

Georgia Lottery Corporation

*Management's Discussion and Analysis for the
Years Ended June 30, 2016 and 2015, Financial
Statements as of and for the Years Ended June 30,
2016 and 2015, and Independent Auditor's Report*

GEORGIA LOTTERY CORPORATION

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INDEPENDENT AUDITOR'S REPORT

**The Board of Directors
of the Georgia Lottery Corporation:**

Report on the Financial Statements

We have audited the accompanying financial statements of the **Georgia Lottery Corporation** (the "GLC"), a component unit of the State of Georgia, as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the GLC's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Georgia Lottery Corporation as of June 30, 2016 and 2015, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis, Schedule of Proportionate Share of the Net Pension Liability, and Schedule of Contributions on pages 3 through 16, 39, and 40, respectively, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Mauldin & Jenkins, LLC

Atlanta, Georgia
October 14, 2016

Management's Discussion and Analysis

As management of the Georgia Lottery Corporation (the "GLC"), we offer readers of the GLC's financial statements this narrative overview and analysis of the financial activities for the fiscal years ended June 30, 2016 and June 30, 2015. We encourage readers to consider the information presented here in conjunction with the financial statements, which begin on page 17.

Financial Highlights

The GLC had a record year of sales and profits in fiscal year 2016. Gross ticket sales were \$ 4.556 billion in fiscal year 2016. For the 2015 fiscal year, gross ticket sales were \$ 4.195 billion. For fiscal year 2016, the net proceeds paid to the Lottery for Education Account were \$1.098 billion. The net proceeds paid to the Lottery for Education represent an increase of \$117.1 million as compared to the prior year. For fiscal year 2015 net proceeds paid were \$980.5 million, which represented an increase of \$35.4 million over fiscal year 2014. Other significant financial highlights include the following:

- For fiscal year 2016, gross tickets sales increased by \$360.7 million, an 8.6 % increase as compared to 2015. For fiscal year 2015, gross tickets sales increased by \$173.0 million, a 4.3 % increase as compared to 2014.
- Prize expense increased \$216.7 million, or 8.6% during fiscal year 2016 and \$115.0 million, or 4.8% in fiscal year 2015. This expense usually increases or decreases in direct proportion to ticket sales and represented approximately 60% of gross ticket sales in fiscal years 2016 and 2015.
- Direct gaming expenses, which include retailer commissions, contractor fees, advertising, retailer merchandising and marketing, and gaming equipment increased \$34.6 million in fiscal year 2016, from \$374.3 million to \$408.9 million. These expenses also fluctuate in proportion to ticket sales and represented approximately 9.0% of gross ticket sales in 2016. For fiscal year 2015, direct gaming expenses increased \$17.9 million above 2014. These expenses represented approximately 8.9% of gross ticket sales in 2015.
- Fiscal year 2016 operating expenses increased \$5.9 million above 2015 expenses, from \$41.4 million to \$47.3 million. Fiscal year 2015 operating expenses increased \$4.1 million as compared to fiscal year 2014, from \$37.4 million to \$41.4 million. Operating expenses remained at approximately 1% of gross ticket sales for fiscal years 2016 and 2015.
- Nonoperating expenses, net of revenues, increased \$106.9 million in 2016 as compared to 2015. This increase is attributable to the increase in payments due to Lottery for Education Account over the prior fiscal year, offset by the change in the fair value of grand prize investments held by the GLC for funding future grand prize payments, and a slight increase in interest revenue. Nonoperating expenses, net of revenues, increased \$32.2 million in 2015 as compared to 2014. This increase is attributable to the increase in payments due to Lottery for Education Account over the prior fiscal year, offset by the change in the fair value of grand prize investments held by the GLC for funding future grand prize payments, and a slight decrease in interest revenue.

COAM contributed \$47.1 million in revenues from centralized monitoring operations, licensing fees, fines, and penalties in fiscal year 2016, an increase of \$31.9 million or 208.5% over 2015. COAM returned \$33.4 million to the Lottery for Education Account, an increase of \$24.4 million over 2015 or 271.2%. COAM contributed \$15.3 million in revenues from centralized monitoring operations, licensing fees, fines, and penalties in fiscal year 2015 and returned \$10.9 million to the Lottery for Education Account, including \$1.9 million in retained earnings held from 2014.

Overview of the Financial Statements

The GLC is accounted for as an enterprise fund, reporting transactions using the accrual basis of accounting similar to a business entity. This discussion and analysis is intended to serve as an introduction to the GLC's basic financial statements, along with the notes to the financial statements. The statements of net position on page 17, the statements of revenues, expenses, and changes in net position on page 18, and the statements of cash flows on pages 19 and 20 report the GLC's net position and changes therein. The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements begin on page 21 of this report.

The GLC pays its net proceeds each fiscal year to the General Fund of the state treasury for credit to the Lottery for Education Account. As a result, the GLC's net position consist of funds invested in capital assets and unrestricted net position. Unrestricted net position normally results from the inclusion of capital costs in the determination of net proceeds (as required by the Georgia Lottery for Education Act), COAM retained earnings, and the cumulative effect of periodic adjustments to recognize the fair value of grand prize investments which are held to fund future grand prizes payments. The GLC expects to hold these investments to maturity to meet our future grand prize winner obligations and, therefore, will not realize any gains or losses related to the current value of these investments for distribution as net proceeds. The GLC restated the ending balance for its 2014 net position. The restatement was necessary to recognize implementation of GASB 68. This pronouncement requires entities that participate in cost-sharing defined benefit plans like Georgia's Employee Retirement System (ERS) to accrue a liability for their portion of the unfunded amount of the plan. The GLC has five employees that participate in this plan. The reader of these financial statements should review the assets and liabilities in the statements of net position and the operating revenues and expenses and the payment to and due to Lottery for Education Account in the statements of revenues, expenses, and changes in net position to assess the GLC's financial position as of June 30, 2016 and 2015, and the results of its operations for the years then ended.

Financial Analysis

Assets

At the end of fiscal year 2016, total assets were \$642.9 million compared to \$587.3 million at the end of fiscal year 2015, representing an increase of \$55.6 million. Total assets at the end of fiscal year 2015, were \$587.3 million compared to \$591.0 million at the end of fiscal year 2014, representing a decrease of \$3.7 million.

Current assets increased from \$361.6 million in 2015 to \$423.4 million in 2016, representing an increase of \$61.8 million. This growth is due to a \$58.2 million increase in cash and cash equivalents and an increase of \$4.2 in retailer accounts receivable, offset by a \$0.6 million decrease in prepaid and other assets. The increase in cash and cash equivalents and retailer accounts receivable was due to the timing of weekly retailer collections plus two additional selling days versus prior year.

Current assets decreased from \$366.4 million in 2014 to \$361.6 million in 2015, representing a decrease of \$4.8 million. This decrease is due to an \$11.3 million decrease in retailer accounts receivable, offset by a \$5.9 million increase in cash and cash equivalents and a \$0.5 million increase in prepaid and other assets. The decrease in retailer accounts receivable was due to the timing of the accounting week for billing and collections from our retailers at year-end.

In fiscal year 2016, noncurrent assets decreased from \$225.8 million in 2015 to \$219.5 million in 2016, representing a decrease of \$6.3 million. This decrease is primarily due to grand prize investments decreasing from \$220.3 million in 2015 to \$213.6 million in 2016, a decrease of \$6.7 million. The decrease resulted from maturities used to fund prize payments of \$23.5 million offset by accreted interest earned on current-year maturities of \$7.4 million and an increase of \$9.4 million in the fair value of investments. Net capital assets increased from \$5.5 million in 2015 to \$5.9 million in 2016. The increase resulted from capital procurements of \$2.6 million less depreciation expense of \$2.2 million. Capital procurements in fiscal year 2016 were comprised primarily of \$0.8 million for Gemini units (self-service scratcher merchandising machines), \$0.7 million for vehicle procurements, \$0.4 million for headquarters renovations, and \$0.3 million in computer related capital assets.

In fiscal year 2015, noncurrent assets increased from \$224.7 million in 2014 to \$225.8 million in 2015, representing an increase of \$1.1 million. This increase is due to grand prize investments increasing from \$219.4 million in 2014 to \$220.3 million in 2015, an increase of \$0.9 million. The increase resulted from a net investment purchase of \$20.1 million to fund future prize liabilities incurred in fiscal year 2015 and interest earned on current-year maturities of \$8.3 million, offset by payments to grand prize winners totaling \$26.9 million, and a \$0.6 million decrease in the fair value of investments. Net capital assets increased from \$5.3 million in 2014 to \$5.5 million in 2015. The increase resulted from capital procurements of \$2.2 million less depreciation expense of \$2.0 million. Capital procurements in fiscal year 2015 were comprised primarily of \$1.0 million for Gemini units (self-service scratcher merchandising machines) and \$1.0 million in computer related capital assets.

Liabilities

Total liabilities at the end of fiscal year 2016 were \$606.7 million compared to \$561.4 million at the end of fiscal year 2015 representing an increase of \$45.3 million. Total liabilities decreased by \$8.8 million in 2015 to \$561.4 million in 2015 compared to \$570.2 million in fiscal year 2014.

Current liabilities increased from \$354.0 million in 2015 to \$415.1 million in 2016, an increase of \$61.1 million. The increase is primarily attributable to a \$40.0 million increase in liabilities for prizes won and due to winners not yet claimed, a \$14.3 million increase in funds due to the Lottery for Education Account, an increase in accounts payable and accrued liabilities of \$4.7 million and a \$2.0 million increase in retailer escrow fund. The increases in prizes payable and balance due to the Lottery for Education Account are consistent with the record sales and net proceeds for 2016. Unearned COAM revenue associated with receipt of 2017 renewal fees in advance of the licensing period was \$8.2 million for 2016 compared to \$7.5 million in 2015. This amount is classified as a non-exchange transaction in fiscal year 2016 and thus is being reported as a deferred inflow of resources.

Current liabilities decreased from \$364.2 million in 2014 to \$354.0 million in 2015, a decrease of \$10.2 million. The decrease is primarily due to a \$24.2 million decrease in prizes payable for prizes won and due to winners not yet claimed, partially offset by a \$10.9 million increase in funds due to the Lottery for Education Account, an increase in accounts payable and accrued liabilities of \$7.7 million, a \$2.3 million increase in retailer escrow fund. Unearned COAM revenue associated with receipt of 2016 renewal fees in advance of the licensing period was \$6.9 million in the prior year and was \$7.5 million in the current year. However, this amount was classified as a non-exchange transaction in fiscal year 2015 (a charge from being an exchange transaction in 2014) and thus is being reported as a deferred inflow of resources.

Noncurrent liabilities decreased \$15.8 million from \$207.4 million in 2015 to \$191.6 million in 2016. Noncurrent liabilities principally consist of grand prizes payable, which represent the amount to be paid to grand prize winners over future years. In fiscal year 2016, grand prizes payable decreased \$16.0 million from \$202.1 million to \$186.1 million. The decrease was attributable to settlement of \$23.5 million in annuity

liabilities net of \$7.4 million in interest earned that became due and payable in 2016. In fiscal year 2015, noncurrent liabilities increased by \$1.3 million from \$206.1 million in 2014 to \$207.4 million in 2015. Grand prizes payable increased \$1.5 million from \$200.6 million to \$202.1 million. The GLC made an investment purchase of \$20.1 million in 2015 to fund long term prize liabilities.

Net Position and Changes in Net Position

Net position increased \$9.5 million in 2016 from \$18.4 million in fiscal year 2015, to an end of year balance of \$ 27.9 million. This increase resulted primarily from an increase of \$9.4 million unrealized change in the fair market value of grand prize investments held by the GLC for the funding of future grand prize payments. Accounting principles generally accepted in the United States of America require the GLC to record its grand prize investments at fair value, and the change in the fair value is recorded as non-operating revenue (expense) annually. The GLC classifies the decreases and increases in fair value as unrealized, due to the investments generally being held to maturity to fund future prize obligations. Inclusion of capital costs in the determination of net proceeds is required by the Georgia Lottery for Education Act.

Net position decreased \$2.5 million in 2015 from \$20.9 million in fiscal year 2014, to an end of year balance of \$18.4 million. This decrease resulted from a distribution of \$1.9 million held in retained earnings from 2014 to support fiscal year 2015 expenses associated with implementation of a centralized COAM accounting system, \$0.9 million in prior year pension adjustments and \$0.6 million unrealized change in the fair market value of grand prize investments held by the GLC for the funding of future grand prize payments. Accounting principles generally accepted in the United States of America require the GLC to record its grand prize investments at fair value, and the change in the fair value is recorded as non-operating revenue (expense) annually. The GLC classifies the decreases and increases in fair value as unrealized, due to the investments generally being held to maturity to fund future prize obligations. Inclusion of capital costs in the determination of net proceeds is required by the Georgia Lottery for Education Act.

Sales

Total lottery ticket sales for fiscal year 2016 were \$4.556 billion, as compared to \$4.195 billion in 2015. This represents an increase of \$360.7 million, with scratcher games showing an increase of \$229.7 million, e-Instant sales increasing by \$1.1 million, and draw games increasing by \$129.9 million. The scratcher sales increase was primarily attributable to growth in our \$3, \$5 and \$10 games and the introduction of a \$25 scratcher game and a third \$30 game. The increase in draw sales was driven by a historic Powerball jackpot (\$1.6 billion) which generated \$89.9 million in incremental *Powerball* sales, the continued growth of *Cash 3*, *Cash 4*, and *Fantasy 5 with Cash Match* contributing \$53.6 million collectively, a full year of sales for *Jumbo Bucks Lotto with Cash Match* contributing \$14.8 million, and the introduction of a new game *5 Card Cash* contributing \$6.0 million. The increases were offset by declines in *Mega Millions* sales of \$10.1 million caused by a lack of high jackpots (>\$250 million). Additionally, *Decades of Dollars* and *Monopoly Millionaires' Club* ended in fiscal year 2015, resulting in a decline of \$5.4 million. Collectively, sales for *All or Nothing*, *Keno!*, and *Georgia Five* decreased by \$18.9 million for fiscal year 2016. Average weekly gross ticket sales for fiscal year 2016 were \$87.2 million versus \$80.7 million in 2015.

Gross scratcher ticket sales increased \$229.7 million during fiscal year 2016, from \$2.866 billion in 2015 to \$3.096 billion. The GLC's administration of a sound marketing strategy, continuous development and introduction of new scratcher ticket games, and effective management of the scratcher product mix led to the 8.0% increase in ticket sales for 2016 versus 2015. The GLC launched 54 new games during the period and closed 53 games in order to maintain balance in the scratcher portfolio. The GLC ended the *Play It Again* promotion in 2016. This promotion allowed players with non-winning \$1 and \$2 tickets to enter into a secondary

draw with second chance cash and experiential prizes approximating \$3 million. Management will continue its efforts to provide players with new and exciting scratcher games.

Scratcher tickets at the \$1, \$2, and \$3 price points generated approximately \$178 million, \$423 million, and \$191 million in sales, respectively, in fiscal year 2016. Some of our most successful scratcher games at the lower price points, included *\$1 Junior Jumbo Bucks*, *\$1 5X The Money*, *\$2 Jumbo Bucks Classic*, *\$2 10X The Money*, *\$2 Jumbo Bucks Lotto*, *\$2 \$100,000 Jackpot!*, *\$3 15X The Money Exclusive*, and *\$3 Cherry, Orange, Lemon Tripler*. *Jumbo Bucks Lotto* was the top selling game in this group, contributing \$93.2 million.

Ticket sales at the \$5 price point totaled \$662 million in fiscal year 2016, representing the largest scratcher game segment. The most successful \$5 scratcher games during the period included *Giant Jumbo Bucks*, *20X The Money*, *The 777 Series*, *The \$25 Million Payout*, *The \$1,000,000 Jackpot!*, and *The Money Vault*, which totaled \$301.1 million or 46% of sales collectively at this price point. The two top selling \$5 scratchers games in fiscal year 2016 were *Giant Jumbo Bucks* and *20X The Money*, which contributed \$76 million and \$61 million in revenue, respectively.

Scratcher games at the \$10 price point provided approximately \$556 million in revenue, representing the second largest scratcher game segment. The top games at this price point in fiscal year 2016 included *50X The Money*, *Jumbo Jumbo Bucks*, *Anniversary Edition Jumbo Jumbo Bucks*, and 4 new games: *\$100 Million Cash Out*, *\$50 or \$100*, *Jingle Jumbo Bucks – 2015 Holiday Edition*, and *Color Me Rich*. Collectively, these games produced approximately \$479 million in ticket sales, led by *50X The Money* and *\$100 Million Cash Out* at \$150 million and \$81 million, respectively.

The \$20 price point category decreased by 9.8% in 2016. However, it remains the third largest segment in terms of overall scratcher sales in fiscal year 2016, contributing \$486 million in ticket revenue. During fiscal year 2016, the category was led by *100X The Money*, *The \$3 Million Jackpot*, *Millionaire Jumbo Bucks*, *Shimmering Cash*, *\$7,500 A Week For Life*, and *Caesars*, which contributed over \$324 million in ticket sales. The two top selling games were *100X The Money* and *The \$3,000,000 Jackpot!*, generating \$100 million and \$65 million in sales during the period.

In fiscal year 2016, the GLC introduced its first \$25 scratcher game, *Mighty Jumbo Bucks*, in an ongoing effort to expand our core market. The game featured a ticket possessing a distinctive, oversized look and feel that resonated well in the market. This game contributed \$123 million for the year.

In fiscal year 2016, the GLC introduced its third \$30 scratcher game, *Super Max the Money*. This game contributed \$138 million of the \$476 million in sales revenue for the category.

The GLC continues to offer popular families of scratcher games in fiscal year 2016. Each of these families demonstrated strong player appeal. The *X The Money* family includes *\$1 5X The Money*, *\$2 10X The Money*, *\$5 20X The Money*, *\$10 50X* and *\$20 100X The Money* games and contributed approximately \$370 million in 2016. The *Jumbo Bucks* family includes *\$1 Jr. Jumbo Bucks*, *\$2 Jumbo Bucks Classic*, *\$5 Giant Jumbo Bucks*, *\$10 Jumbo Jumbo Bucks*, and *\$20 Millionaire Jumbo Bucks* games and contributed approximately \$292 million in 2016. The *Jackpot* family includes the *\$1 \$50,000 Jackpot*, the *\$2 \$100,000 Jackpot*, the *\$5 \$1 Million Jackpot*, and the *\$20 \$3 Million Jackpot* games and contributed \$143 million. Finally, the *Shimmering Cash* family consists of \$1, \$2, \$5, and \$20 price point games and contributed \$85 million in 2016.

Gross scratcher ticket sales increased \$142.4 million during fiscal year 2015, from \$2.727 billion in 2014 to \$2.869 billion in 2015. The GLC's administration of a sound marketing strategy, continuous development and introduction of new scratcher ticket games, and effective management of the scratcher product mix led to the 5.2% increase in ticket sales for 2015 versus 2014. Additionally, the GLC extended the *Play It Again* promotion in 2015. *Mega Millions* and *Powerball* were also added to the *Play It Again* second chance promotion. This

promotion allows players with non-winning \$1 and \$2 tickets to enter into a secondary draw with second chance cash and experiential prizes approximating \$3 million. Management will continue its efforts to provide players with new and exciting scratcher and draw games.

Scratcher tickets at the \$1, \$2, and \$3 price points generated approximately \$184 million, \$437 million, and \$162 million in sales, respectively, in fiscal year 2015. Some of our most successful scratcher games at the lower price points, included *\$1 Junior Jumbo Bucks*, *\$1 5X The Money*, *\$2 Jumbo Bucks Classic*, *\$2 10X The Money Holiday Edition*, *\$2 21 Black Series*, *\$3 15X The Money*, and *\$3 Cherry, Orange, Lemon Tripler*.

Ticket sales at the \$5 price point totaled \$610 million in fiscal year 2015, representing the largest scratcher game segment. The most successful \$5 scratcher games during 2015 included *Giant Jumbo Bucks*, *20X The Money*, *Hit \$500!*, *21 Black Series*, and *Cadillac Riches*, which totaled \$231.7 million or 38% of sales at collectively at this price point. The two top selling \$5 scratchers games in fiscal year 2015 were *Giant Jumbo Bucks* and *20X The Money*, which contributed \$58 million and \$50 million in revenue, respectively.

Scratcher games at the \$10 price point provided approximately \$542 million in revenue, representing the second largest scratcher game segment. The top games at this price point in fiscal year 2015 included *50X The Money*, *Million \$\$ Match*, *\$1,250,000 Cash Bonanza*, *Jingle Jumbo Bucks*, *Anniversary Edition Jumbo Bucks*, and *Cash King*. Collectively, the games produced approximately \$363 million in ticket sales, led by *50X The Money* and *Million \$\$ Match* at \$106 million and \$64 million, respectively.

The \$20 price point category was the third largest segment in terms of overall scratcher sales in fiscal year 2015, contributing \$539 million in ticket revenue. During fiscal year 2015, the category was led by *100X The Money*, *21 Black Series*, *Caesars*, and *\$7,500 A Week For Life*, which contributed over \$289 million in ticket sales.

In fiscal year 2015, the GLC introduced its second \$30 scratcher game, *Max the Money*, in an ongoing effort to expand our core market. This game contributed \$168 million of the \$393 million in sales revenue for the category.

The GLC offered several families of scratcher games in fiscal year 2015. Each of these families demonstrated strong player appeal. The *Jumbo Bucks* family included *\$1 Jr. Jumbo Bucks*, *\$2 Jumbo Bucks Classic*, *\$5 Giant Jumbo Bucks*, *\$10 Jumbo Jumbo Bucks*, and *\$20 Millionaire Jumbo Bucks* games and contributed approximately \$245 million. The *X The Money Holiday Edition* family included *\$1 5X The Money*, *\$2 10X The Money*, *\$5 20X The Money*, and *\$20 100X The Money* games and contributed approximately \$209 million. *21 Black Series* family consisted of \$1, \$2, \$5, and \$20 offerings and contributed \$168 million. Finally, the *Anniversary Edition Jumbo Bucks* family consisted of *\$1 Anniversary Edition Jr. Jumbo Bucks*, *\$2 Anniversary Edition Jumbo Bucks Classic*, *\$5 Anniversary Edition Giant Jumbo Bucks*, and *\$10 Anniversary Edition Jumbo Jumbo Bucks* and contributed \$88 million.

For fiscal year 2016, draw game sales were \$1.455 billion, an increase of \$129.9 million, or 9.8% above the 2015 draw sales of \$1.325 billion. For fiscal year 2015, draw game sales were \$1.325 billion, an increase of \$30.6 million, or 2.3% above the 2014 draw sales of \$1.295 billion.

Cash 3 sales increased by \$30.6 million to \$546.8 million in 2016 compared to \$516.2 million in 2015. The increase was primarily driven by a large number of high payout (>\$1 million) draws. *Cash 3* experienced 29 such draws in 2016. *Cash 3* is a twice-daily drawing game whereby the player chooses a three-digit number and wins a specified fixed amount if his or her numbers are selected in the draw. The aggregate prize amount per draw varies based on the number of winners. A “1-Off” add-on feature was added to the base game in December 2015. The feature allows players to win fixed prizes for being one off from one or more of the draw numbers (e.g. 1-6-3 or 2-7-2 rather than the 1-6-2 draw number) for an additional wager. We believe that this

represents another opportunity to refresh an already popular game. The actual prize payout experienced was approximately 49% for fiscal year 2016 and 52% for 2015.

Cash 3 sales increased by \$34.3 million to \$516.2 million in 2015 compared to \$481.9 million in 2014. The actual prize payout experienced was approximately 52% for fiscal year 2015 and 49% for fiscal year 2014. Historically, as the prize amount won for this game increases above or decreases below the industry average of 50% of sales, a corresponding increase or decrease in sales will occur.

In fiscal year 2016, *Mega Millions* sales decreased \$10.1 million or approximately 9.5% to \$96.3 million compared to \$106.4 million in 2015. The size and frequency of large jackpots are the primary drivers for *Mega Millions* sales. The *Mega Millions* jackpot exceeded \$250 million on only one occasion during the year with a high value of \$390 million. *Mega Millions* is a multi-state lottery game operated with nine other states—California, Illinois, Massachusetts, Michigan, New Jersey, New York, Ohio, Virginia, and Washington. Through an agreement with the Mega Millions Consortium and the Multi-State Lottery Association (MUSL), MUSL members are allowed to cross-sell tickets for the *Mega Millions* game. Drawings are held twice weekly on Tuesday and Friday. Players win the *Mega Millions* jackpot by matching 5 numbers from a set of 75 white balls plus 1 number from a set of 15 gold balls. Matching the five white balls automatically wins \$1 million. In November 2010, the GLC added the *Megaplier* feature to *Mega Millions*. *Megaplier* is an add-on feature that increases players' non-jackpot prizes for an additional \$1 per play. Depending on the *Megaplier* number selected during the draw, players have the opportunity to multiply their winnings by two, three, four, or five times. The multiplier also applies to matching the five white balls.

In fiscal year 2015, *Mega Millions* sales decreased \$22.0 million or approximately 17.1% to \$106.4 million compared to \$128.4 million in 2014. *Mega Millions* produced the second highest jackpot in history at that time in December, 2013 at \$648 million, as well as a jackpot level of \$414 million in March, 2014. A Georgia resident was one of two winners that shared the \$648 million jackpot. Texas and Maryland withdrew from the Mega Millions Consortium during 2014 and joined MUSL.

Powerball sales increased by \$89.9 million, or 80.6% to \$201.4 million in 2016 compared to \$111.5 million in 2015. The size and frequency of large jackpots are the primary drivers for *Powerball* sales. The *Powerball* game established a new worldwide record jackpot of nearly \$1.6 billion in January 2016. Additionally, other jackpots reached \$525 million in May 2016 and \$320 million in March 2016. *Powerball* is a multi-state lottery draw game operated by the Multi-State Lottery Association (MUSL). Through a cross-sell agreement between MUSL and participating *Mega Millions* states, the GLC began selling tickets for the *Powerball* draw game during fiscal year 2010, on January 30, 2010. Drawings are held twice weekly on Wednesday and Saturday. The game matrix was changed in advance of the October 7, 2015 draw. The five winning numbers are now drawn from a set of 69 balls rather than 59 white balls. The one number is now drawn from a second set of 26 red balls versus 35 red balls. The new starting jackpot is \$40 million. This change was intended to increase the size of jackpots. Additionally, the *Power Play* option was changed to increase non-jackpot prizes for an additional \$1 per play, per draw. Non-jackpot prize tiers are now fixed at multiples of two, three, four, five, and sometimes ten from the base prize depending on the specific tier level. Additionally, a jackpot management system was introduced in fiscal year 2016. The process works by reducing the jackpot contribution when the jackpot reaches an annuity value of \$120 million. The intent of the change is to increase the size of the early incremental jackpot increases and to slow down the increments at the higher jackpot levels.

Powerball sales decreased \$21.0 million, or 15.8%, to \$111.5 million in 2015 compared to \$132.5 million in 2014.

In fiscal year 2016, *Cash 4* sales increased \$17.5 million, from \$242.7 million in 2015 to \$260.2 million. The increase was attributable to *Cash 4* experiencing six high payout (>\$1 million) draws in 2016 as well as the synergy and excitement generated from the success of *Cash 3*. *Cash 4* is a twice-daily drawing game whereby

the player chooses a four-digit number and wins a specified fixed amount if his or her numbers are selected in the draw. The aggregate prize amount per draw varies based on the number of winners. A “1-Off” add-on feature was added to the base game in December 2015. The feature allows players to win fixed prizes for being one off from one or more of the draw digits (e.g. 1-6-3-5 or 2-7-2-5 rather than the 1-6-2-5 draw) for an additional wager. We believe that this represents another opportunity to refresh an already popular game. Actual prize payouts in fiscal years 2016 and 2015 were approximately 44% and 48%, respectively.

In fiscal year 2015, *Cash 4* sales increased \$30.1 million, from \$212.6 million in 2014 to \$242.7 million.

Win For Life ended in fiscal 2014. The final draw was held February 22, 2014. As a result, sales for fiscal year 2015 declined by \$4.7 million compared to 2014.

Decades of Dollars ended in fiscal year 2015. The final draw was held October 16, 2014. As a result, sales declined by \$3.6 million in fiscal year 2016, compared to fiscal year 2015. *Decades of Dollars* was a multi-state fixed prize draw game operated in conjunction with lotteries in Arkansas, Kentucky, and Virginia. Drawings were held twice weekly on Monday and Thursday. Six winning numbers were drawn from a single set of 47 balls. By matching the six winning numbers, players could win the top prize and could choose to receive the prize as \$250,000 each year for 30 years, payable annually or the one-time cash option amount of \$4,000,000 at the time the prize is claimed. Players matching five of the six winning numbers would win the second tier prize of \$10,000 payable in one payment. By matching 2, 3, or 4 winning numbers, players could win lower tier prizes, ranging from \$2 to \$100.

Fantasy 5 sales increased by \$3.7 million to \$98.1 million in fiscal year 2016 compared to \$94.4 million in 2015. Sales for the add-on feature, *Cash Match* increased \$1.8 million in fiscal year 2016 to \$6.1 million from \$4.3 in fiscal year 2015. *Fantasy 5* is a pari-mutuel draw game where players have the option to add *Cash Match* for an additional \$1, where matching their *Fantasy 5* numbers to any of the *Cash Match* numbers can win players up to 5 times on each ticket with instant cash prizes from \$4 to \$500. On October 4, 2015, the game matrix for *Fantasy 5* changed from a field of 39 balls to a field of 42 balls. Additionally, the starting jackpot was raised from a guaranteed minimum of \$100,000 and \$120,000 for the first two draws to \$125,000 and \$150,000. The net effect of the change was to increase the size of the jackpots for the game by reducing the odds on the front end. There were five \$1+ million jackpots since the matrix change compared to 21 such jackpots since launch of the game.

Fantasy 5 sales decreased by \$4.3 million to \$94.4 million in fiscal year 2015 compared to \$98.7 million in 2014. *Cash Match* sales declined \$0.6 million in fiscal year 2015 to \$4.3 million from \$4.9 in fiscal year 2014.

Georgia FIVE sales grew \$0.1 million, from \$7.9 million in fiscal year 2015 to \$8.0 million in fiscal year 2016. *Georgia FIVE* is a fixed prize draw game where players pick their own five numbers, in a single PLAY area - one from each vertical column of 0 to 9 or have their numbers randomly selected through the terminal by requesting a Quik Pik lottery ticket. Players win by matching their numbers to the winning number(s) drawn in the exact order and position in a single play. By matching all five of your numbers in exact order to the winning numbers, players win the top prize of \$10,000. Other opportunities to win prizes are available by matching one or more numbers in a specific order and position sequence/order, with prizes ranging from \$1 to \$225.

Georgia FIVE sales declined \$1.1 million, from \$9.0 million in fiscal year 2014 to \$7.9 million in fiscal year 2015.

Keno! sales decreased by \$13.6 million to \$192.9 million in fiscal year 2016, compared to \$206.5 million in fiscal year 2015. *Keno!* is a local draw game where players choose the number of spots they wish to play (1-10), the numbers they wish to play from 1-80 or Quik Pik selections, the dollar amount they wish to wager per

draw (\$1, \$2, \$3, \$5, or \$10), an optional multiplier (up to 10X), and the number of consecutive draws they wish to play (up to 20). Winners are based on the total numbers matched per game spot per \$1 played. For example, a 10 spot game where the player matches all 10 spots for a \$2 wager wins \$200,000. The odds are based on the number of spots played. The game is played every 3 ½ minutes, or approximately 350 times per day.

Keno! sales increased \$13.4 million to \$206.5 million in fiscal year 2015, compared to \$193.1 million in fiscal year 2014.

All or Nothing sales decreased \$5.4 million in fiscal year 2016 from \$13.4 million in 2015 to \$8.0 million in 2016. *All or Nothing* is a fixed prize payout draw game where players select their own 12 numbers from a population of 1 to 24, or have their numbers randomly selected through the terminal by requesting a Quik Pik lottery ticket. Each play is \$2. Players win a top prize of \$250,000 by matching all twelve numbers or none of the twelve numbers, hence *All or Nothing*. Other opportunities to win prizes are available by matching one, two, three, four, eight, nine, ten, or eleven numbers. Drawings are held four times daily.

All or Nothing sales decreased by \$2.0 million in fiscal year 2015 from \$15.4 million in fiscal year 2014 to \$13.4 million.

Monopoly Millionaires' Club was suspended in fiscal year 2015. As a result, sales decreased by \$1.8 million in fiscal year 2016 compared to 2015. *Monopoly Millionaires' Club* was a pari-mutuel, multi-state lottery game operated by Multi-State Lottery Association (MUSL). Through a cross-sell agreement between MUSL and participating *Mega Millions* states, the GLC began selling tickets for the *Monopoly Millionaires' Club* draw game on October 24, 2014. *Monopoly Millionaires' Club* experienced weaker than expected sales nationally and as a result, the participating lottery directors voted to suspend the game in its current format. The last drawing was December 26, 2014.

Jumbo Bucks Lotto sales increased by \$13.3 million in fiscal year 2016, from \$12.4 million in 2015 to \$25.7 million. *Cash Match* sales increased by \$1.5 million from \$4.1 million in 2015 to \$5.6 million. *Jumbo Bucks Lotto* is a local draw game that was launched in February 2015. The base game also includes an add-on feature, *Cash Match* that contains features similar to a scratcher game. Drawings are held on Monday and Thursday. Six numbers between one and forty seven are selected by the player with a starting jackpot of \$1 million. Lottery players can play the base game for \$1, or purchase the *Cash Match* add-on feature for an additional \$1. Players have overall odds of 1 in 2.94 of winning a prize for a combined play..

On April 3, 2016, the Georgia Lottery launched a new online game, *5 Card Cash*. The game contributed \$6.0 million in fiscal year 2016. The game possesses characteristics of a draw game and a scratcher game and is based on the poker game *Texas Holdem*. Players wager \$2 for a Quik Pik poker hand containing five cards from a standard deck of 52 cards. The player wins the instant component if he/she matches one of nine Poker hands (e.g. Royal Flush, 4 of a Kind, Straight, etc.). The player wins the draw component of the game by matching two or more of the cards, including suit. The top prize for the instant component is \$5,000 for a Royal Flush match. The top prize for the draw component is \$150,000 for matching all five cards in the drawing.

COAM Revenue

COAM revenue includes licensing renewal revenue, commissions from net revenue generated by Class B COAM machines, fines and penalties, and other miscellaneous revenue. GLC launched the COAM centralized accounting system in January 2015. Its purpose is to collect net daily revenues generated by Class B COAM machines throughout the state on behalf of the machine owners (Masters). Class B machines are defined as line-

up or match-up video games requiring some skill where the points carry over. GLC received 6% of total net revenues generated as a fee for providing this oversight service in 2016. The percentage will continue to increase by 1% each year until it reaches 10% in 2020. COAM revenue increased by \$31.8 million in fiscal year 2016, totaling \$47.1 million versus \$15.3 million in 2015. The increase is due primarily to an increase of \$30.3 million from a full year implementation of the centralized accounting system, complemented by increases of \$0.7 million each in licensing revenues and fees from fines and penalties during fiscal year 2016. COAM contributed \$10.9 million in fiscal year 2015 in its first full year of operation which includes \$1.9 million carried over from FY14.

Other Operating Revenue

Other operating revenue decreased by \$0.2 million in fiscal year 2016, totaling \$4.3 million versus \$4.5 million in 2015, primarily from a decrease in retailer service fees. Other operating revenue was \$4.5 million in fiscal year 2015, or flat compared to 2014.

Prize Expense

Gross prize expense for scratcher games increased to \$2.039 billion in fiscal year 2016 from \$1.884 billion in 2015, an increase of \$155.0 million (approximately 8.2%). Gross prize expense for scratcher games increased to \$1.884 billion in fiscal year 2015 from \$1.793 billion in 2014, an increase of \$91.0 million (approximately 5.1%). The increase is directly proportional to the increase in gross sales of scratcher products and the change in the sales mix of scratcher products. Scratcher games prize expense is managed through the number of tickets printed for each game and value of prizes at each price point, as determined prior to ticket production. Prize expense is recognized based on an established prize structure and related percentage of sales for each game introduced and is recognized when products are made available for sale to the public.

Scratcher game prize expense is reduced by applying unclaimed prizes recognized during the fiscal year. For fiscal year 2016, prize expense, net of unclaimed prizes for scratcher games, totaled \$1.995 billion as compared to \$1.844 billion in 2015. For fiscal year 2014, prize expense, net of unclaimed prizes for scratcher games, totaled \$1.754 billion. Unclaimed prize expense was \$43.0 million, \$40.6 million, and \$39.3 million in 2016, 2015, and 2014 respectively.

Prize expense for draw games generally increases or decreases each year in direct proportion to ticket sales of the related game. For pari-mutuel draw games (*Mega Millions* jackpot prize, *Powerball* jackpot prize, and *Fantasy 5*, *Monopoly Millionaires' Club*, *Jumbo Bucks Lotto*), actual prize expense is recognized as a percentage of ticket sales. For games with fixed prize payouts (*Cash 3*, *Cash 4*, *Decades of Dollars*, *Georgia FIVE*, *Mega Millions* secondary tier prizes, *Powerball* secondary tier prizes, *Cash Match*, *Keno!*, *All or Nothing*, *Cash Match*, and *5 Card Cash*), actual prize expense is impacted by the number and prize value of winning tickets. To recognize prize expense on a consistent basis for these games, the GLC recognizes prize expense based on the greater of actual prizes paid or the estimated payout experience over the life of the game or based on industry averages. The GLC has established prize liability limits, per draw, for non-pari-mutuel games.

Total draw prize expense increased \$65.9 million in 2016 to \$750.9 million compared to \$685.0 million in 2015. Total draw prize expense increased \$24.7 million in 2015 to \$685.0 million compared to \$660.3 million in 2014. The net increases are comprised of the following increases and decreases by game as follows:

- Prize expense for *Cash 3* increased \$15.0 million in fiscal year 2016 as compared to 2015. This is consistent with the 5.9% increase in gross sales over prior year. Prize expense for *Cash 3* increased \$16.8 million in fiscal year 2015 as compared to 2014, in direct proportion to the 7.1% increase in gross sales.

- Prize expense for *Mega Millions* decreased \$5.0 million in 2016 versus 2015, in direct proportion to the 9.5% decrease in sales. Prize expense for *Mega Millions* decreased \$11.0 million in 2015 versus 2014, in direct proportion to the 17.1% decrease in sales.
- Prize expense for *Powerball* increased \$44.9 million in fiscal year 2016 as compared to 2015, in direct proportion to the 80.6% increase in sales. Prize expense for *Powerball* decreased \$10.5 million in fiscal year 2015 as compared to 2014, in direct proportion to the 15.8% decrease in sales.
- Prize expense for *Cash 4* increased \$7.6 million in 2016 over 2015, consistent with the increase in gross sales of 7.2%. Prize expense for *Cash 4* increased \$14.3 million in 2015 over 2014, in direct proportion to a 14.2% increase in gross sales. The recognized expense percentage was adjusted from 48.75% to 47.25% in 2014 and again to 47.00% in 2016 in conjunction with an analysis of actual prize payouts since liability caps were implemented. This adjustment partially offset the increase in prize expense for 2016.
- Prize expense for *Fantasy 5* increased by \$1.7 million in 2016 versus 2015, in direct proportion to the increase in gross sales of 4.0%. Prize expense for *Fantasy 5* increased \$1.6 million in 2015 versus 2014. Although sales decreased by 4.4% during this period, actual liability experienced on the game exceeded the prize structure due to unfunded jackpot hits. Additional liability of 1.25% above the prize structure is recorded beginning in 2015 to account for this actual liability. Cash Match prize expense increased \$1.8 million in fiscal year 2016 as compared to 2015 consistent with a 41.7% increase in gross sales. Cash Match prize expense decreased \$0.4 million in fiscal year 2015 as compared to 2014, consistent with a decrease of 12.5% in gross sales.
- Prize expense for *Georgia FIVE* was flat in 2016 compared to 2015, consistent with an increase of 0.9% in gross sales. Prize expense for *Georgia FIVE* decreased \$0.6 million in 2015 compared to 2014, consistent with a 12.8% decrease in gross sales.
- Prize expense for *Keno!* decreased \$9.3 million in 2016 as compared to 2015. This is consistent with a decrease of 6.6% in gross sales. Prize expense for *Keno!* increased \$13.0 million in 2015 compared to 2014 consistent with a 2.0% increase in recognized prize expense to 68.5% plus an increase in gross sales of 6.9%.
- Prize expense for *Win For Life* increased by \$1.9 million in 2015 as compared to 2014. The increase was a product of closing the game in 2014 and recognizing a reduction in prize expense when the deferred grand prize liability account established as part of the prize structure for the game was cleared as part of the closing process.
- Prize expense for *Decades of Dollars* decreased \$9.5 million in 2015 as compared to 2014. The decrease was attributable to ending the game on October 16, 2014 and subsequent closeout activity.
- Prize expense for *All or Nothing* decreased \$3.0 million in 2016 compared to 2015. This is consistent with the decrease in gross sales of 40.0%. Prize expense for *All or Nothing* decreased \$1.1 million in 2015 compared to 2014. This is consistent with the decrease in gross sales of 13.0%.
- Prize expense for *Jumbo Bucks Lotto* increased \$6.7 million in 2016 compared to 2015. Prize expense for *Jumbo Bucks Lotto* was \$6.2 million in 2015. Prize expense for *Cash Match* increased \$1.1 million in 2016 compared to 2015. Prize expense for *Cash Match* was \$3.1 million in 2015. The increase in prize expense for *Jumbo Bucks Lotto with Cash Match* is due to the first full year of sales in 2016. Both games launched on February 22, 2015.
- Prize expense for *5 Card Cash* was \$3.9 million in the first year. The game launched April 3, 2016.

Direct Gaming and Operating Expenses

Direct gaming expenses usually change in proportion with changes in ticket sales. For fiscal year 2016, increased ticket sales resulted in corresponding increases in contractor (vendor) fees and retailer commissions

and a slight increase in retailer merchandising and marketing as compared to 2015. For fiscal year 2015, increased ticket sales resulted in a corresponding increase in contractor (vendor) fees and a slight increase in retailer merchandising and marketing compared to 2014.

Retailer commissions for fiscal year 2016 were \$270.7 million compared to \$249.0 million in 2015, and \$239.3 million in 2014. This represents a \$21.7 million increase in fiscal year 2016 versus 2015, and \$9.7 million increase in 2015 as compared to 2014. For fiscal year 2016, the GLC paid its retailers a set 6% commission percentage for selling lottery tickets. Due to legislative changes with the passing of House Bill 326 in March of fiscal year 2011, the GLC began compensating its retailers at a fixed commission percentage of 6% for selling tickets. Cashing bonuses for validating and paying winning prizes up to \$600 and winning ticket jackpot incentives on certain draw games were discontinued.

Contractor (vendor) fees primarily represent payments made to our three major suppliers of the gaming products, systems, and services, and three other suppliers of scratcher ticket printing, website development, and property licensing. The payments made to our two major suppliers of lottery products and services are determined based on a percentage of sales formula. Contracts with our major vendor contracts for Online Gaming Systems and Services and Scratcher Ticket Printing and Associated Services are in force until September 2018. The contract extension provides lower vendor fees resulting from the reduction in the charges for services provided to the GLC. Payments to our COAM vendor are based on a percentage of net daily revenues collected from the COAM's. The contract with our vendor for the centralized COAM accounting system is in effect until 2022. Payments made to the other suppliers are based on contract terms. In fiscal year 2016, contractor (vendor) fees were \$99.6 million as compared to \$85.9 million in 2015, representing an increase of \$13.6 million. The increase was primarily attributable to increased ticket sales in fiscal year 2016. In fiscal year 2015, contractor (vendor) fees were \$85.9 million as compared to \$76.4 million in 2014, representing an increase of \$9.5 million.

In 2016, several accounts were identified as reflecting advertising costs rather than other gaming. As a result, the accounts were reclassified in 2016 and 2015 was restated to reflect the change. The impact of the change is that advertising expense was increased from \$21.1 million in 2015 to \$31.9 million and gaming expense (Retailer merchandising and marketing) was reduced from \$17.2 million to \$6.4 million as reflected in the 2015 audit report. Advertising expense decreased by \$1.8 million to \$30.1 million in 2016 from \$31.9 million in 2015. The GLC's advertising agency, BBDO, provided marketing services including creative conception, production and shipment of television and radio advertising, point-of-sale materials, digital and print advertising, premium giveaway items, website creative, and the placement of media for various lottery games and marketing initiatives during fiscal year 2016. Additionally, BBDO provided marketing, planning and execution of several experiential sponsorships, including the Atlanta Falcons Halftime Event, the Atlanta Hawks Halftime Event, the July 4th media sponsorship, the 21st Anniversary promotional events, and various other executions. BBDO also employed Images USA to provide production and translation for radio advertising, point-of-sale and scratcher games. Advertising expense was flat at \$31.9 million in 2015 compared to 2014.

Based on the reclassification and restatement described in the previous paragraph, retailer merchandising and marketing expenses increased \$1.6 million from \$6.4 million in 2015 to \$8.0 million in 2016. In fiscal year 2015, retailer merchandising and marketing expenses decreased \$0.8 million from \$7.2 million in 2014 to \$6.4 million in 2015. Retailer and marketing expenses are associated with marketing campaigns supporting new lottery games and features including retailer refreshes (Salesmaker initiative), promotional point of sale, sponsorships of Georgia collegiate and professional sports teams, retailer partnerships, and various second chance drawings.

Gaming equipment expenses include purchases of *Keno!* monitors, jackpot signs, and Express Point Plus (EPP) ticket checkers. The GLC invested \$0.5 million in ticket dispensers in fiscal year 2016 to enhance our point-of-

sale presence in major corporate retailers and to support merchandising the oversized \$25 scratcher ticket introduced during the year. The GLC invested \$1.1 million in ticket dispensers, jackpot signs, acquisition of draw balls, and Express Point Plus ticket checkers in fiscal year 2015 to enhance our point-of-sale presence in major corporate retailers and television draw graphics.

Operating expenses increased by \$5.8 million to \$47.3 million in 2016 from \$41.5 million in 2015. The increase in operating expenses resulted primarily from increases in traditional lottery expenses of \$4.1 million in personnel services due to staffing increases, \$1.0 million in bad debt expense, and \$0.2 million in depreciation, \$0.1 million in rental expense, and a decrease of \$0.1 million in professional fees. Operating expenses increased by \$4.1 million to \$41.5 million in 2015 from \$37.4 million in 2014. The GLC continually looks for opportunities to improve productivity in conducting its operations.

Nonoperating Revenues (Net of Expenses)

Nonoperating revenues, net of expenses, consist primarily of payments due to Lottery for Education Account, interest revenue, and the change in the fair value of grand prize investments held by the GLC for funding of future grand prize payments. The increases or decreases in the fair value of grand prize investments are the result of current period market fluctuations. For fiscal year 2016, nonoperating expenses, net of revenues, increased \$106.9 million from \$980.9 million in 2015 to \$1.1 billion in 2016. The increase in nonoperating expenses, net of revenues is attributable to a \$117.0 million increase in payments due to Lottery for Education Account, as well as a \$10.0 million increase in the fair value of grand prize investments held by the GLC for funding of future grand prize payments.

For fiscal year 2015, nonoperating expenses, net of revenues, increased \$32.2 million from \$948.7 million in 2014 to \$980.9 million in 2015. The increase in nonoperating expenses, net of revenues is attributable to a \$35.4 million increase in payments due to Lottery for Education Account, as well as a \$3.2 million decrease in the fair value of grand prize investments held by the GLC for funding of future grand prize payments.

Significant Factors Impacting Next Year

The GLC strives to stay relevant in the marketplace by providing lottery products and regulatory oversight of COAMs that align with our mission of maximizing revenues for the State of Georgia and its specific education programs funded through our proceeds. During the upcoming fiscal year, the GLC plans to expand its product portfolio by offering players new games, such as two new national draw games, a new local draw game, and new scratcher products at the \$25 and \$30 price points. The GLC continues to seek opportunities for corporate branding partnerships such as Kia, Cadillac, and Ghostbusters, as well as sports sponsorships throughout the state. The GLC will also continue to explore and pursue other strategic business initiatives, such as expanding our product distribution channels by enabling more games on the GLC's internet portal and the mobile platform, which was launched in November 2015.

In April 2013, Georgia House Bill 487 was signed into law and transferred responsibility for administration, enforcement, and licensing of coin-operated amusement machines to the GLC. On June 12, 2014, the GLC awarded a vendor contract to INTRALOT, Inc. for the development and implementation of a centralized accounting and communications network that was connected to all Class B machines. On January, 2015, the onboarding of Class B machines began, allowing the GLC to begin revenue sharing. The GLC received a 6% share in fiscal year 2016, which is scheduled to increase by 1% per year until reaching a maximum of 10% in 2020.

Contacting the GLC's Financial Management

This financial report is designed to provide the state of Georgia, the public, and other interested parties with an overview of the financial results of the GLC's activities and to show the GLC's accountability for conducting business in a fiscally responsible manner. If you have questions about this report or require additional financial information, contact the GLC's Corporate Affairs Division at the Georgia Lottery.

GEORGIA LOTTERY CORPORATION

(A Component Unit of the State of Georgia)

STATEMENTS OF NET POSITION

AS OF JUNE 30, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 252,087,000	196,008,000
Restricted fidelity fund cash	130,000	22,000
Restricted retailers' escrow fund cash	11,255,000	9,218,000
Retailer accounts receivable—net	156,580,000	152,380,000
Prepaid expenses and other assets	3,373,000	3,943,000
Total current assets	<u>423,425,000</u>	<u>361,571,000</u>
NONCURRENT ASSETS:		
Grand prize investments	213,611,000	220,271,000
Capital assets - net	5,885,000	5,493,000
Total noncurrent assets	<u>219,496,000</u>	<u>225,764,000</u>
TOTAL ASSETS	<u>642,921,000</u>	<u>587,335,000</u>
DEFERRED OUTFLOWS OF RESOURCES		
Deferred outflows of resources related to pensions	93,000	144,000
LIABILITIES		
CURRENT LIABILITIES:		
Due to Lottery for Education Account	264,014,000	249,752,000
Prizes payable	113,270,000	73,224,000
Accounts payable and accrued liabilities	26,444,000	21,789,000
Restricted fidelity fund	130,000	22,000
Restricted retailers' escrow fund	11,255,000	9,218,000
Total current liabilities	<u>415,113,000</u>	<u>354,005,000</u>
NONCURRENT LIABILITIES:		
Grand prizes payable	186,090,000	202,113,000
Noncurrent portion of other long-term liabilities	4,771,000	4,399,000
Net pension liability	746,000	900,000
Total noncurrent liabilities	<u>191,607,000</u>	<u>207,412,000</u>
Total liabilities	<u>606,720,000</u>	<u>561,417,000</u>
DEFERRED INFLOWS OF RESOURCES		
Deferred inflows of resources related to pensions	217,000	220,000
Deferred inflows related to unearned COAM revenue	8,221,000	7,470,000
Total deferred inflows of resources	<u>8,438,000</u>	<u>7,690,000</u>
NET POSITION		
Invested in capital assets	5,885,000	5,493,000
Unrestricted	21,971,000	12,879,000
Total net position	<u>\$ 27,856,000</u>	<u>18,372,000</u>

GEORGIA LOTTERY CORPORATION

(A Component Unit of the State of Georgia)

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
OPERATING REVENUES:		
Ticket sales	\$ 4,555,890,000	\$ 4,195,151,000
Less tickets provided as prizes	<u>(307,960,000)</u>	<u>(291,684,000)</u>
Net ticket sales	4,247,930,000	3,903,467,000
Online fees	3,888,000	4,216,000
COAM fees	47,130,000	15,270,000
Other	<u>76,000</u>	<u>69,000</u>
Net operating revenues	<u>4,299,024,000</u>	<u>3,923,022,000</u>
OPERATING EXPENSES:		
Prizes	2,745,570,000	2,528,871,000
Retailer commissions	270,670,000	249,008,000
Contractor fees	99,579,000	85,948,000
Advertising	30,115,000	31,868,000
Salaries and benefits	32,373,000	28,347,000
Retailer merchandising and marketing	8,008,000	6,401,000
Rent, utilities, and maintenance	5,247,000	5,098,000
Depreciation	2,164,000	1,976,000
Professional fees	1,866,000	1,988,000
Gaming equipment	550,000	1,066,000
Other	<u>5,553,000</u>	<u>4,042,000</u>
Total operating expenses	<u>3,201,695,000</u>	<u>2,944,613,000</u>
Operating income	<u>1,097,329,000</u>	<u>978,409,000</u>
NONOPERATING REVENUES (EXPENSES):		
Payments to and due to Lottery for Education Account	(1,097,567,000)	(980,501,000)
Interest revenue	344,000	202,000
Net increase (decrease) in fair value of grand prize investments	<u>9,378,000</u>	<u>(622,000)</u>
Total nonoperating revenues (expenses)	<u>(1,087,845,000)</u>	<u>(980,921,000)</u>
Change in net position	9,484,000	(2,512,000)
NET POSITION — Beginning of year	<u>18,372,000</u>	<u>20,884,000</u>
NET POSITION — End of year	<u>\$ 27,856,000</u>	<u>18,372,000</u>

See Notes to financial statements.

GEORGIA LOTTERY CORPORATION

(A Component Unit of the State of Georgia)

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
OPERATING ACTIVITIES:		
Cash received from customers	\$ 4,242,253,000	3,914,350,000
Other operational cash received	3,963,000	4,285,000
COAM cash received	47,130,000	15,270,000
Cash paid to prize winners	(2,728,776,000)	(2,567,805,000)
Cash paid to retailers	(270,670,000)	(249,008,000)
Cash paid to contractors and employees	(160,075,000)	(146,494,000)
Other operating payments	(13,408,000)	(7,746,000)
Net cash provided by operating activities	<u>1,120,417,000</u>	<u>962,852,000</u>
NONCAPITAL FINANCING ACTIVITIES:		
Payments to Lottery for Education Account	(1,083,305,000)	(969,607,000)
Payments to DHBDD	(200,000)	(400,000)
Net cash used in noncapital financing activities	<u>(1,083,505,000)</u>	<u>(970,007,000)</u>
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Purchases of property and equipment	(2,556,000)	(2,156,000)
Proceeds from disposals of property and equipment	73,000	-
Net cash used in capital and related financing activities	<u>(2,483,000)</u>	<u>(2,156,000)</u>
INVESTING ACTIVITIES:		
Interest received	344,000	194,000
Purchase of grand prize investments	-	(20,159,000)
Maturities of grand prize investments	23,451,000	35,266,000
Net cash provided by investing activities	<u>23,795,000</u>	<u>15,301,000</u>
NET INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	58,224,000	5,990,000
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—Beginning of year	<u>205,248,000</u>	<u>199,258,000</u>
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—End of year	<u>\$ 263,472,000</u>	<u>\$ 205,248,000</u>

(Continued)

GEORGIA LOTTERY CORPORATION

(A Component Unit of the State of Georgia)

STATEMENTS OF CASH FLOWS (Continued) FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:

	<u>2016</u>	<u>2015</u>
Operating income	\$ 1,097,329,000	\$ 978,409,000
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	2,164,000	1,976,000
Provision for doubtful retailer accounts	1,477,000	389,000
Gains (Losses) on disposals of property and equipment	(72,000)	-
Net pension expense	(107,000)	-
Changes in assets and liabilities:		
Retailer accounts receivable	(5,344,000)	10,883,000
Prepaid expenses and other assets	571,000	(495,000)
Accounts payable and accrued liabilities	4,655,000	7,742,000
Prizes payable	40,067,000	(23,824,000)
Grand prizes payable	(23,437,000)	(15,110,000)
Restricted fidelity fund	108,000	16,000
Restricted Retailer Escrow	2,037,000	2,330,000
Unearned COAM Revenue	751,000	551,000
Net pension liability and related deferred inflows and outflows	(154,000)	(19,000)
Other liabilities	372,000	4,000
Net cash provided by operating activities	<u>\$ 1,120,417,000</u>	<u>\$ 962,852,000</u>
SCHEDULE OF NONCASH INVESTING, CAPITAL, AND RELATED FINANCING ACTIVITIES:		
Increase (decrease) in fair value of investments	\$ 9,378,000	\$ (2,094,000)
Accretion of grand prizes payable	<u>7,413,000</u>	<u>8,326,000</u>
Total noncash investing, capital, and related financing activities	<u>\$ 16,791,000</u>	<u>\$ 6,232,000</u>

See Notes to financial statements.

GEORGIA LOTTERY CORPORATION

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

1. REPORTING ENTITY

The Georgia Lottery Corporation (the “GLC”) was established as an instrumentality of the state with the enactment of the Georgia Lottery for Education Act (the “Act”) on November 2, 1992. The GLC is responsible for the provision of lotteries on behalf of the State of Georgia in accordance with the Act and is a component unit of the State of Georgia.

Additionally, House Bill 487 was signed into law in April, 2013 which transferred oversight responsibility for licensing and regulating coin operated amusement machines (COAMs) across the state of Georgia from the Georgia Department of Revenue to the GLC. The COAM industry is comprised of masters (machine owners) and locations (machine operators).

The GLC’s ticket sales include scratcher ticket sales, e-Instants, and draw ticket sales for *Cash 3*, *Cash 4*, *Georgia FIVE*, *Fantasy 5*, *Cash Match*, *Keno!*, *Mega Millions*, *Powerball*, *All or Nothing*, *Jumbo Bucks Lotto* with *Cash Match*, and *5 Card Cash*.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—The GLC is accounted for as an enterprise fund. Enterprise funds are used to account for activities that are financed and operated in a manner similar to private business enterprises: (1) where the costs of providing goods and services to the general public on a continuing basis are to be financed through user charges or (2) where the periodic determination of net income is considered appropriate.

Basis of Accounting—The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“generally accepted accounting principles”). Under this method, revenues are recognized when earned and expenses are recognized and recorded when a liability is incurred, regardless of the timing of cash flows. The Governmental Accounting Standards Board (“GASB”) establishes generally accepted accounting principles for governmental entities and pronouncements of the GASB are followed by the GLC.

Use of Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows of resources, liabilities, deferred inflows of resources, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition—Lottery games are sold to the public by contracted retailers. Revenue is recognized for draw games when tickets are sold to players and the related draw has occurred. Revenue is recognized for scratcher games when the product is made available for sale to the public, which is based on ticket activations by the retailers. Certain games include free tickets in the prize structure, which entitle the holder to receive one ticket of equal value. The selling price of tickets provided as prizes reduces gross ticket revenue when the prize is claimed by a player. Centralized accounting system revenue is recognized

for COAM based on the GLC percentage of the net daily revenues collected from individual Class B machines throughout the state. GLC also receives revenue from COAM owners and operators for renewing existing licenses and obtaining additional licenses. During fiscal year 2014 and prior, these licenses were considered an exchange transaction as the amounts were going to pay for the GLC's establishment of the monitoring system related to COAM. Beginning in fiscal year 2015 as the system has been established, the amount of the license significantly exceeds the cost of monitoring and thus the license revenue is a non-exchange transaction. As a non-exchange transaction, this revenue is treated as a deferred inflow of resources until the applicable licensing period is reached. Licenses are currently granted on a fiscal year basis.

Revenue and Expenses—Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues generally result from providing services in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Georgia Lottery Corporation's enterprise fund are primarily revenues from ticket sales, COAM licensing fees, and online fees. "Operating expenses" are defined under the Act as "all costs of doing business, including, but not limited to, prizes, commissions, and other compensation paid to retailers, advertising and marketing costs, personnel costs, capital costs, depreciation of property and equipment, funds for compulsive gambling education and treatment, amounts held in or paid from a fidelity fund, and other operating costs." All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses. The principal nonoperating revenues and expenses of the Georgia Lottery Corporation's enterprise fund are primarily interest income revenue, payments to and due to the Lottery for Education Account (an expense), and the net increase (revenue) or decrease (expense) in the fair value of grand prize investments.

Commissions and Bonuses— During fiscal years 2016 and 2015, retailers received a sales commission of 6% on all games. On March 15, 2011, Georgia House Bill 326 was enacted into law, which effectively eliminated all cashing bonuses and retailer incentive payments, and provided for sales commissions at a rate of 6% for all games.

Contractor Fees—The GLC has contracted with two vendors for the majority of the gaming systems and supplies. Additionally, the GLC has contracted with one vendor for operation and maintenance of the centralized COAM accounting system.

The GLC entered into a seven-year vendor contract effective September 7, 2003, with IGT Corporation ("IGT") for the operation of the gaming network that consists of over 10,300 retailer ticket terminals and associated software. On November 12, 2008, the GLC amended and extended this contract until September 11, 2013. Under the amended contract, IGT receives a fee of 1.15% of net ticket revenue. A second amendment and extension of the contract with IGT was entered into on September 24, 2012, and provides for continuation of the fee of 1.15% of net ticket revenue from September 12, 2013 through September 11, 2016, and after this date a fee of 0.99% of net ticket revenue will be applied from September 12, 2016 through September 11, 2018. Additionally, the amended contract provides for new services associated with the Player Direct Program, which includes the iHope Debit Card, internet wagering, and the mobile platform that was launched in November 2015. The amended contract also provides for IVR (interactive voice response) services.

The GLC entered into a seven-year vendor contract effective September 7, 2003, with Scientific Games, Inc. for the printing and distribution of scratcher game tickets. On November 12, 2008, the GLC amended and extended this contract until September 10, 2013. Under the amended contract, Scientific Games, Inc. received a fee of 1.2875% of net scratcher game tickets distributed to retailers through December 31, 2008. After that date, the fee lowered to 1.1781% through December 31, 2009. From January 1, 2010 through June 30, 2010, the rate was 1.15%, and the rate for fiscal year 2011 was 1.10%. This rate continued through December 31, 2011. On June 15, 2011, the GLC amended and extended this

contract until September 10, 2018. Under the amended contract, Scientific Games, Inc. will receive a fee of .99% of net scratcher game tickets distributed to retailers beginning January 1, 2012 until the end of the contract.

The GLC entered into a eight-year vendor contract effective June 12, 2014, with INTRALOT, Inc. for the development, implementation, and maintenance of a centralized COAM accounting system. Under the current contract, INTRALOT receives a fee of 1.2489% of net daily revenues generated by COAM machines. This rate remains fixed throughout the life of the agreement. The contract ends December 31, 2022.

The GLC entered into a vendor contract effective January 27, 2006, with Pollard Banknote Limited Partnership (“Pollard”) for the printing of various scratcher game tickets for which the vendor has exclusive rights. Pollard receives a fee based on the quantity of scratcher tickets printed. The original contract ended June 30, 2011, but was extended three additional years until June 30, 2014. The contract was not extended in 2014. Pollard printed one scratcher game during 2015 which was *\$5 Cadillac Riches*.

Prizes—In accordance with the Act, as nearly as practical, at least 45% of ticket sales must be returned to the public in the form of prizes. Prize expense for scratcher games is recognized based on the predetermined prize structure for each game. Generally, prize expense for *Cash 3*, *Cash 4*, *Georgia FIVE*, *Cash Match*, *Keno!*, *All or Nothing* and *5 Card Cash* draw games is recognized based on the estimated payout experience over the life of the games or the industry averages. Prize expense for *Fantasy 5* and *Jumbo Bucks Lotto* is recorded on a pari-mutuel basis according to the game structure based on a percentage of revenue recognized.

Mega Millions, is a multi-state lottery game operated by member lotteries. *Mega Millions* prizes are shared based on contributions to the prize pools by the member lotteries. Grand prize investments for jackpot winners who purchased tickets in Georgia are held by the GLC.

The *Powerball* grand prize is a shared prize from contributions to the prize pool by all member lotteries of the Multi-State Lottery Association (“MUSL”) and certain *Mega Millions* states including Georgia which sell *Powerball* tickets without being a member of MUSL. All *Powerball* grand prizes won by players who purchased tickets in Georgia are funded by investments purchased by MUSL. The investments are held by MUSL in trust for the GLC and are paid in 20 annual installments. No investments were held in trust by MUSL in the statement of net position at June 30, 2016. The GLC withdrew from MUSL on August 31, 1996. During fiscal year 2010, the GLC, along with the other participating *Mega Millions* states, entered into an agreement with the MUSL authorizing the cross-sell of tickets for the *Powerball* game. Ticket sales under the cross-sell agreement began on January 31, 2010, and the first *Powerball* drawing including participating *Mega Millions* states was held on February 1, 2010.

Unclaimed Prizes—Prizes must be claimed no later than 90 days after game-end for scratcher games and within 180 days after the draw date for draw games. An estimate of the unclaimed prizes is based upon the historical experience rate as a percentage of ticket sales. In accordance with the Act, \$200,000 of unclaimed prizes must be transferred to the Department of Behavioral Health and Developmental Disabilities for the treatment of compulsive gambling and related educational programs. Transfers for this purpose for each fiscal year have been \$200,000. The remainder of unclaimed prizes is used to fund future prizes or special prize promotions, as defined by the statute. The GLC also transferred \$200,000 on behalf of the COAM business unit as part of their operating expenses.

Net Position—Net position represents cumulative revenues less expenses in excess of net proceeds transferred to the Lottery for Education Account, as defined under the Act (see Note 7). Net position includes funds invested in capital assets and unrestricted net position. Unrestricted net position normally

results from the inclusion of capital costs in the determination of net proceeds as required by the Act and the cumulative effect of periodic adjustments to recognize the fair value of grand prize investments held to fund grand prizes payable. Grand prize investments are purchased to finance future payments to *Monopoly Millionaires' Club*, *Jumbo Bucks Lotto*, *Mega Millions*, *Powerball*, *Decades of Dollars*, and certain scratcher game grand prize winners. Any increases or decreases in the fair value of these investments are determined to be unrealized and will not affect (i) the future ability to hold these investments or (ii) the amount of funds available for distribution to the Lottery for Education Account. Unrealized gains on grand prize investments at June 30, 2016 and 2015 were \$28,726,000 and \$19,348,000, respectively, resulting in a net change of \$9,378,000 in the fair value of grand prize investments.

Cash and Cash Equivalents—The GLC considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. This includes cash in banks, petty cash, and balances on account in Georgia Fund 1.

Accounts Receivable—Accounts receivable represents lottery proceeds due from retailers for net ticket sales less commissions and prizes paid by the retailers and from COAM operators (Locations) for net revenues collected from COAM machines. Lottery proceeds are collected weekly from retailer and COAM operator bank accounts held in trust for the GLC. An allowance for doubtful accounts is established based on management's estimate of retailer and COAM operator receivables that will not be collected. At June 30, 2016 and 2015, the allowance for uncollectible retailer receivables was \$4,281,000 and \$3,059,000, respectively.

Capital Assets—Capital assets are stated at cost less accumulated depreciation. Depreciation on capital assets is computed using the straight-line method over the estimated useful lives of three to ten years. Leasehold improvements are amortized over their expected useful lives or the lease term, whichever is shorter. When assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the results from operations in the period of disposal.

Fidelity Fund—In accordance with the Act, retailers and COAM locations contribute a fee to a fidelity fund upon acceptance as a GLC retailer or COAM operator. The GLC is reimbursed from available funds for any losses incurred as a result of the misfeasance or malfeasance of GLC retailers or COAM locations. At the end of each year, any amount in the fund in excess of \$500,000 is treated as net proceeds from the GLC subject to transfer to the Lottery for Education Account. There were no fidelity funds available for transfer as net proceeds for the years ended June 30, 2016 and 2015. The fidelity fund proceeds are held in a separate account and are presented in the statements of net position as restricted fidelity fund cash and in liabilities as restricted fidelity funds.

Escrow Fund—Retailers and COAM locations pledge cash deposits to an escrow funds management service offered by a commercial bank selected by the GLC. This is one of the acceptable forms of Financial Security Deposits from Retailers pursuant to Section 19 of the Georgia Lottery for Education Act, Chapter 2 of the GLC Policies entitled 'Retailer Rules and Regulations,' and Chapter 8.2 of the GLC Policies entitled 'Retailer Credit and Financial Security Policy,' and appropriate Executive Orders. The GLC is reimbursed from available funds for any losses incurred as a result of the misfeasance or malfeasance of GLC retailers or COAM operators. The retailers' escrow funds are not subject to transfer to the Lottery for Education Account. The retailer escrow fund proceeds are held in a separate account and are presented in the statements of net position as restricted retailer escrow fund cash and in liabilities as restricted retailer escrow funds.

Coin Operated Amusement Machines (COAM)

The GLC deployed an internally developed licensing application system in May, 2014. As of June 30, 2015, approximately 200 Class B owners and 5,000 Class B operators have applied for licenses via this online system. In June, 2014, the GLC Board of Directors accepted the recommendation of the COAM Advisory Board and awarded a contract to develop and implement a centralized COAM accounting system to INTRALOT, Inc. The system was implemented in January, 2015. During fiscal year 2016, COAM contributed \$36.2 million in COAM revenue sharing, \$9.5 million in licensing fees, and \$1.1 million in fines, and penalties. COAM contributed an additional \$8.2 million in renewal fees received in advance of the fiscal year 2017 licensing period, an increase of \$0.8 million over the 2016 licensing period. Under House Bill 487, net revenue from COAM licensing renewal received by the GLC in fiscal year 2014 was restricted for procurement of a centralized accounting system designed to account for all licensed COAMs throughout the State. The Board of Directors approved returning \$5.0 million of the 2014 net proceeds to the Lottery for Education Account in 2014 due to savings obtained in the centralized system contract. The additional \$1.9 million was returned during fiscal year 2015.

Compensated Absences—Employees earn the right to be compensated during absences for vacation and illness. Unused leave benefits are paid to employees upon separation from service. The cost of vacation and vested sick leave benefits is accrued in the period in which it was earned. In March 2005, the GLC adopted a new policy concerning payments of accrued sick leave upon termination. Sick leave accrued by employees prior to March 1, 2005, and not used prior to termination is paid at a 50% rate upon termination. No payments will be made for sick leave accrued after March 1, 2005, and not used by the employee before termination.

Pensions—For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Employees' Retirement System (ERS) and additions to/deductions from ERS's fiduciary net position have been determined on the same basis as they are reported by ERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Budget—Georgia Statute requires the GLC to submit to the Office of Planning and Budget (“OPB”) and the State Auditor, annually by June 30, a proposed operating budget for the next fiscal year. Additionally, the GLC is required to submit to the OPB annually, on September 1, a proposed operating budget for the GLC and an estimate of net proceeds for the succeeding fiscal year. The GLC complied with these requirements in 2016 and 2015.

3. CASH, CASH EQUIVALENTS, AND GRAND PRIZE INVESTMENTS

During the year ended June 30, 2005, the GLC adopted the provisions of SGAS No. 40, *Deposit and Investment Risk Disclosures*, which amends SGAS No. 3, *Deposits with Financial Institutions, Investments (including Repurchase Agreements), and Reverse Repurchase Agreements*, which recognizes that deposits and investments of state and local governments are exposed to risks that have the potential to result in losses. This statement establishes and modifies disclosure requirements related to investment and deposit risks; accordingly, the GLC's note disclosures on cash, cash equivalents, and investments are in conformity with the provisions of SGAS No. 40. Following “exception-based reporting,” the GLC is not required to disclose risks that do not apply to it. Additionally, in 2016 the Georgia Lottery changed banking service providers from Bank of America to SunTrust Bank. This change was effective January 1, 2016 and includes a nine-month transition period. At fiscal year end, the GLC has transitioned all of its major accounts to SunTrust. The Safekeeping and escrow accounts will transition in September.

Cash—Cash is held in demand deposits at various financial institutions. The majority of the GLC’s daily operating cash is held in a master operating account with SunTrust Bank and Bank of America during the transition of banks. Other miscellaneous cash accounts for accounts payable, prizes payable, retailer return items, district offices, promotions, payroll, and petty cash are held in accounts with SunTrust Bank and Bank of America, except for the Columbus and Tifton district office accounts which are held with SunTrust Bank. At June 30, 2016, the GLC’s Master Operating Account had a book balance of \$34,175,000 and a bank balance of \$34,096,000. This includes COAM cash consisting of a book balance of \$19,691,000 and a bank balance of \$20,159,000. At June 30, 2016, the other miscellaneous accounts had a net book balance of (\$728,000) which was primarily due to outstanding checks for the accounts payable and prize check zero balance cash accounts and a bank balance of \$430,000. This includes COAM cash consisting of a book balance of (\$52,000) and a bank balance of \$0. The net carrying value and bank balance of all GLC cash accounts as of June 30, 2016 was \$33,447,000 and \$34,526,000 respectively. At June 30, 2015, the GLC’s Master Operating Account had a book balance of \$21,495,000 and a bank balance of \$21,343,000. This includes COAM cash consisting of a book balance of \$12,631,000 and a bank balance of \$12,695,000. At June 30, 2015, the other miscellaneous accounts had a bank balance of \$258,000 and net book balance of (\$1,144,000) which was primarily due to outstanding checks for the accounts payable and prize check zero balance cash accounts. This includes COAM cash consisting of a book balance of (\$64,000) and a bank balance of \$0. The net carrying value and bank balance of all GLC cash accounts as of June 30, 2015 were \$20,351,000 and \$21,601,000 respectively. These deposits were entirely insured by FDIC insurance or collateralized by investment securities held by the GLC’s agent in the GLC’s name.

Cash Equivalents—Cash equivalents represent surplus cash invested in Georgia Fund 1 administered by the State of Georgia’s Office of the State Treasurer. The voluntary fund is a short-term investment vehicle that is available for use by state entities and local governments. Georgia Fund 1 invests its assets in U.S. Treasury bills, U.S. Treasury notes, securities issued by federal agencies and instrumentalities, banker’s acceptances, and repurchase agreements.

The Georgia Fund 1 is an external investment pool managed by the Office of the State Treasurer in accordance with policies and procedures established by state law and the State Depository Board, the oversight Board for the Office of the State Treasurer. The pool adjusts the value of its investments to fair market value as of year-end and the GLC’s investment in the Georgia Fund 1 is reported at fair value. The Georgia Fund 1 is an AAf rated investment pool by Standard & Poor’s, and the portfolio’s weighted average maturity is forty two (42) days at June 30, 2016. Under SGAS No. 40, since these funds represent an externally managed pool it is not exposed to custodial credit risk, and therefore, no custodial credit risk disclosures are required. The GLC’s investment in Georgia Fund 1 was approximately \$218,638,000 and \$175,656,000 at June 30, 2016 and 2015, respectively. Interest earned on the GLC’s investments was approximately \$344,000 and \$202,000 for the years ended June 30, 2016 and 2015, respectively.

Other Deposits— Cash maintained in the Retailer Escrow Fund bank account had bank and book balances of \$11,597,000 and \$11,255,000 respectively, as of June 30, 2016. Cash maintained in the Fidelity Fund bank account has bank and book balances of \$112,000 and \$130,000, respectively, as of June 30, 2016. The Retailer Escrow Fund and the restricted COAM fund accounts were maintained with Bank of America and the Fidelity Fund account was maintained with Carver State Bank and each account was entirely insured by FDIC insurance or collateralized by investment securities held by the GLC’s agent in the GLC’s name

Cash maintained in the Retailer Escrow Fund bank account had bank and book balances of \$9,435,000 and \$9,218,000, respectively, as of June 30, 2015. Cash maintained in the Fidelity Fund bank account has bank and book balances of \$61,000 and \$22,000, respectively, as of June 30, 2015. Cash maintained in the restricted COAM fund has a zero balance as of June 30, 2015. Cash maintained in the Fidelity Fund

bank account has bank and book balances of \$61,000 and \$22,000, respectively, as of June 30, 2015. Cash maintained in the restricted COAM fund has a zero balance as of June 30, 2015. The Retailer Escrow Fund and the restricted COAM fund accounts were maintained with Bank of America and the Fidelity Fund account was maintained with Carver State Bank and each account was entirely insured by FDIC insurance or collateralized by investment securities held by the GLC's agent in the GLC's name.

Grand Prize Investments—All grand prize investments represent funds held to pay grand prize winners who are entitled to multiyear payments. Grand prize investments at June 30, 2016 and 2015, consist of the following:

	Fair Value	
	2016	2015
U.S. Treasury securities	\$ 213,611,000	\$ 220,271,000
	<u>\$ 213,611,000</u>	<u>\$ 220,271,000</u>

Grand prize investments are not presented as current assets, as they are not part of the GLC's current operations. Changes in grand prize investments for the years ended June 30, 2016 and 2015 consisted of the following:

Fair value—June 30, 2014	\$ 219,353,000
Purchases	20,159,000
Payments to grand prize winners	(26,945,000)
Investments sold	-
Interest earned on current-year maturities	8,326,000
Change in fair value	<u>(622,000)</u>
Fair value—June 30, 2015	<u>220,271,000</u>
Purchases	-
Payments to grand prize winners	(23,451,000)
Investments sold	-
Interest earned on current-year maturities	7,413,000
Change in fair value	<u>9,378,000</u>
Fair value—June 30, 2016	<u>\$ 213,611,000</u>

Grand prize investments are recorded at their fair values. Increases or decreases in the fair value of these investments are recorded as nonoperating revenue (expense). The GLC categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

The GLC has the following recurring fair value measurements as of June 30, 2016:

<u>Investment</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
United States Treasuries	-	213,611,000	-	213,611,000
Total investments measured at fair value	-	213,611,000	-	213,611,000
Investments not subject to level disclosure:				
Georgia Fund 1				218,638,000
Total Cash Equivalents and Investments				\$ 432,249,000

The investment in United States Treasuries classified as Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices.

The Georgia Fund 1 is an investment pool which does not meet the criteria of GASB Statement No. 79 and is thus valued at fair value in accordance with GASB Statement No. 31. As a result, the GLC does not disclose the investment in the Georgia Fund 1 within the fair value hierarchy.

Custodial credit risk for Deposits—Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. State statutes require all deposits and investments (other than federal or state government instruments) to be collateralized by depository insurance, obligations of the U.S. government, or bonds of public authorities, counties, or municipalities. As of June 30, 2016, all deposits are considered insured.

Investments—The GLC’s investments consist of U.S. Treasury Strips (principal and interest) that are held to maturity to fund grand prize winners for several draw games, including *Lotto Georgia*, *The Big Game*, *Mega Millions*, *Lotto South*, and *Win For Life*, and various Scratchers Games with annuity prizes such as *Georgia’s \$500 Million Club*, *Georgia Lottery Black*, *Super Millions*, and *Maximum Green*. At June 30, 2016, the GLC’s investment balances consisted of:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity</u>
U.S Treasury Strips	\$ <u>213,611,000</u>	Weighted average maturity of 6.9 years
Total	\$ <u>213,611,000</u>	

U.S Treasury Strips held by the GLC are AAA-rated and current holdings mature quarterly beginning August 2016 through August 2039.

Interest Rate Risk—The GLC’s deposits in the master operating account with Bank of America are subject to fluctuations in short-term interest rates. The GLC purchases investments to fund future prize payments at fixed amounts for grand prize winner obligations, as detailed in Note 5, Grand Prizes Payable. Periodic market fluctuations affect the fair value of grand prize investments. The GLC expects to hold grand prize investments to maturity to meet future grand prize payments and, therefore, will not realize any gains or losses related to the changes in the market. The only exposure that the GLC has in regards to interest rate sensitivity is for the GLC’s master operating account, since there is no investment related impact on the GLC resulting from the effect of interest rate changes on grand prize investments.

Credit Risk—State laws limit the investment sources available to the GLC to United States Treasury securities, federal agency securities, state of Georgia securities, repurchase or reverse repurchase agreements, bank certificates of deposits, Georgia Fund 1, life insurance annuity contracts, and investments that would be permissible for the legal reserves of domestic life insurance companies under the laws of the state of Georgia.

Custodial Credit Risk—For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the GLC will not be able to recover the value of its investments in the possession of an outside party. The GLC entered into a Collateral pool agreement with Bank of America on January 13, 2015. Custodial risk is mitigated by the pooling of assets with other Georgia state agencies consistent with State Treasury requirements. As a result, pledged securities are no longer required.

4. CAPITAL ASSETS

Capital assets at June 30, 2016 and 2015 consisted of the following:

	Balance at June 30, 2015	Increases	Decreases	Balance at June 30, 2016
Capital assets:				
Furniture and fixtures	\$ 2,867,000	\$ 116,000	\$ -	\$ 2,983,000
Computer and communications equipment	12,829,000	341,000	(31,000)	13,139,000
Vehicles	3,169,000	621,000	(325,000)	3,465,000
COAM Vehicles	209,000	87,000	-	296,000
Leasehold improvements	4,765,000	414,000	-	5,179,000
COAM improvements	405,000	-	-	405,000
Software	3,589,000	91,000	-	3,680,000
COAM Software	875,000	-	-	875,000
Other assets	1,709,000	38,000	-	1,747,000
Gaming Equipment	<u>1,204,000</u>	<u>848,000</u>	<u>-</u>	<u>2,052,000</u>
Total capital assets at historical cost	31,621,000	2,556,000	(356,000)	33,821,000
Less accumulated depreciation	<u>(26,128,000)</u>	<u>(2,164,000)</u>	<u>356,000</u>	<u>(27,936,000)</u>
Capital assets—net	<u>\$ 5,493,000</u>	<u>\$ 392,000</u>	<u>\$ -</u>	<u>\$ 5,885,000</u>

	Balance at June 30, 2014	Increases	Decreases	Balance at June 30, 2015
Capital assets:				
Furniture and fixtures	\$ 2,855,000	\$ 12,000	\$ -	\$ 2,867,000
Computer and communications equipment	12,427,000	402,000	-	12,829,000
Vehicles	3,186,000	-	(17,000)	3,169,000
COAM Vehicles	24,000	185,000	-	209,000
Leasehold improvements	4,751,000	14,000	-	4,765,000
COAM improvements	223,000	182,000	-	405,000
Software	3,400,000	189,000	-	3,589,000
COAM Software	662,000	213,000	-	875,000
Other assets	1,709,000	-	-	1,709,000
Gaming Equipment	<u>245,000</u>	<u>959,000</u>	<u>-</u>	<u>1,204,000</u>
Total capital assets at historical cost	29,482,000	2,156,000	(17,000)	31,621,000
Less accumulated depreciation	<u>(24,169,000)</u>	<u>(1,976,000)</u>	<u>17,000</u>	<u>(26,128,000)</u>
Capital assets—net	<u>\$ 5,313,000</u>	<u>\$ 180,000</u>	<u>\$ -</u>	<u>\$ 5,493,000</u>

5. GRAND PRIZES PAYABLE

Grand prizes payable is recorded at the net present value of the U.S. Treasury securities purchased for each jackpot winner. Grand prizes payable was accreted by approximately \$7,413,000 and \$8,326,000 for the years ended June 30, 2016 and 2015, respectively. Grand prizes payable are not presented as current liabilities, as they are not part of the GLC's current operations.

Future payments of grand prizes payable at June 30, 2016, are scheduled as follows:

2017	20,922,000
2018	17,400,000
2019	16,912,000
2020	16,912,000
2021	16,912,000
2022-2026	81,035,000
2027-2031	41,947,000
2032-2036	19,504,000
2037-2040	<u>8,668,000</u>
	240,212,000
Less imputed interest	<u>(54,122,000)</u>
Net present value of grand prizes payable	<u>\$ 186,090,000</u>

The Omnibus Consolidated and Emergency Supplemental Appropriations Act, 1999 (the "Omnibus Act") was enacted into federal law on October 21, 1998. Included in this Omnibus Act is a Special Rule for Cash Options for Receipt of Qualified Prizes ("Special Rule"). Pursuant to the Special Rule, the GLC may extend to recipients of "qualified prizes" the opportunity, within a certain period after the drawing, to select a lump-sum payment equivalent to the cash value of an annuitized prize. Qualified prizes, as defined in the Omnibus Act, include multiple-year payments of a minimum of ten years.

Claimants of qualified prizes, as defined in the GLC Rules and Regulations, on or after the date of enactment of the Omnibus Act, can make an irrevocable election to receive a lump-sum cash payment equivalent of the annuitized prize within 60 days of the claim date. Grand prizes payable at June 30, 2016, consist of no qualified prizes under this provision of the Special Rule.

6. OPERATING LEASES

The GLC has entered into operating leases for the rental of office space for its headquarters and district offices. Certain operating leases contain provisions for scheduled rental increases and are renewable at the option of the GLC.

Future minimum rental payments on non-cancellable leases with original terms of one year or more are scheduled as follows:

<u>Year Ending June 30,</u>	<u>Operating Leases</u>
2017	\$ 2,567,000
2018	2,612,000
2019	2,636,000
2020	2,639,000
2021	2,423,000
2022 - 2023	<u>5,238,000</u>
	18,115,000
Less sublease revenues	<u>(3,807,000)</u>
Total	<u>\$14,308,000</u>

Rental expense under all operating leases totaled approximately \$2,783,000 and \$2,815,000 for the years ended June 30, 2016 and 2015, respectively.

7. DUE TO LOTTERY FOR EDUCATION ACCOUNT

In accordance with the Act, all net proceeds of the GLC are due to the Lottery for Education Account within the state of Georgia Treasury. Net proceeds is defined under the Act as “all revenue derived from the sale of lottery tickets or shares and all other monies derived from the GLC less operating expenses.” Any unrealized gain or loss resulting from changes in fair value of grand prize investments does not represent funds received from GLC operations and is excluded from determination of “net proceeds.”

“Operating expenses” are defined under the Act as “all costs of doing business, including, but not limited to, prizes, commissions, and other compensation paid to retailers, advertising and marketing costs, personnel costs, capital costs, depreciation of property and equipment, funds for compulsive gambling education and treatment, amounts held in or paid from a fidelity fund, and other operating costs.”

Net proceeds and operating expenses for the years ended June 30, 2016 and 2015, are summarized as follows:

	<u>2016</u>	<u>2015</u>
Operating revenues:		
Ticket sales	\$ 4,555,890,000	\$ 4,195,151,000
Less tickets provided as prizes	(307,960,000)	(291,684,000)
Net ticket sales	4,247,930,000	3,903,467,000
Online fees and other revenues	3,964,000	4,285,000
COAM Licensing fees	47,130,000	15,270,000
Interest revenue and other	344,000	202,000
GLC proceeds	<u>4,299,368,000</u>	<u>3,923,224,000</u>
Operating expenses—as defined:		
Gaming	3,154,492,000	2,903,163,000
Operating	47,309,000	41,467,000
Other	2,756,000	2,357,000
Total operating expenses—as defined	<u>3,204,557,000</u>	<u>2,946,987,000</u>
Net proceeds before distribution of unrestricted net position	<u>1,094,811,000</u>	<u>976,237,000</u>
Other:		
Funds resulting from current year capital purchases	2,556,000	-
Funds resulting from previous years' capital purchases	-	2,156,000
Funds for current year compulsive gambling education and treatment	200,000	-
Funds for previous years' compulsive gambling education and treatment	-	200,000
Total other	<u>2,756,000</u>	<u>2,356,000</u>
Net proceeds subject to transfer	<u>\$ 1,097,567,000</u>	<u>\$ 978,592,000</u>
Amount due to Lottery for Education Account for year	\$ 1,097,567,000	\$ 978,592,000
COAM Retained Earnings	-	-
Amount paid during year	<u>(833,553,000)</u>	<u>(728,841,000)</u>
Amount due to Lottery for Education Account for year	<u>\$ 264,014,000</u>	<u>\$ 249,751,000</u>

8. EMPLOYEE BENEFITS

401(k) Defined Contribution Plan—Effective July 1, 1998, House Bill 441 was enacted into law, allowing the Georgia Lottery Corporation to participate in the Deferred Compensation Plan offered by the state of Georgia for public employees pursuant to Section 401(k) of the Internal Revenue Code.

There were 340 GLC employees participating in the 401(k) plan at June 30, 2016. For the years ended June 30, 2016 and 2015, GLC contributed \$1,594,000 and \$1,436,000 to the plan, respectively. Contributions by plan participants during fiscal years ended June 30, 2016 and 2015 were \$924,000 and \$837,000, respectively.

457 Deferred Compensation Plan—Beginning in December 1994, the GLC offered its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all full-time employees at their option, permits participants to defer a portion of their salary until future years. The deferred compensation is not available to participants until termination, retirement, death, or unforeseeable emergency.

Section 1448 of the Small Business Job Protection Act of 1996 added Subsection (g) to Section 457 of the Internal Revenue Service Code to provide that all assets and income under a Section 457(b) plan that are maintained by a state or local government employer must be held in trust for the exclusive benefit of plan participants and their beneficiaries. In September, 2013, the GLC transferred custodianship of the plan's assets from Nationwide Retirement Services to Great-West Financial. As of June 30, 2016 and 2015, the fair value of the plan's assets was \$3,601,000 and \$3,506,000, respectively. Contributions by participants during the years ended June 30, 2016 and 2015 were \$231,000 and \$223,000, respectively.

Compensated Absences— At June 30, 2016 and 2015, the balance for compensated absences was \$3,491,000 and \$3,217,000, respectively. The year-end balances are comprised of earned and unused vacation and sick leave hours. At separation, employees are compensated for all earned vacation and any remaining sick leave hours accrued prior to March 1, 2005. Increases to the compensated absences balance represent vacation and sick leave hours earned by employees and decreases represent their usage of leave.

During the year ended June 30, 2016, employees earned and used leave totaling \$1,595,000 and \$1,321,000 respectively. During the year ended June 30, 2015, employees earned and used leave totaling \$1,501,000 and \$1,427,000, respectively. The current portion of the compensated absence liability, expected to be due within one year of the statement date, June 30, 2016, is estimated using historical trends. At June 30, 2016 and 2015, the estimated current portion of the compensated absences liability was \$234,000 and \$259,000, respectively.

Defined Benefit Plan – Employees' Retirement System

General Information

Plan description: – ERS is a cost-sharing multiple-employer defined benefit pension plan established by the Georgia General Assembly during the 1949 Legislative Session for the purpose of providing retirement allowances for employees of the State of Georgia and its political subdivisions. ERS is directed by a Board of Trustees. Title 47 of the O.C.G.A. assigns the authority to establish and amend the benefit provisions to the State Legislature. ERS issues a publicly available financial report that can be obtained at www.ers.ga.gov/formspubs/formspubs.

Benefits provided: The ERS Plan supports three benefit tiers: Old Plan, New Plan, and Georgia State Employees' Pension and Savings Plan (GSEPS). Employees under the old plan started membership prior to July 1, 1982 and are subject to plan provisions in effect prior to July 1, 1982. Members hired on or after July 1, 1982 but prior to January 1, 2009 are new plan members subject to modified plan provisions. Effective January 1, 2009, new state employees and rehired state employees who did not retain membership rights under the Old or New Plans are members of GSEPS. ERS members hired prior to January 1, 2009 also have the option to irrevocably change their membership to GSEPS.

Under the old plan, the new plan, and GSEPS, a member may retire and receive normal retirement benefits after completion of 10 years of creditable service and attainment of age 60 or 30 years of creditable service regardless of age. Additionally, there are some provisions allowing for early retirement after 25 years of creditable service for members under age 60.

Retirement benefits paid to members are based upon the monthly average of the member's highest 24 consecutive calendar months, multiplied by the number of years of creditable service, multiplied by the applicable benefit factor. Annually, postretirement cost-of-living adjustments may also be made to members' benefits, provided the members were hired prior to July 1, 2009. The normal retirement pension is payable monthly for life; however, options are available for distribution of the member's monthly pension, at reduced rates, to a designated beneficiary upon the member's death. Death and disability benefits are also available through ERS.

Contributions: Member contributions under the old plan are 4% of annual compensation, up to \$4,200, plus 6% of annual compensation in excess of \$4,200. Under the old plan, the state pays member contributions in excess of 1.25% of annual compensation. Under the old plan, these state contributions are included in the members' accounts for refund purposes and are used in the computation of the members' earnable compensation for the purpose of computing retirement benefits. Member contributions under the new plan and GSEPS are 1.25% of annual compensation. The GLC's contractually required contribution rate, actuarially determined annually, for the year ended June 30, 2016 was 24.72% of annual covered payroll for old and new plan members and 21.69% for GSEPS members. The GLC's contributions to ERS totaled \$77,145 for the year ended June 30, 2016. Contributions are expected to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

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

Effective July 1, 2014, the GLC implemented the provisions of GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*, which significantly changed the GLC's accounting for pension amounts. The information disclosed below is presented in accordance with this new standard.

At June 30, 2016, the GLC reported a liability for its proportionate share of the net pension liability in the amount of \$746,000. The net pension liability was measured as of June 30, 2015. The total pension liability used to calculate the net pension liability was based on an actuarial valuation as of June 30, 2014. An expected total pension liability as of June 30, 2015 was determined using standard roll-forward techniques. The GLC's proportion of the net pension liability was based on contributions to ERS during the fiscal year ended June 30, 2015. At June 30 2015, the Employer's proportion was 0.018400%, which was a decrease of 0.005593 % from its proportion measured as of June 30, 2014 of 0.023993%.

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

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Differences between expected and actual experience	\$	\$ 6,000
Net difference between projected and actual earnings on pension plan investments	-	54,000
Changes in proportion and differences between Employer contributions and proportionate share of contributions	16,000	157,000
Employer contributions subsequent to the measurement date	<u>77,000</u>	<u>-</u>
Total	<u>\$ 93,000</u>	<u>\$ 217,000</u>

GLC contributions subsequent to the measurement date of \$77,000 are reported as deferred outflows of resources and will be recognized as a reduction of the net pension liability in the year ended June 30, 2017. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended June 30:

2017	\$ (116,000)
2018	(78,000)
2019	(24,000)
2020	17,000

Actuarial assumptions: The total pension liability as of June 30, 2015 was determined by an actuarial valuation as of June 30, 2014 using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	3.00%
Salary increases	5.45 – 9.25%, including inflation
Investment rate of return	7.50%, net of pension plan investment expense, including inflation

Mortality rates were based on the RP-2000 Combined Mortality Table for the periods after service retirement, for dependent beneficiaries, and for deaths in active service, and the RP-2000 Disabled Mortality Table set back eleven years for males for the period after disability retirement.

The actuarial assumptions used in the June 30, 2014 valuation were based on the results of an actuarial experience study for the period July 1, 2004 – June 30, 2009.

The long-term expected rate of return on pension plan investments was determined using a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected nominal returns, net of pension plan investment expense and the assumed rate of inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset class	Target allocation	Long-term expected real rate of return*
Fixed income	30.00%	3.00%
Domestic large equities	39.70	6.50
Domestic mid equities	3.70	10.00
Domestic small equities	1.60	13.00
International developed market equities	18.90	6.50
International emerging market equities	6.10	11.00
Total	100.00%	

* Rates shown are net of the 3.00% assumed rate of inflation

Discount rate: The discount rate used to measure the total pension liability was 7.50 %. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rate and that employer and State of Georgia contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rate. Based on those assumptions, the pension plan’s fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the GLC’s proportionate share of the net pension liability to changes in the discount rate: The following presents the GLC’s proportionate share of the net pension liability calculated using the discount rate of 7.50 %, as well as what the GLC’s proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.50 %) or 1-percentage-point higher (8.50 %) than the current rate:

	1% Decrease (6.50%)	Current discount rate (7.50%)	1% Increase (8.50%)
Employer's proportionate share of the net pension liability	\$ 1,057,000	\$ 746,000	\$ 480,000

Pension plan fiduciary net position: Detailed information about the pension plan’s fiduciary net position is available in the separately issued ERS financial report which is publically available at www.ers.ga.gov/formspubs/formspubs.

CONTINGENCIES

The GLC is subject to litigation in the ordinary course of its business. In the opinion of management and legal counsel, the outcome of such litigation will not have a material impact on the financial position or cash flows of the GLC.

10. RISK MANAGEMENT

The GLC is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and injuries to employees. The GLC obtains umbrella insurance coverage for property, liability, vehicle fleet, workers' compensation, and unemployment compensation through the State of Georgia's Department of Administrative Services ("DOAS"). The GLC purchased additional commercial insurance for certain company-owned vehicles. DOAS, as a component of the State of Georgia, utilizes self-insurance programs established by individual agreement, statute or administrative action to provide property insurance covering fire and extended coverage and automobile insurance and to pay losses that might occur from such causes; liability insurance for employees against personal liability for damages arising out of performance of their duties; survivors' benefits for eligible members of the Employees' Retirement System; consolidating processing of unemployment compensation claims against state agencies and the payment of sums due to the Department of Labor; and workers' compensation statutes of the State of Georgia. These self-insurance funds are accounted for as internal service funds of the State of Georgia where assets are set aside for claim settlements. The majority of the risk management programs are funded by assessments charged to participating organizations. A limited amount of commercial insurance is purchased by the self-insurance funds applicable to property, employee and automobile liability, fidelity, and certain other risks to limit the exposure to catastrophic losses. Otherwise, the risk management programs service all claims against the state for injuries and property damage.

Financial information relative to self-insurance funds is presented in the financial reports of the Department of Administrative Services and the Employees' Retirement System for the years ended June 30, 2016 and 2015.

Annually, the GLC negotiates and currently contracts with CIGNA for its employee health insurance coverage and Guardian Life for dental and vision coverage. Unum is the provider for short-term disability, long-term disability, and term life insurance coverage. The GLC's health, dental, and vision insurance plans are funded by contributions from plan participants and by GLC employer contributions.

Georgia Lottery Corporation
Required Supplementary Information
Schedule of Proportionate Share of the Net Pension Liability
Employees' Retirement System
For the Year Ended June 30
(Dollar amounts in thousands)

	<u>2016</u>	<u>2015</u>
GLC's proportion of the net pension liability	0.018400%	0.023993%
GLC's proportionate share of the net pension liability	\$ 746,000	900,000
GLC's covered-employee payroll	\$ 472,000	534,000
GLC's proportionate share of the net pension liability as a percentage of its covered-employee payroll	158.05%	168.54%
Plan fiduciary net position as a percentage of the total pension liability	76.20%	77.99%

Note: Schedule is intended to show information for the last 10 fiscal years. Additional years will be displayed as they become available.

Georgia Lottery Corporation
Required Supplementary Information
Schedule of Contributions
Employees' Retirement System
For the Year Ended June 30:
(Dollar amounts in thousands)

	2016	2015	2014	2013
Contractually required contribution	\$ 77,000	101,000	100,000	78,000
Contribution in relation to the Contractually requires contribution	\$ <u>77,000</u>	<u>101,000</u>	<u>100,000</u>	<u>78,000</u>
Contribution deficiency (excess)	\$ 0	0	0	0
GLC's covered employee payroll	\$ 303,000	472,000	534,000	529,000
Contribution as a percentages Of covered-employee payroll	25.41%	21.50%	18.67%	14.76%

Georgia Lottery Corporation
Notes to Required Supplementary Information
For the Year Ended June 30, 2016
(Dollar amounts in thousands)

Changes of assumptions: There were no changes in assumptions or benefits that affect the measurement of the total pension liability since the prior measurement date.

Method and assumptions used in calculations of actuarially determined contributions: The actuarially determined contribution rates in the schedule of contributions are calculated as of June 30, three years prior to the end of the fiscal year in which contributions are reported. The following actuarial methods and assumptions were used to determine the contractually required contributions for year ended June 30, 2016 reported in that schedule:

Valuation date	June 30, 2013
Actuarial cost method	Entry age
Amortization method	Level dollar, open
Remaining amortization period	25 years
Asset valuation method	Five-year smoothed market
Inflation rate	3.00%
Salary increases	5.45% - 9.25%
Investment rate of return	7.50%, net of pension plan investment expense, including inflation

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