.6	5.2
Children, Youth & Family	141.9	3.9	172.6	2.9
Public Safety & Homeland Security	144.3	3.9	183.5	3.1
Totals:	\$ 3,685.5	100.0%	\$ 5,861.0	100.0%

Note: Other Expenditures include administrative services, fire prevention, National Guard, natural resources and environmental control, other elective offices, legislative and executive branches, and agriculture.

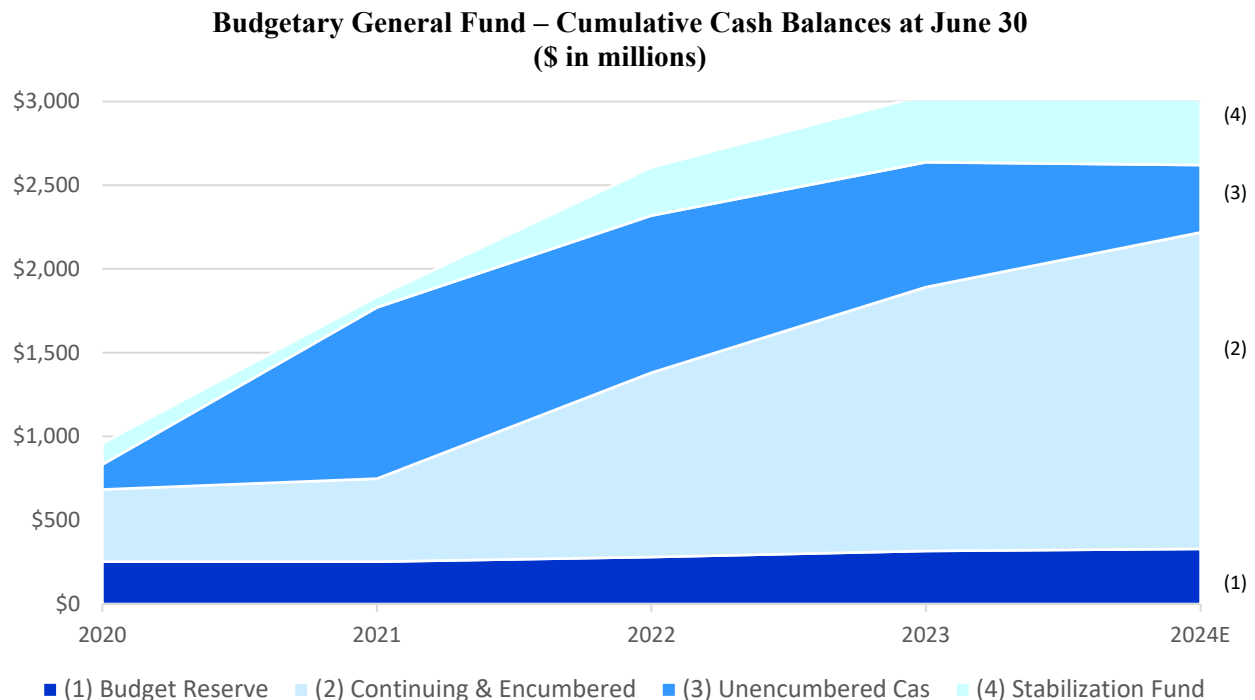
Budgetary General Fund Balances & Cumulative Cash Balances

The following table outlines revenue, expenditures and remaining cash balances for fiscal years 2022, 2023 and 2024E.

Budgetary General Fund Balances (\$ in millions)			
	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024E</u>
REVENUES	<u>\$ 5,829.9</u>	<u>\$ 6,295.1</u>	<u>\$ 6,248.8</u>
EXPENDITURES			
Budget	\$ 4,771.5	\$ 5,099.7	\$ 5,606.7
Grants	63.2	69.4	72.0
Supplemental	<u>913.4</u>	<u>1,234.1</u>	<u>948.0</u>
<i>Total appropriations</i>	\$ 5,748.1	\$ 6,403.2	\$ 6,626.7
Continued and encumbered (prior years)	<u>495.8</u>	<u>1,100.2</u>	<u>1,575.0</u>
<i>Total spending authorizations</i>	\$ 6,243.9	\$ 7,503.4	\$ 8,201.7
Less: Continued and encumbered (present year)	(1,100.2)	(1,575.0)	(1,888.9)
Less: Reversions	<u>(85.8)</u>	<u>(67.5)</u>	<u>(54.6)</u>
TOTAL EXPENDITURES	<u>\$ 5,057.9</u>	<u>\$ 5,860.9</u>	<u>\$ 6,258.2</u>
OPERATING BALANCE	\$ 772.0	\$ 434.2	\$ (9.4)
Prior Year Cash Balance	1,833.3	2,605.3	3,039.5
Less: Budget Stabilization Fund	<u>(287.3)</u>	<u>(402.6)</u>	<u>(410.1)</u>
<i>Cumulative Cash Balance</i>	\$ 2,318.0	\$ 2,644.7	\$ 2,620.0
Less: Continued and encumbered (present year)	(1,100.2)	(1,575.0)	(1,888.9)
Less: Budget Reserve Account	<u>(280.3)</u>	<u>(316.4)</u>	<u>(328.8)</u>
UNENCUMBERED CASH BALANCE AT JUNE 30⁽¹⁾	<u>\$ 937.5</u>	<u>\$ 745.4</u>	<u>\$ 402.4</u>

(1) Totals may not add due to rounding.

The following graph reflects growth in the Budget Reserve Account and the changes in continuing and encumbered appropriations and the cumulative cash balances from fiscal year 2020 to fiscal year 2024E.



BUDGETARY SPECIAL FUNDS SUMMARIES

The following discussion of State finances relates to the budgetary Special Funds of the State, as more fully set out in the financial statements included under Appendix A hereto. Each budgetary Special Fund is created by statute or administrative action for a specific purpose. The appropriate Fund is credited with the specific revenue or receipts allocated to such Fund. Disbursements from certain budgetary Special Funds require specific appropriation by the General Assembly.

In general, money in budgetary Special Funds is not available for disbursement or encumbrance until funds are deposited therein with the result that disbursements plus outstanding encumbrances cannot exceed the available funds (except for federal funds and the Transportation Trust Fund). In the case of bond funds, total disbursements plus encumbrances cannot exceed authorizations. At fiscal year end, the available fund balance plus outstanding encumbrances are carried over into the succeeding fiscal year.

Local School Property Taxes and Assessed Valuation

These taxes are levied by local school districts upon the assessed value of real estate in the district, as determined for county taxation purposes, for the local share of school operating costs and debt service on capital improvements. On May 8, 2020, the Delaware Chancery Court ruled that the property tax assessment system in all three counties in the State violates the Delaware Constitution. On October 12, 2020, New Castle County entered a stipulation and proposed order to complete a general reassessment of all real property in New Castle County and cause the reassessed values to be placed on the assessment rolls used for property tax bills in fiscal year 2024. On February 24, 2021, Kent County entered a stipulation and proposed order to complete a general reassessment of all real property in Kent County and cause the reassessed values to be placed on the assessment rolls used for property tax bills in fiscal year 2025. In April 2021, Sussex County approved a settlement agreement in which Sussex County agreed to a general reassessment of all real properties within the county to be completed in time for tax bills to be issued in the latter half of 2024. All tax receipts of a district are credited to the appropriate budgetary Special Fund and operating expenses are disbursed from such Fund upon the presentation of warrants or drafts to the State Treasurer by the school board of the district. The State's share of operating and debt service costs are appropriated and disbursed from the budgetary General Fund.

The following table outlines the assessed and estimated full valuation of all taxable real property in the State as of July 2023.

Real Property Valuations (\$ in millions)

<u>County</u>	<u>Assessed Valuation⁽¹⁾</u>	<u>Estimated Full Valuation</u>
New Castle	\$ 20,262.7 ²⁾	\$ 92,160.2
Kent.....	4,333.8 ⁽³⁾	22,799.3
Sussex	<u>4,054.4⁽⁴⁾</u>	<u>66,446.1</u>
 Total	 <u>\$28,850.9</u>	 <u>\$181,405.8</u>

(1) Net of all legal exemptions.

(2) Based on 100% of 1983 appraised value, as of the date of the most recent assessment which occurred in 1985.

(3) Based on 60% of appraised value, as of the date of the most recent assessment which occurred in 1987.

(4) Based on 50% of appraised value, as of the date of the most recent assessment which occurred in 1974.

Source: Delaware Department of Education. See FY 2024 Assessed and Full Valuation of Real Estate (Table 3), which can be found at the following website:

<https://www.doe.k12.de.us/site/handlers/filedownload.ashx?moduleinstanceid=9243&dataid=22718&FileName=FY23%20Assessment%20and%20Tax%20Rate%20Table.pdf>

Unemployment Compensation

Money deposited in the Unemployment Compensation Fund (“UCF”) consists of employers’ contributions and has at certain times in the past included advances from the federal government necessary to meet the excess of unemployment compensation benefits paid over the employers’ contributions. As of June 30, 2023, the UCF reflected a net balance available for the payment of benefits of \$391.5 million.

Federal Grants, Benefits and Reimbursements

All grants and reimbursements of money received from the federal government by the State are credited to budgetary Special Funds. The money is disbursed to the appropriate agency to be used for the purpose stated in the grant application without any further authority from the General Assembly. The Delaware State Clearinghouse Committee is the committee representing the legislative and executive branches of government. It is charged with reviewing all State agency applications for federal funds and no agency may expend federal funds without approval of this committee.

The following chart indicates the distribution of federal funds expended by the State by Department in the fiscal years indicated below. The amount of federal funds expended in fiscal year 2023 was \$4,017.7 million.

Ratio of Federal Funds Expended by Department

	<u>Fiscal</u> <u>2018</u>	<u>Fiscal</u> <u>2019</u>	<u>Fiscal</u> <u>2020</u>	<u>Fiscal</u> <u>2021</u>	<u>Fiscal</u> <u>2022</u>	<u>Fiscal</u> <u>2023</u>
Health & Social Services	69.8%	71.0%	70.1%	57.0%	65.7%	69.1%
Transportation	13.9%	12.2%	11.1%	9.0%	8.0%	8.5%
Public Education	7.8%	8.4%	8.8%	8.4%	11.0%	11.0%
Housing Authority	0.0%	0.0%	0.0%	0.0%	0.1%	0.3%
Labor	1.5%	1.5%	1.4%	5.5%	2.1%	1.4%
Higher Education	2.0%	2.1%	1.8%	1.9%	1.9%	2.0%
Natural Resources	1.6%	1.6%	1.4%	1.3%	1.0%	1.3%
Other	<u>3.4%</u>	<u>3.2%</u>	<u>5.3%</u>	<u>17.0%</u>	<u>10.1%</u>	<u>6.5%</u>
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Pension Fund Receipts

State pension contributions are appropriated by the General Assembly in the annual budget to cover the liability on budgetary General Fund salaries and are disbursed each month from the budgetary General Fund. Each monthly disbursement is recorded as a receipt of the appropriate budgetary Special Fund and is disbursed from such budgetary Special Fund to meet pension benefits and operating costs. The balance is disbursed from the budgetary Special Fund and invested as part of the State pension plan. See “STATE PENSION PLAN” for additional information. Employee pension contributions are also recorded as budgetary Special Fund receipts and are disbursed together with the State’s share of pension costs. Pension costs paid by the federal government for employees paid under federal programs are also recorded as budgetary Special Fund receipts and disbursements.

Social Security Fund Receipts

All Social Security contributions by State departments and agencies and political subdivisions are recorded as a receipt to the Social Security Fund and are remitted on a semi-monthly basis. Contributions are submitted to the U.S. Department of the Treasury semi-monthly, at which time a disbursement is recorded.

Bond and Note Sales

All proceeds received from the sale of bonds or bond anticipation notes are recorded as a receipt in a special account designated as the State Treasurer's Bond Account. The withdrawal of proceeds is recorded as a budgetary Special Fund disbursement. The principal and interest on the State's general obligation bonds are paid as a budgetary General Fund disbursement.

VOLUNTARY SAVINGS PROGRAM

The State has three retirement savings plans and a college savings plan. All of the plans are tax-advantaged, voluntary savings vehicles that hold assets for the benefit of participants and beneficiaries. The plans do not hold State funds.

In 2016, the General Assembly created the Plans Management Board ("PMB") to serve as the fiduciary for the State's voluntary savings plans. The PMB is composed of 11 members:

- four (4) public members appointed by the Governor;
- two (2) state employees appointed by the Governor; and
- five (5) ex-officio members, including the State Insurance Commissioner, the State Treasurer, the Secretary of Education, the Secretary of Finance, and the Director of the Office of Management and Budget.

The Office of the State Treasurer ("OST") serves as the administrative arm of the PMB.

The retirement savings plans provide a vehicle through which eligible State employees may save for retirement by deferring a portion of their current earnings on a pre-tax or post-tax basis. The plans are eligible under Sections 457(b) and 403(b) of the Internal Revenue Code of 1986, as amended (the "Code"). The plans permit participants to make periodic self-directed investment elections from a menu of options. As of December 31, 2023, the 457(b) plan had \$910.7 million in assets, and the 403(b) plan had \$432.3 million in assets.

The State has a \$10 per-pay employer match plan under Section 401(a) for contributions made by 457(b) participants. The match plan began in January 2001 and has been suspended since fiscal year 2009. As of December 31, 2023, the 401(a) plan had \$22.1 million in assets.

The college savings plan is a tax-advantaged Section 529 plan open to both residents and nonresidents. Participants can make periodic self-directed investment elections from a menu of options. As of December 31, 2023, this plan contained \$651.2 million in assets.

In October 2017, the PMB voted to join the National ABLE Alliance, a consortium of states that have pooled together to generate scale for their respective state savings plans/programs for persons with disabilities known as the Achieving a Better Life Experience ("ABLE") program. The State launched its ABLE program in June 2018. The ABLE program enables beneficiaries to make periodic self-directed investment elections and also will offer an insured deposit account option. As of December 31, 2023, the State's ABLE program had 395 accounts and assets of \$4,069,288.

STATE PENSION PLAN

The State of Delaware Employees' Pension Plan (the "State Employees' Plan") is a cost-sharing, multiple-employer defined benefit plan that covers State employees and all local school district and other affiliated employees who qualify as full-time and regular part-time employees. As of June 30, 2023, participation in the State Employees' Plan, as well as the following state funded plans (collectively the "Plans") are as follows:

<u>Plan</u>	Retirees beneficiaries currently receiving benefits	Terminated Employees entitled to benefits but not receiving them yet	Active Participants	Total Membership
State Employees' Plan	31,243	4,472	39,412	75,127
New State Police Plan	427	12	715	1,154
Judiciary Plan	66	1	59	126
Closed State Police Plan	455	--	--	445
Special Plan	<u>5</u>	<u>--</u>	<u>--</u>	<u>5</u>
Total Membership:	32,186	4,485	40,186	76,857

The Plans and the other plans managed by the State's Board of Pension Trustees (the "Pension Board"), but not funded by the State, are referred to herein as the "Fund".

The Pension Board is composed of five members from the private sector appointed by the Governor and confirmed by the Senate, and the Secretary of Finance and the Director of OMB serving as ex-officio members. The current members of the Pension Board are:

Suzanne B. Grant, Chair	Former Senior Vice President, Salomon Smith Barney, Consulting Group
Arturo F. Agra.....	Former Vice President of Strategic Planning, Pepco Holdings Inc.
Nancy J. Shevock.....	Former Director, Delaware Transit Corp.
Ken Simpler	Former State Treasurer and Chairman of Seaboard Hotels
Harold Stafford.	Former Secretary, Delaware Department of Labor
Richard J. Geisenberger	Secretary of Finance
Cerron Cade	Director, Office of Management & Budget

Legislative authority for the Fund is contained in 29 Del. Code §5541 which establishes a State Employees' Retirement Fund, mandates that state appropriations and other employer contributions, and employee contributions be deposited and benefits paid. The statute dictates that the assets of the Fund are to be held in trust and not be used for or diverted to any purpose other than for the exclusive benefit of the employees and their beneficiaries. Section 5541 allows the accumulated assets of the Fund to be commingled with the assets of local and other government entities.

The custodian of the Fund's assets is Northern Trust Company. The Fund's assets are managed by professional investment management firms. For the year ending June 30, 2023, the Fund's assets had a net increase of \$413.4 million. The Fund's investment return for fiscal year 2023 was 5.3%. The total Fund's annualized returns for the last 5, 10, 15 and 20 years are 7.8%, 8.0%, 7.4% and 8.2% respectively, comfortably achieving the Fund's long-term real return objective of 3% over inflation.

MARKET RETURNS

Fiscal Year	One Year Return	Five Year Return
2004	15.9%	4.4%
2005	9.6%	3.1%
2006	12.4%	6.9%
2007	15.9%	11.5%
2008	-1.3%	10.5%
2009	-15.8%	3.6%
2010	14.1%	4.3%
2011	24.3%	6.6%
2012	2.0%	3.9%
2013	11.1%	6.4%
2014	17.5%	13.6%
2015	3.9%	11.4%
2016	-1.3%	6.4%
2017	11.3%	8.3%
2018	10.6%	8.2%
2019	5.0%	5.8%
2020	10.0%	7.0%
2021	38.1%	14.4%
2022	-13.4%	8.8%
2023	5.3%	7.8%

Benefits

The Fund provides retirement, disability and survivor benefits as detailed in Note 1 of the Basic Financial Statements included in the State's ACFR for the fiscal year ended June 30, 2023, a link to which is provided under "INDEPENDENT AUDITORS" in the forepart of this Official Statement. In May 2011, the Delaware Code was amended in order to reduce benefits for and increase the contribution of all State employees hired on and after January 1, 2012 ("Post 2011 Employees"). In general, recipients, other than Post 2011 Employees, in the State Employees' Plan are entitled to receive a service pension at various times during their years of credited service, i.e.: (1) age 62 with 5 years of credit service; (2) age 60 with 15 years of credit service; (3) a reduced service pension at age 55 with 15 years of credited service; (4) a reduced service pension at any age with 25 years of credited service; or (5) at any age with 30 years of credited service. Employees hired before January 1, 2012 are "fully vested" in benefits after 5 years of service, and Post 2011 Employees are "fully vested" in benefits after 10 years of service. Post 2011 Employees are entitled to receive a service pension if: (1) the employee has 10 years of credited service, and has attained age 65; (2) the employee has 20 years of credited service, and has attained age 60; or (3) the employee has 30 years of credited service. A Post 2011 Employee can receive a reduced service pension if: (1) the employee has 15 years of credited service, and has attained age 55, or (2) the employee has 25 years credited service regardless of age. All Plan participants also participate in the Old Age Disability Security Income component of the Federal Social Security System with the exception of the Delaware State Police and State legislators.

For members of the State Employees Plan, benefit payments are computed using the average monthly compensation for the 36 months of highest monthly compensation. Such compensation excludes overtime in the case of Post 2011 Employees. The average is then multiplied by 1.85% for each year of

credited service after January 1, 1997 to determine the actual monthly benefit. Retirees with credited service before December 31, 1996 get a multiplier of 2.00 for service prior to January 1, 1997.

Contributions

Post 2011 Employees contribute 5% of annual compensation above \$6,000. All other State employees contribute 3% of annual compensation above \$6,000.

Except for the Closed State Police Plan, the State's annual contribution to the Plans are equal to the sum of the normal cost of each year and the annual payment required to amortize the unfunded accrued liability using an amortization period of 20 years. These Plans are funded on an actuarially sound basis, as determined by the Pension Board, on the basis of the actuarial analyses undertaken by Cheiron, Inc. ("Cheiron") annually. The Closed State Police Plan is funded on a pay-as you-go basis. Each year the Pension Board certifies the required State contribution rate as a percentage of covered payroll, based on the results of the actuarial valuations of the Plans. The State's contribution must also include an amount to fund post-retirement pension increases in accordance with a formula contained in the Delaware Code.

As reported in each of the plans' Actuarial Valuation Reports, the funded status of each of the state funded Plans, as of June 30, 2023, is as follows:

Status of State Funded Plans June 30, 2023 (\$ in thousands)

<u>Plan</u>	<u>Actuarially Determined Contribution</u>	<u>Contributions in Relation to the Actuarial Determined Contribution</u>	<u>Covered Employee Payroll</u>	<u>Contributions as a Percentage of Covered Payroll</u>	<u>Actuarial Value of Assets AVA</u>	<u>Actuarial Liability AL</u>	<u>Unfunded AL</u>	<u>Funded Ratio AVA / AL</u>
State Employees	\$ 321,653	\$ 321,653	\$2,587,306	12.5%	\$11,224,758	\$12,902,228	\$1,677,470	87.0%
New State Police	23,293	23,293	78,600	29.6%	683,880	764,711	80,831	89.4%
Judiciary	1,630	1,630	11,848	13.1%	104,386	93,068	(11,318)	112.2%
Closed State Police	25,230	25,230	N/A	N/A	4,530	241,836	237,306	1.9%
Special	—	—	N/A	N/A	140	75	(65)	187.2%

The most recent valuation, as of June 30, 2023, determined the State Employees' Plan, the largest plan, to have a funded ratio of 87.0% based on the actuarial value of the assets and 85.8% based on the market value of the assets. The State Employees' Plan has an unfunded accrued liability of \$1,677 million as of June 30, 2023 on its actuarial value of assets.

A Schedule of Funding Progress for the State Employees' Plans is shown below. See "Schedule of Net Pension Liability in the Financial Section of the Delaware Public Employees' Retirement System Comprehensive Annual Financial Report for Fiscal Year 2023" for the funding progress of the New State Police Plan, the Judiciary Plan, the Closed State Police Plan and the Special Plan.

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**HISTORICAL FUNDING PROGRESS
ACTUARIAL VALUE
STATE EMPLOYEES' PLAN**

	(1)	(2)	(3)	(4)	(5)	(6)
		Actuarial	Unfunded	Funded	Annualized	UAAL as a %
Fiscal Year	Actuarial	Accrued	AAL	Ratios	Covered Payroll	of Covered
Ended	Value of	Liability	(UAAL)			Payroll
<u>June 30</u>	<u>Assets</u>	<u>(AAL)</u>				
2023	\$11,224,758	\$12,902,228	\$1,677,470	87.0%	\$2,257,306	64.8%
2022	10,793,497	12,314,516	1,521,019	87.6%	2,354,147	64.6%
2021	10,428,561	11,700,492	1,271,931	89.1%	2,185,455	58.2%
2020	9,528,170	11,137,981	1,609,811	85.5%	2,155,837	74.7%
2019	9,211,321	10,772,258	1,560,937	85.5%	2,075,676	75.2%
2018	8,950,958	10,319,912	1,368,958	86.7%	1,985,446	68.9%
2017	8,688,641	10,044,583	1,355,941	86.5%	1,948,072	69.6%
2016	8,460,614	9,484,483	1,023,869	89.2%	1,907,169	53.7%
2015	8,289,879	9,074,604	784,725	91.4%	1,864,991	42.1%
2014	8,067,032	8,757,980	690,948	92.1%	1,840,521	37.5%

Summary of Pension Contribution Funding Policy

Payment of each annual contribution is subject to appropriation by the General Assembly. In each year since fiscal 1971, the General Assembly has appropriated the contribution amounts recommended by the Pension Board. The State has appropriated the amount based on the percentage of covered payroll which is determined by the Pension Board based on the actuarial report. The following table sets forth the annual required contribution of the State Employees' Plan as well as the percentage contributed.

Fiscal Year	Annual Required Contribution	Percentage Contributed	General Fund Expenditures	% of Total Gen. Fund Expenditures	% of Covered Payroll
<u>Ended</u>	<u>(000)⁽¹⁾</u>		<u>(000,000)</u>		
2023	\$321,653	100.0%	\$5,860.9	5.5%	12.4%
2022	301,726	100.0%	5,057.9	6.0%	12.5%
2021	269,467	100.0%	4,516.3	6.0%	12.3%
2020	257,838	100.0%	4,513.9	5.7%	12.0%
2019	256,367	100.0%	4,394.3	5.8%	11.8%
2018	206,883	100.0%	4,118.1	5.0%	10.4%
2017	186,625	100.0%	4,106.1	4.6%	9.6%
2016	182,707	100.0%	3,913.7	4.7%	9.6%
2015	178,293	100.0%	3,832.6	4.7%	9.6%
2014	174,863	100.0%	3,794.1	4.6%	9.5%

(1) Does not include contributions to the Post-Retirement Increase Fund

The following table sets forth the actual cash inflows, including investment earnings, and cash outflows for the State Employees' Plan for the last five years. For detailed cash flows for the New State Police Plan, the Judiciary Plan, the Closed State Police Plan and the Special Plan, see the Schedule of Additions by Source and the Schedule of Deductions by Type in the Statistical Section of the Delaware Public Employees' Retirement System Comprehensive Annual Financial Report for fiscal year 2023.

State Employees' Pension Plan
(\$ in millions)

	<u>Fiscal 2018</u>	<u>Fiscal 2020</u>	<u>Fiscal 2021</u>	<u>Fiscal 2022</u>	<u>Fiscal 2023</u>
Income					
Employee Contributions	\$ 69.6	\$ 74.2	\$ 77.0	\$ 85.4	\$ 91.4
State Contributions ⁽¹⁾ (budgetary General Fund and budgetary Special Funds).....	267.3	263.5	269.5	313.8	428.5
Investment Income	419.2	866.0	3,572.1	(1,692.6)	541.6
Total Income	<u>\$756.1</u>	<u>\$1,203.7</u>	<u>\$3,918.6</u>	<u>\$(1,293.4)</u>	<u>\$1,061.5</u>
Disbursements					
Pension Benefits Paid	\$650.2	\$662.8	\$686.9	\$734.4	\$779.6
Refunds	5.7	6.5	6.3	7.9	9.3
Other Disbursements.....	12.1	12.1	7.4	6.1	6.8
Total Disbursements	<u>\$668.0</u>	<u>\$681.4</u>	<u>\$700.6</u>	<u>\$748.4</u>	<u>\$795.7</u>
Excess of Income over Disbursements.....	<u>\$88.1</u>	<u>\$522.3</u>	<u>\$3,212.2</u>	<u>\$(2,041.8)</u>	<u>\$265.8</u>
Total Plan Assets.....	<u>\$9,116.5</u>	<u>\$9,638.8</u>	<u>\$12,851.1</u>	<u>\$10,803.2</u>	<u>\$11,069.0</u>

⁽¹⁾ Includes contributions to a Post-Retirement Increase Fund.

General Funding Practices

Since 1993, the Pension Board has commissioned actuarial studies annually. Cheiron has served as the independent actuary since 2006 and uses the assumptions described in the following table for the State Employees Plan:

Actuarial Cost Method	Entry Age Normal
Amortization method	Closed, percentage of payroll
Amortization period	20 years
Asset Valuation Method	5-Year Smoothed Market
Actuarial Assumption:	
Investment Rate of Return	7.0%
Salary Increases attributable to inflation	2.5%
Salary Increases attributable to merit and productivity	0.0% to 9.0%

The actuarial assumptions used have been recommended by Cheiron and adopted by the Pension Board based on the Fund's recent experience. The latest Experience Study was completed in September 2021.

For the State Employees' Plan, the information in the following table provides a comparison of the actuarial value of assets to the market values, the ratio of the AVA to market value, and the funded ratio based on AVA compared to funded ratio based on the market value of assets.

Fiscal Year Ended June 30	Actuarial Value of Assets (000)	Market Value of Assets (000)	% of AVA to market value	Funded Ratio (actuarial value)	Funded Ratio (market value)
2023	\$11,224,758	\$11,068,990	101.4%	87.0%	85.8%
2022	\$10,793,497	\$10,803,195	99.9%	87.6%	87.7%
2021	10,428,561	12,851,073	81.1%	89.1%	121.8%
2020	9,528,170	9,638,828	98.8%	85.5%	86.5%
2019	9,211,321	9,116,517	101.0%	85.5%	85.4%
2018	8,950,958	9,028,447	100.9%	86.7%	87.5%
2017	8,688,641	8,513,829	97.9%	86.5%	85.3%
2016	8,460,614	7,977,541	94.2%	89.0%	83.9%
2015	8,289,879	8,409,335	101.4%	91.5%	92.9%
2014	8,067,032	8,389,764	104.0%	92.2%	95.9%

Pension Plan Investment Policy and Practices

The Investment Committee of the Pension Board seeks the following investment objectives established by the Pension Board:

- Achieve a real return of 3% per year over long periods,
- Manage portfolio risk that limits downside price fluctuation,
- Maximize total investment returns, consistent with Pension Board objectives.

While not governed by a mandated target asset allocation, investment decisions are shaped by the Pension Board's internal investment guidelines which provide that a minimum of 20% of the total assets of the Fund be invested in fixed income investments, such as bonds, cash equivalents and certain real estate investments. This guideline is monitored with the assistance of an independent investment advisor. The committee strives for appropriate investment diversification by allocating funds across a variety of asset classes and by selecting managers whose demonstrated performance reflects different management styles and asset class expertise. The performance of all investment managers is closely monitored, not only in relation to specific absolute objectives, but also in relation to other fund managers following the same or similar investment objectives.

Litigation, Investigations and Labor Relations

There has been no material litigation brought or any investigation initiated in connection with the pension plan or members of its governing body. Audits of the pension plan's financial statements have been conducted annually by an independent auditor and that auditor has expressed an unqualified opinion.

Transfers of Investment Earnings

Earnings generated over and above the investment rate of return are retained as part of the plan assets.

Pension Plan Reserves

The State passed legislation which established a mechanism for funding ad hoc post-retirement increases granted by the General Assembly to members retired under the State Employees' Plan, the New State Police Plan and the Judiciary Plan beginning in fiscal 1994. The mechanism allows the State to appropriate actuarially determined employer contributions to a separate Post-Retirement Increase Fund ("PRI") managed by the Pension Board. The actuary uses the current actuarial assumptions, methods and

population data to calculate the estimated additional liability resulting from the potential benefit increases. When the Legislature grants an ad hoc post-retirement adjustment, funds are transferred from this PRI fund on a monthly basis based on a five-year actuarial funding schedule to the appropriate pension plan from which the additional benefits are disbursed. For the fiscal year ended June 30, 2023, there is no outstanding liability for previously granted PRIs.

During the last five years there have been two post-retirement increases granted by the General Assembly. As of June 30, 2023, there are no outstanding liabilities for post-retirement increases.

The Pension Board adopts actuarially determined funding for the Post-Retirement Increase Fund. Funding for fiscal year 2017 was 1.56% of covered payroll. Funding for fiscal years 2018 and 2019 was 0.54% and 0.53%, respectively, of covered payroll. Funding for fiscal year 2020 was 0.27 % of covered payroll. Funding for fiscal year 2021 was 0.0% of covered payroll. Funding for fiscal year 2022 is 1.0% of covered payroll, representing 0.5% for the outstanding liability and 0.5% for prefunding of future PRI's. Funding for fiscal year 2023 is 1.0% of covered payroll, with all of the contribution for prefunding of future PRI's. Funding for fiscal year 2024 is 1.0% of covered payroll, with all of the contribution for prefunding of future PRI's.

Pension Obligation Bonds

No pension obligation bonds have been issued and the State does not anticipate issuing any pension obligation bonds in the future.

Other Relevant Reports

The Delaware Public Employees' Retirement System, a component unit of the State, annually issues a comprehensive annual financial report. The information included in this section relies on information produced by the State together with Cheiron, its independent actuary. Actuarial assessments are "forward-looking" and reflect the judgment of the fiduciaries of the Plans. Such assessments are based upon a variety of assumptions, one or more of which may prove to be inaccurate or be changed in the future, and will change with the future experience of the Plans. The annual financial report, along with the Cheiron's actuarial valuation, can be found on the State's website at:

<https://open.omb.delaware.gov/FinancialReports/financials/FY23AnnualReport.pdf>.

OTHER POST EMPLOYMENT BENEFITS

The State provides post-employment health care to its employees and eligible dependents and, according to census data as of July 1, 2023, covers benefits for 66,659 employees, retirees and beneficiaries. In fiscal 2018, the State began accounting for other postemployment benefits ("OPEB") according to GASB Statement No. 74, Financial Reporting for Postemployment Benefits Other Than Pension Plans.

The State began pre-funding the obligation in 2002 with lump sum payments and contributions based on a percentage of payroll. Since 2007, payroll contributions have been consistently appropriated and lump sum payments from either abandoned property revenues or Medicare Part D subsidies, or both, have been contributed. The schedule of funding progress, shown below, describes how the Plan is funded and how the status has changed over the past several years. Starting in 2017, the discount rate follows the 20-year Bond Buyer rate. As of June 30, 2023, the discount rate was 3.65%.

Schedule of Funding Progress
Post-Retirement Health Plan
June 30, 2023
(\$ in millions)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (b)	Unfunded Actuarial Accrued Liability (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a percentage of Covered Payroll [(b-a)/c]
7/1/2023	\$687	\$9,565	\$8,878	7.2%	\$2,674	332%
7/1/2022	583	\$8,938	8,355	6.5%	2,239	373%
7/1/2021	650	10,733	10,123	6.0%	2,393	423%
7/1/2020	464	9,877	9,413	4.7%	2,358	399%
7/1/2019	410	8,730	8,320	4.7%	2,282	365%
7/1/2018	382	7,558	7,176	5.0%	2,058	348%
7/1/2017	355	8,611	8,256	4.1%	2,052	402%
7/1/2016	310	7,460	7,150	4.2%	2,114	338%
7/1/2015	312	6,321	6,009	4.9%	2,048	293%
7/1/2014	290	5,946	5,656	4.9%	2,038	277%

Source: Cheiron – State of Delaware Postretirement Health Plan Actuarial Valuation Report as of July 1, 2022.

GASB 74 Reporting Information
Net OPEB Liability
(\$ in millions)

	<u>June 30, 2023</u>
Total OPEB Liability	\$ 9,565.3
Plan Fiduciary Net Position	687.0
Collective Net OPEB Liability	\$8,878.3
Plan Fiduciary Net Position as a Percentage of the Total OPEB Liability	7.2%

The Total OPEB Liability shown above was determined by an actuarial valuation as of June 30, 2023. Plan Fiduciary Net Position is based on the fair value of assets as of June 30, 2023.

Reforms

In 2011, the Governor signed legislation, which made significant modifications to employee's health care insurance and pension plan programs. The legislation established a fixed cost share in the State's health insurance programs for both active employees and retirees and increases the time to vest for retiree health care benefits. Further reducing this liability was the State's participation, effective January 1, 2013, in an Employee Group Waiver Plan, or EGWP, which shifts the cost of retiree pharmacy benefits to the Centers for Medicare and Medicaid Services.

In September 2019, Governor Carney signed Executive Order 34 re-establishing the Retirement Benefit Study Committee (RBSC) to study the State's OPEB Liability and identify options to reduce the unfunded liability. The RBSC identified numerous options for further consideration and analysis including changes to benefit design, eligibility and funding. Executive Order 51 extended the charge of the RBSC, and in November 2021, the RBSC issued an Initial Report with findings and recommendations. The Initial Report is available at <https://financefiles.delaware.gov/Reports/Committee/RBSC%20Report%20->

%20November%202021.pdf. The RBSC issued its second and final report on March 31, 2022 which is available at <https://financefiles.delaware.gov/Reports/Committee/RBSC%20March%202022>. Governor Carney issued Executive Order 56 in February 2023 deeming the work of the RBSC to be complete.

In 2023, the General Assembly enacted Senate Bill 29 which created a Retiree Healthcare Benefits Advisory Subcommittee (RHBAS) of the State Employee Benefits Committee (SEBC) to provide continuing and ongoing attention to this very important matter. All materials and reports of the RBSC were transmitted to the RHBAS. Its first report was published on December 31, 2023 and is available at <https://dhr.delaware.gov/benefits/sebc/documents/rhba-subcommittee-2023/1231-rhbas-final-report.pdf>.

EMPLOYEE RELATIONS

The State currently has 34,804 full-time equivalent (“FTE”) positions budgeted for fiscal year 2024. This includes 16,467.6 FTEs in the public schools, 1,153 FTEs in institutions of higher learning (excluding employees of the University of Delaware, which is not considered part of the State’s financing reporting entity), and 17,183.4 FTE positions in all other departments.

Since July 1966, State employees have had the right to organize for the purpose of collective bargaining. Bargaining unit inclusion was limited in 1990 by excluding “confidential” employees and in 1994 by excluding “supervisory” employees into specific units. Classification of bargaining units is determined by the Public Employee Relations Board (“PERB”). Collective bargaining is conducted by the Department of Human Resources on behalf of departments and agencies. With respect to organized non-merit system employees, such bargaining may include all terms and conditions of employment, including wages, hours and certain benefits. With respect to organized merit system employees, historically these bargaining units could not bargain wages, leave, healthcare and other related benefits, classification or hiring practices. Effective August 2, 2007, Senate Bill 36 (“SB36”) of the 144th General Assembly was enacted amending 19 Del. C. c. 13 to permit merit system employees to organize into 12 larger (umbrella) coalition units determined by classification. Once determined and certified, these SB 36 units may negotiate limited compensation, defined as payment of salaries and cash allowances, through the collective bargaining process and terms and conditions. Position classification, health care and other benefit programs, workers compensation, disability programs and pension programs remain non-negotiable. To date, five (5) SB 36 units have been certified. The funding of these agreements is subject to approval by the Governor and binding to the extent sufficient appropriations are made by the General Assembly. At present, approximately 5,000 of the State’s merit system employees are organized into traditional bargaining units, including the SB 36 units and covered by collective bargaining agreements.

Employees of institutions of higher education, certified professional employees of the State public school system (teachers) and certain public school support personnel have the right to organize for the purpose of collective bargaining. Bargaining units representing such employees negotiate with their respective school districts regarding all matters relating to salaries, employee benefits and certain working conditions. Virtually all of these school employees are covered by collective bargaining agreements.

State employees in Delaware do not have the legal right to strike. Few work stoppages have occurred. Currently only two-thirds of employees eligible for union representation are covered by collective bargaining agreements. All payment contracts reached under such agreements are subject to appropriation by the General Assembly, except for the locally funded portion of school district employees’ salaries and benefits.

In 1982, a State law was enacted establishing the PERB to oversee the conduct of labor negotiations between public school teachers and their boards of education. There are provisions for mediation and binding arbitration of collective bargaining disputes. Strikes, slow-downs and walkouts are prohibited; but, if they occur, school boards are required to seek injunctive relief. In 1986, legislation was enacted which

extended the PERB’s jurisdiction to police officers and firefighters. The PERB’s jurisdiction was further expanded in 1994 to include all public employees in the State. In the same year, a State law was enacted establishing the Merit Employee Relations Board to address grievances and related issues of merit system employees.

LITIGATION

The State recognized \$4.4 million in governmental activities as claims and judgment liabilities for pending litigation settlements estimated to be probable as of June 30, 2023. Additionally, the State is a defendant in various suits involving contract/construction claims, tax refunds claims, allegations of wrongful discharge and/or other employment-related claims, use of excessive force, civil rights violations, automobile accident claims and abandoned property claims as further described below. Although the State believes it has valid defenses to all such actions listed above, the State has identified a potential aggregate exposure, which could exceed \$343 million.

On February 28, 2024, the United States Supreme Court decided in the liability phase in original actions that certain official check products issued by one holder should escheat based on place of purchase under a federal statute, rejecting arguments advanced by Delaware. The Supreme Court has remanded the matter for further proceedings regarding the scope and application of damages. Settlement discussions in this matter are ongoing among the parties. Full resolution of the damages phase is likely at least six months away, and potentially longer. Delaware’s potential liability, if any, may be in excess of \$300 million.

Two actions are pending in the U.S. District Court for the District of Delaware, and one action is on appeal in the Third Circuit Court of Appeals. In one of the District Court actions and one action on appeal to the Third Circuit, plaintiffs have asserted federal constitutional violations by the State and are seeking declaratory judgments regarding the State’s unclaimed property enforcement powers and payment of claims related to unclaimed property. These actions create no immediate and certain financial exposure to the State, other than the costs of litigation.

DEFAC has accounted for the prospective cumulative effect of the unclaimed property litigation by adopting the lower revenue estimates discussed above. See “BUDGETARY GENERAL FUND SUMMARIES – Additional Sources of Revenues – Abandoned Property” above.

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APPENDIX C
CONTINUING DISCLOSURE AGREEMENT

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THE STATE OF DELAWARE
\$104,395,000
General Obligation Refunding Bonds,
Series 2019A

CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement dated August 28, 2019 (including any amendments or supplements hereto, the “**Disclosure Agreement**”) is executed and delivered by The State of Delaware (as more fully defined below, the “**Issuer**”) in connection with the issuance of the above-captioned bonds (the “**Bonds**”). The Issuer, intending to be legally bound, hereby covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the Issuer for the benefit of the Holder from time-to-time of the Bonds (as defined below) and in order to assist the Participating Underwriters in complying with United States Securities and Exchange Commission Rule 15c2-12.

SECTION 2. Definitions. Unless the context clearly requires otherwise, the following capitalized terms shall have the meanings set forth below:

“**Additional Bonds**” shall mean any indebtedness of the Issuer issued subsequent to the Bonds which the Issuer has declared in writing to be covered by this Disclosure Agreement. No such written declaration shall be considered an amendment to this Disclosure Agreement for purposes of Section 9 hereof.

“**Annual Filing Date**” shall mean not later than the first day of the eleventh calendar month immediately following the end of the Issuer’s fiscal year.

“**Annual Financial Information**” shall mean any Annual Report provided by the State pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

“**Annual Report**” shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

“**Bonds**” shall mean the Bonds and Additional Bonds, if any.

“**Dissemination Agent**” shall mean any agent of the Issuer designated in writing by the Issuer which has filed with the Issuer a written acceptance of such designation.

“**EMMA**” shall mean the Electronic Municipal Market Access System maintained by the MSRB.

“**Holder**” shall mean any registered holder of Bonds, provided, however that with respect to any Bond registered in a “street name” or the name of a nominee such as The Depository Trust Company, such terms shall mean the beneficial owner of that Bond as defined in United States Securities and Exchange Commission Rule 13d-3.

“**Issuer**” shall mean The State of Delaware, or any successor Obligated Person that assumes either by operation of law or by contract both (i) the obligation to pay debt service on the Bonds and (ii) the obligations of the Issuer under this Disclosure Agreement.

“**MSRB**” shall mean the Municipal Securities Rulemaking Board, or any successor organization.

“**Notice Event**” shall mean any of the events listed in Section 5(a) of this Disclosure Agreement.

“**Obligated Person**” shall have the meaning set forth in the Rule, provided that the sole objective criteria used to select the Obligated Person shall be the entity obligated to repay all debt service with respect to the relevant Bonds. The Issuer has determined that the Issuer is the only Obligated Person with respect to the Bonds.

“**Official Statement**” shall mean the final Official Statement relating to the Bonds or a Series of Additional Bonds, as applicable.

“**Participating Underwriter**” shall mean any of the original underwriters of any Series of Bonds required to comply with the Rule in connection with the offering of such Bonds.

“**Repository**” shall mean each nationally recognized municipal securities information repository under the Rule. *As of the date hereof, the United States Securities and Exchange Commission has designated EMMA to act as the sole Repository.* Any information filed in connection with this Disclosure Agreement shall be filed with EMMA at <http://emma/msrb.org/> and any future Repository as may be required under the Rule.

“**Rule**” shall mean Rule 15c2-12 promulgated by the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as heretofore amended, and as such Rule may be hereafter amended from time-to-time.

“**State Repository**” shall mean any public or private repository or entity designated by the State of Delaware as a state repository for the purpose of the Rule. As of the date of this Agreement, there is no State Repository.

“**Bonds**” shall mean the Issuer’s \$104,395,000 aggregate principal amount General Obligation Refunding Bonds, Series 2019A dated August 28, 2019.

SECTION 3. Provision of Annual Reports.

(a) The Issuer shall, or shall cause the Dissemination Agent to, not later than the Annual Filing Date, provide to the MSRB via EMMA an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen (15) business days prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent, if any. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided however that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report.

(b) If the Issuer is unable to provide the Annual Report to the Repository by the date required in subsection (a), the Issuer shall send a timely notice to the Repository (or to the MSRB and the State Repository, if any) in substantially the form attached as Exhibit A or shall report to the Repository electronically in accordance with the requirements established by the Repository.

(c) The Dissemination Agent, if any, shall: (i) determine each year prior to the Annual Filing Date the name and address of each Repository and State Repository, if any; and (ii) file a report with the Issuer certifying that the Annual Report has been filed pursuant to this Disclosure Agreement, stating the date it was provided and listing each Repository to which it was provided.

(d) Audited financial statements of the Issuer not submitted as part of the Annual Report shall be provided to each Repository, if and when available to the Issuer, and in any event not more than thirty (30) days after receipt thereof from the Issuer's auditors. In the event that audited financial statements are not submitted as part of the Annual Report, the Issuer shall provide in lieu thereof unaudited financial statements for the relevant fiscal year.

(e) The Issuer shall promptly provide written notice of any change in its fiscal year to the MSRB and to each Repository.

SECTION 4. Content of Annual Reports.

(a) The Issuer's Annual Report shall contain or incorporate by reference the information listed in Exhibit B with respect to the relevant fiscal year.

(b) Any or all of the items listed as Annual Financial Information may be incorporated by reference from other documents, including official statements of debt issues of the Issuer or related public entities, which have been submitted to any Repository or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer shall clearly identify each such other document so incorporated by reference.

(c) If any Annual Financial Information can no longer be generated because the operations to which such information relates have been materially changed or discontinued, a statement to that effect shall satisfy the obligations of the Issuer under this Section 4, provided however that the Issuer shall, to the greatest extent feasible, provide in lieu thereof similar information with respect to any substitute or replacement operations.

SECTION 5. Reporting of Notice Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies;
2. Non payment-related defaults, if material;
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, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of Holder, if material;
8. Bond calls (other than mandatory sinking fund redemptions), if material, and tender offers;
9. Defeasance of Bonds;
10. Release, substitution, or sale of property securing repayment of any Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Obligated Person;

13. The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material;
15. Incurrence of a financial obligation of the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Issuer, any of which affect security holders, if material;
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the Issuer, any of which reflect financial difficulties; and
17. Failure to provide Annual Report as required.

(b) Upon the occurrence of a Notice Event, the Issuer shall file, or cause the Dissemination Agent to file, a notice of such occurrence with the MSRB via EMMA in a timely manner not in excess of ten (10) Business Days after the occurrence of the Notice Event.

SECTION 6. Accounting Standards. The financial statements described in Section 4(a)(i) above shall be audited by either a certified public accountant or an independent public accountant and shall be prepared in accordance with both (a) generally accepted accounting principles applicable in the preparation of financial statements of the Issuer as such principles are from time-to-time promulgated by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, or such other body recognized as authoritative by the American Institute of Certified Public Accountants or any successor body (“GAAP”), and (b) applicable federal and state auditing statutes, regulations, standards and/or guidelines; provided, however, that the Issuer may from time-to-time modify its accounting principles to the extent necessary or desirable to comply with changes in either GAAP or applicable federal and state statutes, regulations, standards and/or guidelines. Any such modification of accounting standards or principles to conform to changes in either GAAP or applicable federal or state auditing statutes, regulations, standards or guidelines shall not constitute an amendment to this Disclosure Agreement within the meaning of Section 9 hereof, however, such modifications shall be disclosed in the first Annual Report to be provided subsequent to such modifications.

SECTION 7. Termination of Reporting Obligation. The Issuer’s obligations under this Disclosure Agreement shall terminate upon (a) the legal defeasance, prior redemption or payment in full of all of the Bonds, or (b) the assumption by a successor Obligated Person of all of the obligations of the prior Obligated Person both hereunder and under the Bonds. The prior Issuer shall provide timely written notice to each Repository of any termination of its obligations hereunder.

SECTION 8. Dissemination Agent. The Issuer may, from time-to-time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such agent, with or without appointing a successor Dissemination Agent.

SECTION 9. Amendments. (a) Notwithstanding any other provision of this Disclosure Agreement, the Issuer may modify or amend this Disclosure Agreement. The Issuer acknowledges and agrees that the current SEC interpretation of the Rule requires satisfaction of the following preconditions for any amendment:

(i) the modification or amendment is being made in connection with a change of circumstances that arises from a change in legal requirements, change in law, change in the identity, nature or status of the Issuer, or change in the type of business conducted by the Issuer;

(ii) this Disclosure Agreement, as amended, would have complied with the requirements of the Rule as of the date of issuance of the relevant Bonds, after taking into account any amendment or interpretations of the Rule, as well as any change in circumstances; and

(iii) the modification or amendment does not materially adversely affect the interests of Holders, as determined either by a party unaffiliated with the Issuer (such as a paying agent/trustee or nationally recognized bond counsel) or by an approving vote of a majority of Holders.

(b) The Issuer shall report any modification or amendment of this Disclosure Agreement as required by the Rule. To the extent required by the Rule, the Issuer shall include as a component of the first Annual Report to be provided subsequent to the relevant amendment, a copy of the amendment, together with a notice explaining in narrative form both (i) the reasons for the amendment and (ii) the impact of the change in the type of operating data or financial information being provided. To the extent required by the Rule, if the amendment relates to changes in accounting principles to be followed in preparing financial statements, the first Annual Report to be provided subsequent to the relevant amendment shall also include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles and a qualitative (and to the extent reasonably feasible, quantitative) discussion of the differences in the accounting principles and the impact of the change in the accounting principles upon the presentation of the financial information. Written notice of any such change in accounting principles shall be provided in a timely fashion to each Repository.

(c) Neither a supplement to this Disclosure Agreement to declare that it is applicable to Additional Bonds or a modification of accounting principles or standards pursuant to Section 6 shall be considered an amendment for purposes of this Section 9.

Section 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including disclaimers or any other information in any Annual Report or notice of occurrence of a Notice Event, in addition to that which is required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Notice Event in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Notice Event.

SECTION 11. Default. In the event of a failure of the Issuer to comply with any provisions of this Disclosure Agreement, any Participating Underwriter or any Holder may take such actions as may be necessary and appropriate, including seeking a writ of mandamus or specific performance by court order to cause the Issuer to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed an Event of Default on the Bonds, and the sole remedy under this Disclosure Agreement in the event of any failure of the Issuer to comply with this Disclosure Agreement shall be an action to compel performance; provided, however, that nothing herein shall limit any Holder's rights under applicable federal securities law.

SECTION 12. Severability. In case any section or provision of this Disclosure Agreement or any covenant, stipulation, obligation, agreement, or action, or any part thereof, made, assumed, entered into or taken under this Disclosure Agreement, or any application thereof, is for any reason held to be illegal or invalid or is at any time inoperable, such illegality, invalidity or inoperability shall not affect the remainder thereof or any other section or provision of the Disclosure Agreement, or any other covenant, stipulation, obligation, agreement, act or action, or part thereof, made, assumed, entered into or taken under this Disclosure Agreement, which shall at the time be construed and enforced as if such illegal or invalid or inoperable portion were not contained therein.

SECTION 13. Entire Agreement. This Disclosure Agreement contains the entire agreement of the Issuer with respect to the subject matter hereof and supersedes all prior arrangements and understandings with respect thereto.

SECTION 14. Captions. The captions or headings herein shall be solely for convenience of reference and shall in no way define, limit or describe the scope or intent of any provisions or sections hereof.

SECTION 15. Beneficiaries. This Disclosure Agreement is being entered into solely for the benefit of the Participating Underwriters and Holders from time-to-time of the Bonds, and nothing in this Disclosure Agreement expressed or implied is intended to or shall be construed to give to any other person or entity any legal or equitable right, remedy or claim under or in respect to this Disclosure Agreement or any covenants, conditions or provisions contained herein.

SECTION 16. Governing Law. This Disclosure Agreement shall be deemed to be a contract made under the laws of the State of Delaware, and all provisions hereof shall be governed and construed in accordance with the laws of the State of Delaware, without reference to the choice of law principles thereof; provided, however, that this Disclosure Agreement shall be interpreted and construed with reference to and in pari materia with the Rule.

IN WITNESS WHEREOF, THE STATE OF DELAWARE, has caused this Disclosure Agreement to be executed by the Secretary of Finance as of the day and year first above written.

THE STATE OF DELAWARE

By: _____
Richard J. Geisenberger
Secretary of Finance

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

STATE OF DELAWARE
General Obligation Refunding Bonds – Series 2019A

NOTICE IS HEREBY GIVEN that the State of Delaware (the “**Issuer**”) has not provided an Annual Report as required by the Continuing Disclosure Agreement which was entered into in connection with the issuance of the above-captioned bonds. The Issuer anticipates that the Annual Report will be filed not later than _____.

Date: _____, _____,

STATE OF DELAWARE

By: _____

EXHIBIT B

CONTENTS OF ANNUAL REPORT

The Annual Report shall contain the following:

1. Audited financial statements for the prior fiscal year in form and content substantially the same as those appended to the State's Official Statement with respect to the Bonds.
2. A Summary of the Cash Basis Financial Statements for the prior fiscal year in form and content substantially the same as those appended to the State's Official Statement with respect to the Bonds.
3. An update of the type of information included in the below-listed tables and sections in the Official Statement to the extent not included in Item Nos. 1 or 2 above:
 - (a) Debt Service Requirements (p. 4) - updated for the issuance of general obligation debt through the prior fiscal year.
 - (b) The 5% Rule (p. 6) - updated for the current fiscal year.
 - (c) The 15% Test (p. 6) and the Cash Balances Test (p. 7) - updated for the current fiscal year.
 - (d) DEFAC Budgetary General Fund Revenue Projections (p. 36) - updated for the prior fiscal year.
 - (e) Budgetary General Fund Revenue – DEFAC Forecasts (p. 43) - updated for the prior fiscal year.
 - (f) Budgetary General Fund Expenditures and Adjusted Budgetary General Fund Expenditures (p. 44) - updated for the prior fiscal year.
 - (g) Sources and Uses of State Funds (pp. 49 and 50) - updated to compare the prior fiscal year to the fiscal year ten years prior.
 - (h) Budgetary General Fund Disbursements (p. 45) - updated for the prior fiscal year.
 - (i) Public School Enrollment (p. 46) - updated for the prior year.
 - (j) Social Services Expenditures (p. 48) - updated for the prior fiscal year.
 - (k) Ratio of Federal Funds Expended by Department (p. 53) - updated for the prior fiscal year.
4. An update of the type of information included in the text and tables under the heading "BONDED INDEBTEDNESS OF THE STATE" beginning with the subsection "General Obligation Debt" through "State Revenue Debt" (pp. 7-12) for the prior fiscal year. The information under the heading "Lease Obligations" shall be updated to cover the five fiscal year period beginning with the prior fiscal year (p. 13).

5. An update of the type of information included in the text under the heading “INDEBTEDNESS OF AUTHORITIES, UNIVERSITIES AND POLITICAL SUBDIVISIONS - Authorities - Delaware Transportation Authority” (p. 13) for the prior fiscal year; and “- Delaware State Housing Authority” (p. 14) updated for the prior fiscal year.

6. An update of the type of information included in the text and tables under the heading “Budgetary General Fund Balances” under “BUDGETARY GENERAL FUND SUMMARIES – Budgetary General Fund Balances & Cumulative Cash Balances” (pp. 50-51) for the prior fiscal year.

7. An update of the type of information included in the text and tables under the heading “STATE PENSION PLAN” (pp. 54-61) for the prior fiscal year.

8. An update of the type of information included in the text and tables under the heading “OTHER POST EMPLOYMENT BENEFITS” (pp. 61-62) for the prior fiscal year.

9. An update of the text appearing in the first paragraph under the heading “EMPLOYEE RELATIONS” (p. 63) for the prior fiscal year.

THE STATE OF DELAWARE

\$ _____ **General Obligation Bonds, Series 2024A**
\$ _____ **General Obligation Refunding Bonds, Series 2024B**

SUPPLEMENT TO CONTINUING DISCLOSURE AGREEMENT

This Supplement to Continuing Disclosure Agreement dated _____, 2024 (the “2024 Supplement”) is executed and delivered by the State of Delaware (the “Issuer”) in connection with the issuance of the above-captioned bonds dated _____, 2024 (the “Bonds”). Capitalized terms used herein and not defined shall have the meanings ascribed to such terms as set forth in the Original Disclosure Agreement (as defined herein).

WHEREAS, the Issuer has previously issued bonds and entered into a Continuing Disclosure Agreement dated August 28, 2019 (the “Original Disclosure Agreement”) in which the Issuer agreed to take certain actions in order to assist the Participating Underwriters (as defined in the Original Disclosure Agreement) in complying with S.E.C. Rule 15c2-12(b)(5); and

WHEREAS, pursuant to Section 2 of the Original Disclosure Agreement, the Issuer has the ability to supplement the Original Disclosure Agreement to include additional bonds or notes with the same force and effect as if all terms and provisions of such Original Disclosure Agreement had originally provided for the inclusion of such bonds or notes.

NOW, THEREFORE, the Issuer, intending to be legally bound, hereby covenants and agrees as follows:

SECTION 1. Written Declaration of Issuer. The Issuer has determined that the Bonds shall constitute “Additional Bonds” under the Original Disclosure Agreement.

SECTION 2. Original Disclosure Agreement Applicable to Bonds. This 2024 Supplement shall be construed as a supplement to the Original Disclosure Agreement and shall be governed by the provisions thereof. Except as hereby supplemented, all the terms, covenants and conditions of the Original Disclosure Agreement are hereby confirmed, ratified and approved in all respects, shall continue in full force and effect, and shall apply to the Bonds with the same force and effect as if all terms and provisions of the Original Disclosure Agreement had originally provided for the inclusion of the Bonds. Capitalized terms used but not defined herein shall have the same meanings as ascribed to them in the Original Disclosure Agreement.

SECTION 3. Governing Law. This 2024 Supplement shall be deemed to be a contract made under the laws of the State of Delaware, and all provisions hereof shall be governed and construed in accordance with the laws of the State of Delaware, without reference to the choice of law principles thereof.

IN WITNESS WHEREOF, the State of Delaware has caused this 2024 Supplement to be duly executed as of the day and year first above written.

THE STATE OF DELAWARE

By: _____
Secretary of Finance

APPENDIX D
FORM OF OPINION OF BOND COUNSEL

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[FORM OF OPINION OF BOND COUNSEL FOR 2024 BONDS]

_____, 2024

OPINION OF BOND COUNSEL

RE: The State of Delaware
 \$ _____ General Obligation Bonds, Series 2024A
 \$ _____ General Obligation Refunding Bonds, Series 2024B

TO THE PURCHASERS OF THE ABOVE-CAPTIONED BONDS:

On the date hereof, we have acted as bond counsel in connection with the issuance by The State of Delaware (the “State”) of its \$ _____ General Obligation Bonds, Series 2024A and \$ _____ General Obligation Refunding Bonds, Series 2024B (the “Bonds”). The Bonds are issued as fully registered Bonds as provided in the Bonds and in a resolution of the Issuing Officers of the State adopted on _____, 2024 (the “Resolution”).

The Bonds are issued pursuant to the Constitution and laws of the State including Chapter 74, Title 29, Delaware Code, as amended, and the Resolution.

As Bond Counsel, we have examined a certified copy of the Resolution and the form of Bonds. We have examined originals (or copies certified or otherwise identified to our satisfaction) of such other instruments, certificates and documents as we have deemed necessary or appropriate for the purposes of the opinion rendered below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies.

We have relied on a certificate of the State as to the due execution and delivery of, and payment for, the Bonds. As to any facts material to our opinion we have, when such facts were not independently established, relied upon the aforesaid instruments, certificates and documents including the State’s Federal Tax Certificate dated the date of issuance of the Bonds, and the statement of reasonable expectations of future events set forth in such certificate.

We have not verified the accuracy, completeness or fairness of the information set forth in any offering statement or other similar documents of the State delivered to the purchasers or prospective purchasers of the Bonds, and we take no responsibility therefor.

Based on the foregoing, we are of the opinion as of the date hereof and under existing law that:

1. The Bonds have been duly authorized, executed and delivered and constitute legal and valid general obligations of the State.

2. The State has pledged its faith and credit for the payment of the principal of and interest on the Bonds. The Constitution of the State does not contain any limitation upon the rate or amount of taxes which may be levied by the State for the payment of principal of and interest on the Bonds with the exception that any law which shall have the effect of increasing the rates of taxation on personal income for any year or part thereof prior to the date of the enactment thereof, or for any year or years prior to the year in which the law is enacted, would be void.

3. Interest [(including accrued original issue discount)] on the Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion set forth in the preceding sentence is subject to the condition that the State comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon continues to be excluded from gross income for purposes of federal income taxation. Failure to comply with certain of such requirements could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. The State has covenanted to comply with all such requirements. Interest on the Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the “Code”) for purposes of the federal alternative minimum tax; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. We express no opinion regarding other federal tax consequences relating to the Bonds or the receipt of interest thereon.

4. Under existing statutes, interest on the Bonds is exempt from personal and corporate income taxes imposed by the State of Delaware.

It is to be understood that the rights of the holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors’ rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

This opinion is given as of the date hereof, and we assume no obligation to 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. This opinion is intended solely for the benefit of the addressee and may not be relied upon by any other person or entity without, in each such case, our express written consent.