

FINANCIAL STATEMENTS, REQUIRED SUPPLEMENTARY INFORMATION, AND OTHER FINANCIAL INFORMATION

West Virginia Retiree Health Benefit Trust Fund Years Ended June 30, 2012 and 2011 With Report of Independent Auditors

Ernst & Young LLP

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Financial Statements, Required Supplementary Information, and Other Financial Information

Years Ended June 30, 2012 and 2011

Table of Contents

Report of Independent Auditors	1
Management's Discussion and Analysis	3
Financial Statements	
Statements of Plan Net Assets	
Statements of Changes in Plan Net Assets Notes to Financial Statements	
Required Supplementary Information	
Schedule of Funding Progress	42
Schedule of Employer Contributions	43
Other Financial Information	
Form 7, Deposits Disclosure	44
Form 8, Investments Disclosure	
Form 8-A, Deposits and Investments Disclosure	
Form 9, Accounts Receivable	47
Form 10, Due (To) From Primary Government	48
Form 11, Component Unit – A/R Balances	
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	53
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Report of Independent Auditors

The Finance Board West Virginia Retiree Health Benefit Trust Fund

We have audited the accompanying statements of plan net assets of West Virginia Retiree Health Benefit Trust (RHBT), a fiduciary fund of the State of West Virginia, as of June 30, 2012 and 2011, and the related statements of changes in plan net assets for the years then ended. These financial statements are the responsibility of the RHBT's management. Our responsibility is to express opinions on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Organization's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control over financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements of RHBT are intended to present the plan net assets and the changes in plan net assets of only that portion of the activities of the State of West Virginia that is attributable to the transactions of the RHBT. They do not purport to, and do not, present fairly the financial position of the State of West Virginia as of June 30, 2012 and 2011, the changes in its financial position or, where applicable, its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net assets of RHBT, a fiduciary fund of the State of West Virginia, at June 30, 2012 and 2011, and changes in its plan net assets for the years then ended in conformity with US generally accepted accounting principles.



In accordance with Government Auditing Standards, we have also issued our report dated October 15, 2012 on our consideration of the RHBT's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our 2012 audit.

> Accounting principles generally accepted in the United States require that management's discussion and analysis on pages 3 through 15 and the supplemental schedules of funding progress and employer contributions on pages 42 and 43 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, 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.

> Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise RHBT's financial statements. The other financial information listed in the table of contents is presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst + Young LLP

October 15, 2012

2

Management's Discussion and Analysis

Year Ended June 30, 2012

The June 30, 2012 Annual Financial Report of the West Virginia Retiree Health Benefit Trust Fund (RHBT) presents the following management discussion and analysis as supplementary information to the basic financial statements.

FUND OVERVIEW

RHBT is a fiduciary fund of the State of West Virginia (State), established July 1, 2006, as an irrevocable trust (Code section 5-16D-2). RHBT revenues pay costs of the defined benefit, cost-sharing, multiemployer Other Postemployment Benefit (OPEB) plan (the Plan). The Plan provides medical, prescription drug, and life insurance for retirees of State agencies, colleges and universities, county boards of education, and other government entities as set forth in the West Virginia Code (Employers) and has approximately 37,000 policyholders and 55,000 covered lives.

The medical and prescription drug insurance is provided through two options:

Self Insured Preferred Provider Benefit Plan – primarily for non-Medicare eligible retirees and spouses

External Managed Care Organizations – primarily for Medicare eligible retirees and spouses

Effective January 1, 2010, RHBT Medicare eligible members receive medical coverage from a Medicare Advantage (MA) plan administered by Humana. RHBT and Medicare make capitation payments to fund the MA claims costs. The MA plan assumes all risk and liability for Medicare policyholders. The prescription drug coverage for Medicare eligible members during this same period was the Medicare Part D Prescription Drug Program (PDP), Advantra Rx, administered by Coventry on a capitated basis.

Effective July 1, 2010, prescription drug coverage was converted from Coventry to a Medicare PDP, administered by Express Scripts. The Plan was no longer capitated coverage as PEIA assumed the risk and paid the claims.

Life insurance is provided through Minnesota Life Insurance Company and is fully funded by member contributions.

Management's Discussion and Analysis (continued)

MAJOR DEVELOPMENTS

Senate bill No. 469 was passed February 10, 2012 granting Other Employment Benefits Liability relief to the fifty-five County Boards of Education effective July, 1 2012. Section 18-9A-24 states "any amount of the employer annual required contribution allocated and billed to the county boards on or after July 1, 2012, and any amount of the employer annual required contribution allocated and billed to the county boards prior to that date for employees who are employed as professional employees within the limits authorized by section four of this article, employees who are employed as service personnel within the limits authorized by section five of this article, and employees who are employed as professional student support personnel within the limits authorized by section five of this article, shall be charged to the state." In compliance with SB No. 469, for fiscal year 2012 RHBT transferred \$715 million in annual required contribution liability from the County Boards of Education to the State.

With passage of SB 469 during the 2012 WV Legislature's Regular Session, the State has also identified a supplemental pre-funding source that is approximated to begin in fiscal year 2016 at a rate of \$30 million per year. This pre-funding will be to the advantage of all WV OPEB participating agencies and allow the Plan to accumulate assets.

Effective January 1, 2011, the Affordable Care Act provides a 50% discount on covered brand name drugs for Medicare Part D enrollees who have reached the coverage gap (Donut Hole). The coverage gap begins when plan drug costs have reached \$2,930 per enrollee. RHBT recorded a \$12.8 million receivable for the 50% "Donut Hole" coverage discount in fiscal year 2012 reducing drug plan costs. This is a significant change from the \$2 million receivable recorded for the "Donut Hole" in 2011.

Effective January 1, 2010, the Humana Medicare Advantage Prescription Drug (MAPD) contract provided sharing of financial incentives with RBHT based on favorable medical loss ratios. A contract renegotiation effective January 1, 2012 changed the eligibility for receiving financial incentives for favorable medical loss ratios. As defined in the new contract medical loss ratios fewer than 90.2% will be eligible for gain share incentives. RHBT is projected to not have a loss ratio in fiscal year 2012 that will allow entitlement to the financial incentive. As a result, in fiscal year 2012 RHBT recorded \$2.6 million in reduction of capitation payment cost savings, which is down \$5.8 million from the savings recorded in 2011.

Management's Discussion and Analysis (continued)

OVERVIEW OF THE FINANCIAL STATEMENTS

The two basic financial statements (described below) are presented on the accrual basis of accounting:

Statements of Plan Net Assets – Presents information reflecting assets, liabilities, and plan net assets. Plan net assets represent the amount of total assets less total liabilities. The statements of plan net assets is the government version of a for-profit balance sheet.

Statements of Changes in Plan Net Assets – Presents contributions and deductions to the Plan during the fiscal year. The primary source of contributions is premium income. The primary sources of deductions are medical and prescription drug claims costs. The statements of changes in plan net assets is the government version of a for-profit income statement.

FINANCIAL HIGHLIGHTS

The following tables summarize the plan net assets and changes in plan net assets as of and for the years ended June 30:

2012 2011

Statements of Plan Net Assets (\$000's)

				Change 2012 – 2011			
		2012		2011	I	Amount	Percent
Assets							
Cash and cash equivalents	\$	422	\$	398	\$	24	6%
Equity position in internal							
investment pools		483,560		497,639		(14,079)	(3)
Contributions receivable		3,224		3,635		(411)	(11)
Due from the State		936		546		390	71
Other receivables		29,305		13,412		15,893	118
Total assets		517,447		515,630		1,817	_
Liabilities							
Claims payable		10,320		11,630		(1,310)	(11)
Due to PEIA		4,547		20,307		(15,760)	(78)
Other liabilities		5,887		7,689		(1,802)	(23)
Funds held in trust		3,914		3,926		(12)	_
Total liabilities		24,668		43,552		(18,884)	(43)
Net assets held in trust for OPEB	\$	492,779	\$	472,078	\$	20,701	4%

Management's Discussion and Analysis (continued)

Comparative year-to-year major variance explanations (2012 vs. 2011) for the statements of plan net assets are:

Cash and cash equivalents (\$0.02 million increase)

• \$0.02 million increase of cash held in trust rather than being transferred to investment pools because of less than favorable investment experience in 2012.

Equity position in internal investment pools (\$14 million decrease)

• \$14 million decrease generated from investment losses.

Contributions receivable including due from State (\$0.02 million decrease)

- \$0.39 million increase in contributions receivable due from the State.
- \$0.41 million decrease in external contributions receivable.
- Cumulative \$0.02 million decrease is attributable to a reduction in allowance for bad debts resulting from improved cash collections and a 6% decrease in gross contributions receivable.

Other receivables (\$15.9 million increase)

- \$5 million increase is attributable to Humana Gain Share contract.
- \$10 million increase is attributable to accrual of the "Donut Hole" rebate receivable.

Claims payable (\$1.3 million decrease)

• \$1.3 million decrease is due to lower claims incurred but not paid.

Due to PEIA (\$15.7 million decrease)

• \$15.7 million decrease is the change in the net result of payments to PEIA for allocated services and receipts from PEIA for monies collected on behalf of RHBT.

Management's Discussion and Analysis (continued)

Other liabilities (\$1.8 million decrease)

• \$1.8 million decrease is due to services performed in fiscal year 2012 by Humana and Express Scripts being paid in 2012 rather than paid in 2013 and accrued as a liability in 2012.

Funds held in trust (\$0.01 million decrease)

• \$0.01 million decrease is due to the adjustment for a refund due of Early Retiree Reinsurance Program revenues received in fiscal year 2012 which will be utilized in fiscal year 2013 to reduce member premiums.

Statements of I fair Net Assets (400	0 3)					
					Change 201	11 – 2010
		2011	2010	A	mount	Percent
Assets						
Cash and cash equivalents	\$	398	\$ 1,132	\$	(734)	(65)%
Equity position in internal						
investment pools		497,639	447,097		50,542	11
Contributions receivable		4,181	5,941		(1,760)	(30)
Other receivables		13,412	1,123		12,289	1,094
Total assets		515,630	455,293		60,337	13
Liabilities						
Claims payable		11,630	9,590		2,040	21
Due to PEIA		20,307	22,105		(1,798)	(8)
Other liabilities		7,689	963		6,726	698
Funds held in trust		3,926	_		3,926	100
Total liabilities		43,552	32,658		10,894	33
Net assets held in trust for OPEB	\$	472,078	\$ 422,635	\$	49,443	12%

Statements of Plan Net Assets (\$000's)

Comparative year-to-year major variance explanations (2011 vs. 2010) for the statements of plan net assets are:

Cash and cash equivalents (\$0.7 million decrease)

• \$0.7 million transferred to investment pools.

Management's Discussion and Analysis (continued)

Equity position in internal investment pools (\$50.5 million increase)

- \$43.0 million generated from investment earnings.
- \$7.5 million invested from positive cash flow from net fund increase.

Contributions receivable (\$1.8 million decrease)

- \$0.2 million decrease is attributable to improved cash collections.
- \$1.6 million decrease is attributable to a reduction in allowance for bad debts resulting from improved cash collections and a 40% decrease in gross contributions receivable.

Other receivables (\$12.2 million increase)

- \$4.4 million increase is attributable to Humana Gain Share contract.
- \$1.7 million increase is attributable to drug subsidies.
- \$6.1 million increase is attributable to prescription rebates resulting from the July 1, 2010, conversion to the self-insured PDP.

Claims payable (\$2.0 million increase)

• \$2.0 million increase in claims incurred but not yet paid.

Due to PEIA (\$1.8 million decrease)

• \$1.8 million decrease is the change in the net result of payments to PEIA for allocated services and receipts from PEIA for monies collected on behalf of RHBT.

Funds held in trust (\$3.9 million increase)

• \$3.9 million increase is due to the receipt of Early Retiree Reinsurance Program revenues in fiscal year 2011 which will be utilized in fiscal year 2013 to reduce member premiums.

Management's Discussion and Analysis (continued)

Other liabilities (\$6.7 million increase)

• \$6.7 million increase is due to accrual of Humana and Express Scripts services performed in fiscal year 2011 not yet paid.

Statements of Changes in Plan Net Assets (\$000's)

0			Change 2012 –		2 - 2011	
		2012	2011	A	Amount	Percent
Additions						
Employers	\$	152,194	\$ 147,068	\$	5,126	3%
Plan members		74,517	70,608		3,909	6
Total contributions		226,711	217,676		9,035	4
Retiree drug subsidy		1,505	1,229		276	22
Interest and dividend income		6,324	6,898		(574)	(8)
Net change in fair value of investments		(563)	36,239		(36,802)	(102)
Total additions		233,977	262,042		(28,065)	(11)
Deductions						
Managed Care Organization –						
payments		45,488	41,224		4,264	10
Claims expense, net		156,151	160,887		(4,736)	(3)
Administrative service fees		8,860	8,925		(65)	(1)
Other expenses		2,777	1,563		1,214	78
Total deductions		213,276	212,599		677	_
Net increase		20,701	49,443		(28,742)	(58)
Net assets held in trust for OPEB:						
Beginning of period		472,078	422,635		49,443	12
End of period	\$	492,779	\$ 472,078	\$	20,701	4%

Comparative year-to-year major variance explanations (2012 vs. 2011) for the statements of changes in plan net assets are:

Employer contributions (\$5.1 million increase)

• 4% Paygo premium increase and 1% volume growth.

Management's Discussion and Analysis (continued)

Plan member contributions (\$3.9 million increase)

• 4% Paygo premium increase and 1% volume growth.

Net change in fair value of investments (\$36.8 million decrease)

• \$36.8 million decrease is due to investment losses with WV Investment Management Board because of less than favorable market conditions.

Managed Care Organization - payments (\$4.3 million increase)

- \$3.5 million increase is due to larger capitation expense in the first two quarters of 2012. The Humana contract was renegotiated in January 2012 providing capitation savings for quarters three and four of 2012.
- \$0.7 million increase is due to slightly elevated capitation expenses from THP Insurance Company and the Health Plan.

Claims expense, net (\$4.7 million decrease)

- \$1.7 million decrease is due to lower medical claims expense costs in fiscal year 2012 in comparison to fiscal year 2011.
- \$3.0 million decrease is due to the net difference between the increase in drug claims expense and the increase in formulary rebate for fiscal year 2012. Formulary rebates increased \$16.2 million and drug claims expense cost increased \$13.3 million. Formulary rebate is removed from the total of drug claims expense, providing a \$2.9 million decrease overall.

Administrative service fees (\$0.07 million decrease)

• \$0.07 million decrease is a result of not having administrative fees paid to third-party administrators for Disease Management services in fiscal year 2012 due to contract termination effective June 30, 2011.

Other expenses (\$1.2 million increase)

- \$1.3 million reduction in bad debt expense.
- \$0.1 million increase in professional fees for actuary and information services.

Management's Discussion and Analysis (continued)

				Change 2011 – 2010			
		2011		2010	A	Amount	Percent
Additions							
Employers	\$	147,068	\$	129,866	\$	17,202	13%
Plan members		70,608		63,450		7,158	11
Total contributions		217,676		193,316		24,360	13
Retiree drug subsidy		1,229		1,213		16	1
Interest and dividend income		6,898		6,800		98	1
Net change in fair value of							
investments		36,239		22,460		13,779	61
Total additions		262,042		223,789		38,253	17
Deductions							
Managed Care Organization –							
payments		41,224		108,732		(67,508)	(62)
Claims expense, net		160,887		84,220		76,667	91
Administrative service fees		8,925		2,135		6,790	318
Other expenses		1,563		3,481		(1,918)	(55)
Total deductions		212,599		198,568		14,031	7
Net increase		49,443		25,221		24,222	96
Net assets held in trust for OPEB:							
Beginning of period		422,635		397,414		25,221	6
End of period	\$	472,078	\$	422,635	\$	49,443	12%

Statements of Changes in Plan Net Assets (\$000's)

Comparative year-to-year major variance explanations (2011 vs. 2010) for the statements of changes in plan net assets are:

Employer contributions (\$17.2 million increase)

• 16% Paygo premium increase and 3% volume growth.

Plan member contributions (\$7.2 million increase)

• 16% Paygo premium increase and 3% volume growth.

Management's Discussion and Analysis (continued)

Net change in fair value of investments (\$13.8 million increase)

• \$13.8 million increase is due to transferring \$165 million from WV Board of Treasury Investments to WV Investment Management Board, a more aggressive investment strategy, coupled with stock market growth.

Managed Care Organization – payments (\$67.5 million decrease)

• \$67.5 million decrease results from changing the drug benefit risk from Coventry to the Retiree Trust's Prescription Drug Plan and \$8.4 million in reduced capitation payment cost savings from the Humana contract financial incentives.

Claims expense, net (\$76.7 million increase)

 \$76.7 million increase results from changing the drug benefit risk from Coventry to the Retiree Trust's Prescription Drug Plan – and Trend Rates of 9.8% (Medical) and 15.8% (Drugs).

Administrative service fees (\$6.8 million increase)

• \$6.8 million increase is a result of administrative fees paid to Express Scripts for the Prescription Drug Plan.

Other expenses (\$1.9 million decrease)

- \$1.2 million reduction in bad debt expense.
- \$0.7 million reduction in professional fees for audit, actuary, and information services.

ECONOMIC CONDITIONS

Health care cost inflation continued to significantly exceed general economic inflationary costs. The primary factors contributing to rising health care costs are:

- Medical equipment technology
- New drug therapies
- Consumer-driven advertising for health care services
- Aging population Baby boomers reaching prime years of health care utilization

Management's Discussion and Analysis (continued)

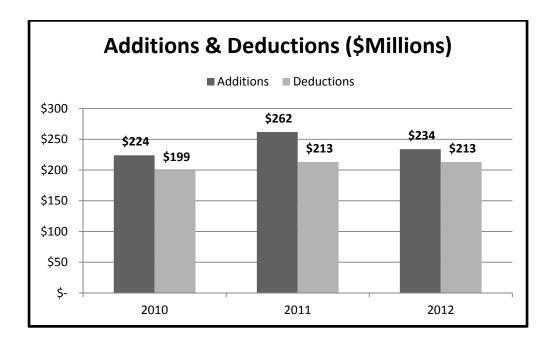
OPEB LIABILITY

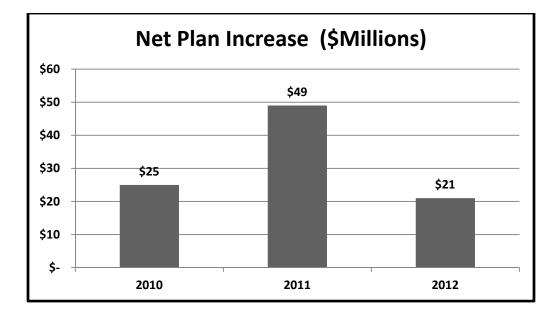
The projected actuarial accrued liability (AAL), at June 30, 2012, is \$4.0 billion, which is based on an actuarial valuation date of June 30, 2011 and calculations as prescribed in Governmental Accounting Standards Board (GASB) Statement No. 43, Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans. The \$4.0 billion AAL less \$471 million of actuarial value of assets results in a projected unfunded liability of \$3.5 billion at June 30, 2012. This is a substantial unfunded liability for the Employers. The State has demonstrated its intent to deal with the substantial unfunded liability by the passage of Senate Bill 129, which became effective July 1, 2007. This bill amended West Virginia Code (the Code) Section 5-16-25, indicating that the PEIA excess reserve funds shall be transferred to RHBT. Funds totaling \$108.2 million were transferred to the Plan in fiscal year 2008 related to this provision in the Code. In fiscal year 2009, the State transferred \$91.0 million to pay for general funded employers' portion of the AAL. Senate Bill 469, effective July 1, 2012, amended West Virginia code (the Code) section 11-21-96 by dedicating \$30 million to be transferred annually from personal income tax previously collected for payment of the unfunded liability of the Workers' Compensation fund to the Retiree Health Benefit Trust fund (RHBT). Transfers will not commence until the Workers' Compensation fund has be certified by the Governor to the Legislature to be paid or provided for in its entirety. Thereafter, transfers will be made until the RHBT fund has been provided for in its entirety or July 1, 2037, whichever date is later. Presently RHBT estimates that the aforementioned \$30 million transfers will likely commence in 2016. All Employers will receive benefit of these contributions. The West Virginia PEIA and RHBT Finance Board has also demonstrated its intent to address the OPEB liability by their ruling to no longer provide subsidized health care insurance for retirees with a hire date after July 1, 2010. The most significant change occurred in December of 2011, when the PEIA Finance Board passed a Finance Plan that placed a 3% cap on the amount participating employers will now pay in retiree premium subsidy annual increases. By doing this, the Employer is no longer exposed to ever increasing trends in healthcare costs, significantly reducing future retiree premium subsidy costs.

REQUESTS FOR INFORMATION

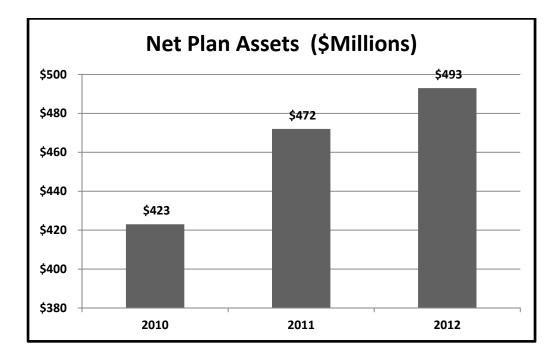
This financial report is designed to provide RHBT's participants, governing officials, legislators, citizens, and taxpayers with a general overview of RHBT's accountability for the money it receives. If you have any questions about this report or need additional information, contact the Chief Financial Officer, Jason Haught, at (304) 558-7850, ext. 52642.

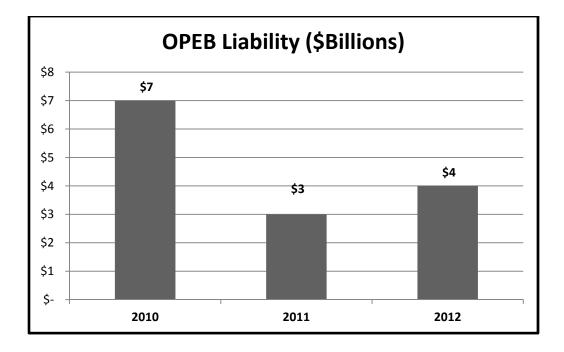
Management's Discussion and Analysis (continued)





Management's Discussion and Analysis (continued)





Statements of Plan Net Assets

	June 30			0
		2012		2011
		(In Tho	usa	nds)
Assets				
Cash and cash equivalents	\$	422	\$	398
Equity position in internal investment pools		483,560		497,639
Contributions receivable – net of allowance for doubtful				
accounts of \$735 and \$1,000, respectively		3,224		3,635
Due from the State		936		546
Other receivables		29,305		13,412
Total assets		517,447		515,630
Liabilities				
Claims payable		10,320		11,630
Other liabilities		5,887		7,689
Funds held in trust		3,914		3,926
Due to PEIA		4,547		20,307
Total liabilities		24,668		43,552
Net assets held in trust for other postemployment benefits	\$	492,779	\$	472,078

See accompanying notes.

Statements of Changes in Plan Net Assets

	Year Ended June 3		
	2012	2011	
	(In Thou	sands)	
Additions:			
Employers	\$ 152,194	\$ 147,068	
Plan members	74,517	70,608	
Total contributions	226,711	217,676	
Other additions:			
Retiree drug subsidy	1,505	1,229	
Interest and dividend income	6,324	6,898	
Net change in fair value of investments	(563)	36,239	
Total additions	233,977	262,042	
Deductions:			
Managed Care Organization – payments	45,488	41,224	
Claims expense, net	156,151	160,887	
Administrative service fees	8,860	8,925	
Other expenses	2,777	1,563	
Total deductions	213,276	212,599	
Net increase	20,701	49,443	
Net assets held in trust for other postemployment benefits:			
Beginning of period	472,078	422,635	
End of period	\$ 492,779	\$ 472,078	

See accompanying notes.

Notes to Financial Statements

June 30, 2012

1. Reporting Entity

The West Virginia Retiree Health Benefit Trust Fund (RHBT) is a fiduciary fund of the State of West Virginia (State), established July 1, 2006, as an irrevocable trust (Code section 5-16D-2). RHBT's financial results are included in the State's Comprehensive Annual Financial Report.

RHBT's basic financial statements present the plan net assets and the changes in plan net assets for the State's activities attributable only to the transactions of RHBT. RHBT's basic financial statements do not purport to, and do not, present fairly the financial position of the State as of June 30, 2012 and 2011, the changes in its financial position or, where applicable, its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles (GAAP).

2. Plan Description and Contribution Information

The Plan is a cost-sharing, multiemployer, defined benefit other postemployment benefit plan and covers the retirees of State agencies, colleges and universities, county boards of education, and other government entities as set forth in the West Virginia Code (the Code). Financial activities of the Plan are accounted for in the RHBT. The Plan is administered by a combination of the West Virginia Public Employees Insurance Agency (PEIA) and the RHBT staff. Plan benefits are established and revised by PEIA and RHBT management with the approval of their Finance Boards.

The Plan provides the following benefits:

- Medical and Prescription Drug Insurance
- Life & Accidental Death Insurance

The Plan Medical and Prescription Drug benefits are provided through two options:

- Self Insured Preferred Provider Benefit Plan primarily for non-Medicare eligible retirees and spouses
- External Managed Care Organizations primarily for Medicare eligible retirees and spouses

RHBT Medicare eligible members receive medical coverage from a Medicare Advantage (MA) plan administered by Humana. Drug coverage is provided by RHBT's Prescription Drug Plan (PDP) administered by Express Scripts. RHBT and Medicare make capitation payments to fund

Notes to Financial Statements (continued)

2. Plan Description and Contribution Information (continued)

the MA claims costs. The Humana MA plan assumes the risk and liability for Medicare policyholders. RHBT's PDP assumes the risk and liability for all policyholders.

RHBT collects employer contributions for Managed Care Organization (MCO) participants and remits capitation payments to the MCO. Medical and prescription drug benefits paid by the MCO are not reflected in RHBT's financial statements. Contributions earned by RHBT are included in employer and plan member contributions. MCO capitation fee payments are recorded as a deduction on the financial statements.

Survivors of retirees have the option of purchasing the medical and prescription drug coverage.

Life insurance is provided through Minnesota Life Insurance Company – fully funded by member contributions.

The Plan has the following characteristics:

- Other postemployment benefit plan
- Cost-sharing
- Multiemployer
- Defined benefit

Eligible participants of the Plan are retirees of:

- State government agencies
- State colleges and universities
- County boards of education
- Other government entities (towns, county commissions, etc.)

Eligible participants hired after June 30, 2010, will be required to fully fund premium contributions upon retirement.

Plan administration is provided by:

- Claims adjudication Wells Fargo (third-party administrator)
- The staff of PEIA and RHBT
- Finance Board comprised of nine members

Notes to Financial Statements (continued)

2. Plan Description and Contribution Information (continued)

Finance Board members are appointed by the governor, serve a term of four years, and are eligible for reappointment. The State Department of Administration cabinet secretary serves as chairman of the board. Four members represent labor, education, public employees, and public retirees, respectively. The four remaining members represent the public-at-large.

Members may obtain optional life insurance coverage from \$2,500 to \$150,000 depending on age; however, optional accidental death and dismemberment insurance is not available. Members may also elect dependent optional life coverage at levels up to \$20,000 for spouse and \$10,000 per child. Amounts collected by RHBT from members for optional coverage totaled \$14.4 million and \$12.5 million during the fiscal years ended June 30, 2012 and 2011, respectively, and were remitted directly to the carrier. RHBT functions as an agent for these optional benefits and, accordingly, neither these premiums nor the related costs are reflected in the financial statements.

Membership consists of the following as of June 30, 2012:

	Policyholders	Covered Lives
Retirees and beneficiaries Active members	37,689 76,437	55,709 169,107
Totals	114,126	224,816
Number of participating employers		702

A non-Medicare plan member or beneficiaries receiving benefits contributes monthly health care premiums ranging from \$264 to \$1,055 per month for retiree-only coverage, and from \$529 to \$2,510 per month for retiree and spouse coverage. Medicare covered retirees are charged health care premiums ranging from \$77 to \$401 per month for retiree-only coverage, and from \$127 to \$1,343 per month for retiree and spouse coverage. Monthly premiums vary based on years of service and choice of coverage.

West Virginia Code section 5-16D-6 also assigns to the PEIA and RHBT Finance Boards the authority to establish and amend contribution requirements of the plan members and the participating employers. Participating employers are required by statute to contribute at a rate

Notes to Financial Statements (continued)

2. Plan Description and Contribution Information (continued)

assessed each year by RHBT. The annual contractually required rate is the same for all participating employers. The annual contractually required per active policyholder per month rates for State non-general funded agencies and other participating employers effective June 30, 2012 and 2011, respectively, were:

	2	012	2	011
Paygo premium ARC premium	\$	167 794	\$	161 742
Total	\$	961	\$	903

West Virginia Code section 5-16-25 requires the Finance Board of PEIA to maintain a reserve of 10% of projected plan costs for general operation purposes and to provide future plan stability. In the event the reserve fund exceeds certain parameters specified in the Code, the excess is to be remitted to RHBT in accordance with Senate Bill 129, which became effective July 1, 2007. In fiscal year 2009, the State transferred \$91 million to pay for general funded employers' portion of the actuarial accrued liability (AAL).

Reclassifications

During the current year, Management changed the manner in which it reports the net debit and credit balances related to the State. These debits and credit balances represent amounts that the RHBT owes or is owed from other State agencies and are now reported as the due to/from the State account in the statement of net assets. Such amounts at June 30, 2011 approximated \$546,000, were reported in contributions receivable on the statement of net assets and have been reclassified to due to/from the State to conform to the 2012 presentation. Such reclassification did not impact the total asset balance.

Notes to Financial Statements (continued)

3. Summary of Significant Accounting Policies

Basis of Reporting

RHBT is accounted for as a fiduciary fund. Accordingly, the basic financial statements are prepared using the accrual basis of accounting in conformity with GAAP for governmental entities as prescribed or permitted by the Governmental Accounting Standards Board (GASB). RHBT implemented GASB 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, in 2007 as part of its initial basic financial statement presentation. The primary sources of revenue are plan members and employer contributions. Members' contributions are recognized in the period in which the contributions are due. Employer contributions and related receivables to the trust are recognized pursuant to a formal commitment from the employer or statutory contractual requirement, when there is a reasonable expectation of collection. Benefits and refunds are recognized when due and payable.

Budgetary Requirements

The Code requires the RHBT Finance Board (the Board) to set the annual required contribution sufficient to maintain the fund in an actuarially sound manner. The Board shall annually allocate to the respective employers the employers' portion of the annual required contribution.

Cash and Cash Equivalents

Cash and cash equivalents are monies deposited on account with the West Virginia State Treasurer and used primarily to fund operating expenses.

Equity Position in Internal Investment Pools

RHBT owns equity positions in State government investment pools managed by the West Virginia Investment Management Board (WVIMB) and the Board of Treasury Investments (BTI). Some investment pool funds are subject to market risk because of changes in interest rates, bond prices, and stock prices. Investment earnings and losses are allocated to RHBT based on the balance of RHBT's investments maintained in relation to the total investments of all State agencies participating in the pool. The equity position in internal investment pools is reported at fair value and changes in fair value are included in investment income.

Notes to Financial Statements (continued)

3. Summary of Significant Accounting Policies (continued)

A 13-member Board of Trustees governs the WVIMB. Three members of the Board serve by virtue of their office: the Governor, the Auditor, and the Treasurer. The other ten are appointed by the Governor and confirmed by the Senate. All appointees must have experience in pension management, institutional management, or financial markets. In addition, one must be an attorney experienced in finance and investment matters and another must be a certified public accountant. Only six of the ten appointed Trustees may be from the same political party. The Governor serves as Chairman of the Board. A Vice-Chairman is elected by the Trustees. A Secretary, who need not be a member of the Board, is also elected by the Trustees to keep a record of the proceedings of the Board. Details regarding these investment pools and a copy of the WVIMB financial report can be obtained by contacting: West Virginia Investment Management Board, 500 Virginia Street, East, Suite 200, Charleston, West Virginia 25301 or by calling (304) 645-5939.

A five-member Board of Directors governs the BTI. The Governor, Treasurer, and Auditor serve as ex-officio members of the Board. The Governor appoints the two remaining members subject to the advice and consent of the State Senate. Of the two members appointed by the Governor, one shall be a certified public accountant and one shall be an attorney, and both shall have experience in finance, investing, and management. The State Treasurer is Chairman of the Board. The BTI prepares separately issued financial statements covering the pooled fund, which can be obtained from its website or a published copy from the West Virginia Board of Treasury Investments, 1900 Kanawha Boulevard, East, Building 1, Room E-122, Charleston, West Virginia 25305.

Due To/From PEIA

This balance represents the deficiency or excess of RHBT contributions collected by PEIA over expenses paid by PEIA for RHBT.

Contributions Receivable

Contributions receivable are reported net of an allowance for amounts estimated to be uncollectible based on management's review of the payment status of the underlying accounts and other economic factors that are deemed necessary in the circumstances. Due to the state is contributions receivable due to RHBT from primary government entities and their component units.

Notes to Financial Statements (continued)

3. Summary of Significant Accounting Policies (continued)

Prescription Drug Rebates

Through arrangements with its Prescription Benefit Manager, RHBT collects rebates from prescription drug manufacturers. The estimated prescription rebates receivable is based on prescription claims counts and historical average rebate per claim. The Medicare Part D Coverage Gap Rebate (Donut Hole) began January 1, 2011. The Donut Hole rebate was initiated with the Affordable Care Act legislation. The receivable has been reduced by the estimated portion that is expected to be uncollectible based on management's review of the payment status of the underlying accounts and other factors that are deemed necessary in the circumstances.

Retiree Drug Subsidy

RHBT recorded retiree drug subsidy (RDS) payments from Centers for Medicare Services (CMS) under the provisions of Medicare Part D. In fiscal year 2010 the MAPD provider, Coventry Health Care, assumed ownership of the Direct and Low Income retiree drug subsidy payments received from CMS. Three types of drug subsidies were received in fiscal year 2012:

- Medicare eligible members covered by PEIA PPB plans transitioning to Medicare coverage beginning with the new plan year. The Medicare eligible Drug Subsidy is recorded as revenue.
- Medicare covered PDP members Direct Subsidy from CMS. The Direct Subsidy is recorded as a reduction in Drug Claims Expense. The Direct Subsidy is reimbursement from CMS to RHBT for providing the drug coverage directly to members.
- Medicare covered PDP members Low Income Subsidy from CMS. The Low Income Subsidy is recorded as a reduction in Drug Claims Expense. The Low Income Subsidy is reimbursement from CMS to RHBT – for providing the drug coverage to members with low annual incomes.

The RDS revenue has been accounted for as voluntary non-exchange transactions in accordance with GASB technical bulletin 2006-1. Accordingly, RDS estimated collections from CMS are recognized as RHBT incurs Medicare-eligible and Medicare-covered retiree prescription drug expenditures.

Notes to Financial Statements (continued)

3. Summary of Significant Accounting Policies (continued)

Claims Payable and Expense

The liability for unpaid claims and claims processing costs is based on an actuarial estimate of the ultimate cost of settling such claims due and payable as of the statements of plan net assets date (including claims reported and in process of settlement, claims reported but not yet processed for settlement, and claims incurred for services provided but not yet reported or processed for settlement). The estimated actuarial liability reflects certain assumptions, which include such factors as enrollment and utilization. Adjustments to the estimated actuarial liability for the final settlement of claims will be reflected in the year that actual results of the settlement of the claims are made and are known. The estimated liability is adjusted periodically based on the most current claim incurrence and claim settlement history.

Claims relating to participants in MCOs, as well as claims relating to participants covered under the optional life insurance plan, are not considered in the liability as RHBT has no liability for the participants who elect such coverage. Additionally, the estimated liability for unpaid claims and claims processing costs is recorded net of amounts ceded to reinsurers for basic life benefits, as management believes these reinsured risks are fully recoverable. However, in the event a reinsurer is unable financially to satisfy an obligation, RHBT is responsible for such liability.

Funds Held in Trust

Effective June 1, 2010, the Affordable Care Act established the Early Retiree Reinsurance Program (ERRP), earmarking \$5 billion in financial assistance to health plans providing insurance coverage for early retirees age 55 to 65. RHBT received \$3.9 million in fiscal year 2011 from ERRP. As of June 30, 2012, only \$12,525 has been refunded to ERRP. RHBT will defer recognition of the remaining \$3.9 million in the statement of changes in plan net assets until fiscal year 2013 to reduce member premiums. Accordingly, the amount has been recorded as funds held in trust as of June 30, 2012, until such time when the funds are utilized to reduce member premiums in 2013.

Humana Gain Share

Effective January 1, 2010, the Humana MAPD contract provided sharing of financial incentives with RHBT based on favorable medical loss ratios. The financial incentive receipts from Humana have been recorded as reductions in the Managed Care Organization – payments.

Notes to Financial Statements (continued)

3. Summary of Significant Accounting Policies (continued)

Administrative Service Fees

RHBT contracts with two external third-party administrators (TPA) for claims adjudication precertification reviews, utilization reviews, and various other duties. TPA fees are assessed monthly based upon the number of covered members without regard to the period in which a claim is incurred. TPA contracts are either on an annual or biannual basis.

Other Operating Expenses

Other operating expenses are comprised primarily of:

- Professional fees
- Personnel costs
- Lease costs from PEIA

RHBT and PEIA share:

- Office space
- Personnel
- Computer systems
- Third-party administrators

Expenses directly attributable to the OPEB plan are charged to RHBT. Shared expenses with PEIA are allocated based on membership count between PEIA and RHBT. Personnel expenses attributable to RHBT full-time dedicated employees are charged in full to RHBT; while the balance of the combined personnel expense is allocated between the two entities based on estimated time requirements.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures

Equity Position in Internal Investment Pool Managed by BTI

WV Money Market Pool (Formerly Cash Liquidity Pool)

RHBT's investment in the BTI West Virginia Money Market Pool of \$36,475,000 and \$60,182,000 at June 30, 2012 and 2011, respectively, represents approximately 1.31% and 2.00%, respectively, of total investments in this pool and is reported as part of equity position in internal investment pools on the statements of plan net assets.

Credit Risk

The BTI limits exposure to credit risk by requiring all corporate bonds held by their West Virginia Money Market Pool to be rated AA- by Standard & Poor's (or its equivalent) or higher. Commercial paper must be rated at least A-1 by Standard & Poor's and P1 by Moody's. Additionally, the pool must have at least 15% of its assets in U.S. Treasury issues.

The following table provides information on the credit ratings of the West Virginia Money Market Pool's investments at June 30, 2012 (in thousands).

	Credit Rating		Carrying	Percent of
Security Type	Moody's	S&P	Value	Pool Assets
Commercial paper	P-1	A-1	\$ 853,470	30.62%
Corporate bonds and notes	Aa2	AA-	15,000	0.54
1	Aa3	AA-	13,000	0.47
	Aa3	A+	8,000	0.29
Total corporate bonds and notes			 36,000	1.30
U.S. agency bonds	Aaa	AA+	189,691	6.80
U.S. Treasury notes*	Aaa	AA+	330,865	11.87
U.S. Treasury bills*	Aaa	AA+	237,978	8.54
Negotiable certificates of deposit	P-1	A-1	110,000	3.95
U.S. agency discount notes	P-1	A-1+	738,706	26.50
Money market funds	Aaa	AAAm	200,054	7.18
Repurchase agreements (underlying securities):				
U.S. Treasury notes *	Aaa	AAA	90,204	3.24
-			\$ 2,786,968	100.00%

*U.S. Treasury issues are explicitly guaranteed by the United States government and are not subject to credit risk.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Custodial Credit Risk

Repurchase agreements included in BTI's investment portfolio are collateralized by at least 102% of their value and the collateral is held in the name of the BTI. Securities lending collateral is invested in the lending agent's money market fund in BTI's name.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The West Virginia Money Market Pool is subject to interest rate risk.

The weighted-average maturity of the investments of the West Virginia Money Market Pool cannot exceed 60 days. The maturity of individual securities cannot exceed 397 days from the date of purchase.

The following table provides the weighted-average maturities (WAM) for the various asset types in the West Virginia Money Market Pool at June 30, 2012.

Security Type	C	WAM (Days)			
	(In Thousands)				
Repurchase agreements	\$	90,204	3		
U.S. Treasury notes		330,865	122		
U.S. Treasury bills		237,978	37		
Commercial paper		853,470	35		
Certificates of deposit		110,000	10		
U.S. agency discount notes		738,706	44		
Corporate bonds and notes		36,000	48		
U.S. agency bonds and notes		189,691	68		
Money market funds		200,054	1		
	\$	2,786,968	46		

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Equity Position in Internal Investment Pools Managed by WVIMB

RHBT's investments in the following pools are managed by the WVIMB. Such investments, which are stated at fair value (actual asset allocation), are reported as part of equity position in internal investment pools on the statements of plan net assets.

	June 30				
		2012		2011	
		(In Th	ousa	unds)	
Large cap domestic equity pool	\$	56,350	\$	56,278	
Non-large cap domestic equity pool		19,078		20,080	
International equity pool		52,944		65,772	
International non-qualified pool		23,929		11,593	
Total return fixed income pool		101,423		100,717	
Core fixed income pool		54,839		54,768	
Short-term fixed income pool		15		68	
TIPS pool		45,770		44,727	
Hedge funds pool		88,796		83,454	
	\$	443,144	\$	437,457	

Liquidity Needs and Investment Objectives

The RHBT is expected to have minimal liquidity needs until fiscal year 2013, upon which time annual liquidity needs are expected to increase. The investment objective is to provide for stable, long-term growth of assets, while seeking to minimize risk of loss. There is no specifically identified rate of return target.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Asset Allocation

Based upon the WVIMB's determination of the appropriate risk tolerance for the fund, the WVIMB adopted the following broad asset allocation guidelines for the assets managed for RHBT. (Policy targets and strategic allocations are established on a market value basis.)

	Policy Target		Strategic Allocation	
Asset Class	2012	2011	2012	2011
Domestic equity	17.5%	17.5%	17.5%	17.5%
International equity	17.5	17.5	17.5	17.5
TIPS	0.0	0.0	10.0	0.0%
Hedge funds	0.0	0.0	20.0	20.0
Total equity	35.0%	35.0%	65.0%	55.0%
Fixed income	65.0%	65.0%	35%	45.0%
Cash (included in fixed income above)	*	*	*	*

*Cash levels to be reviewed as needed, at least annually, collaboratively with management staff from PEIA.

Asset Class Risk Disclosures

Large Cap Domestic Equity Pool

This pool holds equity securities of U.S. companies and money market funds with the highest credit rating. RHBT's amount invested in the large cap domestic pool of \$56,350,000 and \$56,278,000 at June 30, 2012 and 2011, respectively, represents approximately 2.7% and 2.7%, respectively, of total investments in this pool.

Non-Large Cap Domestic Equity Pool

This pool holds equity securities of U.S. companies and money market funds with the highest credit rating. RHBT's amount invested in the non-large cap domestic pool of \$19,078,000 and \$20,080,000 at June 30, 2012 and 2011, respectively, represents approximately 2.7% and 2.7%, respectively, of total investments in this pool.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

International Equity Pool

The pool is not exposed to credit risk, interest rate risk, or custodial credit risk. At June 30, 2012, the pool, in accordance with West Virginia statutes, did not hold securities of any one issuer in excess of 5% of the value of the pool. The pool has both equity securities and cash that are denominated in foreign currencies and are exposed to foreign currency risks. West Virginia statute limits the amount of international securities to no more than 30% of the total assets managed by the WVIMB. At June 30, 2012, the WVIMB was in compliance with this limitation. The amounts at fair value (in U.S. dollars) of the securities and cash denominated in foreign currencies as of June 30, 2012, were as follows:

Currency	Equity Securities	Cash	Total
Currency	Securities	Cash	Total
Australian Dollar	\$ 63,284	\$ 143	\$ 63,427
Brazil Real	77,642	3,441	81,083
British Pound	217,785	404	218,189
Canadian Dollar	83,701	75	83,776
Czech Crown	6,230	-	6,230
Danish Krone	6,858	24	6,882
Emirati Dirham	8,048	_	8,048
Euro Currency Unit	289,347	1,256	290,603
Hong Kong Dollar	152,281	697	152,978
Hungarian Forint	7,620	1	7,621
Indian Rupee	35,768	380	36,148
Indonesian Rupiah	8,313	145	8,458
Israeli Shekel	13,413	103	13,516
Japanese Yen	215,250	9,319	224,569
Malaysian Ringgit	5,067	126	5,193
Mexican Peso	22,072	24	22,096
New Taiwan Dollar	47,733	2,300	50,033
New Zealand Dollar	7,513	58	7,571
Norwegian Krone	21,877	28	21,905
Pakistan Rupee	922	_	922
Philippine Peso	7,751	75	7,826
Polish Zloty	6,708	9	6,717
Singapore Dollar	20,786	46	20,832
South African Rand	51,153	57	51,210
South Korean Won	128,548	2,374	130,922
Swedish Krona	16,126	71	16,197
Swiss Franc	62,607	6	62,613
Thailand Baht	17,882	-	17,882
Turkish Lira	42,295	48	42,343
Total	\$ 1,644,580	\$ 21,210	\$ 1,665,790

This table excludes cash and securities held by the pool that are denominated in U.S. dollars. The fair value of the U.S. dollar denominated cash and securities is \$257,253,000.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

RHBT's amount invested in the International Equity Pool of \$52,944,000 and \$65,772,000 at June 30, 2012 and 2011, respectively, represents approximately 2.7% and 3.6%, respectively, of total investments in this pool.

International Non-qualified Pool

The pool holds an institutional mutual fund that invests in equities denominated in foreign currencies. The value of this pool at June 30, 2012, was \$23,929,000. This pool, although denominated in U.S. dollars, is exposed to foreign currency risk through the underlying investments. The specific currencies of the underlying investments were not available.

Funds are invested in Silchester International Investors' Value Equity Trust. The pool is expected to produce investment returns that exceed the Morgan Stanley Capital International's EAFE index by 200 basis points on an annualized basis over three- to five-year periods, net of external investment management fees. The pool exists for participants who are not "qualified" (as defined by the Internal Revenue Code).

West Virginia statute limits the amount of international securities to no more than 30% of the total assets managed by the WVIMB. At June 30, 2012, the WVIMB was in compliance with this limitation. RHBT's amount invested in the International Non-qualified Pool of \$23,929,000 and \$11,593,000 at June 30, 2012 and 2011, respectively, represents approximately 27.4% and 17.0%, respectively, of total investments in this pool.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Total Return Fixed Income Pool

Credit Risk

The WVIMB limits the exposure to credit risk in the Total Return Fixed Income Pool by maintaining at least an average rating of investment grade as defined by the nationally recognized statistical rating organizations. The following table provides the weighted-average credit ratings of the asset types in the fixed income pool as of June 30, 2012.

					Percent of
Security Type	Moody's	S&P	Fair Value		Assets
			(In Tho	usands)	
Corporate bonds and notes	Baa2	BBB	\$ 75	4,176	33.7%
Agency mortgage-backed securities	Aaa	AA+	34	0,717	15.3
U.S. Treasury bonds and notes	Aaa	AA+	30	9,610	13.9
Regulated investment companies	Aaa	AAA	18	4,079	8.2
Municipal bonds	A1	А	9	3,246	4.2
Agency collateralized mortgage					
obligations	Aaa	AA+	3	2,536	1.5
Corporate asset-backed securities	Aa2	AA-	3	8,005	1.7
Corporate collateralized mortgage					
obligations	В	В	2	1,589	1.0
Corporate preferred securities	Ba2	BB		8,572	0.4
Foreign government bonds	Baa1	A-		6,293	0.3
Total rated investments			\$ 1,78	8,823	80.2%

Unrated securities include commingled investment pools valued at \$441,868,000 and option contracts purchased valued at \$728,000. These unrated securities represent 19.8% of the fair value of the pool's investments.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Interest Rate Risk

The WVIMB monitors interest rate risk of the Total Return Fixed Income Pool by evaluating the modified duration of the investments in the pool. The following table provides the weighted-average modified duration for the various asset types in the Total Return Fixed Income Pool as of June 30, 2012.

			Modified Duration
Security Type	Fa	air Value	(Years)
	(In	Thousands)	
Corporate bonds and notes	\$	754,176	6.4
Agency mortgage-backed securities		340,717	8.5
Commingled investment pools		441,868	2.7
U.S. Treasury bonds and notes		309,610	6.7
Regulated investment companies		184,079	0.0
Municipal bonds		93,246	13.1
Agency collateralized mortgage obligations		32,536	3.4
Corporate asset-backed securities		38,005	8.0
Corporate collateralized mortgage obligations		21,589	4.8
Foreign government bonds		6,293	7.5
Total assets	\$	2,222,119	5.8

The pool invests in commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations. The cash flows from these securities are based on the payment of the underlying collateral. The modified duration and yield to maturity of these securities are dependent on estimated prepayment assumptions that consider historical experience, market conditions and other criteria. Actual prepayments may vary with changes in interest rates. Rising interest rates often result in a slower rate of prepayments while declining rates tend to lead to faster prepayments. As a result, the fair values of these securities are highly sensitive to interest rate changes. At June 30, 2012, the pool held \$432,847,000 of these securities. This represents approximately 20% of the value of the pool's securities.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

RHBT's amount invested in the Total Return Fixed Income Pool of \$101,423,000 and \$100,717,000 at June 30, 2012 and 2011, respectively, represented approximately 4.4% and 4.3%, respectively, of total investments in the pool.

Core Fixed Income Pool

Credit Risk

The WVIMB limits the exposure to credit risk in the Core Fixed Income Pool by maintaining at least an average rating of investment grade as defined by the nationally recognized statistical rating organizations. The following table provides the weighted-average credit ratings of the rated assets in the Core Fixed Income Pool as of June 30, 2012.

Security Type	Moody's	S&P	Fa	air Value	Percent of Assets
			(In	Thousands))
U.S. Treasury bonds and notes Agency collateralized mortgage	Aaa	AA+	\$	278,786	23.2%
obligations	Aaa	AA+		268,484	22.3
Corporate bonds and notes	A3	А		271,566	22.7
Agency mortgage-backed securities	Aaa	AA+		173,034	14.4
Corporate collateralized mortgage					
obligations	A1	AA+		145,724	12.1
Regulated investment companies	Aaa	AAA		11,728	1.0
Corporate asset-backed securities	Aa2	AA+		30,397	2.5
Agency bonds and notes	Aaa	AA+		16,801	1.4
Municipal bonds	Aa3	AA-		4,781	0.4
Total rated investments			\$	1,201,301	100.0%

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

Interest Rate Risk

The WVIMB monitors interest rate risk of the Core Fixed Income Pool by evaluating the modified duration of the investments in the pool. The following table provides the weighted-average modified duration for the various asset types in the Core Fixed Income Pool as of June 30, 2012.

Security Type		air Value	Modified Duration (Years)
	(In	Thousands)	
U. S. Treasury bonds and notes	\$	278,786	6.8
Agency collateralized mortgage obligations		268,484	3.6
Corporate bonds and notes		271,566	5.7
Agency mortgage-backed securities		173,034	6.9
Corporate collateralized mortgage obligations		145,724	3.1
Regulated investment companies		11,728	0.0
Corporate asset-backed securities		30,397	1.9
Agency bonds and notes		16,801	5.0
Municipal bonds		4,781	12.6
Total assets	\$	1,201,301	5.0

The Core Fixed Income Pool invests in commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations. The cash flows from these securities are based on the payment of the underlying collateral. The modified duration and yield to maturity of these securities are dependent on estimated prepayment assumptions that consider historical experience, market conditions, and other criteria. Actual prepayments may vary with changes in interest rates. Rising interest rates often result in a slower rate of prepayments while declining rates tend to lead to faster prepayments. As a result, the fair values of these securities are highly sensitive to interest rate changes.

RHBT's amount invested in the Core Fixed Income Pool of \$54,839,000 and \$54,768,000 at June 30, 2012 and 2011, respectively, represented approximately 4.6% and 4.6%, respectively, of total investments in this pool.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

U.S. Treasury Inflation-Protected Securities (TIPS)

Credit Risk

The IMB limits the exposure to credit risk in the pool by maintaining at least an average rating of investment grade as defined by the Nationally Recognized Statistical Rating Organizations. The following table provides the weighted-average credit ratings of the rated assets in the pool as of June 30, 2012.

Security Type	Moody's	S&P	Fa	ir Value	Percent of Assets
			(In		
U. S. Treasury issues Money market funds	Aaa Aaa	AA+ AAA	\$	738,767 406	99.9% 0.1
Total rated investments			\$	739,173	100.0%

Interest Rate Risk

The IMB monitors interest rate risk of the pool by evaluating the modified duration of the investments in the pool. The following table provides the weighted-average modified duration for the various asset types in the pool as of June 30, 2012.

Security Type	Fair Value	Modified Duration e (Years)
	(In Thousan	ds)
U.S. Treasury issues Money market funds	\$ 738,76 40	
Total assets	\$ 739,17	

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

The pool invests in Treasury Inflation-Protected Securities (TIPS) and its objective is to match the performance of the Barclay's Capital U.S. TIPS Bond Index on an annualized basis over rolling three-year to five-year periods, gross of fees. Assets are managed by State Street Global Advisors. RHBT's amount invested in the TIPS Pool of \$45,770,000 at June 30, 2012, represented approximately 6.2% of total investments in this pool.

Hedge Funds Pool

The pool was established to hold the IMB's investments in hedge funds. Albourne America, LLC has been retained by the IMB to provide consulting services for this investment strategy.

The pool holds shares in various commingled institutional funds and shares of a money market fund with the highest credit rating. The commingled institutional funds are not rated by any of the nationally recognized statistical rating agencies and thus any credit risk cannot be accurately reported. The pool is not exposed to interest rate risk, custodial credit risk, or concentration of credit risk. The pool is indirectly exposed to foreign currency risk as certain of the funds have investments denominated in foreign currencies. At June 30, 2012, approximately \$428,621,000, or 41%, of the market value of the funds were held in foreign currencies.

RHBT's amount invested in the Hedge Funds Pool of \$88,796,000 at June 30, 2012, represented approximately 7.2% of total investments in this pool.

Short-Term Fixed Income Pool

<u>Credit Risk</u>

The WVIMB limits the exposure to credit risk in the Short-Term Fixed Income Pool by requiring all corporate bonds to be rated AA or higher. Commercial paper must be rated A1 by Standard & Poor's and P1 by Moody's. Additionally, the pool must have at least 15% of its assets in United States Treasury issues.

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

The following table provides information on the weighted-average credit ratings of the Short-Term Fixed Income Pool's investments as of June 30, 2012.

			C	Carrying			
Security Type	Moody's	S&P		Value	Percent		
			(In Thousands)				
Agency discount notes	Aaa	AA+	\$	169,173	46.2%		
Agency notes	Aaa	AA+		20,096	5.5		
U.S. Treasury bills	Aaa	AA+		71,808	19.6		
Commercial paper	P-1	A-1		18,279	5.0		
U.S. Treasury notes	Aaa	AA+		86,995	23.7		
Total rated investments			\$	366,351	100.0%		

This table includes securities received as collateral for repurchase agreements with a fair value of \$81,966,000 as compared to the amortized cost of the repurchase agreements of \$80,588,000.

Custodial Credit Risk

Repurchase agreements are collateralized at 102% and the collateral is held in the name of the WVIMB.

Interest Rate Risk

The weighted-average maturity of the investments of the Short-Term Fixed Income Pool is not to exceed 60 days. The maturity of floating rate notes is assumed to be the next interest rate reset date. The following table provides the weighted-average maturities (WAM) for the various asset types in the Short-Term Fixed Income Pool as of June 30, 2012.

Security Type	(In	WAM (Days)	
Agency discount notes	\$	169,173	48
Repurchase agreements		80,588	1
U.S. Treasury bills		71,808	29
Commercial paper		18,279	8
Agency notes		20,096	95
U.S. Treasury notes		5,029	153
Total assets	\$	364,973	36

Notes to Financial Statements (continued)

4. Deposit and Investment Risk Disclosures (continued)

RHBT's amount invested in the Short-Term Fixed Income Pool at June 30, 2012 was \$15,000, which represents approximately 0.01% of total investments in this pool. At June 30, 2011, RHBT's amount invested in the Short-Term Fixed Income Pool was \$68,000, which represents approximately 0.01% of total investments in this pool.

5. Funded Status and Funding Progress

The funded status of the Plan as of the most recent actuarial valuation is as follows (in thousands):

Actuarial Valuation Date	Actuarial Value of Assets (A)	AAL – Entry Age (B)	Unfunded AAL (UAAL) (B-A)	Funded Ratio (A/B)	Covered Payroll (C)	UAAL as a Percentage of Covered Payroll [(B-A)/C]
June 30, 2011	\$ 471,023	\$ 4,007,900	\$ 3,536,877	11.75%	\$ 3,803,782	92.98%

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the health care cost trend. Actuarially determined amounts are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The estimated actuarial accrued liability reflected above is based on the substantive plan in place at the time of the latest actuarial valuation. Accordingly, it reflects the impact of transferring Medicare covered participants to the MAPD plan. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. The purpose of the disclosure is to provide information that approximates the funding progress of the plan.

The accompanying schedule of employer contributions, also presented as required supplementary information, presents trend information about the amounts contributed to the Plan by employers in comparison to the amount that is actuarially determined in accordance with the parameters of GASB Statement No. 43 (the ARC). The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost for each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed 30 years.

Notes to Financial Statements (continued)

5. Funded Status and Funding Progress (continued)

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost-sharing between the employer and plan members in the future. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. However, the preparation of any estimate of future postretirement costs requires consideration of a broad array of complex social and economic events. Future changes in the MAPD program, changes in reimbursement methodology, the emergence of new and expensive medical procedures and prescription drugs option, changes in the investment rate of return, and other matters increase the level of uncertainty of such estimates. As such, the estimate of postretirement program costs contains considerable uncertainty and variability and actual experience may vary significantly by the current estimated obligation. Additional information for the latest actuarial valuations follows:

	Valuation Date – June 30, 2011
	_
Actuarial cost method	Entry age
Amortization method	Level percentage of projected payroll, closed
Remaining amortization period	25 years
Asset valuation method	Fair value
Actuarial assumptions:	
Investment rate of return	6.1% blended rate reflecting long-term expected
	returns on RHBT and State investments held by BTI
Health care cost trend rate	6.5% Medicare and Non-Medicare Medical
	10.0% Medicare Drug and Non-Medicare Drug

Required Supplementary Information

Schedule of Funding Progress

(In Thousands)

Actuarial Valuation Date	Actuarial Value of Assets (A)	AAL – Entry Age (B)	Unfunded AAL (UAAL) (B-A)	Funded Ratio (A/B)	Covered Payroll (C)	UAAL as a Percentage of Covered Payroll [(B-A)/C]
June 30, 2011	\$ 471,023	\$ 4,007,900	\$ 3,536,877	11.75%	\$ 3,803,782	92.98%
June 30, 2009	397,414	7,410,241	7,012,827	5.4%	3,342,136	209.83
June 30, 2008	254,818	6,362,640	6,107,822	4.0	3,298,252	185.18
June 30, 2007	3,167	3,079,933	3,076,766	0.1	3,312,102	92.89

The estimated actuarial accrued liability reflected above is based on the substantive plan in place at the time of the latest actuarial valuation. Accordingly, it reflects the impact of transferring Medicare-covered participants to a Medicare Advantage Prescription Drug Plan.

The investment rate of return changed from 3.56% as of June 30, 2009 to 6.1% as of June 30, 2011, due to the change in long-term expected returns on RHBT and State investments held by BTI and IMB.

Schedule of Employer Contributions

(In Thousands)

	Year Ended June 30	Annua Require Contribu	
2012 2011 2010		\$ 922,4 816,2 791,9	74 18

Deposits Disclosure

Form 7

June 30, 2012 (In Thousands)

	Carrying Amount					
Cash with Treasurer Total carrying amount of deposits	\$ 422 \$ 422	(1)				

(1) Agrees to audited statement of plan net assets.

Investments Disclosure

Form 8

June 30, 2012 (In Thousands)

Investment Pool		Amount Unrestricted			mount stricted	Amount Reported			Fair Value
West Virginia Board of Treasury Investments (BTI):									
West Virginia Money Market Pool	\$	36,475	(3)	\$	3,941	\$	40,416	\$	40,416 (1)
Total equity position in internal	.			<i>b</i>		.	10 11 1	<i></i>	
investment pool with BTI	\$	36,475		\$	3,941	\$	40,416	\$	40,416
West Virginia Investment Management Board (WVIMB) Investment Pool:									
Short-term fixed income	\$	15		\$	-	\$	15	\$	15 (3)
Fixed income		101,423			_		101,423		101,423 (3)
Core – fixed income		54,839			-		54,839		54,839 (3)
Large cap domestic		56,350			-		56,350		56,350 (3)
Non-large cap domestic		19,078			_		19,078		19,078 (3)
International non-qualified		23,929			_		23,929		23,929 (3)
TIPS		45,770			_		45,770		45,770 (3)
Hedge		88,796			-		88,796		88,796 (3)
International equity		52,944			-		52,944		52,944 (3)
Total equity position in internal									
investment pool with WVIMB	\$	443,144		\$	_	\$	443,144	\$	443,144 (1)
(1) Agrees to audited statement of plan net assets as follows: Equity position in internal investment pools	\$	483,560	(2)						
(2) Agrees to audited statement of plan net assets.									
(3) Agrees to footnote 4, Deposits and Investment Risk Disclosures									

Deposits and Investments Disclosure

Form 8-A

June 30, 2012 (In Thousands)

Reconciliation of cash and cash equivalents and investments as reported		
in the financial statements to the amounts disclosed in the footnotes:		
Cash and cash equivalents as reported	\$ 422	(1)(2)
Equity position in internal investment pools as reported	\$ 483,560	(1)(3)
	 /	~ / ~ /
(1) Agrees to audited statement of plan net assets.		

- (2) Agrees to Form 7.
- (3) Agrees to Form 8.

Accounts Receivable

Form 9

June 30, 2012 (In Thousands)

External accounts receivable: Premium contributions Less allowance for doubtful accounts Net receivable	$ \begin{array}{r} $ 3,959 \\ \hline (735) \\ \hline $ 3,224 \\ (1) \end{array} $
Other receivables:	†
Retiree drug subsidy	\$ 600
Prescription rebates	20,299
Other:	
Humana Gain Share	6,597
Drug subsidies	1,809
Total other receivable	<u>\$ 29,305</u> (1)
Form 9 – Net receivable	\$ 3,224 (1)
Form 10 – Net receivable	(57) (3)
Form 11 – Net receivable	993 (4)
Total	\$ 4,160 (2)
(1) Agrees to audited statement of plan net assets.	
(2) Agrees to audited statement of plan assets as follows:	
Contributions receivable	\$ 3,224
Due from State	936
	\$ 4,160 (1)
(3) Agrees to Form 10.	

(4) Agrees to Form 11.

Due (To) From Primary Government

Form 10

June 30, 2012 (In Thousands)

Agency		Total
West Virginia Lottery Commission	\$	4,072
Workforce WV/Payroll-05303	Ŷ	10,086
Workers' Compensation Commission		5
WV Public Employees Retirement Board		(130)
WV Public Employees Retirement Board		(74)
WV Teachers Retirement Board		(411)
Consolidated Retirement Bd/Judges Ret.		· · ·
Deputy Sheriffs Retirement		(1)
Public Safety/Con.Pub.Emp.Ret.Bd.		(6)
Senate		1,141
House of Delegates		1,552
Joint Comm on Govt and Finance		3,143
Supreme Court/Judicial		28,112
Governors Office		1,695
Homeland Security – Emergency Management		1,121
Auditors Office		4,303
Treasurer of State's Office		3,436
Tax Department		9,512
Tax Department – Budget Office		110
Tax Department - Office of Appeals		221
Attorney General		3,847
Secretary of State		1,149
Department of Education		13,809
Division of Forestry		2,666
Library Commission		1,147
Culture and History		2,753
Department of Corrections		5,916
Anthony Correctional Center		1,931
Huttonsville Correctional Center		7,645
Pruntytown Correctional Center		2,695
Northern Correctional Facility		2,675

Due (To) From Primary Government

Form 10 (continued) (In Thousands)

Agency		Total
Mt Olive Correctional Facility	\$	7,137
Department of Corrections/St. Marys Corr	Ŷ	5,225
Department of Corrections/Denmar Facility		1,831
WV Division of Juvenile Services		14,905
Ohio County Correctional Center		637
Health Department		17,808
Veterans Affairs		4,431
Jackie Withrow Hospital		3,629
Welch Emergency Hospital		5,980
William R Sharpe Jr Hospital		8,537
Mildred Mitchell-Bateman Hospital		7,452
Lakin State Hospital		3,643
Lakin Correctional Facility		3,314
John Manchin Sr. Health Care		1,614
Department of Commerce, Office of Secretary		69
Hopemont State Hospital		3,811
Courthouse Facilities Improvement		14
Division of Rehabilitation Services		13,304
Department of Labor		2,117
Health Care Authority		940
Office of Miners Health, Safety and Training		2,034
Division of Environmental Protection		19,726
WV Division of Energy		181
Agriculture		7,699
Geological Survey		896
Aeronautics Commission		57
Department of Education and Arts		584
Military Affairs and Public Safety		331
Division of Protective Services		718
Environmental Quality Board		59
Public Port Authority		80
Public Safety		24,055
Adjutant General		231

Due (To) From Primary Government

Form 10 (continued) (In Thousands)

Agency		Total
Physical Therapy, Board of	\$	56
Osteopathy, Board of	Ψ	46
Gas and Oil Conservation		32
Justice and Community Service		745
Human Rights Commission		708
Fire Commission		1,087
Department of Highways		118,397
Motor Vehicles		14,465
Bureau of Senior Services		780
Public Transit		204
Real Estate Commission		131
Insurance Commission		8,401
WV Board of Accountancy		63
WV Board of Dental Examiners		27
WV Board of Pharmacy		112
WV Engineers Registration Board		26
WV Bd of Examiners/Registered Nurses		266
Board of Exam Speech, Language Path & Audio		10
Board of Coal Mine Health & Safety		19
Department of Administration		17,489
WV Barbers and Beauticians Commission		169
Public Service Commission		6,849
WV Economic Development Authority		8
Natural Resources		18,567
Municipal Bond Commission		98
Board of Examiners In Counseling		31
Board of Examiners of Psychologists		32
Board of Funeral Service Examiners		38
WV Board of Social Worker Examiners		96
ABC Commission		1,891
Coal Heritage Highway Authority		77
Board of Respiratory Care		21
Department of Human Services		75,331

Due (To) From Primary Government

Form 10 (continued) (In Thousands)

Agency	Total	
Division of Tourism	\$	1,641
Martinsburg Correctional Center	Ψ	1,384
WV Armory Board		251
Board of Medicine		280
Medical Imaging Board		230
WV Secondary Schools Activity Commission		289
Division of Financial Institution		246
WV Advisory Council on Vocational Ed		(2)
WV Board of Chiropractic Examiners		29
WV Board of Optometry		29
WV Board of Veterinary Medicine		32
WV Center for Nursing		60
WV Massage Therapy Licensure Board		23
WV Municipal Pensions Oversight Board		23
WV State Board of Architects		2
WV State Board of Examiners for LPNs		29
WV DOT Office of Administrative Hearings		341
WV Military Authority		6,391
WV School for the Deaf and Blind		4,269
WV Real Estate Appraiser/Lic Cert Bd		29
Total due to/from		558,793
Less: Allowance for ARC		(558,850)
Net total – due to/from	\$	(57) (1)

(1) Agrees to Form 9.

Component Unit – A/R Balances

Form 11

June 30, 2012 (In Thousands)

Unit	Amount	
Higher Education	\$ 282,359	
Parkways, EDA, and Tourism	9,587	
Regional Jail and Correction Facility Authority	21,826	
Public Defender Corporation	4,659	
WV EDA	2,380	
Educational Broadcasting	2,290	
Department of Transportation - Rail	467	
School Building Authority	222	
Racing Commission	973	
WV Jobs Investment Trust	7	
Housing Development Corporation	4	
Water Development Authority	169	
SWMB	285	
WSWP - TV	-	
Total Component Units	325,228	
Less: Allowance for ARC receivables	(324,235)	
Net accounts receivable – component units	\$ 993 (1)	

(1) Agrees to Form 9.

Other Financial Information



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Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance With *Government Auditing Standards*

The Finance Board West Virginia Retiree Health Benefit Trust Fund

We have audited the financial statements of the West Virginia Retiree Health Benefit Trust (RHBT) as of and for the year ended June 30, 2012, and have issued our report thereon dated October 15, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of RHBT is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered RHBT's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of RHBT's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of RHBT's internal control over financial reporting.

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 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.

Our consideration of internal control over financial reporting 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 deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.



Compliance and Other Matters

As part of obtaining reasonable assurance about whether RHBT's financial statements are free of 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 determination of financial statement amounts. 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*.

This report is intended solely for the information and use of management, the Finance Board, and others within the entity, and is not intended to be and should not be used by anyone other than these specified parties.

Ernst + Young LLP

October 15, 2012

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