

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
(AMBAC INSURED)**

JUNE 30, 2012 AND 2011

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

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INDEPENDENT AUDITORS' REPORT

Office of the Secretary
Department of Housing and Community Development

We have audited the accompanying financial statements of the Community Development Administration Local Government Infrastructure Bonds (Ambac Insured) (the Fund) of the Department of Housing and Community Development of the State of Maryland as of and for the years ended June 30, 2012 and 2011, as listed in the table of contents. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the Community Development Administration Local Government Infrastructure Bonds (Ambac Insured) and do not purport to, and do not, present fairly the financial position of the Department of Housing and Community Development of the State of Maryland as of June 30, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of the Community Development Administration Local Government Infrastructure Bonds (Ambac Insured) of the Department of Housing and Community Development of the State of Maryland as of June 30, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Reznick Group, P.C.

Baltimore, Maryland
September 28, 2012

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

STATEMENTS OF NET ASSETS
(in thousands)

June 30, 2012 and 2011

	2012	2011
RESTRICTED ASSETS		
Restricted current assets		
Cash and cash equivalents on deposit with trustee	\$ 5,630	\$ 8,606
Community facilities loans	4,320	4,770
Accrued interest receivable	261	304
Total restricted current assets	10,211	13,680
Restricted long-term assets		
Community facilities loans, net of current portion	63,226	74,211
Total restricted assets	\$ 73,437	\$ 87,891
LIABILITIES AND NET ASSETS		
Current liabilities		
Accrued interest payable	\$ 231	\$ 268
Accounts payable	2	-
Bonds payable	4,305	4,755
Due to local governments	5,011	8,104
Total current liabilities	9,549	13,127
Long-term liabilities		
Bonds payable, net of current portion	62,825	73,810
Advance trustee fees	66	20
Total long-term liabilities	62,891	73,830
Total liabilities	72,440	86,957
NET ASSETS		
Restricted	997	934
Total liabilities and net assets	\$ 73,437	\$ 87,891

See notes to financial statements

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

STATEMENTS OF REVENUE, EXPENSES AND
CHANGES IN NET ASSETS
(in thousands)

Years ended June 30, 2012 and 2011

	2012	2011
Operating revenue		
Interest on community facilities loans	\$ 3,090	\$ 3,399
Interest income on cash equivalents	1	-
Fee income	33	35
Other operating revenue	1	-
	3,125	3,434
Operating expenses		
Interest expense on bonds	3,062	3,365
Operating income	63	69
Changes in net assets	63	69
Net assets - restricted at beginning of year	934	865
Net assets - restricted at end of year	\$ 997	\$ 934

See notes to financial statements

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

STATEMENTS OF CASH FLOWS
(in thousands)

Years ended June 30, 2012 and 2011

	2012	2011
Cash flows from operating activities		
Principal and interest received on community facilities loans	\$ 14,577	\$ 8,124
Origination of community facilities loans	(3,093)	(3,279)
Advance trustee fees received	82	38
Trustee fees paid	(36)	(36)
Loan fees received	24	26
Other income received	1	-
Other reimbursements	2	-
	11,557	4,873
Net cash provided by operating activities		
Cash flows from investing activities		
Interest received on cash equivalents	1	-
	1	-
Net cash provided by investing activities		
Cash flows from noncapital financing activities		
Payments on bond principal	(11,435)	(4,695)
Interest on bonds	(3,099)	(3,378)
	(14,534)	(8,073)
Net cash used in noncapital financing activities		
NET DECREASE IN CASH AND CASH EQUIVALENTS ON DEPOSIT WITH TRUSTEE	(2,976)	(3,200)
Cash and cash equivalents on deposit with trustee at beginning of year	8,606	11,806
Cash and cash equivalents on deposit with trustee at end of year	\$ 5,630	\$ 8,606

(continued)

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

STATEMENTS OF CASH FLOWS - CONTINUED
(in thousands)

Years ended June 30, 2012 and 2011

	2012	2011
Reconciliation of operating income to net cash provided by operating activities		
Operating income	\$ 63	\$ 69
Adjustments to reconcile operating income to net cash provided by operating activities		
Decrease in community facilities loans	11,444	4,710
Decrease in accrued interest receivable	43	15
Decrease in accrued interest payable	(37)	(13)
Increase in accounts payable	2	-
Decrease in due to local governments and other liabilities	(3,047)	(3,277)
Amortization of deferred income on loans	(9)	(9)
Interest received on cash equivalents	(1)	-
Interest on bonds	3,099	3,378
	\$ 11,557	\$ 4,873
Net cash provided by operating activities		

See notes to financial statements

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS
(in thousands)

June 30, 2012 and 2011

NOTE 1 - AUTHORIZING LEGISLATION AND PROGRAM DESCRIPTION

The Community Development Administration (CDA) is authorized to issue Local Government Infrastructure Bonds (Ambac Insured) pursuant to Sections 4-101 through 4-255 of the Housing and Community Development Article of the Annotated Code of Maryland to provide a mechanism for financing the infrastructure needs of local governments. CDA is in the Division of Development Finance in the Department of Housing and Community Development (DHCD) of the State of Maryland.

The accompanying financial statements only include CDA's Local Government Infrastructure Bonds (Ambac Insured) (the Fund). CDA's other Funds are not included.

The Fund was established to issue bonds to provide funds for construction and permanent financing to local governments for public facilities.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Local Government Infrastructure Bonds (Ambac Insured) is accounted for as an enterprise fund. Accordingly, the accompanying financial statements have been prepared using the accrual method of accounting and on the basis of accounting principles generally accepted in the United States of America (GAAP).

Generally Accepted Accounting Principles

CDA reports its financial activities by applying Standards of Governmental Accounting and Financial Reporting as promulgated by the Governmental Accounting Standards Board (GASB). Consequently, CDA applies all applicable GASB pronouncements as well as Financial Accounting Standards Board (FASB) Statements and Interpretations, APB Opinions, and ARBS of the Committee on Accounting Procedure issued on or prior to November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In accordance with accounting guidance issued by GASB, net assets should be reported as restricted when constraints placed on net asset use are either: externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments; or are imposed by law through constitutional provisions or enabling legislation. Accordingly, all net assets of the Fund are restricted as to their use as all net assets are pledged to bondholders.

The Annual Financial Report may include a Management's Discussion and Analysis. Since CDA is an enterprise fund included in the State of Maryland's Comprehensive Annual Financial Report, a separate Management's Discussion and Analysis is not required in these financial statements. CDA prepares a Management's Discussion and Analysis for the General Accounting Division of the State of Maryland that is not part of these financial statements.

Cash and Cash Equivalents on Deposit with Trustee

Cash equivalents may include money market funds, repurchase agreements, investment agreements and any other investments, primarily obligations of the U.S. Treasury and U.S. Government Agencies, which have maturities of 90 or less days at the time of purchase. As of June 30, 2012 and 2011, all of the Fund's cash equivalents were invested in money market mutual funds which are more fully described in Note 3.

Community Facilities Loans

Community facilities loans are carried at their unpaid principal balances, net of unamortized loan fees. See Note 4 for additional information on community facilities loans.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for Loan Losses

Community facilities loans are secured by the full faith and credit of the applicable local government. Therefore, CDA has determined that no allowance for loan losses was necessary as of June 30, 2012 and 2011.

Accrued Interest Receivable

Accrued interest includes both interest on cash deposits and interest on loans. As of June 30, 2012 and 2011, all loans were current. Therefore, all accrued interest on loans was recorded during the year.

Bonds Payable

Bonds payable are carried at their unpaid principal balances. There are no premiums or discounts to amortize. See Notes 5, 6, 7 and 8 for additional information.

Due to Local Governments

CDA records the total loan amount when the loan closes and collects interest from the local government on this full loan amount from the date of closing. Due to local governments represents the undrawn loan amount which is held by CDA as an escrow until the funds are needed by the local government.

Fee Income

CDA receives financing fees at loan origination. These fees are deferred and amortized over the life of the loan.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Support

In addition to expenses incurred directly by the Fund, CDA receives certain support services from other divisions of DHCD. Support services and the operating expenses of CDA have been allocated to CDA's General Bond Reserve Fund and are reported in the financial statements of CDA's Revenue Obligation Funds. The General Bond Reserve Fund records these expenses as invoiced by DHCD for the fiscal year.

The employees of CDA are covered by the Maryland State Retirement and Pension System and the costs of employees' retirement benefits are included in the salaries and related costs charged to CDA's General Bond Reserve Fund. See Note 9 for additional information.

Revenue and Expenses

CDA distinguishes operating revenue and expenses from non-operating items in accordance with accounting guidance issued by GASB. Operating revenue and expenses are identified as those activities that are directly related to financing public facilities for local governments. All of the Fund's activities are considered to be operating.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains and losses during the reporting periods. Actual results could differ from these estimates.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 3 - CASH AND CASH EQUIVALENTS ON DEPOSIT WITH TRUSTEE

Proceeds from bonds and revenues from loans are invested in authorized investments as defined in the Local Government Infrastructure Bonds (Ambac Insured) Resolution (the Resolution) and in CDA's Investment Policy until required for financing projects, redeeming outstanding bonds, and funding program expenses. Authorized investments include obligations of the U.S. Treasury, U.S. Government Agencies, investment agreements, money market funds and any other investment as defined by the Resolution.

As of June 30, 2012, the Fund had \$5,630 invested in a money market mutual fund (Federated Prime Cash Obligations Fund). As of June 30, 2011, the Fund had \$8,606 invested in a money market mutual fund (Federated Treasury Obligations Fund). Both are classified as cash and cash equivalents. The following represents the GASB evaluation of these assets for interest rate risk, credit risk, concentration of credit risk and custodial credit risk.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting its exposure to fair value losses from rising interest rates, CDA's Investment Policy requires that the maturities of the investment portfolio are scheduled to meet the cash requirements for bond debt service, projected loan originations and ongoing operations.

The Federated Prime Cash Obligations Fund invests primarily in short-term, high-quality, fixed-income securities issued by banks, corporations and the U.S. Government. The Federated Treasury Obligations Fund invests primarily in repurchase agreements collateralized by Treasury securities and U.S. Treasuries. Both operate in accordance with Rule 2a-7 of the Investment Company Act of 1940, as amended. Both can reasonably be expected to have a fair value that will be unaffected by interest rate changes because the interest rates are variable and the principal can be recovered on demand. As noted above, as of June 30, 2012 and 2011, the cost of this money market mutual fund approximated fair value and its maturity is less than one year.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 3 - CASH AND CASH EQUIVALENTS ON DEPOSIT WITH TRUSTEE (Continued)

Credit Risk and Concentration of Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Neither CDA's Investment Policy nor the Resolution requires investment agreements or deposits to be collateralized. CDA's Investment Policy places no limit on the amount that CDA may invest in any one issuer or counterparty. According to the Resolution, securities must be rated at the highest investment grade by any national rating agency. U.S. dollar denominated accounts and bankers' acceptances which have a rating on their short-term certificates of deposit must be in the two highest ratings by any nationally recognized rating agency. Accounting guidance issued by GASB requires disclosure by amount and investment issuer if investments in any one issuer represent 5 percent or more of total investments. Investments in mutual funds are excluded from this requirement.

As of June 30, 2012, the Federated Prime Cash Obligations Fund was rated AAAm by Standard and Poor's and Aaa by Moody's Investors Service. As of June 30, 2011, the Federated Treasury Obligations Fund was rated AAAm by Standard and Poor's and Aaa by Moody's Investors Service.

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a bank or counterparty failure, CDA will not be able to recover its deposits or the value of its collateral securities that are in the possession of an outside party. As of June 30, 2012 and 2011, the Fund's investments were not subject to custodial credit risk under accounting guidance issued by GASB. The money market mutual funds are held in trust by the trustee, kept separate from the assets of the bank and from other trust accounts and are held in CDA's name.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 4 - COMMUNITY FACILITIES LOANS

Community facilities loans are secured by the full faith and credit of the applicable local government. As such, no allowance for loan losses was necessary as of June 30, 2012 and 2011. As of June 30, 2012 and 2011, interest rates on such loans range from 3.26% to 4.87% and 2.91% to 4.87%, respectively; and remaining loan terms range from less than 2 years to 25 years and less than 1 year to 26 years, respectively.

NOTE 5 - BONDS PAYABLE

The bonds issued by CDA are special obligations of CDA and are payable from the revenue and special funds of the Resolution. These bonds do not constitute debt of and are not guaranteed by the State of Maryland or any other program of the State of Maryland or any political subdivision.

The provisions of the Resolution require or allow for the special redemption of bonds at par through the use of unexpended bond proceeds and excess funds accumulated primarily through prepayment of community facilities loans. All outstanding bonds are subject to redemption at the option of CDA, in whole or in part at any time, after certain dates, as specified in the respective series resolutions. All bonds have fixed interest rates and all are tax-exempt.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 5 - BONDS PAYABLE (Continued)

The following is a summary of the bond activity for the year ended June 30, 2012 and the bonds payable as of June 30, 2012:

	Issue Dated	Range of Interest Rates	Range of Maturities	Bonds payable at 2011	Bond Activity		Bonds payable at 2012
					Scheduled maturity payments	Bonds redeemed	
Local Government Infrastructure Bonds (Ambac Insured)							
2002 Series A	03/01/02	4.00% - 5.00%	2012 - 2032	\$ 7,975	\$ (425)	\$ (1,235)	\$ 6,315
2002 Series B	10/01/02	3.25% - 4.375%	2012 - 2022	2,245	(30)	(2,050)	165
2003 Series A	03/01/03	3.375% - 4.50%	2012 - 2023	9,580	(450)	(3,800)	5,330
2004 Series A	04/22/04	3.50% - 4.875%	2012 - 2034	10,745	(880)	-	9,865
2004 Series B	11/18/04	3.00% - 4.50%	2012 - 2034	3,945	(135)	-	3,810
2005 Series A	05/26/05	4.00% - 4.40%	2012 - 2030	7,515	(345)	-	7,170
2006 Series A	04/05/06	3.50% - 4.25%	2012 - 2026	6,490	(450)	-	6,040
2007 Series A	05/31/07	3.75% - 4.25%	2012 - 2037	9,720	(475)	-	9,245
2007 Series B	11/14/07	3.50% - 4.25%	2012 - 2027	20,350	(1,160)	-	19,190
Total				<u>\$ 78,565</u>	<u>\$ (4,350)</u>	<u>\$ (7,085)</u>	<u>\$ 67,130</u>

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 5 - BONDS PAYABLE (Continued)

The following is a summary of the bond activity for the year ended June 30, 2011 and the bonds payable as of June 30, 2011:

	Issue Dated	Range of Interest Rates	Range of Maturities	Bonds payable at 2010	Bond Activity		Bonds payable at 2011
					Scheduled maturity payments	Bonds redeemed	
Local Government Infrastructure Bonds (Ambac Insured)							
2002 Series A	03/01/02	3.95% - 5.00%	2011 - 2032	\$ 8,385	\$ (410)	\$ -	\$ 7,975
2002 Series B	10/01/02	3.125% - 4.375%	2011 - 2022	2,420	(175)	-	2,245
2003 Series A	03/01/03	3.20% - 4.50%	2011 - 2023	10,260	(680)	-	9,580
2004 Series A	04/22/04	3.25% - 4.875%	2011 - 2034	11,610	(865)	-	10,745
2004 Series B	11/18/04	3.00% - 4.50%	2011 - 2034	4,080	(135)	-	3,945
2005 Series A	05/26/05	4.00% - 4.40%	2011 - 2030	7,845	(330)	-	7,515
2006 Series A	04/05/06	3.50% - 4.25%	2011 - 2026	7,015	(525)	-	6,490
2007 Series A	05/31/07	3.75% - 4.25%	2011 - 2037	10,180	(460)	-	9,720
2007 Series B	11/14/07	3.50% - 4.25%	2011 - 2027	21,465	(1,115)	-	20,350
Total				<u>\$ 83,260</u>	<u>\$ (4,695)</u>	<u>\$ -</u>	<u>\$ 78,565</u>

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 6 - DEBT SERVICE REQUIREMENTS

As of June 30, 2012, the required principal payments for bonds (including mandatory sinking fund payments) and interest payments for each of the next five years and in 5-year increments thereafter, were as follows:

<u>Years ended June 30,</u>	<u>Interest</u>	<u>Principal</u>
2013	\$ 2,770	\$ 4,305
2014	2,611	4,475
2015	2,441	4,420
2016	2,273	4,520
2017	2,096	4,550
2018 - 2022	7,682	23,135
2023 - 2027	3,228	16,100
2028 - 2032	878	4,320
2033 - 2037	122	1,305
Total	<u>\$ 24,101</u>	<u>\$ 67,130</u>

As of June 30, 2011, the required principal payments for bonds (including mandatory sinking fund payments) and interest payments for each of the next five years and in 5-year increments thereafter, were as follows:

<u>Years ended June 30,</u>	<u>Interest</u>	<u>Principal</u>
2012	\$ 3,215	\$ 4,755
2013	3,046	4,830
2014	2,868	5,020
2015	2,678	4,980
2016	2,488	5,105
2017 - 2021	9,319	26,215
2022 - 2026	4,080	19,465
2027 - 2031	1,155	6,135
2032 - 2036	213	1,955
2037 - 2041	4	105
Total	<u>\$ 29,066</u>	<u>\$ 78,565</u>

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 7 - LONG-TERM OBLIGATIONS

Changes in long-term obligations for the years ended June 30, 2012 and 2011 were as follows:

	2012	2011
Bonds payable		
Beginning balance	\$ 78,565	\$ 83,260
Additions	-	-
Reductions	(11,435)	(4,695)
	67,130	78,565
Ending balance	67,130	78,565
Less due within one year	(4,305)	(4,755)
Total long-term bonds payable	62,825	73,810
Other liabilities - advance trustee fees		
Beginning balance	20	18
Additions	82	38
Reductions	(36)	(36)
	66	20
Ending balance	66	20
Total long-term other liabilities - advance trustee fees	66	20
Total long-term liabilities	\$ 62,891	\$ 73,830

NOTE 8 - BOND INSURANCE

All outstanding bonds of the Fund are insured by Ambac Assurance Corporation. The provisions of the policy require the insurer to pay that portion of the principal and interest on the bonds which become due for payment but are not paid by CDA. The insurance generally extends for the term of the bonds and cannot be canceled by the insurer. See Note 5 for list of outstanding bonds.

Community Development Administration
Local Government Infrastructure Bonds (Ambac Insured)

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2012 and 2011

NOTE 9 - PENSION AND OTHER POST-RETIREMENT BENEFITS

Eligible employees of CDA and employees of the State of Maryland are covered under the retirement plans of the State Retirement and Pension System of Maryland (the System) and are also entitled to certain healthcare benefits upon retirement. CDA's only liability for retirement and post-employment benefits is its required annual contribution, which was paid in full by CDA to the State of Maryland prior to year end. The System prepares a separate audited Comprehensive Annual Financial Report which can be obtained from the State Retirement and Pension System of Maryland, 120 East Baltimore Street, Baltimore, Maryland 21202 or by visiting the website at www.sra.state.md.us.

NOTE 10 - SUBSEQUENT EVENTS

Events that occur after the date of the statement of net assets but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the date of the statement of net assets are recognized in the accompanying financial statements. Subsequent events which provide evidence about conditions that existed after the date of the statement of net assets require disclosure in the accompanying notes. Management evaluated the activity of CDA through September 28, 2012 (the date the financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements. As of the report date, there were no subsequent events reported by CDA.