

**SOUTH DAKOTA INVESTMENT COUNCIL**

**AUDIT REPORT**

**Fiscal Year Ended June 30, 2024**



**State of South Dakota**  
**Department of Legislative Audit**  
427 South Chapelle  
% 500 East Capitol  
Pierre, SD 57501-5070

SOUTH DAKOTA INVESTMENT COUNCIL  
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RUSSELL A. OLSON  
AUDITOR GENERAL

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS  
BASED ON AN AUDIT OF FINANCIAL STATEMENTS  
PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

Executive Board  
Legislative Research Council

and

Investment Council  
State of South Dakota

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Cash Flow portfolio, an internal investment pool of the State of South Dakota, as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the Cash Flow portfolio's basic financial statements and have issued our report thereon dated September 27, 2024.

**Report on Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the South Dakota Investment Council's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the South Dakota Investment Council's internal control. Accordingly, we do not express an opinion on the effectiveness of the South Dakota Investment Council's internal control.

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. We identified a certain deficiency in internal control, described in the accompanying Schedule of Current Audit Finding and Recommendation as item 2024-001 that we consider to be a material weakness.

## **Report on Compliance and Other Matters**

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

## **South Dakota Investment Council's Response to Finding**

*Government Auditing Standards* requires the auditor to perform limited procedures on the South Dakota Investment Council's response to the finding identified in our audit and described in the accompanying Schedule of Current Audit Finding and Recommendation. The South Dakota Investment Council's response was not subjected to the other auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on the response.

## **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose. As required by South Dakota Codified Law 4-11-11, this report is a matter of public record and its distribution is not limited.



Russell A. Olson, Auditor General  
Pierre, South Dakota

September 27, 2024

SOUTH DAKOTA INVESTMENT COUNCIL

**CURRENT AUDIT FINDING AND RECOMMENDATION**

Financial Statement Audit Finding:

**Finding No. 2024-001: Ineffective Internal Controls over Financial Reporting**

**Type of Finding: Material Weakness**

Criteria:

Properly designed controls over financial reporting prevent and detect misstatements in the financial statements and accompanying notes to the financial statements to ensure they are materially accurate.

Condition:

The South Dakota Investment Council incorrectly reported the earnings distribution payable and related expense of the Cash Flow Portfolio.

Cause:

The South Dakota Investment Council did not appropriately update the "Earnings Distribution-declared" or the "Statutorily Required Distributions" from the prior year's amounts causing an understatement of both amounts on the Cash Flow Portfolio financial statements.

Effect or Potential Effect:

The Cash Flow Portfolio Statement of Net Position and the Statement of Changes in Net Position were materially misstated.

Repeat Finding from Prior Year:

No

**Recommendation:**

We recommend that controls be evaluated to ensure that they are able to prevent material misstatements from occurring.

Views of Responsible Officials and Management's Corrective Action Plan:

The South Dakota Investment Council concurs with this finding. See Corrective Action Plan on page 30.

**PRIOR AUDIT FINDINGS AND RECOMMENDATIONS**

There were no prior audit findings.



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## INDEPENDENT AUDITOR'S REPORT

Executive Board  
Legislative Research Council

and

Investment Council  
State of South Dakota

### Report on the Audit of the Financial Statements

#### ***Opinion***

We have audited the financial statements of the Cash Flow portfolio, an internal investment pool of the State of South Dakota, as of and for the year ended June 30, 2024, and the related notes to the financial statements, as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the Cash Flow portfolio, an internal investment pool of the of the State of South Dakota, as of June 30, 2024, and the changes in its financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### ***Basis for Opinion***

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

#### ***Emphasis of Matter***

The financial statements present only the above referenced portfolio managed by the South Dakota Investment Council and do not purport to, and do not, present fairly the financial position of the State of South Dakota, as of June 30, 2024, the changes in its financial position, or, where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

## ***Responsibilities of Management for the Financial Statements***

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

## ***Auditor's Responsibility for the Audit of the Financial Statements***

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

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

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the South Dakota Investment Council's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

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

## **Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated September 27, 2024, on our consideration of the South Dakota Investment Council's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the South Dakota Investment Council's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering South Dakota Investment Council's internal control over financial reporting and compliance.



Russell A. Olson, Auditor General  
Pierre, South Dakota

September 27, 2024

South Dakota Investment Council  
Cash Flow Portfolio  
Statement of Net Position  
As of June 30, 2024

Assets	
Cash & cash equivalents	\$ 17,545,395
Receivables	
Investment income receivable	9,340,877
Total receivables	<u>9,340,877</u>
Investments, at fair value	
Short term investment fund	847,523,270
Fixed income	2,819,819,187
Total investments	<u>3,667,342,457</u>
Total assets	<u>3,694,228,729</u>
Liabilities	
Earnings distribution - declared	148,011,821
Total liabilities	<u>148,011,821</u>
Net Position	<u>\$ 3,546,216,908</u>

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



South Dakota Investment Council  
Cash Flow Portfolio  
Statement of Changes in Net Position  
For the fiscal year ended June 30, 2024

Additions:

Investment income (loss)

*From investing activities:*

Net appreciation in fair value of investments	\$ 17,870,293
Interest	<u>165,965,467</u>
Investment income	183,835,760
Less investment activity expense	<u>(1,106,524)</u>
Net investment activity income	<u>182,729,236</u>
Total investment income	<u>182,729,236</u>
 Total additions	 <u>182,729,236</u>
 Deductions:	
Withdrawals	4,048,762
Statutorily Required Distributions	<u>148,011,821</u>
Total deductions	<u>152,060,583</u>
 Net increase in net position	 30,668,653
 Net position - Beginning of year	 <u>3,515,548,255</u>
Net position - End of year	<u><u>\$ 3,546,216,908</u></u>

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

SOUTH DAKOTA INVESTMENT COUNCIL  
CASH FLOW PORTFOLIO  
NOTES TO THE FINANCIAL STATEMENTS

1. Reporting Entity:

The South Dakota Investment Council (SDIC) is a principal, functional sub-unit of state government. The SDIC is responsible for the investment of the state's monies in the state treasury. The SDIC provides investment management services on a prefunded cost recovery basis as authorized by South Dakota Codified Law (SDCL) 4-5-30.

The statements represent the financial activity of the Cash Flow portfolio. The Cash Flow portfolio represents the state's aggregate idle fund monies for all state funds, except certain funds for which separate portfolios have been established.

2. Summary of Significant Accounting Policies:

a. Basis of Presentation:

The accompanying financial statements of the investment activity of the SDIC on behalf of the Cash Flow portfolio are prepared in accordance with generally accepted accounting principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB).

b. Basis of Accounting:

The statements for the portfolio are reported on the full accrual basis of accounting. Under this method, revenues are recognized in the accounting period in which they are earned and expenses are recognized in the period incurred. Security transactions and the related gains and losses are recorded on a trade date basis using the average cost method. Interest income is accrued as earned.

c. Cash and Cash Equivalents:

Cash includes demand deposits. Cash equivalents include non-negotiable certificates of deposit, which are reported at cost.

d. Valuation of Securities:

Investments are reported at fair value, in accordance with GASB Statement No. 72. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GASB 72 sets forth the framework for measuring value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The three levels of the fair value hierarchy under GASB 72 are described as follows:

Level 1 – Valuation inputs are quoted prices in active markets for identical asset or liability as of the measurement date.

Level 2 – Valuation inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly or indirectly.

Level 3 – Valuation inputs are based on significant unobservable inputs for an asset or liability.

As a practical expedient, GASB 72 allows the net asset value (NAV) or its equivalent to be used when a readily determinable fair value is not available. The NAV valuations are based on valuations of the underlying companies or securities as determined and reported by the fund manager or general partner and are excluded from the fair value hierarchy.

Additional required disclosures can be found in Note 4: Fair Value Measurement.

e. Use of Estimates:

The preparation of financial statements in accordance with GAAP requires management to make estimates that affect the reported amounts of net position as of June 30, 2024. Actual results could differ from those estimates.

f. New GAAP Implementation:

Government Accounting Standards Board did not issue any new or updated statements that affected SDIC for fiscal year 2024.

3. Deposits, Investments and Securities Lending:

The State Investment Officer is responsible for the investment of state public funds. The portfolio is governed by the prudent-person standard; that is, the SDIC should use the same degree of care as a prudent person. State public funds in the Cash Flow portfolio are invested using the pooled deposit and investment concept which preserves the integrity of the fund cash balances of each state fund while simultaneously allowing the deposit and investment of aggregate idle fund monies. The Cash Flow portfolio may be invested in the following classes of securities and investments and not otherwise:

- (1) Direct and indirect obligations of the United States government;
- (2) Agencies and instrumentalities of the United States government;
- (3) Mortgage-backed securities of United States government-sponsored enterprises;
- (4) Direct obligations of the State of South Dakota and any of its political subdivisions;
- (5) Obligations consisting of notes, bonds, debentures, and certificates which are direct obligations of a solvent corporation or trust existing under the laws of the United States or any state thereof, if such investments are rated in the four highest classifications established by at least two standard rating services at the time of purchase;
- (6) Savings accounts, share accounts, certificates of deposit of banks, savings and loan associations, building and loan associations and bankers' acceptances;
- (7) Repurchase agreements fully collateralized by securities described in this section;
- (8) Shares in exchange-traded funds and open-end, no-load funds that are administered by an investment company registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933 and investment are predominantly in securities described in this section; or
- (9) In addition to the investments authorized by subdivisions (1) to (8) of this section, inclusive, the investment council may also allocate a sum certain of state public funds for investment in the accounts and certificates of South Dakota banks and associations. This sum shall initially be offered to South Dakota banks and associations, and if not initially fully subscribed, the investment officer shall immediately reoffer the unsubscribed sum to other qualified public depositories defined by subdivision 4-6A-1(7).

Deposits:

*Custodial Credit Risk.* The custodial credit risk for deposits is the risk that, in the event of the failure of a depository 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. The Cash Flow portfolio's certificates of deposit and other deposits in state financial institutions in excess of depository insurance must be 100%

collateralized. Collateral is valued at the lower of cost or market as reported in the quarterly call reports prepared by the qualified public depositories pursuant to SDCL 4-6A-7. Collateral is required to be segregated by each depository as approved by the South Dakota Public Deposit Protection Commission. Collateral may not be held in any safety deposit vault owned or controlled either directly or indirectly by the pledging financial institution, but must be deposited for safekeeping in a financial institution that is a member of the Federal Reserve. As of June 30, 2024, pledged collateral for one depository did not equal at least 100 percent of the total public deposits in excess of depository insurance. As a result, \$52,501 of the Cash Flow portfolio's certificates of deposit was exposed to custodial credit risk.

Investments:

*Securities Lending.* State statutes and the SDIC policies permit the use of investments for securities lending transactions. These transactions involve the lending of corporate debt to broker-dealers for collateral in the form of securities, with the simultaneous agreement to return the collateral for the same securities in the future. The SDIC's securities custodian is an agent in lending securities and shall accept only U.S. Government securities or its agencies as collateral for any loan or loaned securities. The collateral required must equal 102% of fair value plus accrued interest for corporate debt securities. The earnings generated from the collateral investments results in the gross earnings from lending activities, which is then split on a percentage basis with the lending agent.

The Cash Flow portfolio did not have any securities on loan as of June 30, 2024 so the portfolio did not have any credit risk exposure to borrowers.

The contract with the lending agent requires the agent to indemnify the SDIC if the borrowers fail to return the loaned securities and the collateral is inadequate to replace the securities lent. All securities loans can be terminated on demand by either the SDIC or the borrower. The SDIC does not have the ability to pledge or sell collateral securities unless the borrower defaults. Regarding restrictions on loans, the securities lending agreement does limit the total value of securities that can be out on loan on any given day.

*Custodial Credit Risk.* The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of investment or collateral securities that are in the possession of an outside party. The SDIC's securities lending policies are detailed in the preceding Securities Lending section. As of June 30, 2024, the Cash Flow portfolio does not have custodial credit risk with regard to securities lending.

*Interest Rate Risk.* Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. SDIC policy limits or establishes ranges for the durations of the fixed income portfolios. Duration estimates the sensitivity of a bond's price to interest rate changes. The Cash Flow short term portfolio policy limits average portfolio duration to 2.88 years, and no holding's maturity can exceed 5.25 years. The Cash Flow intermediate term portfolio is benchmarked to the duration of the FTSE Broad Investment Grade (BIG) Index. The fair value (in USD) and weighted duration (in years) of the Cash Flow portfolio as of June 30, 2024 is listed in the following table:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Weighted Duration</u>
U.S. Treasuries	\$ 311,285,605	2.60
U.S. Treasury Bills	1,688,880,153	0.13
U.S. Treasury STRIPS	114,512,791	7.53
U.S. Agencies	168,613,695	1.45
Investment Grade Corporates	452,326,978	2.28
Agency Mortgage-Backed Securities	<u>84,199,965</u>	5.88
Total fixed income securities	<u>\$ 2,819,819,187</u>	
Portfolio duration		1.30

The Cash Flow portfolio invests in mortgage-backed securities. These securities are sensitive to prepayments by mortgagees, which is likely in declining interest rate environments, which can reduce the value of these securities.

*Credit Risk.* Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. SDIC guidelines establish a percentage range and a normal allocation to various credit risk

categories. The Cash Flow short-term portfolio can invest 4% of the portfolio into each corporate security rated AAA or AA, 3% in A rated, 1% in BBB, and 0.5% in BBB- rated individual holdings of corporate securities. Credit rating limits are 15% of the total short-term portfolio or up to 20% with the Investment Officer's permission for BBB rated and 5% of the total portfolio or up to 10% with the Investment Officer's permission on downgraded securities below BBB. The SDIC reviews the investment guidelines annually for the Cash Flow intermediate-term portfolio. These guidelines establish the benchmark percentage invested in each fixed income asset category and the minimum and maximum range of each fixed income asset category. SDIC changed rating agencies effective fiscal year 2024 from Moody's Investors Service to S&P Global Ratings. As of June 30, 2024, the total portfolio held the following fixed income and short-term investment fund investments. The investments are grouped as rated by S&P Global Ratings (at fair value):

S&P Global Ratings:	
AAA	\$ 6,432,102
AA	252,214,761
A	300,705,127
BBB	75,947,568
Total fair value rated securities	635,299,558
U.S. Government Guaranteed*	2,184,519,629
Not rated - Short Term Investment Funds	847,523,270
Total fixed income and short term investments	<u>\$ 3,667,342,457</u>

\* Comprised of U.S. government and agency obligations issued by or explicitly guaranteed by the U.S. Government and not considered to have credit risk.

**Concentration of Credit Risk.** Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issuer. The Cash Flow portfolio has a policy in place limiting its investments in individual holdings. Information regarding the policy is located in the Credit Risk section. Additionally, there are no single issuer exposures (excluding those issued by or explicitly guaranteed by the U.S. Government or involving mutual funds or investment pools) within the portfolio that comprises 5% of the overall portfolio as of June 30, 2024.

#### 4. Fair Value Measurement:

Investments are reported at fair value as of June 30, 2024, to the extent available. GASB Statement No. 72 – *Fair Value Measurement and Application*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are other than quoted prices included within Level 1 that are observable; Level 3 inputs are significant unobservable inputs. Investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient are not classified in the hierarchy below.

The following table summarizes the Cash Flow portfolio investments within the fair value hierarchy as of June 30, 2024:

	Total	Level 1	Level 2	Level 3
<b>Investments by fair value level</b>				
Fixed Income securities				
U.S. Treasuries	\$ 311,285,605	\$ 0	\$ 311,285,605	\$ 0
U.S. Treasury Bills	1,688,880,153	0	1,688,880,153	0
U.S. Treasury STRIPS	114,512,791	0	114,512,791	0
U.S. Agencies	168,613,695	0	168,613,695	0
Investment Grade Corporates	452,326,978	0	452,326,978	0
Agency Mortgage-Backed Securities	84,199,965	0	84,199,965	0
Total fixed income securities	<u>2,819,819,187</u>	<u>0</u>	<u>2,819,819,187</u>	<u>0</u>
Total investments by fair value level	<u>2,819,819,187</u>	<u>\$ 0</u>	<u>\$ 2,819,819,187</u>	<u>\$ 0</u>
<b>Investments measured at the net asset value (NAV)</b>				
Short Term Investment Funds	847,523,270			
Total investments measured at the NAV	<u>847,523,270</u>			
Total investments measured at the fair value	<u>\$ 3,667,342,457</u>			

The Cash Flow portfolio did not hold any Level 1 or Level 3 investments as of June 30, 2024.

Fixed income securities classified in Level 2 of the fair value hierarchy are valued using observable inputs other than quoted prices for identical securities. The prices are determined by the use of matrix pricing techniques maintained by the various pricing vendors for these securities. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices.

The Cash Flow portfolio holds shares or interest in investments where the fair value of the investments are measured on a recurring basis using net asset value per share (or its equivalent) of the investment as a practical expedient. The NAV valuations are based on valuations of the underlying companies or securities as determined and reported by the fund manager.

The following table summarizes the fair value, unfunded commitments, and redemption rules of those investments as of June 30, 2024:

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Short Term Investment Funds <sup>(a)</sup>	\$ 847,523,270		Daily	0 days
Investments measured at the net asset value (NAV)	<u>\$ 847,523,270</u>			

*a. Short Term Investment Funds.* This type includes investments in three open-end mutual funds that invest exclusively in high-quality, short-term securities that are issued or guaranteed by the U.S. government or by U.S. government agencies and instrumentalities. The fair values of the investments in this type have been determined using the NAV per share of the investments.

5. Rate of Return:

The percentage rate of return for fiscal year 2024 for the Cash Flow portfolio was 4.1%. The percentage was derived by dividing the total investment income by the average daily investment balances.

6. Derivatives:

Derivatives are generally defined as contracts whose values depend on, or derive from, the value of an underlying asset, reference rate, or index. During fiscal year 2024, no derivative instruments were utilized by the Cash Flow portfolio.

7. Proration of Investment Income and Fees:

The cash income received from pooled investments in the Cash Flow portfolio is prorated to state funds which have been certified as participating funds by the Legislative Appropriations Committee. The cash income is prorated to each individual participating fund using the ratio of its average daily cash balance to the total average daily cash balance of all funds. The income is distributed to the participating funds in the next fiscal year.

Per SDCL 4-5-30, the South Dakota Retirement System, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios' share of the SDIC fiscal year budgeted expenditures are transferred to the SDIC Operating Expense Fund. The Cash Flow and School and Public Lands portfolios' share of the SDIC fiscal year budgeted expenditures is deducted from the Cash Flow portfolio income and transferred to the SDIC Operating Expense Fund.

8. Commitments:

On June 30, 2024, the Cash Flow portfolio did not have any uncalled capital commitments.



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AUDITOR GENERAL

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS  
BASED ON AN AUDIT OF FINANCIAL STATEMENTS  
PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

Executive Board  
Legislative Research Council

and

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State of South Dakota

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios, internal investment pools of the State of South Dakota, as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios' basic financial statements and have issued our report thereon dated September 27, 2024.

**Report on Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the South Dakota Investment Council's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the South Dakota Investment Council's internal control. Accordingly, we do not express an opinion on the effectiveness of South Dakota Investment Council's internal control.

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

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

### **Report on Compliance and Other Matters**

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

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose. As required by South Dakota Codified Law 4-11-11, this report is a matter of public record and its distribution is not limited.



Russell A. Olson, Auditor General  
Pierre, South Dakota

September 27, 2024





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RUSSELL A. OLSON  
AUDITOR GENERAL

## INDEPENDENT AUDITOR'S REPORT

Executive Board  
Legislative Research Council

and

Investment Council  
State of South Dakota

### Report on the Audit of the Financial Statements

#### ***Opinion***

We have audited the accompanying financial statements of the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios, internal investment pools of the State of South Dakota, as of and for the year ended June 30, 2024, and the related notes to the financial statements, as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the portfolios listed above, as of June 30, 2024, and the changes in their financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### ***Basis for Opinion***

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

### **Emphasis of Matter**

As explained in the following table and in Note 2 to the financial statements, the financial statements include investments whose carrying values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners:

<u>Portfolio</u>	<u>Amount</u>	<u>Percent of Net Position</u>
School and Public Lands	\$ 78,413,114	19%
Dakota Cement Trust	\$ 81,239,054	22%
Education Enhancement Trust	\$ 147,202,941	20%
Health Care Trust	\$ 37,099,194	17%

The financial statements present only the above referenced investment portfolios managed by the South Dakota Investment Council and do not purport to, and do not, present fairly the financial position of the State of South Dakota, as of June 30, 2024, the changes in its financial position, or, where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

### **Responsibilities of Management for the Financial Statements**

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the South Dakota Investment Council's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

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

### **Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated September 27, 2024, on our consideration of the South Dakota Investment Council's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the South Dakota Investment Council's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering South Dakota Investment Council's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Russell A. Olson". The signature is written in a cursive style with a large initial 'R'.

Russell A. Olson, Auditor General  
Pierre, South Dakota

September 27, 2024

South Dakota Investment Council  
Trust Portfolios  
Statement of Net Position  
As of June 30, 2024

	School and Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
<b>Assets</b>				
Cash & cash equivalents	\$ 438,810	\$ 289,742	\$ 2,832,120	\$ 2,412,145
Receivables				
Investment income receivable	264,588	215,019	596,499	215,293
Total receivables	264,588	215,019	596,499	215,293
Investments, at fair value				
Short term investment fund	175,077,459	156,826,796	319,253,499	92,383,839
Fixed income	70,995,010	64,946,047	126,954,822	37,470,726
Equities	91,485,486	67,798,519	162,589,293	54,502,292
Alternative investments	78,413,114	81,239,054	147,202,941	37,099,194
Total investments	415,971,069	370,810,416	756,000,555	221,456,051
Total assets	416,674,467	371,315,177	759,429,174	224,083,489
<b>Liabilities</b>				
Earnings distribution - declared	0	0	27,383,330	7,925,672
Total liabilities	0	0	27,383,330	7,925,672
Net Position	\$ 416,674,467	\$ 371,315,177	\$ 732,045,844	\$ 216,157,817

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

South Dakota Investment Council  
Trust Portfolios  
Statement of Changes in Net Position  
For the fiscal year ended June 30, 2024

	School and Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
<b>Additions:</b>				
Contributions	\$ 16,370,862	\$ 0	\$ 10,363,350	\$ 0
Investment income (loss)				
<i>From investing activities:</i>				
Net appreciation in fair value of investments	15,293,928	12,681,470	26,611,105	8,165,666
Interest	10,785,098	9,914,520	19,809,585	5,800,648
Dividends	2,258,580	1,896,833	3,968,761	1,411,186
Real estate income	(434,843)	(483,809)	(810,234)	(189,244)
Investment income	27,902,763	24,009,014	49,579,217	15,188,256
Less investment activity expense	(1,020,073)	(1,385,079)	(2,622,813)	(710,568)
Net investment activity income	26,882,690	22,623,935	46,956,404	14,477,688
<i>From securities lending activities:</i>				
Securities lending income	2,309	1,114	2,179	845
Securities lending expenses	(692)	(333)	(653)	(252)
Net securities lending activity income	1,617	781	1,526	593
Total investment income	26,884,307	22,624,716	46,957,930	14,478,281
Total additions	43,255,169	22,624,716	57,321,280	14,478,281
<b>Deductions:</b>				
Statutorily Required Distributions	16,454,666	14,668,289	27,383,330	7,925,672
Total deductions	16,454,666	14,668,289	27,383,330	7,925,672
Net increase (decrease) in net position	26,800,503	7,956,427	29,937,950	6,552,609
Net position - Beginning of year	389,873,964	363,358,750	702,107,894	209,605,208
Net position - End of year	\$ 416,674,467	\$ 371,315,177	\$ 732,045,844	\$ 216,157,817

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

SOUTH DAKOTA INVESTMENT COUNCIL  
TRUST PORTFOLIOS  
NOTES TO THE FINANCIAL STATEMENTS

1. Reporting Entity:

The South Dakota Investment Council (SDIC) is a principal, functional sub-unit of state government. The SDIC is responsible for the investment of the state's monies in the state treasury. The SDIC provides investment management services on a prefunded cost recovery basis as authorized by South Dakota Codified Law (SDCL) 4-5-30.

The statements represent the financial activity of the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios. The statements report investments by each portfolio. The School and Public Lands portfolio represents assets held in permanent school funds. The Dakota Cement Trust portfolio represents proceeds from the sale of the South Dakota Cement Plant. The Education Enhancement Trust portfolio represents assets held in trust from the master settlement agreement between the State of South Dakota and major United States tobacco product manufacturers and other funds. The Health Care Trust portfolio represents assets held in trust from federal reimbursement for Medicaid and Medicare costs associated with publicly owned and operated nursing facilities and other funds.

2. Summary of Significant Accounting Policies:

a. Basis of Presentation:

The accompanying financial statements of the investment activity of the SDIC on behalf of the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios are prepared in accordance with generally accepted accounting principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB).

b. Basis of Accounting:

The statements for the portfolios are reported on the full accrual basis of accounting. Under this method, revenues are recognized in the accounting period in which they are earned and expenses are recognized in the period incurred. Security transactions and the related gains and losses are recorded on a trade date basis using the average cost method. Purchases and sales of foreign investments and the related income are translated at the rate of exchange on the respective transaction dates. Realized and unrealized gains and losses resulting from foreign currency changes are included in the Statement of Changes in Net Position. Dividend income is recorded on the ex-dividend date and interest income is accrued as earned.

c. Cash and Cash Equivalents:

Cash includes demand deposits and foreign currency cash balances. Foreign currency cash balances are translated into United States Dollars (USD) using the year-end spot foreign currency exchange rates.

d. Valuation of Securities:

Investments are reported at fair value, in accordance with GASB Statement No. 72. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GASB 72 sets forth the framework for measuring value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The three levels of the fair value hierarchy under GASB 72 are described as follows:

Level 1 – Valuation inputs are quoted prices in active markets for identical asset or liability as of the measurement date.

Level 2 – Valuation inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly or indirectly.

Level 3 – Valuation inputs are based on significant unobservable inputs for an asset or liability.

As a practical expedient, GASB 72 allows the net asset value (NAV) or its equivalent to be used when a readily determinable fair value is not available. The NAV valuations are based on valuations of the underlying companies or securities as determined and reported by the fund manager or general partner and are excluded from the fair value hierarchy.

Additional required disclosures can be found in Note 4: Fair Value Measurement.

Alternative investments, which consist of investments in a variety of markets and industries through limited partnerships, are valued as Level 3 on the fair value hierarchy or at NAV. These fair value estimates are subjective and based on judgment. The alternative investments fair values as a percentage of net position as of June 30, 2024 for School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios were 19%, 22%, 20%, and 17%, respectively.

Investments denominated in foreign currencies are translated into USD using the year-end spot foreign currency exchange rates. Foreign exchange rate gains and losses are included with the net appreciation in fair value of investments.

e. Use of Estimates:

The preparation of financial statements in accordance with GAAP requires management to make estimates that affect the reported amounts of net position as of June 30, 2024. Actual results could differ from those estimates.

f. New GAAP Implementation:

Government Accounting Standards Board did not issue any new or updated statements that affected SDIC for fiscal year 2024.

3. Deposits, Investments and Securities Lending:

The State Investment Officer is responsible for the investment of state public funds. The portfolios are governed by the prudent-person standard; that is, the SDIC should use the same degree of care as a prudent person. The SDIC dictates the limits on the percentages the portfolios invest in various asset classes.

Deposits:

*Custodial Credit Risk.* The custodial credit risk for deposits is the risk that, in the event of the failure of a depository 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. The SDIC has a formal deposit policy specific to custodial credit risk for the global equity portfolios of School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust. The policy states that the USD equivalent of aggregated cash, domestic and foreign, cannot exceed 2.0% of the portfolio fair value on a trade date + 2 business day basis. As of June 30, 2024, the portfolios had bank balances in various foreign currencies. These deposits are not collateralized or covered by depository insurance. As a result, the following amounts were exposed to custodial credit risk:

	School & Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
Foreign Currency Cash Balances	\$ 437,444	\$ 288,742	\$ 29,788	\$ 11,411

Investments:

*Securities Lending.* State statutes and the SDIC policies permit the use of investments for securities lending transactions. These transactions involve the lending of corporate debt, foreign equity securities, and domestic equity securities to broker-dealers for collateral in the form of securities, with the simultaneous agreement to return the collateral for the same securities in the future. The SDIC's securities custodian is an agent in lending securities and shall accept only U.S. Government securities or its agencies as collateral for any loan or loaned securities. The collateral required must equal 102% of fair value plus accrued interest for corporate debt securities, 102% of fair value for U.S. equity securities and 105% of fair value for foreign securities except in the case of loans of foreign securities which are denominated and payable in USD, in which event the collateral required is 102% of fair value. The earnings generated from the collateral investments results in the gross earnings from lending activities, which is then split on a percentage basis with the lending agent.

The fair value of securities on loan as of June 30, 2024 and the collateral held on the same date is listed in the following table:

	School & Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
Fair Value of Securities on Loan	\$ 1,230,873	\$ 678,884	\$ 10,308,531	\$ 493,535
Collateral Held	1,266,799	701,054	10,540,809	509,467
Collateral % Held	102.92%	103.27%	102.25%	103.23%

The School & Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios have no credit risk exposure to borrowers because the amounts the portfolios owe the borrowers exceed the amounts the borrowers owe the portfolios. The contract with the lending agent requires the agent to indemnify the portfolios if the borrowers fail to return the loaned securities and the collateral is inadequate to replace the securities lent.

All securities loans can be terminated on demand by either the SDIC or the borrower. The SDIC does not have the ability to pledge or sell collateral securities unless the borrower defaults, therefore no asset and corresponding liability for the collateral value of securities received has been established on the Statement of Net Position. Regarding restrictions on loans, the securities lending agreement does limit the total value of securities that can be out on loan on any given day.

*Custodial Credit Risk.* The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of investment or collateral securities that are in the possession of an outside party. The SDIC's securities lending policies are detailed in the preceding Securities Lending section. As of June 30, 2024, the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios do not have custodial credit risk with regard to securities lending.

*Interest Rate Risk.* Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. SDIC policy limits or establishes ranges for the durations of the investment grade fixed income portfolios. Duration estimates the sensitivity of a bond's price to interest rate changes. The investment grade fixed income portfolios of School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust are benchmarked to the duration of the FTSE Broad Investment Grade (BIG) Index. The fair value (in USD) and weighted duration (in years) of the portfolios as of June 30, 2024 are listed in the following table:



Investment Type	School & Public Lands Portfolio		Dakota Cement Trust Portfolio		Education Enhancement Trust Portfolio		Health Care Trust Portfolio	
	Fair Value	Wgt. Dur.	Fair Value	Wgt. Dur.	Fair Value	Wgt. Dur.	Fair Value	Wgt. Dur.
	Bond Exchange Traded Funds	\$ 52,654,748	5.99	\$ 50,862,836	5.99	\$ 57,651,038	5.99	\$ 23,366,884
Total Bond Market Mutual Fund	3,178,507	6.00	0	0.00	41,558,791	6.00	5,778,664	6.00
High Yield Bond Mutual Fund	15,161,755	3.00	14,083,211	3.00	27,744,993	3.00	8,325,178	3.00
Total fixed income securities	<u>\$ 70,995,010</u>		<u>\$ 64,946,047</u>		<u>\$ 126,954,822</u>		<u>\$ 37,470,726</u>	
Portfolio duration		5.35		5.34		5.34		5.33

The School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios may invest in mortgage-backed securities. These securities are sensitive to prepayments by mortgagees, which is likely in declining interest rate environments, which can reduce the value of these securities. As of June 30, 2024, no mortgage-backed securities were directly held.

**Credit Risk.** Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. SDIC policy establishes a percentage range and a normal allocation to various credit risk categories. The SDIC sets the investment policy annually for the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios. This policy establishes the benchmark percentage invested in each asset category and the minimum and maximum range of each asset category. SDIC changed rating agencies effective fiscal year 2024 from Moody's Investors Service to S&P Global Ratings. As of June 30, 2024, the portfolios held the following fixed income and short-term investment fund investments. The investments are grouped as rated by S&P Global Ratings (at fair value):

	School & Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
S&P Global Ratings:				
Total fair value rated securities	\$ 0	\$ 0	\$ 0	\$ 0
U.S. Government Guaranteed*	0	0	0	0
Not rated – Exchange Traded Funds	52,654,748	50,862,836	57,651,038	23,366,884
Not rated – Mutual Funds	18,340,262	14,083,211	69,303,784	14,103,842
Not rated – Short Term Investment Funds	175,077,459	156,826,796	319,253,499	92,383,839
Total fixed income and short-term investments	<u>\$ 246,072,469</u>	<u>\$ 221,772,843</u>	<u>\$ 446,208,321</u>	<u>\$ 129,854,565</u>

**Concentration of Credit Risk.** Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issuer. The SDIC does not have a formal policy in place to limit investments in any particular issuer for the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios. Additionally, there are no single issuer exposures (excluding those issued by or explicitly guaranteed by the U.S. Government, or investments involving exchange traded funds, mutual funds or investment pools) within the portfolios that comprise 5% of the overall portfolios as of June 30, 2024.

**Foreign Currency Risk.** Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or deposit. The School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios' exposure to foreign currency risk derives from their positions in foreign currency and foreign currency-denominated equity investments. To match the unhedged benchmark, the SDIC's normal procedure is not to hedge foreign currency back to USD. SDIC's procedure does allow hedging under certain circumstances when deemed appropriate by the State Investment Officer and portfolio manager. The portfolios' exposure to foreign currency risk as of June 30, 2024 was as follows (in USD fair values):

Currency	School & Public Lands Portfolio			Dakota Cement Trust Portfolio		
	Equities	Cash	Totals	Equities	Cash	Totals
Australian Dollar	\$ 187,867	\$ 30,484	\$ 218,351	\$ 154,761	\$ 38,595	\$ 193,356
British Pound	2,797,641	59,176	2,856,817	2,076,486	30,991	2,107,477
Canadian Dollar	1,781,602	96,110	1,877,712	1,322,157	65,093	1,387,250
Danish Krone	79,019	568	79,587	62,414	5,568	67,982
Euro	5,816,014	114,241	5,930,255	4,325,775	43,118	4,368,893
Japanese Yen	2,479,249	87,896	2,567,145	1,854,924	56,372	1,911,296
Norwegian Krone	81,087	6,010	87,097	59,370	10,418	69,788
Singapore Dollar	17,429	927	18,356	13,231	1,941	15,172
South Korean Won	1,601,013	0	1,601,013	1,176,336	0	1,176,336
Swedish Krona	152,620	0	152,620	111,934	11,957	123,891
Swiss Franc	2,402,465	42,032	2,444,497	1,775,283	24,689	1,799,972
Total	<u>\$ 17,396,006</u>	<u>\$ 437,444</u>	<u>\$ 17,833,450</u>	<u>\$ 12,932,671</u>	<u>\$ 288,742</u>	<u>\$ 13,221,413</u>

Currency	Education Enhancement Trust Portfolio			Health Care Trust Portfolio		
	Equities	Cash	Totals	Equities	Cash	Totals
Australian Dollar	\$ 346,902	\$ 0	\$ 346,902	\$ 98,657	\$ 151	\$ 98,808
British Pound	4,603,220	12,283	4,615,503	1,407,342	3,873	1,411,215
Canadian Dollar	2,930,509	486	2,930,995	912,399	320	912,719
Danish Krone	141,505	1,013	142,518	44,711	0	44,711
Euro	9,717,163	0	9,717,163	3,001,661	0	3,001,661
Japanese Yen	4,163,662	10,434	4,174,096	1,293,051	3,215	1,296,266
Norwegian Krone	139,277	3,927	143,204	43,794	3,330	47,124
Singapore Dollar	30,924	1,645	32,569	9,798	522	10,320
South Korean Won	2,663,673	0	2,663,673	823,077	0	823,077
Swedish Krona	258,605	0	258,605	81,653	0	81,653
Swiss Franc	3,968,629	0	3,968,629	1,233,380	0	1,233,380
Total	<u>\$ 28,964,069</u>	<u>\$ 29,788</u>	<u>\$ 28,993,857</u>	<u>\$ 8,949,523</u>	<u>\$ 11,411</u>	<u>\$ 8,960,934</u>

Investments with external managers, which are not included in the table above, may expose the portfolios to additional foreign currency risk. The fair values (in USD) of externally-managed real estate, private equity, and other fund investments as of June 30, 2024 were as follows:

	School & Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
Real Estate Funds	\$ 44,829,083	\$ 45,013,251	\$ 83,678,689	\$ 20,922,570
Private Equity Funds	33,584,031	36,225,803	63,524,252	16,176,624
Total	<u>\$ 78,413,114</u>	<u>\$ 81,239,054</u>	<u>\$ 147,202,941</u>	<u>\$ 37,099,194</u>

#### 4. Fair Value Measurement:

Investments are reported at fair value as of June 30, 2024, to the extent available. GASB Statement No. 72 – *Fair Value Measurement and Application*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are other than quoted prices included within Level 1 that are observable; Level 3 inputs are significant unobservable inputs. Investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient are not classified in the hierarchy below.

The following tables summarize the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolio investments within the fair value hierarchy as of June 30, 2024:

	<b>School &amp; Public Lands Portfolio</b>			
	Total	Level 1	Level 2	Level 3
<b>Investments by fair value level</b>				
Fixed Income securities				
Exchange Traded Funds	\$ 52,654,748	\$ 52,654,748	\$ 0	\$ 0
Total fixed income securities	<u>52,654,748</u>	<u>52,654,748</u>	<u>0</u>	<u>0</u>
Equity securities				
Domestic Stock	63,758,486	63,758,486	0	0
Depository Receipts	453,500	453,500	0	0
Exchange Traded Funds	9,877,288	9,877,288	0	0
International Stock	17,396,006	17,396,006	0	0
Stock Warrants	206	206	0	0
Total equity securities	<u>91,485,486</u>	<u>91,485,486</u>	<u>0</u>	<u>0</u>
Total investments by fair value level	<u>144,140,234</u>	<u>\$ 144,140,234</u>	<u>\$ 0</u>	<u>\$ 0</u>
<b>Investments measured at the net asset value (NAV)</b>				
Short Term Investment Funds	175,077,459			
Mutual Funds	18,340,262			
Alternative investments				
Real Estate Funds	44,829,083			
Private Equity Funds	33,584,031			
Total alternative investments	<u>78,413,114</u>			
Total Investments measured at the NAV	<u>271,830,835</u>			
Total Investments measured at the fair value	<u>\$ 415,971,069</u>			

	<b>Dakota Cement Trust Portfolio</b>			
	Total	Level 1	Level 2	Level 3
<b>Investments by fair value level</b>				
Fixed Income securities				
Exchange Traded Funds	\$ 50,862,836	\$ 50,862,836	\$ 0	\$ 0
Total fixed income securities	<u>50,862,836</u>	<u>50,862,836</u>	<u>0</u>	<u>0</u>
Equity securities				
Domestic Stock	47,222,560	47,222,560	0	0
Depository Receipts	331,702	331,702	0	0
Exchange Traded Funds	7,311,421	7,311,421	0	0
International Stock	12,932,671	12,932,671	0	0
Stock Warrants	165	165	0	0
Total equity securities	<u>67,798,519</u>	<u>67,798,519</u>	<u>0</u>	<u>0</u>
Total investments by fair value level	<u>118,661,355</u>	<u>\$ 118,661,355</u>	<u>\$ 0</u>	<u>\$ 0</u>
<b>Investments measured at the net asset value (NAV)</b>				
Short Term Investment Funds	156,826,796			
Mutual Funds	14,083,211			
Alternative investments				
Real Estate Funds	45,013,251			
Private Equity Funds	36,225,803			
Total alternative investments	<u>81,239,054</u>			
Total Investments measured at the NAV	<u>252,149,061</u>			
Total Investments measured at the fair value	<u>\$ 370,810,416</u>			

	<b>Education Enhancement Trust Portfolio</b>			
	Total	Level 1	Level 2	Level 3
<b>Investments by fair value level</b>				
Fixed Income securities				
Exchange Traded Funds	\$ 57,651,038	\$ 57,651,038	\$ 0	\$ 0
Total fixed income securities	<u>57,651,038</u>	<u>57,651,038</u>	<u>0</u>	<u>0</u>
Equity securities				
Domestic Stock	104,687,738	104,687,738	0	0
Depository Receipts	756,008	756,008	0	0
Exchange Traded Funds	28,181,107	28,181,107	0	0
International Stock	28,964,069	28,964,069	0	0
Stock Warrants	371	371	0	0
Total equity securities	<u>162,589,293</u>	<u>162,589,293</u>	<u>0</u>	<u>0</u>
Total investments by fair value level	<u>220,240,331</u>	<u>\$ 220,240,331</u>	<u>\$ 0</u>	<u>\$ 0</u>
<b>Investments measured at the net asset value (NAV)</b>				
Short Term Investment Funds	319,253,499			
Mutual Funds	69,303,784			
Alternative investments				
Real Estate Funds	83,678,689			
Private Equity Funds	63,524,252			
Total alternative investments	<u>147,202,941</u>			
Total Investments measured at the NAV	<u>535,760,224</u>			
Total Investments measured at the fair value	<u>\$ 756,000,555</u>			

	<b>Health Care Trust Portfolio</b>			
	Total	Level 1	Level 2	Level 3
<b>Investments by fair value level</b>				
Fixed Income securities				
Exchange Traded Funds	\$ 23,366,884	\$ 23,366,884	\$ 0	\$ 0
Total fixed income securities	<u>23,366,884</u>	<u>23,366,884</u>	<u>0</u>	<u>0</u>
Equity securities				
Domestic Stock	32,354,169	32,354,169	0	0
Depository Receipts	235,255	235,255	0	0
Exchange Traded Funds	8,381,730	8,381,730	0	0
International Stock	8,949,523	8,949,523	0	0
Stock Warrants	124	124	0	0
Total equity securities	<u>49,920,801</u>	<u>49,920,801</u>	<u>0</u>	<u>0</u>
Total investments by fair value level	<u>73,287,685</u>	<u>\$ 73,287,685</u>	<u>\$ 0</u>	<u>\$ 0</u>
<b>Investments measured at the net asset value (NAV)</b>				
Short Term Investment Funds	92,383,839			
Mutual Funds	18,685,333			
Alternative investments				
Real Estate Funds	20,922,570			
Private Equity Funds	16,176,624			
Total alternative investments	<u>37,099,194</u>			
Total Investments measured at the NAV	<u>148,168,366</u>			
Total Investments measured at the fair value	<u>\$ 221,456,051</u>			

Equity and Fixed Income securities classified in Level 1 of the fair value hierarchy are valued using quoted prices in active markets for identical securities as of the measurement date as issued by pricing vendors.

The School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios did not hold any Level 2 or Level 3 investments as of June 30, 2024.

The School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios hold shares or interests in investments where the fair value of the investments are measured on a recurring basis using net asset value per share (or its equivalent) of the investment as a practical expedient. The NAV valuations are based on valuations of the underlying companies or securities as determined and reported by the fund manager or general partner.

The following tables summarize the fair value, unfunded commitments, and redemption rules of those investments as of June 30, 2024:

	Fair Value	Unfunded Commitments	School & Public Lands Portfolio Redemption Frequency (if currently eligible)	Redemption Notice Period
Short Term Investment Funds <sup>(a)</sup>	\$ 175,077,459		Daily	0 days
Mutual Funds <sup>(b)</sup>	18,340,262		Daily	1 day
Alternative investments				
Real Estate Funds <sup>(c)</sup>	44,829,083	\$ 21,231,840		
Private Equity Funds <sup>(d)</sup>	33,584,031	10,490,621		
Total alternative investments	<u>78,413,114</u>			
Investments measured at the net asset value (NAV)	<u>\$ 271,830,835</u>			

	Fair Value	Unfunded Commitments	Dakota Cement Trust Portfolio Redemption Frequency (if currently eligible)	Redemption Notice Period
Short Term Investment Funds <sup>(a)</sup>	\$ 156,826,796		Daily	0 days
Mutual Funds <sup>(b)</sup>	14,083,211		Daily	1 day
Alternative investments				
Real Estate Funds <sup>(c)</sup>	45,013,251	\$ 20,262,766		
Private Equity Funds <sup>(d)</sup>	36,225,803	10,420,467		
Total alternative investments	<u>81,239,054</u>			
Investments measured at the net asset value (NAV)	<u>\$ 252,149,061</u>			

	Fair Value	Unfunded Commitments	Education Enhancement Trust Portfolio Redemption Frequency (if currently eligible)	Redemption Notice Period
Short Term Investment Funds <sup>(a)</sup>	\$ 319,253,499		Daily	0 days
Mutual Funds <sup>(b)</sup>	69,303,784		Daily	1 day
Alternative investments				
Real Estate Funds <sup>(c)</sup>	83,678,689	\$ 39,619,676		
Private Equity Funds <sup>(d)</sup>	63,524,252	19,474,812		
Total alternative investments	<u>147,202,941</u>			
Investments measured at the net asset value (NAV)	<u>\$ 535,760,224</u>			

	Fair Value	Unfunded Commitments	Health Care Trust Portfolio Redemption Frequency (if currently eligible)	Redemption Notice Period
Short Term Investment Funds <sup>(a)</sup>	\$ 92,383,839		Daily	0 days
Mutual Funds <sup>(b)</sup>	18,685,333		Daily	1 day
Alternative investments				
Real Estate Funds <sup>(c)</sup>	20,922,570	\$ 10,546,136		
Private Equity Funds <sup>(d)</sup>	16,176,624	5,547,994		
Total alternative investments	<u>37,099,194</u>			
Investments measured at the net asset value (NAV)	<u>\$ 148,168,366</u>			

*a. Short Term Investment Funds.* This type includes investments in one open-end mutual fund that invests exclusively in high-quality, short-term securities that are issued or guaranteed by the U.S. government or by U.S. government agencies and instrumentalities. The fair value of the investment in this type has been determined using the NAV per share of the investment.

*b. Mutual Funds.* This type includes investments in three open-end mutual funds that invest in specific asset categories including investment-grade bonds, high-yield bonds and real estate stocks. The fair value of the investments in this type has been determined using the NAV per share of the investment.

*c. Real Estate Funds.* This type includes twenty real estate funds that invest primarily in commercial real estate. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the portfolio's ownership interest in partners' capital. These investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 20 years. Because it is not probable that any individual investment will be sold, the fair value of each individual investment has been determined using the NAV per share (or its equivalent) of the portfolio's ownership interest in partners' capital.

*d. Private Equity Funds.* This type includes fifteen private equity funds that invest primarily in leveraged buyouts. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the portfolio's ownership interest in partners' capital. These investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 20 years. Because it is not probable that any individual investment will be sold, the fair value of each individual investment has been determined using the NAV per share (or its equivalent) of the portfolio's ownership interest in partners' capital.

5. Rate of Return:

The percentage rates of return for fiscal year 2024 for the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios were 6.9%, 6.3%, 6.7%, and 6.9%, respectively. The percentages were derived using the net-of-fee time-weighted rate of return calculation and the geometric linking of those returns.

6. Derivatives:

Derivatives are generally defined as contracts whose values depend on, or derive from, the value of an underlying asset, reference rate, or index. The School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios may be exposed to various derivative products through the investment management of the SDIC and its external managers. During fiscal year 2024, no derivative instruments were utilized by SDIC in the internally-managed portfolios.

7. Statutorily Required Distributions:

The cash income received from investments in the School and Public Lands portfolio is received and deposited into the trust fund. Annual distributions of the receipted income are distributed to the permanent school and other educational and charitable funds administered by the Commissioner of School and Public Lands.

The cash income from investments in the Dakota Cement Trust portfolio is received and deposited into the trust fund. By June 30<sup>th</sup>, annual distributions of four percent of the lesser of the average fair value of the sixteen most recent calendar quarter ends as of the prior December 31<sup>st</sup> or the fair value as of the prior December 31<sup>st</sup> are made from the Dakota Cement Trust to the State General Fund.

The cash income from investments in the Education Enhancement Trust and Health Care Trust portfolios is received and deposited into the respective trust funds. At the beginning of each fiscal year, amounts equal to four percent of the average fair value at the end of the sixteen most recent calendar quarter ends as of the prior December 31<sup>st</sup> are transferred from the Education Enhancement Trust and the Health Care Trust portfolios to the State General Fund. The transfer amount cannot invade the principal of either trust.

8. Commitments:

As of June 30, 2024, the School and Public Lands, Dakota Cement Trust, Education Enhancement Trust, and Health Care Trust portfolios had uncalled capital commitments to private equity and real estate limited partnerships funds. The commitments may be called at the discretion of the general partner or may never be called. As capital is called, it is funded from capital and earnings returned by the limited partnerships or from other assets. Approximate uncalled capital commitments as of June 30, 2024 were as follows:

	School & Public Lands Portfolio	Dakota Cement Trust Portfolio	Education Enhancement Trust Portfolio	Health Care Trust Portfolio
Real Estate Funds	\$ 21,231,840	\$ 20,262,766	\$ 39,619,676	\$ 10,546,136
Private Equity Funds	10,490,621	10,420,467	19,474,812	5,547,994
Total	<u>\$ 31,722,461</u>	<u>\$ 30,683,233</u>	<u>\$ 59,094,488</u>	<u>\$ 16,094,130</u>



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CORRECTIVE ACTION PLAN  
2 CFR 200.511(c)  
Fiscal Year Ended June 30, 2024

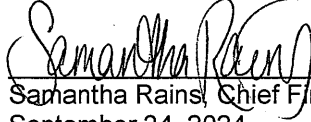
Finding Number: 2024-001 Ineffective Internal Controls over Financial Reporting

View of Responsible Officials: The South Dakota Investment Council (SDIC) concurs with the finding.

Planned Corrective Action: Immediately upon notification of the identified misstatement, financial statements were corrected from the prior year number to the calculated amount provided separately to Bureau of Finance & Management (BFM). Two controls have been implemented when preparing the financial statements: 1) to confirm the "Earning Distribution-declared" agrees with the separate calculation of the amount within the same spreadsheet and 2) to compare prior year financials with current year financials to confirm the amount is not the same as the prior year.

Anticipated Completion Date: The controls have been added and will be utilized when the financial statements are prepared.

Responsible Contact Person: Samantha Rains, Chief Financial Officer

  
Samantha Rains, Chief Financial Officer  
September 24, 2024