AUDIT REPORT

Tennessee Local Development Authority

For the Year Ended
June 30, 2006

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY

Department of Audit

Division of State Audit

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STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
State Capitol
Nashville, Tennessee 37243-0260
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John G. Morgan
Comptroller

May 22, 2007

The Honorable Phil Bredesen, Governor
and
Members of the General Assembly
State Capitol
Nashville, Tennessee 37243
and
Members of the Tennessee Local Development Authority
State Capitol
Nashville, Tennessee 37243

Ladies and Gentlemen:

Transmitted herewith is the financial and compliance audit of the Tennessee Local Development Authority for the year ended June 30, 2006. You will note from the independent auditor's report that an unqualified opinion was given on the fairness of the presentation of the financial statements.

Consideration of internal control over financial reporting and tests of compliance resulted in no audit findings.

Sincerely,

John G. Morgan
Comptroller of the Treasury

JGM/wg
07/018

State of Tennessee

Audit Highlights

Comptroller of the Treasury Division of State Audit

Financial and Compliance Audit
Tennessee Local Development Authority
For the Year Ended June 30, 2006

AUDIT OBJECTIVES

The objectives of the audit were to consider the Authority's internal control over financial reporting; to determine compliance with certain provisions of laws, regulations, and contracts (including the bond resolutions); to determine the fairness of the presentation of the financial statements; and to recommend appropriate actions to correct any deficiencies.

AUDIT FINDINGS

The audit report contains no findings.

OPINION ON THE FINANCIAL STATEMENTS

The opinion on the financial statements is unqualified.

Audit Report
Tennessee Local Development Authority
For the Year Ended June 30, 2006

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Tennessee Local Development Authority
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INTRODUCTION

POST-AUDIT AUTHORITY

This is a report on the financial and compliance audit of the Tennessee Local Development Authority. The audit was conducted pursuant to Section 4-3-304, *Tennessee Code Annotated,* which authorizes the Department of Audit to "perform currently a post-audit of all accounts and other financial records of the state government, and of any department, institution, office, or agency thereof in accordance with generally accepted auditing standards and in accordance with such procedures as may be established by the comptroller."

Section 8-4-109, *Tennessee Code Annotated,* authorizes the Comptroller of the Treasury to audit any books and records of any governmental entity that handles public funds when the Comptroller considers an audit to be necessary or appropriate.

BACKGROUND

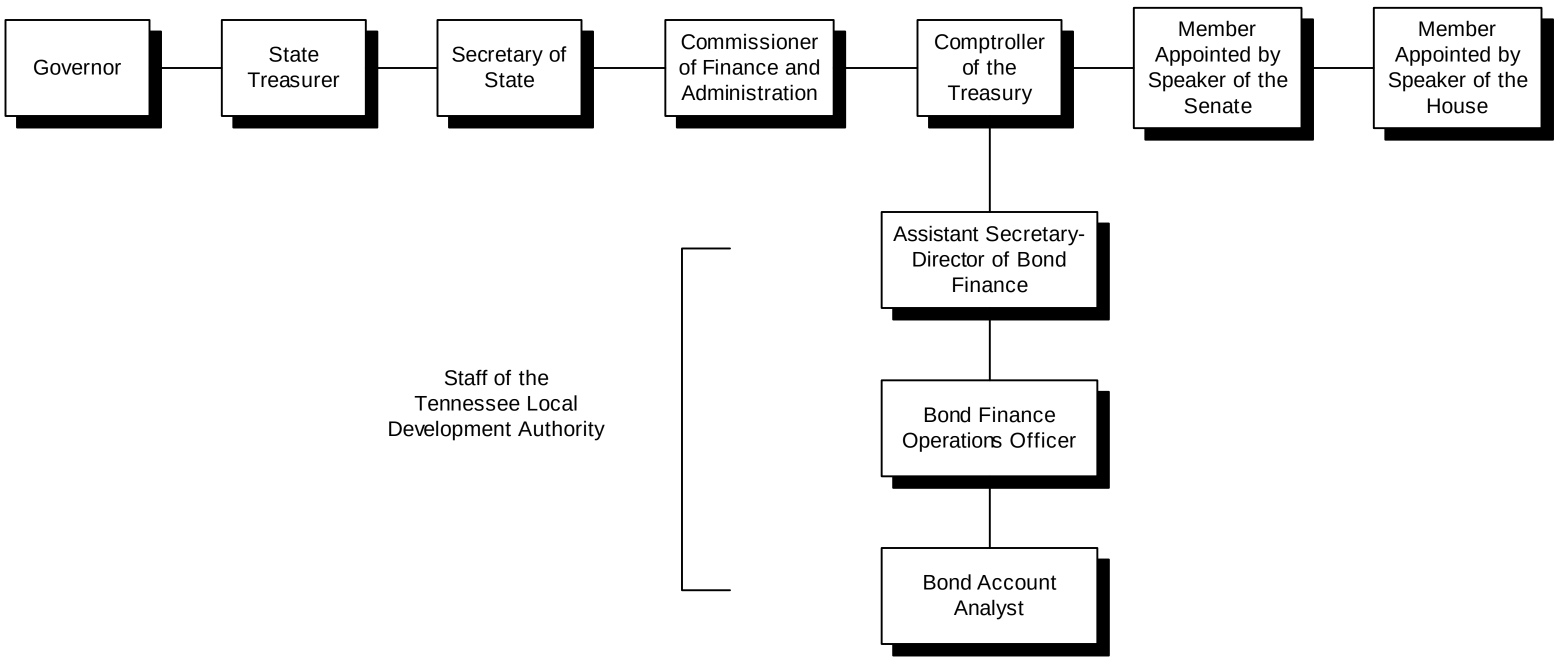
The Tennessee Local Development Authority was created April 2, 1978, by an act of the General Assembly, codified as Title 4, Chapter 31, *Tennessee Code Annotated.* The Authority is delegated the responsibility for issuing its debt obligations to provide funds to make loans to local governments for the State Loan Programs and for capital projects; certain small business concerns for pollution control facilities; farmers for certain capital improvements; counties for the acquisition of equipment for use by county or volunteer fire departments serving unincorporated areas of the counties; airport authorities and municipal airports; and mental health/retardation/alcohol and drug facilities (the Community Provider Pooled Loan Program). To date, the Authority has issued debt only to fund the State Loan Programs and the Community Provider Pooled Loan Program.

ORGANIZATION

The Tennessee Local Development Authority is composed of the Governor, the Secretary of State, the Comptroller of the Treasury, the State Treasurer, the Commissioner of Finance and Administration, and two other members—one appointed by the Speaker of the Senate from nominations by the Tennessee County Services Association and the other by the Speaker of the House from Nominations by the Tennessee Municipal League. The Governor serves as Chairman, and the Comptroller of the Treasury serves as Secretary.

An organization chart for the Tennessee Local Development Authority is on the following page.

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
ORGANIZATION CHART



AUDIT SCOPE

The audit was limited to the period July 1, 2005, through June 30, 2006, and was conducted 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. Financial statements are presented for the year ended June 30, 2006, and for comparative purposes, the year ended June 30, 2005. The Tennessee Local Development Authority has been included as a component unit in the *Tennessee Comprehensive Annual Financial Report*.

OBJECTIVES OF THE AUDIT

The objectives of the audit were

1. to consider the Authority's internal control over financial reporting to determine auditing procedures for the purpose of expressing an opinion on the financial statements;
2. to determine compliance with certain provisions of laws, regulations, and contracts (including the bond resolutions);
3. to determine the fairness of the presentation of the financial statements; and
4. to recommend appropriate actions to correct any deficiencies.

PRIOR AUDIT FINDINGS

There were no findings in the prior audit report.

OBSERVATIONS AND COMMENTS

MANAGEMENT'S RESPONSIBILITY FOR RISK ASSESSMENT

Auditors and management are required to assess the risk of fraud in the operations of the entity. The risk assessment is based on a critical review of operations considering what frauds could be perpetrated in the absence of adequate controls. The auditors' risk assessment is limited to the period during which the audit is conducted and is limited to the transactions that the auditors are able to test during that period. The risk assessment by management is the primary method by which the entity is protected from fraud, waste, and abuse. Since new programs may be established at any time by management or older programs may be discontinued, that assessment is ongoing as part of the daily operations of the entity.

Risks of fraud, waste, and abuse are mitigated by effective internal controls. It is management's responsibility to design, implement, and monitor effective controls in the entity. Although auditors may include testing of controls as part of their audit procedures, these procedures are not a substitute for the ongoing monitoring required of management. After all, the auditor testing is limited and is usually targeted to test the effectiveness of particular controls. Even if controls appear to be operating effectively during the time of the auditor testing, they may be rendered ineffective the next day by management override or by other circumventions that, if left up to the auditor to detect, will not be noted until the next audit engagement and then only if the auditor tests the same transactions and controls. Furthermore, since staff may be seeking to avoid auditor criticisms, they may comply with the controls during the period that the auditors are on site and revert to ignoring or disregarding the control after the auditors have left the field.

The risk assessments and the actions of management in designing, implementing, and monitoring the controls should be adequately documented to provide an audit trail both for auditors and for management, in the event that there is a change in management or staff and to maintain a record of areas that are particularly problematic. The assessment and the controls should be reviewed and approved by the head of the entity.

FRAUD CONSIDERATIONS

Statement on Auditing Standards No. 99, *Consideration of Fraud in a Financial Statement Audit,* promulgated by the American Institute of Certified Public Accountants requires auditors to specifically assess the risk of material misstatement of an audited entity's financial statements due to fraud. The standard also restates the obvious premise that management, not the auditors, is primarily responsible for preventing and detecting fraud in its own entity. Management's responsibility is fulfilled in part when it takes appropriate steps to assess the risk of fraud within the entity and to implement adequate internal controls to address the results of those risk assessments.

During our audit, we discussed these responsibilities with management and how management might approach meeting them. We also increased the breadth and depth of our inquiries of management and others in the entity as we deemed appropriate. We obtained formal assurances from top management that management had reviewed the entity's policies and procedures to ensure that they are properly designed to prevent and detect fraud and that management had made changes to the policies and procedures where appropriate. Top management further assured us that all staff had been advised to promptly alert management of all allegations of fraud, suspected fraud, or detected fraud and to be totally candid in all communications with the auditors. All levels of management assured us there were no known instances or allegations of fraud that were not disclosed to us.

AUDIT COMMITTEE

On May 19, 2005, the Tennessee General Assembly enacted legislation known as the "State of Tennessee Audit Committee Act of 2005." This legislation requires the creation of audit committees for those entities that have governing boards, councils, commissions, or equivalent bodies that can hire and terminate employees and/or are responsible for the preparation of financial statements. Entities, pursuant to the act, are required to appoint the audit committee and develop an audit committee charter in accordance with the legislation. The ongoing responsibilities of an audit committee include, but are not limited to:

1. overseeing the financial reporting and related disclosures, especially when financial statements are issued;
2. evaluating management's assessment of risk and the agency's system of internal controls;
3. formally reiterating, on a regular basis, to the board, agency management, and staff their responsibility for preventing, detecting, and reporting fraud, waste, and abuse;
4. serving as a facilitator of any audits or investigations of the agency, including advising auditors and investigators of any information it may receive pertinent to audit or investigative matters;
5. informing the Comptroller of the Treasury of the results of assessment and controls to reduce the risk of fraud; and
6. promptly notifying the Comptroller of the Treasury of any indications of fraud.

In the previous audit report, we reported that the board chair of the Tennessee Local Development Authority appointed a four-member audit committee in August 2004. The audit committee charter was approved by the Comptroller of the Treasury on March 23, 2007. However, at the end of audit fieldwork on December 19, 2006, the audit committee had not completed all the duties as required by the audit committee charter. The audit committee had received management's risk assessment but had not completed its review of the risk assessment, the Authority's corresponding system of internal controls related to those risks, and the Authority's process for monitoring compliance with laws and regulations. In addition, the audit committee had not established procedures for employees to notify the audit committee directly about accounting, internal controls, and auditing matters. These procedures should include the methods for the receipt, retention, and treatment of complaints.

RESULTS OF THE AUDIT

AUDIT CONCLUSIONS

Internal Control

As part of the audit of the Tennessee Local Development Authority's financial statements for the year ended June 30, 2006, we considered internal control over financial reporting to determine auditing procedures for the purpose of expressing an opinion on the financial statements, as required by 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. Consideration of internal control over financial reporting disclosed no material weaknesses.

Compliance and Other Matters

The results of our audit tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Fairness of Financial Statement Presentation

The Division of State Audit has rendered an unqualified opinion on the Tennessee Local Development Authority's financial statements.

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
DEPARTMENT OF AUDIT
DIVISION OF STATE AUDIT
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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*

December 19, 2006

The Honorable John G. Morgan
Comptroller of the Treasury
State Capitol
Nashville, Tennessee 37243

Dear Mr. Morgan:

We have audited the financial statements of the Tennessee Local Development Authority, a component unit of the State of Tennessee, as of and for the year ended June 30, 2006, and have issued our report thereon dated December 19, 2006. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Authority's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide an opinion on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of the Authority's compliance with certain provisions of laws, regulations, and contracts (including the bond resolutions), 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*.

This report is intended solely for the information and use of the General Assembly of the State of Tennessee, the board of directors, and management and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record.

Sincerely,

Arthur A. Hayes, Jr.

Arthur A. Hayes, Jr., CPA
Director

AAH/wg

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
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Independent Auditor's Report

December 19, 2006

The Honorable John G. Morgan
Comptroller of the Treasury
State Capitol
Nashville, Tennessee 37243

Dear Mr. Morgan:

We have audited the accompanying statements of net assets of the Tennessee Local Development Authority, a component unit of the State of Tennessee, as of June 30, 2006, and June 30, 2005, and the related statements of revenues, expenses, and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements, based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. Tennessee statutes, in addition to audit responsibilities, entrust certain other responsibilities to the Comptroller of the Treasury. Those responsibilities include serving as a member of the board of directors of the Tennessee Local Development Authority; approving accounting policies of the state as prepared by the state's Department of Finance and Administration; approving certain Authority contracts; maintaining the accounting records for the Tennessee Local Development Authority; and providing support staff to the Authority.

The Honorable John G. Morgan
December 19, 2006
Page Two

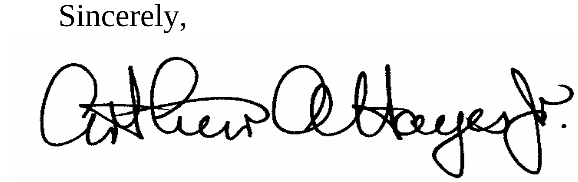
In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Tennessee Local Development Authority as of June 30, 2006, and June 30, 2005, and the changes in its financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages 11 through 15 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements. The accompanying financial information on pages 27 through 29 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 19, 2006, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, and contracts (including the bond resolutions) 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* and should be read in conjunction with this report in considering the results of our audit.

Sincerely,



Arthur A. Hayes, Jr., CPA
Director

AAH/wg

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the Tennessee Local Development Authority, we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal years ended June 30, 2006, and June 30, 2005.

Program Activity Highlights

The Authority's purpose is to provide loans to Local Government Units under the State Loan Programs, and to qualified borrowers under the Community Provider Loan program. The table below summarizes this business activity.

Pursuant to Title 4, Chapter 31, *Tennessee Code Annotated*, the General Assembly of the state created the Tennessee Local Development Authority to issue bonds and notes to fund capital projects for a variety of purposes. Currently, the active programs of the Authority include:

1) the State Loan Programs providing assistance to Local Government Units in the construction of waterworks, sewage treatment, and energy and/or solid waste recovery facilities; and

2) the Community Provider Program providing facility construction assistance to licensed, nonprofit, 501(c)(3) corporations under grant contracts with the state to deliver mental health, mental retardation, or alcohol and drug services.

	Local Government Units			Community Providers		
	2006	2005	2004	2006	2005	2004
Number of borrowers with outstanding loans	38	41	44	9	11	14
Total number of outstanding loans	65	70	75	13	14	18
Total amount of outstanding loans (in thousands)	$68,954	$66,431	$69,995	$4,305	$4,671	$7,149
Number of loans approved in fiscal year	3	0	3	0	0	0
Amount of loans approved in fiscal year (in thousands)	$69,817	$0	$4,146	$0	$0	$0

The financial statements and the analysis provided in the remainder of this report reflect the financial results of this activity. For more specific financial information on long-term debt activity, see Note 5, Debt Payable, in the Notes to the Financial Statements.

Debt Administration

A financial analysis of each loan in the State Loan Programs is undertaken before it is approved by the Authority. Each Local Government Unit must demonstrate that it has enacted rates and fees sufficient to repay the debt, including operations, maintenance, and depreciation. The Authority is authorized to intercept the local community's state-shared taxes, should the government unit fail to repay timely its loan. Similarly, Community Providers must also charge fees sufficient to repay the debt and operations, maintenance, and depreciation. The Authority is also authorized by statute to intercept the state appropriation to the Community Provider should the borrower fail to make timely debt service payments to the Authority.

Under the financing program for the State Loan Programs, during the construction phase of a project, the project generally is funded through the issuance of Bond Anticipation Notes. When sufficient projects are completed to assure an appropriate economy of scale, the Authority fixes the interest rate for the term of the projects by issuing long-term debt. Interest rates on the State Loan Programs facilities long-term fixed-rate loans range from a low of 2.4% to a high of 5.125%. By pooling the financing of their capital needs, management believes that economic efficiencies of a single large borrowing administered by one agency are achieved. The creditworthiness of both large and small Local Government Units is homogenized into one credit resulting in a lower cost of borrowing to all participants.

The Authority's State Loan Programs is rated Aa3, AAA, and AA- by Moody's Investors Service, Inc., Standard & Poor's Rating Group, and Fitch Ratings respectively. These ratings all represent upgrades to the prior ratings. Fitch Ratings comments that the rating reflects the conservative standards of the program and successful market access for over 20 years. Standard & Poor's Rating Group cites the ample debt service reserve fund and the underlying credit quality of the local governments receiving loans as strengths of the credit. Moody's Investors Service comments that the responsibility of the localities to repay loans, the sound legal provisions, and state oversight were factors in the rating process. All rating agencies commented that there had been no recourse to the state intercept of state-shared taxes nor to the statutory reserve fund as additional strengths of the credit.

The Community Provider program was originally authorized in 1990 by the General Assembly to provide construction financing for eligible borrowers at interest rates lower than would otherwise be obtainable from private industry. The program was initially funded through the issuance of the 1992 and the 1994 Community Provider bonds. In 1999, the State Funding Board loaned $16,000,000 to the Authority to defease the 1992 and 1994 bonds. The interest rate on the loan varies according to market conditions for the State of Tennessee's general obligation commercial paper. This taxable rate ranged from 3.38% to 5.13% during 2006, and from 1.20% to 3.24% during 2005.

Overview of the Financial Statements

The Authority is a discretely presented component unit of the State of Tennessee and uses proprietary fund accounting. The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America using the accrual basis of accounting and the flow of economic resources measurement focus. This basis recognizes revenues when earned and expenses at the time liabilities are incurred. Using the economic resources measurement focus, a reader is presented information that allows him to determine the transactions and events that have increased or decreased the total economic resources for the period.

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority's basic financial statements comprise two components: 1) the basic financial statements and 2) notes to the financial statements. The basic financial statements consist of the Statement of Net Assets; the Statement of Revenues, Expenses and Changes in Net Assets; and the Statement of Cash Flows. The Statement of Net Assets depicts the Authority's financial position at June 30, 2006. The Statement of Revenues, Expenses and Changes in Net Assets reports the results of inflows and outflows and the change in net assets for the year. The Statement of Cash Flows summarizes the sources and uses of cash throughout the fiscal year. These statements are supplemented by notes to the financial statements that provide information that is essential to the reader's understanding of the financial statements. This report also contains supplementary information containing financial statement information at the program level in addition to the basic financial statements and notes.

Financial Analysis of the Authority

Standard indicators of financial success are not applicable to the Authority. The financial goal of the Authority is to provide timely access to the capital markets at the lowest possible cost and to make creditworthy loans. The Authority successfully achieved this goal. There were no incidents requiring the Authority to draw from the debt service reserve fund or refuse a loan from an applicant due to the inability to obtain capital funding.

Statements of Net Assets Summary
(in thousands)

	2006	2005	2004
Current assets	$ 37,640	$ 20,379	$ 22,193
Restricted assets	5,944	4,301	4,537
Other assets	69,317	66,566	72,178
Total assets	112,901	91,246	98,908
Current liabilities	40,750	50,062	52,106
Noncurrent liabilities	61,178	30,161	35,654
Total liabilities	101,928	80,223	87,760
Net assets:			
Restricted net assets	351	351	351
Unrestricted net assets	10,622	10,672	10,797
Total net assets	$ 10,973	$ 11,023	$ 11,148

Note: The Authority owns no capital assets.

During the year ended June 30, 2006, the Authority issued $20,070,000 in State Loan Program Revenue Refunding Bonds to refund $22,005,000 of outstanding debt. As a part of the refunding, the Authority allowed eligible borrowers to repay all or a portion of their outstanding loan balances. Five borrowers participated in this option and redeemed $1,175,000. Long-term principal, including the refunding and redemption, was repaid in the amount of $25,985,000. The Authority also issued $37,415,000 in State Loan Program Revenue Bonds to redeem revenue bond anticipation notes outstanding. In addition, the Authority issued $35,000,000 in State Loan Programs Bond Anticipation Notes and redeemed $45,500,000 of 2005 Bond Anticipation Notes, thus reducing short-term debt by $10,500,000. The Community Provider program repaid $600,000 of its debt to the State Funding Board with payments made by borrowers.

During the year ended June 30, 2005, long-term principal was repaid in the amount of $2,920,000. The Authority issued $45,500,000 in State Loan Programs Bond Anticipation Notes. It also redeemed $47,500,000 of 2004 Bond Anticipation Notes. The Community Provider program repaid $2,800,000 of its debt to the State Funding Board with payments made by borrowers.

Current assets include unexpended note proceeds available to fund loans to State Loan Programs' eligible borrowers of $22,652,564 at June 30, 2006, and $5,904,027 at June 30, 2005. Restricted assets represent the debt service reserve fund. The largest component of both current and noncurrent assets is the loans receivable balance which represents the principal due from borrowers to the Authority. The Authority's unrestricted net assets are available to fund operations and other expenses necessary to meet the goals of the Authority.

Statements of Revenues, Expenses, and Changes in Net Assets Summary
(in thousands)

	2006	2005	2004
Operating Revenues			
Revenue from loans	$ 3,251	$ 2,700	$ 2,911
Investment earnings	1,437	567	359
Total operating revenue	4,688	3,267	3,270
Operating Expenses			
Interest expense	3,468	2,542	2,860
Subsidy to borrowers	909	657	415
Other expenses	386	218	451
Total operating expenses	4,763	3,417	3,726
Operating Loss	(75)	(150)	(456)
Nonoperating Revenue	25	25	25
Decrease in Net Assets	$ (50)	$ (125)	$ (431)

The Authority's operating expenses are supported by revenue received from the borrowers as a one-time cost of issuance expense not to exceed 2% at the time of permanent financing, interest on loans, and income on investments. Operating expenses include interest expense on outstanding debt, administrative expenses, and the amortization of bond costs of issuance. The Authority returns a portion of the investment earnings as a subsidy to its borrowers in the State Loan Programs.

For the fiscal year ended June 30, 2006, the changes in the operating loss and in net assets were most affected by the increase in the prevailing market interest rates. Both interest income and interest expense are affected by market conditions. For the fiscal year ended June 30, 2005, the changes in the operating loss and in net assets were most affected by market conditions and the inherent timing differences between revenue from loans and interest expense caused by prior refundings.

Contacting the Authority's Financial Management Team

This discussion and analysis is designed to provide our citizens, Local Government Units, Community Providers, investors, and creditors with a general overview of the Authority's finances and to demonstrate its accountability for the monies it receives. If you have questions about this report or need additional financial information, contact the Director of Bond Finance, State of Tennessee, Suite 1600, James K. Polk Building, Nashville, Tennessee 37243-0273 or visit our website at www.comptroller.state.tn.us/cpdivbf.htm.

Exhibit A

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
STATEMENTS OF NET ASSETS
JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	June 30, 2006	June 30, 2005
ASSETS		
Current assets:		
Cash (Note 2)	$ 33,113	$ 14,045
Receivables:		
Loans receivable	4,476	4,849
Interest receivable on loans	7	3
Investments (Note 2)	-	1,262
Interest receivable on investments	44	220
Total current assets	37,640	20,379
Noncurrent assets:		
Restricted assets (Notes 2 and 3)		
Cash	4,785	-
Investments	1,159	4,301
Loans receivable	68,783	66,253
Deferred charges	534	313
Total noncurrent assets	75,261	70,867
Total assets	112,901	91,246
LIABILITIES		
Current liabilities:		
Accrued interest payable	1,178	685
Payable to borrowers (Note 4)	896	602
Notes payable (Note 5)	35,401	45,970
Revenue bonds payable (Note 5)	3,275	2,805
Total current liabilities	40,750	50,062
Noncurrent liabilities:		
Loan from the State of Tennessee (Note 5)	2,400	3,000
Revenue bonds payable, net (Note 5)	58,778	27,161
Total noncurrent liabilities	61,178	30,161
Total liabilities	101,928	80,223
NET ASSETS		
Restricted	351	351
Unrestricted	10,622	10,672
Total net assets	$ 10,973	$ 11,023

The Notes to the Financial Statements are an integral part of this statement.

Exhibit B

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	Year Ended June 30, 2006	Year Ended June 30, 2005
OPERATING REVENUES		
Revenue from loans	$ 3,251	$ 2,700
Interest income	1,478	935
Net decrease in fair value of investments	(41)	(368)
Total operating revenues	4,688	3,267
OPERATING EXPENSES		
Interest expense	3,468	2,542
Subsidy to borrowers	909	657
Bond issuance cost	31	26
Loss on extinguishment of debt	84	-
Administrative expense	271	192
Total operating expenses	4,763	3,417
Operating loss	(75)	(150)
NONOPERATING REVENUE		
Payment from the State of Tennessee	25	25
Total nonoperating revenue	25	25
Change in net assets	(50)	(125)
Net assets, July 1	11,023	11,148
Net assets, June 30	$ 10,973	$ 11,023

The Notes to the Financial Statements are an integral part of this statement.

Exhibit C

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	Year Ended June 30, 2006	Year Ended June 30, 2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to service providers	$ (271)	$ (192)
Net cash used by operating activities	(271)	(192)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Proceeds from the sale of bonds	58,097	-
Proceeds from the issuance of notes	35,454	46,019
Principal payments	(72,085)	(53,220)
Interest paid	(3,393)	(3,083)
Call premium paid	(232)	-
Bond issuance cost paid	(234)	-
Subsidy to borrowers	(601)	(394)
Payment from the State of Tennessee	25	25
Net cash provided (used) by noncapital financing activities	17,031	(10,653)
CASH FLOWS FROM INVESTING ACTIVITIES		
Loans issued	(11,679)	(4,863)
Collections of loan principal	9,566	10,804
Interest received on loans	3,191	2,745
Purchases of investments	(57,904)	-
Proceeds from sales and maturity of investments	62,266	-
Interest received on investments	1,653	935
Net cash provided by investing activities	7,093	9,621
Net increase (decrease) in cash	23,853	(1,224)
Cash, July 1	14,045	15,269
Cash, June 30	$ 37,898	$ 14,045
Reconciliation of operating loss to net cash used by operating activities:		
Operating loss	$ (75)	$ (150)
Adjustments to reconcile operating loss to net cash used by operating activities:		
Revenue from loans	(3,251)	(2,700)
Interest income	(1,437)	(567)
Interest expense	3,468	2,542
Subsidy to borrowers	909	657
Bond issuance cost	31	26
Loss on extinguishment of debt	84	-
Total adjustments	(196)	(42)
Net cash used by operating activities	$ (271)	$ (192)
Noncash investing activities:		
Decrease in fair value of investments	$ (41)	$ (368)

The Notes to the Financial Statements are an integral part of this statement.

Tennessee Local Development Authority
Notes to the Financial Statements
June 30, 2006, and June 30, 2005

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The Tennessee Local Development Authority was created to provide financial assistance to local governments through the issuance of revenue bonds or notes. The Authority has also issued bonds to assist nonprofit corporations in the construction of mental health, mental retardation, or alcohol and drug facilities. In accordance with the Governmental Accounting Standards Board's Statement No. 14, *The Financial Reporting Entity*, the Authority is reported as a discretely presented component unit in the *Tennessee Comprehensive Annual Financial Report*. Although the Authority is a separate legal entity, its board consists primarily of state officials, and therefore, the state has the ability to affect the day-to-day operations of the Authority.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB). The Tennessee Local Development Authority follows all applicable GASB pronouncements as well as applicable private sector pronouncements issued on or before November 30, 1989. The Authority has chosen not to follow subsequent private-sector guidance.

Measurement Focus and Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting and the flow of economic resources measurement focus. Under this basis, revenues are recorded when earned, and expenses are recorded at the time liabilities are incurred.

The Tennessee Local Development Authority distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with principal ongoing operations. The Authority's principal operation is to provide loans to local governments through the issuance of revenue bonds or notes. Therefore, the principal operating revenues of the Authority are from interest on loans made to borrowers. The Authority also recognizes income on investments as operating revenue. The Authority's operating expenses include interest paid on borrowings, subsidies to borrowers, bond issuance costs, arbitrage, and administrative expenses.

All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Cash

This classification includes cash on hand and deposits in the pooled investment fund administered by the State Treasurer.

Investments

Investments are stated at fair value using quoted market prices.

Bond Discounts and Issuance Costs

Bond discounts and issuance costs are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable unamortized bond discount. Unamortized issuance costs are reported as deferred charges.

NOTE 2. DEPOSITS AND INVESTMENTS

Under the general bond resolution of the Tennessee Local Development Authority, the funds of the Authority are to be held and invested by the State Treasurer.

Deposits

The Authority does not utilize its own bank accounts but has deposits in the State Treasurer's pooled investment fund for its operating cash purposes. The Authority had $37,897,716 in the pooled investment fund at June 30, 2006, and $14,044,920 at June 30, 2005. The pooled investment fund administered by the State Treasurer is authorized by statute to invest funds in accordance with policy guidelines approved by the State Funding Board. The State Treasurer’s pooled investment fund is not rated by a nationally recognized statistical rating organization. The pooled investment fund’s investment policy and required risk disclosures are presented in the *Tennessee Comprehensive Annual Financial Report*. That report may be obtained by writing to the Tennessee Department of Finance and Administration, Division of Accounts, 14th Floor William R. Snodgrass Tennessee Tower, 312 Eighth Avenue North, Nashville, Tennessee 37243-0298, or by calling (615) 741-2140.

Investments

As of June 30, 2006, the Authority had the following investments:

Investment	Maturity		Fair Value
U. S. Treasury Note	February 10, 2010	$	21,941
U. S. Treasury Securities:			
State and Local Government Series			1,137,100
Total Investments		$	1,159,041

As of June 30, 2005, the Authority had the following investments:

Investment	Maturity		Fair Value
U. S. Treasury Note	February 10, 2010	$	23,436
U. S. Treasury Bond	August 15, 2005		4,339,474
U. S. Treasury Securities:			
State and Local Government Series			1,199,400
Total Investments		$	5,562,310

Interest Rate Risk. Interest rate risk is the risk that future changes in prevailing market rates of interest will have an adverse effect on the fair value of debt investments. The Authority does not have a formal investment policy that limits investment maturities as a means of managing its exposure to interest rate risk. The general bond resolution does state that funds shall be invested by the Authority in investment securities maturing no later than the final maturity of all outstanding bonds.

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The general bond resolution limits the Authority to investments in the State Pooled Investment Fund, certificates of deposit of banks located in Tennessee and collateralized according to state law, United States Treasury and Agency obligations, and in obligations of the United States Treasury or Agencies under a repurchase agreement for a shorter time than the maturity date of the security itself. At June 30, 2006, and June 30, 2005, the Authority's investments were in United States Treasury obligations which are not considered to have credit risk.

Custodial Credit Risk. Investment securities are exposed to custodial credit risk if they are uninsured, are not registered in the name of the Authority and are held by either the counterparty or the counterparty's trust department or agent but not in the Authority's name. At June 30, 2006, and June 30, 2005, the Authority's investments were registered in the name of the Authority.

Concentration of Credit Risk. A concentration of investments in any one single issuer of debt securities presents a greater risk for loss in the event that the issuer fails on its obligations. At June 30, 2006, and June 30, 2005, the Authority's investments were in U. S. Treasury securities.

NOTE 3. RESTRICTED ASSETS

The general bond resolution of the Authority requires that the principal of each bond issue include an amount equal to one year's debt service requirement and that such amount be placed in special trust accounts with the trustee. The required debt service reserve is $5,943,448 at June 30, 2006, and $4,274,757 at June 30, 2005.

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The general bond resolution also requires that the debt service requirement in any year of the refunding bonds must not exceed the debt service requirement in any year of the refunded bonds. Two of the largest borrowers in the 2003 refunding issue chose to shorten the term of their loans by one year, causing the new debt service requirement in the year 2011 to exceed the prior debt service requirement by $26,148.75. This amount has been yield restricted and placed in a special trust account with the trustee to be held until March 1, 2011. The deposit in effect, reduced the new debt service requirement not to exceed the prior debt service requirement.

NOTE 4. PAYABLE TO BORROWERS

This account represents interest earnings on restricted assets and loan principal overpayments that will be refunded to borrowers.

NOTE 5. DEBT PAYABLE

Notes. Revenue bond anticipation notes in the amount of $35,000,000 were issued in May 2006 to retire at maturity the $45,500,000 notes issued in 2005 and provide additional loan funds to local government units for water and sewer construction projects.

Notes payable at June 30, 2006, and June 30, 2005, are as follows (expressed in thousands):

	June 30, 2006	June 30, 2005
2006 Series A at an interest rate of 5.00% maturing May 17, 2007	$ 35,000	$ –
2005 Series A at an interest rate of 4.00% maturing May 25, 2006	–	45,500
Total par amount of notes payable	35,000	45,500
Plus unamortized premium	401	470
Net notes payable	$ 35,401	$ 45,970

Short-term debt activity for the year ended June 30, 2006, net of unamortized premium (expressed in thousands):

Beginning Balance	Additions	Reductions	Ending Balance
$45,970	$35,401	$45,970	$35,401

Short-term debt activity for the year ended June 30, 2005, net of unamortized premium (expressed in thousands):

Beginning Balance	Additions	Reductions	Ending Balance
$48,134	$45,970	$48,134	$45,970

Revenue bonds. Bonds payable at June 30, 2006, and June 30, 2005, are as follows (expressed in thousands):

	June 30, 2006	June 30, 2005
1997 Refunding Series A at interest rates from 4.75% to 5.125% maturing to 2015 (original par–$37,385)	$ 50	$ 25,225
2003 Refunding Series A at interest rates from 2.4% to 4.00% maturing to 2015 (original par–$8,295)	5,510	6,320
2006 Refunding Series A at interest rates from 3.5% to 5.00% maturing to 2021 (original par–$20,070)	20,070	–
2006 Series B at interest rates from 3.3% to 4.375% maturing to 2034 (original par–$37,415)	37,415	–
Total par amount of bonds payable	63,045	31,545
Plus unamortized premium	992	47
Less unamortized discount	(201)	(51)
Bonds payable net of unamortized premium/discount	63,836	31,541
Less deferred amount on refunding	(1,783)	(1,575)
Net bonds payable	$ 62,053	$ 29,966

Debt service requirements to maturity of the revenue bonds payable at June 30, 2006, are as follows (expressed in thousands):

For the Year(s) Ending June 30	Principal	Interest	Total
2007	$ 3,337	$ 2,580	$ 5,917
2008	3,537	2,379	5,916
2009	3,662	2,253	5,915
2010	3,787	2,125	5,912
2011	3,598	1,990	5,588
2012-2016	16,615	7,989	24,604
2017-2021	10,621	4,845	15,466

2022-2026	8,964	3,310	12,274
2027-2031	9,664	1,354	11,018
2032-2034	51	26	77
Total	$ 63,836	$ 28,851	$ 92,687

The above principal for bonds does not reflect a $1,782,692 deduction from bonds payable for the deferred amount on refunding.

On February 28, 2006, the Authority issued $37,415,000 in revenue bonds, 2006 Series B at a discount of $203,842. The proceeds of the bonds and other funds were used to redeem revenue bond anticipation notes outstanding.

Loan from the State of Tennessee. On June 2, 1999, the State Funding Board loaned $16,000,000 to the Authority for the Community Provider Program. The loan is to be repaid from amounts received from the borrowers. The interest rate on the loan varies according to market conditions for the State of Tennessee's general obligation commercial paper. The rate ranged from 3.38% to 5.13% during 2006, and from 1.20% to 3.24% during 2005. The Authority has repaid $13,600,000 as of June 30, 2006, and $13,000,000 as of June 30, 2005.

Changes in long-term debt payable for the year ended June 30, 2006, are as follows (expressed in thousands):

	Beginning Balance	Additions	Reductions	Ending Balance	Amounts Due Within One Year
Revenue bonds payable	$ 31,545	$ 57,485	$ 25,985	$ 63,045	$ 3,275
Unamortized amounts:					
Premium	47	977	32	992	–
Discount	(51)	(204)	(54)	(201)	–
Deferred amount on refundings	(1,575)	(1,524)	(1,316)	(1,783)	–
Total bonds payable	$ 29,966	$ 56,734	$ 24,647	$ 62,053	$ 3,275
Loans	$ 3,000	$ –	$ 600	$ 2,400	$ –

Changes in long-term debt payable for the year ended June 30, 2005, are as follows (expressed in thousands):

	Beginning Balance	Additions	Reductions	Ending Balance	Amounts Due Within One Year
Revenue bonds payable	$ 34,465	$ –	$ 2,920	$ 31,545	$ 2,805
Unamortized amounts:					
Premium	51	–	4	47	–
Discount	(54)	–	(3)	(51)	–
Deferred amount on refundings	(1,688)	–	(113)	(1,575)	–
Total bonds payable	$ 32,774	$ –	$ 2,808	$ 29,966	$ 2,805
Loans	$ 5,800	$ –	$ 2,800	$ 3,000	$ –

Redemption of bonds. During the year ended June 30, 2006, bonds of $1,175,000 were retired with a premium of $11,750. This resulted in a loss on extinguishment of debt in the amount of $84,342.

Current Refunding. On January 26, 2006, the Tennessee Local Development Authority issued $20,070,000 in State Loan Programs Revenue Bonds, 2006 Series A, to refund $22,005,000 of the outstanding 1997 bonds. Net proceeds of $21,047,633, which includes a net premium of $977,633, combined with other funds available to the authority, were used to purchase an escrow to redeem the 1997 Bonds on March 1, 2006. The net carrying amount of the refunded bonds was $20,701,011.

The refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of $1,524,039. This difference, reported in the accompanying financial statements as a deduction from bonds payable, is being charged to operations through the year 2021 using the straight-line method. The authority completed the refunding to reduce its total debt service payments over the next 15 years by $2,684,220 and to obtain an economic gain (difference between the present values of the old and new debt service payments) of $1,472,705.

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
SUPPLEMENTARY SCHEDULES OF NET ASSETS - PROGRAM LEVEL
JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	June 30, 2006			June 30, 2005		
	State Loan Programs	Community Providers	Total	State Loan Programs	Community Providers	Total
ASSETS						
Current assets:						
Cash	$ 32,749	$ 364	$ 33,113	$ 13,704	$ 341	$ 14,045
Receivables:						
Loans receivable	3,275	1,201	4,476	4,481	368	4,849
Interest receivable on loans	7	-	7	-	3	3
Investments	-	-	-	1,262	-	1,262
Interest receivable on investments	44	-	44	220	-	220
Total current assets	36,075	1,565	37,640	19,667	712	20,379
Noncurrent assets:						
Restricted assets						
Cash	4,785	-	4,785	-	-	-
Investments	1,159	-	1,159	4,301	-	4,301
Loans receivable	65,679	3,104	68,783	61,950	4,303	66,253
Deferred charges	534	-	534	313	-	313
Total noncurrent assets	72,157	3,104	75,261	66,564	4,303	70,867
Total assets	108,232	4,669	112,901	86,231	5,015	91,246
LIABILITIES						
Current liabilities:						
Accrued interest payable	1,148	30	1,178	662	23	685
Payable to borrowers	888	8	896	598	4	602
Notes payable	35,401	-	35,401	45,970	-	45,970
Revenue bonds payable	3,275	-	3,275	2,805	-	2,805
Total current liabilities	40,712	38	40,750	50,035	27	50,062
Noncurrent liabilities:						
Loan from the State of Tennessee	-	2,400	2,400	-	3,000	3,000
Revenue bonds payable, net	58,778	-	58,778	27,161	-	27,161
Total noncurrent liabilities	58,778	2,400	61,178	27,161	3,000	30,161
Total liabilities	99,490	2,438	101,928	77,196	3,027	80,223
NET ASSETS						
Restricted	351	-	351	351	-	351
Unrestricted	8,391	2,231	10,622	8,684	1,988	10,672
Total net assets	$ 8,742	$ 2,231	$ 10,973	$ 9,035	$ 1,988	$ 11,023

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
SUPPLEMENTARY SCHEDULES OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS - PROGRAM LEVEL
FOR THE YEARS ENDED JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	Year Ended June 30, 2006			Year Ended June 30, 2005		
	State Loan Programs	Community Providers	Total	State Loan Programs	Community Providers	Total
OPERATING REVENUES						
Revenue from loans	$ 2,901	$ 350	$ 3,251	$ 2,391	$ 309	$ 2,700
Interest income	1,463	15	1,478	921	14	935
Net decrease in fair value of investments	(41)	-	(41)	(368)	-	(368)
Total operating revenues	4,323	365	4,688	2,944	323	3,267
OPERATING EXPENSES						
Interest expense	3,353	115	3,468	2,461	81	2,542
Subsidy to borrowers	902	7	909	653	4	657
Bond issuance cost	31	-	31	26	-	26
Loss on extinguishment of debt	84	-	84	-	-	-
Administrative expense	271	-	271	191	1	192
Total operating expenses	4,641	122	4,763	3,331	86	3,417
Operating income (loss)	(318)	243	(75)	(387)	237	(150)
NONOPERATING REVENUE						
Payment from the State of Tennessee	25	-	25	25	-	25
Total nonoperating revenue	25	-	25	25	-	25
Change in net assets	(293)	243	(50)	(362)	237	(125)
Net assets, July 1	9,035	1,988	11,023	9,397	1,751	11,148
Net assets, June 30	$ 8,742	$ 2,231	$ 10,973	$ 9,035	$ 1,988	$ 11,023

TENNESSEE LOCAL DEVELOPMENT AUTHORITY
SUPPLEMENTARY SCHEDULES OF CASH FLOWS - PROGRAM LEVEL
FOR THE YEARS ENDED JUNE 30, 2006, AND JUNE 30, 2005

(Expressed in Thousands)

	Year Ended June 30, 2006			Year Ended June 30, 2005		
	State Loan Programs	Community Providers	Total	State Loan Programs	Community Providers	Total
CASH FLOWS FROM OPERATING ACTIVITIES						
Payments to service providers	$ (271)	$ -	$ (271)	$ (191)	$ (1)	$ (192)
Net cash used by operating activities	(271)	-	(271)	(191)	(1)	(192)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES						
Proceeds from the sale of bonds	58,097	-	58,097	-	-	-
Proceeds from the issuance of notes	35,454	-	35,454	46,019	-	46,019
Principal payments	(71,485)	(600)	(72,085)	(50,420)	(2,800)	(53,220)
Interest paid	(3,285)	(108)	(3,393)	(3,008)	(75)	(3,083)
Call premium paid	(232)	-	(232)	-	-	-
Bond issuance cost paid	(234)	-	(234)	-	-	-
Subsidy to borrowers	(597)	(4)	(601)	(389)	(5)	(394)
Payment from the State of Tennessee	25	-	25	25	-	25
Net cash provided (used) by noncapital financing activities	17,743	(712)	17,031	(7,773)	(2,880)	(10,653)
CASH FLOWS FROM INVESTING ACTIVITIES						
Loans issued	(11,679)	-	(11,679)	(4,863)	-	(4,863)
Collections of loan principal	9,195	371	9,566	8,403	2,401	10,804
Interest received on loans	2,842	349	3,191	2,364	381	2,745
Purchases of investments	(57,904)	-	(57,904)	-	-	-
Proceeds from sales and maturity of investments	62,266	-	62,266	-	-	-
Interest received on investments	1,638	15	1,653	921	14	935
Net cash provided by investing activities	6,358	735	7,093	6,825	2,796	9,621
Net increase (decrease) in cash	23,830	23	23,853	(1,139)	(85)	(1,224)
Cash, July 1	13,704	341	14,045	14,843	426	15,269
Cash, June 30	$ 37,534	$ 364	$ 37,898	$ 13,704	$ 341	$ 14,045
Reconciliation of operating income (loss) to net cash used by operating activities:						
Operating income (loss)	$ (318)	$ 243	$ (75)	$ (387)	$ 237	$ (150)
Adjustments to reconcile operating income (loss) to net cash used by operating activities:						
Revenue from loans	(2,901)	(350)	(3,251)	(2,391)	(309)	(2,700)
Interest income	(1,422)	(15)	(1,437)	(553)	(14)	(567)
Interest expense	3,353	115	3,468	2,461	81	2,542
Subsidy to borrowers	902	7	909	653	4	657
Bond issuance cost	31	-	31	26	-	26
Loss on extinguishment of debt	84	-	84	-	-	-
Total adjustments	47	(243)	(196)	196	(238)	(42)
Net cash used by operating activities	$ (271)	$ -	$ (271)	$ (191)	$ (1)	$ (192)
Noncash investing activities:						
Decrease in fair value of investments	$ (41)	$ -	$ (41)	$ (368)	$ -	$ (368)