

**State of Arkansas Construction Assistance
Revolving Loan Fund Program**

Auditor's Report and Financial Statements

June 30, 2014 and 2013

State of Arkansas Construction Assistance Revolving Loan Fund Program

June 30, 2014 and 2013

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Independent Auditor's Report

The Commissioners of the Arkansas Natural
Resources Commission (ANRC)

The Board of Directors of
Arkansas Development Finance Authority (ADFA)

We have audited the accompanying basic financial statements of the State of Arkansas Construction Assistance Revolving Loan Fund Program (the Program), which are comprised of statements of net position as of June 30, 2014 and 2013, and the related statements of revenues, expenses and changes in net position and statements of cash flows for the years ended June 30, 2014 and 2013, and the related notes to the basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 from material misstatement.

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

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Resources Commission (ANRC)

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Program as of June 30, 2014 and 2013, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matters

As discussed in *Note 6* to the financial statements, in 2014 the Program adopted new accounting guidance, Governmental Accounting Standards Board Statement No. 65, *Items Previously Reported as Assets and Liabilities*, by restating the 2013 financial statements. Our opinion is not modified with respect to this matter.

As discussed in *Note 1*, the financial statements of the Program are intended to present the financial position, and the changes in financial position and cash flows, where applicable, of only that portion of the business-type activities of the State of Arkansas (the State) that is attributable to the transactions of the Program. They do not purport to, and do not, present fairly the financial position of the State as of June 30, 2014 and 2013, and the changes in its financial position and its cash flows, where applicable, for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis listed in the table of contents be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express

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Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplementary information listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic 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 basic financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2014, on our consideration of the Program's internal control over financial reporting and 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* in considering the Program's internal control over financial reporting and compliance.

BKD, LLP

Little Rock, Arkansas
October 31, 2014

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2014 and 2013**

This discussion and analysis is designed to assist the reader in focusing on significant issues and activities and to identify any significant changes in the financial position of the Construction Assistance Revolving Loan Fund Program (the Program). Readers are encouraged to consider the information presented in conjunction with the financial statements and notes as a whole, which follow this section of the report.

Discussion of Financial Statements

The June 30, 2014, basic financial statements include three required statements: The statement of net position; the statement of revenues, expenses and changes in net position; and the statement of cash flows. Comparative totals as of and for the years ended June 30, 2013 and 2012, are also presented. The Program adopted a new accounting principle that resulted in a restatement of net position. These changes are reflected as a restatement to beginning net position for fiscal year 2013. The balances for fiscal year 2012 have not been restated for this change. (See *Note 6* to the financial statements.) Although not required, these comparative totals are intended to facilitate an enhanced understanding of the Program's financial position and results of operations for the current fiscal year in comparison to the prior fiscal years. Additional information, following the *Notes to Financial Statements*, includes the combining statement of net position; the combining statement of revenues, expenses and changes in net position; as well as the combining statement of cash flows. These combining statements detail the Revolving Loan Fund and the Fees and Expenses Fund, which comprise the Program.

Condensed Financial Information – Statements of Net Position

<i>(In thousands)</i>	2014	2013 Restated	2012
Total assets and deferred outflow of resources	\$ <u>384,220</u>	\$ <u>385,221</u>	\$ <u>377,679</u>
Current liabilities	5,288	11,501	11,724
Noncurrent liabilities	<u>39,175</u>	<u>45,607</u>	<u>56,752</u>
Total liabilities	<u>44,463</u>	<u>57,108</u>	<u>68,476</u>
Net position – restricted for program requirements	\$ <u>339,757</u>	\$ <u>328,113</u>	\$ <u>309,203</u>

The Program's total assets and deferred outflow of resources have fluctuated over the past three years. At June 30, 2014, the balance of \$384.2 declined \$1.0 million compared to June 30, 2013 which was attributed to a decrease in cash and cash equivalents and investments of \$8.8 million, which is offset by an increase of \$7.8 million in loans receivable. At June 30, 2013, the balance increased \$7.5 million compared to June 30, 2012. The increase was attributed to loans receivable increased \$30.9 million and investments, current and restricted, increased \$6.4 million which is offset by decreases of \$29.1 million in cash and cash equivalents and \$385,000 in accounts receivable – Environmental Protection Agency (EPA).

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The following table reports loan activity for each year (in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Loan disbursements	\$ 41,007	\$ 60,729	\$ 19,017
Loan repayments	<u>33,255</u>	<u>29,838</u>	<u>39,280</u>
Net increase (decrease) in loans receivable	\$ <u>7,752</u>	\$ <u>30,891</u>	\$ <u>(20,263)</u>

The following table reflects the disbursement of funds to new and existing loan borrowers (in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
New loans	\$ 13,500	\$ 66,000	\$ 90,778
Loan disbursements – new loans	7,009	4,171	10,830
Existing loans	156,000	130,300	79,691
Loan disbursements – existing loans	33,998	56,558	8,187

The Program continually made loans from federal grant funds from EPA, state matching funds and revolving Program funds. The Program received federal funds in the form of an annual capitalization grant (Base). In the current fiscal year, the Program utilized the repayment funds and the Program funds to make loan disbursements while still utilizing the EPA Base federal grants funds available. In the prior fiscal year, as encouraged by EPA, the Program focused on utilizing federal funds, when available, to fund loans. The Program continued to use 2009 Issue Prepayment funds and revolving program funds. The table below reflects the amounts used from each funding source for fiscal years 2014, 2013 and 2012 (in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
EPA Federal			
Base	\$ 5,714	\$ 14,724	\$ 11,999
ARRA	-	-	2,392
State Matching	728	4,181	1,588
2009 Issue Prepayment Funds	13,105	2,986	1,008
Revolving Program Funds	21,460	38,838	1,250
Administrative Funds	<u>-</u>	<u>-</u>	<u>780</u>
	\$ <u>41,007</u>	\$ <u>60,729</u>	\$ <u>19,017</u>

The Program utilized its cash within the Program as an additional funding source, essentially revolving the assets.

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The federal fiscal year 2014 Base grant has been approved by the EPA in the amount of \$9.2 million and will be available in October 2014.

The Program's total liabilities decreased to \$44.5 million at June 30, 2014, from \$57.1 million at June 30, 2013, and from \$68.5 million at June 30, 2012. The decline of \$12.6 million and \$11.3 million for fiscal years 2014 and 2013, respectively, was attributable to the scheduled bond redemptions.

Condensed Financial Information – Statements of Revenues, Expenses and Changes in Net Position

(In thousands)

	<u>2014</u>	<u>2013 Restated</u>	<u>2012</u>
Total interest income	\$ 5,574	\$ 5,291	\$ 5,500
Other income	<u>2,526</u>	<u>2,666</u>	<u>2,475</u>
Total operating revenues	<u>8,100</u>	<u>7,957</u>	<u>7,975</u>
Total interest on bonds and notes	2,222	3,610	4,080
Total amortization expense	(933)	(932)	(600)
Federal financial assistance	1,630	612	91
Administrative expense	<u>250</u>	<u>251</u>	<u>252</u>
Total operating expenses	<u>3,169</u>	<u>3,541</u>	<u>3,823</u>
Operating income	4,931	4,416	4,152
Base federal grants	7,693	15,706	12,528
ARRA federal grants	-	1	2,482
Transfers out, net	<u>(980)</u>	<u>(1,080)</u>	<u>(1,080)</u>
Change in net position	<u>11,644</u>	<u>19,043</u>	<u>18,082</u>
Net position			
Previously stated	328,113	309,203	291,121
Change in accounting principle	<u>-</u>	<u>(133)</u>	<u>-</u>
Restated beginning of year	<u>328,113</u>	<u>309,070</u>	<u>291,121</u>
End of year	<u>\$ 339,757</u>	<u>\$ 328,113</u>	<u>\$ 309,203</u>

**State of Arkansas Construction Assistance
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Total operating revenues has fluctuated over the past three years. Operating revenues increased \$143,000 during fiscal year 2014 and decreased \$18,000 during fiscal year 2013. In the current fiscal year, the Program's interest income from loans, net increase in fair value of investments and financing fee income increased \$648,000, which was offset by the decreases in other income of \$435,000 and in interest income on investments of \$70,000. In the current fiscal year, the Program's interest income from loans and financing fee income increased due to the continuous funding of loans which correlates to the increase in loan receivable – restricted. In the prior fiscal year, the Program had an increase of \$427,000 in other income which was offset by a decline of \$291,000 in interest income on loans and \$194,000 in financing fee income. The change in other income was attributed to the one-time gain on the sale of an asset in fiscal year 2013. The Program's decline in financing fee income in fiscal year 2013 was due to the payoff of loans and the implementation of GASB 65, which reclassified the amortization of deferred fees to net position. Interest income on loans declined even though loans receivable continued to increase which was due to the addition of new loans at an average interest yield of 1.74% compared to 3.34% for loans that paid off. Overall, the Program has a return on loan interest income of 2.08%, 2.12% and 2.30% for fiscal years 2014, 2013 and 2012, respectively.

Revenues from investments were \$148,000, \$218,000 and \$136,000 for fiscal years ended June 30, 2014, 2013 and 2012, respectively. The average return on cash, cash equivalents and investments was 0.07%, 0.09% and 0.03% for years ended June 30, 2014, 2013 and 2012, respectively. The Program maintains liquidity to fund projects as needed. The Program invested excess funds in U. S. Treasury and agencies obligations at higher yields than current money market mutual fund rates.

Base federal grants revenue decreased \$8.0 million in the current fiscal year. The Base federal grants guidelines allow for the funding of forgiveness of principal and repayable loans. For the current fiscal year, the Program has \$2.0 million of the Federal Fiscal Year 2013 grant still to expend for forgiveness of principal loans. The Program has disbursed all available repayable loan funds. In the prior fiscal year, the 2010 American Recovery and Reinvestment Act (ARRA) federal grants declined \$2.5 million. The ARRA federal grant was fully expended in fiscal year 2013. Information regarding when Base federal grant awards were expended for construction draws and principal forgiveness loans is as follows (in thousands):

Federal Award Year	Beginning Balance	Amount Expended in		
		FY2012	FY2013	FY2014
2010	\$ 10,168	\$ 7,557	\$ 2,611	\$ -
2011	9,272	4,442	4,468	360
2012	8,869	-	8,256	613
2013	8,373	-	-	6,371
		<u>\$ 11,999</u>	<u>\$ 15,335</u>	<u>\$ 7,344</u>

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The Program continues to fund loans from other revenue sources including \$35.3 million from the Program funds, state match funds and loan prepayments.

Operating expenses decreased by \$372,000 and \$282,000 during 2014 and 2013, respectively. During fiscal years 2014 and 2013, the Program forgave principal of \$1.6 million and \$611,000, respectively. In the fiscal year 2013, the Program began making principal forgiveness loans from the Base capitalization grants per EPA requirements. During fiscal year 2013, the Program expensed \$1,000 in principal forgiveness loans funded by the ARRA federal grants. The Program's interest on bonds and notes decreased \$1.4 million and \$470,000 during fiscal years 2014 and 2013, respectively, which correlated to the decrease in bonds payable. Program administration expenses totaled \$250,000, \$251,000 and \$252,000 for the fiscal years ended June 30, 2014, 2013 and 2012, respectively. These expenses included amounts paid for audit expense, trustee fees and the administrative fee to the Arkansas Development Finance Authority (ADFA).

Transfers in and out are comprised of transfers to or from other state programs or agencies. The Program transferred out \$980,000 and \$1.1 million to Arkansas Natural Resources Commission for administrative expenses of the Program. The funding source for the administrative fee is 4% of the EPA capitalization grant along with funds from the Fees and Expenses Fund.

The net position of the Program increased \$30.6 million in the past two years. The bond resolutions and the Program restrict all of the net position.

The overall financial position and results of operations of the Program have improved.

Contact Regarding the Program

This financial report is designed to provide bondholders, constituents and business partners with a general overview of the Program's finances and to show the Program's accountability for the funds it administers. Questions about this report and requests for additional financial information should be directed to the ADFA Vice President for Finance and Administration by telephoning 501.682.5900 or by contacting the ANRC Water Development Division Chief at 501.682.1611.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Statements of Net Position June 30, 2014 and 2013

<i>(In thousands)</i>	2014	2013 Restated
Current Assets		
Cash and cash equivalents	\$ 82,850	\$ 93,088
Accrued interest receivable		
Investments	16	59
Loans	528	479
Accounts receivable		
Borrowers	256	224
Environmental Protection Agency	15	1
Investments – current portion	39,815	30,000
Total current assets	123,480	123,851
Noncurrent Assets		
Investments – restricted	-	8,356
Loans receivable – restricted		
Construction	259,771	252,019
Wetlands mitigation	933	933
Total noncurrent assets	260,704	261,308
Total assets	384,184	385,159
Deferred Outflow of Resources		
Deferred charge on refunding	36	62
Current Liabilities		
Accounts payable	213	203
Accrued interest payable	150	188
Bonds payable – current portion	4,925	11,110
Total current liabilities	5,288	11,501
Noncurrent Liabilities		
Bonds payable, net of unamortized premiums	39,175	45,607
Total noncurrent liabilities	39,175	45,607
Total liabilities	44,463	57,108
Net Position		
Restricted for program requirements	\$ 339,757	\$ 328,113

**State of Arkansas Construction Assistance
Revolving Loan Fund Program**
Statements of Revenues, Expenses and Changes in Net Position
Years Ended June 30, 2014 and 2013

<i>(In thousands)</i>	2014	2013 Restated
Operating Revenues		
Interest on investments	\$ 148	\$ 218
Interest on loans	5,426	5,073
Financing fees	2,602	2,348
Net depreciation of investments	(76)	(117)
Other	<u>-</u>	<u>435</u>
Total operating revenues	<u>8,100</u>	<u>7,957</u>
Operating Expenses		
Program administration	250	251
Federal financial assistance		
American Recovery and Reinvestment Act	-	1
Base	1,630	611
Bond interest	2,222	3,610
Amortization of bond premiums	<u>(933)</u>	<u>(932)</u>
Total operating expenses	<u>3,169</u>	<u>3,541</u>
Operating Income	<u>4,931</u>	<u>4,416</u>
Nonoperating Revenues		
Base federal grants	7,693	15,706
American Recovery and Reinvestment Act federal grants	<u>-</u>	<u>1</u>
Total nonoperating revenues	<u>7,693</u>	<u>15,707</u>
Income Before Transfers Out, Net	12,624	20,123
Transfers Out, Net	<u>(980)</u>	<u>(1,080)</u>
Change in Net Position	<u>11,644</u>	<u>19,043</u>
Net Position, Previously Reported	328,113	309,203
Change in Accounting Principle (Note 6)	<u>-</u>	<u>(133)</u>
Net Position, Restated Beginning of Year	<u>328,113</u>	<u>309,070</u>
Net Position, End of Year	<u>\$ 339,757</u>	<u>\$ 328,113</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Statements of Cash Flows Years Ended June 30, 2014 and 2013

<i>(In thousands)</i>	2014	2013 Restated
Operating Activities		
Interest received on investments	\$ 191	\$ 200
Interest received on loans	5,377	4,969
Financing fee income received	2,570	2,249
Loan disbursements	(41,007)	(60,729)
Principal repayments on loans	33,255	29,838
Cash paid for interest	(2,232)	(2,418)
Federal grant funds expended	(1,630)	(613)
Cash (paid) received for program administration	<u>(241)</u>	<u>186</u>
Net cash used in operating activities	<u>(3,717)</u>	<u>(26,318)</u>
Noncapital Financing Activities		
Repayment of long-term debt	(11,685)	(11,320)
Transfers out	(980)	(1,080)
Nonoperating grants received	<u>7,679</u>	<u>16,091</u>
Net cash (used in) provided by noncapital financing activities	<u>(4,986)</u>	<u>3,691</u>
Investing Activities		
Proceeds from maturities of investments	38,569	19,312
Purchase of investments	<u>(40,104)</u>	<u>(25,798)</u>
Net cash used in investing activities	<u>(1,535)</u>	<u>(6,486)</u>
Decrease in Cash and Cash Equivalents	(10,238)	(29,113)
Cash and Cash Equivalents, Beginning of Year	<u>93,088</u>	<u>122,201</u>
Cash and Cash Equivalents, End of Year	<u>\$ 82,850</u>	<u>\$ 93,088</u>

**State of Arkansas Construction Assistance
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Statements of Cash Flows (Continued)
Years Ended June 30, 2014 and 2013**

<i>(In thousands)</i>	2014	2013 Restated
Reconciliation of Operating Income to Net Cash Used In		
Operating Activities		
Operating income	\$ 4,931	\$ 4,416
Items not requiring (providing) operating activities cash flows		
Amortization of bond premiums	(933)	(932)
Amortization of deferred charge on refunding	27	1,205
Net depreciation of investments	76	117
Changes in		
Accrued interest receivable		
Investments	43	(18)
Loans	(50)	(104)
Accounts receivable – borrowers	(32)	(99)
Loans receivable	(7,752)	(30,891)
Accounts payable	10	2
Accrued interest payable	(37)	(14)
Net cash used in operating activities	\$ (3,717)	\$ (26,318)

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations and Reporting Entity

The State of Arkansas Construction Assistance Revolving Loan Fund Program (the Program), an enterprise fund of the State of Arkansas, was created pursuant to the 1987 Amendments (P.L.100-4) to the "Clean Water Act" (P.L.92-500) to provide a perpetual fund for financing the construction of wastewater treatment facilities for municipalities and other public entities. The Program is to be capitalized with federal grants from the U.S. Environmental Protection Agency (EPA) and state matching funds on a ratio of five federal dollars to one state dollar.

As of July 2001, Arkansas Natural Resources Commission (ANRC), formerly known as Arkansas Soil and Water Conservation Commission, became the lead agency for the Program (previously led by Arkansas Department of Environmental Quality). As lead agency, ANRC is responsible for performing technical project reviews, monitoring construction and coordinating the total management of the Program. Act 1243 of 2006 authorized the name change to ANRC, which has not had an impact on the Program. Arkansas Development Finance Authority (ADFA) serves as financial manager for the Program under an interagency agreement. ADFA is responsible for investing and disbursing funds as authorized by the lead agency, servicing loans, preparing and submitting monthly financial reports and annual financial statements and procuring audit services. ADFA is reimbursed for Program administration costs through a calculation based on loans outstanding in accordance with the interagency agreement. The amounts incurred to ADFA for administration costs for the years ended June 30, 2014 and 2013, were \$206,000 and \$203,000, respectively.

The Arkansas Agriculture Water Quality Loan Program (AAWQLP) is accounted for within the Program. Under the AAWQLP, ANRC establishes noninterest-bearing cash accounts with financial institutions. In fiscal year 2007, an agreement was established with AgriBank in which AAWQLP would purchase a noninterest bearing bond in conjunction with loans made by AgriBank under the AAWQLP guidelines. Loans are originated by the financial institution or AgriBank to the farmers or property owners that provide for the installation of water quality, anti-pollution equipment. Interest income normally earned on these balances at the financial institutions or on the bond is used to reduce the interest rates applicable to the loans obtained by the farmers or other property owners. ANRC has established a Program contribution limit to AAWQLP in the amount of \$25 million. As of June 30, 2014 and 2013, the AAWQLP had \$12.6 million and \$15.4 million, respectively, in deposits and investments with various financial institutions.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change relate to the determination of fair values of investments.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The Program is accounted for as an enterprise fund for financial reporting purposes and utilizes the economic resource measurement focus and accrual basis of accounting wherein revenues are recognized when earned and expenses when incurred.

Operating revenues and expenses are distinguished from nonoperating items in the Program's statement of revenues, expenses and changes in net position. Operating revenues and expenses generally result from providing services in connection with the principal ongoing operations. All revenues and expenses not meeting this definition are reported as nonoperating items.

Adoption of the New Accounting Pronouncements

In March 2012, the Governmental Accounting Standards Board issued GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The fiscal year 2013 financial statements have been restated to reflect the implementation of the new accounting standard. (See *Note 6*.)

Cash and Cash Equivalents

The Program considers all liquid investments with original maturities of three months or less to be cash equivalents. At June 30, 2014 and 2013, cash equivalents of \$82.9 million and \$93.1 million, respectively, consisted primarily of money market mutual funds with variable interest rates.

Included in cash equivalents on the Program's statement of net position is the Fees and Expenses Fund with a balance of approximately \$7.7 million and \$4.2 million at June 30, 2014 and 2013, respectively. This fund contains fees charged on loans of the Program, as allowed by EPA. These funds may be used at the discretion of ANRC to fund expenses of the Program.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

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Investments

Investments are carried at fair value. Fair value is determined using quoted market prices.

Bond Issuance Premiums

Premiums on sales of bonds are capitalized and are amortized over the term of the bonds using the effective interest method. Early retirement of bonds results in the acceleration of amortization of premiums.

Financing Fees

The Program receives a 1% monthly financing fee from borrowers.

Net Position Restricted by Bond Resolution and Program Requirements

Net position restricted by bond resolution and program requirements represent funds restricted due to the specific provisions of the Program.

Income Taxes

As an essential government function of the State of Arkansas, the Program is exempt from income taxes under Section 115 of the Internal Revenue Code and a similar provision of state law.

Reclassifications

Certain reclassification have been made to the fiscal year 2013 financial statements to conform to the fiscal year 2014 financial statement presentation. These reclassifications had no effect on the change in net position.

Note 2: Deposits and Investments

Deposits

Custodial credit risk is the risk that in the event of a bank failure, the Program's deposits may not be returned to it. The Program's deposit policy for custodial credit risk requires compliance with the provisions of state law and bond indentures. Deposits are collateralized for those amounts exceeding federal depository insurance, typically with obligations of the U.S. Treasury, U.S. agencies or instrumentalities or municipal bonds having an aggregate market value at least equal to the amount of the deposits.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

At June 30, 2014 and 2013, \$4.5 million and \$5.7 million of the Program's deposits (and carrying value) of \$7.8 million and \$9.6 million were exposed to custodial credit risk as follows:

<i>(In thousands)</i>	2014	2013
Uninsured and collateral held by pledging financial institution trust department or agent in the Program's name	\$ <u>4,450</u>	\$ <u>5,729</u>

Investments

Arkansas statutes and the Program's General Resolution authorizes the Program to invest in direct obligations of the U.S. government; obligations on which the principal and interest are fully guaranteed or are fully secured, insured or covered by commitments or agreements to purchase by the U.S. government; obligations of agencies and instrumentalities created by act of the United States Congress and authorized thereby to issue securities or evidence of indebtedness, regardless of guarantee of repayment by the U.S. government; obligations of political subdivisions of the United States; certain obligations issued by the State Board of Education; short-term warrants of political subdivisions of the State of Arkansas and municipalities; the sale of federal funds with a maturity of not more than one business day; demand, savings or time deposits fully insured by a federal deposit insurance agency; repurchase agreements that are fully insured by obligations of the U.S. government, any U.S. state or any political subdivision thereof; securities of, or other interest in, any open-end type investment company or investment trust registered under the Investment Company Act of 1940, and which is considered a money market fund, provided that the portfolio is limited principally to U.S. government obligations and the investment company or trust takes delivery of collateral either directly or through an authorized custodian; guaranteed investment contracts; and bank certificates of deposit.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements June 30, 2014 and 2013

At June 30, 2014 and 2013, the Program had the following investments and maturities:

(In thousands)

Type	June 30, 2014				
	Fair Value	Maturities in Years			
		Less than 1	1-5	6-10	More than 10
U.S. agencies obligations	\$ 39,815	\$ 39,815	\$ -	\$ -	\$ -
Money market mutual funds	<u>75,080</u>	<u>75,080</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 114,895</u>	<u>\$ 114,895</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(In thousands)

Type	June 30, 2013				
	Fair Value	Maturities in Years			
		Less than 1	1-5	6-10	More than 10
U.S. Treasury obligations	\$ 12,570	\$ 12,570	\$ -	\$ -	\$ -
U.S. agencies obligations	25,786	25,786	-	-	-
Money market mutual funds	<u>83,499</u>	<u>83,499</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 121,855</u>	<u>\$ 121,855</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Interest Rate Risk—As a means of limiting its exposure to fair value losses due to rising interest rates, the Program’s investments typically match the term of the corresponding bonds or limits the maturity to expected cash flow needs of the Program.

Credit Risk—Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The Program’s investments in U.S. agencies obligations not directly guaranteed by the U.S. government were rated “AAA” or not rated by Moody’s Investors Service and not rated by Standard & Poor’s and its investments in money market mutual funds or investments of those funds were rated “AAAm” or “AAA” by Standard & Poor’s and “Aaa-mf” or “Aaa” by Moody’s Investors Service.

Custodial Credit Risk—For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Program will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. The Program’s investment in mutual funds and guaranteed investment contracts are not classified by custodial credit risk category, as they are not evidenced by securities in physical or book entry form.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

Concentration of Credit Risk—The Program places no limit on the amount that may be invested in any one issuer. Investments of the Program (not guaranteed by the U.S. government or considered mutual funds) representing 5% or more of total investments are as follows (in thousands):

Issuer	Fair Value	Percentage
Federal Home Loan Bank	\$ 35,002	30%

Summary of Carrying Values

The carrying values of deposits and investments are included in the statements of net position as follows:

<i>(In thousands)</i>	2014	2013
Carrying value		
Deposits	\$ 7,770	\$ 9,589
Investments	114,895	121,855
	\$ 122,665	\$ 131,444
Included in the following statement of net position captions		
Cash and cash equivalents	\$ 82,850	\$ 93,088
Investments – current portion	39,815	30,000
Investments – restricted	-	8,356
	\$ 122,665	\$ 131,444

Note 3: Loans Receivable

The Program originates loans with Arkansas municipalities, sewer improvement districts, and water facilities boards for financing the construction of wastewater treatment facilities. The loans are payable in semi-annual installments. At June 30, 2014 and 2013, such loans had a carrying value of approximately \$260.7 million and \$253.0 million, respectively, of which approximately \$88.1 million and \$85.9 million, respectively, are for projects still under construction. The loans bear interest ranging from 0.00% to 3.75%, and are collateralized by special assessments, user charges or sales and use tax bonds issued by the municipalities, sewer improvement districts and water facilities board.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

In fiscal year 2010, the Program began funding loans with American Recovery and Reinvestment Act (ARRA) federal funds. As of June 30, 2014, the Program's current loan balance of ARRA loans was \$13.5 million which was funded with ARRA and other Program funds

Through the years ended June 30, 2014 and 2013, \$624.8 million and \$611.3 million, respectively, in cumulative loans had been approved for funding. At June 30, 2014 and 2013, \$62.3 million and \$89.8 million, respectively, remained encumbered and awaiting disbursement to loan recipients.

Note 4: Bonds Payable

Bonds payable were as follows at June 30:

(In thousands)

Series	Interest Rate Range	Final Maturity Dates	2014	2013 Restated
2009-A Serial	2.50% – 4.00%	6/1/2018	\$ 6,525	\$ 8,005
2011-A Serial	2.00% – 4.00%	6/1/2015	1,730	11,360
2011-C Serial	3.25% – 5.00%	6/1/2028	<u>31,965</u>	<u>32,655</u>
			40,220	52,020
	Unamortized premiums		<u>3,880</u>	<u>4,697</u>
			<u>\$ 44,100</u>	<u>\$ 56,717</u>

Activity in bonds payable for 2014 was as follows:

(In thousands)

	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One Year
2009-A	\$ 8,005	\$ -	\$ (1,480)	\$ 6,525	\$ 1,520
2011-A	11,360	-	(9,630)	1,730	1,730
2011-C	<u>32,655</u>	<u>-</u>	<u>(690)</u>	<u>31,965</u>	<u>1,675</u>
Total bonds payable	<u>\$ 52,020</u>	<u>\$ -</u>	<u>\$ (11,800)</u>	<u>\$ 40,220</u>	<u>\$ 4,925</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

The principal amount shown above differs from the amount on the statement of net position due to unamortized premiums of approximately \$3.9 million.

Activity in bonds payable for 2013 was as follows:

<i>(In thousands)</i>	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One Year
2009-A	\$ 9,420	\$ -	\$ (1,415)	\$ 8,005	\$ 1,480
2011-A	11,825	-	(465)	11,360	9,630
2011-B	9,440	-	(9,440)	-	-
2011-C	<u>32,655</u>	<u>-</u>	<u>-</u>	<u>32,655</u>	<u>-</u>
 Total bonds payable	 <u>\$ 63,340</u>	 <u>\$ -</u>	 <u>\$ (11,320)</u>	 <u>\$ 52,020</u>	 <u>\$ 11,110</u>

The principal amount shown above differs from the amount on the statement of net position due to unamortized premiums of approximately \$4.7 million.

Annual debt service requirements to maturity for bonds payable are as follows:

<i>(In thousands)</i>	Principal	Interest
Fiscal year ending June 30,		
2015	\$ 4,925	\$ 1,805
2016	4,000	1,595
2017	4,075	1,419
2018	4,080	1,249
2019	2,920	1,079
2020 – 2024	12,965	3,343
2025 – 2028	<u>7,255</u>	<u>561</u>
	40,220	11,051
 Unamortized premiums	 <u>3,880</u>	 <u>-</u>
	 <u>\$ 44,100</u>	 <u>\$ 11,051</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

In the current fiscal year, the Program redistributed the bond proceeds from 2011 Revolving Loan Fund Revenue Bonds, Series C (Series 2011 C) between the Program and the State of Arkansas Safe Drinking Water Revolving Loan Fund Program. The distribution resulted in a net decrease in bonds payable of \$5,000. The Series 2011 C was issued by both the Program and State of Arkansas Safe Drinking Water Revolving Loan Fund Program. The redistribution of 2011 C should not have an effect on the bondholders.

In the prior fiscal year, the Program did not have any new bond issuances.

Note 5: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Economic Dependency

The Program has been economically dependent upon revenue from EPA. The impact of the revenue varies from year to year, and, for the year ended June 30, 2014 and 2013, the Program received 49% and 66%, respectively, of total revenue in the form of federal grants. In the current year, the Program is only disbursing Base federal funds. As of June 30, 2014, the Program has \$2.0 million of the Federal Fiscal Year 2013 grant remaining to be disbursed. In the prior year, the Program has disbursed \$1,000 of the ARRA grant funds which concluded the ARRA disbursements and \$15.7 million of the Base grant funds. As of June 30, 2013, \$362 thousand of the \$9.7 million fiscal year 2011 Base grant and \$613 thousand of the \$9.2 million fiscal year 2012 Base grant is still to be disbursed.

Principal Forgiveness Loans

In the fiscal year 2013, the Program began funding principal forgiveness loans (PF) with Base federal capitalization grant funds. EPA required, as part of the Base capitalization grant requirements, that a percentage of the grant be available as subsidy to eligible borrowers. With the federal fiscal year 2010 and 2011 capitalization grant, at least 30% of the grant would be in the form of forgiveness of principal, negative interest loans or grants. The percentage was changed to be not less than 20%, but not greater than 30% of the federal fiscal year 2012 – 2014 grants. However, the above requirement only applies to the portion of total Base capitalization grant federal appropriation that exceeds \$1 billion. To be eligible to receive subsidy, the borrower must show either:

1. The annual utility rates on 4,000 gallons of water is at least 1.5% of the Medium Household Income for the project area, or
2. At least 51% of the benefiting customers have either Low or Moderate Income as defined by the U. S. Department of Housing and Urban Development Community Development Block Grant Program and the utility rates are at least 1.25% of the Medium Household Income.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

The chart below shows the minimum and maximum allowed for principal forgiveness loans:

(In thousands)

Federal Fiscal Year	Grant Award Amount	PF Minimum Amount	PF Maximum Amount	Cumulative Disbursements	PF Amount Remaining to Fund
2010	\$ 13,328	\$ 1,996	\$ 6,654	\$ 1,996	\$ -
2011	9,657	895	2,983	362	533
2012	9,239	513	770	-	513
2013	8,722	411	616	-	411
2014	9,165	499	748	-	499
				<u>\$ 2,358</u>	<u>\$ 1,956</u>

The Program has allocated the minimum for each Base Capitalization grant.

The Program forgives the loans as the construction draws are disbursed. In fiscal year 2014, \$1.6 million in principal forgiveness loans were expensed.

Contingencies

The Program is capitalized by state and federal grant programs, which are governed by various rules and regulations of the grantor agencies. Costs charged to the respective grant programs are subject to audit and adjustments by the grantor agencies; therefore, to the extent that the Program has not complied with the rules and regulations governing the grants, refunds of any money received may be required and the collectability of any related receivable may be impaired. In the opinion of the management of the Program, there are no significant contingent liabilities relating to compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying financial statements for such a contingency.

In conjunction with the issuance of tax-exempt bonds, the Internal Revenue Code of 1986 establishes rules and regulations for arbitrage rebates. The Program has made provisions for revenues above the rebate limit, which must be remitted to the federal government.

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2014 and 2013

Note 6: Adoption of Accounting Standard

Effective July 1, 2012, the Program implemented GASB No. 65, *Items Previously Reported as Assets and Liabilities*. The objectives of GASB No. 65 are to (a) properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources and (b) recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues). In conjunction with the adoption of GASB No. 65, the Program restated beginning net position as of July 1, 2012, to expense \$505,000 of unamortized bond issuance costs that had previously been recorded as assets of the Program and recognize \$371,000 of deferred loan commitment fees that had previously been recorded as liabilities of the Program. Prior to the accounting change, the bond issuance costs and the deferred loan commitment fees were amortized over the term of the bonds using the effective interest method. Loan commitment fees are now recognized when the loan commitment is exercised. The net effect of the adoption of GASB No. 65 was a decrease in change in net position for the year ended June 30, 2013, and beginning net position as of July 1, 2012 of \$45,000 and \$133,000, respectively. Additionally, deferred losses on refunding of debt are classified as a deferred outflow of resources.

Supplementary Information

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Combining Statement of Net Position
June 30, 2014**

(In thousands)

	Revolving Loan Fund	Fees and Expenses	Total
Current Assets			
Cash and cash equivalents	\$ 75,110	\$ 7,740	\$ 82,850
Accrued interest receivable			
Investments	16	-	16
Loans	528	-	528
Accounts receivable			
Borrowers	-	256	256
Environmental Protection Agency	-	15	15
Investments – current portion	<u>39,815</u>	<u>-</u>	<u>39,815</u>
Total current assets	<u>115,469</u>	<u>8,011</u>	<u>123,480</u>
Noncurrent Assets			
Loans receivable – restricted			
Construction	259,771	-	259,771
Wetlands mitigation	<u>153</u>	<u>780</u>	<u>933</u>
Total noncurrent assets	<u>259,924</u>	<u>780</u>	<u>260,704</u>
Total assets	<u>375,393</u>	<u>8,791</u>	<u>384,184</u>
Deferred Outflow of Resources			
Deferred charge on refunding	<u>36</u>	<u>-</u>	<u>36</u>
Current Liabilities			
Accounts payable	-	213	213
Accrued interest payable	150	-	150
Bonds payable – current portion	<u>4,925</u>	<u>-</u>	<u>4,925</u>
Total current liabilities	<u>5,075</u>	<u>213</u>	<u>5,288</u>
Noncurrent Liabilities			
Bonds payable, net of unamortized premiums (discounts)	<u>39,175</u>	<u>-</u>	<u>39,175</u>
Total noncurrent liabilities	<u>39,175</u>	<u>-</u>	<u>39,175</u>
Total liabilities	<u>44,250</u>	<u>213</u>	<u>44,463</u>
Net Position			
Restricted for program requirements	<u>\$ 331,179</u>	<u>\$ 8,578</u>	<u>\$ 339,757</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program**
Combining Statement of Revenues, Expenses and Changes in Net Position
Year Ended June 30, 2014

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Operating Revenues			
Interest on investments	\$ 45	\$ 103	\$ 148
Interest on loans	5,426	-	5,426
Financing fees	-	2,602	2,602
Net appreciation (depreciation) of investments	<u>22</u>	<u>(98)</u>	<u>(76)</u>
Total operating revenues	<u>5,493</u>	<u>2,607</u>	<u>8,100</u>
Operating Expenses			
Program administration	(2)	252	250
Federal financial assistance			
Base	1,630	-	1,630
Bond interest	2,222	-	2,222
Amortization of bond premiums	<u>(933)</u>	<u>-</u>	<u>(933)</u>
Total operating expenses	<u>2,917</u>	<u>252</u>	<u>3,169</u>
Operating Income	<u>2,576</u>	<u>2,355</u>	<u>4,931</u>
Nonoperating Revenue			
Base federal grants	<u>7,344</u>	<u>349</u>	<u>7,693</u>
Total nonoperating revenue	<u>7,344</u>	<u>349</u>	<u>7,693</u>
Income Before Transfers In (Out)	9,920	2,704	12,624
Transfers In (Out)	<u>727</u>	<u>(1,707)</u>	<u>(980)</u>
Change in Net Position	10,647	997	11,644
Net Position, Beginning of Year	<u>320,532</u>	<u>7,581</u>	<u>328,113</u>
Net Position, End of Year	<u>\$ 331,179</u>	<u>\$ 8,578</u>	<u>\$ 339,757</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Combining Statement of Cash Flows
Year Ended June 30, 2014**

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Operating Activities			
Interest received on investments	\$ 73	\$ 118	\$ 191
Interest received on loans	5,377	-	5,377
Financing fee income received	-	2,570	2,570
Loan disbursements	(41,007)	-	(41,007)
Principal repayments on loans	33,255	-	33,255
Cash paid for interest	(2,232)	-	(2,232)
Federal grant funds expended	(1,630)	-	(1,630)
Cash received (paid) for program administration	<u>2</u>	<u>(243)</u>	<u>(241)</u>
Net cash (used in) provided by operating activities	<u>(6,162)</u>	<u>2,445</u>	<u>(3,717)</u>
Noncapital Financing Activities			
Repayment of long-term debt	(11,685)	-	(11,685)
Transfers in (out)	727	(1,707)	(980)
Nonoperating grants received	<u>7,344</u>	<u>335</u>	<u>7,679</u>
Net cash used in noncapital financing activities	<u>(3,614)</u>	<u>(1,372)</u>	<u>(4,986)</u>
Investing Activities			
Proceeds from maturities of investments	36,097	2,472	38,569
Purchase of investments	<u>(40,104)</u>	<u>-</u>	<u>(40,104)</u>
Net cash (used in) provided by investing activities	<u>(4,007)</u>	<u>2,472</u>	<u>(1,535)</u>
(Decrease) Increase in Cash and Cash Equivalents	(13,783)	3,545	10,238
Cash and Cash Equivalents, Beginning of Year	<u>88,893</u>	<u>4,195</u>	<u>93,088</u>
Cash and Cash Equivalents, End of Year	<u>\$ 75,110</u>	<u>\$ 7,740</u>	<u>\$ 82,850</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program**

**Combining Statement of Cash Flows (Continued)
Year Ended June 30, 2014**

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Reconciliation of Operating Income to Net Cash (Used In) Provided By Operating Activities			
Operating income	\$ 2,576	\$ 2,355	\$ 4,931
Items not requiring (providing) operating activities cash flows			
Amortization of bond premiums	(933)	-	(933)
Amortization of deferred charge on refunding	27	-	27
Net appreciation (depreciation) of investments	(22)	98	76
Changes in			
Accrued interest receivable			
Investments	29	14	43
Loans	(50)	-	(50)
Accounts receivable – borrowers	-	(32)	(32)
Loans receivable	(7,752)	-	(7,752)
Accounts payable	-	10	10
Accrued interest payable	(37)	-	(37)
	<u> </u>	<u> </u>	<u> </u>
Net cash (used in) provided by operating activities	\$ <u>(6,162)</u>	\$ <u>2,445</u>	\$ <u>(3,717)</u>