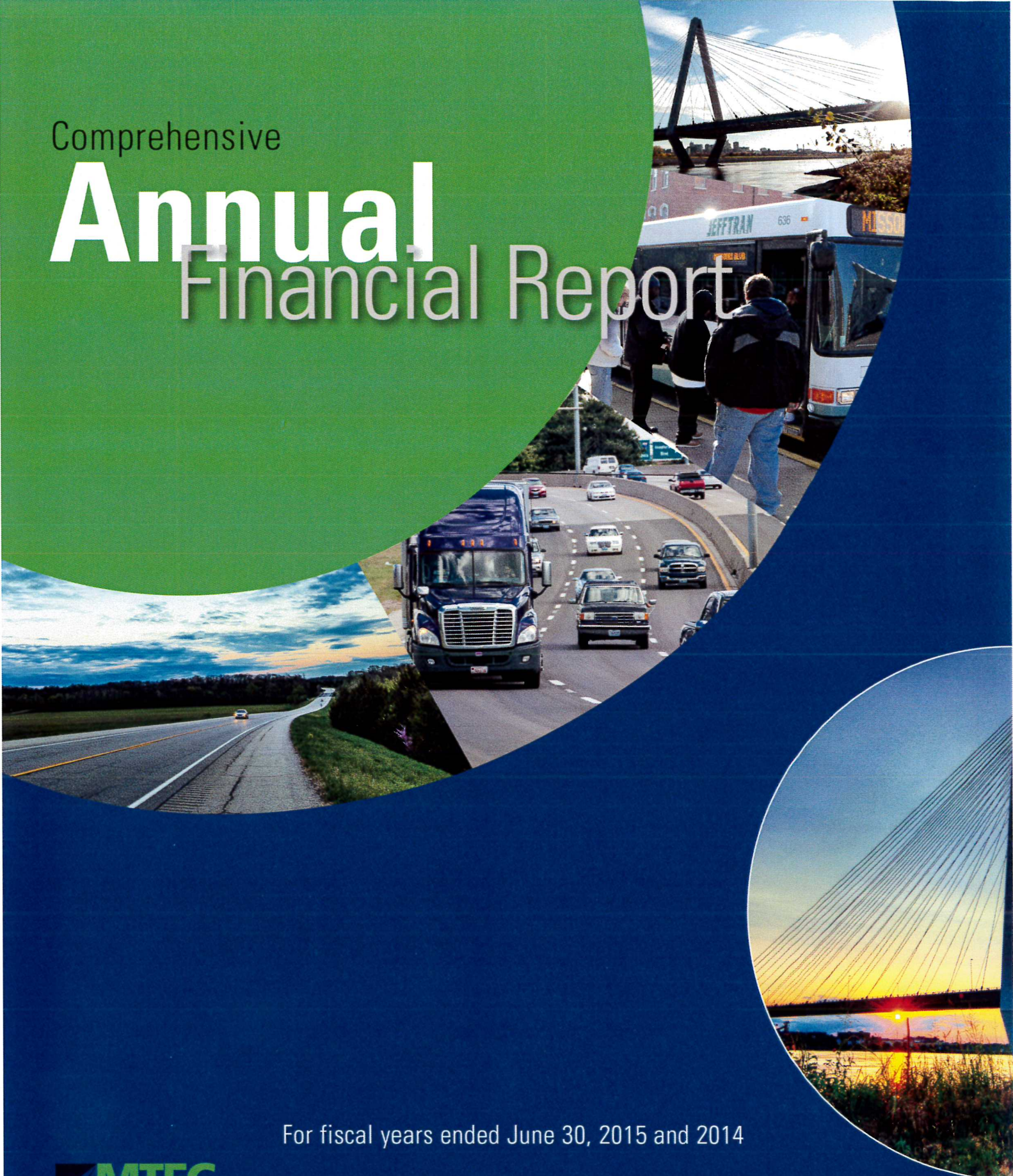


Comprehensive

Annual Financial Report



For fiscal years ended June 30, 2015 and 2014



Missouri Transportation
Finance Corporation

a Component Unit of the State of Missouri

Comprehensive Annual Financial Report

for fiscal years ended
June 30, 2015 and 2014

Roberta Broeker, CPA, Executive Director
and Brenda Morris, CPA, Treasurer

Prepared by the Financial Services Division
Missouri Department of Transportation

Missouri Transportation Finance Corporation
P.O. Box 270
Jefferson City, MO 65102
573-526-8106



**Missouri Transportation
Finance Corporation**

a Component Unit of the State of Missouri

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Introductory Section

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August 21, 2015

Board of Directors
Missouri Transportation Finance Corporation
Jefferson City, Missouri

The Missouri Transportation Finance Corporation (MTFC) is pleased to submit the Comprehensive Annual Financial Report (CAFR) of the MTFC for the fiscal year ended June 30, 2015.

The Transportation Equity Act of the Twenty-first Century (TEA-21) Cooperative Agreement between the Federal Highway Administration, the Federal Transit Administration and the Federal Railroad Administration, agencies of the United States Department of Transportation, the Missouri Highways and Transportation Commission (MHTC) and the MTFC requires the MTFC to have an annual independent financial and compliance audit. In fulfillment of this requirement, the MTFC prepared this CAFR and contracted with the independent auditing firm of Williams-Keepers LLC to audit the financial statements.

Generally accepted accounting principles (GAAP) require management to provide a narrative introduction, overview and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. The MTFC's MD&A can be found on page 19, immediately following the report of the independent auditors.

Responsibility for both the accuracy of the data and the completeness and fairness of the presentation, including all disclosures, rests with the MTFC. To the best of our knowledge and belief, this financial report is complete and reliable in all material respects and is reported in a manner designed to present fairly the MTFC's net position and changes in net position. All disclosures necessary to enable the reader to gain an understanding of the MTFC's financial activities have been included.

Profile of the MTFC

The MTFC, incorporated in August 1996 as a not-for-profit corporation, derived its authority to form and operate from the TEA-21. The Cooperative Agreement provided the original capitalization for the entity, a mixture of federal and state funds, to administer a program focused on funding Missouri highways and transportation projects by offering financing options such as low interest direct loans to private and public entities. An eight member Board of Directors administers the MTFC and is responsible for the direction of the entity, including approval of all loans.

Internal Control

The MTFC assumes full responsibility for the completeness and reliability of the information contained in this report, based upon a comprehensive framework of internal control that it has established for this purpose. Because the cost of internal control should not exceed anticipated benefits, the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of any material misstatements. The MTFC believes the corporation's internal control provides reasonable assurance that the financial statements are free from any material misstatement.

Economic Outlook

Federal funding continues to be uncertain. Congress passed Moving Ahead for Progress in the 21st Century (MAP-21), a two-year, \$105.0 billion transportation bill for the nation's transportation projects on June 29, 2012. This two-year act was set to expire September 30, 2014. On July 31, 2014, Congress transferred \$10.8 billion into the Highway Trust Fund and extended MAP-21 until May 31, 2015. In May 2015, Congress passed another 2-month extension that expired July 31, 2015. In July 2015, Congress took action to provide \$8.1 billion to the Highway Trust Fund and to extend MAP-21 until October 29, 2015. These short-term fixes will not solve the federal transportation funding issue. Congress will still need to work on a new highway authorization act to secure funding for transportation in the future.

State revenues designated for transportation (motor fuel taxes, motor vehicle sales taxes and motor vehicle and driver's licensing fees) increased in fiscal year 2015. While motor fuel taxes increased 1.2 percent in fiscal year 2015 compared to fiscal year 2014, the revenue from this source is still 5.0 percent less than fiscal year 2008 when collections were \$520.4 million. Motor vehicle sales taxes and motor vehicle and driver's licensing fees grew by 6.1 and 3.0 percent, respectively, from fiscal year 2014 to fiscal year 2015. From fiscal year 2014 to 2015, state revenues designated for transportation increased from \$1,064.3 million to \$1,097.2 million, or 3.1 percent.

Future of MTFC

The popular Cost Share Program, which set aside monies for which local entities could compete to accomplish transportation projects that were a local priority, was suspended by the MHTC in January 2014, and still remains suspended. These projects would be completed with a mixture of local funds and monies from the Cost Share Program. Often the local entities would accelerate MoDOT's portion, their portion or both using a MTFC loan. The suspension of this program is a major reason for the lack of loans applied for and approved in fiscal year 2014 and 2015.

The MTFC's net position has increased over the last three years primarily as a result of income derived from interest earned on loans and investments. The growth in net position is expected to stay steady.

Initiatives

MoDOT's Financial Services staff is responsible for marketing MTFC loans as a transportation project funding option. They accomplish this activity by:

- Maintaining information about the MTFC on the Partnership Development Website;
- Attending and presenting at meetings throughout the state to educate partners; and
- Preparing newsletters to communicate activity to potential customers.

There were no new financial policies that significantly impacted the financial statements for the fiscal year ended June 30, 2015.

Awards

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the MTFC for its CAFR for the fiscal year ended June 30, 2014. This was the seventh consecutive year the MTFC received this prestigious award. To be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized CAFR. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year. We believe that our current CAFR continues to meet the Certificate of Achievement Program's requirements, and we are submitting it to the GFOA to determine its eligibility for a certificate.

Acknowledgements

The timely preparation of this report was achieved by the dedicated service of MoDOT's Financial Services Division staff who are responsible for MTFC administrative activities. We would like to express appreciation to members of the staff who assisted and contributed to this report.

Sincerely,

Roberta Broeker, CPA
Executive Director

Brenda Morris, CPA
Treasurer



Government Finance Officers Association

**Certificate of
Achievement
for Excellence
in Financial
Reporting**

Presented to

**Missouri Transportation
Finance Corporation**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

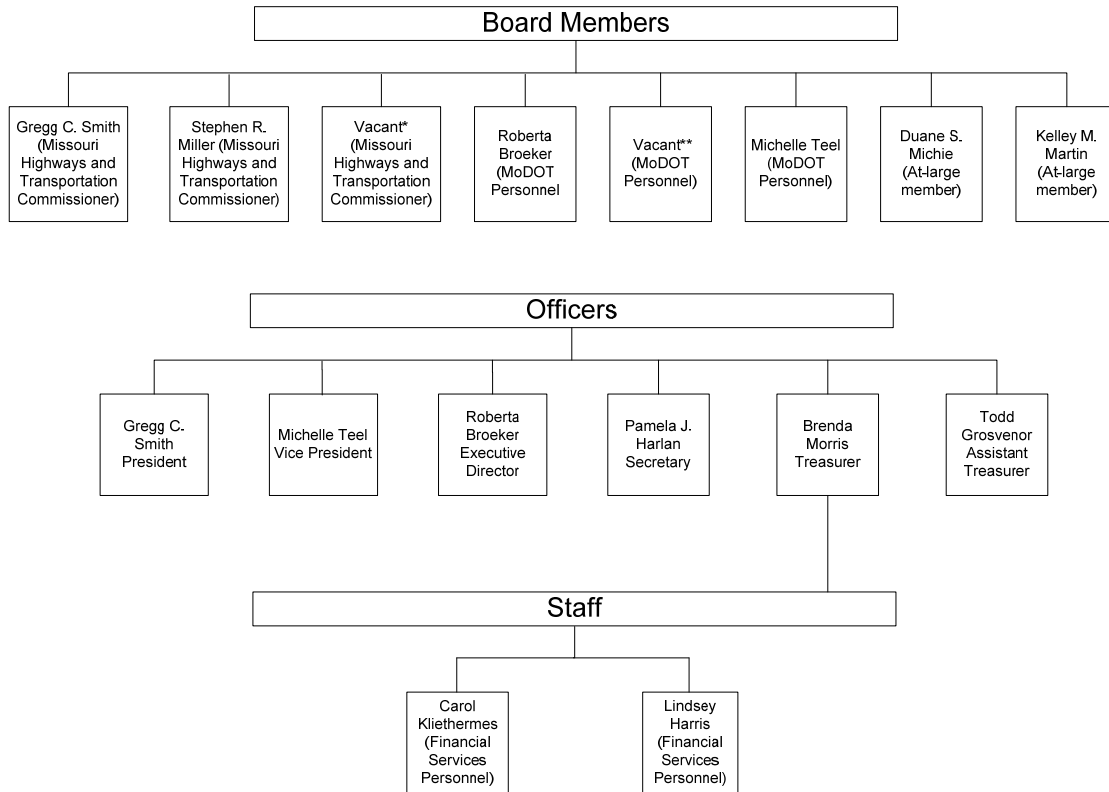
June 30, 2014

Executive Director/CEO

Organizational Chart

June 30, 2015

Missouri Transportation Finance Corporation (MTFC) Organizational Chart



* Position remains vacant until the Governor appoints a new Commissioner.

**In May 2015, Roberta Broeker was appointed MoDOT's Interim Director and continues to serve as MoDOT's Chief Financial Officer which creates a vacancy on the MTFC Board of Directors.

MoDOT – Missouri Department of Transportation

MHTC – Missouri Highways and Transportation Commission

Principal Officials

Fiscal Year 2015

MTFC Title

Name

President	Gregg C. Smith, MHTC Commissioner
Vice President	Michelle Teel, MoDOT Multimodal Operations Director
Executive Director	Roberta Broeker, MoDOT Interim Director/Chief Financial Officer
Secretary	Pamela J. Harlan, MHTC Secretary
Treasurer	Brenda Morris, MoDOT Financial Services Director
Assistant Treasurer	Todd Grosvenor, MoDOT Special Projects Coordinator

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Financial Section

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Missouri Transportation Finance Corporation
Jefferson City, Missouri

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Missouri Transportation Finance Corporation (the Corporation), a component unit of the State of Missouri, as of and for the years ended June 30, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of the Corporation as of June 30, 2015 and 2014, and the respective changes in financial position and, where applicable, cash flows thereof for the years then ended in accordance with U.S. generally accepted accounting principles.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require the management's discussion and analysis on pages 19 through 22 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with U.S. generally accepted auditing standards, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Corporation's basic financial statements. The introductory and statistical sections are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 21, 2015, on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Williams Keepers LLC

August 21, 2015

Management's Discussion and Analysis

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Management's Discussion and Analysis

The following section of our annual financial report presents our discussion and analysis of the MTFC's financial performance during the year. It is intended to provide an objective and easily readable analysis of the MTFC's financial activities based on currently known facts, decisions and conditions. Readers should consider the information presented here in conjunction with the information presented in the financial statements and notes, which follow this section.

FINANCIAL HIGHLIGHTS

- During fiscal year 2015, the MTFC approved one loan totaling \$226,000. By comparison, in fiscal year 2014, the MTFC did not approve any loans, which was less than fiscal year 2013 when two loans totaling \$1.5 million were approved.
- Disbursements totaling \$2.0 million for two loans were made in fiscal year 2015. In fiscal year 2014, five loans totaling \$5.6 million were disbursed and in fiscal year 2013, seven loans totaling \$19.3 million were disbursed.
- In fiscal year 2015, one entity requested a loan disbursement be \$226,000 less than the approved amount, while one entity requested a loan disbursement reduction of \$2.3 million less than the approved amount in fiscal year 2014. In fiscal year 2013, two entities requested loan disbursement reductions totaling \$5.7 million less than the approved amounts. In fiscal years 2015 and 2014, no entities contacted the MTFC declining their approved loans, while in fiscal year 2013, one entity with a \$1.0 million approved loan determined they did not need the loan.
- The MTFC's net loans receivable decreased \$16.7 million and \$20.9 million from fiscal year 2014 to 2015 and from fiscal year 2013 to 2014, respectively, as loan repayments exceeded loan disbursements.
- Operating income decreased by \$437,000 from fiscal year 2014 to 2015 and \$618,000 from fiscal year 2013 to 2014 as a direct result of the decrease in interest income earned on loans receivable.
- Total nonoperating revenues (expenses) increased \$103,000 from fiscal year 2014 to 2015, 34.1 percent, due to an increase in investment earnings. From fiscal year 2013 to 2014, total nonoperating revenues (expenses) increased \$410,000, 379.6 percent, for the same reason.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the MTFC's basic financial statements, which are comprised of two components: 1) financial statements and 2) notes to the financial statements.

Financial Statements report information about the MTFC through accounting methods used by private-sector companies, the economic resources measurement focus and accrual basis of accounting. These statements provide short- and long-term information about the financial status of the MTFC.

The *Statements of Net Position* include all MTFC assets and liabilities with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the MTFC is improving or deteriorating.

The *Statements of Revenues, Expenses and Changes in Net Position* account for all revenues and expenses of the MTFC as soon as the event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods.



The *Statements of Cash Flows* provide readers the sources and uses of cash and the changes in the cash balance during the year.

Notes to the Financial Statements provide additional information and discuss particular accounts in more detail. The Notes are essential to a full understanding of the data provided in the financial statements.

FINANCIAL ANALYSIS

MTFC Net Position June 30, 2015, 2014 and 2013 (dollars in thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Assets			
Cash and investments	\$ 64,938	\$ 46,171	\$22,648
Interest receivable on loans and investments	846	923	1,229
Loans receivable, net	<u>37,548</u>	<u>54,290</u>	<u>75,230</u>
Total assets	<u>103,332</u>	<u>101,384</u>	<u>99,107</u>
Liabilities			
Accounts payable	<u>4</u>	<u>1</u>	<u>3</u>
Net Position			
Restricted for lending purposes	76,257	75,852	75,550
Unrestricted net position	<u>27,071</u>	<u>25,531</u>	<u>23,554</u>
Total net position	<u>\$ 103,328</u>	<u>\$ 101,383</u>	<u>\$99,104</u>

Assets

Cash and investments increased \$18.8 million from fiscal year 2014 to 2015 and \$23.5 million between fiscal year 2013 and 2014. In fiscal year 2015, net loans receivable decreased \$16.7 million and, in fiscal year 2014, net loans receivable decreased \$20.9 million. Correspondingly, the loan interest receivable decreased \$179,000 and \$334,000 in fiscal years 2015 and 2014, respectively. The decrease in loans receivable in fiscal year 2015, are attributed to loan repayments of \$18.8 million exceeding loan disbursements of \$2.0 million. In fiscal year 2014, loan repayments of \$26.5 million exceeded loan disbursements of \$5.6 million.

Net Position

Net position increased \$1.9 million in fiscal year 2015. The primary reason for the increase in net position is \$1.6 million in loan interest and total nonoperating revenues (expenses) of \$405,000. In fiscal year 2014, net position increased \$2.3 million as a result of loan interest of \$2.0 million and total nonoperating revenues (expenses) of \$302,000. Net position restricted for lending purposes includes cumulative net investment earnings and will change as the market fluctuates



MTFC Changes in Net Position
Years ended June 30, 2015, 2014 and 2013
(dollars in thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Operating Revenues			
Interest income on loans	\$ 1,570	\$ 2,005	\$ 2,632
Other income	<u>2</u>	<u>2</u>	<u>2</u>
Total operating revenues	<u>1,572</u>	<u>2,007</u>	<u>2,634</u>
Operating Expenses			
Administrative fees	23	21	27
Other operating expenses	<u>9</u>	<u>9</u>	<u>12</u>
Total operating expenses	<u>32</u>	<u>30</u>	<u>39</u>
Nonoperating Revenues (Expenses)			
Investment earnings	449	326	(99)
Nonoperating expenses	<u>(44)</u>	<u>(24)</u>	<u>(9)</u>
Total nonoperating revenues (expenses)	<u>405</u>	<u>302</u>	<u>(108)</u>
Change in net position	1,945	2,279	2,487
Net position at beginning of year	<u>101,383</u>	<u>99,104</u>	<u>96,617</u>
Net position at end of year	<u>\$103,328</u>	<u>\$101,383</u>	<u>\$99,104</u>

Revenues

In fiscal years 2015, 2014 and 2013, the primary source of income was interest earned on loans. In fiscal year 2015, interest income on loans recognized as operating revenue decreased \$435,000 compared to fiscal year 2014 and decreased \$627,000 in fiscal year 2014 compared to fiscal year 2013. The decrease in interest earned on loans is consistent with the decrease in the average loans receivable balance in fiscal years 2015 and 2014. The average loans receivable balance was \$40.1 million in fiscal year 2015 compared to \$56.0 million in fiscal year 2014 and \$77.6 million in fiscal year 2013. Program fees, included in other income, in fiscal years 2015, 2014 and 2013 remained consistent at \$2,000 per fiscal year. In fiscal year 2015, the MTFC received program fees for three loan applications, compared to one loan application in fiscal year 2014. The MTFC received program fees for two loan applications in fiscal year 2013. In both fiscal years 2015 and 2014, loan application requests totaled \$1.2 million, while fiscal year 2013 loan application requests totaled \$1.5 million.

Nonoperating revenue is recognized on investments that are available for lending purposes. The primary reason for the increase in fiscal year 2015 is the appreciation on the fair value of investments.

Expenses

In fiscal year 2015, administrative fees totaled \$23,000, an increase of \$2,000 from fiscal year 2014. Administrative fees in fiscal year 2014 decreased \$6,000 from fiscal year 2013. The increase in administrative fees from fiscal 2014 to fiscal year 2015 is due to an increase in the number of loan applications.



ECONOMIC AND OTHER FACTORS

Demand for MTFC loans declined in fiscal year 2014 and remained low in fiscal year 2015, mainly from the MHTC's action to suspend the state's Cost Share Program in January 2014. This popular program set aside monies for which local entities could compete to accomplish transportation projects that were a local priority. These projects would be completed with a mixture of local funds and monies from the Cost Share Program. As long as the suspension of the state's Cost Share Program remains in effect, the number of loans is expected to remain low.

The MTFC's net position has increased over the last three years as a result of income derived from interest earned on loans and an increase in the investment earnings. The growth in net position is expected to stay steady.

CONTACTING THE MTFC

This financial report is designed to provide the Missouri Transportation Finance Corporation's interested parties, including citizens, taxpayers, customers, potential investors and creditors, with a general overview of the MTFC's finances and to demonstrate the MTFC's accountability for the money it receives. Questions about this report or requests for additional financial information should be addressed to Missouri Transportation Finance Corporation, P.O. Box 270, Jefferson City, Missouri 65102.

Financial Statements



Statements of Net Position

June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 12,142,918	\$ 14,287,578
Investments	9,880,870	4,006,410
Interest receivable on loans	696,149	875,459
Interest receivable on investments	150,378	47,288
Loans receivable, net	<u>6,997,234</u>	<u>18,432,093</u>
Total current assets	<u>29,867,549</u>	<u>37,648,828</u>
Noncurrent assets		
Investments	42,914,119	27,876,732
Loans receivable, net	<u>30,550,344</u>	<u>35,858,151</u>
Total noncurrent assets	<u>73,464,463</u>	<u>63,734,883</u>
Total Assets	<u>103,332,012</u>	<u>101,383,711</u>
Liabilities		
Current liabilities		
Accounts payable	<u>4,452</u>	<u>959</u>
Total current liabilities	<u>4,452</u>	<u>959</u>
Total Liabilities	<u>4,452</u>	<u>959</u>
Net Position		
Restricted for lending purposes	76,256,367	75,851,793
Unrestricted net position	<u>27,071,193</u>	<u>25,530,959</u>
Total Net Position	<u>\$103,327,560</u>	<u>\$101,382,752</u>



Statements of Revenues, Expenses and Changes in Net Position

Years Ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Operating Revenues		
Interest income on loans	\$ 1,570,319	\$ 2,005,582
Program fees	<u>1,859</u>	<u>1,800</u>
Total Operating Revenues	<u>1,572,178</u>	<u>2,007,382</u>
Operating Expenses		
Administrative fees	22,563	21,069
Professional fees	8,900	8,900
Other	<u>480</u>	<u>450</u>
Total Operating Expenses	<u>31,943</u>	<u>30,419</u>
Operating Income	<u>1,540,235</u>	<u>1,976,963</u>
Nonoperating Revenue (Expenses)		
Investment earnings (loss)	449,192	326,181
Investment fees	<u>(44,619)</u>	<u>(24,242)</u>
Net Nonoperating Revenues (Expenses)	<u>404,573</u>	<u>301,939</u>
Change in net position	1,944,808	2,278,902
Net Position, beginning of year	<u>101,382,752</u>	<u>99,103,850</u>
Net Position, end of year	<u>\$103,327,560</u>	<u>\$101,382,752</u>



Statements of Cash Flows

Years Ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash Flows From Operating Activities		
Fees received for services	\$ 1,859	\$ 1,800
Payments for administrative services	(19,070)	(20,438)
Other payments	<u>(9,380)</u>	<u>(9,350)</u>
Net cash provided by (used in) operating activities	<u>(26,591)</u>	<u>(27,988)</u>
Cash Flows From Investing Activities		
Interest received	341,243	191,928
Principal received	18,781,557	26,540,362
Sale of investments	48,057,350	37,489,068
Interest received on loans	1,749,629	2,336,602
Loan disbursements	(2,038,891)	(5,600,527)
Purchase of investments	(68,964,338)	(58,904,576)
Investment fees	<u>(44,619)</u>	<u>(24,242)</u>
Net cash provided by (used in) investing activities	<u>(2,118,069)</u>	<u>2,028,615</u>
Net increase (decrease) in cash and cash equivalents	(2,144,660)	2,000,627
Cash and Cash Equivalents, Beginning of Year	<u>14,287,578</u>	<u>12,286,951</u>
Cash and Cash Equivalents, End of Year	<u>\$ 12,142,918</u>	<u>\$ 14,287,578</u>
Reconciliation of Operating Income to Net Cash Provided by (used in) Operating Activities		
Operating income	\$ 1,540,235	\$ 1,976,963
Adjustments to reconcile operating income to net cash provided by (used in) operating activities:		
Interest receivable - loans	179,310	331,020
Loans receivable, net	16,742,666	20,939,835
Accounts payable	<u>3,493</u>	<u>631</u>
Net Cash Provided by (used in) Operating Activities	<u>\$ 18,465,704</u>	<u>\$ 23,248,449</u>
Noncash Items Impacting Recorded Assets		
Increase (decrease) in fair value of investments	<u>\$ 4,859</u>	<u>\$ 106,814</u>

Notes to the Financial Statements

Notes to the Financial Statements

Note 1: Summary of Significant Accounting Policies

The Missouri Transportation Finance Corporation (MTFC) was created by the Missouri Highways and Transportation Commission (MHTC), under Missouri Nonprofit Corporation Law Act, Chapter 355 of the Revised Statutes of Missouri (RSMo), on August 23, 1996. The entity administers a program, in conformity with federal transportation laws, to provide financing and other assistance to public and private entities for highway and transportation projects in the state of Missouri.

(A) Reporting Entity

The MTFC is a component unit of the state of Missouri. The MHTC has authority to remove any board member for cause, and therefore, may impose its will on the MTFC. The accompanying basic financial statements include only those operations related to the MTFC.

(B) Basis of Accounting

MTFC accounts for its activities as an Enterprise Fund, a type of Proprietary Fund. Proprietary Funds are used to account for ongoing activities that are similar to activities found in the private sector. The measurement focus is upon determination of net income. In reporting its financial activity, the MTFC applies all applicable Governmental Accounting Standards Board (GASB) pronouncements. The accrual basis of accounting is utilized under which revenues are recognized when earned and expenses are recorded when liabilities are incurred. In applying the accrual concept to federal grant revenues and contributions, the legal and contractual requirements of the individual programs are used for guidance.

(C) Cash, Cash Equivalents and Investments

Cash and cash equivalents include cash and overnight repurchase agreements. Investments are reported at fair value. MTFC requires that securities underlying overnight repurchase agreements must have a fair value of at least 100 percent of the cost of the agreement. The fair values of the repurchase agreements are determined daily.

(D) Loans Receivable

Program loans are made and collected to fulfill the MTFC's responsibility to provide financing and other assistance to public and private entities for highway and transportation projects in the state of Missouri. Management has determined, based on prior experience and collateral pledged on the loans, that an allowance for uncollectible loans is not necessary.

(E) Net Position

Equity is categorized in the statements of net position as restricted and unrestricted. Restricted net position is legally restricted by outside parties or by law through constitutional provisions or enabling legislation. In general, restricted net position is composed of the original federal and state grant funds provided to establish the loan program and net investment income earned on those funds not currently loaned. When both restricted and unrestricted resources are available for use, generally it is the MTFC's policy to use restricted resources first for program loans to provide financing and other assistance to public and private entities for highway and transportation projects in the state of Missouri. Unrestricted resources are used for operating expenses and loans as needed.

(F) Classification of Operating and Nonoperating Revenues and Expenses

The MTFC has classified its revenues and expenses as either operating or nonoperating according to the following criteria:

Operating revenues: Operating revenues include activities that have the characteristics of exchange transactions, including interest income on program loans made to entities as provided by federal transportation laws and program fees.

Nonoperating revenues: Nonoperating revenues include activities that have the characteristics of nonexchange transactions, including federal, state and local grants and contracts. Investment earnings are also classified as nonoperating revenue.

Operating expenses: Operating expenses primarily include administrative fees and professional services. The administrative fees are reimbursements to the Missouri Department of Transportation for personnel service costs related to the support of the MTFC.

Nonoperating expenses: Nonoperating expenses consist of investment fees.

(G) Use of Estimates

The preparation of basic financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

(H) Income Taxes

The MTFC submitted a request for ruling to the Internal Revenue Service (IRS). In response to that request, the IRS ruled the income of the MTFC is excludable from gross income for federal income tax purposes under Section 115 of the Code. The MTFC is required to file an annual income tax return on Form 1120.

(I) Reclassifications

Certain reclassifications have been made to the 2014 financial statements to conform to the 2015 financial statement presentation. This had no effect on net position.

Note 2: Cash and Investments

(A) Deposits

The carrying amounts of deposits and repurchase agreements of the MTFC at June 30, 2015 and 2014 were \$12,142,918 and \$14,287,578, respectively. The bank balances were covered by federal depository insurance and by collateral held by a third-party bank under a joint custody agreement.

(B) Investments

The MTFC's investment policy is approved by the Board. This policy supports the MTFC's conservative and prudent approach to investment management. The policy also addresses authorized financial dealers and institutions, internal controls, suitable and authorized investments, collateralization, diversification of the portfolio, maximum maturities, performance standards and reporting requirements.

The policy allows funds to be invested in time deposits, linked deposits, certificates of deposit, commercial paper, bankers' acceptances, repurchase and reverse repurchase agreements and United States Treasury and federal agency securities. The MTFC's investments are reported at fair value. At June 30, 2015 and 2014, the MTFC had \$52,794,989 and \$31,883,142, respectively, of unregistered government sponsored securities for which a financial institution's trust department holds the securities in the MTFC's name.

Investment earnings consisted of the following for the years ended June 30:

	<u>2015</u>	<u>2014</u>
Interest income on deposits	\$ 19,234	\$ 30,013
Interest income on investments	425,099	189,354
Net appreciation (depreciation) in fair value of investments	<u>4,859</u>	<u>106,814</u>
Total investment earnings (loss)	<u>\$449,192</u>	<u>\$326,181</u>

(C) Interest Rate Risk

Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. The MTFC policy states interest rate risk will be managed by the following objectives:

Safety: The investment portfolio is developed to avoid the need to sell securities on the open market prior to maturity, with securities scheduled to mature to meet cash requirements for ongoing operations.

Liquidity: The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so the securities mature concurrent with cash needs to meet anticipated demands (static liquidity).

Yield: The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs.

(D) Credit Risk

The MTFC minimizes credit risk by limiting investments to the safest types of securities as defined in Note 2: Cash and Investments, Section (B) Investments.

(E) Concentration of Credit Risk

The MTFC diversifies its investments to minimize the risk of loss resulting from over-concentration of assets in a specific maturity, issuer or class of securities. The asset allocation is periodically reviewed by management.

At June 30, 2015, the MTFC's investments had the following average maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>
Repurchase agreements	\$12,142,879	\$12,142,879	\$ ---	\$ ---
Government agency obligations	44,007,269	9,501,695	21,603,703	12,901,871
US agency obligations	8,787,720	379,175	8,408,545	---

At June 30, 2014, the MTFC's investments had the following average maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>
Repurchase agreements	\$14,287,522	\$14,287,522	\$ ---	\$ ---
Government agency obligations	28,981,200	4,006,410	23,978,500	996,290
US agency obligations	2,901,942	---	2,901,942	---

At June 30, 2015 and 2014, the MTFC's investments were rated as shown below. This disclosure does not include repurchase agreements.

<u>Investment Type</u>	<u>Moody's</u>	<u>Fair Value</u>	
		<u>2015</u>	<u>2014</u>
Governmental agency obligations	Aaa	\$44,007,269	\$28,981,200
US agency obligations	Aaa	8,787,720	2,901,942

(F) Custodial Credit Risk

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, the MTFC will not be able to recover collateralized securities in the possession of an outside party. The MTFC's policy is to collateralize demand deposits and repurchase agreements with securities held by the financial institution's agent in the MTFC's name. The MTFC policy also states security transactions are settled "delivery versus payment." This means payment is made simultaneously with the receipt of the security. These securities are delivered to the MTFC's safekeeping bank.

Note 3: Loans Receivable

Loans are entered into to provide financing for highway and transportation projects. Future revenues primarily secure public entity loans. Irrevocable letters of credit or designated funds secure loans for private entities. The receivable balance as of June 30, 2015 and 2014 consists of the following:

(amounts in thousands)

<u>Customer and Project Description</u>	<u>Loan Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>2015</u>	<u>2014</u>
Principal and Interest Paid Semi-annually					
City of Pacific Accelerate the Missouri Highways and Transportation Commission's (MHTC) portion and finance the city's portion of a cost share project to relocate the I-44 eastbound ramp.	03/23/09	09/30/14	4.18%	\$ ---	\$ 65
City of Columbia Finance the city's portion of the cost share project to construct improvements on Route 740, also known as Stadium Boulevard. The project consists of widening Route 740 from a five-lane undivided roadway to a six-lane divided roadway.	03/01/12	03/01/22	3.92	5,969	6,697



(amounts in thousands)

<u>Customer and Project Description</u>	<u>Loan Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>2015</u>	<u>2014</u>
Principal and Interest Paid Annually					
City of St. Louis Construct Gateway Transportation Center to consolidate urban buses, intercity buses, light rail passenger, commercial space and parking.	10/26/07	01/31/18	4.20%	\$ 1,555	\$ 2,037
City of Kansas City Construct a single point urban interchange in conjunction with the kclCON project.	12/21/07	11/19/17	4.20	4,247	5,554
City of Rogersville Accelerate the MHTC's portion and finance the city's portion of a cost share project to improve traffic flow and access management at the intersection of Route 60 and Route VV/B.	07/31/09	08/01/14	4.47	---	49
U.S. Highway 36 – Interstate 72 Corridor – Transportation Development District Construct two additional lanes of approximately 52 miles on Route 36.	12/31/09	12/31/19	3.99	15,731	18,786
City of St. Clair Finance the city's portion of a cost share project to relocate the I-44 North Outer Road at Route 47.	10/03/11	10/01/21	2.93	1,205	1,358
City of Kirksville Accelerate the MHTC's portion and finance the city's portion of a cost share project to improve access and pedestrian facilities along Route 63.	12/01/11	12/01/18	2.92	122	151
City of Poplar Bluff Accelerate the MHTC's portion and finance the city's portion of a cost share project to improve the interchange at Route 67 and Oak Grove Road and the intersection at Business Route 67 and Oak Grove Road.	03/01/12	03/01/22	4.15	3,106	8,111
City of Republic Finance the city's portion of a cost participation project to improve the intersection of Route 60 and Oakwood Avenue.	03/01/12	03/01/17	2.96	92	136
Highway 71/291 Partners in Progress Transportation Development District Accelerate the MHTC's portion and finance the Transportation Development District's portion of two cost share projects to improve the interchange of Route 71 and Route 291.	05/25/12	08/01/14	0.55	---	3,700

(continued)

Financial Section



(amounts in thousands)

<u>Customer and Project Description</u>	<u>Loan Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>2015</u>	<u>2014</u>
Principal and Interest Paid Annually (continued)					
Barton County Finance the county's portion of a cost share project to improve Route 71 at 30 th Road and First Street.	08/01/12	08/01/22	2.17%	\$ 658	\$ 820
City of O'Fallon Construct Crusher Street extension and improve Elaine Drive.	11/01/12	11/01/22	2.69	2,496	2,772
Christian County Finance the county's portion of a cost share project to construct a diverging diamond interchange at Route 65 and Route CC.	10/01/13	08/01/23	3.64	1,466	100
Village of Innsbrook Construct shoulders on Route F.	10/01/13	08/15/23	2.29	182	200
City of Owensville Finance the city's portion of a cost share project to improve Route 28 inside the city limits.	03/03/14	06/30/18	1.61	316	419
City of Waynesville Finance the city's portion of a cost share project to improve Route 17 inside the city limits.	10/01/14	06/30/24	2.28	402	---
Interest Only Paid Annually					
St. Charles County Accelerate the MHTC's portion of a cost share project to construct a diverging diamond interchange at Mid Rivers Mall Drive and an additional westbound lane on I-70 between Mid Rivers Mall Drive and Route 79.	12/03/12	08/01/14	0.69	---	<u>3,335</u>
Total				<u>\$37,547</u>	<u>\$54,290</u>

Annual loans receivable to maturity are indicated in the following schedule.

(amounts in thousands)

<u>Fiscal Year</u>	<u>Principal</u>
2016	\$ 6,997
2017	7,211
2018	7,281
2019	4,771
2020	6,086
2021-2025	<u>5,201</u>
Total principal	<u>\$37,547</u>

Loans receivable are included in the accompanying statements of net position, as follows:
(amounts in thousands)

	<u>2015</u>	<u>2014</u>
Current loans receivable	\$ 6,997	\$18,432
Noncurrent loans receivable	<u>30,550</u>	<u>35,858</u>
Total loans receivable	<u>\$37,547</u>	<u>\$54,290</u>

Note 4: Administrative Expenses

Administrative expenses and accounts payable represent reimbursements to the Missouri Department of Transportation (MoDOT) for personnel and administrative costs.

Note 5: Restricted Net Position

The MTFC received money from federal grants, which is restricted for lending purposes only. Those grants required a state transportation funding match, which, with net investment earnings (loss), is also restricted for lending purposes. Restricted net position increased due to the net investment gain for the year ended June 30, 2015, included in net nonoperating revenues (expenses).

(amounts in thousands)

	<u>2015</u>	<u>2014</u>
Federal grant	\$49,410	\$49,410
State grant	10,250	10,250
Cumulative net investment earnings	<u>16,597</u>	<u>16,192</u>
Total restricted net position available for lending purposes	<u>\$76,257</u>	<u>\$75,852</u>

Note 6: Risk Management

The MTFC is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets. The MTFC does not carry commercial insurance but takes additional internal control steps to ensure safekeeping of assets. The State's Legal Expense Fund covers all state employees for the risks of errors and omissions. Liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. No liabilities were reported at June 30, 2015 or 2014. The MTFC has had no settlements in the last three years.

Note 7: Loan Commitments and Loans Approved

At June 30, 2015, the MTFC had loan commitments totaling \$539,000 that were approved and executed, but not disbursed.

(amounts in thousands)

<u>Customer and Project Description</u>	<u>Approved Date</u>	<u>Executed Date</u>	<u>Projected Disbursement Date</u>	<u>Interest Rate</u>	<u>Amount</u>
Principal and Interest Paid Annually					
City of Waynesville * Finance the city's portion of a cost share project to improve Route 17 inside the city limits.	04/30/13	11/13/13	09/30/15	2.28%	\$313
Combination of Interest Only and Principal And Interest Paid Annually					
City of Sunrise Beach Finance the city's portion of the cost share project to widen Route 5 to three lanes from Route F to the city of Laurie.	01/09/15	06/25/15	07/01/15	2.55	<u>226</u>
Total loan commitments**					<u>\$539</u>

*This loan had a partial disbursement with the remaining payout listed.

**Unrestricted and restricted net position is sufficient to meet loan commitments and loans approved.

Note 8: Accounting Pronouncements

GASB Statements that had no financial impact on the MTFC financial statements include:

- 76, Hierarchy of Generally Accepted Accounting Principles for State and Local Governments;
- 72, Fair Value Measurement and Application.

GASB Statements that will not affect the MTFC financial statements include:

- 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions;
- 74, Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans;
- 73, Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope for GASB Statement 68;
- Amendments to Certain Provisions of GASB Statements 67 and 68;
- 68, Accounting and Financial Reporting for Pensions.

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Statistical Section

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Statistical Section

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Note:

The objective of this statistical section is to provide users with a historical perspective by presenting information for multiple years. Over time, data for the most recent ten years will be presented. However, in some cases schedules originate with the year the MTFC began tracking the information or it became administratively feasible to report retroactively.

Financial Trends

Changes in Net Position

Years Ended June 30
(amounts in thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Operating Revenues				
Interest income on loans	\$1,570	\$2,005	\$2,632	\$2,523
Program fees	<u>2</u>	<u>2</u>	<u>2</u>	<u>37</u>
Total Operating Revenues	<u>1,572</u>	<u>2,007</u>	<u>2,634</u>	<u>2,560</u>
Operating Expenses				
Administrative fees	23	21	27	36
Professional fees	9	9	10	10
Travel and training	---	---	---	---
Other	<u>---</u>	<u>---</u>	<u>2</u>	<u>2</u>
Total Operating Expenses	<u>32</u>	<u>30</u>	<u>39</u>	<u>48</u>
Operating Income	<u>1,540</u>	<u>1,977</u>	<u>2,595</u>	<u>2,512</u>
Nonoperating Revenues (Expenses)				
Investment earnings	449	326	(99)	111
Investment fees	<u>(44)</u>	<u>(24)</u>	<u>(9)</u>	<u>(14)</u>
Net Nonoperating Revenues (Expenses)	<u>405</u>	<u>302</u>	<u>(108)</u>	<u>97</u>
Change in Net Position	<u>\$1,945</u>	<u>\$2,279</u>	<u>\$2,487</u>	<u>\$2,609</u>

<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>
\$2,580	\$2,056	\$ 844	\$1,064	\$ 913	\$1,154
<u>16</u>	<u>29</u>	<u>43</u>	<u>6</u>	<u>5</u>	<u>3</u>
<u>2,596</u>	<u>2,085</u>	<u>887</u>	<u>1,070</u>	<u>918</u>	<u>1,157</u>
17	49	48	33	45	36
10	11	10	9	8	8
---	---	---	1	4	2
<u>2</u>	<u>2</u>	<u>3</u>	<u>5</u>	<u>4</u>	<u>1</u>
<u>29</u>	<u>62</u>	<u>61</u>	<u>48</u>	<u>61</u>	<u>47</u>
<u>2,567</u>	<u>2,023</u>	<u>826</u>	<u>1,022</u>	<u>857</u>	<u>1,110</u>
158	375	1,967	2,459	2,996	1,692
<u>(14)</u>	<u>(35)</u>	<u>(64)</u>	<u>(57)</u>	<u>(55)</u>	<u>(28)</u>
<u>144</u>	<u>340</u>	<u>1,903</u>	<u>2,402</u>	<u>2,941</u>	<u>1,664</u>
<u>\$2,711</u>	<u>\$2,363</u>	<u>\$2,729</u>	<u>\$3,424</u>	<u>\$3,798</u>	<u>\$2,774</u>

Financial Trends

Net Position

Years Ended June 30
(amounts in thousands)

<u>Fiscal Year</u>	<u>Restricted</u>	<u>Unrestricted</u>	<u>Total</u>
2015	\$76,257	\$27,071	\$103,328
2014	75,852	25,531	101,383
2013	75,550	23,554	99,104
2012	75,658	20,959	96,617
2011	75,562	18,446	94,008
2010	75,417	15,880	91,297
2009	75,077	13,857	88,934
2008	73,174	13,031	86,205
2007	70,772	12,009	82,781
2006	67,830	11,153	78,983

Amounts for 2006 through 2012 include restatements of restricted and unrestricted net position to meet the definition of restricted net position. These restatements had no effect on total net position.

Revenue Capacity Average Fair Value of Investments and Average Yields on Investments Held on Behalf of the MTFC

Years Ended June 30
(amounts in thousands)

<u>Fiscal Year</u>	<u>Average Monthly Fair Value of Investments</u>	<u>Average Monthly Yield on Investments</u>
2015	\$45,066	0.91%
2014	23,717	0.82
2013	8,816	1.25
2012	11,910	1.92
2011	13,604	2.30
2010	28,196	2.86
2009	57,105	3.35
2008	52,144	4.54
2007	50,863	5.17
2006*	38,942	4.08

*Includes only October through June

Source: Investment summary of funds held at MTFC calculated by Missouri Department of Transportation, Financial Services staff.

Revenue Capacity Net Loans Receivable by Fiscal Year

Years Ended June 30
(amounts in thousands)

<u>Fiscal Year</u>	<u>Net Loans Receivable</u>	<u>Weighted Average Interest Rate</u>
2015	\$37,547	3.81%
2014	54,290	3.45
2013	75,230	3.15
2012	76,956	3.59
2011	63,659	3.68
2010	74,889	3.77
2009	28,276	4.25
2008	17,835	2.88
2007	24,513	3.76
2006	29,785	3.60

Source: Weighted average interest rate calculated by Missouri Department of Transportation, Financial Services staff.

Demographic and Economic Information

Population, Personal Income and Unemployment Rate – State of Missouri

Years Ended December 31
(amounts in thousands)

<u>Year</u>	<u>Population</u>	<u>Personal Income</u>	<u>Per Capita Personal Income</u>	<u>Unemployment Rate</u>
2014	6,064	\$255,747,928	\$42	5.1%
2013	6,044	238,095,204	39	7.4
2012	6,022	233,049,000	39	7.6
2011	6,011	229,986,000	38	7.7
2010	6,012	217,486,000	36	9.2
2009	5,988	213,238,000	36	9.2
2008	5,912	205,288,000	35	6.0
2007	5,878	198,757,000	34	5.1
2006	5,838	188,399,000	32	5.2
2005	5,788	178,036,000	31	6.3

Sources:

Population: United States Department of Commerce, Census Bureau

Personal Income, Per Capita Personal Income and Unemployment Rate: United States Department of Commerce, Bureau of Economic Analysis

Demographic and Economic Information Employment Sectors – State of Missouri

Years Ended December 31
(amounts in thousands)

	<u>2014</u>			<u>2005</u>		
	<u>Employees</u>	<u>Rank</u>	<u>Percentage</u>	<u>Employees</u>	<u>Rank</u>	<u>Percentage</u>
Trade, transportation and utilities	537	1	20%	557	1	20%
Government	441	2	16	440	2	16
Education and health services	438	3	16	376	3	14
Professional and business services	358	4	13	326	4	12
Leisure and hospitality	278	5	10	266	6	10
Manufacturing	261	6	9	310	5	11
Financial activities	165	7	6	164	7	6
Other services	113	8	4	119	9	4
Construction, natural resources and mining	112	9	4	150	8	5
Information	<u>57</u>	10	<u>2</u>	<u>64</u>	10	<u>2</u>
Total	<u>2,760</u>		<u>100%</u>	<u>2,772</u>		<u>100%</u>

Source: United States Department of Labor, Bureau of Labor Statistics

Operating Information

Approved Loans by Fiscal Year

Years Ended June 30

(dollar amounts in thousands)

<u>Fiscal Year</u>	<u>Number of Loans Approved</u>	<u>Total Approved Loan Amount</u>
2015	1	\$ 226
2014	---	---
2013	2	1,546
2012	11	34,458
2011	4	10,791
2010	6	15,658
2009	11	23,724
2008	3	10,284
2007	14	95,781
2006	2	8,060

Source: Missouri Department of Transportation, Financial Services database

Not all loans approved by the MTFC board are executed or disbursed.

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Other Information

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INDEPENDENT AUDITORS' 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
Missouri Transportation Finance Corporation
Jefferson City, Missouri

We have audited, in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities of the Missouri Transportation Finance Corporation (the Corporation), a component unit of the State of Missouri, as of and for the year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated August 21, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation'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 opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation'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 Corporation's 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 was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control 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 Corporation's financial statements are free of 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 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 Corporation'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 Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Williams Keepers LLC

August 21, 2015