

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

Accountants' Report and Financial Statements

June 30, 2009 and 2008



**State of Arkansas Construction Assistance
Revolving Loan Fund Program
June 30, 2009 and 2008**

Contents

Independent Accountants' Report on Financial Statements and Supplementary Information	1
Management's Discussion and Analysis	3
Financial Statements	
Statements of Net Assets	8
Statements of Revenues, Expenses and Changes in Net Assets	9
Statements of Cash Flows	10
Notes to Financial Statements	12
Supplementary Information	
Combining Statement of Net Assets.....	21
Combining Statement of Revenues, Expenses and Changes in Net Assets	22
Combining Statement of Cash Flows	23

Independent Accountants' Report on Financial Statements and Supplementary Information

The Commissioners of the Arkansas Natural
Resources Commission (ANRC)

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

We have audited the accompanying basic financial statements of the State of Arkansas Construction Assistance Revolving Loan Fund Program (the Program) as of and for the years ended June 30, 2009 and 2008, as listed in the table of contents. These financial statements are the responsibility of the Program's management. 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in *Note 1*, the financial statements of the Program are intended to present the financial position, and the results of its operations 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, 2009 and 2008, and the changes in its financial position and its cash flows, where applicable, for the years then ended in conformity with accounting principles generally accepted in the United States of America.

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, 2009 and 2008, and its changes in financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying management's discussion and analysis is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board (GASB). We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

The Commissioners of the Arkansas Natural
Resources Commission (ANRC)

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

Our audits were conducted for the purpose of forming an opinion on the Program's basic financial statements. The accompanying supplementary information, as 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 has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

BKD, LLP

October 29, 2009

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2009 and 2008**

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, 2009, basic financial statements include three required statements: The statement of net assets, the statement of revenues, expenses and changes in net assets and the statement of cash flows. Comparative totals as of and for the years ended June 30, 2008 and 2007, 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 assets, the combining statement of revenues, expenses and changes in net assets 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 Assets

(In thousands)

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Total assets	\$ 329,412	\$ 328,661	\$ 317,437
Current liabilities	7,920	7,309	6,640
Noncurrent liabilities	<u>59,193</u>	<u>67,522</u>	<u>74,283</u>
Total liabilities	<u>67,113</u>	<u>74,831</u>	<u>80,923</u>
Total net assets – restricted for program requirements	\$ <u>262,299</u>	\$ <u>253,830</u>	\$ <u>236,514</u>

The Program's total assets of \$329.4 million at June 30, 2009, reflect increases of \$751,000 from June 30, 2008 and \$11.2 million from June 30, 2007 to June 30, 2008. For the current year, the Program has increases in cash and cash equivalents of \$13.4 million and in loans receivable of \$1.5 million, which are offset by a decline in investments of \$13.8 million. In the prior year, loans outstanding increased by \$8.3 million and investments increased by \$11.3 million, which was offset by a decrease in cash and cash equivalents of \$8.0 million.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2009 and 2008**

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

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Loan disbursements	\$ 19,019	\$ 23,091	\$ 34,433
Loan repayments	<u>17,565</u>	<u>14,825</u>	<u>14,577</u>
Net increase in loans receivable	<u>\$ 1,454</u>	<u>\$ 8,266</u>	<u>\$ 19,856</u>

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

	<u>2009</u>	<u>2008</u>	<u>2007</u>
New loans	\$ 27,600	\$ 43,300	\$ 2,300
Loan disbursements - new loans	3,804	4,438	9
Existing loans	63,255	21,805	101,555
Loan disbursements - existing loans	15,215	18,653	34,424

The Program is continually making loans from federal and state matching funds and revolving Program funds. The table below reflects the amounts used from each funding source for fiscal years 2009, 2008 and 2007 as follows (in thousands):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Federal	\$ 4,220	\$ 10,730	\$ 8,161
State matching	879	2,235	1,700
Revolving Program funds	<u>13,920</u>	<u>10,126</u>	<u>24,572</u>
	<u>\$ 19,019</u>	<u>\$ 23,091</u>	<u>\$ 34,433</u>

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

The federal fiscal year 2009 capitalization grant has been approved by the Environmental Protection Agency in the amount of \$4.4 million and will be available in October 2009.

The Program's total liabilities decreased to \$67.1 million at June 30, 2009, from \$74.8 million at June 30, 2008, and from \$80.9 million at June 30, 2007. The decrease is attributed to scheduled bond redemptions of \$6.5 million and \$5.8 million, respectively, for fiscal years ending June 30, 2009 and 2008. The Program also refunded \$14.6 million 1999 Series A bonds with \$13.3 million 2009 Refunding Series A along with other available funds, which resulted in a decline of \$1.3 million in the bonds outstanding for the fiscal year ending June 30, 2009.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2009 and 2008**

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

(In thousands)

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Total interest income	\$ 6,669	\$ 8,002	\$ 8,913
Other income	<u>2,555</u>	<u>3,141</u>	<u>2,801</u>
Total operating revenues	<u>9,224</u>	<u>11,143</u>	<u>11,714</u>
Total interest on bonds and notes	3,405	3,659	3,875
Total amortization expense	114	131	140
Administrative expense	<u>283</u>	<u>290</u>	<u>282</u>
Total operating expenses	<u>3,802</u>	<u>4,080</u>	<u>4,297</u>
Operating income	5,422	7,063	7,417
Transfers out	(1,350)	(818)	(864)
Federal grants	<u>4,397</u>	<u>11,071</u>	<u>8,607</u>
Change in net assets	8,469	17,316	15,160
Net assets			
Beginning of year	<u>253,830</u>	<u>236,514</u>	<u>221,354</u>
End of year	<u>\$ 262,299</u>	<u>\$ 253,830</u>	<u>\$ 236,514</u>

Total operating revenue has continuously decreased over the past three years with the largest decline coming in fiscal year 2009 of \$1.9 million as compared to fiscal year 2008. During current year, the Program had a decline of \$1.2 million in investment income due to the termination of certain guaranteed investment contracts (with an average interest rate of 6.7%) and lower interest received from money market mutual funds. The \$620,000 decrease in the net appreciation of investments was attributed to investments held in the Revolving Loan Fund, which the Program expects to hold to maturity. In fiscal year 2008, total operating revenues declined \$571,000, which was due to the decline in investment income of \$1.3 million, offset by increases of \$374,000 in loan interest income, \$212,000 in the net appreciation of investments and \$121,000 in financing fee income.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2009 and 2008**

Federal grants revenue decreased \$6.7 million as compared to fiscal year 2008. As of June 30, 2009, the Program had expended all federal grants awarded. Information regarding when federal grant awards were expended for construction draws is as follows (in thousands):

Federal Award Year	Beginning Balance	Amount Expended in		
		FY2007	FY2008	FY2009
2005	\$ 6,739	\$ 6,739	\$ -	\$ -
2006	5,459	1,422	4,037	-
2007	6,693	-	6,693	-
2008	4,222	-	-	4,222
		<u>\$ 8,161</u>	<u>\$ 10,730</u>	<u>\$ 4,222</u>

The Program continues to fund loans from other revenue sources.

Revenues from investments were \$777,000, \$2.0 million and \$3.3 million for fiscal years ending June 30, 2009, 2008 and 2007, respectively. The average return on cash, cash equivalents and investments was 1.10%, 2.63% and 3.80% for years ending June 30, 2009, 2008 and 2007, respectively. The Program maintains liquidity to fund projects as needed. Higher cash and cash equivalent balances were maintained during the current year as the Program evaluated liquidity needs and investment options in the current economic climate.

Operating expenses and transfers out increased by \$254,000 during 2009 and \$263,000 during 2008. This is primarily attributed to the increase in transfers out of \$532,000, which is offset by a decline in bond interest expense of \$254,000 for the year ended June 30, 2009. Program administration expenses totaled \$283,000, \$290,000 and \$282,000 for the fiscal years ended June 30, 2009, 2008 and 2007, respectively. These expenses included amounts paid for audit expense, trustee fees and the administrative fee to the Arkansas Development Finance Authority (ADFA). The transfers out of \$1.4 million, \$818,000 and \$864,000 during 2009, 2008 and 2007, respectively, represented the administrative fee paid to the Arkansas Natural Resources Commission (ANRC) for administering the Program. The funding source for the administrative fee is 4% of the EPA capitalization grant along with funds from the Fees and Expenses Fund.

The net assets of the Program increased \$25.8 million in the past two years. The bond resolutions and the Program restrict all of the net assets.

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

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Management's Discussion and Analysis
June 30, 2009 and 2008**

Contact Regarding the Program

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

State of Arkansas Construction Assistance Revolving Loan Fund Program

Statements of Net Assets June 30, 2009 and 2008

(In thousands)

	2009	2008
Current Assets		
Cash and cash equivalents	\$ 65,368	\$ 51,951
Accrued interest receivable		
Investments	28	251
Loans	316	382
Accounts receivable		
Borrowers	129	154
Total current assets	65,841	52,738
Noncurrent Assets		
Investments – restricted	30,985	44,737
Loans receivable – restricted		
Construction	231,806	230,278
Wetlands mitigation	222	296
Other assets	558	612
Total noncurrent assets	263,571	275,923
Total assets	329,412	328,661
Current Liabilities		
Accounts payable	457	493
Accrued interest payable	253	291
Bonds payable – current portion	7,210	6,525
Total current liabilities	7,920	7,309
Noncurrent Liabilities		
Deferred fees	1,014	1,256
Bonds payable, net of unamortized premiums (discounts)	58,179	66,266
Total noncurrent liabilities	59,193	67,522
Total liabilities	67,113	74,831
Net Assets		
Restricted for program requirements	\$ 262,299	\$ 253,830

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Statements of Revenues, Expenses and Changes in Net Assets
Years Ended June 30, 2009 and 2008**

(In thousands)

	2009	2008
Operating Revenues		
Interest on investments	\$ 777	\$ 2,024
Interest on loans	5,892	5,978
Financing fees	2,399	2,361
Net appreciation of investments	153	773
Other	3	7
Total operating revenues	9,224	11,143
Operating Expenses		
Program administration	283	290
Bond interest	3,405	3,659
Amortization of bond issuance costs	101	106
Amortization of bond discounts and premiums	13	25
Total operating expenses	3,802	4,080
Operating Income	5,422	7,063
Nonoperating Revenue		
Federal grants	4,397	11,071
Income Before Transfers Out	9,819	18,134
Transfers Out	(1,350)	(818)
Change in Net Assets	8,469	17,316
Net Assets, Beginning of Year	253,830	236,514
Net Assets, End of Year	\$ 262,299	\$ 253,830

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Statements of Cash Flows
Years Ended June 30, 2009 and 2008**

(In thousands)

	<u>2009</u>	<u>2008</u>
Operating Activities		
Interest received on investments	\$ 1,225	\$ 2,190
Interest received on loans	5,958	5,958
Financing fee income received	2,183	2,087
Loan disbursements	(19,019)	(23,091)
Principal repayments on loans	17,565	14,825
Cash paid for interest	(3,443)	(3,678)
Cash paid for arbitrage rebate	(167)	(32)
Cash paid for program administration	<u>(361)</u>	<u>(283)</u>
Net cash provided by (used in) operating activities	<u>3,941</u>	<u>(2,024)</u>
Noncapital Financing Activities		
Repayment of long-term debt	(21,125)	(5,810)
Proceeds from bond issuance	13,856	-
Cash paid for cost of issuance of long-term debt	(206)	-
Transfers out	(1,350)	(818)
Nonoperating grants received	<u>4,397</u>	<u>11,236</u>
Net cash (used in) provided by noncapital financing activities	<u>(4,428)</u>	<u>4,608</u>
Investing Activities		
Proceeds from maturities of investments	41,181	56,680
Purchase of investments	<u>(27,277)</u>	<u>(67,215)</u>
Net cash provided by (used in) investing activities	<u>13,904</u>	<u>(10,535)</u>
Increase (Decrease) in Cash and Cash Equivalents	13,417	(7,951)
Cash and Cash Equivalents, Beginning of Year	<u>51,951</u>	<u>59,902</u>
Cash and Cash Equivalents, End of Year	<u>\$ 65,368</u>	<u>\$ 51,951</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Statements of Cash Flows (Continued)
Years Ended June 30, 2009 and 2008**

(In thousands)

	2009	2008
Reconciliation of Operating Income to Net Cash Provided by (Used In) Operating Activities		
Operating income	\$ 5,422	\$ 7,063
Items not requiring (providing) operating activities cash flows		
Amortization of bond issuance costs	101	106
Amortization of bond discounts and premiums	13	25
Amortization of deferred financing fees	(239)	(261)
Net appreciation of investments	(153)	(773)
Changes in		
Accrued interest receivable		
Investments	223	149
Loans	66	(20)
Accounts receivable – borrowers	25	(13)
Loans receivable	(1,454)	(8,266)
Accounts payable	(36)	(27)
Accrued interest payable	(38)	(19)
Other assets	11	12
Net cash provided by (used in) operating activities	\$ 3,941	\$ (2,024)

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

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 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 ending June 30, 2009 and 2008, were \$203,000 and \$206,000, respectively.

The Arkansas Agriculture Water Quality Loan Program (AAWQLP) is accounted for within the Program. Under the AAWQLP, ANRC establishes noninterest bearing cash accounts with financial institutions. In fiscal year 2007, an agreement was established with AgriBank in which AAWQLP would purchase a noninterest bearing bond in conjunction with loans made by Agribank under the AAWQLP guidelines. Loans are originated by the financial institution or Agribank to the farmers or property owners that provide for the installation of water quality, anti-pollution equipment. Interest income normally earned on these balances at the financial institutions or on the bond is used to reduce the interest rates applicable to the loans obtained by the farmers or other property owners. ANRC has established a Program contribution limit to AAWQLP in the amount of \$25 million. As of June 30, 2009 and 2008, respectively, the AAWQLP had \$23.6 and \$23.7 million in deposits and investments with various financial institutions.

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.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

Accounting Method

The Program utilizes the proprietary fund method of accounting whereby operating revenues and expenses are distinguished from nonoperating items. 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. All revenues and expenses are recognized on the accrual basis. Pursuant to Governmental Accounting Standards Board (GASB) Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, the Program has elected not to apply the provisions of all relevant pronouncements of the Financial Accounting Standards Board (FASB) issued after November 30, 1989, unless the GASB specifically adopts such FASB Statements or Interpretations.

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, 2009 and 2008, cash equivalents of \$65.4 million and \$52.0 million, respectively, consisted primarily of money market mutual funds with variable interest rates.

Included in cash equivalents on the Program's balance sheet is the Fees and Expenses Fund with a balance of approximately \$9.5 million and \$5.5 million at June 30, 2009 and 2008, respectively. This account contains fees charged on loans of the Program, as allowed by the Environmental Protection Agency (EPA). 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 Costs and Discounts and Premiums

Costs related to issuing bonds and discounts and premiums on sales of bonds are capitalized and are amortized over the term of the bonds using the interest method. Early retirement of bonds results in the acceleration of amortization of bond issuance costs and discounts and premiums.

Financing Fees

The Program receives monthly financing fees from borrowers. Prior to 2000, the Program charged closing fees that were deferred and are currently being amortized into income ratably over the terms of the bonds outstanding.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

Net Assets Restricted by Bond Resolution and Program

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

Income Taxes

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

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 value at least equal to the amount of the deposits.

At June 30, 2009 and 2008, respectively, \$9.0 million and \$13.6 million of the Program's deposits (and carrying value) of \$15.3 million and \$17.0 million were exposed to custodial credit risk as follows:

<i>(In thousands)</i>	<u>2009</u>	<u>2008</u>
Uninsured and collateral held by pledging financial institution trust department or agent in other than the Program's name	\$ <u>8,981</u>	\$ <u>13,621</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements June 30, 2009 and 2008

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.

At June 30, 2009 and 2008, the Program had the following investments and maturities:

(In thousands)

<u>Type</u>	<u>June 30, 2009</u>				
	<u>Fair Value</u>	<u>Maturities in Years</u>			
		<u>Less than 1</u>	<u>1-5</u>	<u>6-10</u>	<u>More than 10</u>
U.S. Treasury obligations	\$ 5,601	\$ 2,875	\$ 2,726	\$ -	\$ -
U.S. agencies obligations	23,288	23,288	-	-	-
Money market mutual funds	50,035	50,035	-	-	-
Guaranteed investment contracts	<u>2,097</u>	<u>-</u>	<u>531</u>	<u>1,566</u>	<u>-</u>
	<u>\$ 81,021</u>	<u>\$ 76,198</u>	<u>\$ 3,257</u>	<u>\$ 1,566</u>	<u>\$ 0</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements June 30, 2009 and 2008

(In thousands)

Type	June 30, 2008				
	Fair Value	Maturities in Years			
		Less than 1	1-5	6-10	More than 10
U.S. Treasury obligations	\$ 2,650	\$ -	\$ 2,650	\$ -	\$ -
U.S. agencies obligations	35,574	26,550	9,024	-	-
Money market mutual funds	34,903	34,903	-	-	-
Guaranteed investment contracts	<u>6,513</u>	<u>-</u>	<u>-</u>	<u>4,480</u>	<u>2,033</u>
	<u>\$ 79,640</u>	<u>\$ 61,453</u>	<u>\$ 11,674</u>	<u>\$ 4,480</u>	<u>\$ 2,033</u>

Interest Rate Risk – As a means of limiting its exposure to fair value losses due to rising interest rates, the Program’s investments typically match the term of the corresponding bonds or limits the maturity to expected cash flow needs of the Program. The money market mutual funds are presented as an investment with a maturity of less than one year because they are redeemable in full immediately.

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” by Standard & Poor’s and its investments in money market mutual funds or investments of those funds were rated “AAAm” or “AAA” by Standard & Poor’s and “Aaa” by Moody’s Investors Service.

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

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

Issuer	Fair Value	Percentage
Federal Home Loan Bank Discount Notes	\$ 14,999	19%
Federal Farm Credit Bank	8,289	10%

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

Summary of Carrying Values

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

<i>(In thousands)</i>	2009	2008
Carrying value		
Deposits	\$ 15,332	\$ 17,048
Investments	81,021	79,640
	\$ 96,353	\$ 96,688
Included in the following statement of net assets captions		
Cash and cash equivalents	\$ 65,368	\$ 51,951
Investments – restricted	30,985	44,737
	\$ 96,353	\$ 96,688

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, 2009 and 2008, such loans had a carrying value of approximately \$232.0 million and \$230.6 million, respectively, of which approximately \$38.2 million and \$21.4 million, respectively, are for projects still under construction. The loans bear interest ranging from 1.0% to 4.0%, and are collateralized by special assessments, by user charges, or by sales and use tax bonds issued by the municipalities, sewer improvement districts and water facilities board.

Through the years ended June 30, 2009 and 2008, \$441.0 million and \$413.4 million, respectively, in cumulative loans had been approved for funding. At June 30, 2009 and 2008, \$51.1 million and \$42.5 million, respectively, remained encumbered and awaiting disbursement to loan recipients.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

Note 4: Bonds Payable

Bonds payable were as follows at June 30:

(In thousands)

Series	Interest Rate Range	Final Maturity Dates	2009	2008
1999-A				
Serial	4.15% – 4.60%	12/1/2013	\$ -	\$ 5,090
Term 1	4.88%	6/1/2017	-	4,170
Term 2	5.00%	6/1/2022	-	6,155
2001-A				
Serial	4.10% – 5.50%	12/1/2017	13,920	16,370
Term 1	5.50%	12/1/2013	3,170	3,170
Term 2	5.50%	12/1/2014	3,360	3,360
Term 3	5.50%	12/1/2015	4,840	4,840
Term 4	5.50%	12/1/2018	1,750	1,750
Term 5	5.50%	12/1/2019	1,345	1,345
2004-A				
Serial	3.13% – 5.00%	6/1/2015	14,805	18,065
Term 1	5.00%	12/1/2012	3,435	3,435
Term 2	5.00%	12/1/2013	3,290	3,290
Term 3	5.00%	12/1/2014	1,925	1,925
2009-A				
Serial	2.50%-4.00%	6/1/2018	<u>13,280</u>	-
			65,120	<u>72,965</u>
	Unamortized discounts and premiums		<u>269</u>	<u>(174)</u>
			<u>\$ 65,389</u>	<u>\$ 72,791</u>

State of Arkansas Construction Assistance Revolving Loan Fund Program

Notes to Financial Statements

June 30, 2009 and 2008

Activity in bonds payable for 2009 was as follows:

<i>(In thousands)</i>	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One Year
1999-A	\$ 15,415	\$ -	\$ (15,415)	\$ -	\$ -
2001-A	30,835	-	(2,450)	28,385	2,585
2004-A	26,715	-	(3,260)	23,455	3,405
2009-A	<u>-</u>	<u>13,280</u>	<u>-</u>	<u>13,280</u>	<u>1,220</u>
Total bonds payable	<u>\$ 72,965</u>	<u>\$ 13,280</u>	<u>\$ (21,125)</u>	<u>\$ 65,120</u>	<u>\$ 7,210</u>

The principal amount shown above differs from the amount on the balance sheet due to unamortized discounts and premiums of approximately \$269,000.

Activity in bonds payable for 2008 was as follows:

<i>(In thousands)</i>	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One Year
1995-A	\$ 340	\$ -	\$ (340)	\$ -	\$ -
1999-A	16,185	-	(770)	15,415	815
2001-A	32,815	-	(1,980)	30,835	2,450
2004-A	<u>29,435</u>	<u>-</u>	<u>(2,720)</u>	<u>26,715</u>	<u>3,260</u>
Total bonds payable	<u>\$ 78,775</u>	<u>\$ 0</u>	<u>\$ (5,810)</u>	<u>\$ 72,965</u>	<u>\$ 6,525</u>

The principal amount shown above differs from the amount on the balance sheet due to unamortized discounts and premiums of approximately \$174,000.

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Notes to Financial Statements
June 30, 2009 and 2008**

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

<i>(In thousands)</i>	Principal	Interest
Fiscal Year ending June 30,		
2010	\$ 7,210	\$ 2,919
2011	7,545	2,642
2012	7,645	2,323
2013	7,845	1,951
2014	7,900	1,568
2015-2019	25,830	2,618
2020-2025	1,145	31
	65,120	14,052
Unamortized discounts and premiums	269	-
	<u>\$ 65,389</u>	<u>\$ 14,052</u>

During the current year, ADFA issued \$13.3 million in 2009 Series A Refunding bonds for the benefit of the Program. The proceeds of the bonds, along with other available funds, were used to current refund all outstanding 1999 Series A bonds on June 10, 2009, and to pay underwriters compensation and other costs of issuance. The refunding resulted in a net present value benefit of \$2.1 million to the Program.

Note 5: Significant Estimates and Concentrations

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

Economic Dependency

The Program has been economically dependent upon revenue from EPA. The impact of the revenue varies from year to year, and, for the year ending June 30, 2009, the Program received 32% of total revenue in the form of federal grants. This is a decrease from prior year's percentage of 50%, primarily due to the Program drawing on two Federal awards (years) in 2008. As of June 30, 2009, all of the federal revenue available had been disbursed to the Program.

Contingency

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.

Supplementary Information

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Combining Statement of Net Assets
June 30, 2009**

<i>(In thousands)</i>	<u>Revolving Loan Fund</u>	<u>Fees and Expenses</u>	<u>Total</u>
Current Assets			
Cash and cash equivalents	\$ 55,839	\$ 9,529	\$ 65,368
Accrued interest receivable			
Investments	28	-	28
Loans	316	-	316
Accounts receivable			
Borrowers	<u>-</u>	<u>129</u>	<u>129</u>
Total current assets	<u>56,183</u>	<u>9,658</u>	<u>65,841</u>
Noncurrent Assets			
Investments – restricted	30,985	-	30,985
Loans receivable – restricted			
Construction	231,806	-	231,806
Wetlands mitigation	222	-	222
Other assets	<u>558</u>	<u>-</u>	<u>558</u>
Total noncurrent assets	<u>263,571</u>	<u>-</u>	<u>263,571</u>
Total assets	<u>319,754</u>	<u>9,658</u>	<u>329,412</u>
Current Liabilities			
Accounts payable	254	203	457
Accrued interest payable	253	-	253
Bonds payable – current portion	<u>7,210</u>	<u>-</u>	<u>7,210</u>
Total current liabilities	<u>7,717</u>	<u>203</u>	<u>7,920</u>
Noncurrent Liabilities			
Deferred fees	44	970	1,014
Bonds payable, net of unamortized premiums (discounts)	<u>58,179</u>	<u>-</u>	<u>58,179</u>
Total noncurrent liabilities	<u>58,223</u>	<u>970</u>	<u>59,193</u>
Total liabilities	<u>65,940</u>	<u>1,173</u>	<u>67,113</u>
Net Assets			
Restricted for program requirements	<u>\$ 253,814</u>	<u>\$ 8,485</u>	<u>\$ 262,299</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program**
Combining Statement of Revenues, Expenses and Changes in Net Assets
Year Ended June 30, 2009

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Operating Revenues			
Interest on investments	\$ 640	\$ 137	\$ 777
Interest on loans	5,892	-	5,892
Financing fees	22	2,377	2,399
Net appreciation (depreciation) of investments	157	(4)	153
Other	<u>3</u>	<u>-</u>	<u>3</u>
Total operating revenues	<u>6,714</u>	<u>2,510</u>	<u>9,224</u>
Operating Expenses			
Program administration	11	272	283
Bond interest	3,405	-	3,405
Amortization of bond issuance costs	101	-	101
Amortization of bond discounts and premiums	<u>13</u>	<u>-</u>	<u>13</u>
Total operating expenses	<u>3,530</u>	<u>272</u>	<u>3,802</u>
Operating Income	3,184	2,238	5,422
Nonoperating Revenue			
Federal grants	<u>4,221</u>	<u>176</u>	<u>4,397</u>
Income Before Transfers In (Out)	7,405	2,414	9,819
Transfers In (Out)	<u>879</u>	<u>(2,229)</u>	<u>(1,350)</u>
Change in Net Assets	8,284	185	8,469
Net Assets, Beginning of Year	<u>245,530</u>	<u>8,300</u>	<u>253,830</u>
Net Assets, End of Year	<u>\$ 253,814</u>	<u>\$ 8,485</u>	<u>\$ 262,299</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Combining Statement of Cash Flows
Year Ended June 30, 2009**

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Operating Activities			
Interest received on investments	\$ 1,031	\$ 194	\$ 1,225
Interest received on loans	5,958	-	5,958
Financing fee income received	-	2,183	2,183
Loan disbursements	(19,019)	-	(19,019)
Principal repayments on loans	17,565	-	17,565
Cash paid for interest	(3,443)	-	(3,443)
Cash paid for arbitrage rebate	(167)	-	(167)
Cash paid for program administration	<u>(71)</u>	<u>(290)</u>	<u>(361)</u>
Net cash provided by operating activities	<u>1,854</u>	<u>2,087</u>	<u>3,941</u>
Noncapital Financing Activities			
Repayment of long-term debt	(21,125)	-	(21,125)
Proceeds from bond issuance	13,856	-	13,856
Cash paid for cost of issuance of long-term debt	(206)	-	(206)
Transfers in (out)	879	(2,229)	(1,350)
Nonoperating grants received	<u>4,222</u>	<u>175</u>	<u>4,397</u>
Net cash used in noncapital financing activities	<u>(2,374)</u>	<u>(2,054)</u>	<u>(4,428)</u>
Investing Activities			
Proceeds from maturities of investments	37,181	4,000	41,181
Purchase of investments	<u>(27,277)</u>	<u>-</u>	<u>(27,277)</u>
Net cash provided by investing activities	<u>9,904</u>	<u>4,000</u>	<u>13,904</u>
Increase in Cash and Cash Equivalents	9,384	4,033	13,417
Cash and Cash Equivalents, Beginning of Year	<u>46,455</u>	<u>5,496</u>	<u>51,951</u>
Cash and Cash Equivalents, End of Year	<u>\$ 55,839</u>	<u>\$ 9,529</u>	<u>\$ 65,368</u>

**State of Arkansas Construction Assistance
Revolving Loan Fund Program
Combining Statement of Cash Flows (Continued)
Year Ended June 30, 2009**

<i>(In thousands)</i>	Revolving Loan Fund	Fees and Expenses	Total
Reconciliation of Operating Income to Net Cash Provided By Operating Activities			
Operating income	\$ 3,184	\$ 2,238	\$ 5,422
Items not requiring (providing) operating activities cash flows			
Amortization of bond issuance costs	101	-	101
Amortization of bond discounts and premiums	13	-	13
Amortization of deferred financing fees	(22)	(217)	(239)
Net (appreciation) depreciation of investments	(157)	4	(153)
Changes in			
Accrued interest receivable			
Investments	167	56	223
Loans	66	-	66
Accounts receivable – borrowers	-	25	25
Loans receivable	(1,454)	-	(1,454)
Accounts payable	(17)	(19)	(36)
Accrued interest payable	(38)	-	(38)
Other assets	11	-	11
Net cash provided by operating activities	\$ 1,854	\$ 2,087	\$ 3,941