



**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

June 30, 2019

**Combined Financial Statements
And
Supplementary Information**

With

Independent Auditor's Report



Table of Contents

	<u>Page</u>
Independent Auditor’s Report.....	1 – 3
Management’s Discussion and Analysis	4 – 8
Combined Financial Statements	
Combined Statement of Net Position	9
Combined Statement of Revenues, Expenses and Changes in Net Position	10
Combined Statement of Cash Flows	11
Notes to Combined Financial Statements.....	12 – 46
Required Supplementary Information	
Schedule of the Authority’s Proportionate Share of the Net Pension Liability – Arkansas Public Employees Retirement System as of June 30, 2019 – June 30, 2015	47
Schedule of the Authority’s Contributions – Arkansas Public Employees Retirement System for the Years Ended June 30, 2019 – June 30, 2015	48
Schedule of Changes in Total Other Postemployment Benefits Liability	49
Supplementary Information	
Combining Statement of Net Position.....	50 – 51
Combining Statement of Revenues, Expenses and Changes in Net Position.....	52

Table of Contents (cont.)

	<u>Page</u>
Compliance and Internal Control Section	
Independent Auditor’s Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With <i>Government Auditing Standards</i>	53 – 54
Independent Auditor’s Report on Compliance for Each Major Federal Program and Report on Internal Control Over Compliance in Accordance With the Uniform Guidance	55 – 56
Schedule of Findings and Questioned Costs	57
Summary Schedule of Prior Audit Findings.....	58
Schedule of Expenditures of Federal Awards.....	59
Notes to Schedule of Expenditures of Federal Awards.....	60 – 61



Independent Auditor's Report

Board of Directors
Arkansas Development Finance Authority,
A Component Unit of the State of Arkansas
Little Rock, Arkansas

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of the business-type activities and the discretely presented component unit of the Arkansas Development Finance Authority, a component unit of the State of Arkansas, as of and for the year ended June 30, 2019, and the related notes to the combined financial statements, which collectively comprise the Arkansas Development Finance Authority's basic combined financial statements as listed in the table of contents.

Management's Responsibility for the Combined Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these combined financial statements based on our audit. We did not audit the financial statements of the Arkansas Institutional Fund, LLC, which represents 57%, (20%) and (29%) of the assets, net position and total changes in net position, respectively, for the year ended June 30, 2019 of the aggregate financial statements of the Arkansas Venture Capital Investment Trust, which is a discretely presented component unit of the Arkansas Development Finance Authority. Those statements were audited by another auditor whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for such entities, is based solely on the reports of the other auditor. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement. The financial statements of Arkansas Institutional Fund, LLC, a blended component unit included in the financial statements of the discretely presented component unit, were not audited in accordance with *Government Auditing Standards*.

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

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

Opinions

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the business-type activities and the discretely presented component unit of the Arkansas Development Finance Authority as of June 30, 2019, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis information on pages 4 through 8, and other required supplementary information on pages 47 through 49 be presented to supplement the basic combined financial statements. Such information, although not a part of the basic combined financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic combined financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic combined financial statements, and other knowledge we obtained during our audit of the basic combined financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

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

The supplementary information on pages 50 through 52 and the schedule of expenditures of federal awards on page 59 are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic combined financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic combined financial statements or to the basic combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information and the schedule of expenditures of federal awards are fairly stated in all material respects in relation to the basic combined financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2019, on our consideration of the Arkansas Development Finance Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the Arkansas Development Finance Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Arkansas Development Finance Authority's internal control over financial reporting and compliance.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2019

Management's Discussion and Analysis

For the Year Ended June 30, 2019

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 Arkansas Development Finance Authority ("ADFA" or the "Authority"). Readers are encouraged to consider the information presented in conjunction with the combined financial statements and notes as a whole.

Understanding the Combined Financial Statements

The June 30, 2019 basic combined financial statements include three required statements: The combined statement of net position; the combined statement of revenues, expenses and changes in net position; and the combined statement of cash flows. The combined statement of net position and the combined statement of revenues, expenses and changes in net position are presented for all of ADFA's programs in the combining statements. ADFA has nine programs presented as supplementary information following the notes to combined financial statements: Single Family Housing Programs, Federal Housing Programs, Multi-Family Programs, Economic Development Bond Guaranty Program, State Facilities and Amendment 82 Programs, Other Economic Development Programs, Tobacco Bonds Program, Student Loan Programs and General Fund Programs.

The Authority includes three other legally separate entities in its reporting entity – the Arkansas Venture Capital Investment Trust ("AVCIT") and its blended component units, the Arkansas Institutional Fund, LLC ("AIF") and the Arkansas Venture Development Fund, LLC ("AVDF"). Although legally separate, these component units are included because the Authority is financially and administratively accountable for them, and excluding them would be misleading. Financial information for these component units is reported separately from the financial information presented for the Authority itself. Additional information about the relationships between the Authority and these component units can be found in Note 1.a. to the combined financial statements.

Management's Discussion and Analysis (cont.)

For the Year Ended June 30, 2019

Condensed Combined Statements of Net Position

	Authority	
	<u>2019</u>	<u>2018</u>
<i>(In thousands)</i>		
Assets		
Capital assets	\$ 5,680	\$ 2,569
Other assets	<u>1,014,997</u>	<u>1,049,315</u>
Total assets	<u>1,020,677</u>	<u>1,051,884</u>
Deferred outflow of resources	<u>3,801</u>	<u>4,569</u>
Liabilities		
Current liabilities	27,766	47,127
Noncurrent liabilities	<u>588,527</u>	<u>627,376</u>
Total liabilities	<u>616,293</u>	<u>674,503</u>
Deferred inflow of resources	<u>1,717</u>	<u>436</u>
Net position		
Investment in capital assets	5,680	2,569
Restricted by bond resolution and programs	272,213	265,948
Unrestricted	<u>128,575</u>	<u>112,997</u>
Net position	<u>\$ 406,468</u>	<u>\$ 381,514</u>

Combined Statement of Net Position

During fiscal year 2019, total assets decreased approximately \$31 million to approximately \$1.02 billion due primarily to the decrease in investments as discussed below.

Cash decreased \$9.8 million, or 6%, due to paying debt service and purchasing a building, net of remittances received from mortgage-backed securities and re-investing cash previously classified as Investments in the State Treasurer's Money Market Fund (considered a cash equivalent). Investments decreased \$47 million, or 17%, to \$240 million due to principal receipts on mortgage-backed security balances, which were used to redeem outstanding bonds, primarily in the Single Family Housing Programs.

The Authority's liabilities decreased by \$58 million, or 9%, due to a decrease in bonds payable of \$55 million. This decrease is attributable to bond redemptions exceeding new issuances.

Management's Discussion and Analysis (cont.)

For the Year Ended June 30, 2019

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

	Authority	
	<u>2019</u>	<u>2018</u>
<i>(In thousands)</i>		
Operating revenues		
Total investment income	\$ 44,644	\$ 30,484
Other	<u>576</u>	<u>550</u>
Total operating revenues	<u>45,220</u>	<u>31,034</u>
Operating expenses		
Total interest and amortization	22,161	21,971
Total administrative expenses	<u>16,964</u>	<u>16,589</u>
Total operating expenses	<u>39,125</u>	<u>38,560</u>
Operating income (loss)	<u>6,095</u>	<u>(7,526)</u>
Nonoperating revenues		
Federal grants	10,014	4,192
Net rental real estate	<u>11</u>	<u>28</u>
Total nonoperating revenues	<u>10,025</u>	<u>4,220</u>
Income (loss) before transfers in	16,120	(3,306)
Transfers in	<u>8,834</u>	<u>4,623</u>
Change in net position	<u>24,954</u>	<u>1,317</u>
Net position - beginning of year, as previously reported	381,514	323,657
Transfer of operations of Arkansas Student Loan Authority	-	57,947
Change in accounting principle	<u>-</u>	<u>(1,407)</u>
Net position - beginning of year, as restated	<u>381,514</u>	<u>380,197</u>
Net position - end of year	<u>\$ 406,468</u>	<u>\$ 381,514</u>

Management's Discussion and Analysis (cont.)

For the Year Ended June 30, 2019

Combined Statement of Revenues, Expenses and Changes in Net Position

ADFA's profit before transfers-in totaled \$16.1 million for the year ended June 30, 2019, compared with a loss of \$3.3 million for the year ended June 30, 2018.

The following compares ADFA current year to prior year. The increase in the income before transfers-in relates primarily to the increase in net appreciation of investments of \$14.1 million and increase in federal grants of \$5.8 million. Increase in net appreciation is mainly due to the changes in market values of mortgage-backed securities.

Federal grants revenue is recognized when the funds are drawn and must be disbursed within 15 days typically. The increase is a result of timing of projects and a change in federal policy by Department of Housing to use older grant awards funds before they expire instead of using program income first.

Transfers-in have historically represented the receipt of the annual tobacco settlement revenue pledged to the Tobacco Bonds Program of \$5 million. Transfers-in increased \$4.2 million from the prior year, due to the transfer of a housing program (Affordable Housing Assistance Program) from the Department of Human Services in which ADFA was only administering the program through a Memorandum of Understanding and was reported on the State of Arkansas Consolidated Annual Financial Report. The program is now reported on ADFA's financials.

ADFA's overall financial position has improved.

Other Information

Tobacco Bonds Program – ADFA issued \$60 million of revenue bonds in 2001 associated with the State of Arkansas' Tobacco Settlement Revenue ("TSR") used by participating colleges to construct and equip three facilities outlined by the Arkansas Tobacco Settlement Funds Act of 2000. The bonds are repaid from the first \$5 million of annual TSRs paid to the state. The combined financial statements for this program primarily reflect the debt service reserve account and bonds payable, but not the buildings as they reside on the financial statements of the respective colleges. Interest income is recorded as deposits against financing arrangements on the combined statement of net position while interest expense is recorded as such on the combined statement of revenues, expenses and changes in net position.

ADFA issued \$36.9 million in non-callable capital appreciation bonds for the Arkansas Cancer Research Center Project in 2006. These 40-year bonds utilize the revenue stream of the initial tobacco bonds when those bonds are fully redeemed, which was originally projected for 2021, but will most likely occur in 2020. This bond issue includes a loan agreement between ADFA and the University of Arkansas Board of Trustees (the "University"), whereby the University agreed to provide for repayment of the bonds in the event the TSRs are not available. Therefore, as bond proceeds were disbursed, ADFA recorded a loan receivable for the corresponding amounts, as well as for any interest accretion on the bonds. The loan receivable was \$69.7 million at June 30, 2019, compared with \$66.4 million at June 30, 2018.

Management's Discussion and Analysis (cont.)

For the Year Ended June 30, 2019

Student Loans – The Authority received \$26 million in student loan repayments during the year ended June 30, 2019, and \$26 million for the year ended June 30, 2018. The Authority received less subsidy, due to the loan balance decreasing and the increase in the one-month London Interbank Offered Rate throughout the year, which increased the Authority's guaranteed yield on loans.

Credit Ratings

The Issuer Credit Rating of ADFA from Standard & Poor's ("S&P") Global Ratings is currently "AA/Stable". Changes in state and federal legislation and statutes can play a role in ADFA achieving its goals and objectives.

The 1995 General Resolution Single Family mortgage revenue bonds are currently rated "AA+/Stable" from S&P.

The Student Loan Bonds Series 2010-1 and Series 2012-1 both have a current S&P rating of "AAA/Stable" and a Moody's rating of "Aaa".

The Authority also administers the Bond Guaranty Fund created by Act 505. The fund is currently rated "A+/Stable" from S&P. The obligations of the Authority as guarantor are limited to available monies in the ADFA Guaranty Reserve Account, created and maintained pursuant to the authority conferred in the ADFA Guaranty Act.

Contacting the Authority's Financial Management

This financial report is designed to provide bondholders, constituents, and business partners with a general overview of the Authority's finances and to show the Authority's accountability for the funds it administers. Questions about this report and requests for additional financial information should be directed to the Vice President for Finance and Administration by telephoning 501.682.5900. The Authority's website is <http://adfa.arkansas.gov>.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combined Statement of Net Position

June 30, 2019

(In Thousands)

<u>Assets and Deferred Outflow of Resources</u>	<u>Authority</u>	<u>Component Unit</u>
Current assets		
Cash and cash equivalents	\$ 143,398	\$ 3,092
Accrued interest receivable	7,325	4
Accounts receivable	1,444	-
Current portion of		
Investments	54	-
Loans	1,050	325
Loan to component unit	<u>22,489</u>	<u>-</u>
Total current assets	<u>175,760</u>	<u>3,421</u>
Noncurrent assets		
Investments		
Unrestricted	33,416	-
Restricted	206,233	30,244
Loans, net of allowance for loan losses of \$79,799	443,116	307
Direct financing leases - restricted	127,789	-
Real estate owned	2,600	-
Capital assets, net	5,680	-
Other assets	<u>26,083</u>	<u>-</u>
Total noncurrent assets	<u>844,917</u>	<u>30,551</u>
Total assets	<u>1,020,677</u>	<u>33,972</u>
Deferred outflow of resources		
Deferred charge on refunding	2,739	-
OPEB difference in expected versus actual experience	16	-
Pension contributions	523	-
Changes in pension actuarial assumptions	<u>523</u>	<u>-</u>
Total deferred outflow of resources	<u>3,801</u>	<u>-</u>
Total assets and deferred outflow of resources	<u>\$ 1,024,478</u>	<u>\$ 33,972</u>

<u>Liabilities, Deferred Inflow of Resources and Net Position</u>	<u>Authority</u>	<u>Component Unit</u>
Current liabilities		
Accounts payable	\$ 643	\$ 6
Accrued interest payable	3,670	97
Contract obligations	609	-
Deferred gain on refinancing sale of asset	51	84
Note payable to the Authority	-	21,799
Current portion of bonds and notes payable	22,696	-
OPEB and pension liabilities	<u>97</u>	<u>-</u>
Total current liabilities	<u>27,766</u>	<u>21,986</u>
Noncurrent liabilities		
Unearned fees	5,616	-
Contract obligations	2,867	-
Bonds and notes payable, net of unamortized premiums and discounts and current portion	545,335	-
Deposits against financing arrangements	27,433	-
Deferred gain on refinancing sale of asset	119	11
OPEB and pension liabilities	6,842	-
Other liabilities	<u>315</u>	<u>-</u>
Total noncurrent liabilities	<u>588,527</u>	<u>11</u>
Total liabilities	<u>616,293</u>	<u>21,997</u>
Deferred inflow of resources		
OPEB difference in expected versus actual experience	12	-
Changes in OPEB actuarial assumptions	882	-
Pension difference in expected versus actual experience	141	-
Changes in pensions actuarial assumptions	244	-
Changes in employer pension contribution and share of contributions	<u>438</u>	<u>-</u>
Total deferred inflow of resources	<u>1,717</u>	<u>-</u>
Total liabilities and deferred inflow of resources	<u>618,010</u>	<u>21,997</u>
Net position		
Investment in capital assets	5,680	-
Restricted expendable by bond resolution and programs	272,213	12,167
Restricted, nonexpendable and minority interest	-	(192)
Unrestricted	<u>128,575</u>	<u>-</u>
Total net position	<u>406,468</u>	<u>11,975</u>
Total liabilities, deferred inflow of resources and net position	<u>\$ 1,024,478</u>	<u>\$ 33,972</u>

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

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combined Statement of Revenues, Expenses and Changes in Net Position

For the Year Ended June 30, 2019

(In Thousands)

	<u>Authority</u>	<u>Component Unit</u>
Operating revenues		
Investment income		
Interest and dividends	\$ 12,472	\$ (1,156)
Loans and direct financing leases	22,991	31
Amortization of discounts on loans	3	-
Financing fees	6,256	-
Net appreciation of investments	<u>2,922</u>	<u>-</u>
Total investment income	44,644	(1,125)
Other income	<u>576</u>	<u>-</u>
Total operating revenues	<u>45,220</u>	<u>(1,125)</u>
Operating expenses		
Interest and amortization on bonds and notes	<u>22,161</u>	<u>775</u>
Administrative expenses		
Provision for loan losses	3,595	-
Federal financial assistance programs	4,649	-
Loan servicing and other contractual services	989	-
Special allowance	594	-
Salaries and benefits	4,452	-
Operations and maintenance	1,368	-
Other	<u>1,317</u>	<u>502</u>
Total administrative expenses	<u>16,964</u>	<u>502</u>
Total operating expenses	<u>39,125</u>	<u>1,277</u>
Operating income (loss)	<u>6,095</u>	<u>(2,402)</u>

	<u>Authority</u>	<u>Component Unit</u>
Nonoperating revenues		
Federal grants	\$ 10,014	\$ -
Net rental real estate	<u>11</u>	<u>-</u>
Total nonoperating revenue	<u>10,025</u>	<u>-</u>
Income (loss) before transfers in	16,120	(2,402)
Transfers in	<u>8,834</u>	<u>140</u>
Changes in net position (deficit)	<u>24,954</u>	<u>(2,262)</u>
Net position - beginning of year	<u>381,514</u>	<u>14,427</u>
Distributions to member	<u>-</u>	<u>(190)</u>
Net position - end of year	<u>\$ 406,468</u>	<u>\$ 11,975</u>

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

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combined Statement of Cash Flows

For the Year Ended June 30, 2019

(In Thousands)

Cash flows from operating activities	
Financing fee income received	\$ 5,512
Other received	45
Cash paid to employees	(3,456)
Special allowance paid	(775)
Cash received for loan servicing and default management	531
Cash paid for program administration	<u>(9,118)</u>
Net cash used by operating activities	<u>(7,261)</u>
Cash flows from noncapital financing activities	
Proceeds from issuance of bonds and notes payable	84,440
Repayments of bonds and notes payable	(143,249)
Cash paid for interest	(19,050)
Collection of financing fees	3,951
Nonoperating revenues received	10,025
Transfers in	<u>8,834</u>
Net cash used by noncapital financing activities	<u>(55,049)</u>
Cash flows from investing activities	
Purchase of investments	(21,361)
Maturities of investments	74,955
Interest received on investments	12,659
Interest received on loans	18,352
Principal repayments on loans	62,804
Principal repayments on capital leases	9,182
Loan disbursements	(46,003)
Direct financing lease disbursements	(26,225)
Cash received for financing arrangements	(3,824)
Proceeds from sale of real estate owned	1,548
Purchase of capital assets	(3,570)
Investment in state facilities	<u>(25,973)</u>
Net cash provided by investing activities	<u>52,544</u>
Net decrease in cash and cash equivalents	(9,766)
Cash and cash equivalents - beginning of year	<u>153,164</u>
Cash and cash equivalents - end of year	<u>\$ 143,398</u>

Reconciliation of changes in net assets to net cash used by operating activities	
Operating income	\$ 6,095
Adjustments to reconcile operating income of changes in net assets to net cash used by operating activities	
Amortization of discounts on loans	1
Accreted deferred financing fees	(258)
Accreted interest on loans	(3,335)
Accreted interest on bonds	3,335
Amortization of bond and note premiums	(43)
Amortization of bond and note refunding discounts	161
Depreciation of capital assets	459
Provision for loan losses	3,595
Loss on sale of real estate owned	(21)
Net depreciation of investments	(2,922)
Interest on investments	(12,472)
Interest on loans	(19,609)
Interest paid on bonds and notes	18,718
Changes in operating assets and liabilities	
Accounts receivable	(643)
Other assets	627
Accounts payable	(181)
Other liabilities	(768)
Net cash used by operating activities	<u>\$ (7,261)</u>

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

Notes to Combined Financial Statements

June 30, 2019

1. **Nature of Operations and Summary of Significant Accounting Policies**

- a. **Nature of operations and reporting entity** – The Arkansas Development Finance Authority (“ADFA” or the “Authority”), a component unit of the State of Arkansas, was created on May 1, 1985, by Act 1062 of 1985 (Arkansas Development Finance Authority Act) as a successor to the former Arkansas Housing Development Agency (created in 1977) whereby all records, funds, property, obligations, debts, functions, powers and duties were transferred to the Authority. The Authority is a public body politic and corporate, with corporate succession, to be an independent instrumentality exercising essential public functions. Pursuant to Act 1062 of 1985, the Authority is authorized and empowered to issue bonds and various other debt instruments for the purpose of financing qualified agricultural business enterprises, capital improvement facilities, educational facilities, health care facilities, housing developments and industrial enterprises.

On April 4, 2017, Governor Asa Hutchinson signed into law Act 824 of the 2017 Acts of Arkansas, which by the terms of the Act, merged Arkansas Student Loan Authority (“ASLA”) with the Authority effective July 1, 2017. ASLA functions as a division of the Authority.

Pursuant to Subchapter 19 of the Act, the Arkansas Student Loan Financing Act, in Section 15-902(e), the Authority effective on that date assumed all the contracts and debt obligations of Authority that were outstanding as of that date.

ASLA was created to improve access to higher education funding for Arkansas students. As part of its mission, ASLA administers federal loans, provides loan servicing on behalf of the U.S. Department of Education, provides fee-based default management services to Arkansas colleges and universities, and provides free college planning services to college-bound high school students.

The affairs of the Authority are governed by a board of directors composed of the Arkansas state treasurer, director of the Department of Finance and Administration (“DFA”) and 11 public members appointed by the governor of Arkansas. The State of Arkansas (the “State”) is financially accountable for the Authority because of the governor’s ability to appoint the majority of the members of its governing body and its ability to impose its will on the Authority’s operations.

Bonds and other debt instruments issued by the Authority and included on the Authority’s combined financial statements are usually special obligations of the Authority, payable solely from, and collateralized by, a first lien on the proceeds, monies, revenues, rights, interests and collections pledged therefore under the resolutions authorizing the particular issues. The Authority has issued bonds and other debt instruments, which are general obligations of the Authority, supported by the Authority’s general fund assets and/or pledge of the Authority’s issuer credit rating. The State is not obligated to pay the bonds and other debt instruments, and neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal or redemption price of, or interest on, the bonds and other debt instruments. The Authority has no taxing power.

Notes to Combined Financial Statements

June 30, 2019

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

Component units are legally separate organizations for which the Authority's management is financially accountable or for which the nature and significance of their relationship with the Authority are such that exclusion would cause the Authority's combined financial statements to be misleading.

Three component units meet the criteria to be discretely presented in the combined financial statements. The financial information of the Arkansas Venture Capital Investment Trust ("AVCIT" or "Component Unit"), including its blended component units, the Arkansas Institutional Fund, LLC ("AIF") and the Arkansas Venture Development Fund, LLC ("AVDF"), is presented in a separate column in the agency-wide financial statements to emphasize that the AVCIT (including AIF and AVDF) is legally separate from the Authority.

The Authority is financially accountable for the AVCIT because the Authority's president is one of the three trustees and the Authority is charged with daily operations and management of the programs within the trust.

The AVCIT, a public trust, was created in 2003 pursuant to the provisions of the laws of the State, including specifically Title 28, Chapter 72, Subchapter 2 of the Arkansas Code of 1987 Annotated. The General Assembly of the State adopted the Venture Capital Investment Act of 2001 ("VCI Act"), codified as Title 15, Chapter 5, Subchapter 14 of the Arkansas Code of 1987 Annotated, for the purpose of increasing the availability of equity and near-equity capital for emerging, expanding, relocating and restructuring enterprises in the State. The trust is governed by three trustees: the president of the Authority, the director of the DFA and the director of the Arkansas Economic Development Commission ("AEDC"). The AVCIT programs are accounted for on a fiscal year ending June 30, while the blended component units are reported on a calendar-year basis.

The AIF was formed in 2003 by AVCIT, which owns 99.8% of the limited liability company. The purpose of the AIF is to invest in private equity, seed and venture funds and to support the growth and development of the venture capital industry in the State. Although AVCIT is the fund manager of AIF, it has contracted with the Authority to perform those duties. The AIF's audited financial statements are accounted for on a calendar-year basis and reported under Financial Accounting Standards Board ("FASB") standards. As such, AIF's financial statement presentation was recast to be consistent with Governmental Accounting Standards Board ("GASB") presentation features. No other modifications have been made to the AIF's financial information in the Authority's financial reporting entity for differences of FASB and GASB standards.

The AVDF was formed in 2016 by AVCIT, which is the sole owner of the limited liability company. The primary purposes of the AVDF are to assist the Authority and the AVCIT in advancing the goals and objectives of the Authority by strengthening the economic base and creating jobs within the State, including carrying out the purposes and goals of the VCI Act. The AVDF's financial statements are accounted for on a calendar-year basis.

Notes to Combined Financial Statements

June 30, 2019

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

Separately issued audited financial statements are not available for AVCIT and AVDF. Separately issued audited financial statements for AIF can be obtained by contacting:

Arkansas Development Finance Authority
900 W. Capitol Avenue, Suite 310
Post Office Box 8023
Little Rock, Arkansas 72203

- b. **Measurement focus and basis of accounting** – The Authority 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 Authority's combined 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.

- c. **Recently issued accounting pronouncements** – GASB Statement No. 84, "Fiduciary Activities." This statement provides for greater consistency and comparability by establishing specific criteria for identifying activities that should be reported as fiduciary activities and clarifying whether and how business-type activities should report their fiduciary activities. The requirements of this statement are effective for reporting periods beginning after December 15, 2018. During fiscal 2019, the Authority implemented GASB Statement No. 84, which did not have a material effect on its combined financial statements.

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

GASB Statement No. 88, "Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements." This statement improves the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. This statement is effective for periods beginning after June 15, 2018. During fiscal 2019, the Authority implemented GASB Statement No. 88, which did not have a material effect on its combined financial statements.

Notes to Combined Financial Statements

June 30, 2019

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

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

GASB Statement No. 91, "Conduit Debt Obligations." This statement provides a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. This statement achieves those objectives by clarifying the existing definition of a conduit debt obligation; establishing that a conduit debt obligation is not a liability of the issuer; establishing standards for accounting and financial reporting of additional commitments and voluntary commitments extended by issuers and arrangements associated with conduit debt obligations; and improving required note disclosures. The requirements of this statement are effective for reporting periods beginning after December 15, 2020. The Authority has not yet determined the impact, if any, that this statement could have on its combined financial statements.

- d. **Fund accounting** – The Authority utilizes internal funds, each of which accounts for the assets, liabilities, net position, revenues and expenses of the Authority's programs and activities.

The following describes the nature of the operations and significant programs currently maintained by the Authority:

Single Family Housing Programs

Single Family Mortgage Purchase Program – Accounts for proceeds from single-family mortgage revenue bonds, the debt service requirements of the bonds and the related mortgage-backed securities or mortgage loans for single-family owner-occupied housing in the State. Included within this program is the Authority's Single Family Mortgage Revenue Bond General Resolution, adopted on July 20, 1995 (1995 General Resolution).

New Issue Bond Program – Accounts for the issuance of single-family bonds, as well as the related deferred charges and investment of bond proceeds, issued under a general resolution created specifically for this program. The U.S. Department of the Treasury developed this program for housing finance agencies, whereby the Authority sold \$193.1 million in bonds to Fannie Mae and Freddie Mac ("GSEs") in December 2009 as escrow bonds. The bonds sold to the GSEs initially would represent 60% of the total long-term bond issue, and the other 40%

Notes to Combined Financial Statements

June 30, 2019

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

would be issued in the marketplace. The 40% marketplace requirement was eliminated when the program was extended to December 31, 2012, as of January 1, 2012. The GSEs will purchase 100% of a bond issue. The interest rate on the GSEs' portion of the Authority's long-term bonds also changed, whereby the interest rate is calculated and capped as outlined in the bond documents.

Federal Housing Programs

HOME Partnership Program – Accounts for federal financial assistance received from the U.S. Department of Housing and Urban Development (“HUD”) for the purpose of developing and supporting affordable housing through tenant based rental assistance, rental rehabilitation, new construction, or assistance to homebuyers and homeowners.

Tax Credit Assistance Program (“TCAP”) – Accounts for federal financial assistance in the form of American Reinvestment and Recovery Act (“ARRA”) funds received from HUD for the purpose of providing additional financing in the form of loans to developers to ensure that developments have sufficient financing to provide quality affordable housing. Only developments that were awarded low-income housing tax credits under Section 42(h) of the Internal Revenue Code (“IRC”) in federal fiscal years 2007, 2008 and 2009 were eligible for the sub-awards granted to the State from HUD for TCAP funding.

Neighborhood Stabilization Programs (“NSP”) – Accounts for federal financial assistance received from HUD for the purpose of stabilizing neighborhoods that have suffered the most from foreclosures and abandonment. The Authority participated in two of the three NSP offered by HUD. The first NSP was authorized by the Housing and Economic Recovery Act, which was signed into law on July 30, 2008. The third NSP was authorized by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. NSP provides loans to purchase and rehabilitate foreclosed or abandoned homes for sale or rent in order to stabilize neighborhoods and stem the decline of house values in neighboring homes.

Community Development Block Grant–Disaster Funds Program – Accounts for federal financial assistance received from HUD through the AEDC for use in the development or redevelopment of affordable rental housing related to the five presidentially declared disaster areas declared from February to October 2008. The Authority is administering \$10.1 million of a \$25.0 million disaster funds award reserved to the States for affordable rental housing to address the effects of these disasters through a Memorandum of Understanding between the Authority and AEDC.

Preservation Revolving Loan Fund Program – Accounts for federal financial assistance received from U.S. Department of Agriculture (“USDA”) Rural Housing Service to loan funds to carry out a demonstration program that provides revolving loans for the preservation and revitalization of low-income multi-family housing.

Notes to Combined Financial Statements

June 30, 2019

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

Multi-Family Programs

Financing Adjustment Factor (“FAF”)/New BMIR Loan Programs – Accounts for loans receivable funded by distributions the Authority received from an old multi-family bond issue, as well as from FAF distributions from the federally funded Section 8 Housing Assistance Payment Program.

Affordable Housing Assistance Program (“AHAP”) – Accounts for loans receivable funded for the use of down payment assistance, rental assistance, low-interest financing, land acquisition, new construction, rehabilitation constructions, and reconstruction. The funds of \$5 million were originally from the Department of Human Services (“DHS”) and funded assisted living facilities. During the fiscal year, DHS transferred the loan program and funds of \$3.4 million to the Authority to be used for AHAP.

Economic Development Bond Guaranty Program

Bond Guaranty Program – Accounts for guaranty fees collected, interest earned on investments and disbursements made in connection with bond guaranties provided by the Authority, as well as the proceeds from the sale of development revenue bonds issued by the Authority and guaranteed by the Bond Guaranty Fund; the debt service requirements of the bonds and related loans and leases to private companies. The Bond Guaranty Fund was created by Act 505 of 1985, which authorized a grant of \$6 million from the State treasurer (which was subsequently repaid by the Authority) for the purpose of enhancing and supporting the creditworthiness of bonds and other debt instruments guaranteed by the Authority. At June 30, 2019, the fund had cash and cash equivalents and investments totaling \$19.9 million in the reserve account to collateralize Authority-guaranteed bonds and future issues under the bond guaranty program.

State Facilities Programs and Amendment 82 Programs

State Facilities Programs – Accounts for the proceeds from the sale of development revenue bonds; the debt service requirements of the bonds and related loans and leases to public and government bodies within the State; and includes certain assets not owned and related obligations not owed by the Authority.

Amendment 82 Programs – Accounts for the proceeds from the sale of general obligation bonds of the State as authorized under Amendment 82 of the Arkansas Constitution; related loans and leases to private institutions and government bodies within the State, and includes certain assets not owned and related obligations not owed by the Authority.

Other Economic Development Programs

Other Economic Development Programs – Accounts for loan reserve programs, such as Capital Access and Disadvantaged Business Enterprise.

Notes to Combined Financial Statements

June 30, 2019

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

State Small Business Credit Initiative Program – Accounts for federal financial assistance received from the U.S. Treasury as grants under the State Small Business Credit Initiative Act of 2010. The State was awarded and received approximately \$13.2 million to support six programs, three of which are included within these combined financial statements: Arkansas Capital Access Program, Bond Guaranty/Loan Participation Program and Disadvantaged Business Enterprise/Small Business Loan Guaranty Program. As of June 30, 2019, all of the awarded amount had been disbursed. The program is able to continue awarding projects with the use of program income.

Tobacco Settlement Revenue Bonds Program

Tobacco Settlement Revenue Bonds – Accounts for the proceeds from the sale of tobacco settlement revenue bonds and the debt service requirements of the bonds and related disbursements of bond proceeds to participating colleges to be used to fund the construction and equipping of projects outlined by the Arkansas Tobacco Settlement Funds Act of 2000, as supplemented by Act 9 of the First Extraordinary Session of 2006 of the 85th General Assembly.

Student Loan Programs

Student Loan Programs – To provide student loan funding and servicing to students and families through originating loans directly to students and purchasing student loans from lending institutions, provide student loan servicing on behalf of the United States Department of Education (“USDE”) for Federal Direct Loans originated by the USDE, provide fee-based default management services to Arkansas colleges and universities, and provide free financial literacy and counseling to students and families.

General Fund Program

General Fund – Accounts for direct obligations of the Authority; revenue charged by the Authority for issuing and administering various programs; operating expenses of the Authority; special initiatives of the Authority, such as direct loan programs, funding down payment assistance, and warehousing mortgage-backed securities created by its Single Family Housing Programs; and money or residual assets, such as investments and mortgages, transferred from other funds to the extent such transfers are permitted by the resolutions.

- e. **Use of estimates** – The preparation of combined financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and deferred inflow and outflow of resources and disclosure of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- f. **Cash and cash equivalents** – The Authority considers all liquid investments with original maturities of three months or less to be cash equivalents. At June 30, 2019, cash equivalents of \$143.4 million consisted primarily of money market mutual funds with variable interest rates.

Notes to Combined Financial Statements

June 30, 2019

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

- g. **Investments and investment income** – Investments are carried at fair value with the exception of guaranteed investment contracts and equity investments held by AVCIT.

Guaranteed investment contracts are valued at contract value, which does not vary significantly from fair market value.

Equity investments held by the AVCIT are carried at cost. The net accumulated earnings of individual investments subsequent to the date of acquisition are recognized by AVCIT only to the extent distributed as dividends. A decrease in the carrying value of an investment is recognized when a series of operating losses of an individual investment or other factors indicate that an other than temporary decline in value below cost has occurred.

Investment income includes dividend and interest income, realized gains and losses on investments, if any, and the net change for the year in the fair value of investments carried at fair value.

The fair value of the Authority's investments at June 30, 2019 was in excess of the cost basis by \$10.9 million.

- h. **Loans** – Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal balances adjusted for unearned income, charge offs and the allowance for loan losses. For loans amortized at cost, interest income is accrued based on the unpaid principal balance.

Generally, loans are placed on nonaccrual status at 180 days past due. Past due status is based on contractual terms of the loan. All interest accrued but not collected for loans that are placed on nonaccrual or charged off are reversed against interest income unless the loan is well secured and in the process of collection. The interest on these loans is accounted for on the cash-basis or cost recovery method until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

- i. **Allowance for loan losses** – The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

Notes to Combined Financial Statements

June 30, 2019

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

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired and additional loans specifically reviewed by management. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off experience and expected loss given default derived from the Authority's internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Impaired loans are evaluated as part of the review of the allowance for loan losses. A loan is considered impaired when, based on current information and events, it is probable that the Authority will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

Groups of loans with similar risk characteristics are collectively evaluated for impairment based on the group's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans.

- j. **Income taxes** – As an essential government function of the State, the Authority is exempt from income taxes under Section 115 of the IRC and a similar provision of state law.
- k. **Direct financing leases** – The Authority issues revenue bonds to provide financing of correction facilities, office space for the State and certain transactions for private companies. The Authority typically does not maintain or operate the facilities. Arrangements of this type are accounted for in the various funds as financing arrangements in accordance with the provisions of GASB Statement No. 62, paragraphs 211-271.
- l. **Capital assets** – Premises and equipment are carried at cost, less accumulated depreciation. Depreciation for financial statement purposes is computed using the straight-line method over the estimated useful lives of the assets ranging from 3 to 10 years. The Authority defines capital assets as assets with an initial, individual cost of more than \$5,000.

Notes to Combined Financial Statements

June 30, 2019

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

- m. **Pensions** – For purposes of measuring the net pension liability, deferred outflow of resources and deferred inflow of resources related to pensions and pension expense, information about the fiduciary net position of the Arkansas Public Employees Retirement System (“APERS”), and additions to/deductions from APERS fiduciary net position have been determined on the same basis as they are reported by APERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.
- n. **Deferred outflow/inflow of resources** – The Authority reports increases in net position that relate to future periods as deferred outflow of resources in a separate section of its combined statement of net position. The Authority reports decreases in net position that relate to future periods as deferred inflow of resources in a separate section of its combined statement of net position. These amounts will be amortized as pension expense over future periods as shown in Notes 9 and 10.
- o. **Deposits against financing arrangements** – Deposits against financing arrangements represent debt service funds and interest earned on funds created by trust indentures associated with bond issuances that are held by the Authority to be used by the borrower to pay debt service to the Authority. If not used to pay debt service, these funds are returned to the borrower at the end of the financing arrangement.
- p. **Contract obligations** – Contract obligations consist of payables on contracts the Authority entered into with the Arkansas Department of Corrections (“ADC”) to fund certain projects using funds received from fees deposited into a trust fund the Authority holds for the benefit of ADC.
- q. **Unearned guaranty fee** – The Authority receives guaranty fees from borrowers who participate in the Bond Guaranty Fund Programs. Fees, which are nonrefundable, are amortized into income ratably over the term of the respective programs.
- r. **Conduit debt obligations** – Conduit debt issued by the Authority is recorded on the Authority’s combined statement of net position if either (a) the Authority has a vested interest in the residual value of the bond issue after its retirement or (b) the Authority guarantees the debt through the Bond Guaranty Fund.

Additionally, the Authority reports conduit debt obligations of entities included in the State of Arkansas reporting entity on its combined statement of net position. At June 30, 2019, the principal balance of these bonds included in the Authority’s combined statement of net position totaled \$207.3 million.

- s. **Net position** – Net position represents the difference between assets and deferred outflow of resources, and liabilities and deferred inflow of resources in the accompanying combined statement of net position. Net position is classified in four components:

Notes to Combined Financial Statements

June 30, 2019

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

Restricted, expendable by bond resolution and programs – Represents those funds restricted within the respective bond resolution or by specific provisions of the programs.

Restricted, nonexpendable and minority interest – Represents the equity interest of the Component Unit held by a minority participant.

Investment in capital assets – Represents the balance of capital assets, net of depreciation. No related debt exists.

Unrestricted net position – Represents those funds used at the discretion of the Authority’s Board of Directors to compliment bond and loan programs and to provide for the Authority’s operations.

The Authority first applies restricted net position when an expense or outlay is incurred for purposes for which both restricted and unrestricted net positions are available.

2. Deposits and Investments

Deposits

The Authority – Custodial credit risk is the risk that in the event of a bank failure, the Authority’s deposits may not be returned to it. The Authority’s deposit policy for custodial credit risk requires compliance with the provisions of state law, including the State Board of Finance’s Management of Cash Funds Rule 2012-A, the Authority’s various bond indentures and the Authority’s general fund investment policy. Deposits are collateralized for those amounts exceeding federal depository insurance, typically with obligations of the U.S. Treasury, U.S. agencies or instrumentalities, municipal bonds or bank purchase agreements having an aggregate value at least 105% of the amount of the deposits.

At June 30, 2019, the carrying value of the Authority’s deposits was \$6.5 million. The balances per the bank statements totaled \$6.9 million. Of those deposits, \$2.1 million were exposed to custodial credit risk as follows:

(In thousands)

Uninsured and uncollateralized	\$ 1,141
Uninsured and collateral held by pledging financial institution in the Authority's name	979
	<u>\$ 2,120</u>

The uninsured and uncollateralized balance represents deposits with the Federal Home Loan Bank of Dallas.

Notes to Combined Financial Statements

June 30, 2019

2. Deposits and Investments (cont.)

Component Unit – At June 30, 2019, the carrying value of ACVIT’s deposits was \$1.6 million. The balances per the bank statements totaled \$1.6 million. Of those deposits, \$1.3 million were exposed to custodial credit risk as these deposits are uninsured and the collateral is held by a counterparty trust department or agency in ACVIT’s name.

Investments

The Authority – The Authority may legally invest in direct obligations of and other obligations guaranteed as to principal by the U.S. Treasury and U.S. agencies and instrumentalities, mortgage-backed securities, money market mutual funds, guaranteed investment contracts, municipal bonds and bank repurchase agreements.

At June 30, 2019, the Authority had the following investments and maturities:

	Maturities in Years				Total
	Less than 1	1 - 5	6 - 10	More than 10	
<i>(In thousands)</i>					
U.S. Treasury obligations	\$ 11,769	\$ 38	\$ -	\$ -	\$ 11,807
U.S. agencies obligations	40	4,016	-	-	4,056
Mortgage-backed securities	14	3,245	20,561	186,114	209,934
Money market mutual funds	103,275	-	-	-	103,275
Guaranteed investment contracts	-	-	-	4,418	4,418
Mutual bond funds	-	-	6,784	-	6,784
Internal investment funds	36,279	-	-	-	36,279
	<u>\$ 151,377</u>	<u>\$ 7,299</u>	<u>\$ 27,345</u>	<u>\$ 190,532</u>	<u>\$ 376,553</u>

Component Unit – The mission of ACVIT is to increase the availability of equity and near-equity capital for emerging, expanding, relocation and restructuring enterprises in the State, with the ultimate goal of strengthening the State’s economic base and creation of jobs. ACVIT can legally invest in equity capital and near equity capital and was created to invest in such.

At June 30, 2019, ACVIT had the following investments and maturities:

	Maturities in Years				Total
	Less than 1	1 - 5	6 - 10	More than 10	
<i>(In thousands)</i>					
Money market mutual funds	\$ 1,535	\$ -	\$ -	\$ -	\$ 1,535
Equity investments					30,244
					<u>\$ 31,779</u>

Notes to Combined Financial Statements

June 30, 2019

2. Deposits and Investments (cont.)

- a. **Interest rate risk** – As a means of limiting its exposure to fair value losses due to rising interest rates, the Authority’s investments typically match the term of the corresponding bonds or, in the case of general funds, limits the maturity to no greater than 15 years for municipal bonds and seven years for treasuries, agencies and mortgage-backed securities.

The Authority invests in various asset and mortgage-backed securities. These securities are reported at fair value in the combined statement of net position. The Authority invests in these securities to enhance yields on investments. Changes in market interest rates could affect the cash flows of these securities and may result in changes in fair value. The overall return or yield on these securities depends on the changes in the interest and principal payment pattern and the market value of the underlying assets.

- b. **Credit risk** – Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The Authority complies with various trust indentures or internal investment policy whereby investments and debt securities are typically rated “A” or higher. The Authority’s investments in U.S. agencies obligations and mortgage-backed securities not directly guaranteed by the U.S. government were primarily rated “AA+” by Standard & Poor’s (“S&P’s”) and “Aaa” by Moody’s Investors Service at June 30, 2019. Investments in money market mutual funds or the investments of those funds were primarily rated “AAAm” by S&P’s and “Aaa” by Moody’s Investors Service. The certificates of deposit are covered by the Federal Deposit Insurance Corporation and pose no credit risk to the agency.

The Component Unit investments in money market mutual funds or the investments of those funds were primarily rated “AAAm” by S&P and “Aaa” by Moody’s Investors Service. The equity investments of the Component Unit are not rated investments.

- c. **Custodial credit risk** – For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. The Authority’s investments in mutual funds and guaranteed investment contracts are not classified by custodial risk category as they are not evidenced by securities in physical or book entry form.
- d. **Concentration of credit** – The Authority places no limit on the amount that may be invested in any one issuer. Investments of the Authority (not guaranteed by the U.S. government or considered a mutual fund) representing five percent or more of total investments at June 30, 2019 are as follows:

<u>Issuer</u>	<u>Fair Value</u>	<u>Percentage</u>
<i>(In thousands)</i>		
Federal National Mortgage Association	\$ 25,198	6.69%
State Treasury Money Management Fund	36,279	9.63%

Notes to Combined Financial Statements

June 30, 2019

2. Deposits and Investments (cont.)

The Component Unit places no limit on the amount that may be invested in any one company.

- e. **Concentration of credit risk for component unit** – There were no investments that represented five percent or more of the total equity investments.

Summary of Carrying Values

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

	<u>Authority</u>	<u>Component Unit</u>
<i>(In thousands)</i>		
Carrying value		
Deposits	\$ 6,548	\$ 1,557
Investments	<u>376,553</u>	<u>31,779</u>
	<u>\$ 383,101</u>	<u>\$ 33,336</u>

Included in the following combined statement of net position captions:

	<u>Authority</u>	<u>Component Unit</u>
<i>(In thousands)</i>		
Current assets		
Cash and cash equivalents	\$ 143,398	\$ 3,092
Current portion of investments	54	-
Noncurrent assets		
Investments		
Unrestricted	33,416	-
Restricted	<u>206,233</u>	<u>30,244</u>
	<u>\$ 383,101</u>	<u>\$ 33,336</u>

The Authority's investments above are carried at their estimated fair market value. Unrealized gains and losses are included in investment income in the accompanying combined statement of revenues, expenses and changes in net position and combined statement of cash flows. The Authority recorded unrealized gains of \$2.9 million for fiscal year 2019. As discussed in Note 11 for federated treasury obligations, money market obligations and cash management fund, the carrying value approximates fair value. The Component Unit investments are carried at cost or impaired value.

Notes to Combined Financial Statements

June 30, 2019

3. Loans and Direct Financed Leases

The following presents the breakdown of the Authority’s portfolio of loans receivable:

<u>Type of Loan</u>	<u>Balance</u>	<u>Allowance</u>	<u>Loans Net of Allowance</u>	<u>Stated Interest Rate</u>	<u>Impairments</u>
Federal Housing Programs	\$ 156,298	\$ 71,865	\$ 84,433	0.00 % to 6.25%	\$ 67,778
Multifamily Programs	7,153	2,624	4,529	1.00% to 4.00%	2,211
Bond Guaranty Program	44,015	1,784	42,231	Rate on bonds	2,877
State Facilities Program	59,400	-	59,400	Rate on bonds	-
Other Economic Development	1,522	592	930	3.00% to 3.50%	944
Tobacco Bonds Program	69,704	-	69,704	4.77% to 5.10%	-
General Fund Programs	45,930	2,692	43,238	0.00 % to 9.50%	327
Student Loan Programs	<u>162,432</u>	<u>242</u>	<u>162,190</u>	3.82% to 8.25%	<u>-</u>
Totals	<u>\$ 546,454</u>	<u>\$ 79,799</u>	<u>\$ 466,655</u>		<u>\$ 74,137</u>

- a. **Federal Housing Programs** – Includes loans funded by federal agencies, mainly HUD, and are either for multi-family housing or single-family housing loan assistance. The programs offer different types of loan structures, such as deferred loans and surplus cash loans, as well as loans with below market interest rates and standard amortization.
- b. **Bond Guaranty Program** – Loans and leases to private companies for financing the acquisition or expansion of facilities are collateralized by liens on and security interests in collateral granted by the companies and by guaranty agreements between the Authority and one or more guarantors. To a limited extent, and only when specified by a specific trust indenture, the payment of principal and interest on the bonds is guaranteed by the Authority under the ADFA Bond Guaranty Act (Act 505 of 1985).

Additionally, the Bond Guaranty Fund guarantees principal and interest on revenue bonds issued by municipalities within the State for economic development purposes. At June 30, 2019, revenue bonds outstanding of \$1.4 million were guaranteed by the Bond Guaranty Fund. Furthermore, the Bond Guaranty Fund guarantees bond anticipation notes. At June 30, 2019, the principal amount on these notes totaled \$4.1 million outstanding, with \$3.6 million guaranteed.

- c. **State Facilities Program** – Includes financing activities with various state agencies.
- d. **Tobacco Bonds Program** – Includes a loan agreement between the Authority and the University of Arkansas Board of Trustees (the “University”), whereby the University agrees to provide for repayment in the event tobacco settlement revenues are not available.

Notes to Combined Financial Statements

June 30, 2019

3. Loans and Direct Financed Leases (cont.)

- e. **General Fund Programs** – Includes loans that are residual assets of the Single Family Mortgage Purchase Program, Multi-Family Mortgage Purchase Program or funded by the general fund as special initiatives of the Authority. Mortgage loans purchased by the Authority under the Single Family Mortgage Purchase Program are typically Federal Housing Administration insured, guaranteed by USDA Rural Development or U.S. Department of Veterans Affairs guaranteed. Included in general fund programs is a \$22.5 million loan to the component unit.
- f. **Student Loan Programs** – Student loans paid in full were approximately \$1.48 billion through June 30, 2019. As of June 30, 2019, the Authority received claim payments from guarantors on loans in default of approximately \$186.6 million since inception.

Student loans receivable of \$155.7 million were pledged to the repayment of bonds and notes payable as of June 30, 2019.

Installment repayment of Federal Stafford (“Stafford”) and Unsubsidized Stafford loans begins after a grace period of six or nine months, following graduation or loss of qualified student status. Repayment of Federal Parent Loans for Undergraduate Students (“PLUS”) loans begins within 60 days of disbursement (no grace period). Repayment of consolidated loans begins within 60 days after the borrower’s liability on all loans being consolidated have been discharged. The repayment period is generally 10 years for all Federal Family Education Loan Program (“FFELP”) loans (excluding Federal Consolidated (“Consolidated”) loans, which may be repaid up to a maximum of 30 years). Stafford and Unsubsidized Stafford loans bear interest at variable interest rates. The rate resets every July 1st. The rate at June 30, 2019 was 5.05%. PLUS loans have variable interest rates except for borrowers receiving loans prior to July 1, 1987. Consolidated loans originated after November 12, 1997 bear interest at the lesser of the weighted-average interest rates of the loans being consolidated or 8.25%. The PLUS variable rate at July 1, 2008 was 6.10% for loans originated after June 30, 1998. The PLUS variable rate for loans originated before July 1, 1998 varies based on the origination date of the loan. At June 30, 2019, student loans receivable outstanding were composed of 46.6% Stafford loans, 52.4% Consolidated loans and 1.0% PLUS loans.

- g. **Delinquent loans** – At June 30, 2019, accruing loans delinquent 180 days or more where payment is anticipated due to current payment activity totaled approximately \$1.9 million. At June 30, 2019, nonaccruing loans were \$15.4 million.
- h. **Direct financing leases** – The Authority is the lessor under various direct financing capital leases whereby the Authority issued bonds for the acquisition or construction of certain facilities and then leased the facilities to other state agencies or private companies. At the end of the lease terms, these leases either transfer ownership to the other agencies or contain bargain purchase options.

Notes to Combined Financial Statements

June 30, 2019

3. **Loans and Direct Financed Leases (cont.)**

Future minimum lease payments receivable under these leases at June 30, 2019 was as follows:

(In thousands)

<u>Year Ended June 30,</u>	
2020	\$ 14,997
2021	13,648
2022	13,670
2023	13,703
2024	13,350
2025 - 2029	53,392
2030 - 2034	39,292
2035 - 2039	19,572
2040 - 2044	<u>1,580</u>
Total minimum lease payments receivable	183,204
Less amount representing interest	41,599
Less unfunded lease amount	<u>13,816</u>
Total present value of minimum lease payments receivable	<u>\$ 127,789</u>

4. **Loan to Component Unit**

AVCIT

The Authority finances a line of credit to the AIF, a blended component unit of the AVCIT and the total is not to exceed to \$36 million. The balance was \$22.5 million for the year ended June 30, 2019.

Notes to Combined Financial Statements

June 30, 2019

5. **Capital Assets**

Premises and equipment activity consists of the following:

	<u>June 30, 2018</u>	<u>Additions</u>	<u>Transfers and Disposals</u>	<u>June 30, 2019</u>
<i>(In thousands)</i>				
Premises and equipment	\$ 4,018	\$ 3,594	\$ (80)	\$ 7,532
Less accumulated depreciation	<u>1,449</u>	<u>459</u>	<u>(56)</u>	<u>1,852</u>
Net capital assets	<u>\$ 2,569</u>	<u>\$ 3,135</u>	<u>\$ (24)</u>	<u>\$ 5,680</u>

Depreciation expense was approximately \$459 thousand for the year ended June 30, 2019.

6. **Noncurrent Liabilities**

Changes in noncurrent liabilities consist of the following:

The Authority

	<u>June 30, 2018</u>	<u>Increases</u>	<u>Decreases</u>	<u>June 30, 2019</u>	<u>Amount Due Within One Year</u>
<i>(In thousands)</i>					
Unearned fees	\$ 1,917	\$ 3,951	\$ (252)	\$ 5,616	\$ -
Contract obligations	7,253	159	(3,936)	3,476	609
Deposits against financing arrangements	27,480	18,676	(18,723)	27,433	-
Deferred gain on refinancing sale of asset	222	-	(52)	170	51
OPEB liability	3,806	246	(1,060)	2,992	97
Pension liability	5,157		(1,210)	3,947	-
Other liabilities	<u>295</u>	<u>20</u>	<u>-</u>	<u>315</u>	<u>-</u>
	<u>\$ 46,130</u>	<u>\$ 23,052</u>	<u>\$ (25,233)</u>	<u>\$ 43,949</u>	<u>\$ 757</u>

Component Unit

	<u>June 30, 2018</u>	<u>Increases</u>	<u>Decreases</u>	<u>June 30, 2019</u>	<u>Amount Due Within One Year</u>
<i>(In thousands)</i>					
Deferred gain on refinancing sale of asset	<u>\$ 21</u>	<u>\$ 74</u>	<u>\$ -</u>	<u>\$ 95</u>	<u>\$ 84</u>

Notes to Combined Financial Statements

June 30, 2019

7. Bonds and Notes Payable

Bonds and notes payable consist of the following:

The Authority

(In thousands)

Total Single Family bonds payable, with interest rates ranging from 2.49% - 5.50% and final maturity at varying dates through July 1, 2043.	\$ 95,548
Total Federal Housing notes payable, with interest rates 1.00% and final maturity at varying dates through July 29, 2045.	2,631
Total Economic Development bonds payable, guaranteed by the Bond Guaranty Fund, with interest rates ranging from 1.875% - 6.00% and final maturity at varying dates through January 1, 2040.	49,630
Total State Facilities bonds payable, with interest rates ranging from 2.00% - 6.30% and final maturity at varying dates through December 1, 2040.	218,169
Unamortized premium	<u>954</u>
Total State Facilities bonds and notes payable, net	<u>219,123</u>
Tobacco bonds payable, with interest rates ranging from 4.77% - 5.25% and final maturity at varying dates through July 1, 2046.	76,249
Total Student Loan Program bonds and notes payable, rates at one-month and three-month London Interbank Offered Rate plus 0.45% and 0.90%, with final maturities ranging through November 25, 2043.	125,695
Unamortized discount	<u>(845)</u>
Total Student Loan Program bonds and notes payable, net	<u>124,850</u>
Total all bonds and notes payable, net	<u>\$ 568,031</u>

Notes to Combined Financial Statements

June 30, 2019

7. **Bonds and Notes Payable (cont.)**

Component Unit

(In thousands)

Note payable to the Authority, with an interest rate of 3.45% and maturing in March 2020. \$ 21,799

The difference between the loan receivable of the Authority and the note payable of the Component Unit is a timing difference due to different fiscal year-end dates.

Activity in bonds and notes payable consist of the following:

The Authority

	Beginning <u>Balance</u>	Additions Including <u>Accretion</u>	<u>Reductions</u>	Ending <u>Balance</u>	Amount Due Within <u>One Year</u>
<i>(In thousands)</i>					
Bonds payable	\$ 593,955	\$ 27,775	\$ (65,448)	\$ 556,282	\$ 22,599
Notes payable	<u>29,441</u>	<u>60,000</u>	<u>(77,801)</u>	<u>11,640</u>	<u>97</u>
	623,396	87,775	(143,249)	567,922	22,696
Unamortized premiums (discounts)	<u>152</u>	<u>-</u>	<u>(43)</u>	<u>109</u>	<u>-</u>
Total	<u>\$ 623,548</u>	<u>\$ 87,775</u>	<u>\$ (143,292)</u>	<u>\$ 568,031</u>	<u>\$ 22,696</u>

Component Unit

	Beginning <u>Balance</u>	<u>Additions</u>	<u>Reductions</u>	Ending <u>Balance</u>	Amount Due Within <u>One Year</u>
<i>(In thousands)</i>					
Notes payable	<u>\$ 26,531</u>	<u>\$ 2,900</u>	<u>\$ (7,632)</u>	<u>\$ 21,799</u>	<u>\$ 21,799</u>

The future amount of principal and interest due is undeterminable at this time because the balances will fluctuate with draws needed for capital calls and reductions for distributions by investee companies neither of which are known at this time.

Notes to Combined Financial Statements

June 30, 2019

7. Bonds and Notes Payable (cont.)

The Authority

Future amounts required for principal and interest on all bonds and notes payable at June 30, 2019 were as follows:

<i>(In thousands)</i>	<u>Principal</u>	<u>Interest</u>
<u>Year Ended June 30,</u>		
2020	\$ 22,696	\$ 21,544
2021	27,449	19,955
2022	31,291	18,536
2023	26,678	17,144
2024	28,033	15,593
2025 - 2029	161,746	52,387
2030 - 2034	112,290	23,101
2035 - 2039	76,955	8,687
2040 - 2044	128,030	2,560
2045 - 2049	15,044	1
Unamortized premiums and discounts, net	109	-
Accreted interest	<u>(62,290)</u>	<u>62,290</u>
Total	<u>\$ 568,031</u>	<u>\$ 241,798</u>

The Authority has a note payable with USDA that has \$1.3 million in availability as of June 30, 2019. The note matures July 29, 2045. The balance was \$2.6 million as of June 30, 2019.

Under certain bond resolutions, the Authority has the option to redeem bonds early at various premium rates. Generally, the redemption option cannot be exercised prior to the time the bonds have been outstanding for 6 to 10 years. Certain special redemptions, as governed by the bond resolutions, are permitted or required prior to such time.

The bonds and notes are collateralized, as described in the applicable bond and note resolutions, by the revenues, monies, investments, mortgage loans and other assets in the funds and accounts established by the respective bond and note resolutions.

For the Student Loan Program bonds, principal distributions were allocated to the bonds on each quarterly or monthly distribution date in an amount equal to the funds available to pay principal based upon the indenture trust agreement. The normal quarterly or monthly waterfall of available funds is as follows (in this order): payment of trustee fees, payment of loan servicing fees, payment of loan administration fees, payment of interest on notes and payment of principal on notes.

Notes to Combined Financial Statements

June 30, 2019

7. **Bonds and Notes Payable (cont.)**

During the normal course of business, the Authority issues Economic Development Revenue Bonds and Multi-Family Housing Revenue Bonds on behalf of private companies within the State. The bonds are payable solely from, and secured by, a pledge of revenues from the private companies to which the bond proceeds were remitted and, accordingly, have been excluded from the Authority's combined financial statements. At June 30, 2019, the bonds outstanding issued under these programs aggregated \$1.3 billion.

8. **Concentration of Risk in Lending and Loan Receivable**

The Authority, through its normal lending activity, originates and maintains loans receivable that are concentrated primarily in Arkansas. The Authority's policy calls for collateral or other forms of repayment assurance to be received from the borrower at the time of loan origination. Such collateral or other form of repayment assurance is subject to changes in economic value due to various factors beyond the control of the Authority, and such changes could be significant.

Additionally, the Authority is dependent on private insurers for recovery of loan principal should a borrower or borrowers not pay the principal and should any collateral prove to be insufficient in value to provide for full recovery of principal and accrued interest. This dependency is concentrated in a limited number of insurers and the Authority's ability to monitor closely the insurers' financial condition is limited.

9. **Retirement Plan**

Plan Descriptions

The officials and employees of the Authority participate in a statewide, cost sharing, multiple employer, defined benefit pension plan administered by the APERS. There is no legal obligation imposed upon the member agencies relative to the operation of the APERS other than the payment of a percentage of the gross salaries of eligible employees participating in the Plan as an employer contribution. The contributory plan has been in effect since the beginning of the APERS and is available to all persons who became members before January 1, 1978. The noncontributory plan was effective January 1, 1978 and automatically applies to all persons hired from January 1, 1978 to June 30, 2005, in plan-covered employment. Employees joining the APERS prior to July 1, 1997 are vested after 10 years of employment. Beginning July 1, 1997, the vesting period for new members was reduced to five years; however, this act was not retroactive. In order to vest under this provision, a person must have been a member of the APERS on July 1, 1997 and have been a member for no less than 90 consecutive calendar days prior to July 1, 1997, with five or more years of service. The APERS is audited separately, and included therein is financial data and trend information, which gives an indication of the extent to which the APERS is accumulating sufficient assets to pay benefits when due.

Notes to Combined Financial Statements

June 30, 2019

9. **Retirement Plan (cont.)**

Act 2084 of 2005 established a new contributory program for plan members first hired on or after July 1, 2005, and those noncontributory members who elected by December 31, 2005, to become contributory. Members participating in the contributory program will contribute 5% of their annual compensation, pre-tax.

Eligible employees of the Authority are provided with pensions through the APERS, administered by the APERS's Board of Trustees. APERS is a cost sharing multiple-employer defined benefit plan. Benefit provisions are established and amended by Arkansas Code Title 24.

The plan issues a publicly available financial report, which may be obtained by contacting:

Arkansas Public Employees Retirement System
124 W. Capitol Avenue, Suite 400
Little Rock, Arkansas 72201-3704
(501) 682-7800
<http://www.apers.org/annualreports/index.php>

Benefits Provided

APERS provides retirement, disability and death benefits and annual adjustments to plan members and beneficiaries, as follows:

The normal retirement benefit, paid on a monthly basis, is determined based on (1) the member's final average compensation (an average of the highest 36 months' earnings) and (2) the number of years of credited service. Retiree benefit increases are calculated each year on July 1 for the following 12 months. The re-determined amount is the amount of the benefit payable as of the immediately preceding July 1, increased by 3%. Members are eligible for full retirement benefits (1) at any age with 28 years of credited service; (2) at age 65 with five years of actual service, except for members of the General Assembly who must have 10 years of actual service if the member only has service as a member of the General Assembly; or (3) at age 55 with 35 years of credited service as an elected official or public safety member. Members are eligible for reduced benefits (1) at any age with at least 25 years but less than 28 years of actual service; or (2) at age 55 with five years of actual service. Members who are defined as a public safety member are eligible for a reduced benefit with five years of actual service if the member is within 10 years of normal retirement age.

Notes to Combined Financial Statements

June 30, 2019

9. **Retirement Plan (cont.)**

Contributions

Arkansas Code Title 24 establishes the contribution requirements of active members and participating employers. Contribution rates are as follows:

Contribution provisions applicable to the participating employers are established by the APERS's Board of Trustees and should be based on an independent actuary's determination of the rate required to fund the APERS. The General Assembly and certain agencies employing individuals in public safety positions must also remit additional amounts. For the fiscal year ended June 30, 2018, the employer contribution rates, as a percentage of active member payrolls, ranged from 4.00% to 26.75%. Contributions to APERS from the Authority were approximately \$523,000 for the year ended June 30, 2019.

APERS consists of both a contributory plan and a noncontributory plan. The contributory plan has been in effect since the beginning of the plan and is available to all persons who became members prior to January 1, 1978. The noncontributory plan was created by Act 793 of 1977 and was effective January 1, 1978. It automatically applied to all members hired from January 1, 1978 to June 30, 2005. Act 2084 of 2005 requires that, beginning July 1, 2005, all new hires become contributory members and are required to contribute 5% of their earnings to APERS. All other noncontributory members were given the opportunity to become contributory if they so elected by December 31, 2005.

During a member's participation in the APERS deferred retirement option plan, the employer continues to contribute and the employee ceases to contribute.

Net Pension Liability

The collective net pension liability of \$2.2 billion was measured as of June 30, 2018 and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. Each employer's proportion of the net pension liability was based on the employers' share of contributions to the pension plan relative to the total contributions of all participating employees. At June 30, 2018, the Authority's proportion was 0.1790% for APERS. At June 30, 2019, the Authority reported liabilities of \$3.9 million for its proportionate share of the net pension liability and has been recognized in the Authority's accompanying combined statement of net position.

Notes to Combined Financial Statements

June 30, 2019

9. **Retirement Plan (cont.)**

The net pension liability in the cost-sharing pension plan at June 30, 2019 using the 2018 measurement date is as follows:

	Total APERS Pension <u>Liability</u>	ADFA's Liability <u>Portion</u>
<i>(In thousands)</i>		
Total pension liability	\$ 10,808,687	\$ 19,347
Plan net position	<u>8,602,752</u>	<u>15,400</u>
Net pension liability	<u>\$ 2,205,935</u>	<u>\$ 3,947</u>
Plan net position as a % of total pension liability	79.59%	79.60%

Pension Liabilities, Pension Expense, Deferred Outflow of Resources and Deferred Inflow of Resources to Pensions

For the year ended June 30, 2019, the Authority recognized pension expense of \$484,073. For the year ended June 30, 2019, the Authority reported deferred outflow of resources and deferred inflow of resources related to pensions as follows:

	Deferred Outflow of <u>Resources</u>	Deferred Inflow of <u>Resources</u>
<i>(In actual dollars)</i>		
Differences between expected and actual experience	\$ 62,787	\$ 41,444
Changes of assumptions	449,193	244,149
Net differences between projected and actual earnings on pension plan investments	-	99,901
Changes in proportion and differences between the Authority's contributions and proportionate share of contributions	11,217	437,803
The Authority's contributions subsequent to the measurement date	<u>523,322</u>	<u>-</u>
Total	<u>\$ 1,046,519</u>	<u>\$ 823,297</u>

Notes to Combined Financial Statements

June 30, 2019

9. Retirement Plan (cont.)

At June 30, 2019, the Authority reported \$523,322 as deferred outflow of resources related to pensions resulting from the Authority’s contributions subsequent to the measurement date that will be recognized as a reduction of the net pension liability in the fiscal year ended June 30, 2019. Other amounts reported as deferred outflow of resources and deferred inflow of resources related to pensions will be recognized in pension expense as follows:

(In actual dollars)

2020	\$	135
2021		(21)
2022		(314)
2023		<u>(100)</u>
	\$	<u><u>(300)</u></u>

Actuarial Assumptions

For fiscal 2019, the total pension liability in the actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement, (a) an inflation rate of 3.25%, (b) salary increases in the range of 3.25% to 9.85%, including inflation, (c) an investment rate of return of 7.15% and (d) the RP-2014 weighted generational mortality tables for healthy annuitant, disability, or employee death in service, as applicable, was used. The tables applied credibility adjustments of 135% for males and 125% for females and were adjusted for fully generational mortality improvements using Scale MP-2017.

The actuarial assumptions used in the June 30, 2018 valuation were based on the period July 1, 2012 through June 30, 2017.

Long-Term Expected Return on Plan Assets

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for the 10-year period from 2018 - 2027 were provided by the plan investment consultant.

Notes to Combined Financial Statements

June 30, 2019

9. **Retirement Plan (cont.)**

For each major asset class that is included in the pension plans' target asset allocation, these best estimates are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Rate of Return</u>
Broad domestic equity	37%	5.97%
International equity	24%	6.07%
Real assets	16%	4.59%
Absolute return	5%	3.15%
Domestic fixed	<u>18%</u>	0.83%
Total	<u>100%</u>	

Discount Rate

The discount rate for the plan was determined as follows:

The discount rate used to measure the total pension liability was 7.15% for the year ended June 30, 2019. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rate and that employer contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rate. Based on these assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Authority's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents the Authority's proportionate share of the net pension liability for the plan calculated using the discount rate stated above, as well as what the Authority's proportionate share of net pension liability would be if it were calculated using a single discount rate that is 1% lower or 1% higher than the current rate:

	<u>1% Decrease</u>	<u>Current Discount Rate</u>	<u>1% Increase</u>
APERS - current discount rate 7.15%	<u>\$ 6,454,675</u>	<u>\$ 3,947,934</u>	<u>\$ 1,880,074</u>

Notes to Combined Financial Statements

June 30, 2019

9. **Retirement Plan (cont.)**

Pension Plan Fiduciary Net Position

Detailed information about the pension plan’s fiduciary net position is available in the separately issued financial report of the plan.

10. **Postemployment Benefits Other Than Pensions**

Plan Description

The Authority contributes to the following single-employer defined benefit healthcare plan for eligible state employees, Arkansas State Employee Health Plan (“ASE”) (administered by Department of Finance and Administration – Employee Benefits Division).

Benefits Provided

The plan provides medical and prescription drug benefits to plan members and beneficiaries as established by state law Arkansas Code § 21-5-401 to § 21-5-414.

ASE covers state employees that are members of the APERS and are eligible to be in ASE on their last day of employment and their dependents. Retirees and their spouse are eligible to continue participation in ASE until the death of each covered individual. Retirees that are Medicare eligible will have their benefits coordinated with Medicare Part A and B with ASE being the secondary payer.

ASE’s Other Postemployment Benefits (“OPEB”) Liability

The complete disclosures required by GASB Statement No. 75 “Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions,” are included in the State of Arkansas Comprehensive Annual Financial Report.

Annual OPEB Cost and Net OPEB Obligation

At June 30, 2019, the Authority reported the following liability as determined as of the date listed:

<i>(In thousands)</i>	<u>Measurement Date</u>	<u>Total OPEB Liability</u>
Authority	June 30, 2019	\$ 2,992

Notes to Combined Financial Statements

June 30, 2019

10. Postemployment Benefits Other Than Pensions (cont.)

Actuarial Assumptions and Other Inputs

The total OPEB liability listed was determined based on an actuarial valuation dated on or before the measurement date. If the actuarial valuation is dated before the measurement date, update procedures were used to roll forward the actuarial valuation to the measurement date. The actuarial valuations used are included in the State's report.

The discount rate was based on the Bond Buyer 20-Bond GO Index.

Mortality rates were based on the RP-2000 Combined Healthy mortality table, projected to 2020 using Projection Scale BB, set forward two years for males and one year for females.

Changes in the Total OPEB Liability

The following table provides the changes in the total OPEB liability for the Authority:

	Total OPEB <u>Liability</u>
<i>(In thousands)</i>	
Balance - June 30, 2018	\$ <u>3,806</u>
Changes for the current fiscal year	
Service cost	104
Interest	122
Differences between expected and actual experience	20
Changes in assumptions or other inputs	(305)
Changes in proportion	(661)
Benefit payments	<u>(94)</u>
Net changes	<u>(814)</u>
Balance - June 30, 2019	\$ <u>2,992</u>

Notes to Combined Financial Statements

June 30, 2019

10. Postemployment Benefits Other Than Pensions (cont.)

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate

The following table presents the total OPEB liability of the Authority, as well as what the Authority's total OPEB liability would be if it were calculated using a discount rate that is one percentage-point lower or one percentage-point higher than the current discount rate for the plan:

	1% Decrease		Current Discount Rate		1% Increase	
	Rate	Total OPEB Liability	Rate	Total OPEB Liability	Rate	Total OPEB Liability
<i>(In thousands)</i>						
Authority	2.50%	\$ 3,522	3.50%	\$ 2,992	4.50%	\$ 2,572

Sensitivity of the Total OPEB Liability to Changes in the Healthcare Cost Trend Rates

The following table presents the total OPEB liability of the Authority, as well as what the Authority's total OPEB liability would be if it were calculated using healthcare costs trend rates that are one percentage-point lower or one percentage-point higher than the current healthcare cost trend rates for the plan:

	1% Decrease		Current Health Care Cost Trend Rate		1% Increase	
	Rate	Total OPEB Liability	Rate	Total OPEB Liability	Rate	Total OPEB Liability
<i>(In thousands)</i>						
Authority	2.50%	\$ 2,531	3.50%	\$ 2,922	4.50%	\$ 3,588

OPEB Expense and Deferred Outflow of Resources and Deferred Inflow of Resources Related to OPEB

For the year ended June 30, 2019, the Authority recognized OPEB expense for the plan as follows:

	Total OPEB Expense
<i>(In thousands)</i>	
Authority	\$ (96)

Notes to Combined Financial Statements

June 30, 2019

10. Postemployment Benefits Other Than Pensions (cont.)

At June 30, 2019, the Authority reported deferred outflow of resources and deferred inflow of resources related to OPEB for the plan:

	<u>Authority</u>	
	<u>Deferred Outflow of Resources</u>	<u>Deferred Inflow of Resources</u>
<i>(In thousands)</i>		
Difference between expected and actual experience	\$ 16	\$ 12
Changes of assumptions and other inputs	<u>-</u>	<u>882</u>
Total	<u>\$ 16</u>	<u>\$ 894</u>

Amounts reported as deferred outflow of resources and deferred inflow of resources related to OPEB will be recognized in OPEB expense as follows:

(In thousands)

Year Ended June 30,

2020	\$ (228)
2021	(228)
2022	(228)
2023	<u>(194)</u>
Total	<u>\$ (878)</u>

11. Fair Value of Financial Instruments

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

- **Level I** – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- **Level II** – Quoted prices in markets that are not active or inputs, which are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- **Level III** – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Notes to Combined Financial Statements

June 30, 2019

11. Fair Value of Financial Instruments (cont.)

Recurring Measurements

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

		Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
	<u>Fair Value</u>			
<i>(In thousands)</i>				
U.S. Treasury obligations	\$ 11,733	\$ -	\$ 11,733	\$ -
U.S. agencies obligations	4,016	-	4,016	-
Mortgage-backed securities	209,934	-	209,934	-
Mutual bond funds	6,784	-	6,784	-
Internal investment funds	<u>36,279</u>	<u>-</u>	<u>36,279</u>	<u>-</u>
	<u>\$ 268,746</u>	<u>\$ -</u>	<u>\$ 268,746</u>	<u>\$ -</u>

The fair value amounts in the previous table do not reflect all investments included in the amounts presented in the combined statement of net position. GASB Statement No. 72, "Fair Value Measurement and Application," provides certain exceptions including guaranteed investment contracts, money market mutual funds, state and local government agencies (or certain U.S. Treasury obligations) and equity investments in connection with economic development activities that are providing venture capital.

The following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying combined financial statements, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended June 30, 2019.

Notes to Combined Financial Statements

June 30, 2019

11. Fair Value of Financial Instruments (cont.)

Investments

Where quoted market prices are available in an active market, securities are classified within Level I of the valuation hierarchy. The Authority did not have any Level I securities at June 30, 2019. Level II securities include U.S. Government and federal agencies, mortgage-backed securities, negotiable certificates of deposit and mutual bond fund. 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 II of the valuation hierarchy. In certain cases where Level I or Level II inputs are not available, securities are classified within Level III of the hierarchy. The Authority did not have any Level III securities at June 30, 2019.

Nonrecurring Measurements

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall:

	<u>Fair Value</u>	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
<i>(In thousands)</i>				
Real estate owned	\$ 2,600	\$ -	\$ -	\$ 2,600

The following is a description of the valuation methodologies and inputs used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying combined financial statements, as well as the general classification of such assets pursuant to the valuation hierarchy:

Real Estate Owned

Real estate owned is carried at the lower of fair value at acquisition date or current estimated fair value, less estimated cost to sell when the real estate is acquired. Estimated fair value of real estate owned is based on estimates or evaluations. Real estate owned is classified within Level III of the fair value hierarchy.

Notes to Combined Financial Statements

June 30, 2019

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

For any HOME real estate owned, up to three realtors in the locale of the property are contacted to give the Authority an estimate of a selling price for the property. The outstanding portion of the HOME loan is normally the minimum goal for a list price. The Authority carries the property at the lessor of the foreclosed loan balance or the realtor's list price less holding and selling costs.

12. **Commitments and Contingencies**

The Authority

The Authority participates in numerous 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 adjustment by the grantor agencies; therefore, to the extent the Authority has not complied with the rules and regulations governing the grants, refunds of any money received may be required, and the collectibility of any related receivable at June 30, 2019 may be impaired. In the opinion of the Authority, there are no significant contingent liabilities relating to compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying combined financial statements for such contingencies.

The Authority has \$22.9 million of amounts recorded as cash and investments in the accompanying combined statement of net position that may be disbursed to borrowers under loan and lease agreements closed prior to June 30, 2019.

Component Unit

Outstanding commitments to various funds/companies by the AVCIT, except for the AIF and AVDF, were \$0.8 million for the year ended June 30, 2019. The outstanding commitments for the AIF and AVDF were \$4.9 million as of December 31, 2018.

From time to time, the Authority may be a defendant in legal actions related to its business operations and mission. While the final outcome of these legal actions may vary, management is of the opinion that the ultimate liability, if any, will not have a material effect on the Authority's financial position.

The Authority is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; workers' compensation claims; fiduciary liability; and fidelity for which the Authority either carries commercial insurance or participates in insurance through the State. There have been no settlements exceeding insurance coverage in the past three years.

The IRC of 1986 establishes rules and regulations for arbitrage rebates. The Authority has made provisions for revenues above the rebate limit, which must be remitted to the federal government.

Notes to Combined Financial Statements

June 30, 2019

12. **Commitments and Contingencies (cont.)**

In 2003, the Authority initiated the funding for the AIF, an institutional fund of funds venture capital program created by the Arkansas General Assembly in 2001. The VCI Act authorizes the Authority to assist in increasing the availability of equity and near-equity capital for emerging, expanding, relocating and restructuring enterprises in the state through the creation of an institutional partnership fund. The Bond Guaranty Fund is subject to the first \$10 million of losses incurred by the AIF. The funding is structured as a guaranteed line of credit with the Authority and draws occurring on an as-needed basis. The outstanding balance on the guaranteed line of credit was \$22.5 million as of June 30, 2019. As of June 30, 2019, there were \$3.5 million in investment commitments yet to be funded with the line of credit.

In June 2019, the Bond Guaranty Fund guaranteed a letter of credit with a financial institution for up to \$3.75 million in the event of non-performance by the borrower.

Third Party Servicers

The Authority has contracted with and utilizes the services of EdFinancial Services, Inc. (“EdFinancial”) and Nelnet, Inc. as its third party student loan servicers. These third party servicers perform virtually all of the student loan servicing activities on behalf of the Authority including maintenance of borrower files, payment processing and application thereof, due diligence activities and quarterly reporting to the USDE. In addition, the Authority has contracted with EdFinancial to perform a variety of administrative activities primarily related to marketing the Authority and certain other administrative functions on behalf of the Authority’s Student Loan Programs.

13. **Subsequent Events Evaluation Date**

The Authority evaluated the events and transactions subsequent to its June 30, 2019 combined statement of net position date and determined there were no significant events to report through October 31, 2019, which is the date the Authority issued its combined financial statements.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

**Schedule of the Authority's Proportionate Share of the Net Pension Liability –
Arkansas Public Employees Retirement System**

June 30, 2019 – June 30, 2015

	<u>2019</u>	<u>2018</u>
Authority's proportion of net pension liability	0.1790%	0.1996%
Authority's proportionate share of the net pension liability	\$ 3,947,934	\$ 5,156,742
Authority's covered payroll, cash basis	3,394,031	3,250,192
Authority's proportionate share of the net pension liability as a percentage of its covered-employee payroll	116.32%	158.66%
Plan fiduciary net position as a percentage of total pension liability	79.59%	75.65%

Information in this schedule has been determined as of the measurement date (June 30 of the year prior to the most recent fiscal year-end) of the Authority's net pension liability.

This schedule is presented to illustrate the requirement to disclose information for 10 years. However, until a full 10-year trend is compiled under the provisions of GASB Statement No. 68, "Accounting and Financial Reporting for Pensions," the Authority will only present available information.

Only 2019 and 2018 information for ASLA is included.

<u>2017</u>	<u>2016</u>	<u>2015</u>
0.1880%	0.1941%	0.1898%
\$ 4,496,128	\$ 3,575,061	\$ 2,692,466
3,408,161	3,444,062	3,354,903
131.92%	103.80%	80.25%
75.50%	80.39%	84.15%

See independent auditor's report.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

**Schedule of the Authority's Contributions –
Arkansas Public Employees Retirement System**

For the Years Ended June 30, 2019 – June 30, 2015

	<u>2019</u>	<u>2018</u>
Contractually required contribution	\$ 523,322	\$ 494,459
Contributions in relation to the contractually required contribution	<u>523,322</u>	<u>494,459</u>
Contribution deficiency	<u>\$ -</u>	<u>\$ -</u>
Authority's covered employee payroll	\$ 3,418,710	\$ 3,394,031
Contributions as a percentage of covered employee payroll	15.31%	14.57%

Information in this schedule has been determined as of the Authority's most recent fiscal year-end.

This schedule is presented to illustrate the requirement to disclose information for 10 years. However, until a full 10-year trend is compiled under the provisions of GASB Statement No. 68, the Authority will only present available information.

Only 2019 and 2018 information for ASLA is included.

<u>2017</u>	<u>2016</u>	<u>2015</u>
\$ 471,153	\$ 493,947	\$ 508,343
<u>471,153</u>	<u>493,947</u>	<u>508,343</u>
<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
\$ 3,250,192	\$ 3,408,161	\$ 3,444,062
14.50%	14.49%	14.76%

See independent auditor's report.

Schedule of Changes in Total Other Postemployment Benefits Liability

For the Years Ended June 30, 2019 – June 30, 2018

(In Thousands)

	<u>Plan</u>	
Measurement date	<u>2019</u>	<u>2018</u>
Service cost	\$ 104	\$ 132
Interest cost	122	137
Difference between expected and actual experience	20	(55)
Changes in assumptions	(305)	(144)
Changes in proportion	(661)	
Benefit payments	(94)	(109)
Net changes in total OPEB liability	(814)	(39)
Total OPEB liability - beginning	3,806	3,845
Total OPEB liability - ending	2,992	3,806
Covered employee payroll	3,419	3,394
Total as a percentage of covered employee payroll	87.51%	112.14%

The State implemented GASB Statement No. 75 in fiscal year 2018. Information for the schedule was not available prior to fiscal year 2018.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combining Statement of Net Position

June 30, 2019

(In Thousands)

<u>Assets and Deferred Outflow of Resources</u>	Single Family Housing Programs	Federal Housing Programs	Multi-Family Programs	Economic Development Bond Guaranty Program	State Facilities and Amendment 82 Programs	Other Economic Development Programs	Tobacco Bonds Program	General Fund Programs	Student Loan Programs	Eliminations	Total
Current assets											
Cash and cash equivalents	\$ 17,702	\$ 13,488	\$ 6,317	\$ 13,711	\$ 49,326	\$ 4,194	\$ 391	\$ 32,744	\$ 5,525	\$ -	\$ 143,398
Accrued interest receivable	624	83	24	79	659	8	23	486	5,339	-	7,325
Accounts receivable	-	648	-	61	63	-	-	1,549	202	(1,079)	1,444
Current portion of											
Investments	-	-	-	-	-	-	-	54	-	-	54
Loans	-	-	-	-	-	-	-	1,050	-	-	1,050
Loan to component unit	-	-	-	-	-	-	-	22,489	-	-	22,489
Total current assets	<u>18,326</u>	<u>14,219</u>	<u>6,341</u>	<u>13,851</u>	<u>50,048</u>	<u>4,202</u>	<u>414</u>	<u>58,372</u>	<u>11,066</u>	<u>(1,079)</u>	<u>175,760</u>
Noncurrent assets											
Investments											
Unrestricted	-	-	-	-	-	-	-	33,416	-	-	33,416
Restricted	169,464	-	-	11,477	11,793	-	4,131	-	9,368	-	206,233
Loans, new of allowance for loan losses of \$79,799	-	84,433	4,529	42,231	59,400	930	69,704	19,699	162,190	-	443,116
Direct financing leases - restricted	-	-	-	402	123,851	-	-	3,536	-	-	127,789
Real estate owned	-	-	-	1,958	-	445	-	197	-	-	2,600
Capital assets, net	-	-	-	-	-	-	-	3,244	2,436	-	5,680
Other assets	-	-	-	-	-	-	-	25,973	110	-	26,083
Total noncurrent assets	<u>169,464</u>	<u>84,433</u>	<u>4,529</u>	<u>56,068</u>	<u>195,044</u>	<u>1,375</u>	<u>73,835</u>	<u>86,065</u>	<u>174,104</u>	<u>-</u>	<u>844,917</u>
Total assets	<u>187,790</u>	<u>98,652</u>	<u>10,870</u>	<u>69,919</u>	<u>245,092</u>	<u>5,577</u>	<u>74,249</u>	<u>144,437</u>	<u>185,170</u>	<u>(1,079)</u>	<u>1,020,677</u>
Deferred outflow of resources											
Deferred charge on refunding	20	-	-	-	-	-	-	-	2,719	-	2,739
OPEB difference in expected versus actual experience	-	-	-	-	-	-	-	16	-	-	16
Pension contributions	-	-	-	-	-	-	-	523	-	-	523
Changes in pension actuarial assumptions	-	-	-	-	-	-	-	523	-	-	523
Total deferred outflow of resources	<u>20</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,062</u>	<u>2,719</u>	<u>-</u>	<u>3,801</u>
Total assets and deferred outflow of resources	<u>\$ 187,810</u>	<u>\$ 98,652</u>	<u>\$ 10,870</u>	<u>\$ 69,919</u>	<u>\$ 245,092</u>	<u>\$ 5,577</u>	<u>\$ 74,249</u>	<u>\$ 145,499</u>	<u>\$ 187,889</u>	<u>\$ (1,079)</u>	<u>\$ 1,024,478</u>

See independent auditor's report.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combining Statement of Net Position (cont.)

June 30, 2019

(In Thousands)

<u>Liabilities, Deferred Inflow of Resources and Net Position</u>	Single Family Housing Programs	Federal Housing Programs	Multi-Family Programs	Economic Development Bond Guaranty Program	State Facilities and Amendment 82 Programs	Other Economic Development Programs	Tobacco Bonds Program	General Fund Programs	Student Loan Programs	Eliminations	Total
Current liabilities											
Accounts payable	\$ -	\$ 651	\$ -	\$ 12	\$ 7	\$ -	\$ -	\$ 840	\$ 212	\$ (1,079)	\$ 643
Accrued interest payable	1,666	12	-	382	1,310	-	29	-	271	-	3,670
Contract obligations	-	-	-	-	609	-	-	-	-	-	609
Deferred gain on refinancing sale of asset	-	-	-	46	-	5	-	-	-	-	51
Current portion of bonds and notes payable	3,675	97	-	3,400	15,524	-	-	-	-	-	22,696
OPEB and pension liabilities	-	-	-	-	-	-	-	97	-	-	97
Total current liabilities	<u>5,341</u>	<u>760</u>	<u>-</u>	<u>3,840</u>	<u>17,450</u>	<u>5</u>	<u>29</u>	<u>937</u>	<u>483</u>	<u>(1,079)</u>	<u>27,766</u>
Noncurrent liabilities											
Unearned fees	-	-	-	1,771	-	-	-	3,839	6	-	5,616
Contract obligations	-	-	-	-	2,867	-	-	-	-	-	2,867
Bonds and notes payable, net of unamortized premiums and discounts	91,873	2,534	-	46,230	203,599	-	76,249	-	124,850	-	545,335
Deposits against financing arrangements	-	-	-	1,262	21,586	-	4,504	81	-	-	27,433
Deferred gain on refinancing sale of asset	-	-	-	87	-	32	-	-	-	-	119
OPEB and pension liabilities	-	-	-	-	-	-	-	6,842	-	-	6,842
Other liabilities	-	-	-	-	-	-	-	264	51	-	315
Total noncurrent liabilities	<u>91,873</u>	<u>2,534</u>	<u>-</u>	<u>49,350</u>	<u>228,052</u>	<u>32</u>	<u>80,753</u>	<u>11,026</u>	<u>124,907</u>	<u>-</u>	<u>588,527</u>
Total liabilities	<u>97,214</u>	<u>3,294</u>	<u>-</u>	<u>53,190</u>	<u>245,502</u>	<u>37</u>	<u>80,782</u>	<u>11,963</u>	<u>125,390</u>	<u>(1,079)</u>	<u>616,293</u>
Deferred inflow of resources											
OPEB difference in expected versus actual experience	-	-	-	-	-	-	-	12	-	-	12
Changes in OPEB actuarial assumptions	-	-	-	-	-	-	-	882	-	-	882
Pension difference in expected versus actual experience	-	-	-	-	-	-	-	141	-	-	141
Changes in pensions actuarial assumptions	-	-	-	-	-	-	-	244	-	-	244
Changes in employer pension contribution and share of contributions	-	-	-	-	-	-	-	438	-	-	438
Total deferred inflow of resources	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,717</u>	<u>-</u>	<u>-</u>	<u>1,717</u>
Total liabilities and deferred inflow of resources	<u>97,214</u>	<u>3,294</u>	<u>-</u>	<u>53,190</u>	<u>245,502</u>	<u>37</u>	<u>80,782</u>	<u>13,680</u>	<u>125,390</u>	<u>(1,079)</u>	<u>618,010</u>
Net position											
Investment in capital assets	-	-	-	-	-	-	-	3,244	2,436	-	5,680
Restricted expendable by bond resolution and programs	90,596	95,358	10,870	16,729	(410)	5,540	(6,533)	-	60,063	-	272,213
Unrestricted	-	-	-	-	-	-	-	128,575	-	-	128,575
Total net position	<u>90,596</u>	<u>95,358</u>	<u>10,870</u>	<u>16,729</u>	<u>(410)</u>	<u>5,540</u>	<u>(6,533)</u>	<u>131,819</u>	<u>62,499</u>	<u>-</u>	<u>406,468</u>
Total liabilities, deferred inflow of resources and net position	<u>\$ 187,810</u>	<u>\$ 98,652</u>	<u>\$ 10,870</u>	<u>\$ 69,919</u>	<u>\$ 245,092</u>	<u>\$ 5,577</u>	<u>\$ 74,249</u>	<u>\$ 145,499</u>	<u>\$ 187,889</u>	<u>\$ (1,079)</u>	<u>\$ 1,024,478</u>

See independent auditor's report.

**ARKANSAS DEVELOPMENT FINANCE AUTHORITY,
A COMPONENT UNIT OF THE STATE OF ARKANSAS**

Combining Statement of Revenues, Expenses and Changes in Net Position

For the Year Ended June 30, 2019

(In Thousands)

	Single Family Housing Programs	Federal Housing Programs	Multi-Family Programs	Economic Development Bond Guaranty Program
Operating revenues				
Investment income				
Interest and dividends	\$ 7,943	\$ 208	\$ 91	\$ 475
Loans and direct financing leases	-	1,178	73	1,683
Amortization of discounts on loans	-	-	-	-
Financing fees	-	-	-	318
Net appreciation of investments	2,030	-	-	493
Total investment income	9,973	1,386	164	2,969
Other income	-	-	-	-
Total operating revenues	9,973	1,386	164	2,969
Operating expenses				
Interest and amortization on bonds and notes	4,047	27	-	1,779
Administrative expenses				
Provision for loan losses	-	2,441	(13)	572
Federal financial assistance programs	-	4,356	-	293
Loan servicing and other contractual services	-	-	-	-
Special allowance	-	-	-	-
Salaries and benefits	-	-	-	-
Operations and maintenance	-	1,057	1	-
Other	277	55	1	125
Total administrative expenses	277	7,909	(11)	990
Total operating expenses	4,324	7,936	(11)	2,769
Operating income (loss)	5,649	(6,550)	175	200
Nonoperating revenues				
Federal grants	-	9,362	-	293
Net rental real estate	-	-	-	-
Total nonoperating revenues	-	9,362	-	293
Income (loss) before transfers in (out)	5,649	2,812	175	493
Transfers in (out)	(14,000)	1	3,999	-
Change in net position (deficit)	(8,351)	2,813	4,174	493
Net position - beginning of year	98,947	92,545	6,696	16,236
Net position (deficit) - end of year	\$ 90,596	\$ 95,358	\$ 10,870	\$ 16,729

<u>State Facilities and Amendment 82 Programs</u>	<u>Other Economic Development Programs</u>	<u>Tobacco Bonds Program</u>	<u>General Fund Programs</u>	<u>Student Loan Programs</u>	<u>Eliminations</u>	<u>Total</u>
\$ 160	\$ 80	\$ -	\$ 2,825	\$ 690	\$ -	\$ 12,472
6,758	31	3,335	1,796	8,137	-	22,991
-	-	-	1	2	-	3
-	140	-	6,866	-	(1,068)	6,256
<u>160</u>	<u>-</u>	<u>-</u>	<u>239</u>	<u>-</u>	<u>-</u>	<u>2,922</u>
7,078	251	3,335	11,727	8,829	(1,068)	44,644
<u>-</u>	<u>-</u>	<u>-</u>	<u>45</u>	<u>531</u>	<u>-</u>	<u>576</u>
<u>7,078</u>	<u>251</u>	<u>3,335</u>	<u>11,772</u>	<u>9,360</u>	<u>(1,068)</u>	<u>45,220</u>
<u>7,342</u>	<u>-</u>	<u>3,917</u>	<u>330</u>	<u>4,719</u>	<u>-</u>	<u>22,161</u>
-	(8)	-	603	-	-	3,595
-	-	-	-	-	-	4,649
-	-	-	-	989	-	989
-	-	-	-	594	-	594
-	-	-	3,953	499	-	4,452
-	-	-	783	295	(768)	1,368
<u>-</u>	<u>188</u>	<u>-</u>	<u>696</u>	<u>275</u>	<u>(300)</u>	<u>1,317</u>
<u>-</u>	<u>180</u>	<u>-</u>	<u>6,035</u>	<u>2,652</u>	<u>(1,068)</u>	<u>16,964</u>
<u>7,342</u>	<u>180</u>	<u>3,917</u>	<u>6,365</u>	<u>7,371</u>	<u>(1,068)</u>	<u>39,125</u>
<u>(264)</u>	<u>71</u>	<u>(582)</u>	<u>5,407</u>	<u>1,989</u>	<u>-</u>	<u>6,095</u>
322	-	-	37	-	-	10,014
<u>-</u>	<u>-</u>	<u>-</u>	<u>(31)</u>	<u>42</u>	<u>-</u>	<u>11</u>
<u>322</u>	<u>-</u>	<u>-</u>	<u>6</u>	<u>42</u>	<u>-</u>	<u>10,025</u>
58	71	(582)	5,413	2,031	-	16,120
<u>-</u>	<u>(172)</u>	<u>5,000</u>	<u>13,356</u>	<u>650</u>	<u>-</u>	<u>8,834</u>
<u>58</u>	<u>(101)</u>	<u>4,418</u>	<u>18,769</u>	<u>2,681</u>	<u>-</u>	<u>24,954</u>
(468)	5,641	(10,951)	113,050	59,818	-	381,514
<u>\$ (410)</u>	<u>\$ 5,540</u>	<u>\$ (6,533)</u>	<u>\$ 131,819</u>	<u>\$ 62,499</u>	<u>\$ -</u>	<u>\$ 406,468</u>

See independent auditor's report.

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

Board of Directors
Arkansas Development Finance Authority
A Component Unit of the State of Arkansas
Little Rock, Arkansas

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the combined financial statements of the business-type activities and the discretely presented component unit of the Arkansas Development Finance Authority (the “Authority”), a component unit of the State of Arkansas, as of and for the year ended June 30, 2019, and the related notes to the combined financial statements, which collectively comprise the Authority’s basic combined financial statements, and have issued our report thereon dated October 31, 2019.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2019

**Independent Auditor’s Report on Compliance for Each
Major Federal Program and Report on Internal Control
Over Compliance in Accordance With the Uniform Guidance**

Board of Directors
Arkansas Development Finance Authority
A Component Unit of the State of Arkansas
Little Rock, Arkansas

Report on Compliance for Each Major Federal Program

We have audited the Arkansas Development Finance Authority’s (the “Authority”), a component unit of the State of Arkansas, compliance with the types of compliance requirements described in the U.S. Office of Management and Budget (“OMB”) *Compliance Supplement* that could have a direct and material effect on each of the Authority’s major federal programs for the year ended June 30, 2019. The Authority’s major federal programs are identified in the summary of auditor’s results section of the accompanying schedule of findings and questioned costs.

Management’s Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor’s Responsibility

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

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

Opinion on Each Major Federal Program

In our opinion, the Authority complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2019.

Report on Internal Control Over Compliance

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

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

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

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

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
October 31, 2019

Schedule of Findings and Questioned Costs

For the Year Ended June 30, 2019

Section I – Summary of Auditor’s Results

Combined Financial Statements

Type of auditor’s report issued: Unmodified

Internal control over financial reporting:

- Material weakness(es) identified? Yes No
- Significant deficiency(ies) identified? Yes None Reported

Noncompliance material to combined financial statements noted? Yes No

Federal Awards

Internal control over major programs:

- Material weakness(es) identified? Yes No
- Significant deficiency(ies) identified? Yes None Reported

Type of auditor’s report issued on compliance for major federal programs. Unmodified

Are any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? Yes No

Identification of major federal programs:

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

Federal Family Education Loans 84.032

Dollar threshold used to distinguish between type A and type B programs: \$ 750,000

Auditee qualified as a low-risk auditee? Yes No

Summary Schedule of Prior Audit Findings

For the Year Ended June 30, 2019

<u>Reference Number</u>	<u>Summary of Finding</u>	<u>Status</u>
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No matters are reportable

Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2019

<u>Federal Grantor/Pass-Through Grantor Program or Cluster Title</u>	<u>Federal CFDA Number</u>	Pass-Through Entity Identifying <u>Number</u>	<u>Pass-Through Through to Subrecipients</u>	<u>Total Federal Expenditures</u>
U.S. Department of Agriculture Development/Preservation Revolving Loan Fund	10.415	N/A	\$ 250,575	\$ 2,911,787
U.S. Department of Agriculture/ State Medication Grants	10.435	N/A	-	37,107
U.S. Department of Housing and Urban Development/Arkansas Economic Development Council/CDBG - Entitlement Grants Cluster/(Community Development Block Grant)	14.218	B-08-DI-05-0001	-	1,100
U.S. Department of Housing and Urban Development/Housing Trust Fund	14.275	N/A	-	38,002
U.S. Department of Education Federal Family Education Loans				
Student loan interest subsidy	84.032	N/A	-	640,349
Special allowance	84.032	N/A	-	892,747
Noncash awards student loans outstanding - beginning of year	84.032	N/A	-	188,457,515
U.S. Department of Housing and Urban Development/HOME Investment Partnerships Program	14.239	N/A	<u>8,397,405</u>	<u>9,323,738</u>
			<u>\$ 8,647,980</u>	<u>\$ 202,302,345</u>

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

Notes to Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2019

1. The accompanying schedule of expenditures of federal awards (“SEFA”) includes the federal award activity of the Arkansas Development Finance Authority (the “Authority”), a component unit of the State of Arkansas, under programs of the federal government for the year ended June 30, 2019. The information in the SEFA is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (“Uniform Guidance”). Because the SEFA presents only a selected portion of the operations of the Authority, it is not intended to and does not present the financial position, changes in net assets or cash flows of the Authority.
2. Expenditures reported on the SEFA are reported on the accrual basis of accounting. Such expenditures are recognized following, as applicable, the cost principles in Office of Management and Budget A-110 or the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Authority has elected not to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.
3. Expenditures reflected in CFDA 10.415, Preservation Revolving Loan Fund, include loans to contractors for development of multi-family housing. The funding sources for these loans are two \$2,125,000 promissory notes executed between the Authority and U.S. Department of Agriculture Rural Development during fiscal year 2013 and fiscal year 2016. When received, these funds will be used to make new loans for program activities. The outstanding loan receivable balance from subrecipients was \$2,594,845 for the year ended June 30, 2019. Total disbursements for loans made to subrecipients totaled \$250,575 during the year ended June 30, 2019.
4. Expenditures reflected in CFDA 14.218, Community Development Block Grant, include loans to contractors for development or redevelopment of affordable rental housing. The funding source for these loans is federal grant funds. The funds are disbursed to the subrecipients after expenses have been incurred as forgiveness of principal and repayable loans. The outstanding loan receivable balance from subrecipients was \$7,700,000 for the year ended June 30, 2019. No disbursements were made for new loans during the year ended June 30, 2019.
5. Expenditures reflected in CFDA 14.239, HOME Investment Partnerships Program, include loans to contractors and borrowers for development of single-family and multi-family housing. The funding source for these loans includes federal grant funds and revolving program funds. The funds are disbursed to the subrecipients after expenses have been incurred as forgiveness of principal and repayable loans. The outstanding loan receivable balance from subrecipients was \$109,961,585 for the year ended June 30, 2019. Total disbursements of federal funds for repayable loans made to subrecipients totaled \$5,808,736 during the year ended June 30, 2019.

Notes to Schedule of Expenditures of Federal Awards (cont.)

For the Year Ended June 30, 2019

6. The federal loan programs listed subsequently are administered directly by the Authority, and balances and transactions relating to the programs are included in the Authority’s basic combined financial statements. Notes payable outstanding at the beginning of the year and federal expenditures during the year are included in the federal expenditures presented in the SEFA. The balance of the notes payable outstanding at June 30, 2019 consists of:

Reference Number	Program Name	Outstanding Balance at June 30, 2019
10.415	Preservation Revolving Loan Fund	\$ 2,631,035

7. Federal interest and special allowance subsidies for Arkansas Student Loan Authority are included in loan interest and special allowance expense in the Authority’s combined financial statements.
8. Education loans made or purchased by the Authority are guaranteed by the Great Lakes Higher Education Corporation (“Great Lakes”), United Student Aid Funds (“USAF”) or the U.S. Department of Education (“USDE”). Student loans guaranteed by the USDE are considered noncash awards, which amounted to \$188,457,515 at July 1, 2018. The Great Lakes, USAF and USDE guarantees are contingent upon the loans being serviced within the due diligence requirements of the guarantors and loan services.