**STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM**

June 30, 2018 and 2017

**Combined Financial Statements
And
Supplementary Information**

With

Independent Auditor's Report

FROST, PLLC
Certified Public Accountants

Table of Contents

FROST, PLLC
Certified Public Accountants

Independent Auditor's Report

Commissioners of the Arkansas Natural
Resources Commission

Board of Directors
Arkansas Development Finance Authority
Little Rock, Arkansas

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program, which comprise the combined statement of net position as of June 30, 2018, and the related combined statements of revenues, expenses and changes in net position, and cash flows for the year then ended and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 combined financial statements based on our audit. We conducted our audit 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 combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined financial statements.

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

Opinions

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program as of June 30, 2018, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1.a., the accompanying combined financial statements present only the State of Arkansas Safe Drinking Water Revolving Loan Fund Program and do not purport to, and do not, present fairly the financial position of the State of Arkansas as of June 30, 2018, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis information on pages 4 through 8 be presented to supplement the basic combined financial statements. Such information, although not a part of the basic combined 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 combined 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 combined financial statements, and other knowledge we obtained during our audits of the basic combined financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the combined financial statements that collectively comprise the State of Arkansas Safe Drinking Water Revolving Loan Fund Program's basic combined financial statements. The schedule of expenditures of federal awards, as required by the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards,* is presented for purposes of additional analysis and is not a required part of the basic combined financial statements.

The supplementary information on pages 24 through 26 and the schedule of expenditures of federal awards on page 33 are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic combined financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic combined 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 combined financial statements or to the basic combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information and the schedule of expenditures of federal awards are fairly stated in all material respects in relation to the basic combined 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, 2018, on our consideration of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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 Arkansas Development Finance Authority's internal control over financial reporting and compliance.

Other Matter

The combined financial statements of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program for the year ended June 30, 2017 were audited by another auditor who expressed an unmodified opinion on those statements on October 31, 2017.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2018

Management's Discussion and Analysis

For the Years Ended June 30, 2018 and 2017

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 Safe Drinking Water Revolving Loan Fund Program (the "Program"). Readers are encouraged to consider the information presented in conjunction with the combined financial statements and notes as a whole, which follow this section of the report.

Discussion of Combined Financial Statements

The June 30, 2018 basic combined financial statements include three required statements: the combined statement of net position; the combined statement of revenues, expenses and changes in net position; and the combined statement of cash flows. Comparative totals as of and for the years ended June 30, 2017 and 2016, are also presented. 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 Combined 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, the Fees and Expense Set Aside, the Small System Technical Assistance Set Aside, the Well Head Protection Set Aside, the Capacity Development Set Aside and the State Program Management Set Aside, which comprise the Program.

Condensed Financial Information – Combined Statements of Net Position

(In thousands)	2018	2017	2016
Total assets	$ 264,937	$ 262,285	$ 254,246
Liabilities			
Current liabilities	2,741	2,560	2,429
Noncurrent liabilities	16,539	19,065	21,184
Total liabilities	19,280	21,625	23,613
Net position			
Restricted by bond resolution and Program administration	$ 245,657	$ 240,660	$ 230,633

The Program's total assets have continually increased over the past three years. At June 30, 2018, total assets increased $2.7 million from June 30, 2017, which was primarily attributable to an increase of $32.0 million in cash and cash equivalents, which is offset by a decrease of $29.0 million in total investments and loans receivable – restricted. At June 30, 2017, total assets increased $8.0 million from June 30, 2016, which was primarily attributable to an increase of $25.6 million in cash and cash equivalents, which is offset by a decrease of $17.9 million in total investments and loans receivable – restricted.

Management's Discussion and Analysis (cont.)

For the Years Ended June 30, 2018 and 2017

The following table reports loan activity for each year:

(In thousands)	2018	2017	2016
Loan disbursements	$ 4,328	$ 5,514	$ 6,407
Loan repayments	9,052	14,311	8,142
Net decrease in loans receivable	$ (4,724)	$ (8,797)	$ (1,735)

Grants from the Environmental Protection Agency ("EPA") comprised 3%, 100% and 53% of the funding source of the repayable loan disbursements for fiscal years ended June 30, 2018, 2017 and 2016, respectively. Per EPA guidelines, federal grants are allocated between repayable and principal forgiveness loans and administrative costs. Depending on funds available, the amount funded from EPA base federal grants will fluctuate. At June 30, 2018, the Program had $14.7 million available to fund in repayable and principal forgiveness loans. The table below reflects the amounts used from each funding source for fiscal years 2018, 2017 and 2016 as follows:

(In thousands)	2018	2017	2016
EPA federal base	$ 137	$ 5,514	$ 3,374
Revolving Program funds	-	-	111
State matching funds	4,191	-	2,922
	$ 4,328	$ 5,514	$ 6,407

The Program utilized EPA federal grants to fund loans, along with other funding sources. A decline in loan activity has slowed the disbursement of funds, but the Program anticipates loan construction to increase. The Program has other funding sources available including $6.1 million of the Federal fiscal year 2016 federal grant and $8.6 million of the Federal fiscal year 2017 federal grant and revolving Program funds to meet the anticipated loan demands.

The Program's loan repayments have fluctuated over the past three years, which consists of the scheduled loan repayments and loan prepayments. The Program did not receive any loan prepayments in fiscal year 2018 and $5.9 million in fiscal year 2017. The Program's general bond resolution allows the Program to use loan prepayments to make new loans within 90 days of receipt, pay principal and interest at debt service or pay principal and interest on called bonds. The Program has used prepayment funds to pay scheduled debt service payments.

Management's Discussion and Analysis (cont.)

For the Years Ended June 30, 2018 and 2017

The Program maintains liquidity for funding loans. The Program invested excess funds in money market mutual funds, in U.S. agency obligations and in the State Treasurer Money Management Trust Fund ("MMTF") from time to time to allow for re-evaluation of the Program's liquidity needs. The MMTF has a rate of return higher than a money market mutual fund and the funds are available within one business days' notice. The money market mutual funds rates have gradually increased over the past three years. With the slight increase in interest rates along with the increased cash balances, the Program has structured its investment portfolio with maturities of every six months. The Program's U. S. agency obligations will mature in September 2019.

The Program's total liabilities decreased to $19.3 million at June 30, 2018, $21.6 million at June 30, 2017 and $23.6 million at June 30, 2016. In fiscal years 2018 and 2017, the Program had a decline of $2.1 million and $2.2 million, respectively in the bonds payable mainly due to the payment of scheduled bond redemptions.

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

	2018	2017	2016
(In thousands)			
Operating revenues			
Total interest income	$ 4,295	$ 4,058	$ 3,702
Other income	1,350	1,150	1,802
Total operating revenues	5,645	5,208	5,504
Operating expenses			
Program administration	173	178	184
Federal financial assistance	5,672	2,620	4,356
Total interest on bonds	893	984	1,074
Total amortization expense	(321)	(354)	(386)
Total operating expenses	6,417	3,428	5,228
Operating (loss) income	(772)	1,780	276
Federal grants - base	9,729	12,360	12,399
Transfers out	(3,960)	(4,113)	(4,011)
Changes in net position	4,997	10,027	8,664
Net position - beginning of year	240,660	230,633	221,969
Net position - end of year	$ 245,657	$ 240,660	$ 230,633

Included in total interest income is interest earned on loans and interest earned on investments, which has increased to $4.3 million for the year ended June 30, 2018, from $4.1 million for the year ended June 30, 2017 and from $3.7 million for the year ended June 30, 2016. In fiscal year 2018, the Program had an increase in interest on investments of $649,000. In the prior fiscal year, the Program had an increase in interest on investments of $701,000. The Program's increases are related to the increases in money market mutual fund interest rates, the investing of funds in the MMTF and structuring U.S. agency investment maturities to mature every six months. The Program considers the $57.4 million in MMTF as cash and cash equivalents. These funds yield a slightly higher rate of return than the Program's other money market mutual fund rates. The average yield on cash, cash equivalents and investments for fiscal year 2018 has increased to 1.28%; whereas the average yields for fiscal years 2017 and 2016 were 0.71% and 0.26%, respectively.

The interest on loans has decreased by $411,000 and $345,000 for fiscal years 2018 and 2017, respectively, which correlates to the decline in loan receivable – restricted. The average return on loans is 1.73%, 1.94% and 2.04% for the fiscal years 2018, 2017 and 2016, respectively.

Other income includes financing fee income, which is the 1% financing fee paid by the borrowers, and the net depreciation of investments. In the current fiscal year, the Program had an increase in other income of $198,000. The increase is attributable to an increase in net depreciation of investments of $290,000, which is offset by a decline in financing fee income of $92,000. In the prior fiscal year, the Program had a decline in the financing fee income of $98,000, which correlates to the decline in loans receivable – restricted. The Program's net depreciation of investments decreased $554,000, which is a change in the market value of the Program's investment portfolio.

Total operating expenses have fluctuated over the past three years to $6.4 million for the year ended June 30, 2018, from $3.4 million for the year ended June 30, 2017 and from $5.2 million for the year ended June 30, 2016. The increase in fiscal year 2018 of $3.0 million is primarily attributable to the increase in federal financial assistance. The decline in fiscal year 2017 was primarily attributed to the decline in federal financial assistance of $1.7 million. In fiscal year 2012, the Program began funding principal forgiveness loans from the Base capitalization grant as required by EPA. Each construction draw is forgiven at the time of the draw. The Program is required by state law to use only federal grant funds to make principal forgiveness loans. For the years ended June 30, 2018 and 2017, the Program has awarded principal forgiveness loans to multiple borrowers and has forgiven $5.7 million and $2.6 million, respectively.

Federal grant revenue declined $2.6 million for fiscal year 2018, which comprises of draws for loans and administrative expenses. Federal grant revenue for construction draws and administrative expenses declined $2.3 million and $307,000, respectively in fiscal year 2018. Arkansas Natural Resources Commission ("ANRC") and Arkansas Department of Health ("DOH") incur administration expenses and are reimbursed using federal grant revenue for administrating the Program. For fiscal year 2017, the Program has had a slight decline of $39,000 in base federal grant revenue. The Program had an increase of $403,000 in base federal grant revenue for construction draws, which is offset by a decline of base federal grant revenue of $441,000 for administration expenses. The Program primarily used federal grants for funding loans and paying expenses. These funds were drawn down from the federal government as the municipalities, ANRC or DOH, incurred expenses.

Management's Discussion and Analysis (cont.)

For the Years Ended June 30, 2018 and 2017

For the fiscal years 2018 and 2017, the Program's transfers out, net were $4.0 million and $4.1 million, respectively. As funds are available, the Program receives transfers in from the ANRC Water, Waste Disposal and Pollution Abatement Facilities General Obligation Bond Fund Program, which represents the state matching funds for the Program. Transfers out are transfers to state agencies for Program administration expenses. The details of transfers in and out are presented in the following table:

	2018	2017	2016
(In thousands)			
ANRC - state match	$ -	$ -	$ 672
DOH	(3,410)	(3,693)	(4,173)
ANRC - administration	(550)	(420)	(510)
Transfers out, net	$ (3,960)	$ (4,113)	$ (4,011)

The net position of the Program increased $15.0 million in the past two years. The bond resolution and the Program guidelines 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 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 Arkansas Department of Finance Authority 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 SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combined Statements of Net Position

June 30, 2018 and 2017

(In Thousands)

	2018	2017
Assets		
Current assets		
Cash and cash equivalents	$ 73,590	$ 41,597
Accrued interest receivable		
Investments	215	186
Loans	33	195
Accounts receivable		
Borrowers	19	108
EPA	559	724
Current portion of investments - restricted	29,933	23,989
Total current assets	104,349	66,799
Noncurrent assets		
Investments - restricted	3,957	34,131
Loans - restricted		
Construction	153,036	157,661
Northeast Arkansas Public Water Authority	3,595	3,694
Total noncurrent assets	160,588	195,486
Total assets	264,937	262,285
Liabilities and Net Position		
Current liabilities		
Accounts payable	469	720
Accrued interest payable	67	75
Current portion of bonds payable	2,205	1,765
Total current liabilities	2,741	2,560
Noncurrent liabilities		
Bonds payable, net of unamortized premiums and current portion	16,539	19,065
Total liabilities	19,280	21,625
Net position		
Restricted by bond resolution and Program requirements	$ 245,657	$ 240,660

The accompanying notes are an integral part of these combined financial statements.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combined Statements of Revenues, Expenses and Changes in Net Position

For the Years Ended June 30, 2018 and 2017

(In Thousands)

	2018	2017
Operating revenues		
Interest on investments	$ 1,543	$ 894
Interest on loans	2,752	3,164
Financing fee income	1,543	1,634
Net depreciation of investments	(193)	(484)
Total operating revenues	5,645	5,208
Operating expenses		
Program administration	173	178
Federal financial assistance - base federal grants	5,672	2,620
Bond interest	893	984
Amortization of bond premiums	(321)	(354)
Total operating expenses	6,417	3,428
Operating income (loss)	(772)	1,780
Nonoperating revenues		
Base federal grants	9,729	12,360
Income before transfers out, net	8,957	14,140
Transfers out, net	(3,960)	(4,113)
Changes in net position	4,997	10,027
Net position - beginning of year	240,660	230,633
Net position - end of year	$ 245,657	$ 240,660

The accompanying notes are an integral part of these combined financial statements.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combined Statements of Cash Flows

For the Years Ended June 30, 2018 and 2017

(In Thousands)

	2018	2017
Cash flows from operating activities		
Financing fee income received	$ 1,632	$ 1,640
Cash paid for program administration	(165)	(182)
Net cash provided by operating activities	1,467	1,458
Cash flows from noncapital financing activities		
Repayments of long-term debt	(1,765)	(1,810)
Cash paid for interest	(901)	(991)
Transfers out	(4,218)	(3,926)
Nonoperating grants received	9,894	12,068
Net cash provided by noncapital financing activities	3,010	5,341
Cash flows from investing activities		
Interest received on investments	1,514	816
Interest received on loans	2,914	3,170
Principal repayments on loans	9,052	14,311
Loan disbursements	(4,328)	(5,514)
Federal grant funds expended	(5,672)	(2,620)
Proceeds from maturities of investments	24,036	31,002
Purchase of investments	-	(22,355)
Net cash provided by investing activities	27,516	18,810
Net increase in cash and cash equivalents	31,993	25,609
Cash and cash equivalents - beginning of year	41,597	15,988
Cash and cash equivalents - end of year	$ 73,590	$ 41,597

	2018	2017
Reconciliation of changes in net assets to net cash provided by operating activities		
Operating (loss) income	$ (772)	$ 1,780
Adjustments to reconcile operating (loss) income of changes in net assets to net cash provided by operating activities		
Interest on investments	(1,543)	(894)
Interest on loans	(2,752)	(3,164)
Bond interest	893	984
Amortization of bond premiums	(321)	(354)
Net depreciation of investments	193	484
Federal grants expended	5,672	2,620
Changes in operating assets and liabilities		
Accounts receivable - borrowers	89	4
Accounts payable	8	(2)
Net cash provided by operating activities	$ 1,467	$ 1,458

1. **<u>Nature of Operations and Summary of Significant Accounting Policies</u>**

a. **Nature of operations and reporting entity** – Act 772 of 1997, as amended, authorized the establishment of a fund known as the Safe Drinking Water Fund (the "Program"), an enterprise fund of the State of Arkansas, to be maintained and administrated by the Arkansas Natural Resources Commission ("ANRC"), formerly known as Arkansas Soil and Water Conservation Commission, and the Arkansas Department of Health. Act 1243 of 2006 authorized the name change to ANRC, which has not had an impact on the Program. The Program is to be capitalized with federal grants, state matching grants, other grants, proceeds of bonds issued by the Arkansas Development Finance Authority ("ADFA") or ANRC for the Program and loan repayments utilized to administer the program. These funds may be loaned for water system projects, pledged and used to pay debt service and related costs, used to, and are included to, pay the Program's administrative expenses and provide technical assistance for the Program and used for other purposes related to the Program.

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 combined 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 were $126,000 and $131,000 for the years ended June 30, 2018 and 2017, respectively, and are included in the Program's administration expenses.

b. **Use of estimates** – The preparation of combined 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 combined 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.

c. **Measurement focus and basis of accounting** – 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 non-operating items in the Program's combined statements 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 non-operating items.

1. **Nature of Operations and Summary of Significant Accounting Policies (cont.)**

d. **Recently issued accounting pronouncements** – Governmental Accounting Standards Board ("GASB") Statement No. 85, "Omnibus 2017." This statement addresses practice issues that have been identified during implementation and application of certain GASB standards and addresses a variety of topics, including issues related to blending component units, goodwill, fair value measurement and postemployment benefits. The requirements of this statement are effective for reporting periods beginning after June 15, 2017. During fiscal 2018, the Program implemented GASB Statement No. 85, which did not have a material effect on its combined financial statements.

GASB Statement No. 86, "Certain Debt Extinguishment Issues." This statement improves consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources – resources other than the proceeds of refunding debt – are placed in an irrevocable trust for the sole purpose of extinguishing debt. This statement is effective for periods beginning after June 15, 2017, with earlier application encouraged. During fiscal 2018, the Program implemented GASB Statement No. 86, which did not have a material effect on its combined financial statements.

GASB Statement No. 87, "Leases." This statement establishes a new single model for lease accounting based on the principle that leases represent the financing of the right to use an underlying asset. The effective date is for periods beginning after December 15, 2019. The Program has not yet determined the potential impact, if any, that this statement could have on its combined financial statements.

GASB Statement No. 88, "Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements." This statement improves the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. This statement is effective for periods beginning after June 15, 2018. The Program has not yet determined the potential impact, if any, this statement could have on its combined financial statements.

GASB Statement No. 89, "Accounting for Interest Cost Incurred before the End of a Construction Period." This statement enhances the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and simplifies accounting for interest cost incurred before the end of a construction period. This statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. This statement supersedes paragraphs 5 through 22 of GASB Statement No. 62, "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements." This statement is effective for periods beginning after December 15, 2019. The requirements of this statement should be applied prospectively. The Program has not yet determined the potential impact, if any, this statement could have on its combined financial statements.

1. **Nature of Operations and Summary of Significant Accounting Policies (cont.)**

e. **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, 2018 and 2017, cash equivalents of approximately $73.5 million and $41.6 million, respectively, consisted of money market mutual funds with variable interest rates and an internal governmental investment pool administrated by the State of Arkansas. The maturity of the funds is considered to be less than one year because they are redeemable in full immediately.

f. **Investments** – Investments are carried at fair value. Fair value is determined using quoted market prices. Investment income is related to interest earned on cash and cash equivalents and investments.

g. **Bond premiums** – Premiums on the sale 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 the premiums.

h. **Financing fees** – The Program receives a 1% annual financing fee from borrowers as part of their monthly payment.

i. **Net position restricted by bond resolution, enabling legislation and program requirements** – Net position restricted by bond resolution, enabling legislation and program requirements represent funds restricted due to the specific provisions of the Program.

j. **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.

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.

At June 30, 2018 and 2017, none of the Program’s deposits were exposed to custodial credit risk.

Investments

Arkansas statutes authorize 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.

2. **Deposits and Investments (cont.)**

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.

At June 30, 2018 and 2017, the Program had the following investments and maturities:

	Maturities in Years				
(In thousands)	Less than 1	1 - 5	6 - 10	More than 10	Total
June 30, 2018					
U.S. agencies obligations	$ 29,933	$ 3,957	$ -	$ -	$ 33,890
Money market mutual funds	16,175	-	-	-	16,175
State Treasurer Money Management Trust Fund	57,415	-	-	-	57,415
	$ 103,523	$ 3,957	$ -	$ -	$ 107,480
June 30, 2017					
U.S. agencies obligations	$ 23,989	$ 34,131	$ -	$ -	$ 58,120
Money market mutual funds	33,570	-	-	-	33,570
State Treasurer Money Management Trust Fund	8,027	-	-	-	8,027
	$ 65,586	$ 34,131	$ -	$ -	$ 99,717

a. **Interest rate risk** – As a means of limiting its exposure to fair value losses due to rising interest rates, the Program limits the maturity of investments to expected cash flow needs of the Program. The Program has also begun investing in an internal governmental investment pool administrated by the State of Arkansas. The Program may request withdrawal of its funds with one business days' notice.

b. **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 Investment Service, and rated "AA+" or not rated by Standard & Poor's and its investments in money market mutual funds, or the investments of those funds were rated "AAAm" or "AAA" by Standard & Poor's and "Aaa-mf" or "Aaa" by Moody's Investors Service.

Notes to Combined Financial Statements

June 30, 2018 and 2017

2. **Deposits and Investments (cont.)**

c. **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:

	2018			2017		
Issuer		Fair Value	Percentage		Fair Value	Percentage
(In thousands)						
State of Arkansas Money Management Trust Fund	$	57,415	53%	$	-	0%
Federal Home Loan Mortage Corporation		19,973	19%		26,121	26%
Federal Home Loan Bank		8,961	8%		27,004	27%

Summary of Carrying Values

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

		2018		2017
(In thousands)				
Carrying value				
Investments	$	107,480	$	99,717

Included in the following combined statements of net position captions:

		2018		2017
(In thousands)				
Cash and cash equivalents	$	73,590	$	41,597
Investments				
Current portion		29,933		23,989
Restricted		3,957		34,131
	$	107,480	$	99,717

Notes to Combined Financial Statements

June 30, 2018 and 2017

3. Loans Receivable

The Program originates loans with Arkansas municipalities for financing the construction of drinking water treatment facilities. These loans are payable in semiannual installments. At June 30, 2018 and 2017, such loans had a carrying value of approximately $156.6 million and $161.4 million, respectively. The loans bear interest at 0.0% to 2.90% and are collateralized by special assessments, user charges or sales and use tax bonds issued by the municipalities.

In fiscal year 2010, the Program funded loans with American Recovery and Reinvestment Act ("ARRA") federal funds, along with other funding sources. As of June 30, 2018 and 2017, the Program's outstanding loan balance for ARRA loans totaled $19.0 million and $20.0 million, respectively.

Through the years ended June 30, 2018 and 2017, approximately $244.8 million and $234.3 million, respectively, in loans had cumulatively been approved for funding. At June 30, 2018 and 2017, approximately $7.4 million and $9.1 million, respectively, remained encumbered and awaiting disbursement to loan recipients.

4. Bonds Payable

Bonds payable consist of the following:

Series	Interest Rate Range	Final Maturity Dates	2018	2017
			(In thousands)	
2011-C Serial	3.25% - 5.00%	June 1, 2028	$ 17,420	$ 19,185
	Unamortized premiums		1,324	1,645
			$ 18,744	$ 20,830

Activity in bonds payable consists of the following:

(In thousands)	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One Year
June 30, 2018					
2011-C	$ 19,185	$ -	$ (1,765)	$ 17,420	$ 2,205
June 30, 2017					
2011-C	$ 20,995	$ -	$ (1,810)	$ 19,185	$ 1,765

4. **Bonds Payable (cont.)**

The principal amount shown above differs from the amount on the combined statements of net position due to unamortized premiums of approximately $1.3 million and $1.6 million as of June 30, 2018 and 2017, respectively.

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

	Principal	Interest
	(In thousands)	
Fiscal Year Ended June 30,		
2019	$ 2,205	$ 812
2020	2,065	702
2021	1,985	599
2022	1,900	500
2023	1,900	405
2024 - 2028	7,365	732
	17,420	3,750
Unamortized premiums	1,324	-
	$ 18,744	$ 3,750

The Program has not had new bond issuances in fiscal 2018 nor 2017.

5. **Fair Value of Financial Instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- **Level I** – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- **Level II** – Quoted prices in markets that are not active or inputs, which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

- **Level III** – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Notes to Combined Financial Statements

June 30, 2018 and 2017

5. **Fair Value of Financial Instruments (cont.)**

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying combined financial statements measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall:

(In thousands)	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
June 30, 2018				
U.S. agencies obligations	$ 33,890	$ -	$ 33,890	$ -
State Treasurer Money Management Trust Fund	57,415	-	57,415	-
	$ 91,305	$ -	$ 91,305	$ -
June 30, 2017				
U.S. agencies obligations	$ 58,120	$ -	$ 58,120	$ -
State Treasurer Money Management Trust Fund	8,027	-	8,027	-
	$ 66,147	$ -	$ 66,147	$ -

The following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying combined financial statements, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended June 30, 2018 or 2017.

5. **<u>Fair Value of Financial Instruments</u> (cont.)**

Where quoted market prices are available in an active market, securities are classified within Level I of the valuation hierarchy. The Program did not classify any of its investments as Level I at June 30, 2018 nor 2017. Level II securities include U.S. government and federal agencies and the State Treasurer Money Management Trust Fund ("MMTF"). If quoted market prices are not available, then fair values are estimated by an independent third party pricing service using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. For these investments, the inputs used by the pricing service to determine fair value may include one, or a combination of observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data market research publications. The fair value of MMTF is calculated by the internal governmental investment pool. All these types of the Program's investments are classified within Level II of the valuation hierarchy. In certain cases where Level I or Level II inputs are not available, securities are classified within Level III of the hierarchy. The Program did not have any Level III securities at June 30, 2018 or 2017.

The fair value amounts in the previous table do not reflect all investments included in the amounts presented in the combined statements of net position. GASB Statement No. 72, "Fair Value Measurement and Application," provides certain exceptions for money market mutual funds.

6. **<u>Concentrations</u>**

Economic Dependency

The Program is economically dependent upon revenue from the Environmental Protection Agency ("EPA"). During fiscal 2018 and 2017, the Program received approximately 63% and 70%, respectively, of total revenue in the form of federal grants.

Program Set Asides

As shown in the supplemental information, the Program has five set aside funds. These set aside funds make up 31% of the annual capitalization grant awarded each year. These funds are used to provide for reimbursement of expenses of the Program. Through federal regulations, the EPA has allowed states to redirect and reserve set asides as needed to ensure proper management of funds.

Section 1452 of the EPA Federal Guidelines for the Implementation of Drinking Water State Revolving Loan Fund ("DWSRF") indicates a state may reserve the right to redirect unused set aside funds as eligible expenditures of the Program. Since the inception of the Program, ANRC, in conjunction with DOH, has redirected approximately $6.3 million from previous years' capitalization grants as eligible funds for disbursement to loan borrowers, with the caveat that those redirected funds may be reclaimed as set aside funds in future federal grants. The Program has reclaimed $798,000 of the funds previously redirected. Only the State Program Management and Small System Technical Assistance set asides may be reclaimed in future grant years. All others set asides are not eligible to be reclaimed.

6. **Concentrations (cont.)**

The Code of Federal Regulations section 40 CFR 3540, regarding the DWSRF, states a state may reserve or “bank” set aside funds at the time of the grant application. The intent is that the authority for a set aside activity from one year can be used in a future year when the amount available in that future year is not enough to accomplish the set aside activity. Each set aside activity has specific eligible costs associated with it. Reserved authority in a set aside activity can only be used for that same set aside activity in the future. For each grant application, the state has to demonstrate to EPA that the funds requested for each set aside activity can be used within a two-year period. If this results in the state having additional authority for that activity that they cannot use within the two-year period, they can reserve that additional authority for some unspecified future grant. The amount of authority reserved for each set aside activity will be reported in the Intended Use Plan (“IUP”) for that fiscal year and every succeeding IUP until the authority is used. When the state wants to use the authority that has been reserved, the state must demonstrate to EPA that all of the authority in the future grant and the additional reserved authority can be expended within the two year period. The management of the Program is aware if future federal capitalization grants are not made available, the reserved authority is lost. Since the inception of the Program, DOH has reserved authority of $10.1 million in the Small System Technical Assistance and the State Program Management set aside with the caveat that those redirected funds may be reclaimed as set aside funds in future federal grants. The Program has reclaimed $1.3 million of these set aside funds.

Principal Forgiveness Loans

In fiscal year 2012, the Program began funding principal forgiveness (“PF”) loans with base federal 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 Years 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 Years 2012 through 2017 grants.

To be eligible to receive subsidy, the borrower must show either:

1. The current utility rates or proposed utility rates for 4,000 gallons of water on an annual basis are at least 1.5% of the Median Household Income (“MHI”) for the project area.

2. The customers who benefit from a project are at least 51% have either low or moderate income as defined by the U.S. Department of Housing and Urban Developments’ Community Block Grant Program; and have 1.25% of MHI.

6. **Concentrations (cont.)**

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

Federal Fiscal Year	Base Capitalization Grant Award	PF Minimum Amount	PF Maximum Amount	Program Allocation Amount	Cumulative Disbursements	PF Remaining to Disburse
	(In thousands)					
2010	$ 20,539	$ 6,162	$ 20,539	$ 6,163	$ 6,163	$ -
2011	14,252	4,276	14,252	4,278	4,278	-
2012	13,582	2,716	4,075	3,996	3,976	20
2013	12,743	2,549	3,823	2,600	2,600	-
2014	13,534	2,707	4,060	2,707	2,543	164
2015	13,445	2,689	4,033	2,689	611	2,078
2016	12,719	2,544	6,359	6,359	4,368	1,991
2017	12,610	2,522	6,305	4,954	-	4,954
					$ 24,539	$ 9,207

The Program has targeted the minimum amount for the 2010 capitalization grant for PF loans. In fiscal year 2018, with EPA Region 6 approval, the program changed its targeted PF to the maximum amount from base capitalization grant starting with the 2011 capitalization grant. The Program forgives the loans as the construction draws are disbursed. In fiscal years 2018 and 2017, the Program expensed $5.7 million and $2.6 million in PF loans, respectively. An additional 30% can be allocated for disadvantaged communities.

Since the American Recovery and Reinvestment Act, annual federal appropriations laws have required states to provide a minimum amount of additional subsidization for DWSRF projects. Prior to ARRA, a state could, and still can, establish at its discretion disadvantaged community criteria and provide additional subsidization in the form of PF or negative interest rate loans to a water system that the state designates as serving a disadvantaged community. A state may use those same criteria in determining priority for additional subsidy to a water system as required by annual federal appropriations laws.

A state may use its additional subsidy authority under the disadvantaged community program in combination (additively) with additional subsidy authority provided through annual federal appropriations law. Additional subsidization can take the form of PF (the most commonly used form), negative interest rate loans or grants (except for designated disadvantaged community programs).

6. **Concentrations (cont.)**

Contingencies

The Program is partially capitalized by state funds and a federal grant program, which are governed by various rules and regulations of the grantor agency. Costs charged to the respective grant programs are subject to audit and adjustments by the grantor agency; therefore, to the extent the Program has not complied with the rules and regulations governing the grants, refunds of any money received may be required and the collectibility of any related receivable a 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 combined financial statements for such a contingency.

7. **Subsequent Events Evaluation Date**

The Program evaluated the events and transactions subsequent to its June 30, 2018 statement of net position date and determined there were no significant events to report through October 31, 2018, which is the date the Program issued its combined financial statements.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combining Statement of Net Position

June 30, 2018

(In Thousands)

Assets	Small System Technical Assistance	Well Head Protection
Current assets		
Cash and cash equivalents	$ -	$ -
Accrued interest receivable		
Investment	-	-
Loans	-	-
Accounts receivable		
Borrowers	-	-
EPA	51	52
Current portion of investments - restricted	-	-
Total current assets	51	52
Noncurrent assets		
Investments - restricted	-	-
Loans receivable - restricted		
Construction	-	-
Northeast Arkansas Public Water Authority	-	-
Total noncurrent assets	-	-
Total assets	51	52

Liabilities and Net Position		
Current liabilities		
Accounts payable	51	52
Accrued interest payable	-	-
Current portion of bonds payable	-	-
Total current liabilities	51	52
Noncurrent liabilities		
Bonds payable, net of unamortized premiums and current portion	-	-
Total liabilities	51	52
Net position		
Restricted by bond resolution and Program requirements	$ -	$ -

Capacity Development	State Program Management	Fees and Expenses	Revolving Loan Fund	Total
$ -	$ -	$ 3,739	$ 69,851	$ 73,590
-	-	6	209	215
-	-	-	33	33
-	-	19	-	19
160	62	234	-	559
-	-	-	29,933	29,933
160	62	3,998	100,026	104,349
-	-	-	3,957	3,957
-	-	-	153,036	153,036
-	-	3,595	-	3,595
-	-	3,595	156,993	160,588
160	62	7,593	257,019	264,937
160	62	126	18	469
-	-	-	67	67
-	-	-	2,205	2,205
160	62	126	2,290	2,741
-	-	-	16,539	16,539
160	62	126	18,829	19,280
$ -	$ -	$ 7,467	$ 238,190	$ 245,657

See independent auditor’s report.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combining Statement of Revenues, Expenses and Changes in Net Position

For the Year Ended June 30, 2018

(In Thousands)

	Small System Technical Assistance	Well Head Protection
Operating revenues		
Interest on investments	$ -	$ -
Interest on loans	-	-
Financing fee income	-	-
Net depreciation of investments	-	-
Total operating revenues	-	-
Operating expenses		
Program administration	-	-
Federal financial assistance - base federal grants	-	-
Bond interest	-	-
Amortization of bond premiums	-	-
Total operating expenses	-	-
Operating income (loss)	-	-
Nonoperating revenues		
Base federal grants	304	666
Income before transfers (out) in, net	304	666
Transfers (out) in, net	(304)	(666)
Changes in net position	-	-
Net position - beginning of year	-	-
Net position - end of year	$ -	$ -

Capacity Development	State Program Management	Fees and Expenses	Revolving Loan Fund	Total
$ -	$ -	$ 65	$ 1,478	$ 1,543
-	-	69	2,683	2,752
-	-	1,543	-	1,543
-	-	1	(194)	(193)
-	-	1,678	3,967	5,645
-	-	173	-	173
-	-	-	5,672	5,672
-	-	-	893	893
-	-	-	(321)	(321)
-	-	173	6,244	6,417
-	-	1,505	(2,277)	(772)
1,551	889	510	5,809	9,729
1,551	889	2,015	3,532	8,957
(1,551)	(889)	(3,061)	2,511	(3,960)
-	-	(1,046)	6,043	4,997
-	-	8,513	232,147	240,660
$ -	$ -	$ 7,467	$ 238,190	$ 245,657

See independent auditor’s report.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Combining Statement of Cash Flows

For the Year Ended June 30, 2018

(In Thousands)

	Small System Technical Assistance	Well Head Protection
Cash flows from operating activities		
Financing fee income received	$ -	$ -
Cash paid for program administration	-	-
Net cash provided by operating activities	-	-
Cash flows from noncapital financing activities		
Repayments of long-term debt	-	-
Cash paid for interest	-	-
Transfers in (out)	(288)	(674)
Nonoperating grants received	288	674
Net cash provided (used) by noncapital financing activities	-	-
Cash flows from investing activities		
Interest received on investments	-	-
Interest received on loans	-	-
Principal repayments on loans	-	-
Loan disbursements	-	-
Federal grant funds expended	-	-
Purchase of investments	-	-
Net cash provided by investing activities	-	-
Net (decrease) increase in cash and cash equivalents	-	-
Cash and cash equivalents - beginning of year	-	-
Cash and cash equivalents - end of year	$ -	$ -
Reconciliation of changes in net assets to net cash provided by operating activities		
Operating income (loss)	$ -	$ -
Adjustments to reconcile operating income (loss) of changes in net assets in net cash provided by operating activities		
Interest on investments	-	-
Interest on loans	-	-
Bond interest	-	-
Amortization of bond premiums	-	-
Net depreciation (appreciation) of investments	-	-
Federal grants expended	-	-
Changes in operating assets and liabilities		
Accounts receivable - borrowers	-	-
Accounts payable	-	-
Net cash provided by operating activities	$ -	$ -

Capacity Development	State Program Management	Fees and Expenses	Revolving Loan Fund	Total
$ -	$ -	$ 1,632	$ -	$ 1,632
-	-	(177)	12	(165)
-	-	1,455	12	1,467
-	-	-	(1,765)	(1,765)
-	-	-	(901)	(901)
(1,500)	(1,206)	(3,061)	2,511	(4,218)
1,500	1,206	417	5,809	9,894
-	-	(2,644)	5,654	3,010
-	-	61	1,453	1,514
-	-	71	2,843	2,914
-	-	99	8,953	9,052
-	-	-	(4,328)	(4,328)
-	-	-	(5,672)	(5,672)
-	-	-	24,036	24,036
-	-	231	27,285	27,516
-	-	(958)	32,951	31,993
-	-	4,697	36,900	41,597
$ -	$ -	$ 3,739	$ 69,851	$ 73,590
$ -	$ -	$ 1,505	$ (2,277)	$ (772)
-	-	(65)	(1,478)	(1,543)
-	-	(69)	(2,683)	(2,752)
-	-	-	893	893
-	-	-	(321)	(321)
-	-	(1)	194	193
-	-	-	5,672	5,672
-	-	89	-	89
-	-	(4)	12	8
$ -	$ -	$ 1,455	$ 12	$ 1,467

See independent auditor’s report.

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

Commissioners of the Arkansas Natural
Resources Commission

Board of Directors
Arkansas Development Finance Authority
Little Rock, Arkansas

We have audited, 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, the combined financial statements of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program (the "Program"), which comprise the combined statement of net position as of June 30, 2018, and the related combined statements of revenues, expenses and changes in net position, and cash flows for the year then ended, and the related notes to the basic combined financial statements, and have issued our report thereon dated October 31, 2018, which contained an "emphasis of matter" paragraph regarding a definition of the reporting entity.

Internal Control Over Financial Reporting

In planning and performing our audit of the combined financial statements, we considered the Program's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control. Accordingly, we do not express an opinion on the effectiveness of the Program's internal control.

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

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

Compliance and Other Matters

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

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2018

Independent Auditor's Report on Compliance for Each Major Federal Program and Report on Internal Control <u>Over Compliance in Accordance With the Uniform Guidance</u>

Commissioners of the Arkansas Natural
Resources Commission

Board of Directors
Arkansas Development Finance Authority
Little Rock, Arkansas

Report on Compliance for Each Major Federal Program

We have audited the State of Arkansas Safe Drinking Water Revolving Loan Fund Program's (the "Program") compliance with the types of compliance requirements described in the U.S. Office of Management and Budget *Compliance Supplement* that could have a direct and material effect on each of the Program's major federal programs for the year ended June 30, 2018. The Program's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts and grants applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Program's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations ("CFR") Part 200, *Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards* ("Uniform Guidance"). Those standards and Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Program's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Program's compliance.

Opinion on Each Major Federal Program

In our opinion, the Program complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2018.

Report on Internal Control Over Compliance

Management of the Program is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Program's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program as a basis for designing auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Program's internal control over compliance.

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

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

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2018

STATE OF ARKANSAS SAFE DRINKING WATER REVOLVING LOAN FUND PROGRAM

Schedule of Findings and Questioned Costs

For the Year Ended June 30, 2018

Section I – Summary of Auditor's Results

Combined Financial Statements

Type of auditor's report issued: Unmodified

Internal control over financial reporting:

Are any material weaknesses identified?	_____ Yes	__X__ No
Are any significant deficiencies identified?	_____ Yes	__X__ None Reported
Is any noncompliance material to combined financial statements noted?	_____ Yes	__X__ No

Federal Awards

Internal control over major programs:

Are any material weaknesses identified?	_____ Yes	__X__ No
Are any significant deficiencies identified?	_____ Yes	__X__ None Reported
Type of auditor's report issued on compliance for major federal programs.		Unmodified
Are any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?	_____ Yes	__X__ No

Identification of major federal programs:

CFDA Number(s) and Name of Federal Program or Cluster

Capitalization Grants for Drinking Water State Revolving Funds	66.468	
Dollar threshold used to distinguish between type A and type B programs:	$ 750,000	
Auditee qualified as a low-risk auditee?	__X__ Yes	_____ No

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Summary Schedule of Prior Audit Findings

For the Year Ended June 30, 2018

Reference Number	Summary of Finding	Status

No matters are reportable.

STATE OF ARKANSAS SAFE DRINKING WATER
REVOLVING LOAN FUND PROGRAM

Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2018

Federal Grantor/Pass-Through Grantor Program or Cluster Title	Federal CFDA Number	Provided to Subrecipients	Total Federal Expenditures
U.S. Environmental Protection Agency/Capitalization Grants for Drinking Water State Revolving Funds	66.468	$ 5,809,170	$ 9,728,707

The accompanying notes are an integral part of the schedule of expenditures of federal awards.

Notes to Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2018

1. The accompanying schedule of expenditures of federal awards ("SEFA") includes the federal award activity of the State of Arkansas Safe Drinking Water Revolving Loan Fund Program (the "Program") under programs of the federal government for the year ended June 30, 2018. The information in the SEFA is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Because the SEFA presents only a selected portion of the operations of the Program, it is not intended to and does not present the net position, changes in net position or cash flows of the Program.

2. Expenditures reported on the SEFA are reported on the accrual basis of accounting. Such expenditures are recognized following, as applicable, the cost principles in U.S. Office of Management and Budget A-110 or contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Program has elected not to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

3. Expenditures reflected in CFDA 66.468, Capitalization Grants for Drinking Water State Revolving Funds, include loans to counties, municipalities and other tax-exempt water system entities for construction of new water systems, expansion or repair of existing water systems and/or consolidation of new or existing water systems. The funding source for these loans includes federal grant funds, state match funds, bond funds and revolving Program funds. The funds are disbursed to the subrecipients after expenses have been incurred as forgiveness of principal and repayable loans. The Program's outstanding loan receivable balance from subrecipients from all funding sources was $156.6 million for the year ended June 30, 2018. Total federal loan disbursements totaled $5.8 million during fiscal year 2018. Total loans forgiven totaled $5.7 million during fiscal year 2018. For the year ended June 30, 2018, the Program received $3.9 million in federal funds for administrative costs, which were disbursed to the administration agencies.