

CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37
Madison, Wisconsin

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of December 31, 2018 and From the
Date of Creation Through December 31, 2018

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

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INDEPENDENT AUDITORS' REPORT

To the Common Council
City of Madison
Madison, Wisconsin

Report on the Financial Statements

We have audited the accompanying Balance Sheet, Historical Summary of Project Costs, Project Revenues, and Net Cost to be Recovered Through Tax Increments and Historical Summary of Sources, Uses, and Status of funds of the City of Madison's Tax Incremental District No. 37 (the "District") as of December 31, 2018 and from the date of creation through December 31, 2018, and the related notes to the financial statements.

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.

Auditors' 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. 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 auditors' 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 District'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 District'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 City of Madison's Tax Incremental District No. 37 and the net project costs to be recovered through tax increments as of December 31, 2018 and the sources, uses, and status of funds from the date of creation through December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the transactions of City of Madison's Tax Incremental District No. 37 and do not purport to, and do not, present fairly the financial position of the City of Madison, Wisconsin, as of December 31, 2018, and the changes in financial position, or, where applicable, cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the City of Madison's Tax Incremental District No. 37's financial statements. The supplementary information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the 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 been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated in all material respects, in relation to the financial statements as a whole.

Report on Other Legal and Regulatory Requirements

We have also issued our report dated July 10, 2019 on our tests of its compliance with Wisconsin State Statutes Section 66.1105. The purpose of that report is to describe the scope of our testing of compliance and the results of that testing, and not to provide an opinion on compliance.

Baker Tilly Virchow Krause, LLP

Madison, Wisconsin
July 10, 2019

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

BALANCE SHEET
As of December 31, 2018

	Capital Projects Fund
ASSETS	
Taxes receivable	\$ 1,213,208
Prepaid items	49
TOTAL ASSETS	\$ 1,213,257
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCE (DEFICIT)	
Liabilities	
Accounts payable	\$ 900
Accrued liabilities	567
Advance from city capital project fund	1,185,422
Total Liabilities	1,186,889
Deferred Inflows of Resources	
Unearned revenue	1,213,208
Fund Balance (Deficit)	
Unassigned (deficit)	(1,186,840)
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCE (DEFICIT)	\$ 1,213,257

See accompanying notes to financial statements.

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

HISTORICAL SUMMARY OF PROJECT COSTS, PROJECT REVENUES
AND NET COST TO BE RECOVERED THROUGH TAX INCREMENTS
From the Date of Creation Through December 31, 2018

PROJECT COSTS

Capital expenditures	\$ 6,374,866
Administration	396,518
Professional services	117,051
Debt issuance costs	1,321
Interest on advances	181,584
Interest on long-term debt	<u>621,550</u>
Total Project Costs	<u>7,692,890</u>

PROJECT REVENUES

Tax increment	4,316,868
Exempt computer aid	85,330
Investment income	4,492
Miscellaneous	104,979
Sale of land	<u>548,469</u>
Total Project Revenues	<u>5,060,138</u>

**NET COST TO BE RECOVERED THROUGH
TAX INCREMENTS – DECEMBER 31, 2018**

\$ 2,632,752

RECONCILIATION OF RECOVERABLE COSTS

G.O. debt	\$ 1,445,912
Plus: Fund balance deficit	<u>1,186,840</u>

**NET COST TO BE RECOVERED THROUGH
TAX INCREMENTS – DECEMBER 31, 2018**

\$ 2,632,752

See accompanying notes to financial statements.

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

HISTORICAL SUMMARY OF SOURCES, USES, AND STATUS OF FUNDS
From the Date of Creation Through December 31, 2018

SOURCES OF FUNDS

Tax increments	\$ 4,316,868
Exempt computer aid	85,330
Investment income	4,492
Miscellaneous income	104,979
Sale of land	548,469
Long-term debt issued	<u>5,169,908</u>
Total Sources of Funds	<u>10,230,046</u>

USES OF FUNDS

Capital expenditures	6,374,866
Administration	396,518
Professional services	117,051
Debt issuance costs	1,321
Interest on advances	181,584
Principal on long-term debt	3,723,996
Interest on long-term debt	<u>621,550</u>
Total Uses of Funds	<u>11,416,886</u>

FUND BALANCE (DEFICIT) – DECEMBER 31, 2018 \$ (1,186,840)

See accompanying notes to financial statements.

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2018 and From the Date of Creation Through December 31, 2018

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the City of Madison's Tax Incremental District No. 37 (the "District") conform to accounting principles as applicable to governmental units and as defined by Wisconsin Statutes Section 66.1105.

The City of Madison has implemented accounting principles generally accepted in the United States of America to the extent they apply in determining the scope of the activity of Tax Incremental District No. 37. The accompanying financial statements reflect all the significant operations of the City of Madison's Tax Incremental District No. 37. The accompanying financial statements do not include the full presentation of the City of Madison.

A. DESCRIPTION OF FUND STRUCTURE AND LONG-TERM DEBT

This report contains the financial information of the City of Madison's Tax Incremental District No. 37. The summary statements were prepared from data recorded in the following City of Madison funds and the City of Madison's long-term debt:

General Fund
Capital Projects Fund

Detailed descriptions of the purpose of these funds and long-term debt can be found in the City of Madison's basic financial statements.

The data was consolidated for purposes of this report. Therefore, the amounts shown in the accompanying statements will not directly correlate with amounts shown in the basic financial statements.

The District was created under the provisions of Wisconsin Statute Section 66.1105. The purpose of that section is to allow a municipality to recover development and improvement costs in a designated area from the property taxes generated on the increased value of the property after the creation date of the District. The tax on the increased value is called a tax increment.

The statutes allow the municipality to collect tax increments until the net project cost has been fully recovered, or until 27 years after the creation date, whichever occurs first. Project costs uncollected at the dissolution date are absorbed by the City of Madison. Project costs may be incurred up to five years before the unextended termination date of the District.

	Creation Date	Last Date to Incur Project Costs	Last Year to Collect Increment
Tax Incremental District No. 37	January 1, 2006	July 18, 2028	2034

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2018 and From the Date of Creation Through December 31, 2018

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

B. BASIS OF ACCOUNTING

The modified accrual basis of accounting was followed in the preparation of these statements. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual, i.e., both measurable and available. Available means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Project costs, other than interest on long-term debt, are recorded when the related fund liability is incurred.

District increments are recorded as revenues in the year due. Intergovernmental aids and grants are recognized as revenues in the period the related expenditures are incurred, if applicable, or when the District is entitled to the aids.

Other general revenues are recognized when received in cash or when measurable and available under the criteria described above.

C. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

D. MEASUREMENT FOCUS

The measurement focus of all governmental funds is the funds flow concept. Under the funds flow concept, sources and uses of financial resources, including capital outlays, debt proceeds and debt retirements are reflected in operations. Resources not available to finance expenditures and commitments of the current period are recognized as unavailable or unearned revenue or as unspendable fund equity. Liabilities for claims, judgments, compensated absences and pension contributions which will not be currently liquidated using expendable available financial resources are shown in the long-term debt footnote disclosure. The related expenditures are recognized when the liabilities are liquidated.

E. PROJECT PLAN BUDGET

The estimated revenues and expenditures of the District are adopted in the project plan. Those estimates are for the entire life of the District, and may not be comparable to interim results presented in this report.

F. LONG-TERM DEBT

Short-term liabilities are recorded as fund liabilities. All other long-term liabilities are shown in the long-term debt footnote disclosure.

Proceeds of long-term debt issues not recorded as fund liabilities are reflected as “Sources of Funds” in the operating statement of the recipient fund. Retirement of these issues is reported as an expenditure in the year in which the debt matures or is repaid, whichever is earlier.

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2018 and From the Date of Creation Through December 31, 2018

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

G. CLAIMS AND JUDGMENTS

Claims and judgments are recorded as liabilities if all the conditions of Governmental Accounting Standards Board pronouncements are met. The liability and expenditure for claims and judgments is only reported in governmental funds if it has matured. Claims and judgments are disclosed in the long-term debt footnote when the related liabilities are incurred.

NOTE 2 – CASH AND TEMPORARY INVESTMENTS

The District invests its funds in accordance with the provisions of the Wisconsin Statutes 66.0603(1m) and 67.11(2).

Investments are stated at fair value, which is the amount at which an investment could be exchanged in a current transaction between willing parties. Fair values are based on quoted market prices. No investments are reported at amortized cost. Adjustments necessary to record investments at fair value are recorded in the operating statement as increases or decreases in investment income.

The District, as a fund of the City of Madison, maintains separate and common cash and investment accounts at the same financial institutions utilized by the City of Madison. Federal depository insurance and the State of Wisconsin Guarantee fund insurance apply to the City of Madison as an individual municipality and, accordingly, the amount of insured funds is not determinable for the District.

NOTE 3 – LONG-TERM DEBT

A. GENERAL OBLIGATION DEBT

All general obligation notes payable are backed by the full faith and credit of the City of Madison. Notes and bonds borrowed to finance District expenditures will be retired by tax increments accumulated by the District capital projects fund. If those revenues are not sufficient, payments will be made by future tax levies.

<u>Title of Issue</u>	<u>Date of Issue</u>	<u>Due Date</u>	<u>Interest Rates</u>	<u>Original Indebtedness</u>	<u>Repaid</u>	<u>Balance 12-31-18</u>
G.O. Promissory Notes	10-01-07	10-01-17	4.00-5.00%	\$ 600,000	\$ 600,000	\$ -
G.O. Promissory Notes	10-19-10	10-01-20	0.65-3.50%	3,577,000	2,865,130	711,870
G.O. Promissory Bonds	10-01-13	10-01-23	1.50-4.00%	100,000	50,013	49,987
G.O. Promissory Notes	10-01-14	10-01-24	2.00-5.00%	30,000	12,002	17,998
G.O. Promissory Notes	10-01-15	10-01-17	3.00%	116,845	116,845	-
G.O. Promissory Notes	10-19-16	10-01-26	2.00%	400,000	80,006	319,994
G.O. Promissory Notes	11-01-18	11-01-28	2.80-3.50%	346,063	-	346,063
Totals				<u>\$ 5,169,908</u>	<u>\$ 3,723,996</u>	<u>\$ 1,445,912</u>

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2018 and From the Date of Creation Through December 31, 2018

NOTE 3 – LONG-TERM DEBT (cont.)

A. GENERAL OBLIGATION DEBT (cont.)

Aggregate maturities of all long-term debt relating to the District are as follows:

<u>Calendar Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Totals</u>
2019	\$ 443,663	\$ 45,860	\$ 489,523
2020	443,528	33,075	476,603
2021	87,593	17,878	105,471
2022	87,593	15,473	103,066
2023	87,593	12,263	99,856
2024	77,595	9,136	86,731
2025	74,595	6,322	80,917
2026	74,567	4,380	78,947
2027	34,593	2,404	36,997
2028	<u>34,592</u>	<u>1,211</u>	<u>35,803</u>
Totals	<u>\$ 1,445,912</u>	<u>\$ 148,002</u>	<u>\$ 1,593,914</u>

NOTE 4 – ADVANCES FROM CITY FUNDS

The general fund or capital project fund advances funds to the District when the District is in a negative cash position. The funds charge the District interest on the advance based on the outstanding advance balance at the end of the year at a rate based on the cost of funds to the City of Madison. No repayment schedule has been established. The advance balance as of December 31, 2018 is \$1,185,422.

NOTE 5 – GUARANTEED REVENUE

The City of Madison has entered into a development agreement with Gorman & Company, Inc. The agreement guarantees that Gorman & Company, Inc shall pay the difference between the guaranteed tax increment and the tax increment actually levied. The guarantee obligation shall terminate when the City of Madison has collected from the tax increment generated from the District or been paid under this agreement the full amount of the project costs of not less than \$4,959,322. This City of Madison has entered into similar agreement with UC Grandfamily LLC in the amount of \$686,000.

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2018 and From the Date of Creation Through December 31, 2018

NOTE 6 – TAX ABATEMENTS

Tax abatements are a reduction in tax revenues that results from an agreement between one or more governments and an individual or entity in which (a) one or more governments promise to forgo tax revenues to which they are otherwise entitled and (b) the individual or entity promises to take a specific action after the agreement has been entered into that contributes to economic development or otherwise benefits the governments or the citizens of those governments.

The City of Madison, through its Tax Incremental Districts (TIDs), has entered into tax abatement agreements with developers in the form of tax incremental financing incentives to stimulate economic development. The abatements are authorized through the TID project plans. The City of Madison disburses loans to developers. The developer guarantees a certain amount of increment each year. The developers pay property taxes as they become due, and if they generate the guaranteed increment, an equal amount of loan balance is forgiven. It is anticipated that these loans will be forgiven and therefore an allowance of \$4,757,306 has been established for the entire amount of outstanding loans. Details of loans disbursed and forgiven are as follows:

Developer Name	Loans Disbursed as of 12/31/2017	Loans Forgiven as of 12/31/2017	Loans Disbursed During 2018	Loans Forgiven During 2018	Balance Remaining as of 12/31/2018
Gorman & Company Inc.	\$ 4,959,322	\$ 189,330	\$ -	\$ 698,686	\$ 4,071,306
UC Grandfamily LLC	-	-	686,000	-	686,000
Totals	<u>\$ 4,959,322</u>	<u>\$ 189,330</u>	<u>\$ 686,000</u>	<u>\$ 698,686</u>	<u>\$ 4,757,306</u>

NOTE 7 – SUBSEQUENT EVENT

The City of Madison entered into a tax abatement agreement with 134 Fair Oaks LLC and has disbursed an amount of \$322,000 in 2019.

SUPPLEMENTARY INFORMATION

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

DETAILED SCHEDULE OF SOURCES, USES, AND STATUS OF FUNDS
From the Date of Creation Through December 31, 2018

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Totals	Project Plan Estimate
SOURCES OF FUNDS															
Tax increments	\$ -	\$ -	\$ 152,701	\$ 268,501	\$ 263,580	\$ 286,679	\$ 167,500	\$ 185,750	\$ 214,432	\$ 227,799	\$ 339,753	\$ 731,479	\$ 1,478,694	\$ 4,316,868	\$ 26,605,000
Exempt computer aid	-	-	4,323	2,407	8,508	8,442	9,833	8,602	7,678	6,543	12,077	8,397	8,520	85,330	-
Miscellaneous income	31,375	-	-	-	7,500	7,500	9,548	7,500	37,500	1	2,340	1,715	-	104,979	-
Sale of land	-	-	-	-	-	-	-	-	-	-	548,468	-	1	548,469	-
Investment income	-	-	-	-	4,492	-	-	-	-	-	-	-	-	4,492	-
Long-term debt issued	-	600,000	-	-	3,577,000	-	-	100,000	30,000	116,845	400,000	-	346,063	5,169,908	600,000
Total Sources of Funds	31,375	600,000	157,024	270,908	3,861,080	302,621	186,881	301,852	289,610	351,188	1,302,638	741,591	1,833,278	10,230,046	27,205,000
USES OF FUNDS															
Capital expenditures	162,824	709,280	1,641,261	16,135	3,518,489	11,681	56,964	-	101	5,691	240,250	11,489	701	6,374,866	20,367,000
Administration	64,853	25,692	13,307	6,478	15,228	18,520	47,965	51,063	48,949	41,114	18,629	23,000	21,720	396,518	500,000
Professional services	21,963	8,401	8,642	2,627	26,760	6,396	2,142	10,817	5,152	7,952	7,259	2,200	6,740	117,051	-
Debt issuance costs	-	-	-	-	-	-	-	-	-	-	-	-	1,321	1,321	-
Interest on advances	4,915	14,566	42,907	32,732	19,570	15,486	16,115	12,821	12,564	9,908	-	-	-	181,584	-
Principal on long-term debt	-	-	60,000	60,000	60,000	418,877	418,877	418,877	428,883	551,884	430,706	466,957	408,935	3,723,996	600,000
Interest on long-term debt	-	-	25,200	22,200	19,200	85,322	84,196	78,566	75,727	66,527	59,341	58,390	46,881	621,550	5,738,000
Total Uses of Funds	254,555	757,939	1,791,317	140,172	3,659,247	556,282	626,259	572,144	571,376	683,076	756,185	562,036	486,298	11,416,886	27,205,000
FUND BALANCE (DEFICIT) – DECEMBER 31, 2018															<u>\$ (1,186,840)</u>

**CITY OF MADISON
TAX INCREMENTAL DISTRICT NO. 37**

DETAILED SCHEDULE OF CAPITAL, ADMINISTRATION
AND PROFESSIONAL SERVICES EXPENDITURES
From the Date of Creation Through December 31, 2018

	Actual	Project Plan Estimate
Capital, Administration and Professional Services Expenditures		
Public improvements	\$ 2,813,978	\$ 12,781,000
Housing development assistance loans	-	2,086,000
CDA land acquisition	-	500,000
Economic development assistance loans	-	5,000,000
Administration and professional services	513,569	500,000
Land	3,496,925	-
Property holding costs	63,963	-
 TOTAL	\$ 6,888,435	\$ 20,867,000

INDEPENDENT AUDITORS' REPORT ON COMPLIANCE

To the Common Council
City of Madison
Madison, Wisconsin

We have audited the accompanying Balance Sheet, Historical Summary of Project Costs, Project Revenues and Net Cost to be Recovered Through Tax Increments and the related Historical Summary of Sources, Uses and Status of Funds of the City of Madison, Wisconsin Tax Incremental District No. 37 (the "District") as of December 31, 2018 and from the date the District was created through December 31, 2018 and have issued our report thereon dated July 10, 2019. We conducted our audit in accordance with auditing standards generally accepted in the United States of America.

In connection with our audit, nothing came to our attention that caused us to believe that the District failed to comply with Wisconsin State Statutes Section 66.1105, insofar as it relates to accounting matters. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the District's noncompliance with the above-referenced statute, insofar as it relates to accounting matters.

This report is intended solely for the information and use of the common council, management, and the overlapping taxing districts and is not intended to be, and should not be, used by anyone other than the specified parties.

Baker Tilly Virchow Krause, LLP

Madison, Wisconsin
July 10, 2019