MOODY'S
INVESTORS SERVICE

New Issue: Moody's assigns Aa1 ratings to Massachusetts' $450 million General Obligation Bonds, Consolidated Loan of 2013 Series A and $70 million Series B (Federally Taxable)

Global Credit Research - 15 Mar 2013

$18.4 billion of general obligation debt outstanding; outlook is stable

MASSACHUSETTS (COMMONWEALTH OF)
State Governments (including Puerto Rico and US Territories)
MA

Moody's Rating

ISSUE		RATING
General Obligation Bonds, Consolidated Loan of 2013, Series A		Aa1
Sale Amount	$450,000,000	
Expected Sale Date	03/19/13	
Rating Description	General Obligation	
General Obligation Bonds, Consolidated Loan of 2013, Series B (Federally Taxable)		Aa1
Sale Amount	$70,000,000	
Expected Sale Date	03/19/13	
Rating Description	General Obligation	

Moody's Outlook

Opinion

NEW YORK, March 15, 2013 --Moody's Investors Service has assigned Aa1 ratings to the Commonwealth of Massachusetts' $450 million General Obligation Bonds, Consolidated Loan of 2013 Series A and $70 million Series B (Federally Taxable). Proceeds of the bonds, scheduled to price on March 20, will be used to finance the commonwealth's capital plan.

SUMMARY RATING RATIONALE

The rating reflects the Commonwealth of Massachusetts' strong financial management practices and its demonstrated willingness to balance its budget when necessary through spending cuts, revenue increases and use of reserves; a large education and health care sector that generates high wages and that has helped to mitigate job losses in the current downturn; debt levels that are among the highest in the nation; and relatively low pension funding levels. The outlook is stable.

STRENGTHS

-- Strong financial management practices, particularly a willingness to promptly identify and close budget gaps through expenditure reductions, revenue increases and overall prudent use of reserves

-- Budget reserves that provide an adequate cushion to another downturn and the commonwealth's commitment to maintain them at healthy, although reduced, levels

-- An economic base characterized by high wealth and high levels of educational attainment that has provided a degree of stability to the commonwealth's employment situation

CHALLENGES

-- Debt ratios that are among the nation's highest and moderate pension funding ratios

-- Large health care and other social services costs that drive the budget, significant pent up demand to restore spending cuts made during the recession, and spending pressure to increase funding for the statewide transportation system

-- Managing the challenges from federal downsizing during the next several years, which could have a heavy impact on the commonwealth's important healthcare and research sectors

COMMONWEALTH ENDS FISCAL 2012 IN HEALTHY FINANCIAL POSITION, FISCAL 2013 REVENUE FORECAST REVISED DOWNWARDS

Massachusetts tax revenues increased by 2.9% in fiscal 2012, 0.5% greater than forecast. Total personal income taxes increased by 2.9%, sales taxes by 3.2% and corporate income taxes by 4.1%. The capital gains portion of the personal income tax decreased by 7.6%, an important measure in high wealth Massachusetts. The commonwealth ended fiscal 2012 in June with a $89 million budgetary basis surplus, and made a net deposit into its rainy day fund, the Stabilization Fund, of $273 million. That deposit brought the stabilization fund balance to nearly $1.7 billion, or 7.8% of fiscal 2012 tax revenue, a healthy cushion and a strong reserve position compared to many states. On a GAAP basis, the fiscal 2012 ending available fund balance (unassigned fund balance plus available reserves considered available by Moody's in the committed or restricted fund balance) increased to 11.4% of operating revenue from 10.1% in fiscal 2011, also a strong financial position.

The budgeted fiscal 2013 revenue forecast reflected 4.5% growth compared to fiscal 2012, and budgeted expenditures reflect 3.9% growth over the prior year. Last month, after actual revenue collections through December fell $540 million short of the budgeted forecast, the commonwealth revised expected revenue growth for the fiscal year downwards to 1.8%. It also approved a variety of measures to close a $540 million budget gap, including expenditure cuts and a $200 million draw from the Stabilization Fund. Fiscal year-to-date through February, collections are up by 3.9% compared to the same period in the prior year. Net personal income taxes were up by 6.5% year-to-date, sales taxes up by 1.8% and corporate income taxes were down by 5.4%.

FISCAL 2014 BUDGET PROPOSAL INCLUDES LARGE SPENDING INCREASE AND TAX CHANGES

The governor's fiscal 2014 budget proposal includes a large 6.9% spending increase and an ambitious set of tax measures that would reduce the sales tax and dedicate it to transportation, education and other capital spending. The lost General Fund revenue would be replaced with a higher personal income tax. The spending increase reflects substantial pent-up demand to replace low spending growth from the recession, as well as budget drivers more unique to Massachusetts. While most states finance highways at the statewide level, the commonwealth also finances transit, which has been a significant budget and debt driver for years. The revenue plan would reduce the sales tax to 4.5% from 6.25%, and increase the personal income tax to 6.25% from 5.25%. Based on fiscal 2013 estimates, 58% of the commonwealth's general fund revenues come from personal income taxes. The proposed change would increase that to 72%, the second highest of any state and increasing Massachusetts' reliance on an already volatile revenue source. The proposal reflects an additional $1.9 billion of revenue annually starting in fiscal 2015. The income tax increase would not be implemented until calendar year 2014, however higher spending begins July 2013 (fiscal year 2014). The proposed budget relies on a $400 million Stabilization Fund draw and a $400 million short-term borrowing to cover cash needs in the interim. The short-term borrowing would be repaid across three fiscal years and is essentially a deficit financing, an unusual tool for a highly rated state with as strong a financial position as Massachusetts. Based on estimates, the Stabilization Fund's balance would still be greater than $1 billion but would fall to 4.7% of forecasted tax revenue. Both that reserve drawdown and the short-term borrowing would also weaken the commonwealth's GAAP-basis position.

ECONOMY SLOWS BUT FUNDAMENTAL MEASURES STILL BETTER THAN NATION

Through the downturn, Massachusetts' economy generally performed more strongly than the nation. More recently, employment growth has slowed to a level slightly below average and the unemployment rate has risen slightly, but is still well below the U.S. average. Massachusetts employment growth was 1.6% in December, well above the pace there in early 2012 and slightly below the U.S. level of 1.7%. The unemployment rate in the commonwealth increased slightly in December to 6.7% but that is still favorable compared to the U.S. average of 7.8%.

The commonwealth continues to be aided by its large education and health sector, which makes up more than 20% of employment. The state also has a large financial activities sector, with a significant mutual fund presence.

While the important healthcare sector is partly behind Massachusetts's above-average employment and income performance, future federal downsizing could impact healthcare as well as government research and have a significant impact in Massachusetts. The state is characterized by high wealth and education levels but with slow population and job growth over the longer run. Per capita personal income in 2011 was $53,621, ranking second among the states.

HEAVY TAX-SUPPORTED DEBT LOAD; HIGH PENSION COSTS ALTHOUGH REFORMS WILL PROVIDE LONG-TERM BENEFITS

The commonwealth has a high debt burden, with $18.8 billion in outstanding general obligation bonds and nearly $32 billion in total net tax-supported debt. Debt levels have been driven upwards in part by the commonwealth's issuance of bonds to finance projects that in other states would be paid for at the local level. Based on Moody's 2012 state debt medians, the state's debt levels ranked second-highest among the 50 states on both a per-capita basis and as a percentage of personal income, respectively, and is the highest as a percentage of state gross domestic product. The commonwealth's debt per capita was $4,814, 9.4% of its personal income, and 8.4% of its gross domestic product.

A pension reform enacted by the state last year provides long-term benefits to the state. Based on an updated actuarial valuation released last month, Massachusetts' unfunded pension liability increased to $23.6 billion and the pension funded declined to 65.1% as of January 1, 2012 as the effect of asset smoothing was realized, down from 71.1% as of January 1, 2011 and 67.5% in 2010. Among the changes, the pension reform measure extended the funding schedule from 2025 to 2040, which reduced the fiscal 2012 contribution from $2.2 billion to $1.4 billion (although that was still larger than then fiscal 2011 amount). The negative impact of pushing out the period to fully fund the retirement obligations was partially offset by increasing the retirement age for most state employees; eliminating early retirement subsidies; increasing the period for calculating retirement from an average of three years to five years; and eliminating double-dipping. The measure also prohibits the commonwealth from making less than the annual payment required by the new schedule if investment returns exceed expectations: greater-than-expected gains would be used to shorten the schedule. It further dedicates future tobacco settlement monies to the commonwealth's other post-employment benefits (OPEB) trust fund, starting in phases in fiscal 2013. The combined ratio of Massachusetts' pension and OPEB actuarially required contributions (ARC) to revenue is 16%, slightly higher than average. Those costs could limit the commonwealth's fiscal flexibility going forward, but the new plan should help to mitigate them in the long run.

CLOSELY MANAGED VARIABLE RATE DEBT AND SWAPS PORTFOLIO

Massachusetts has a total of $3.5 billion of floating rate debt outstanding, or 11% of its Moody's-calculated net tax supported debt. This includes: just more than $1 billion of variable rate demand bonds with unremarketed tenders supported by bank liquidity facilities; $994 million of SIFMA index; a $248 million direct loan; $401 million of auction rate bonds; $197 million of CPI index bonds; $845 million of LIBOR index bonds; and $289 million of variable rate bonds issued by the University of Massachusetts Building Authority and the Massachusetts Bay Transportation Authority that the commonwealth pledges its full faith and credit to pay if necessary. The commonwealth's variable rate and derivatives portfolio is closely managed and its liquidity facilities and swap agreements contain provisions favorable to the commonwealth and offset its relatively low available cash balances. Liquidity facilities contain a mix of three- and five-year term-out provisions that, considering the strength of Massachusetts' market access should provide ample time to refinance if necessary. Swap counterparties are well-diversified and do not reflect collateral posting requirements on the part of the commonwealth, although the mark-to-market value was a sizeable -$502 million as of February 28, 2013, which limits the commonwealth's ability to refinance the transactions those swaps are associated with. In our analysis, the commonwealth's liquidity (reflecting current cash as well as amounts in the stabilization fund) is sufficient to handle unforeseen circumstances related to its variable rate debt and swaps.

OUTLOOK

The outlook for Massachusetts is stable, reflecting its good reserve levels and efforts to regain structural budget balance. The outlook also reflects our expectation that the commonwealth will continue to take proactive measures to close budget gaps if they emerge and continue its trend of strong financial management. Going forward, reliance on one-time budget solutions, tighter cash margins, unexpectedly severe economic deterioration, or a large increase in tax-supported debt could pressure the rating at its current level.

WHAT COULD MAKE THE RATING GO UP

-- Continued rebuilding of reserves and establishment of stronger constraints on their use

-- Established trend of structural budget balance

-- Reduced debt ratios relative to Moody's 50-state median

WHAT COULD MAKE THE RATING GO DOWN

-- Protracted structural budget imbalance driven by deeper and/or prolonged economic downturn

-- Depletion of Budget Stabilization Fund to inadequate levels

-- Increased leveraging of the commonwealth's resources to pay debt service or further erosion in funding ratios

-- Narrowed cash flow that strains the commonwealth's liquidity

The principal methodology used in this rating was Moody's State Rating Methodology published in November 2004. Please see the Credit Policy page on www.moodys.com for a copy of this methodology.

REGULATORY DISCLOSURES

For ratings issued on a program, series or category/class of debt, this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series or category/class of debt or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the rating action on the support provider and in relation to each particular rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on www.moodys.com.

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