Independent Auditor's Report and Financial Statements

June 30, 2016 and 2015



June 30, 2016 and 2015

Contents

Independent Auditor's Report	1
Management's Discussion and Analysis	4
Financial Statements	
Statements of Net Position	10
Statements of Revenues, Expenses and Changes in Net Position	11
Statements of Cash Flows	12
Notes to Financial Statements	14
Supplementary Information	
Combining Statement of Net Position	27
Combining Statement of Revenues, Expenses and Changes in Net Position	28
Combining Statement of Cash Flows	29



Independent Auditor's Report

The Commissioners of the Arkansas Natural Resources Commission (ANRC)

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

Report on the Financial Statements

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, 2016 and 2015, and the related statements of revenues, expenses and changes in net position and statements of cash flows for the years ended June 30, 2016 and 2015, 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.



The Commissioners of the Arkansas Natural Resources Commission (ANRC)

The Board of Directors of Arkansas Development Finance Authority (ADFA) Page 2

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, 2016 and 2015, 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 a 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, 2016 and 2015, 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 an opinion or provide any assurance.

The Commissioners of the Arkansas Natural Resources Commission (ANRC)

The Board of Directors of Arkansas Development Finance Authority (ADFA) Page 3

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 28, 2016, 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 28, 2016

Management's Discussion and Analysis
June 30, 2016 and 2015

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, 2016, 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, 2015 and 2014, 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 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

(In thousands)	2016	2015	2014
Total assets and deferred outflow of resources	<u>\$ 397,078</u>	\$ 387,347	\$ <u>384,220</u>
Current liabilities Noncurrent liabilities	2,710 28,140	4,317 34,537	5,288 39,175
Total liabilities	30,850	38,854	44,463
Net position – restricted by bond resolution and program requirements	\$ <u>366,228</u>	\$ <u>348,493</u>	\$ <u>339,757</u>

The Program's total assets and deferred outflow of resources have increased over the past three years. At June 30, 2016, the total assets increased \$9.7 million as compared to June 30, 2015. The primary factor is the increase of \$9.6 million in loans receivable - restricted. At June 30, 2015, the total assets increased \$3.1 million compared to June 30, 2014, which was primarily attributed to an increase of \$38.2 million in cash and cash equivalents and investments – current portion, which was offset by a decline in loan receivable - restricted of \$34.8 million. The following table reports loan activity for each year (in thousands):

Management's Discussion and Analysis June 30, 2016 and 2015

_	2016		2015		2014
Loan disbursements Loan repayments	\$	24,055 14,411	\$	23,776 58,596	\$ 41,007 33,255
Net increase (decrease) in loans receivable	\$	9,644	\$	(34,820)	\$ 7,752

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

	 2016	2015		2014	
New loans Loan disbursements – new loans	\$ 10,200 982	\$	10,350 1,030	\$	13,500 7,009
Existing loans Loan disbursements – existing loans	76,350 23,073		79,500 22,746		156,000 33,998

The Program continually made loans from Environmental Protection Agency (EPA) federal grant funds, prepayment funds, state matching funds and revolving Program funds. The Program received federal funds in the form of an annual capitalization grant (Base). Currently, the Program is experiencing a decline in the number of requests from municipalities for assistance in maintaining their wastewater and sewer systems. In the current fiscal year, the Program increased the amount of federal funds disbursed while utilizing state match funds and revolving program funds. The Program matches federal grant awards prior to receiving the federal grant at a rate of five federal dollars to one state dollar. In the current fiscal year, the Program used \$8.8 million from 2014 federal capitalization grant and \$3.8 million from the 2015 federal capitalization grant. The 2015 federal capitalization grant has \$5.0 million left to draw which is to be used for additional subsidy (principal forgiveness loans) as required by EPA. In the current year, the Program disbursed the remaining \$304,000 of state match funds relating the 2015 federal capitalization grant and \$1.7 million of the state match funds relating to the 2016 capitalization grant. Per EPA guidelines and Arkansas Natural Resources Commission (ANRC) policy, all state match must be matched with federal dollars on or prior to the receipt of the federal funds and ANRC has chosen to fund loans with state match funds prior to utilizing the federal capitalization grant. In the previous fiscal year, the Program matched \$2.8 million and disbursed \$2.5 million relating to the 2014 and 2015 federal capitalization grant. The 2009 Issue Prepayment Funds (Prepayments) fluctuate based upon the loan payoffs. The Program's general bond resolution allows prepayment funds to be used 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 Prepayments used to fund loans in fiscal year 2016 were from current year loan payoffs.

Management's Discussion and Analysis June 30, 2016 and 2015

The table below reflects the amounts used from each funding source for fiscal years 2016, 2015 and 2014 (in thousands):

	2016		2015		2014	
EPA Federal						
Base	\$	12,546	\$	1,886	\$	5,714
State Matching	т	2,049	*	2,519	T	728
2009 Issue Prepayment Funds		290		6,468		13,105
Revolving Program Funds		9,170		12,903	_	21,460
	\$	24,055	\$	23,776	\$	41,007

Also, the Program utilized its cash within the Program as an additional funding source, essentially revolving the assets. The Federal fiscal year 2016 Base grant has been approved by the EPA in the amount of \$8.7 million and will be available in September 2016.

The Program's total liabilities decreased to \$30.9 million at June 30, 2016, from \$38.9 million at June 30, 2015, from \$44.5 million at June 30, 2014. The decline of \$8.0 million in fiscal year 2016 was attributed to the scheduled bond redemptions and the optional redemption of the 2009 Series A bonds. The decline of \$5.6 million for fiscal years 2015 was attributable to the scheduled bond redemptions.

Management's Discussion and Analysis
June 30, 2016 and 2015

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

(*In thousands*)

110 110 110 110 110 110 110 110 110 110	2016	2015	2014
Total interest income Other income	\$ 4,797 	\$ 5,502 2,111	\$ 5,574 2,526
Total operating revenues	6,978	7,613	8,100
Total interest on bonds and notes Total amortization expense Federal financial assistance Administrative expense	1,592 (587) 3 247	1,803 (638) 116 239	2,222 (933) 1,630
Total operating expenses	1,255	1,520	3,169
Operating income	5,723	6,093	4,931
Base federal grants Transfers in (out), net	12,852 (840)	2,323 320	7,693 (980)
Change in net position	17,735	8,736	11,644
Net position Beginning of year	348,493	339,757	328,113
End of year	\$ <u>366,228</u>	\$ <u>348,493</u>	\$ <u>339,757</u>

Total operating revenues have declined over the past three years. In the current fiscal year, the Program's interest on loans and financing fee income decreased \$1.2 million, which is offset by increases in interest on investments and net depreciation on investments totaling \$531,000. Interest on loans has declined over the past three years. Interest on loans decreased \$912,000 during fiscal year 2016 and decreased \$407,000 during fiscal year 2015. Financing fee income, which represents the 1% fee paid by the borrowers, has declined over the past three years. Financing fee income decreased \$254,000 during fiscal year 2016 and \$57,000 during fiscal year 2015. The Program received \$360,000 in loan prepayments during fiscal year 2016. Loans in repayment are paying on a declining loan balance which is effecting interest on loans and financing fee income. The Program is still making new loans, but the total loan interest and financing fee being paid by new borrowers is less than the total interest and fee paid by the older borrowers. The Program has seen a decline in loan activity over the past few years due to the economy, increased loan prepayment rate, the interest rate environment and the regulations placed on the Program by governing agencies. In the prior fiscal year, the Program's decrease in interest on loans and financing fee income correlated to the decrease in loans receivable – restricted. The Program received

Management's Discussion and Analysis June 30, 2016 and 2015

\$43.5 million in loan prepayments in the prior fiscal year. The Program is funding loans, but the interest rates on the new funded loans are lower than older fully funded loans. The average return on loans was 1.79%, 2.01%, and 2.08% for the fiscal years ended June 30, 2016, 2015 and 2014, respectively.

Interest on investments was \$690,000, \$483,000 and \$148,000 for fiscal years ended June 30, 2016, 2015 and 2014, respectively. The Program maintains liquidity to fund projects as needed. The Program invested excess funds in U. S. agencies obligations and U. S. Treasury obligations at higher yields than current money market mutual fund rates. The Program's investment portfolio is structured with maturities every six months to ensure availability of funds, if needed, and to capitalize on higher long term yields. The average return on cash, cash equivalents and investments was 0.28%, 0.05% and 0.07% for years ended June 30, 2016, 2015 and 2014, respectively. The Program has \$69.4 million of investments maturing by June 2017.

Total operating expenses declined \$265,000 in fiscal year 2016 and \$1.6 million in fiscal year 2015 which is primarily attributed the decline of federal financial assistance and interest on bonds and notes. During fiscal years 2016 and 2015, the Program forgave principal of \$3,000 and \$116,000, respectively. The Program's interest on bonds and notes decreased \$211,000 and \$419,000 during fiscal years 2016 and 2015, respectively, which correlated to the decrease in bonds payable. Program administration expenses totaled \$247,000, \$239,000 and \$250,000 for the fiscal years ended June 30, 2016, 2015 and 2014, respectively. These expenses included amounts paid for audit expense, trustee fees and the administrative fee paid to the Arkansas Development Finance Authority (ADFA).

Base federal grants revenue increased \$10.5 million in the current fiscal year. The Base federal grants guidelines allow for the funding of forgiveness of principal and repayable loans. The Program has expended the fiscal year 2014 grant totaling \$8.8 million and \$3.8 million of the fiscal year 2015 grant. The loans of the Program have a two year construction period in which many existing loans are being funded. In the prior fiscal year, the base federal grants revenue decreased \$5.4 million. The Program had \$8.8 million of the Federal Fiscal Year 2014 grant to expend for loans. Information regarding when Base federal grant awards were expended for construction draws and principal forgiveness loans is as follows (in thousands):

	Ве	ginning		A	moun	t Expende	d in	
Federal Award Year	В	alance	F	Y2014	F	Y2015		FY2016
2011	\$	9,272	\$	360	\$	_	\$	_
2012		8,869	,	613	·	_		-
2013		8,373		6,371		2,002		-
2014		8,798		_		_		8,798
2015		8,752						3,750
			\$	7,344	\$	2,002	\$	12,548

Management's Discussion and Analysis June 30, 2016 and 2015

Transfers in and out are comprised of transfers to or from other state programs or agencies. In the current fiscal year, the Program has transfers out of \$840,000 to ANRC for administrative expenses. In the prior fiscal year, the Program received transfers in of \$1.0 million from the ANRC Water, Waste Disposal and Pollution Abatement Facilities General Obligation Bond Fund Program to fund state match, which is offset by transfers out of \$680,000 to ANRC for administrative expenses of the Program. The funding source for the administrative expenses is the 4% set aside of the EPA capitalization grant along with other funds deposited into the Fees and Expenses Fund.

The net position of the Program increased \$26.5 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.

Statements of Net Position June 30, 2016 and 2015

n thousands)	2016		2015		
Current Assets					
Cash and cash equivalents	\$	58,533	\$ 101,162		
Accrued interest receivable		,	,		
Investments		140	154		
Loans		228	258		
Accounts receivable					
Borrowers		142	154		
Investments – current portion		69,368	 59,715		
Total current assets		128,411	 161,443		
Noncurrent Assets					
Investments – restricted		33,139	-		
Loans receivable – restricted					
Construction		234,595	224,951		
Wetlands mitigation		933	 933		
Total noncurrent assets		268,667	 225,884		
Total assets		397,078	 387,327		
Deferred Outflow of Resources					
Deferred charge on refunding			 20		
Current Liabilities					
Accounts payable		195	184		
Accrued interest payable		110	133		
Bonds payable – current portion	_	2,405	 4,000		
Total current liabilities		2,710	 4,317		
Noncurrent Liabilities					
Bonds payable, net of unamortized premiums		28,140	 34,537		
Total liabilities		30,850	 38,854		
Net Position					
Restricted by bond resolution and program requirements	\$ <u></u>	366,228	\$ 348,493		

Statements of Revenues, Expenses and Changes in Net Position Years Ended June 30, 2016 and 2015

(In thousands)	2016	2015
Operating Revenues		
Interest on investments	\$ 690	\$ 483
Interest on loans	4,107	5,019
Financing fees income	2,291	2,545
Net depreciation of investments	(110)	(434)
Total operating revenues	6,978	7,613
Operating Expenses		
Program administration	247	239
Federal financial assistance		
Base	3	116
Bond interest	1,592	1,803
Amortization of bond premiums	(587)	(638)
Total nonoperating expenses	1,255	1,520
Operating Income	5,723	6,093
Nonoperating Revenues		
Base federal grants	12,852	2,323
Income Before Transfers (Out) In, Net	18,575	8,416
Transfers (Out) In, Net	(840)	320
Change in Net Position	17,735	8,736
Net Position, Beginning of Year	348,493	339,757
Net Position, End of Year	\$ <u>366,228</u>	\$ <u>348,493</u>

Statements of Cash Flows Years Ended June 30, 2016 and 2015

(In thousands)	2016	2015
Operating Activities		
Financing fee income received	\$ 2,303	\$ 2,647
Cash paid for program administration	(236)	(268)
Net cash provided by operating activities	2,067	2,379
Noncapital Financing Activities		
Repayment of long-term debt	(7,405)	(4,925)
Cash paid for interest	(1,595)	(1,804)
Transfers (out) in	(840)	320
Nonoperating grants received	12,852	2,338
Net cash provided by (used in) noncapital financing		
activities	3,012	(4,071)
Investing Activities		
Interest received on investments	704	345
Interest received on loans	4,137	5,289
Purchase of investments	(141,935)	(87,331)
Proceeds from maturities of investments	99,033	66,997
Loan disbursements	(24,055)	(23,776)
Principal repayments on loans	14,411	58,596
Federal grant funds expended	(3)	(116)
Net cash (used in) provided by investing activities	(47,708)	20,004
(Decrease) Increase in Cash and Cash Equivalents	(42,629)	18,312
Cash and Cash Equivalents, Beginning of Year	101,162	82,850
Cash and Cash Equivalents, End of Year	\$ <u>58,533</u>	\$ <u>101,162</u>

Statements of Cash Flows (Continued) Years Ended June 30, 2016 and 2015

(In thousands)	 2016	2015
Reconciliation of Operating Income to Net Cash Provided By		
Operating Activities		
Operating income	\$ 5,723	\$ 6,093
Items not requiring (providing) operating activities cash flows:		
Interest on investments	(690)	(483)
Interest on loans	(4,107)	(5,019)
Bond interest	1,592	1,803
Amortization of bond premiums	(587)	(638)
Net depreciation of investments	110	434
Federal grants expended	3	116
Changes in		
Accounts receivable – borrowers	12	102
Accounts payable	 11	 (29)
Net cash provided by operating activities	\$ 2,067	\$ 2,379

Notes to Financial Statements June 30, 2016 and 2015

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, 2016 and 2015, were \$190,000 and \$184,000, 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, antipollution 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, 2016 and 2015, the AAWQLP had \$7.9 million and \$9.7 million, respectively, in deposits and investments with various financial institutions.

Notes to Financial Statements June 30, 2016 and 2015

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.

Recently Issued Accounting Pronouncements

GASB Statement No. 72, Fair Value Measurement and Application (GASB 72): GASB 72 addresses accounting and financial reporting issues related to fair value measurements. The definition of 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. GASB 72 provides guidance for determining a fair value measurement for financial reporting purposes that aligns with the Financial Accounting Standards Board's Topic 820. GASB 72 also provides that all assets meeting the definition of an investment in the Statement should be measured at fair value, unless the Statement provided otherwise. Certain disclosures related to all fair value measurements are required (See Note 5), GASB 72 enhances comparability of financial statements among governments by requiring measurement of certain assets and liabilities at fair value using a consistent and more detailed definition of fair value and accepted valuation techniques. GASB 72 also enhances fair value application guidance and related disclosures in order to provide information to financial statement users about the impact of fair value measurements on a government's financial position. GASB 72 is effective for financial statements for fiscal years beginning after June 15, 2015 and any prior periods presented should be restated, including disclosures, if practical. See *Note 5* for disclosures required by GASB 72.

Notes to Financial Statements June 30, 2016 and 2015

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, 2016 and 2015, cash equivalents of \$58.5 million and \$101.2 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 \$3.7 million and \$1.9 million at June 30, 2016 and 2015, respectively. This fund contains fees charged on loans of the Program as allowed by EPA, federal grant administration set aside funds and interest earnings of the fund. These funds may be used at the discretion of ANRC to fund expenses of the Program.

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 represents 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 reclassifications have been made to the fiscal year 2015 financial statements to conform to the fiscal year 2016 financial statement presentation. These reclassifications had no effect on the change in net position.

Notes to Financial Statements June 30, 2016 and 2015

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 105% of the amount of the deposits as directed in the State Board of Finance Cash Management of Funds, Rule 2012-A.

At June 30, 2016 and 2015, \$2.1 million and \$3.0 million of the Program's deposits (and carrying value) of \$4.6 million and \$6.1 million were exposed to custodial credit risk as follows:

(In thousands)	 2016	2015
Uninsured and collateral held by pledging financial institution trust department or agent in the Program's		
name	\$ 2,058	\$ 2,963

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.

Notes to Financial Statements June 30, 2016 and 2015

At June 30, 2016 and 2015, the Program had the following investments and maturities:

(In thousands)	June 30, 2016						
			Maturiti	es in Years			
		Less			More		
Туре	Fair Valu	e than 1	1–5	6–10	than 10		
IIC Tarasana							
U.S. Treasury	ф 15 O1	5 ¢ 15.014	.	¢.	¢		
obligations	\$ 15,01	15 \$ 15,015	5 \$	- \$ -	- \$ -		
U.S. agencies	07.46	2 54.25	22.120				
obligations	87,49	54,353	33,139	-	-		
Money market	52 06		-				
mutual funds	53,88	53,887	<u> </u>	<u> </u>	<u> </u>		
	\$ <u>156,39</u>	94 \$ 123,255	5 \$ 33,139	9 \$ -	¢		
	φ <u>130,33</u>	<u> 123,23.</u>	<u> </u>	<u> </u>	<u> </u>		
(1 .1 .1 .)				_			
(In thousands)			June 30, 201				
			Maturiti	es in Years			
T	F-:>/ :	Less	4 -	0.46	More		
Туре	Fair Valu	e than 1	1–5	6–10	than 10		

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.

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 rated "AA+" or not rated by Standard & Poor's and its investments in money market mutual funds or investments of those funds were rated "AAA-mf" 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 are not classified by custodial credit risk category, as they are not evidenced by securities in physical or book entry form.

Notes to Financial Statements June 30, 2016 and 2015

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	Fa	ir Value	Percentage	-
Federal Home Loan Bank	\$	40,688	26%	
Federal Home Loan Mortgage Corporation		28,550	18%	
Federal National Mortgage Association		15,040	10%	

Summary of Carrying Values

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

(In thousands)	 2016	2015		
Carrying value				
Deposits	\$ 4,646	\$	6,146	
Investments	 156,394		154,731	
	\$ 161,040	\$	160,877	
Included in the following statement of net position captions				
Cash and cash equivalents	\$ 58,533	\$	101,162	
Investments – current portion	69,368		59,715	
Investments – restricted	 33,139		<u> </u>	
	\$ 161,040	\$	160,877	

Notes to Financial Statements June 30, 2016 and 2015

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, 2016 and 2015, such loans had a carrying value of approximately \$235.5 million and \$225.9 million, respectively, of which approximately \$19.4 million and \$45.9 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.

In fiscal year 2010, the Program began funding loans with American Recovery and Reinvestment Act (ARRA) federal funds. As of June 30, 2016, the Program's current loan balance of ARRA loans was \$10.2 million which was funded with ARRA and other Program funds

Through the years ended June 30, 2016 and 2015, \$640.0 million and \$629.9 million, respectively, in cumulative loans had been approved for funding. At June 30, 2016 and 2015, \$29.8 million and \$43.9 million, respectively, remained encumbered and awaiting disbursement to loan recipients.

Note 4: Bonds Payable

Bonds payable were as follows at June 30:

(In thousands)		Final Maturity	,		
Series	Interest Rate Range	Dates		2016	2015
2009-A					
Serial 2011-C	2.50% - 4.00%	6/1/2018	\$	-	\$ 5,005
Serial	3.25% - 5.00%	6/1/2028	_	27,890 27,890	 30,290 35,295
	Unamortized premiums		_	2,655	 3,242
			\$_	30,545	\$ 38,537

Notes to Financial Statements June 30, 2016 and 2015

Activity in bonds payable for 2016 was as follows:

(In thousands)	ginning alance	Add	itions	Re	ductions	Ending Balance	wit	ount Due hin One Year
2009-A 2011-C	\$ 5,005 30,290	\$	- <u>-</u>	\$	(5,005) (2,400)	\$ - 27,890	\$	2,40 <u>5</u>
Total bonds payable	\$ 35,295	\$		\$	(7,405)	\$ 27,890	\$	2,405

The principal amount shown above differs from the amount on the statement of net position due to unamortized premiums of approximately \$2.7 million.

Activity in bonds payable for 2015 was as follows:

(In thousands)		eginning Balance	Ado	ditions	Red	ductions		Ending Balance		ount Due hin One Year
2009-A	¢	6,525	\$		\$	(1,520)	•	5.005	\$	1 600
	Ф	,	Ф	-	Ф	. , ,	Ф	3,003	Ф	1,600
2011-A		1,730		-		(1,730)		-		-
2011-C	_	31,965				(1,675)	_	30,290		2,400
Total bonds payable	\$	40,220	\$		\$	(4,925)	\$	35,295	\$	4,000

The principal amount shown above differs from the amount on the statement of net position due to unamortized premiums of approximately \$3.2 million.

Notes to Financial Statements June 30, 2016 and 2015

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

(In thousands)	Principal	Interest
Fiscal year ending June 30, 2017 2018 2019 2020 2021 2022 – 2026 2027 – 2028	\$ 2,405 2,345 2,920 2,745 2,640 12,545 2,290	\$ 1,317 1,197 1,079 933 796 2,059 115
Unamortized premiums	27,890 2,655 \$30,545	7,496 \$ <u>7,496</u>

The Program did not have any new bond issuances in current or previous fiscal years.

Note 5: Disclosures About Fair Value of Assets and Liabilities

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 1	Quoted prices in active markets for identical assets or liabilities
Level 2	Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

Notes to Financial Statements June 30, 2016 and 2015

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying 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 at June 30, 2016 and 2015:

	June 30, 2016								
(in thousands)		Fair Val	ue Measurements	Using					
Туре	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)					
U. S. Treasury obligations U. S. agency obligations	\$ 15,015 87,492	\$ - -	\$ 15,015 84,277	\$ - 3,215					
Total	\$ <u>102,507</u>	\$	\$99,292	\$3,215					
(in thousands)		Fair Va	June 30, 2015	o Hoine					
(in thousands)		Fair va	lue Measurements	s Using					
Туре	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)					
U. S. agency obligations	\$ <u>59,715</u>	\$	\$ <u>56,175</u>	\$ <u>3,540</u>					

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 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, 2016 or 2015.

Notes to Financial Statements June 30, 2016 and 2015

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. The Program's investments were not classified as Level 1 securities at June 30, 2016 and June 30, 2015. Level 2 securities include U.S. Government and federal agencies and U. S. Treasury Notes. 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 and are classified within Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Program has classified one investment as Level 3. The Program has a relationship with Agri Bank in where the Program purchases a Federal Farm Credit bond. This investment is marketed only to the Program and the Program has concluded the fair market value to be equal to the par amount.

Note 6: 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

In the current year, the Program's federal revenue reverted back to historic levels showing the dependency of federal revenue on the Program. In the prior year the Program's federal funds had declined. The impact of the revenue varies from year to year, and, for the year ended June 30, 2016 and 2015, the Program received 65% and 23%, respectively, of total revenue in the form of federal grants. As of June 30, 2016 and 2015, the Program has \$5.1 million of the Federal Fiscal Year 2015 grant and \$8.8 million of the Federal Fiscal Year 2014 grant remaining to disburse, respectively. The Federal Fiscal Year 2015 grant is available to fund principal forgiveness loans and administrative costs while the Federal Fiscal Year 2014 grant funds were available for principal forgiveness loans and base construction draw loans.

Notes to Financial Statements June 30, 2016 and 2015

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 through 2015 grants. However, the above requirement only applies to the portion of the 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 (MHI) 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 MHI.
- 3. If the population trend (2010 census compared to 1990 census) has declined at least 20% (the 2010 population is at least 20% lower than the 1990 population) then the ratio used drops to 1.25% of the MHI for the project area.
- 4. If the unemployment figures (average of last three 5-year American Community Survey-Census Bureau numbers) are 250% higher than the State's unemployment figures then the ratio used drops to 1.25% of the MHI for the project area.

Notes to Financial Statements June 30, 2016 and 2015

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

(In thousands) Federal Fiscal Year	1	Grant Award Amount		PF inimum amount		PF aximum mount		ımulative ursements	Re	Amount maining o Fund
2010	¢	12 220	¢	1 006	¢	6 651	¢	1 006	¢	
	\$	13,328	\$	1,996	\$	6,654	\$	1,996	\$	-
2011		9,657		895		2,983		365		530
2012		9,239		513		770		-		513
2013		8,722		411		616		-		616
2014		9,165		499		748		-		748
2015		9,117		-		2,735				2,735
							\$	2,361	\$	5,142

The Program has allocated the minimum amounts for the 2010, 2011 and 2012 Base Capitalization grant as shown above, but for the 2013 and 2014 Base Capitalization grants the Program has allocated the maximum amounts. The 2015 Base Capitalization grant does not have a minimum amount, but the maximum amount is \$2.7 million. The Program has the option to spend up to the maximum amount.

The Program forgives the loans as the construction draws are disbursed. In fiscal year 2016 and 2015, \$3,000 and \$116,000 in principal forgiveness loans were expensed, respectively.

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.



Combining Statement of Net Position June 30, 2016

(In thousands)	volving an Fund	es and enses	Total		
Current Assets					
Cash and cash equivalents	\$ 54,787	\$ 3,746	\$	58,533	
Accrued interest receivable					
Investments	127	13		140	
Loans	228	-		228	
Accounts receivable					
Borrowers	-	142		142	
Investments – current portion	 66,366	 3,002	-	69,368	
Total current assets	 121,508	 6,903		128,411	
Noncurrent Assets					
Investments – restricted	32,139	1,000		33,139	
Loans receivable – restricted					
Construction	234,595	-		234,595	
Wetlands mitigation	 153	 780		933	
Total noncurrent assets	 266,887	 1,780		268,667	
Total assets	 388,395	 8,683		397,078	
Current Liabilities					
Accounts payable	5	190		195	
Accrued interest payable	110	-		110	
Bonds payable – current portion	2,405	_		2,405	
Total current liabilities	 2,520	 190		2,710	
Noncurrent Liabilities					
Bonds payable, net of unamortized					
premiums	 28,140	 <u> </u>		28,140	
Total liabilities	 30,660	 190	_	30,850	
Net Position					
Restricted by bond resolution and program					
requirements	\$ 357,735	\$ 8,493	\$	366,228	

Combining Statement of Revenues, Expenses and Changes in Net Position Year Ended June 30, 2016

(In thousands)	Revolving Loan Fund	Fees and Expenses	Total		
Operating Revenues					
Interest on investments	\$ 663	\$ 27	\$ 690		
Interest on loans	4,107	-	4,107		
Financing fee income	· -	2,291	2,291		
Net depreciation of investments	(110)	_	(110)		
Total operating revenue	4,660	2,318	6,978		
Operating Expenses					
Program administration	-	247	247		
Federal financial assistance					
Base	3	=	3		
Bond interest	1,592	=	1,592		
Amortization of bond premiums	(587)		(587)		
Total operating expenses	1,008	247	1,255		
Operating Income	3,652	2,071	5,723		
Nonoperating Revenue					
Base federal grants	12,549	303	12,852		
Income Before Transfers In (Out), Net	16,201	2,374	18,575		
Transfers In (Out), Net	1,734	(2,574)	(840)		
Change in Net Position	17,935	(200)	17,735		
Net Position, Beginning of Year	339,800	8,693	348,493		
Net Position, End of Year	\$ <u>357,735</u>	\$ <u>8,493</u>	\$ <u>366,228</u>		

Combining Statement of Cash Flows Year Ended June 30, 2016

thousands)	Revolving Loan Fund	Fees and Expenses	Total	
Operating Activities				
Financing fee income received	\$ -	\$ 2,303	\$ 2,303	
Cash received (paid) for program				
administration	4	(240)	(236)	
Net cash provided by operating				
activities	4	2,063	2,067	
Noncapital Financing Activities				
Repayment of long-term debt	(7,405)		(7,405)	
Cash paid for interest	(1,595)		(1,595)	
Transfers in (out)	1,734	(2,574)	(840)	
Nonoperating grants received	12,549	303	12,852	
Net cash provided by (used in)				
noncapital financing activities	5,283	(2,271)	3,012	
Investing Activities				
Interest received on investments	686	18	704	
Interest received on loans	4,137	-	4,137	
Purchase of investments	(137,929)	(4,006)	(141,935)	
Proceeds from maturities of investments	93,032	6,001	99,033	
Loan disbursements	(24,055)	-	(24,055)	
Principal repayments on loans	14,411	-	14,411	
Federal grant funds expended	(3)	_	(3)	
Net cash (used in) provided by				
investing activities	(49,721)	2,013	(47,708)	
(Decrease) Increase in Cash and Cash				
Equivalents	(44,434)	1,805	(42,629)	
Cash and Cash Equivalents, Beginning of				
Year	99,221	1,941	101,162	
Cash and Cash Equivalents, End of Year	\$ <u>54,787</u>	\$ <u>3,746</u>	\$ <u>58,533</u>	

Combining Statement of Cash Flows (Continued) Year Ended June 30, 2016

(In thousands)	Revolving Loan Fund		Fees and Expenses		Total	
Reconciliation of Operating Income to Net						
Cash Provided By Operating Activities Operating income	\$	3,652	\$	2.071	\$	5,723
Items not requiring (providing) operating	Ψ	3,032	Ψ	2,071	Ψ	3,723
activities cash flows:						
Interest on investments		(663)		(27)		(690)
Interest on loans		(4,107)		-		(4,107)
Bond interest		1,592		-		1,592
Amoritzation of bond premiums		(587)		-		(587)
Net depreciation of investments		110		-		110
Federal grants expended		3		_		3
Changes in						
Accounts receivable – borrowers		-		12		12
Accounts payable		4		7		<u>11</u>
Net cash provided by operating						
activities	\$	4	\$	2,063	\$	2,067