

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 2012

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

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FOR THE YEAR ENDED DECEMBER 31, 2012

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INDEPENDENT AUDITOR'S REPORT

To the Members of the Board of
Orange County Funding Corporation
255 Main Street
Goshen, NY 10924

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information for the Orange County Funding Corporation, a component unit of the Orange County Industrial Development Agency as of and for the year ended December 31, 2012, which collectively comprise the Corporation's basic financial statements, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

The Corporation's 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 controls relevant to the preparation and fair presentation of financial statements that are free from material misstatements, 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 *Governmental Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit 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 Corporation'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 Corporation's internal control. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant 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 opinions.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Orange County Industrial Development Corporation as of December 31, 2012, and the respective changes in financial position and cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis (MD&A) and budgetary comparison information on pages 4 and 5 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Government Accounting Standards Board who considers it to be an essential part of the 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.

Report on Other Legal and Regulatory Requirements

In accordance with *Government Auditing Standards*, we have also issued our report dated March 7, 2013 on our consideration of the Orange County Industrial Development Corporation's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Report on Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the OCIDA's financial statements as a whole. The Schedules of Supplementary Information listed in the Table of Contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 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 them.

Judelson, Giordano & Siegel, P.C.

Middletown, New York
March 7, 2013

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK
MANAGEMENT'S DISCUSSION & ANALYSIS

This section of the Orange County Funding Corporation's (OCFC) annual financial report presents an analysis of the OCFC's financial performance during the fiscal year ended December 31, 2012. This information is presented in conjunction with the audited basic financial statements, which follow this section. Additional information is available in the auditor's opinion letter, which precedes management's discussion and analysis.

FINANCIAL HIGHLIGHTS FOR THE YEAR 2012

- The OCFC's net assets increased by \$390,739 from \$25,029 to \$415,768.
- Operating revenues increased by \$415,040 from \$25 to \$415,065.
- Operating expenses increased by \$24,326 from \$0 to \$24,326.

SUMMARY OF OPERATIONS

<u>Revenues:</u>	<u>2012</u>	<u>2011</u>	<u>Over/Under</u>
Fees	\$289,473	\$0	\$289,473
Grant Income	108,000	0	108,000
Interest Income	112	25	87
Recovered Funds	17,890	0	17,890
Total Revenues	<u>\$415,065</u>	<u>\$25</u>	<u>\$415,040</u>
<u>Expenses:</u>			
Administrative expenditures	<u>\$24,326</u>	<u>\$0</u>	<u>\$24,326</u>
Total Expenses	<u>\$24,326</u>	<u>\$0</u>	<u>\$24,326</u>

FINANCIAL POSITION SUMMARY

Net Assets serve as an indicator of the Corporation's financial position. The Corporation's Net Assets were \$415,768 and \$25,029 at December 31, 2012 and 2011, an increase of \$390,739 or 94%. Liabilities were \$19,359 and \$0 at December 31, 2012 and 2011, an increase of \$19,359. The increase in Net Assets is mainly due to an increase in revenue fees of \$415,040.

For details of the Corporation's finances, see the accompanying financial statements and Notes thereof.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual report consists of the following three parts: Management's Discussion and Analysis, Basic Financial Statements, and Other Required Supplementary Information. The Financial Statements include notes, which explain in detail some of the information included in the basic financial statements.

REQUIRED FINANCIAL STATEMENTS

The Financial Statements of the OCFC report information utilizing the full accrual basis of accounting. The Financial Statements conform to accounting principles which are generally accepted in the United States of America. The Statement of Net Assets include information on the OCFC's assets and liabilities and provide information about the nature and amounts of investments in resources (assets) and the obligations to OCFC creditors (liabilities). The Statement of Activities identify the OCFC's revenues and expenses for the year ended December 31, 2012. This statement provides information on the OCFC's operations over the past year and can be used to determine whether the OCFC has operated in a surplus or deficiency.

FINANCIAL ANALYSIS OF THE CORPORATION

The Statement of Net Assets and the Statement of Activities provide an indication of the OCFC's financial condition and also indicate that the financial condition of the OCFC has improved or deteriorated during the last year. The OCFC's net assets reflect the difference between assets and liabilities. An increase in net assets over time typically indicates an improvement in financial condition.

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

STATEMENT OF NET ASSETS
DECEMBER 31, 2012

ASSETS:

Current Assets:

Cash and Cash Equivalents	397,237
Accounts Receivable	37,890
Total Current Assets	<hr/> 435,127

TOTAL ASSETS

435,127

LIABILITIES:

Current Liabilities:

Accounts Payable and Accrued Expenses	17,570
Due to Affiliates	1,789
Total Current Liabilities	<hr/> 19,359

NET ASSETS:

Unrestricted Net Assets - Undesignated	415,768
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TOTAL LIABILITIES AND NET ASSETS

435,127

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

STATEMENT OF ACTIVITIES
DECEMBER 31, 2012

REVENUES:

Closing Fees	289,063
Grant Income	108,000
Interest Income	112
Recovered Funds	17,890
Total Revenues	415,065

EXPENSES:

Professional Fees	23,778
Advertising	33
Office Expense	515
Total Expenses	24,326

CHANGE IN NET ASSETS	390,739
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NET ASSETS, BEGINNING OF YEAR	25,029
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NET ASSETS, END OF YEAR	415,768
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ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

STATEMENT OF CASH FLOWS
DECEMBER 31, 2012

CASH FLOWS FROM OPERATING ACTIVITIES:

Change in Net Assets	390,739
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Adjustments to Reconcile Change in Net Assets
to Net Cash Provided By Operating Activities:

Changes in Assets and Liabilities:

Accounts Receivable	(37,890)
Accounts Payable and Accrued Expenses	17,570
Total Adjustments	<hr/> (20,320)

Net Cash Provided by Operating Activities	370,419
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<u>CASH FLOWS USED IN INVESTING ACTIVITIES:</u>	0
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CASH FLOWS FROM FINANCING ACTIVITIES:

Repayment from Affiliate	1,789
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NET CHANGE IN CASH AND CASH EQUIVALENTS	<hr/> 372,208
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CASH AND CASH EQUIVALENTS, BEGINNING	<hr/> 25,029
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CASH AND CASH EQUIVALENTS, ENDING	<hr/> <hr/> 397,237
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ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - ORGANIZATION AND PURPOSE

During 2010, the Orange County Legislative sponsored the formation of the Orange County Funding Corporation, a nonprofit corporation that would allow the Agency to work with nonprofit entities for the purpose of financing civic facilities. The Agency controls and appoints the membership of the Orange County Funding Corporation. The directors of the Orange County Funding Corporation are the same as for the Agency, therefore, making the OCFC a component unit of the OCIDA.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Corporation's financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles.

The accounting and financial reporting treatment applied to the Corporation is determined by its measurement focus. The transactions of the Corporation are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operations are included on the statement of net assets. Net assets are segregated into two specific components, as follows:

- *Unrestricted net assets - designated* consists of assets that can only be used for a specific purpose that is established by grantors, contributors, or laws and regulations governing the Corporation;
- *Unrestricted net assets - undesignated* consists of assets and liabilities that do not meet the definition of "invested in capital assets net of related debt" or "designated."

Revenues are recognized when earned and expenses are recognized when a liability is incurred, regardless of the timing of the related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Cash and Cash Equivalents

The Corporation considers all short term investments purchased with a maturity of three months or less to be cash equivalents.

Fair Value Measurement

Accounting principles generally accepted in the United States of America require disclosure of an estimate of fair value of certain financial instruments. The Corporation's significant financial instruments are cash and cash equivalents, certificate of deposit, accounts receivable, accounts payable and accrued expenses, and deferred income. For these financial instruments, carrying values approximate fair value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Accounts Receivable

Accounts Receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a periodic basis. Management determines the allowance for doubtful accounts, if any, by identifying troubled accounts and by using historical experience applied to an aging of accounts. Management considers accounts receivable to be fully collectible; accordingly, there is no allowance for doubtful accounts.

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 that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements

During the year ended December 31, 2012, no new accounting pronouncements were adopted.

The GASB has issued the following new statements:

- * Statement No. 61, *The Financial Reporting Entity: Omnibus - an amendment of GASB Statements No. 14 and No. 34*, which will be effective for the year ending December 31, 2013;
- * Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA pronouncements*, which will be effective for the year ending December 31, 2012;
- * Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which will be effective for the year ending December 31, 2012; and
- * Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions - an amendment of GASB Statement No. 53*, which will be effective for the year ending December 31, 2012.

The Corporation has passed on the implementation of the aforementioned statements as the statements were deemed not applicable.

Subsequent Events

The Corporation has evaluated subsequent events and transactions through March 7, 2013, the date which the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

NOTE 3 - CASH AND CASH EQUIVALENTS

In accordance with the provisions of Section 10 of General Municipal Law of New York State, all Corporation deposits, including certificates of deposit and special time deposits in excess of the amount insured under the provisions of the Federal Deposit Insurance Act, shall be collateralized by a pledge of eligible securities, letters of credit, or surety bonds.

NOTE 3 - CASH AND CASH EQUIVALENTS - CONTINUED

At December 31, 2012, the Corporation's deposits were fully insured or collateralized and consisted of the following:

	Balance	FDIC Insurance	Pledge Collateral
Chase	<u>\$ 397,236</u>	<u>\$ 250,000</u>	<u>\$ 147,236</u>

NOTE 4 - RELATED PARTY TRANSACTIONS

During 2012, the Orange County Industrial Development Agency paid for expenses on behalf of the Orange County Funding Corporation. At December 31, 2012, a payable in the amount of \$1,789 was due to the OCIDA from OCFC. A receivable in the same amount was recorded by OCIDA.

NOTE 5 - SCHEDULE OF BONDS OUTSTANDING

The Corporation helps arrange financing for various not-for-profit ventures in Orange County, New York. These transactions are considered "conduit" transactions as the financing is arranged through the Corporation but not done by the Corporation. Consequently, these transactions are not reflected on the books and records of the Corporation. A supplemental schedule of these transactions is provided later in this report.

SUPPLEMENTAL SCHEDULES

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

SCHEDULE OF BONDS OUTSTANDING - CONDUIT TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

<u>PROJECT</u>	<u>12/31/11 BALANCE</u>	<u>ISSUED</u>	<u>PRINCIPAL PAID</u>	<u>12/31/12 BALANCE</u>
Mount Saint Mary College	0	62,625,000	0	62,625,000
Walkill Realty Partners, LLC	0	35,515,000	0	35,515,000
	<u>\$ -</u>	<u>\$98,140,000</u>	<u>\$ -</u>	<u>\$ 98,140,000</u>

ORANGE COUNTY FUNDING CORPORATION
GOSHEN, NEW YORK

SCHEDULE OF SUPPLEMENTAL INFORMATION - BONDS
FOR THE YEAR ENDED DECEMBER 31, 2012

Project/Owner	Purpose	Issued/ Maturity Date	Interest Rate	Federal Tax Status	Beginning/ Ending Balances		FTE Jobs in 2012 Created/ Retained	Tax Exemptions		PILOTS
								Sales	Real Property	
Mount Saint Mary College 330 Powell Avenue Newburgh, NY 12550	Education	12/21/2012	2.99% & 3.95%	Tax Exempt		\$62,625,000	0 / 558	N/A	N/A	N/A
Wallkill Realty Partners, LLC * 800 Westchester Avenue Rye Brook, NY 10573	Real Estate	12/28/2012 1/1/2046	0.25%			\$35,515,000				

Tickmark Legend:

- * - Denotes an organization for which the confirmation was not received from.
- N/A - Denotes an attribute for which the confirmation respondent noted as not applicable.