

**ECONOMIC DEVELOPMENT FINANCE AUTHORITY  
GOED CONFERENCE ROOM, 711 E WELLS AVE, PIERRE, SD  
MONDAY, NOVEMBER 4, 2019, 2:00 P.M. CT**

**TABLE OF CONTENTS**

- A. Regular Session Agenda
- B. Minutes
- C. 2019 Annual Report/Audit Report
- D. APEX Servicing Memo
- E. Executive Session Agenda
- F. Watchlist
- G. Enclose Manufacturing, Inc.
- H. Marmen Energy Co.
- I. Bills

Notice is further given to persons with disabilities that this meeting is being held in a physical accessible place. Please notify the above mentioned office within 48 hours of the public hearing if you have special needs for which this agency will make the necessary arrangements.

**ECONOMIC DEVELOPMENT FINANCE AUTHORITY  
GOED CONFERENCE ROOM, 711 E WELLS AVE, PIERRE, SD  
MONDAY, NOVEMBER 4, 2019, 2:00 P.M. CT**

**Motion Sheet**

Board  
Members

Jeff Erickson

Don  
Kettering

Sharon  
Casey

Tom Jones

Mike Luken

Jim Schmidt

Matt Judson

EDFA Meeting: Please note times:

Call To Order: \_\_\_\_\_

Executive Session: \_\_\_\_\_

Regular Session: \_\_\_\_\_

Adjournment: \_\_\_\_\_

**Agenda**

Motion to approve the Agenda as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_

**Minutes**

Motion to approve the minutes of the May 6, 2019 meeting, as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Election of Officers**

Motion to elect Don Kettering as Vice-Chairman and Matt Judson as Secretary-Treasurer.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Annual Report/Audit Report**

Motion to approve the 2019 Annual Report/Audit Report as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**APEX Servicing**

Motion to approve U.S. Bank to take over the APEX servicing as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Public Comments**

**Commissioners Comments**

**Executive Session**

Motion to enter into executive session to discuss contract matters and commercial and financial information relating to loan and other assistance to applicants.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Chairman: Declare board out of executive session. [        p.m.]. Chairman: The EDFA entered into executive session to discuss contract matters and commercial and financial information relating to loan and other assistance to applicants. No action was taken.**

Motion to approve the chairman's report from executive session.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Loan Reviews**

**Enclose Manufacturing, Inc**

Motion the approve the loan review and recommendation as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Marmen Energy Co.**

Motion the approve the loan review and recommendation as presented.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Old Business**

**Bills**

Motion to approve the bills payable to First National Wealth Management in the amount of \$4,249 and \$7,658.

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

**Adjourn**

Motion made by \_\_\_\_\_ and seconded by \_\_\_\_\_.

A

**ECONOMIC DEVELOPMENT FINANCE AUTHORITY  
GOED LARGE CONF. ROOM, 711 E WLLS AVE, PIERRE, SD  
MONDAY, NOVEMBER 4, 2019, 2:00 P.M. CT**

**REGULAR SESSION AGENDA**

2:00 P.M. Call To Order, Chairman, Jeff Erickson

2:05 P.M. **Approve Agenda**  
RECOMMENDED ACTION: Motion to approve Agenda as provided or amended.

**Approve Minutes**  
RECOMMENDED ACTION: Motion to approve Minutes as provided or amended.

**Election of Officers**  
RECOMMENDED ACTION: Motion to elect Don Kettering as Vice-Chairman and Matt Judson as Secretary-Treasurer.

**2019 Annual Report/Audit Report**  
RECOMMENDED ACTION: Motion to approve the 2019 Annual Report/Audit Report as presented.

**APEX Servicing**  
RECOMMENDED ACTION: Motion to approve U.S. Bank to take over the APEX servicing as presented.

**Public Comments**

2:15 P.M. Commissioner's Comments

2:20 P.M. **Executive Session**  
RECOMMENDED ACTION: Motion to enter into executive session to discuss contract matters and commercial and financial information relating to loan and other assistance applicants.

2:35 P.M. **Report from Executive Session**  
RECOMMENDED ACTION: Approve Chairman's report from Executive Session.

Other Motions  
Enclose Manufacturing, Inc.  
Marmen Energy Co.

Bills  
First National Wealth Management - \$4,249 and \$7,658

Notice is further given to persons with disabilities that this meeting is being held in a physically accessible place. Please notify the above mentioned office within 48 hours of the public hearing if you have special needs for which this agency will make the necessary arrangements,

You can participate in the meeting at GOED office at 711 E Wells Ave, Pierre, South Dakota or the GOED office at the Zeal Center for Entrepreneurship at 2329 N. Career Avenue, Sioux Falls, South Dakota.

B

**Economic Development Finance Authority  
GOED Conference Room, 711 E Wells Ave, Pierre, SD  
Monday, May 6, 2019, 10:30 a.m. CT**

Members Present

Chairman Terry Nelson, Gerrit Juffer, Jeff Erickson, Don Kettering, Sharon Casey and Tom Jones

Staff Present

Commissioner Steve Westra, Cassie Stoesser, Ashley Moore, LaJena Gruis. Dale Knapp, Terri LaBrie, Cassidy Kulesa, Jessica Falk and Natalie Likness

Others Present

Bert Olson and Matt Adamson - First National Bank in Sioux Falls  
Bob Mercer- Keloland

Call to Order

Chairman Nelson called the meeting to order at 10:31 a.m.

Agenda

A motion was made by Jeff Erickson and seconded by Don Kettering to approve the agenda as presented.

Motion passed by a roll call vote.

Minutes

A motion was made by Sharon Casey and seconded by Jeff Erickson to approve the minutes of October 9, 2018 as presented.

Motion passed by a roll call vote.

Clausen & Rice, LLP

A motion was made by Don Kettering and seconded by Tom Jones to approve the Clausen & Rice, LLP contract for accounting services as presented.

Motion passed by a roll call vote.

Public Comment Period - none

Executive Session

A motion was made by Jeff Erickson and seconded by Sharon Casey to enter into executive session at 10:49 a.m. to discuss contract matters and commercial and financial information relating to loan and other assistance to applicants.

Motion passed by a roll call vote.

Executive Session

The Chairman declared the board out of executive session at 11:05 a.m. The Economic Development Finance Authority entered into Executive Session to discuss contract matters and commercial and financial information relating to loan and other assistance to applicants. No action was taken.

A motion was made by Don Kettering and seconded by Jeff Erickson to approve the chairman's report from executive session.

Motion passed by a roll call vote.

Loan Reviews

Fromm's Hardware and Plumbing

A motion was made by Jeff Erickson and seconded by Sharon Casey to approve the loan review and recommendation as presented.

Motion passed by a roll call vote.

Old Business

Donnerite SD

A motion was made by Sharon Casey and seconded by Jeff Erickson to authorize the Commissioner to send a notice of default and right to cure letter when deemed necessary by the Commissioner to protect the Authority's interests, and to commence suit if the default is not timely cured.

Motion passed by a roll call vote.

Fromm's Hardware and Plumbing

A motion was made by Jeff Erickson and seconded by Tom Jones to approve extending the APEX loan balloon to May 1, 2020.

Motion passed by a roll call vote.

Bills

A motion was made by Gerrit Juffer and seconded by Jeff Erickson to approve the bills payable to First National Wealth Management in the amount of \$4,192. Department of Legislative Audit in the amount of \$5,333.45 and Dorsey & Whitney, LLC in the amount of \$27,495.

Motion passed by a roll call vote.

Adjourn

A motion was made by Sharon Casey and seconded by Don Kettering to adjourn the meeting at 11:10 a.m.

Motion passed by a roll call vote.

---

Matt Judson, Secretary/Treasurer



C

— SOUTH DAKOTA —

# EDFA

ECONOMIC DEVELOPMENT FINANCE AUTHORITY

JUNE 30, 2019 • ANNUAL FINANCIAL REPORT

## **Economic Development Finance Authority Members**

**Terry Nelson, Chairman**, is most recently retired as First Vice President of RBC Wealth Management in Rapid City. Mr. Nelson is a Certified Financial Planner (CFP) and Financial Consultant. He graduated from South Dakota State University with a Bachelor of Science in Psychology and Economics and later a Master of Science in Counseling and also named a Distinguished Alumni. Mr. Nelson was previously a Realtor in Rapid City. Presently Mr. Nelson serves on The South Dakota Alumni Advocacy Board and on the SDSU Foundation. He is a past President of South Dakota Associated School Boards and is involved in numerous other civic organizations. The last three years he has been President of the Business Improvement District (BID) board which helps develop and finance Main Street Square Plaza in downtown Rapid City. He presently is in real estate development in the Black Hills.

**Gerrit Juffer, Vice-Chairman**, is President of Juffer Inc., a financial service company with offices in Wagner, Parkston, Mitchell, Woonsocket, Huron, Tea, Irene and Sioux Falls, South Dakota, along with Blair, Thedford and Sargent, Nebraska. Mr. Juffer has 35 years of financial services experience, providing insurance, investment and real estate. Mr. Juffer is active in numerous social and civic organizations, as well as business ventures. Mr. Juffer attended the University of South Dakota, Midwest Bankers and the Graduate School of Banking.

**Jeff Erickson** is currently owner of Erickson Investment Company, Manager of Border Plains, LLC, Board Member of the CJ Schwan's Company, Board Member of Standard Trust, and is a partner and Vice Chairman of the Board of American Bank & Trust. He was previously President and Chief Executive Officer of Great Western Bank. He is currently the Chairman of the South Dakota Banking Commission, Chairman of the Governor's Office of Economic Development Board (REDI), is a Board Member of the South Dakota Economic Development Finance Authority and is Chairman of the South Dakota Community Foundation. He was the Chairman of Governor Dennis Daugaard's Transition Team (2010). He has also served as Vice Chairman of the South Dakota Ellsworth Development Authority, Chairman of Focus Watertown and the Watertown Development Company and also has served as the President of the Watertown Area Chamber of Commerce and as a Board Member of the Sioux Falls Development Foundation. A graduate of Northern State University in Aberdeen, South Dakota, in 2008 he was named "Distinguished Alumni". In addition, Jeff is a graduate of the Pacific Coast Banking School at the University of Washington in Seattle, Washington; and is a graduate of the University of Iowa Executive Development Program in Iowa City, Iowa. Mr. Erickson has worked in the financial services industry for 30+ years. He has been married to his wife, Linda, for 40+ years and has four children and 12 grandchildren. In addition to enjoying time spent with his family, he enjoys sharing sporting events and pheasant hunting with friends and family. He and his family believe in giving back to the communities they live in by volunteering both time and money to worthwhile causes.

**Don Kettering**, is a South Dakota born, farm-raised, Brentford High School, Northern State College (BA) and South Dakota State University (MA) graduate. He trained in the United States Army and has worked in agricultural banking for the past 39 years. Mr. Kettering and his wife have two children and five grandchildren. He has lived and worked in the Yankton community for almost forty years. Mr. Kettering currently serves as a board member for the Economic Development Finance Authority and the Yankton County Commission and has been actively involved in economic development, infrastructure improvements, planning and zoning and the local Boys and Girls Club Board and Club activities. He enjoys hunting, fishing, golf, gardening, and woodworking as pastime activities. Working with community and State organizations that promote growth and opportunities for others has been very gratifying for him.

**Tom Jones** is the previous owner of Jones' Food Centers in Viborg, Lake Andes, Alcester, Springfield, Parker, Vermillion and Missouri Valley, IA. Mr. Jones graduated from Huron College in December 1962 with a degree in Bachelor of Arts and in May of 1969 from South Dakota State University with a Master's Degree in Education Administration. Mr. Jones also was previous owner of Sunny Side Plaza in Hartford, Southeastern Overhead Door, Ltd in Mitchell and Beresford and Dakota Ace Hardware in Viborg. Tom currently serves as a board member for the Economic Development Finance Authority and Board of Economic Development and has previously served as a Viborg City Council Member, Chairman of the Viborg Economic Development Board, 4-H Turner County

Horse Leader, Chairman of the South Dakota 4-H Horse Board, Active Money Raiser for Make-A-Wish, South Dakota Sports Hall of Fame Advisory Board, South Dakota Hall of Fame Board Member, South Dakota Rodeo Association Board, United State Team Penning Association Board, National Cutting Horse Association, Masonic Member of Joppa Lodge, El Riad Shrine Member, South Dakota House of Representatives from 2011-2012 and the South Dakota Senate from 2012-13. He also has served as a head and assistant basketball coach at the college and high school level. Mr. Jones has also been named Business Man of the Year, is in the Huron College Hall of Fame, was an All American College Football player, and was Coach of the Year at the college and high school levels. He and his wife Linda have 2 daughters and 5 grandchildren.

**Sharon Casey** is an original member of the Board of Economic Development, appointed by Governor Mickelson. She is a businesswoman, formerly co-owner of Casey Drug and Jewelry and serves as a board member for the Economic Development Finance Authority. Sharon remains active in her local community, including as a board member of the Lake Francis Case Development, a council member and a building committee member of the St. James Catholic Church, and a member of the Kiwanis Club. She also has served on the board of the South Dakota Art Museum, Employer Support for the Guard Reserve (ESGR), and is a past President of the Chamberlain Chamber of Commerce. Sharon placed foreign exchange students and teachers with Youth for Understanding from 1971 to 1980. During that time they hosted exchange students from Brazil, Yugoslavia, Norway, Philippines, Holland and France. Sharon attended South Dakota State University. Sharon and her husband live in Chamberlain and now enjoy catching up on the activities of their four children, 12 grandchildren and 3 great grandchildren and taking in frequent travels.

**Mike Luken** is a native of Watertown, South Dakota. He has been involved in farming in Northeast South Dakota, custom combining, and reconditioning the former Memorial Hospital to develop affordable housing in the community. He has also started numerous businesses that include a tanning salon, Glacial Lakes Bottling and Marketing, and Express Photo with locations in both Watertown and Sioux Falls. Mr. Luken was also part of the Discount Farm Center and later was hired by ABT to manage the operation. Currently Mr. Luken sells real estate for Hoftiezer Real Estate in Watertown. He is a past chairman of the Board for the Watertown Area Chamber of Commerce, serves on the Lake Area Tech Foundation Board, the Prairie Lakes Healthcare Board of Directors and was appointed to the Watertown Municipal Utilities Board by Mayor Gary Williams. Serving in his third term, Current Mayor Sara Caron also re-appointed Mr. Luken to serve another 5 year term to the Watertown Municipal Utilities Board and is the current President. Mr. Luken is also involved in many other civic and private organizations. He has one daughter, Jennifer, and a son-in-law, Chris Loiseau, and a 15-year-old granddaughter.

# Loan Portfolio

## Economic Development Finance Authority Activity Loans Approved Fiscal Year 2019

### APEX Fund

COMPANY	APEX FUND PROJECTED JOBS	TOTAL LOAN AMOUNT	PROJECT AMOUNT	COMMUNITY
N/A				

---

**FY 2019 Total: 0 loans**

### EDFA Bonds

COMPANY	BOND FUND PROJECTED JOBS	TOTAL LOAN AMOUNT	PROJECT AMOUNT	COMMUNITY
USD SDL I, LLC*	88	\$25,000,000	\$31,719,939	Sioux Falls

---

**FY 2019 Total: 1 loan**

\*Applicant was approved and withdrew during Fiscal Year End 2019

**SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY**

**AUDIT REPORT**

**Fiscal Year Ended June 30, 2019**



**State of South Dakota  
Department of Legislative Audit**  
427 South Chapelle  
% 500 East Capitol  
Pierre, SD 57501-5070

SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY  
TABLE OF CONTENTS

Independent Auditor’s Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i> .....	1
Independent Auditor's Report.....	3
Management’s Discussion and Analysis .....	5
Financial Statements:	
Statement of Net Position .....	7
Statement of Revenues, Expenses and Changes in Net Position .....	8
Statement of Cash Flows.....	9
Notes to the Financial Statements.....	10



427 SOUTH CHAPELLE  
C/O 500 EAST CAPITOL  
PIERRE SD 57501-5070  
(605) 773-3595

MARTIN L. GUINDON, CPA  
AUDITOR GENERAL

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS  
BASED ON AN AUDIT OF FINANCIAL STATEMENTS  
PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

The Honorable Kristi Noem  
Governor of South Dakota

and

Board of Directors  
South Dakota Economic Development Finance Authority

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the South Dakota Economic Development Finance Authority (Authority), a component unit of the State of South Dakota, as of and for the year ended June 30, 2019 and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated October 10, 2019.

### **Internal Control Over Financial Reporting**

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

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

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



## Compliance and Other Matters

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

## Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose. As required by South Dakota Codified Law 4-11-11, this report is a matter of public record and its distribution is not limited.

A handwritten signature in black ink, appearing to read "Martin L. Guindon". The signature is fluid and cursive, with a large initial "M" and "G".

Martin L. Guindon, CPA  
Auditor General

October 10, 2019



427 SOUTH CHAPELLE  
C/O 500 EAST CAPITOL  
PIERRE SD 57501-5070  
(605) 773-3595

MARTIN L. GUINDON, CPA  
AUDITOR GENERAL

## INDEPENDENT AUDITOR'S REPORT

The Honorable Kristi Noem  
Governor of South Dakota

and

Board of Directors  
South Dakota Economic Development Finance Authority

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the South Dakota Economic Development Finance Authority (Authority), a component unit of the State of South Dakota, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Authority'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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2019, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Other Matters***

#### ***Required Supplementary Information***

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 5-6 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 Information***

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Authority's basic financial statements. The listing of Economic Development Finance Authority Members and the schedule of Loan Portfolio: Loans Approved Fiscal Year 2019 are presented for purposes of additional analysis and are not a required part of the basic financial statements. The information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

### ***Other Reporting Required by Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated October 10, 2019 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, 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 Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Authority's internal control over financial reporting and compliance.



Martin L. Guindon, CPA  
Auditor General

October 10, 2019

## MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the Economic Development Finance Authority's (Authority) annual financial report presents management's discussion and analysis of the Authority's financial performance during the fiscal year ended June 30, 2019. This analysis should be read in conjunction with the Independent Auditor's Report, financial statements, and notes to the financial statements.

### **Financial Analysis**

During the year the Authority received \$816,540 in regularly scheduled pooled loan payments and paid \$840,395 in principal and interest payments on the Series 2013A bonds. Additionally, the Authority received \$46,074 in APEX loan repayments and currently has no debt owed for the APEX loan program. There were no additional APEX or pooled loans issued during the year.

### **Financial Highlights as of June 30, 2019**

- Total assets of the Authority decreased \$138,941 (or 0.76%) primarily due to the payment of bonds during the year ending June 30, 2019.
- Total liabilities of the Authority decreased by \$414,018 (or 4.43%) primarily due to the decrease in bonds payable for the year ending June 30, 2019.
- No new bond issuances or early redemptions of bonds occurred in the year ending June 30, 2019.

### **Changes in Assets and Liabilities**

	FY 2018	FY 2019	Increase (Decrease)	% Increase (Decrease)
<b>Assets:</b>				
Cash and Cash Equivalents	\$ 1,670,784	\$ 2,138,637	\$ 467,853	28.00%
Investments	8,223,830	8,048,527	(175,303)	(2.13)
Loans Receivable	8,745,379	8,313,888	(431,491)	(4.93)
Allowance for Uncollectible Loans	(283,367)	(283,367)	0	0.00
<b>Total Assets</b>	<b>18,356,626</b>	<b>18,217,685</b>	<b>(138,941)</b>	<b>(0.76)</b>
<b>Liabilities:</b>				
Bonds Payable	395,000	405,000	10,000	2.53
Accrued Interest Payable	111,378	108,263	(3,115)	(2.80)
Loan Escrow Payable	869,276	853,373	(15,903)	(1.83)
Noncurrent Bonds Payable	7,960,000	7,555,000	(405,000)	(5.09)
<b>Total Liabilities</b>	<b>9,335,654</b>	<b>8,921,636</b>	<b>(414,018)</b>	<b>(4.43)</b>
Restricted Net Position	5,000,000	5,000,000	0	0.00
Unrestricted Net Position	4,020,972	4,296,049	275,077	6.84
<b>Total Net Position</b>	<b>\$ 9,020,972</b>	<b>\$ 9,296,049</b>	<b>\$ 275,077</b>	<b>3.05%</b>

**Change in Net Position**

	<u>FY 2018</u>	<u>FY 2019</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
<b>Revenues:</b>				
Interest Income on Loans	\$ 462,343	\$ 460,900	\$ (1,443)	(0.31)%
Investment Income	<u>63,088</u>	<u>299,260</u>	<u>236,172</u>	<u>374.35</u>
Total Revenues	<u>525,431</u>	<u>760,160</u>	<u>234,729</u>	<u>44.67</u>
<b>Expenses:</b>				
Interest Expense	451,892	442,308	(9,584)	(2.12)
Contractual Services	<u>43,636</u>	<u>42,775</u>	<u>(861)</u>	<u>(1.97)</u>
Total Expenses	<u>495,528</u>	<u>485,083</u>	<u>(10,445)</u>	<u>(2.11)</u>
 Change in Net Position	 <u>\$ 29,903</u>	 <u>\$ 275,077</u>	 <u>\$ 245,174</u>	 <u>819.90%</u>

- The related decreases to the balances in loans receivable and debt outstanding resulted in the associated decreases to interest income on loans and interest expense.

**Debt Administration:**

- The Authority did not issue any tax-exempt bonds during fiscal year 2019.
- Outstanding bonds payable bear interest at rates ranging from 3.125% to 5.80% as of June 30, 2019. \$395,000 of regularly scheduled bonds was redeemed during fiscal year 2019.
- The Authority's bonds are rated AA by Standard and Poor's as of June 30, 2019.
- More detailed information about the Authority's debt can be found in Note 4, Long-Term Debt.

This report is presented to provide additional information regarding the operations of the Authority and to meet the requirements of GASB No. 34.

**SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY  
STATEMENT OF NET POSITION  
June 30, 2019**

**Assets**

Current Assets:

Cash and Cash Equivalents (Note 2)	\$ 2,106,844
Restricted Cash and Cash Equivalents (Note 2)	31,793
Total Cash and Cash Equivalents	2,138,637

Investments (Note 2)	574,068
Restricted Investments (Note 2)	3,548,854
Investment Interest Receivable	42,246
Loan Interest Receivable	36,043
Loans Receivable (Note 3)	745,539
Total Current Assets	7,085,387

Noncurrent Assets:

Investments (Note 2)	1,621,796
Loans Receivable (Net of Allowance for Loan Loss) (Note 3)	7,248,939
Restricted Investments (Note 2)	2,261,563
Total Noncurrent Assets	11,132,298

**Total Assets**

18,217,685

**Liabilities**

Current Liabilities:

Accrued Interest Payable	108,263
Bonds Payable (Note 4)	405,000
Total Current Liabilities	513,263

Noncurrent Liabilities:

Loan Escrow Payable	853,373
Bonds Payable (Note 4)	7,555,000
Total Noncurrent Liabilities	8,408,373

**Total Liabilities**

8,921,636

**Net Position**

Restricted for Debt Service (Note 1)	5,000,000
Unrestricted	4,296,049
	8,296,049

**Total Net Position**

\$ 9,296,049

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

**SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY  
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION  
For the Fiscal Year Ended June 30, 2019**

<b>Operating Revenue:</b>	
Interest Income on Loans	\$ 460,900
Total Operating Revenue	460,900
 <b>Operating Expenses:</b>	
Contractual Services	42,775
Interest Expense	442,308
Total Operating Expenses	485,083
 Operating Income (Loss)	 (24,183)
 <b>Nonoperating Revenue:</b>	
Investment Income	299,260
Total Nonoperating Revenue	299,260
 Change in Net Position	 275,077
 Net Position at the Beginning of the Year	 9,020,972
 <b>Net Position at End of Year</b>	 \$ 9,296,049

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

**SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY  
STATEMENT OF CASH FLOWS  
For the Fiscal Year Ended June 30, 2019**

<b>Cash Flows from Operating Activities:</b>		
Receipts for Pooled Loan Repayments	\$ 816,540	
Receipts for APEX Loan Repayments	46,074	
Payments for Contractual Services	(42,804)	
Other Receipts	<u>14,363</u>	
Net Cash Provided by Operating Activities		834,173
<b>Cash Flows from Noncapital Financing Activities:</b>		
Principal Paid on Revenue Bonds	(395,000)	
Interest Payments on Loans, Bonds and Notes	<u>(445,395)</u>	
Net Cash Used by Noncapital Financing Activities		(840,395)
<b>Cash Flows from Investing Activities:</b>		
Proceeds from Sales and Maturities of Investment Securities	4,664,159	
Investment Income	187,130	
Purchase of Investment Securities	<u>(4,377,214)</u>	
Net Cash Provided by Investing Activities		<u>474,075</u>
Net Increase in Cash and Cash Equivalents During the Fiscal Year		467,853
Cash and Cash Equivalents at Beginning of Year		<u>1,670,784</u>
Cash and Cash Equivalents at End of Year		<u><u>\$ 2,138,637</u></u>
<b>Reconciliation of Operating Income to Net Cash Provided (Used) by Operating Activities</b>		
Operating Income (Loss)		\$ (24,183)
<b>Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities</b>		
Interest Expense	442,308	
<b>Decrease/(Increase) in Assets:</b>		
Loan Interest Receivable	676	
Loans Receivable	430,815	
<b>Increase/(Decrease) in Liabilities:</b>		
Accounts Payable	(29)	
Loan Escrow Payable	<u>(15,414)</u>	
Total Adjustments		<u>858,356</u>
Net Cash Provided by Operating Activities		<u><u>\$ 834,173</u></u>

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



**SOUTH DAKOTA ECONOMIC DEVELOPMENT  
FINANCE AUTHORITY  
NOTES TO THE FINANCIAL STATEMENTS  
June 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A. Authorizing Legislation

Executive Order 87-1 established the South Dakota Economic Development Finance Authority (Authority). The Authority was established for the purpose of making loans to businesses for the acquisition and construction of land, buildings, machinery, and equipment to spawn economic growth. The Authority is authorized by South Dakota Codified Law to issue negotiable notes and bonds in such principal amounts as it determines necessary to provide sufficient funds for achieving any of its corporate purposes. The total outstanding amount of such notes and bonds shall not exceed three hundred million dollars at any time. No obligation issued by the Authority shall constitute debt or liability or obligation of the State of South Dakota or any political subdivision or a pledge of the faith and credit of the State or any political subdivision. Because the State of South Dakota is able to impose its will over the Authority, but does not meet any of GASB's criteria for blending, it is considered a discretely presented component unit of the State. The Authority is a business-type activity component unit of the State of South Dakota and, as such, the accompanying financial statements are included in the Comprehensive Annual Financial Report of the State of South Dakota.

B. Fund Accounting

The Authority is accounted for as an enterprise fund. Enterprise funds are used to account for activities for which a fee is charged to external users for goods or services. This fund type is also used when the activity is financed with debt that is secured by a pledge of the net revenues from fees.

C. Basis of Accounting

The Authority is reported on the accrual basis of accounting. Revenue is recognized in the accounting period in which it is earned and expenses are recognized when they are incurred.

D. Cash and Cash Equivalents

This account includes cash and investments with original maturities of ninety days or less. Cash and cash equivalents reported in the Statement of Cash Flows represent all investments with an original maturity of ninety days or less.

E. Investments

Investments are reported at fair value. Unrealized gains and losses due to fluctuations in market value are included in investment income.

#### F. Loan Escrow Payable

All bond issues require that 10 percent of the original principal amount of the bond or the largest principal and interest payment for any one year be deposited into the Loan Escrow Payable. Amounts accumulating in excess of the Loan Escrow Payable requirements are applied toward borrower principal and interest payments.

#### G. Net Position

Net Position is classified in the following three components:

- Net investment in capital assets – This component consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any debt that is attributable to the acquisition, construction or improvement of those assets.
- Restricted – Consists of net position with constraints placed on their use by (1) bond indentures and (2) law through enabling legislation.
- Unrestricted – Consists of net position that does not meet the definition of net investments in capital assets or restricted.

#### H. Restricted Net Position

The bond indentures provide that certain reserve accounts be established. The reserve accounts, as of June 30, 2019, are comprised of restricted net position as follows:

Capital Reserve Account     \$ 5,000,000

The pooled bond issues require amounts to be deposited into the Capital Reserve Account. The money on deposit in the Capital Reserve Account is irrevocably pledged to the payment of all outstanding bonds and interest, only when and to the extent that other moneys are not available. The amount on deposit in the Capital Reserve Account must be equal to at least 12.5 percent of the related bond principal outstanding. Amounts in excess of the reserve requirements may be transferred and used for other purposes.

#### I. Conduit Debt Obligations

The Authority issues pooled and stand alone bond issues. A pooled bond issue is secured by the Authority's Capital Reserve Account. A stand alone issue is based solely on the credit of the borrower and the Authority acts only as a conduit to the financing.

Conduit debt obligations are certain limited-obligation revenue bonds, certificates of participation, or similar debt instruments issued by an entity for the express purpose of providing capital financing for a specific third party that is not a part of the issuer's financial reporting entity. The Authority has no obligation for such debt beyond the resources provided by a lease or loan with the third party on whose behalf they are issued and the debt is not included in the accompanying financial statements. As of June 30, 2019, the Authority had no stand-alone bond principal outstanding.

J. Restricted Resources

When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, and then unrestricted resources as they are needed.

K. Revenue and Expense Recognition

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering items in connection with an enterprise fund's principal ongoing operations. The Authority records all revenues derived from interest on loans as operating revenues since these revenues are generated from the Authority's daily operations needed to carry out its purpose. Operating expenses include interest expense, grants and subsidies, and contractual service expenses related to the administration of the Authority's programs.

L. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates.

**2. CASH AND INVESTMENTS**

Under the terms of the General Bond resolution of the 2013A pooled bond issue, the Authority is generally restricted to investments in direct obligations of the federal government and of any agency or instrumentality of the United States of America; debt obligation guaranteed by the federal government; bank instruments collateralized by debt obligations guaranteed by the federal government; and shares of an investment company whose investments are in debt obligations guaranteed by the federal government. The funds associated with the 2013A pooled bond issue can also be invested in notes, bonds, or indentures issued by a corporation organized under the laws of one of the states of the United States of America, provided they are rated in one of the two highest rating categories.

*Restricted and Unrestricted Cash and Investments:*

A portion of the total reported cash and investments are restricted resources set aside to subsidize potential deficiencies from the enterprise fund's operation that could adversely affect debt services payments. Cash and investments are broken down as follows:

	Fair Value
Unrestricted Cash and Investments	\$ 4,302,708
Restricted Cash and Investments – Capital	
Reserve Account and Loan Reserve Accounts	5,842,210
Total Cash and Investments	<u>\$ 10,144,918</u>

*Custodial Credit Risk:*

The custodial credit risk for deposits and investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value on investment securities and deposits that are in the possession of an outside party. The Authority does not have a policy in place for custodial credit risk. Investments securities totaling \$2,138,350 were uninsured and unregistered, with securities held by the counterparty or by its trust department or agent, but not in the Authority's name.

*Interest Rate Risk:*

The Authority limits the maturities of investments for its restricted accounts (all accounts other than the General Account) to terms of two years or less from the date of investment. As of June 30, 2019, the Authority had the following investments:

<b>Investment Type</b>	<b>Fair Value</b>	<b>Investment Maturities (in Years)</b>		
		<b>Less Than 1</b>	<b>1-5</b>	<b>6-10</b>
U.S. Treasury Note	\$ 2,079,486	\$ 1,645,277	\$ 434,209	\$ 0
U.S. Government Agencies*	149,967	149,967	0	0
Municipal Bonds	440,482	100,151	255,562	84,769
Certificates of Deposit	5,336,346	2,227,527	3,108,819	0
Total	<u>\$ 8,006,281</u>	<u>\$ 4,122,922</u>	<u>\$ 3,798,590</u>	<u>\$ 84,769</u>

\* U.S. Government Agency securities include the Federal Farm Credit Bank (FFCB), Federal National Mortgage Association (FNMA) and the Federal Home Loan Bank (FHLB).

*Credit Risk:*

The Investment Management Policy of the Authority limits investments in Corporate Bonds to those rated in either of the two highest rating categories by either Moody's Investors Service or Standard & Poor's Corporation.

As of June 30, 2019, the Authority had the following investments, excluding those issued by or explicitly guaranteed by the U.S. Government or insured by FDIC, which are not considered to have credit risk.

<b>Moody's Rating</b>	<b>Fair Value</b>
AA+	\$ 388,330
AAA	202,120
	<u>\$ 590,450</u>

*Concentration of Credit Risk:*

Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issuer. The Authority does not have a policy on concentration of credit risk. The Authority does not have any concentration of credit risk, excluding any government issues.

The Authority's policy permits the maximum portfolio exposure to permitted investments as follows:

	Restricted Account Portfolio Exposure		Unrestricted Account Portfolio Exposure	
	Total	Individual	Total	Individual
U.S. Governments	100%	100%	100%	100%
U.S. Agencies	100%	100%	100%	100%
Repurchase Agreements	50%	25%	50%	25%
Corporate Bonds	0%	0%	50%	10%
Municipal Bonds	0%	0%	50%	10%
Certificates of Deposit	100%	100%	100%	100%
Money Market Funds	25%	25%	25%	25%

The Authority categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

First National Bank (FNB), which serves as trustee, uses a pricing service, ICE Data Pricing and Referencing, LLC., to value investments. ICE Data Pricing and Referencing, LLC. uses market approach pricing which utilizes models and pricing systems as well as mathematical tools and pricing analyst judgment. All investments are priced by this service, which is not quoted prices in an active market, but rather significant other observable inputs; therefore, the investments in U.S. Treasury Notes, U.S. Government Agencies, and Municipal Bonds are categorized as Level 2.

### 3. LOANS RECEIVABLE

Change in loans receivable for the year ending June 30, 2019 consisted of the following:

Beginning Balance	\$ 8,708,660
Pooled Loans Principal Payments	(397,500)
APEX Program Loan Principal Payments	(33,315)
Loans Receivable – Before Allowance	<u>8,277,845</u>
Allowance for Loan Loss applicable to the Pooled Loan Program	(215,595)
to the APEX Loan Program	<u>(67,772)</u>
<b>TOTAL LOANS RECEIVABLE – Net of Allowance</b>	<b><u>\$ 7,994,478</u></b>

The Allowance for Loan Loss applicable to the Pooled Loans is greater than the 1% required for the year ending June 30, 2019. The pooled loan associated with the 2013A bond issuance has an ending balance of \$7,858,750 before allowance.

#### 4. LONG-TERM DEBT

Tax exempt debt in the form of revenue bonds was issued by the Authority. The following represents the changes in revenue bonds for the pooled bond program as of June 30, 2019:

Beginning Balance	\$ 8,355,000
Bonds Retired	(395,000)
Ending Balance	<u>\$ 7,960,000</u>
Due Within One Year	<u>\$ 405,000</u>

The following are the revenue bonds outstanding for the pooled bond program at June 30, 2019:

<u>Issue</u>	<u>Interest Rate</u>	<u>Maturity Through</u>	<u>Principal Balance</u>
Series 2013A			
Serial Bonds	4.00%	2021	\$ 420,000
Term Bonds	3.125-5.80%	2033	7,540,000
			<u>\$ 7,960,000</u>

The following is a schedule of future bond payments and future interest payments remaining at June 30, 2019:

<u>Year Ended June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Principal and Interest</u>
2020	\$ 405,000	\$ 433,051	\$ 838,051
2021	420,000	420,395	840,395
2022	435,000	403,595	838,595
2023	455,000	383,368	838,368
2024	480,000	362,210	842,210
2025-2029	2,840,000	1,361,260	4,201,260
2030-2033	2,925,000	436,160	3,361,160
Total	<u>\$ 7,960,000</u>	<u>\$ 3,800,039</u>	<u>\$ 11,760,039</u>

#### 5. PUBLIC ENTITY POOL FOR LIABILITY

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Authority participates in the various programs administered by the State of South Dakota. These risk management programs are funded through assessments charged to participating entities. The risk management program includes coverage for risks associated with automobile liability and general tort liability (including public officials' errors and omissions liability, medical malpractice liability, law enforcement liability, and products liability) through the State's Public Entity Pool for Liability Fund. Financial information

relative to the self-insurance funds administered by the State is presented in the State of South Dakota Comprehensive Annual Financial Report.

## **6. SUBSEQUENT EVENT**

On 8/16/2019 First National Bank provided the EDFA with written notice of their intent to sell its Corporate Trust business to U.S. Bank, N.A. This change for the Pooled Loan Program was effective September 16, 2019 and U.S. Bank, N.A. took over as Trustee. The change for the APEX Loan program requires the EDFA's consent and the EDFA is working to determine the next servicing agent as soon as possible.

# SOUTH DAKOTA

GOVERNOR'S OFFICE OF ECONOMIC DEVELOPMENT

711 EAST WELLS AVENUE, PIERRE, SOUTH DAKOTA 57501  
605-773-GOED • [WWW.SDREADYTOWORK.COM](http://WWW.SDREADYTOWORK.COM)



D

## **Memorandum**

Date: November 4<sup>th</sup>, 2019  
To: Economic Development Finance Authority  
From: Cassidy Kulesa, Assistant Finance Director  
Re: APEX Servicing

---

Currently, First National Bank in Sioux Falls services the APEX loan portfolio for the Economic Development Finance Authority. Over the past decade, the corporate trust marketplace has changed dramatically. With the industry consolidation of corporate trust services, the fees and administration costs have steadily increased.

As a result of these factors and others, First National Bank in Sioux Falls has made the decision to sell its Corporate Trust business to U.S. Bank, N.A. This change is effective as of September 16, 2019.

In order to transfer the referenced APEX accounts, staff is recommending consent from the EDFA Board to have U.S. Bank act as the Authority's servicing agent for the APEX loan portfolio.

### **Recommendation**

Staff recommends approval to allow U.S. Bank to take over the APEX servicing going forward.



**Economic Development Finance Authority  
November 4, 2019**

**BILLS REQUIRING ACTION**

First National Wealth Management

\$4,249 and \$7,658



# First National Wealth Management

Located at The First National Bank in Sioux Falls®

July 09, 2019

Ashley Moore  
South Dakota Governor's Office  
of Economic Development  
711 East Wells Avenue  
Pierre, SD 57501-3369

RE: SDEDFA Investment Management Services –semiannual for period ending 5/31/19

<u>Account Name</u>	<u>Account Balances (Thousands)</u>	<u>Fee Amount</u>
81-2609-00-6 Capital Reserve	\$5,584	
81-2609-03-0 General Fund	<u>\$2,067</u>	
<u>(Fees to be deducted from General Fund)</u>		\$3,825
81-6508-036 Marmon Energy 2013	\$ 849	\$ 424
Total Investment Fee Amount		<u>\$4,249</u>

These fees will be charged to the appropriate accounts after the Board's approval.

Thank you for doing business with The First National Bank in Sioux Falls.

Sincerely,

F. Bert Olson  
Vice President and Trust Officer





# First National Wealth Management

Located at The First National Bank in Sioux Falls®

July 09, 2019

Ashley Moore  
South Dakota Governor's Office  
of Economic Development  
711 E. Wells Avenue  
Pierre, SD 57501

### Pooled Loan Program Administration Fees for Year Ending June 30, 2019:

For performance of all Trustee administrative services, including monthly and annual reporting, correspondence with Authority personnel, payments of costs as directed by the Authority, borrower payments, insurance coverages, financials, continuing disclosure, reserve fund valuations, audit confirmations, plus out-of-pocket expenses.

Capital Reserve Fund	81-2609-00-6		
June 30, 2019 Balance	\$5,591,000 x .001		\$5,591
General Fund	81-2609-03-0		
June 30, 2019 Balance	\$2,067,000 x .001		\$2,067

TOTAL CHARGE TO GENERAL FUND: \$7,658

### Apex Loan Program Administration Fees for Year Ending June 30, 2019

For performance of all administrative services, including receipt and disbursement of funds, investment of funds, correspondence with borrowers, monthly & annual statements and loan system reports, audit confirmations, plus out-of-pocket expenses.

4 loans @ \$200 per loan: \$800.00  
Donnerite, Enclose Manufacturing, Fromm Hardware and Larson Data

TOTAL CHARGE TO APEX LOAN REPAYMENT ACCT \$800

*OK to pay  
CG 8.9.19*

These fees will be charged to the appropriate accounts after the Board's approval.

Thank you for doing business with The First National Bank in Sioux Falls.

F. Bert Olson

Vice President and Trust Officer

