MOODY'S INVESTORS SERVICE

CREDIT OPINION

25 February 2022



Contacts

David Levett+1.312.706.9990VP-Senior Analystdavid.levett@moodys.com

Rachel Cortez +1.312.706.9956 Associate Managing Director rachel.cortez@moodys.com

CLIENT SERVICES

Americas	1-212-553-1653
Asia Pacific	852-3551-3077
Japan	81-3-5408-4100
EMEA	44-20-7772-5454

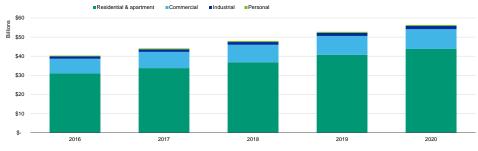
Minneapolis (City of) MN

Update to credit analysis

Summary

The <u>City of Minneapolis</u>' (Aa1 stable) strong financial position was unscathed by temporary pandemic-related budget pressures, as it implemented timely expenditure controls and received an influx of federal aid. General fund reserves will remain very healthy after draws in fiscal 2021 and fiscal 2022, which includes the costs for a legal settlement with the family of George Floyd and the funding of other nonrecurring expenditures. The city is well positioned for continued stability given its position at the center of a strong regional economy and a steadily growing tax base (see Exhibit). The primary constraint on the credit profile is its elevated pension burden and significant fixed costs.

Exhibit 1 Growing residential tax base driving full value growth Assessed value by class



Source: Issuer Financial Statements, Moody's Investors Service

Credit strengths

- » Institutional presence and diverse employment opportunities that support strong labor market trends
- » Very healthy reserve position supported by strong financial management practices including comprehensive multiyear budgeting

Credit challenges

» Elevated pension burden and fixed costs

Rating outlook

The stable outlook is based on the expectation that reserves will remain very strong because of an influx of federal aid, growing local revenue and minimal planned fund balance draws. Also considered is the city's resilient economic base and an expectation that leverage will not materially increase.

Factors that could lead to an upgrade

» Moderation of leverage and fixed costs

Factors that could lead to a downgrade

- » Substantial decline in reserves and liquidity
- » Significant increase in leverage and fixed costs

Key indicators

Exhibit 2

Minneapolis (City of) MN

	2016	2017	2018	2019	2020
Economy/Tax Base					
Total Full Value (\$000)	\$43,273,457	\$47,235,358	\$52,332,573	\$55,385,306	\$58,139,146
Population	404,670	411,452	416,021	420,324	420,324
Full Value Per Capita	\$106,935	\$114,802	\$125,793	\$131,768	\$138,320
Median Family Income (% of US Median)	107.5%	110.4%	111.6%	112.4%	112.4%
Finances					
Operating Revenue (\$000)	\$536,077	\$563,422	\$570,861	\$653,516	\$616,438
Fund Balance (\$000)	\$143,013	\$151,910	\$133,963	\$152,952	\$167,987
Cash Balance (\$000)	\$161,647	\$168,713	\$152,824	\$184,326	\$224,096
Fund Balance as a % of Revenues	26.7%	27.0%	23.5%	23.4%	32.4%
Cash Balance as a % of Revenues	30.2%	29.9%	26.8%	28.2%	36.4%
Debt/Pensions					-
Net Direct Debt (\$000)	\$530,367	\$538,345	\$518,470	\$557,370	\$757,328
3-Year Average of Moody's ANPL (\$000)	\$2,283,450	\$2,488,404	\$2,497,351	\$2,276,215	\$2,052,573
Net Direct Debt / Full Value (%)	1.2%	1.1%	1.0%	1.0%	1.3%
Net Direct Debt / Operating Revenues (x)	1.0x	1.0x	0.9x	0.9x	1.2x
Moody's — ANPL (3-yr average) to Full Value (%)	5.3%	5.3%	4.8%	4.1%	3.5%
Moody's — ANPL (3-yr average) to Revenues (x)	4.3x	4.4x	4.4x	3.5x	3.3x

Sources: US Census Bureau, Minneapolis (City of) MN's financial statements and Moody's Investors Service

Profile

The City of Minneapolis is located in <u>Hennepin County</u> (Aaa stable), in southeastern <u>Minnesota</u> (Aa1 positive). The city is directly west of <u>St. Paul</u> (Aa1 stable), with the Mississippi River creating the border between the two cities. With a population that exceeds 420,000 residents, it is the largest city in the state.

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on www.moodys.com for the most updated credit rating action information and rating history.

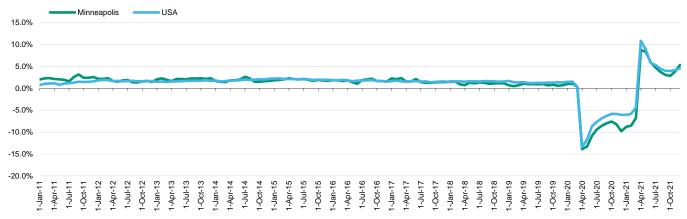
Detailed credit considerations

Economy and tax base: strong regional economy

Minneapolis benefits from its role at the center of a sizable regional economy. The city is home to a highly educated labor force with major research institutions and corporate headquarters. The largest employers include the <u>University of Minnesota</u> (Aa1 stable), <u>Allina</u> <u>Health System</u> (Aa3 negative), <u>Fairview Health Services</u> (A3 negative), and <u>Target Corporation</u>'s (A2 stable) headquarters. The city's unemployment rate of 2.5% is well below the national rate, but the workforce declined at slightly greater than the nation during the onset of the coronavirus (see Exhibit) and has not yet recovered to pre-pandemic levels.

Exhibit 3

Employment dropped at a slightly greater rate than the US, but is recovering in line with the nation Month over month change in employment



Source: U.S. Bureau of Labor Statistics (BLS): Current Employment Statistics (CES)

Despite its role as the center city of the metropolitan area, most the city's tax base is residential property. The nationwide trend of appreciating home values should support continued growth of the city's tax base for at least the next year or two.

Financial operations and reserves: very healthy finances to continue

The city's reserves will remain very strong because of an influx of federal aid, growing local revenue and minimal planned draws. The city posted a large general fund surplus of nearly \$40 million in fiscal 2020 because of \$32 million in federal aid, a debt refinancing (see debt section for details) and two rounds of expenditure reductions. Neither audited financial statements or firm estimates are yet available for fiscal 2021, but officials report that the most recent projections indicated that fund balance would decline by no more than \$34 million, driven mainly by a \$27 million transfer to the self-insurance fund to finance a settlement agreement with George Floyd's family. The fiscal 2022 budget includes the use of \$17 million in general fund balance for nonrecurring expenses. The city usually draws less from fund balance than what is budgeted because of conservative expenditure assumptions. Even if the two years of draws are fully realized, fund balance would remain very healthy.

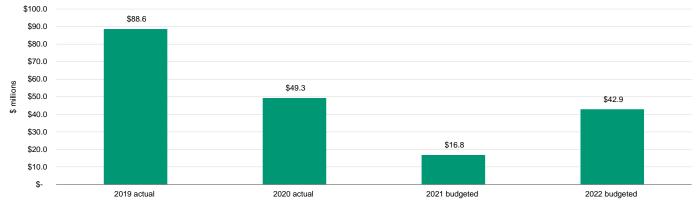
About half of operating fund revenue is generated from property taxes. The city is not subject to any property tax caps and is showing a willingness to steadily increase revenue with a 5.45% increase budgeted in fiscal 2022 and plans to continue to increase the levy at around 5% through fiscal 2027. State aid comprises about a quarter of revenue. Distributions have been stable for several years and are expected to remain so.

The city's sales taxes are deposited into the downtown asset fund, which is dedicated to capital and economic development including an annual transfer to the general fund that can be upward of \$20 million. Receipts declined in fiscal 2020 and 2021 because of pandemic pressures (see Exhibit). Sales tax receipts were also reduced beginning in 2021 because revenues were diverted for debt service payments for US Bank Stadium. The city is likely to experience positive variances in sales tax revenue in fiscal 2021 and fiscal 2022 because it budgeted conservatively for receipts.

Exhibit 4

Sales tax receipts conservatively budgeted in fiscal 2021 and fiscal 2022

Downtown asset benefit fund revenue (primarily sales tax with some entertainment, food, liquor and lodging tax revenue)



Source: Minneapolis open government website

The city was allocated a substantial \$271 million through the American Rescue Act Plan (ARPA), which it is using for revenue replacement to offset most estimated revenue losses experienced in 2020 (\$119 million), additional resources for the Community Planning and Economic Development Fund (\$65 million) and for other initiatives.

Liquidity

The city has ample liquidity with well over \$200 million, or 36% of revenue in cash across the general fund and debt service fund. Total liquidity across all operating funds \$631 million, with the cash primarily held in the Community Planning and Economic Development Fund and the Permanent Improvement Fund. The former is dedicated to housing and economic development, with revenue generated from tax increment, administrative fees, rents and land sales. The latter is dedicated to capital and is financed by a combination of bond proceeds, and state and federal aid. Over \$150 million is held in the internal services funds.

The city's major enterprise funds include sanitary sewer, stormwater, water treatment, municipal parking, solid waste and community planning. Cash is sound in those funds with nearly a half a years of expenses in reserve, but have been declining the last few years because of capital expenditures. Officials project cash will increase across enterprise funds in fiscal 2021.

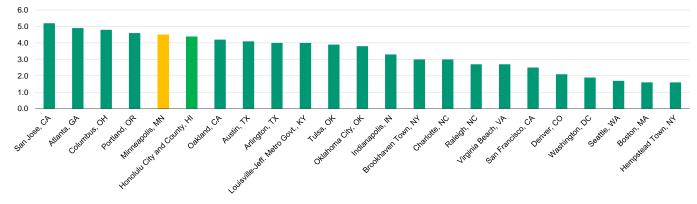
Debt and pensions: elevated leverage is due primarily to unfunded pension liabilities

Minneapolis' elevated leverage could moderate over many years if steady revenue growth continues, debt issuances are restrained and pension contributions remain adequate to stem liability growth. The city's fixed costs, inclusive of debt service and retirement contributions consume around 30% of revenue. Its overall leverage is high relative to sector medians and to cities of similar size and rating level (see Exhibit). The city issues GO bonds annually in the spring for capital projects that can range from \$50 million to \$100 million.

Exhibit 5

Leverage is above median of peers

Debt and ANPL compared to revenue of Aaa, Aa1 and Aa2 rated cities with similar sized populations

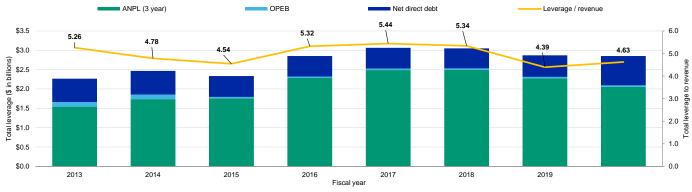


Source: Moody's MFRA

The city's leverage is primarily from pensions (see Exhibit)

Exhibit 6

Minneapolis' total leverage decreased after 2016 spike, but remains high ANPL, OPEB and net direct debt / operating revenue



Source: issuer financial statements, Moody's Investors Service

Legal security

Minneapolis' GO bonds are secured by the city's full faith and credit pledge to levy a dedicated property tax unlimited as to rate and amount.

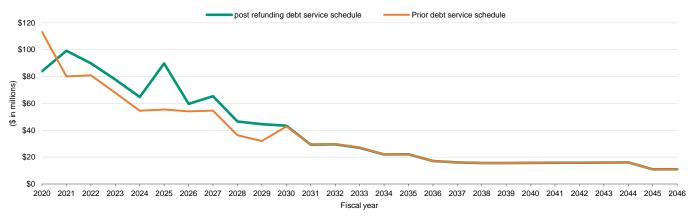
Debt structure

The city's debt service schedule is rapidly descending. Future bond issuances will be wrapped around the current schedule so there is not likely to be a rapid drop in fixed costs. Still, the descending schedule is credit positive because it provides the city with flexibility in structuring future bonds issuances. The city tapped that flexibility in 2020 when it issued refunding bonds that changed the timing of some debt service payments to reduce costs in the uncertainty of pandemic. Such <u>debt-based budget relief maneuvers</u> can be an indicator of stress, but Minneapolis implemented the transaction out of an abundance of caution and amortization of debt remained rapid post-issuance.

The city has modest exposure to variable rate risk consisting of one series of GO variable rate bonds (2011B bonds) that is equal to about 3% of total outstanding GO debt. The variable rate debt stems from a direct purchase loan with <u>US Bank (A1 stable)</u>. Per the term loan agreement, rates are reset the first of every week and are equal to 30% of the SIFMA index plus a spread based on the city's GO rating. The city has ample liquidity, which mitigates the risks of unbudgeted increases in interest rates.

Exhibit 7

City's quickly descending debt service schedule provides flexibility to address future capital needs Minneapolis debt service schedule



Source: City of Minneapolis

Debt-related derivatives

The city is not a party to any debt-related derivatives.

Pensions and OPEB

The city participates in two multiple-employer cost-sharing plans, the General Employees Retirement Fund (GERF) and the Public Employees Police and Fire Fund (PEPFF) that are administered by the public employee retirement association (PERA). Most employees hired before 1980 are covered by one of three closed pension plans that were subsequently merged into the state plans. The Minneapolis Employees Retirement Fund (MERF) merged into GERF in 2015. The Minneapolis Police Relief Association (MPRA) and Minneapolis Fire Relief Association (MFRA) were absorbed into the PEPFF plan in 2011.

Minnesota statutes establish local government retirement contributions as a share of payroll. The 2020 employer contribution rates were set at 7.5% of payroll for GERF and at 16.95% of payroll for PEPFF. In addition to those contributions, the city is required to make fixed contributions for the closed plans through 2031. Those extra contributions result in the city's allocation of unfunded pension liabilities reported by PERA being higher than they otherwise would be. If payments stop in 2031 as outlined in current statute, the city's reported unfunded pension obligations, and our adjusted net pension liability (ANPL) will decline. The ANPL of nearly \$2 billion is based on a 2.7% discount rate. The city's reported net pension liability based on PERA's employers' allocation reports and a 7.5% discount rate, is under \$500 million.

The contributions to PERA from all participating governments in aggregate, exceeded 100% of each plan's "tread water" indicator in 2020, meaning that under plan assumptions contributions were sufficient to stem unfunded liability growth. Minneapolis has established reserves which it calls its pension contingency fund in an attempt to mitigate budget pressure should increased pension contributions be required by the state. Those reserves are held within the employee retirement fund, which had a cash balance of \$23 million at the close of fiscal 2020.

ESG considerations

MINNEAPOLIS (CITY OF) MN's ESG Credit Impact Score is Positive CIS-1

Exhibit 8 ESG Credit Impact Score



Source: Moody's Investors Service

Minneapolis' ESG Credit Impact Score is positive (**CIS-1**), reflecting positive social attributes, a very strong governance profile and low exposure to environmental risks, all which support Minneapolis' credit rating, resilience, and capacity to respond to shocks.

Exhibit 9 ESG Issuer Profile Scores ENVIRONMENTAL SOCIAL GOVERNANCE E-2 S-1 G-1 Neutral-to-Low Positive

Source: Moody's Investors Service

Environmental

Minneapolis' overall E issuer profile score is neutral to low (E-2), reflecting relatively low exposure to environmental risks across all categories, including physical climate risk, carbon transition, natural capital, waste and pollution.

Social

We assess the S issuer profile score as positive **(S-1)**, reflecting positive attributes that carry credit benefits. Minneapolis benefits from a growing population, expanding labor force, consistently low unemployment rates, improving income metrics, a relatively young population compared to the aging state and nation and high educational attainment, all of which highlights the positive impact to the credit. Although housing costs are rising, they remain affordable in comparison to other high demand areas of the country. In March 2021, the city reached a settlement agreement with George Floyd's family for \$27 million. In November 2021, voters voted down a proposal to replace the city's police department with a new department of public safety. The police department is under federal civil rights investigation.

Governance

Minneapolis' very strong governance profile supports its rating, as captured by a positive G issuer profile score (G-1) and reflects both strong institutional structure and established history of prudent budget management. Minneapolis' strong transparency and disclosure, which includes posting year-to-date financial performance as well as long-term financial forecasts and long-term capital plans, are also incorporated into the G-1 issuer profile score.

ESG Issuer Profile Scores and Credit Impact Scores for the rated entity/transaction are available on Moodys.com. To view the latest scores, please click <u>here</u> to go to the landing page for the entity/transaction on MDC and view the ESG Scores section.

Rating methodology and scorecard factors

The US Local Government General Obligation Debt methodology includes a scorecard, a tool providing a composite score of a local government's credit profile based on the weighted factors we consider most important, universal and measurable, as well as possible notching factors dependent on individual credit strengths and weaknesses. Its purpose is not to determine the final rating, but rather to provide a standard platform from which to analyze and compare local government credits.

Exhibit 10

Minneapolis (City of) MN

Rating Factors	Measure	Score
Economy/Tax Base (30%)[1]		
Tax Base Size: Full Value (in 000s)	\$62,526,635	Aaa
Full Value Per Capita	\$148,758	Aa
Median Family Income (% of US Median)	112.4%	Aa
Finances (30%)		
Fund Balance as a % of Revenues	32.4%	Aaa
5-Year Dollar Change in Fund Balance as % of Revenues	5.9%	А
Cash Balance as a % of Revenues	36.4%	Aaa
5-Year Dollar Change in Cash Balance as % of Revenues	12.9%	Aa
Management (20%)		
Institutional Framework	Aa	Aa
Operating History: 5-Year Average of Operating Revenues / Operating Expenditures	1.0x	А
Debt and Pensions (20%)		
Net Direct Debt / Full Value (%)	1.2%	Aa
Net Direct Debt / Operating Revenues (x)	1.2x	А
B-Year Average of Moody's Adjusted Net Pension Liability / Full Value (%) 3.3%		А
3-Year Average of Moody's Adjusted Net Pension Liability / Operating Revenues (x)	3.3x	А
Notching Factors:[2]		
Unusually Strong or Weak Security Features		Up
·	Scorecard-Indicated Outcome	Aa1
	Assigned Rating	Aa1

[1] Economy measures are based on data from the most recent year available.

[2] Notching Factors are specifically defined in the US Local Government General Obligation Debt methodology.

[3] Standardized adjustments are outlined in the GO Methodology Scorecard Inputs publication.

Sources: US Census Bureau, {OrgName}'s financial statements and Moody's Investors Service

© 2022 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved. CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S CREDIT RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS, ASSESSMENTS AND OTHER OPINIONS AND PUBLISHES ITS PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL. WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, OR SALE.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS, AND PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS OR PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing its Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDIT RATING, ASSESSMENT, OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any credit rating, agreed to pay to Moody's Investors Service, Inc. for credit ratings opinions and services rendered by it fees ranging from \$1,000 to approximately \$5,000,000. MCO and Moody's Investors Service also maintain policies and procedures to address the independence of Moody's Investors Service credit rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold credit ratings from Moody's Investors Service and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at <u>www.moodys.com</u> under the heading "Investor Relations — Corporate Governance — Director and Shareholder Affiliation Policy."

Additional terms for Australia only: Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY100,000 to approximately JPY550,000,000.

MJKK and MSFJ also maintain policies and procedures to address Japanese regulatory requirements.

REPORT NUMBER 1315953

CLIENT SERVICES

Americas	1-212-553-1653
Asia Pacific	852-3551-3077
Japan	81-3-5408-4100
EMEA	44-20-7772-5454

MOODY'S INVESTORS SERVICE