VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND

FINANCIAL STATEMENTS
DECEMBER 31, 2012
WITH COMPARATIVE TOTALS FOR 2011
AND
INDEPENDENT AUDITOR'S REPORTS

VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND

DECEMBER 31, 2012 AND 2011

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Mudgett
Jennett &
Krogh-Wisner, P.C.
Certified Public Accountants #435

INDEPENDENT AUDITOR'S REPORT

The Members of the Board Vermont Educational and Health Buildings Financing Agency

Report on the Financial Statements

We have audited the accompanying financial statements of the Vermont Educational and Health Buildings Financing Agency - Operating Fund (the Agency), a component unit of the State of Vermont, as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise the basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 financial position of the Vermont Educational and Health Buildings Financing Agency - Operating Fund as of

December 31, 2012, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Report on Summarized Comparative Information

We have previously audited the Agency's 2011 financial statements, and we expressed an unmodified audit opinion on those financial statements in our report dated August 6, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2011, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis 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 auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued a report, dated October 28, 2013, on our consideration of the Agency'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 the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Agency's internal control over financial reporting and compliance.

Mudgett, Gennett & Krogh-Wisner, P.C.

Montpelier, Vermont October 28, 2013

VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND MANAGEMENT'S DISCUSSION AND ANALYSIS DECEMBER 31, 2012

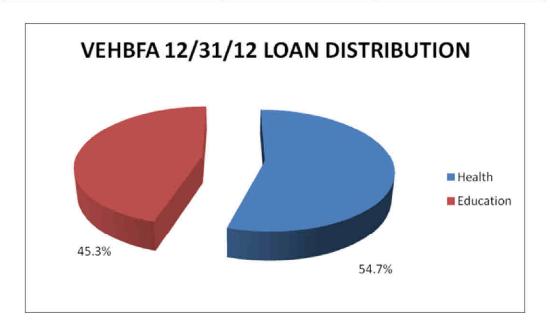
The Vermont Educational and Health Buildings Financing Agency (the "Agency") facilitates financing for capital expenditures and refinancing of indebtedness for eligible 501(c)(3) Vermont health care, educational institutions and private libraries through the issuance of primarily tax-exempt debt instruments. The Agency issues debt instruments, which do not constitute a debt of the State of Vermont, its legislature or any political subdivision. These debt instruments are payable solely from payments made by the related borrowing institutions and related assets held by trustees. The Agency has no general liability with respect to these obligations and has no beneficial interest in the related assets held by trustees. As a result, the Agency has elected to exclude these obligations and related assets held by trustees from the financial statements. These financial statements present financial information solely for the Agency's Operating Fund. The discussion of the Agency's financial performance provides an overview of the Agency's financial activities for the fiscal year ended December 31, 2012.

Financial Highlights

In 2012, the Agency issued \$125,605,000 in new and refunding bonds on behalf of four borrowers. In 2011, the Agency issued \$29,750,000 of new and refunding bonds on behalf of three borrowers. Initial fees from borrowers increased 230%, from \$55,320 in 2011 to \$182,476 in 2012. This increase in initial fees correlates with the increase in the par amount issued of new and refunding bonds from 2011 to 2012.

Outstanding Revenue Bonds at 12/31/12

Borrower Type	Amount of Loans	% of Total
Health	\$546,777,936	54.7%
Education	\$452,821,446	45.3%
Total	\$999,599,382	100.0%



Assets

Total Assets increased by \$162,846 or 13.9% from 2011 to 2012. Assets are made up primarily of Cash and Cash Equivalents and Investments. In 2011, the Agency began actively investing its Cash and Cash Equivalents through a portfolio of fixed and equity investments, resulting in a reclassification of funds from Cash to Investments.

Asset Summary

	2012	2011	Var	riance	
	2012	2011	Amount	Percent	
Cash and Cash Equivalents	\$120,867	\$156,500	(\$35,633)	-22.8%	
Investments	\$1,210,209	\$1,011,730	\$198,479	19.6%	
Total Assets	\$1,331,076	\$1,168,230	\$162,846	13.9%	

Liabilities and Net Position

In 2012, Net Position increased \$145,256 from 2011 to 2012, or 12.6%.

Liabilities and Net Position Summary

	2012	2011	Var	iance
		2011	Amount	Percent
Liabilities	\$29,348	\$11,758	\$17,590	149.6%
Net Position	\$1,301,728	\$1,156,472	\$145,256	12.6%
Total Liabilities and Net Position	\$1,331,076	\$1,168,230	\$162,846	13.9%

Operating Summary

The financial activities of the Agency in 2012 had no significant events to report. Operating and Non-Operating Revenue in 2012 amounted to \$399,154 which represents an increase of \$263,898 from the prior year's total revenue of \$135,256. Investment earnings were up by \$129,904 in 2012 due primarily to the introduction of equities into the investment portfolio and an improved fixed income investment environment. Initial Fee income was up by \$127,156 from 2011's \$55,320 to 2012's \$182,476. This increase was due primarily to the increased bond activity from 2011 to 2012. Operating expenses of \$253,898 represent an increase of \$77,154 over the prior year's expenses of \$176,744, again due to increased bond activity.

Revenues and Expense Summary

	2012	2011	Var	iance
	2012		Amount	Percent
Annual Fees	\$100,547	\$99,009	\$1,538	1.6%
Initial Fees	\$182,476	\$55,320	\$127,156	229.9%
Investment Income	\$110,831	(\$19,073)	\$129,904	681.1%
Total Revenues	\$399,154	\$135,256	\$263,898	195.1%
Total Expenses	\$253,898	\$176,744	\$77,154	43.7%
Increase (Decrease) in Net Position	\$145,256	(\$41,488)	\$186,744	450.1%

Contact for Further Information

This financial report is designed to provide the reader with a general overview of the Agency's finances. Questions about this report or request for additional financial information should be directed to Robert W. Giroux, Executive Director, Vermont Educational and Health Buildings Financing Agency, Champlain Mill, 20 Winooski Falls Way, Winooski, VT 05404, at 802-654-7377 or at bobg@wvtbondagency.org.

VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND STATEMENT OF NET POSITION DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR 2011

ASSETS	<u>2012</u>	2011
Current assets:		
Cash and cash equivalents Investments	\$ 120,867 	\$ 156,500 1,011,730
Total current assets	1,331,076	1,168,230
Total assets	\$ <u>1,331,076</u>	\$ 1,168,230
LIABILITIES AND NET POSITION		
Current liabilities:		
Accounts payable	\$29,348	\$11,758
Total liabilities	29,348	11,758
Net position: unrestricted	1,301,728	1,156,472
Total liabilities and net position	\$ 1,331,076	\$ <u>1,168,230</u>

VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND STATEMENT OF REVENUE, EXPENSES AND CHANGE IN NET POSITION FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

OPERATING REVENUE:		2012	<u>2011</u>
Annual fees from institutions Initial fees from institutions Other revenues	\$	100,547 182,476 5,300	\$ 99,009 55,320
Total operating revenue		288,323	154,329
OPERATING EXPENSES		253,898	176,744
OPERATING INCOME (LOSS)		34,425	(22,415)
NONOPERATING REVENUE:			
Interest and other investment revenue gain (loss)		110,831	(19,073)
CHANGE IN NET POSITION		145,256	(41,488)
NET POSITION, beginning of year	9	1,156,472	1,197,960
NET POSITION, end of year	\$	1,301,728	\$ 1,156,472

VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY - OPERATING FUND STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2012

WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

	<u>2012</u>		<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Cash received from institutions -			
Annual fees	\$ 100,547	\$	99,009
Initial fees	182,476		66,660
Other revenues	5,300		v =
Cash paid to suppliers	(187,577)		(141,386)
Cash paid to employees	(48,731)		(45,990)
Net cash provided (used) by operating activities	52,015		(21,707)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investments	(108,447)		(1,060,102)
Proceeds from sales of investments	30,328		#
(Gain) loss on investments	(60,180)		\$2 <u>2</u> \$300
Earnings on investments	50,651		29,299
Net cash used by investing activities	(87,648)		(1,030,803)
DECREASE IN CASH AND CASH EQUIVALENTS	(35,633)		(1,052,510)
CASH AND CASH EQUIVALENTS,			
beginning of year	156,500		1,209,010
CASH AND CASH EQUIVALENTS,			
end of year	\$ 120,867	\$	156,500
DECONCIL LATION OF ODED ATING INCOME (LOGG) TO			
RECONCILIATION OF OPERATING INCOME (LOSS) TO			
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES: Operating income (loss)	24 425	ď	(22.415)
	\$ 34,425	\$	(22,415)
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities -			
(Increase)/decrease in following assets - Accounts receivable			11 240
TO THE ACTION OF THE CONTROL OF THE	-		11,340
Increase/(decrease) in following liabilities -	17.500		(10 (22)
Accounts payable	17,590		(10,632)
Net cash provided (used) by operating activities	\$ 52,015	\$	(21,707)

The notes to financial statements are an integral part of this statement.

1. Summary of operations and significant accounting policies:

Operations:

The Vermont Educational and Health Buildings Financing Agency (the Agency) is a public instrumentality of the State of Vermont created in 1966 and becoming operational in 1969. The board of the Agency consists of four ex-officio members, seven members appointed by the Governor of the State of Vermont and two members selected by the appointed members. The Agency is considered a component unit of the State of Vermont and is included as part of the State of Vermont's financial reporting entity.

The purpose of the Agency is to facilitate financing for capital expenditures and refinancing of indebtedness for eligible Vermont health care, educational institutions and non-profit libraries through the issuance of primarily tax-exempt debt instruments.

Accounting policies:

The accounting policies of the Agency conform to generally accepted accounting principles. The following is a summary of the significant accounting policies and financial statement presentation.

- A. <u>Basis of presentation</u> The financial statement presentation follows the recommendations of the Governmental Accounting Standards Board (GASB) in its Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments*. The Agency is a special-purpose entity with only business-type activities. Under GASB Statement No. 34, such entities present only the financial statements required for enterprise funds.
- B. Measurement focus and basis of accounting The Agency uses the economic resources measurement focus and the accrual basis of accounting whereby revenues are recorded when earned and expenses are recorded when the obligation for payment is incurred. Operating revenue includes annual and initial fees from institutions. The accounts of the Agency are maintained in accordance with the principles of fund accounting.
- C. Reporting entity The Agency issues primarily tax-exempt instruments, which do not constitute a debt of the State of Vermont, its legislature or any political subdivision. These debt instruments are payable solely from payments made by the related borrowing institutions and related assets held by trustees. The Agency has no general liability with respect to these obligations and has no beneficial interest in the related assets held by trustees. The Agency has elected to exclude these obligations (Note 4), and related assets held by trustees, from the financial statements. Therefore, the financial statements present financial information solely for the Operating Fund.
- D. Cash equivalents The Agency considers money market funds to be cash equivalents.
- E. <u>Investments</u> The Agency's Board appointed Raymond James & Associates, Inc. as trustees to oversee the Agency's investments. Investments with readily determinable fair values are reported at their fair values on the statement of net position. Unrealized gains and losses are included in revenue.

1. Summary of operations and significant accounting policies (continued):

- F. <u>Use of estimates</u> The presentation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- G. <u>Income taxes</u> As a public instrumentality of the State of Vermont, the Agency is a tax-exempt entity. Therefore, there is no provision for income taxes.
- H. <u>Prior year totals</u> The basic financial statements include certain prior year summarized comparative information in total but not at a level of detail required for a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Agency's financial statements for the year ended December 31, 2011, from which the summarized information was derived.

2. Custodial credit risk - deposits:

Custodial credit risk is the risk that, in the event of a bank failure, the Agency's deposits may not be recovered. At December 31, 2012, cash and cash equivalents included \$56,734 of uninsured deposits in JP Morgan U.S. Government Money Market Fund. The money market fund was rated AAAm by Standard & Poor's Investors Services. At December 31, 2011, cash and cash equivalents included \$130,281 of uninsured deposits in JP Morgan Prime Money Market Fund. The money market fund was rated AAAm by Standard & Poor's Investors Services.

3. Related party transactions:

The Agency reimburses a related party for general and administrative services. The total amount paid during the year to the related party was approximately \$91,925 with an additional amount of \$9,448 accrued and payable at December 31, 2012. During 2011, approximately \$90,227 was paid to the related party with a payable balance of \$9,251 at December 31, 2011.

4. Revenue bonds payable:

As of December 31, 2012 and 2011, revenue bonds and construction notes payable of the Agency's underlying borrowers consisted of 25 and 27 series with aggregate principal amounts payable of \$999,599,382 and \$1,006,719,830, respectively. The Agency has no obligation for the borrowers' loan balances as discussed in note 1.C. above.

Due to the difficulty involved in obtaining updated terms for each bond and note outstanding, the Agency has elected to disclose the aggregate amounts outstanding at year-end consistent with Governmental Accounting Standards Board Interpretation No. 2.

5. Investments:

The Agency has adopted an Investment Policy and Investment Procedures to guide management and the Board in the investment of Agency funds. According to the investment policy and procedures, the Agency's overall goals are to protect the assets of the Agency through the use of safe and predictable investments and to achieve growth in excess of inflation in order to provide income to supplement administration of current programs and provide a source capitalization for new programs. The Agency's investment procedures as adopted for long-term investments includes the following:

- Minimum dollar-weighted average credit quality shall be AA;
- Duration will be maintained within a range of 80% to 120% of the appropriate benchmark;
- With the exception of U.S. Treasury, agency, and agency mortgage issues, maximum allocation per issuer is 5%;
- Below investment grade bonds are limited to 10% of the portfolio;
- Futures and options are permitted, but the net position is limited to 5% of assets; and
- Investments in the portfolio must be valued in U.S. dollars.

The Agency's Finance Committee developed an Investment Policy Statement in order to update the previously adopted procedures. The Investment Policy Statement provides target allocations of asset classes, a weighted average portfolio minimum rating of A1/A+, and a duration within the range of 75% to 125% of benchmark duration. The Investment Policy Statement is expected to be adopted by the Agency's Board in 2014. The Agency's asset allocation in its portfolio of mutual fund investments at December 31, 2012 is as follows:

	Investment Statement Range	Target <u>Allocation</u>	Allocation as of December 31, 2012
Large/Mid Company U.S. Stock	10% to 14%	12%	14%
Small Company U.S. Stock	3% to 7%	5%	3%
Foreign Stocks	4% to 8%	6%	6%
Specialty Stocks	5% to 9%	<u>7%</u>	<u>6%</u>
Total equities		<u>30%</u>	29%
Fixed Income Securities	45% to 65%	56%	62%
Preferred Stock	0% to 5%	4%	4%
Cash	0% to 15%	<u>10%</u>	<u>5%</u>
Total fixed income and cash		<u>70%</u>	<u>71%</u>
		<u>100%</u>	<u>100%</u>

5. Investments (continued):

Cash and investments with the custodian consist of \$56,734 of money market funds and \$1,210,209 of investments in mutual funds as of December 31, 2012. On December 31, 2011, investments and cash with the custodian included \$1,011,730 of mutual funds and \$130,281 of money market funds.

<u>Credit risk</u> - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Agency's money market investment at December 31, 2012 is rated AAAm by Standard and Poor's Ratings Services. The Agency's investments in mutual funds are not rated. The Agency's fixed income mutual funds of \$792,010 at December 31, 2012 had an average credit quality of A based on information obtained from the fund companies.

<u>Interest rate risk</u> - Changes in market interest rates will affect the fair value of an interest-earning investment over time. The duration for the Agency's investments in fixed income mutual funds of \$792,010 at December 31, 2012 range from 3.0 to 4.6 years and averaged 3.5 years based on information obtained from the fund companies.

6. Commitments and subsequent events:

Subsequent to year end, the Agency issued \$78,850,000 in 2013 Series A bonds for Fletcher Allen Health Care, Champlain College, and Rutland Regional Medical Center. The Agency anticipates issuing another \$26,500,000 for Norwich University.

7. New accounting standards:

The Agency has implemented GASB Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position. The impact on these financial statements was to change the term "Net Assets" to "Net Position." In the future, deferred outflows of resources and deferred inflows of resources, if applicable, would be reported in the statement of net position.

Mudgett
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Krogh-Wisner, P.C.
Certified Public Accountants #435

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

The Members of the Board Vermont Educational and Health Buildings Financing Agency

We have audited, in accordance with the 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 financial statements of the Vermont Educational and Health Buildings Financing Agency - Operating Fund, a component unit of the State of Vermont, as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise the Vermont Educational and Health Buildings Financing Agency - Operating Fund's basic financial statements, and have issued our report thereon dated October 28, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Vermont Educational and Health Buildings Financing Agency - Operating Fund '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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Vermont Educational and Health Buildings Financing Agency - Operating Fund's internal control. Accordingly, we do not express an opinion on the effectiveness of the Vermont Educational and Health Buildings Financing Agency - Operating Fund'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 combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity'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 Vermont Educational and Health Buildings Financing Agency - Operating Fund's 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.

Mudgett, Gennett É Krogh-Wisner, P.C.

Montpelier, Vermont October 28, 2013