

**CITY OF MADISON**  
**TAX INCREMENTAL DISTRICT NO. 32**  
Madison, Wisconsin

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of December 31, 2015 and From the  
Date of Creation Through December 31, 2015

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

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As of December 31, 2015 and From the Date of Creation Through December 31, 2015

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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. 32 (the "District") as of December 31, 2015 and from the date of creation through December 31, 2015, 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.

To the Common Council  
City of Madison

### ***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. 32 and the net project cost to be recovered through tax increments as of December 31, 2015 and the sources, uses, and status of funds from the date of creation through December 31, 2015, 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. 32 and do not purport to, and do not, present fairly the financial position of the City of Madison, Wisconsin, as of December 31, 2015, 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. 32's financial statements. The supplemental 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 supplemental information is fairly stated in all material respects, in relation to the financial statements as a whole.

To the Common Council  
City of Madison

**Report on Other Legal and Regulatory Requirements**

We have also issued our report dated August 10, 2016 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  
August 10, 2016

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

BALANCE SHEET  
As of December 31, 2015

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	<u>Capital Projects Fund</u>
<b>ASSETS</b>	
Cash and investments	\$ 3,648,032
Taxes receivable	<u>8,054,932</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 11,702,964</u></b>
<b>DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE</b>	
Deferred Inflows of Resources	
Unearned revenue	<u>\$ 8,054,932</u>
Fund Balance	
Restricted	<u>3,648,032</u>
<b>TOTAL DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE</b>	<b><u>\$ 11,702,964</u></b>

See accompanying notes to financial statements.

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

HISTORICAL SUMMARY OF PROJECT COSTS, PROJECT REVENUES  
AND NET COST TO BE RECOVERED THROUGH TAX INCREMENTS  
From the Date of Creation Through December 31, 2015

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**PROJECT COSTS**

Capital expenditures	\$ 25,713,278
Interest on advances	1,372
Debt issuance costs	26,159
Interest on long-term debt	<u>1,682,430</u>
Total Project Costs	<u>27,423,239</u>

**PROJECT REVENUES**

Tax increment	25,194,864
Exempt computer aid	394,762
Investment income	537,224
Miscellaneous revenues	<u>55,613</u>
Total Project Revenues	<u>26,182,463</u>

**NET COST TO BE RECOVERED THROUGH  
TAX INCREMENTS – DECEMBER 31, 2015**

\$ 1,240,776

**RECONCILIATION OF RECOVERABLE COSTS**

G.O. debt payable	\$ 4,888,808
Less: Fund balance	<u>(3,648,032)</u>

**NET COST TO BE RECOVERED THROUGH  
TAX INCREMENTS – DECEMBER 31, 2015**

\$ 1,240,776

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

HISTORICAL SUMMARY OF SOURCES, USES, AND STATUS OF FUNDS  
From the Date of Creation Through December 31, 2015

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**SOURCES OF FUNDS**

Tax increment	\$ 25,194,864
Exempt computer aid	394,762
Investment income	537,224
Miscellaneous revenues	55,613
Long-term debt issued	<u>13,645,183</u>
Total Sources of Funds	<u>39,827,646</u>

**USES OF FUNDS**

Capital expenditures	25,713,278
Interest on advances	1,372
Debt issuance costs	26,159
Principal on long-term debt	8,756,375
Interest on long-term debt	<u>1,682,430</u>
Total Uses of Funds	<u>36,179,614</u>

**FUND BALANCE – DECEMBER 31, 2015** \$ 3,648,032



**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

NOTES TO FINANCIAL STATEMENTS  
As of December 31, 2015 and From the Date of Creation Through December 31, 2015

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies of the City of Madison's Tax Incremental District No. 32 (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. 32. The accompanying financial statements reflect all the significant operations of the City of Madison's Tax Incremental District No. 32. 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. 32. The summary statements were prepared from data recorded in the following city funds and the city'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 city 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 city 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. 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
TID No. 32	January 1, 2003	July 1, 2025	2031
	Adoption Date	Last Date to Incur Project Costs	Last Year to Collect Increment
1st Amendment	July 18, 2006	July 1, 2025	2031

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

NOTES TO FINANCIAL STATEMENTS  
As of December 31, 2015 and From the Date of Creation Through December 31, 2015

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

**A. DESCRIPTION OF FUND STRUCTURE AND LONG-TERM DEBT (cont.)**

	Adoption Date	Last Date to Incur Project Costs	Last Year to Collect Increment
2nd Amendment	September 21, 2010	July 1, 2025	2031
	Adoption Date	Last Date to Incur Project Costs	Last Year to Collect Increment
3rd Amendment	May 21, 2013	July 1, 2025	2031

**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 nonspendable 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.

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

NOTES TO FINANCIAL STATEMENTS  
As of December 31, 2015 and From the Date of Creation Through December 31, 2015

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

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***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.

***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.

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**NOTE 2 – CASH AND TEMPORARY INVESTMENTS**

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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, maintains separate and common cash and investment accounts at the same financial institutions utilized by the city. 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.

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**NOTE 3 – LOANS RECEIVABLE**

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The city received federal and state grant funds for economic development, neighborhood revitalization, and housing rehabilitation loan programs. The city enters into loan agreements to provide various businesses and individuals with the pass through federal and state funding. Upon loan agreement execution, the city records a loan receivable and expenditure in the fund statements when disbursed. The loans receivables are conditional-type loans which are not expected to be repaid unless conditional use or other provisions occur as part of the loan agreement. An allowance in the amount of \$417,340 has been recorded for TID No. 32 conditional-type loans.

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

NOTES TO FINANCIAL STATEMENTS  
As of December 31, 2015 and From the Date of Creation Through December 31, 2015

**NOTE 4 – LONG-TERM DEBT**

**A. GENERAL OBLIGATION DEBT**

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

Title of Issue	Date of Issue	Due Date	Interest Rates	Original Indebtedness	Repaid	Balance 12-31-15
G.O. Promissory Notes	10-01-06	10-01-16	4.00%	\$ 4,000,000	\$ 4,000,000	\$ -
G.O. Promissory Notes	10-15-08	10-15-18	3.82%	3,127,000	2,188,900	938,100
G.O. Promissory Notes	10-19-10	10-01-16	3.00-4.00%	1,998,863	1,595,408	403,455
G.O. Promissory Notes	10-01-11	10-01-21	0.45-2.70%	300,000	120,183	179,817
G.O. Promissory Bonds	10-01-13	10-01-23	1.50-4.00%	1,180,000	236,144	943,856
G.O. Promissory Bonds	10-01-13	10-01-23	2.00-3.40%	3,039,320	615,740	2,423,580
Totals				<u>\$ 13,645,183</u>	<u>\$ 8,756,375</u>	<u>\$ 4,888,808</u>

The 2006 general obligation notes were partially refunded in 2010.

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

Calendar Year	Principal	Interest	Totals
2016	\$ 1,168,563	\$ 158,440	\$ 1,327,003
2017	765,005	123,012	888,017
2018	764,890	99,602	864,492
2019	452,190	71,740	523,930
2020	452,190	57,234	509,424
2021	448,611	42,653	491,264
2022	418,679	28,105	446,784
2023	418,680	13,763	432,443
Totals	<u>\$ 4,888,808</u>	<u>\$ 594,549</u>	<u>\$ 5,483,357</u>

**NOTE 5 – ADVANCES FROM CITY GENERAL FUND**

The general fund advances funds to the District when the District is in a negative cash position. The general fund charges 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. There was no advance outstanding as of December 31, 2015.

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

NOTES TO FINANCIAL STATEMENTS  
As of December 31, 2015 and From the Date of Creation Through December 31, 2015

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**NOTE 6 – GUARANTEED REVENUE**

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The City of Madison has entered into a development agreement with Hovde West Johnson, LLC. The agreement guarantees that Hovde West Johnson, LLC shall pay the difference between the guaranteed tax increment and the tax increment actually levied. The guarantee obligation shall terminate when the city 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 \$3,025,000.

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**NOTE 7 – SUBSEQUENT EVENT**

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During January 2016, a project plan amendment was approved adding \$400,000 to fund a Retail Improvement Grant program.

**S U P P L E M E N T A L   I N F O R M A T I O N**

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

DETAILED SCHEDULE OF SOURCES, USES, AND STATUS OF FUNDS  
From the Date of Creation Through December 31, 2015

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Totals	Project Plan Estimate
<b>SOURCES OF FUNDS</b>															
Tax increment	\$ -	\$ -	\$ 112,678	\$ 744,601	\$ 961,344	\$ 1,521,183	\$ 2,330,294	\$ 3,013,236	\$ 2,478,734	\$ 2,727,991	\$ 3,024,721	\$ 3,844,733	\$ 4,435,349	\$ 25,194,864	\$ 45,975,000
Exempt computer aid	-	-	14,962	13,092	12,700	10,728	15,450	22,302	19,729	59,779	73,123	82,583	70,314	394,762	-
Investment income	-	-	-	56,781	131,786	69,637	45,647	53,895	41,652	31,149	36,221	48,699	21,757	537,224	-
Miscellaneous revenues	-	-	-	-	-	-	24,831	-	1,050	27,082	-	1,100	1,550	55,613	-
Long-term debt issued	-	-	-	4,000,000	-	3,127,000	-	1,998,863	300,000	-	4,219,320	-	-	13,645,183	10,000,000
Total Sources of Funds	-	-	127,640	4,814,474	1,105,830	4,728,548	2,416,222	5,088,296	2,841,165	2,846,001	7,353,385	3,977,115	4,528,970	39,827,646	55,975,000
<b>USES OF FUNDS</b>															
Capital expenditures	1,386	63,806	39,107	2,282,338	186,554	6,127,480	826,710	1,133,237	2,605,109	365,850	1,611,884	9,080,373	1,389,444	25,713,278	39,152,000
Interest on advances	-	726	646	-	-	-	-	-	-	-	-	-	-	1,372	-
Debt issuance costs	-	-	-	-	-	-	-	-	-	-	26,159	-	-	26,159	-
Principal on long-term debt	-	-	-	-	400,227	400,227	712,927	2,711,792	712,927	746,201	742,198	1,159,335	1,170,541	8,756,375	10,000,000
Interest on long-term debt	-	-	-	-	160,000	143,991	246,094	222,354	193,839	163,298	136,080	226,132	190,642	1,682,430	6,823,000
Total Uses of Funds	1,386	64,532	39,753	2,282,338	746,781	6,671,698	1,785,731	4,067,383	3,511,875	1,275,349	2,516,321	10,465,840	2,750,627	36,179,614	55,975,000
FUND BALANCE - DECEMBER 31, 2015														\$ 3,648,032	

**CITY OF MADISON  
TAX INCREMENTAL DISTRICT NO. 32**

DETAILED SCHEDULE OF CAPITAL EXPENDITURES  
From the Date of Creation Through December 31, 2015

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	<u>Actual</u>	<u>Project Plan Estimate</u>
Capital Expenditures		
Street reconstruction	\$ 17,118,978	\$ 16,982,000
Other public works projects	1,252,256	1,320,000
Revitalization loans	3,000,000	19,000,000
Small cap TIF loan	3,493,828	1,500,000
Organizational costs	<u>848,216</u>	<u>350,000</u>
 TOTAL CAPITAL EXPENDITURES	 <u>\$ 25,713,278</u>	 <u>\$ 39,152,000</u>



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's Tax Incremental District No. 32 (the "District") as of December 31, 2015 and from the date the District was created through December 31, 2015 and have issued our report thereon dated August 10, 2016. 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  
August 10, 2016