



Financial Statements
June 30, 2019 and 2018
Rebuilders Loan Program

REBUILDERS LOAN PROGRAM

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Independent Auditor's Report

Governor of North Dakota
and the Legislative Assembly
State of North Dakota
Bismarck, North Dakota

Report on the Financial Statements

We have audited the accompanying financial statements of the Rebuilders Loan Program (the Program), an enterprise fund of the State of North Dakota, as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Program'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 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 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 audits 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 Program'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 Program'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 Program, as of June 30, 2019 and 2018, and the respective changes in its financial position and its cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements of the Program are intended to present the financial position, the changes in financial position and cash flows of only that portion of the State of North Dakota that is attributable to the transactions of the Program. They do not purport to, and do not, present fairly the financial position of the State of North Dakota as of June 30, 2019 and 2018, 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. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 7 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 September 24, 2019 on our consideration of the Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Program's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Program's internal control over financial reporting and compliance.



Bismarck, North Dakota
September 24, 2019

REBUILDERS LOAN PROGRAM MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2019, 2018 AND 2017

The management discussion and analysis of the Rebuilders Loan Program's (the Program) financial performance provides an overview of the Program's financial activities for the fiscal years ended June 30, 2019, 2018 and 2017. Please read it in conjunction with the financial statements of the Program.

FINANCIAL HIGHLIGHTS:

The North Dakota Legislature appropriated \$50,000,000 for the Rebuilders Loan Program during its Special Session held in November 2011. The Industrial Commission approved the Rebuilders Loan Guidelines on November 21, 2011. The first \$30,000,000 for this program was transferred from Bank of North Dakota's undivided profits. The remaining \$20,000,000 was funded from the General Fund.

The purpose of this Program is to help owners of homes damaged in the 2011 floods in Barnes, Benson, Burleigh, McHenry, Morton, Ramsey, Renville, Richland and Ward counties. Residents with flood-damaged homes that had been granted a tax assessment reduction in 2011 were eligible to apply for a loan of up to \$30,000 at a 1% interest rate for 20 years. Payments were not required for 24 months; however, interest accrued during this time. Applications were not accepted after September 30, 2012.

The North Dakota Legislature amended the Rebuilders Loan Program in its 2013 Session to include the rebuilding of nonowner-occupied property and federal emergency management agency temporary housing units located in a community-approved group housing site in the disaster-impacted community. There was no deferral of principal and interest payments for a loan for nonowner-occupied property. Applications were not accepted after September 30, 2013. A supplemental loan up to \$20,000 may have been made to a homeowner who had received an initial loan under certain conditions. Supplemental loan applications were not accepted after December 31, 2013.

After June 30, 2013, repayments to the Program shall be transferred to replenish \$30,000,000 of the Bank's undivided profits. On an annual basis, the Bank shall transfer repayments to the State Treasurer for deposit in the State General Fund in any amount exceeding the \$30,000,000 used to replenish the Bank's undivided profits.

The North Dakota Legislature amended the Program in its 2019 Session to provide up to \$3,750,000 from the principal payments received to North Dakota residents affected by river flooding in the state in the winter and spring of 2019. The application period is open until September 30, 2020. There are currently no outstanding applications.

The Bank of North Dakota administers the loan Program. The Bank deducts a one-half percent service fee for administering the Program for the Bank and originating financial institutions.

There were no new loans made by the Program during the fiscal years 2019, 2018, and 2017. There were no loans pending as of June 30, 2019.

There are currently 1,206 loans outstanding. As of June 30, 2019, the gross amount of outstanding loans is \$26,589,036 with an allowance for credit losses of \$2,658,900 for net loans of \$23,930,136. As of June 30, 2018, the gross amount of outstanding loans was \$29,768,745 with an allowance for credit losses of \$2,977,000 for net loans of \$26,791,745. As of June 30, 2017, the gross amount of outstanding loans was \$33,413,595 with an allowance for credit losses of \$3,341,000 for net loans of \$30,072,595.

REBUILDERS LOAN PROGRAM
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019, 2018 AND 2017

REQUIRED FINANCIAL STATEMENTS:

The Program is an enterprise fund and uses the accrual basis of accounting. The basic financial statements include the statement of net position, statement of revenues, expenses, and changes in fund net position, and statement of cash flows. The statement of net position provides readers the assets and liabilities of the Program, with the differences between the two reported as net position. The statement of revenues, expenses, and changes in fund net position identifies the operating performance of the Program for the fiscal year. The statement of cash flows identifies cash flows from operating activities, non-capital financing activities, and investing activities and provides answers to such questions as where did the cash come from, what was cash used for, and what was the change in the cash balance during the reporting period.

CONDENSED STATEMENTS OF NET POSITION
JUNE 30, 2019, 2018 AND 2017

	<u>2019</u>	(In Thousands) <u>2018</u>	<u>2017</u>
ASSETS			
CURRENT ASSETS			
Cash deposits	\$ 742	\$ 597	\$ 681
Loans, current portion	1,874	1,894	1,905
Interest receivable	25	26	29
Total current assets	<u>2,641</u>	<u>2,517</u>	<u>2,615</u>
NONCURRENT ASSETS			
Loans, noncurrent portion, net	<u>22,056</u>	24,898	28,168
Total noncurrent assets	<u>22,056</u>	<u>24,898</u>	<u>28,168</u>
DEFERRED OUTFLOWS OF RESOURCES	<u>-</u>	<u>-</u>	<u>-</u>
Total assets and deferred outflows	<u>\$ 24,697</u>	<u>\$ 27,415</u>	<u>\$ 30,783</u>
CURRENT LIABILITIES	\$ 1,892	\$ 1,909	\$ 1,901
NONCURRENT LIABILITIES	<u>22,604</u>	<u>25,291</u>	<u>28,735</u>
DEFERRED INFLOWS OF RESOURCES	<u>-</u>	<u>-</u>	<u>-</u>
NET POSITION - UNRESTRICTED	<u>201</u>	<u>215</u>	<u>147</u>
Total liabilities, deferred inflows and net position	<u>\$ 24,697</u>	<u>\$ 27,415</u>	<u>\$ 30,783</u>

(continued on next page)

**REBUILDERS LOAN PROGRAM
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019, 2018 AND 2017**

Cash Deposits

Cash deposits increased \$145 thousand from June 30, 2018 to June 30, 2019 primarily due to principal repayments from borrowers. Cash deposits decreased \$84 thousand from June 30, 2017 to June 30, 2018 due to principal repayments to the Bank of North Dakota.

Loans

There were no loans made during the fiscal year 2019, 2018 or 2017. There were 44 delinquent loans as of June 30, 2019. There were 10 loan charge-offs during 2019 totaling \$136,355.

Noncurrent Liabilities

Noncurrent liabilities decreased \$2.6 million from June 30, 2019 to June 30, 2018, decreased \$3.4 million from June 30, 2017 to June 30, 2018, and decreased \$3.8 million from June 30, 2016 to June 30, 2017, due to repayments to the Bank.

Net Position

North Dakota Legislative action in 2013 required that loan repayments received by the Program first be used to replenish the Bank's undivided profits and then required all other loan repayments received to be transferred to the State General Fund. Therefore, net position of the Program is minimal and intended for payments of legal expenses and an annual audit of the Program.

REBUILDERS LOAN PROGRAM
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019, 2018 AND 2017

CONDENSED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION
FOR THE YEARS ENDED JUNE 30, 2019, 2018 AND 2017

	(In Thousands)		
	<u>2019</u>	<u>2018</u>	<u>2017</u>
OPERATING REVENUES	\$ 278	\$ 314	\$ 335
OPERATING EXPENSES	<u>91</u>	<u>109</u>	<u>571</u>
OPERATING INCOME/(LOSS)	187	205	(236)
NONOPERATING INCOME/(LOSS)	(201)	(137)	221
CHANGE IN NET POSITION	(14)	68	(15)
TOTAL NET POSITION, BEGINNING OF YEAR	<u>215</u>	<u>147</u>	<u>162</u>
TOTAL NET POSITION END OF YEAR	<u>\$ 201</u>	<u>\$ 215</u>	<u>\$ 147</u>

Revenue

Revenue is from interest accrued on loans outstanding. The interest rate earned on these loans is 1%.

Expenses

The provision for credit loss was (\$199,745), (\$215,211), and \$221,909 for the years ended June 30, 2019, 2018, and 2017, respectively.

Service fee expenses of \$277,087, \$312,266, and \$334,147 have been recorded during the years ended June 30, 2019, 2018, and 2017, respectively.

Other expenses are for the independent audit of the financial records and reimbursement to the Bank for legal expenses for the Program.

**REBUILDERS LOAN PROGRAM
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019, 2018 AND 2017**

Non-Operating Income/(Loss)

During 2019 and 2018, non-operating loss consisted primarily of loss relating to reinstatement of debt for the increase in the liability to the State of North Dakota General Fund. During 2017, non-operating income consisted primarily of income relating to cancellation of debt for the decrease in the liability to the State of North Dakota General Fund.

ECONOMIC FACTORS AND FUTURE OUTLOOK

North Dakota Legislative action in 2013 required that loan repayments received by the Program first be used to replenish the Bank of North Dakota's undivided profits and then required all other loan repayments received to be transferred to the State General Fund. As of June 30, 2019, the Program owed the Bank \$9,324,321 and owed the General Fund \$15,153,282.

The North Dakota Legislature amended the Program in its 2019 Session to provide up to \$3,750,000 from the principal payments received to North Dakota residents affected by river flooding in the state in the winter and spring of 2019. The application period is open until September 30, 2020. There are currently no outstanding applications.

CONTACTING THE PROGRAM'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, customers, and creditors with a general overview of the Program's finances and to demonstrate the Program's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact Bank of North Dakota, P.O. Box 5509, Bismarck, North Dakota 58506-5509.

REBUILDERS LOAN PROGRAM
STATEMENTS OF NET POSITION
JUNE 30, 2019 AND 2018

	<u>2019</u>	<u>2018</u>
ASSETS		
CURRENT ASSETS		
Cash deposits at the Bank of North Dakota	\$ 742,345	\$ 596,806
Loans, current portion	1,874,109	1,894,096
Interest receivable	<u>24,653</u>	<u>26,131</u>
Total current assets	<u>2,641,107</u>	<u>2,517,033</u>
NONCURRENT ASSETS		
Loans, net of allowance for credit losses of \$2,658,900 in 2019 and \$2,977,000 in 2018	<u>22,056,027</u>	<u>24,897,649</u>
Total noncurrent assets	<u>22,056,027</u>	<u>24,897,649</u>
DEFERRED OUTFLOWS OF RESOURCES		
Total assets and deferred outflows	<u>\$ 24,697,134</u>	<u>\$ 27,414,682</u>
LIABILITIES		
CURRENT LIABILITIES		
Due to the Bank of North Dakota	\$ 1,885,390	\$ 1,900,235
Service fee payable	<u>7,262</u>	<u>8,582</u>
Total current liabilities	<u>1,892,652</u>	<u>1,908,817</u>
NONCURRENT LIABILITIES		
Due to the Bank of North Dakota	7,450,212	10,338,246
Due to the State of North Dakota General Fund	<u>15,153,282</u>	<u>14,952,271</u>
Total noncurrent liabilities	<u>22,603,494</u>	<u>25,290,517</u>
Total liabilities	<u>24,496,146</u>	<u>27,199,334</u>
DEFERRED INFLOWS OF RESOURCES		
	-	-
NET POSITION - UNRESTRICTED		
Total liabilities, deferred inflows and net position	<u>200,988</u>	<u>215,348</u>
	<u>\$ 24,697,134</u>	<u>\$ 27,414,682</u>

REBUILDERS LOAN PROGRAM
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
YEARS ENDED JUNE 30, 2019 AND 2018

	<u>2019</u>	<u>2018</u>
OPERATING REVENUES		
Interest on loans	\$ 277,825	\$ 313,414
OPERATING EXPENSES		
Service fees	277,087	312,266
Other expenses	14,253	11,511
Provision for credit loss	<u>(199,745)</u>	<u>(215,211)</u>
	<u>91,595</u>	<u>108,566</u>
OPERATING INCOME	186,230	204,848
NONOPERATING REVENUES		
Investment Income	<u>421</u>	<u>154</u>
NONOPERATING EXPENSES		
Reinstatement of debt expense - State General Fund	<u>(201,011)</u>	<u>(136,486)</u>
NONOPERATING LOSS	<u>(200,590)</u>	<u>(136,332)</u>
CHANGE IN NET POSITION	(14,360)	68,516
TOTAL NET POSITION, BEGINNING OF YEAR	<u>215,348</u>	<u>146,832</u>
TOTAL NET POSITION, END OF YEAR	<u>\$ 200,988</u>	<u>\$ 215,348</u>

REBUILDERS LOAN PROGRAM
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2019 AND 2018

	<u>2019</u>	<u>2018</u>
OPERATING ACTIVITIES		
Service fees paid to Bank of North Dakota	\$ (136,868)	\$ (140,805)
Service fees paid to other banks	(136,397)	(152,891)
Payment of other expenses	(14,253)	(11,511)
NET CASH USED FOR OPERATING ACTIVITIES	<u>(287,518)</u>	<u>(305,207)</u>
NON-CAPITAL FINANCING ACTIVITIES		
Payment on Due to the Bank of North Dakota	(2,908,021)	(3,591,860)
NET CASH USED FOR NON-CAPITAL FINANCING ACTIVITIES	<u>(2,908,021)</u>	<u>(3,591,860)</u>
INVESTING ACTIVITIES		
Investment income received	421	154
Loan interest received	279,303	316,134
Proceeds from principal collections on loans	3,061,354	3,496,061
NET CASH FROM INVESTING ACTIVITIES	<u>3,341,078</u>	<u>3,812,349</u>
NET CHANGE IN CASH	145,539	(84,718)
CASH, BEGINNING OF YEAR	<u>596,806</u>	<u>681,524</u>
CASH, END OF YEAR	<u>\$ 742,345</u>	<u>\$ 596,806</u>
RECONCILIATION OF OPERATING INCOME		
NET CASH USED FOR OPERATING ACTIVITIES		
Operating income	\$ 186,230	\$ 204,848
Adjustments to reconcile operating income to net cash used for operating activities		
Adjustment for provision for credit loss	(199,745)	(215,211)
Decrease in service fee payable to outside lender	(1,320)	(340)
Increase in service fee payable to BND	5,142	18,910
Reclassification of items to other activities		
Interest income on loans	(277,825)	(313,414)
NET CASH USED FOR OPERATING ACTIVITIES	<u>\$ (287,518)</u>	<u>\$ (305,207)</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITY		
Reinstatement of debt expense - State General Fund	<u>\$ 201,011</u>	<u>\$ 136,486</u>

REBUILDERS LOAN PROGRAM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019 AND 2018

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Section 6-09-46 of the North Dakota Century Code (NDCC) established the Rebuilders Loan Program (the Program). The purpose of this Program is to help owners of homes damaged in the 2011 floods in Barnes, Benson, Burleigh, McHenry, Morton, Ramsey, Renville, Richland and Ward counties. Residents with flood-damaged homes that had been granted a tax assessment reduction in 2011 were eligible to apply for a loan of up to \$30,000 at a 1% interest rate for 20 years. Payments were not required for 24 months; however, interest accrued during this time. Applications were not accepted after September 30, 2012.

The North Dakota Legislature amended the Rebuilders Loan Program in its 2013 Session to include the rebuilding of nonowner-occupied property and federal emergency management agency temporary housing units located in a community-approved group housing site in the disaster-impacted community. There was no deferral of principal and interest payments for a loan for nonowner-occupied property. A supplemental loan up to \$20,000 may have been made to a homeowner who had received an initial loan under certain conditions. Applications were not accepted after September 30, 2013. Supplemental loan applications were not accepted after December 31, 2013.

The North Dakota Legislature appropriated \$50,000,000 for the Rebuilders Loan Program during its Special Session held in November 2011. The first \$30,000,000 for this program was transferred from Bank of North Dakota's undivided profits. The remaining \$20,000,000 was transferred by the State of North Dakota's General Fund.

After June 30, 2013, repayments to the Program shall be transferred to replenish \$30,000,000 of the Bank's undivided profits. On an annual basis, the Bank shall transfer repayments to the State Treasurer for deposit in the State General Fund in any amount exceeding the \$30,000,000 used to replenish the Bank's undivided profits.

The North Dakota Legislature amended the Program in its 2019 Session to provide up to \$3,750,000 from the principal payments received to North Dakota residents affected by river flooding in the state in the winter and spring of 2019. The application period is open until September 30, 2020.

The Bank administers the loan program and transfers the money appropriated for this Program from its undivided profits. The Bank deducts a service fee for administering the Program for the Bank and originating financial institutions.

Reporting Entity

In accordance with Governmental Accounting Standards Board (GASB) Statement No. 61, *The Financial Reporting Entity: Omnibus – an amendment of GASB Statements No. 14 and No. 34*, the Program should include all component units over which the Program exercises such aspects as (1) appointing a voting majority of an organization's governing body and (2) has the ability to impose its will on that organization, or (3) the potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the Program.

Based on that, no organizations were determined to be part of the reporting entity. The Program is included as part of the primary government in the State of North Dakota's reporting entity.

REBUILDERS LOAN PROGRAM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019 AND 2018

Accounting Standards and Adoptions of Accounting Policies

The Program follows the pronouncements of the Governmental Accounting Standards Board (GASB), which is the nationally accepted standard setting body for establishing generally accepted accounting standards for governmental entities.

Fund Accounting

The Program is an enterprise fund and uses the accrual basis of accounting. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Basis of Accounting and Measurement Focus

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All enterprise funds are accounted for using the economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the statement of net position. Net position is segregated into (1) net invested in capital assets, (2) restricted (distinguishing between major categories of restrictions) and (3) unrestricted. The statements of revenues, expenses and changes in fund net position present increases (e.g., revenues) and decreases (e.g., expenses) in total net position. The statements of cash flows presents the cash flows for operating activities, non-capital financing activities, capital and related financing activities, and investing activities.

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statement of net position and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for credit losses.

Significant Group Concentrations of Credit Risk

All of the Program's business is with customers within the State of North Dakota. Concentrations of credit risk are present in the Program.

Cash and Cash Equivalents

The Program considers all cash and time deposits with original maturities of three months or less to be cash and cash equivalents for the purpose of reporting cash flows.

Loans

Loans are stated at their outstanding unpaid principal balance less an allowance for credit losses. Interest income on loans is accrued at a specific rate of 1% on the unpaid principal balance.

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received.

REBUILDERS LOAN PROGRAM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019 AND 2018

Allowance for Credit Losses

The Program uses the allowance method in providing for credit losses. Accordingly, the allowance is increased or reduced by the current year's provision for credit losses charged to operations and reduced by net charge-offs.

The adequacy of the allowance for credit losses and the provisions for credit losses charged to operations are based on management's evaluation of a number of factors, including recent loan loss experience, continuous evaluation of the loan portfolio quality, current and anticipated economic conditions, and other pertinent factors. Loans are charged to the allowance when management believes the collection of the principal is doubtful.

A loan is considered impaired when, based on current information and events, it is probable that the Program will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Loan Origination Fees

The Program pays a loan origination fee of \$250 or \$500 per loan. Loan origination fees are expensed as incurred.

Credit Related Financial Instruments

In the ordinary course of business, the Program has entered into commitments to extend credit. Such financial instruments are recorded when they are funded.

Operating and Non-operating Revenues

Operating revenues consist of interest income on the loans. All other revenues are classified as non-operating.

NOTE 2 - DEPOSITS

The carrying value and bank balance of the Program's cash deposits at June 30, 2019 and 2018 was \$742,345 and \$596,806, respectively. Of the bank amounts, none were covered by depository insurance and all are uncollateralized. These monies are deposited in the Bank of North Dakota and are guaranteed by the State of North Dakota (NDCC Section 6-09-10).

Custodial and Concentration of Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the Program will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Program does not have a formal policy that limits custodial credit risk for deposits. None of the Program's deposits are covered by depository insurance. The Program's deposits are uncollateralized and all of the deposits are deposited in the Bank of North Dakota and are guaranteed by the State of North Dakota (NDCC Section 6-09-10).

REBUILDERS LOAN PROGRAM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019 AND 2018

NOTE 3 - LOANS

A description of Program loans is included under “Nature of Operations” in Note 1. A summary of the balances of loans are as follows:

	<u>2019</u>	<u>2018</u>
Loans, current portion	\$ 1,874,109	\$ 1,894,096
Loans, noncurrent portion	<u>24,714,927</u>	<u>27,874,649</u>
Total loans	26,589,036	29,768,745
Allowance for credit losses	<u>(2,658,900)</u>	<u>(2,977,000)</u>
Total loans, net	<u>\$ 23,930,136</u>	<u>\$ 26,791,745</u>

Changes in the balances of loans are as follows:

Balance, June 30, 2017	\$ 33,413,595
Principal collections	(3,415,677)
Charge-offs	<u>(229,173)</u>
Balance, June 30, 2018	29,768,745
Principal collections	(3,043,354)
Charge-offs	<u>(136,355)</u>
Balance, June 30, 2019	<u><u>\$ 26,589,036</u></u>

Changes in allowance for credit losses are as follows:

	<u>2019</u>	<u>2018</u>
Balance, beginning of year	\$ 2,977,000	\$ 3,341,000
Provision for credit losses	(199,745)	(215,211)
Charge-offs	(136,355)	(229,173)
Recoveries	<u>18,000</u>	<u>80,384</u>
Balance, end of year	<u>\$ 2,658,900</u>	<u>\$ 2,977,000</u>

There were no impaired loans as of June 30, 2019 and 2018. There were four loans on nonaccrual status as of June 30, 2019 and four loans on nonaccrual status as of June 30, 2018. There were 29 loans 90 days or more past due as of June 30, 2019 and 26 loans 90 days or more past due as of June 30, 2018.

REBUILDERS LOAN PROGRAM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2019 AND 2018

NOTE 4 - RELATED PARTY TRANSACTIONS

The Program is supervised and administered by the Bank of North Dakota (the Bank). All cash accounts are deposited in the Bank.

The North Dakota Legislature appropriated \$50,000,000 for the Rebuilders Loan Program during its Special Session held in November 2011. The first \$30,000,000 for this program was transferred from Bank of North Dakota's undivided profits with the remaining \$20,000,000 being transferred from the State of North Dakota's General Fund.

During 2013, the North Dakota Legislature revised the program to require that after June 30, 2013, loan repayments received by the Program shall be transferred back to the Bank to replenish \$30,000,000 of the Bank's undivided profits. As such, the Program owed the Bank \$9,324,321 and \$12,232,342 as of June 30, 2019 and 2018, respectively. In addition, the legislation required that after the Bank's undivided profits are replenished, any repayments received by the Program shall be transferred to the State Treasurer for deposit in the State General Fund after payment of program expenses. As such, the Program also owed the General Fund \$15,153,282 and \$14,952,271 as of June 30, 2019 and 2018, respectively. During the years ended June 30, 2019 and 2018, the increase in the liability to the General Fund was reflected as reinstatement of debt expense in the amounts of \$201,011 and \$136,486, respectively.

The Bank charged the Program for operating expenses totaling \$7,253 and \$4,546 for the years ended June 30, 2019 and 2018, respectively, of which the Program owed the Bank nothing as of June 30, 2019 and 2018.

The Bank charged the Program servicing fees totaling \$142,010 and \$159,715 for the years ended June 30, 2019 and 2018, respectively. The Program owed the Bank \$11,281 and \$6,139 as of June 30, 2019, and 2018, respectively.

NOTE 5 - RISK MANAGEMENT

The Program is exposed to various risks of loss related to torts and errors and omissions. The Program is administered by the Bank of North Dakota and, therefore, is eligible to the same funds/pools established by the State for risk management issues. These include:

The 1995 Legislative Session established the Risk Management Fund (RMF), an internal service fund, to provide a self-insurance vehicle for funding the liability exposures of State Agencies resulting from the elimination of the State's sovereign immunity. The RMF manages the tort liability of the State, its agencies' employees, and the University System. All State agencies participating in the RMF and their fund contribution was determined using a projected cost allocation approach. The statutory liability of the State is limited to a total of \$250,000 per person and \$1,000,000 per occurrence.

The State Bonding Fund currently provides the Fund with blanket employee fidelity bond coverage in the amount of \$2,000,000. The State Bonding Fund does not currently charge any premium for this coverage.

There have been no significant reductions in insurance coverage from the prior year and settled claims resulting from these risks have not exceeded insurance coverage.

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

Governor of North Dakota
and the Legislative Assembly
State of North Dakota
Bismarck, North Dakota

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Rebuilders Loan Program (the Program), an enterprise fund of the State of North Dakota, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Program's basic financial statements, and have issued our report thereon dated September 24, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Program'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 Program's internal control. Accordingly, we do not express an opinion on the effectiveness of the Program's internal control.

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

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Program'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 Program'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.

A handwritten signature in cursive script that reads "Eide Bailly LLP".

Bismarck, North Dakota
September 24, 2019

**Rebuilders Loan Program
Auditor's Specific Comments Requested by the North Dakota Legislative Audit and
Fiscal Review Committee
Year Ended June 30, 2019**

Governor of North Dakota
and the Legislative Assembly
State of North Dakota
Bismarck, North Dakota

The Legislative Audit and Fiscal Review Committee requires that certain items be addressed by independent certified public accountants performing audits of state agencies. The items and our responses are as follows:

1. What type of opinion was issued on the financial statements?

Unmodified

2. Was there compliance with statutes, laws, rules, and regulations under which the agency was created and is functioning?

Yes

3. Was internal control adequate and functioning effectively?

Yes

4. Were there any indications of lack of efficiency in financial operations and management of the agency?

No

5. Has action been taken on findings and recommendations included in prior year audit reports?

There were no prior year findings or recommendations.

6. Was a management letter issued? If so, provide a summary below, including any recommendations and the management response.

No

Audit Committee Communications:

1. Identify any significant changes in accounting policies, any management conflicts of interest, any contingent liabilities, or any significant unusual transactions.

None

2. Identify any significant accounting estimates and the process used by management to determine those estimates.

Management's estimate of the allowance for credit losses is based on management's evaluation of a number of factors, including recent loan loss experience, continuous evaluation of the loan portfolio quality, current and anticipated economic conditions, and other pertinent factors. We evaluated key factors and assumptions used to develop the allowance for credit losses in determining that it is reasonable in relation to the financial statements taken as a whole.

3. Identify any significant audit adjustments.

None

4. Identify any disagreements with management, whether or not resolved to the auditor's satisfaction, relating to financial accounting, reporting, or auditing matter that could be significant to the financial statements.

None

5. Identify any significant difficulties encountered in performing the audit.

None

6. Identify any major issues discussed with management prior to retention.

None

7. Identify any management consultations with other accountants about auditing and accounting matters.

None

8. Identify any high-risk information technology systems critical to operations based on the auditor's overall assessment of the importance of the system to the agency and its mission or whether any exceptions identified in the six audit report questions addressed above are directly related to the operations of an information technology system.

Based on the audit procedures performed, the Program's critical information technology system is the Fiserv system. There were no exceptions identified that were directly related to this application.

Exhibit A-2, cont.

This report is intended solely for the information and use of the Governor of North Dakota, Legislative Assembly, Legislative Audit and Fiscal Review Committee, North Dakota Industrial Commission, Bank of North Dakota Advisory Board and management of the Program and is not intended to be and should not be used by anyone other than these specified parties.

Eide Bailly LLP

Bismarck, North Dakota
September 24, 2019

September 24, 2019

Governor of North Dakota
and the Legislative Assembly
State of North Dakota
Bismarck, North Dakota

We have audited the financial statements of Rebuilders Loan Program (the Program) as of and for the year ended June 30, 2019, and have issued our report thereon dated September 24, 2019. Professional standards require that we advise you of the following matters relating to our audit.

Our Responsibility in Relation to the Financial Statement Audit under Generally Accepted Auditing Standards and *Government Auditing Standards*

As communicated in our letter dated June 26, 2019, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, as part of our audit, we considered the internal control of the Program solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing we previously communicated to you.

Compliance with All Ethics Requirements Regarding Independence

The engagement team, others in our firm, as appropriate, our firm, and other firms utilized in the engagement, if applicable, have complied with all relevant ethical requirements regarding independence.

Qualitative Aspects of the Entity's Significant Accounting Practices

Significant Accounting Policies

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by the Program is included in Note 1 to the financial statements. There have been no initial selection of accounting policies and no changes in significant accounting policies or their application during 2019. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

Significant Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments.

The most sensitive accounting estimates affecting the financial statements is:

Management's estimate of the allowance for credit losses is based on management's evaluation of a number of factors, including recent loan loss experience, continuous evaluation of the loan portfolio quality, current and anticipated economic conditions, and other pertinent factors. We evaluated the key factors and assumptions used to develop the allowance for credit losses and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Financial Statement Disclosures

Certain financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the Program's financial statements relate to Note 3 – Loans.

Significant Difficulties Encountered during the Audit

We encountered no significant difficulties in dealing with management relating to the performance of the audit.

Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole. There were no corrected or uncorrected misstatements identified as a result of our audit procedures.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to the Program's financial statements or the auditor's report. No such disagreements arose during the course of the audit.

Representations Requested from Management

We have requested certain written representations from management that are included in the management representation letter dated September 24, 2019.

Management's Consultations with Other Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management informed us that, and to our knowledge, there were no consultations with other accountants regarding auditing and accounting matters.

Other Significant Matters, Findings, or Issues

In the normal course of our professional association with the Program, we generally discuss a variety of matters, including the application of accounting principles and auditing standards, business conditions affecting the entity, and business plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as the Program's auditors.

Modification of the Auditor's Report

We have made the following modification to our auditor's report to add an Emphasis of Matter paragraph.

As discussed in Note 1, the financial statements of the Program are intended to present the financial position, the changes in financial position and cash flows of only that portion of the State of North Dakota that is attributable to the transactions of the Program. They do not purport to, and do not, present fairly the financial position of the State of North Dakota as of June 30, 2019 and 2018, 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. Our opinion is not modified with respect to this matter.

Exhibit B-1, cont.

This report is intended solely for the information and use of the Governor of North Dakota, Legislative Assembly, Legislative Audit and Fiscal Review Committee, North Dakota Industrial Commission, Bank of North Dakota Advisory Board, and management of the Program and is not intended to be, and should not be, used by anyone other than these specified parties.

Eide Bailly LLP

Bismarck, North Dakota