

**City of Madison
Tax Incremental District No. 42**

Financial Statements and
Supplementary Information

December 31, 2021

City of Madison Tax Incremental District No. 42

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Independent Auditors' Report

To the Common Council of
City of Madison

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Balance Sheet, Historical Summary of Project Costs, Project Revenues and Net Cost Recovered Through Tax Increments and Historical Summary of Sources, Uses and Status of funds of the City of Madison's Tax Incremental District No. 42 (the District) as of December 31, 2021 and from the date of creation through December 31, 2021, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the District and the net project costs recovered through tax increments as of December 31, 2021 and the sources, uses and status of funds from the date of creation through December 31, 2021, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the transactions of City of Madison's Tax Incremental District No. 42 and do not purport to, and do not, present fairly the financial position of the City of Madison, Wisconsin, as of December 31, 2021, 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.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings and certain internal control-related matters that we identified during the audit.

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. 42'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 13, 2022 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 US, LLP

Madison, Wisconsin
July 13, 2022

City of Madison Tax Incremental District No. 42

Balance Sheet
December 31, 2021

	Capital Projects Fund
Assets	
Cash and investments	\$ 3,441,502
Taxes receivable	1,648,712
Prepaid items	<u>238</u>
Total assets	<u>\$ 5,090,452</u>
Liabilities, Deferred Inflows of Resources and Fund Balance	
Liabilities	
Accounts payable	\$ 2,944
Accrued liabilities	<u>1,293</u>
Total liabilities	<u>4,237</u>
Deferred Inflows of Resources	
Unearned revenue	<u>1,648,712</u>
Total deferred inflows of resources	<u>1,648,712</u>
Fund Balance	
Restricted	<u>3,437,503</u>
Total fund balance	<u>3,437,503</u>
Total liabilities, deferred inflows of resources and fund balance	<u>\$ 5,090,452</u>

See notes to financial statements

City of Madison Tax Incremental District No. 42

Historical Summary of Project Costs, Project Revenues
and Net Cost Recovered Through Tax Increments
Date of Creation Through December 31, 2021

Project Costs

Capital expenditures	\$ 4,999,149
Administration	283,764
Professional services	160,899
Developer payments	1,898,000
Debt issuance costs	23,756
Interest on advances	1,079
Interest on long-term debt	<u>601,228</u>

Total project costs 7,967,875

Project Revenues

Tax increments	4,565,374
Exempt computer aid	280,768
Personal property aid	116,158
Miscellaneous	16,568
Developer guarantee	827,629
Contribution from TID No. 39	4,700,000
Investment income	<u>79,563</u>

Total project revenues 10,586,060

Net cost recovered through
tax increments, December 31, 2021 \$ (2,618,185)

Reconciliation of Recoverable Costs

G.O. debt	\$ 819,318
Less fund balance	<u>(3,437,503)</u>

Net cost recovered through
tax increments, December 31, 2021 \$ (2,618,185)

City of Madison Tax Incremental District No. 42

Historical Summary of Sources, Uses and Status of Funds

Date of Creation Through 'December 31, 2021

Sources of Funds

Tax increments	\$ 4,565,374
Exempt computer aid	280,768
Personal property aid	116,158
Miscellaneous	16,568
Developer guarantee	827,629
Contribution from TID No. 39	4,700,000
Investment income	79,563
Long-term debt issued	<u>5,262,896</u>

Total sources of funds 15,848,956

Uses of Funds

Capital expenditures	4,999,149
Administration	283,764
Professional services	160,899
Developer payments	1,898,000
Debt issuance costs	23,756
Interest on advances	1,079
Principal on long-term debt	4,443,578
Interest on long-term debt	<u>601,228</u>

Total uses of funds 12,411,453

Fund balance, December 31, 2021 \$ 3,437,503

City of Madison Tax Incremental District No. 42

Notes to Financial Statements

December 31, 2021

1. Summary of Significant Accounting Policies

The accounting policies of the City of Madison's (the City) Tax Incremental District No. 42 (the District) conform to accounting principles as applicable to governmental units and as defined by Wisconsin Statutes Section 66.1105.

The City 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 the District. The accompanying financial statements reflect all the significant operations of the District. The accompanying financial statements do not include the full presentation of the City.

Description of Fund Structure and Long-Term Debt

This report contains the financial information of the District. The summary statements were prepared from data recorded in the following City of Madison 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'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. Project costs may be incurred up to five years before the unextended termination date of the District.

	<u>Creation Date</u>	<u>Last Date to Incur Project Costs</u>	<u>Last Year to Collect Increment</u>
TID No. 42	January 1, 2012	July 2, 2034	2040
	<u>Adoption Date</u>	<u>Last Date to Incur Project Costs</u>	
Plan Amendment	September 1, 2020	July 2, 2034	2040
Plan Amendment	May 18, 2021	July 2, 2034	2040

City of Madison Tax Incremental District No. 42

Notes to Financial Statements

December 31, 2021

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.

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.

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.

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.

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. 42

Notes to Financial Statements

December 31, 2021

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.

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, 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 as an individual municipality and, accordingly, the amount of insured funds is not determinable for the District.

3. Long-Term Debt

General Obligation Debt

All general obligation notes payable are backed by the full faith and credit of the City. Notes and bonds borrowed to finance District expenditures will be retired by tax increments accumulated by the District's 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 Rate</u>	<u>Original Indebtedness</u>	<u>Repaid</u>	<u>Balance 12/31/21</u>
G.O. Promissory Notes	10/01/12	10/01/22	0.4-2.125%	\$ 3,702,600	\$ 3,333,550	\$ 369,050
G.O. Promissory Bonds	10/01/13	10/01/23	1.50-4.00	1,050,000	1,050,000	-
G.O. Promissory Notes	10/17/19	10/01/29	2.00-4.00	300,000	60,028	239,972
G.O. Promissory Bonds	10/15/20	10/01/24	3.65-4.00	210,296	-	210,296
Total				<u>\$ 5,262,896</u>	<u>\$ 4,443,578</u>	<u>\$ 819,318</u>

City of Madison Tax Incremental District No. 42

Notes to Financial Statements

December 31, 2021

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

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Calendar Year			
2022	\$ 506,224	\$ 15,764	\$ 521,988
2023	133,129	6,475	139,604
2024	29,994	5,287	35,281
2025	29,994	4,687	34,681
2026	29,994	3,487	33,481
2027	29,994	2,287	32,281
2028	29,994	1,387	31,381
2029	29,995	714	30,709
Total	<u>\$ 819,318</u>	<u>\$ 40,088</u>	<u>\$ 859,406</u>

Crossover Refunding

On October 15, 2020, the City issued \$46,725,000 in general obligation refunding bonds. Of this amount, \$10,315,000 was related to a current refunding and \$36,410,000 was issued with an average coupon rate of 0.51 percent, to advance refund \$36,160,000 of outstanding bonds with an average coupon rate of 2.15 percent. The net proceeds along with existing funds of the City were used to purchase U.S. government securities. Those securities were deposited in an escrow account to provide for future debt service payments on the new bonds until the crossover date. The bonds are not considered to be defeased and the liability for those bonds as well as the escrow account are recorded in the financial statements. This type of advance refunding is commonly called a crossover refunding.

The District's portion of proceeds in the amount of \$210,296 to advance refund \$209,945 of outstanding bonds have been recorded in the City's debt service fund in the prior year. They have been transferred to the District in 2021 and have been used to refund the 2013 general obligation debt in 2021. The District's portion of economic gain is \$12,048.

4. 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 of Madison. There was no advance outstanding as of December 31, 2021.

5. Guaranteed Revenue

The City has entered into a development agreement with 1102, South Park, LLC. The agreement guarantees that 1102, South Park, 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 \$1,898,000. During 2019, the property was sold. The City has collected \$1,070,371 in tax increment. 1102, South Park, LLC paid remaining amount of the guaranteed increment in 2019.

City of Madison Tax Incremental District No. 42

Notes to Financial Statements

December 31, 2021

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, 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 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. There is no balance of this loan remaining at the end of 2021. Details of loans disbursed, forgiven and paid off are as follows:

<u>Developer Name</u>	<u>Loans Disbursed as of 12/31/2020</u>	<u>Loans Forgiven as of 12/31/2020</u>	<u>Loans Paid off as of 12/31/2020</u>	<u>Loans Forgiven During 2021</u>	<u>Balance Remaining as of 12/31/21</u>
1102 South Park LLC	<u>\$ 1,898,000</u>	<u>\$ 1,070,371</u>	<u>\$ 827,629</u>	<u>\$ -</u>	<u>\$ -</u>

7. Increment Sharing

As allowable under TIF statutes, the City may share positive TIF increments. In 2020, the common council and joint review board approved sharing increments from TIF District No. 39 (donor district) to TIF District No. 42 (donee district). Transfers will be reflected as recoverable costs in the donor district and as project revenues in the donee district. As of December 31, 2021, a total of 4,700,000 was contributed by District No. 39.

8. Subsequent Event

In May 2022, the City of Madison approved a third amendment to the District's project plan to increase the project plan cost estimate by \$11 million and approving contributions from TIF District Nos. 39 and 36 in the amount of \$3,000,000 and \$4,000,000 respectively.

City of Madison Tax Incremental District No. 42

Detailed Schedule of Sources, Uses and Status of Funds

From the Date of Creation Through December 31, 2021

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Totals	Project Plan Estimate
Sources of Funds													
Tax increments	\$ -	\$ -	\$ -	\$ 292,643	\$ 248,701	\$ 430,057	\$ 413,922	\$ 721,162	\$ 511,808	\$ 646,950	\$ 1,300,131	\$ 4,565,374	\$ 30,069,000
Exempt computer aid	-	-	-	25,864	21,699	29,572	39,675	40,259	41,233	41,233	41,233	280,768	-
Personal property aid	-	-	-	-	-	-	-	-	8,421	38,719	69,018	116,158	-
Miscellaneous	13,948	-	-	-	-	-	-	-	2,000	-	620	16,568	-
Developer guarantee	-	-	-	-	-	-	-	-	827,629	-	-	827,629	-
Contribution from TID No. 39	-	-	-	-	-	-	-	-	-	1,700,000	3,000,000	4,700,000	4,700,000
Investment income	-	999	2,929	6,187	3,868	3,583	3,784	10,229	26,204	13,610	8,170	79,563	-
Long-term debt issued	-	3,702,600	1,050,000	-	-	-	-	-	300,000	-	210,296	5,262,896	22,758,000
Total sources of funds	13,948	3,703,599	1,052,929	324,694	274,268	463,212	457,381	771,650	1,717,295	2,440,512	4,629,468	15,848,956	57,527,000
Uses of Funds													
Capital expenditures	-	1,257,536	17,976	739	4,912	569	827	828	337,067	1,375,947	2,002,748	4,999,149	22,658,000
Administration	-	67,066	22,620	5,364	6,049	9,974	15,067	22,692	60,843	37,058	37,031	283,764	515,000
Professional services	36,017	38,385	3,419	2,025	1,600	1,600	1,800	4,863	6,883	11,138	53,169	160,899	-
Developer payments	-	1,898,000	-	-	-	-	-	-	-	-	-	1,898,000	5,000,000
Debt Issuance costs	-	23,756	-	-	-	-	-	-	-	-	-	23,756	-
Interest on advances	70	1,009	-	-	-	-	-	-	-	-	-	1,079	-
Principal on long-term debt	-	-	370,563	475,627	475,627	475,627	475,535	475,535	475,535	505,548	713,981	4,443,578	22,758,000
Interest on long-term debt	-	-	64,879	96,468	91,186	82,724	72,161	61,601	49,991	47,160	35,058	601,228	6,596,000
Total uses of funds	36,087	3,285,752	479,457	580,223	579,374	570,494	565,390	565,519	930,319	1,976,851	2,841,987	12,411,453	57,527,000
Fund balance, December 31, 2021												<u>\$ 3,437,503</u>	

City of Madison Tax Incremental District No. 42

Detailed Schedule of Capital, Administration and Professional Services

Expenditures and Developer Payments

From the Date of Creation Through December 31, 2021

	<u>Actual</u>	<u>Project Plan Estimate</u>
Capital, Administration and Professional Services Expenditures, and Developer Payments		
Street improvements	\$ 1,902,681	\$ 6,070,000
Streetscape	5,828	450,000
Revitalization loans	1,898,000	5,000,000
Land acquisition	2,906,927	4,065,000
Administration and professional services	444,663	715,000
Home ownership program	89,038	200,000
Bike / Pet Improvements	-	39,000
Donation to CDA, Village on Park Parking Structure	-	9,100,000
Donation to CDA, Black Business Hub	-	800,000
Donation to CDA, Owner Occupied Affordable Housing	-	200,000
Donation to CDA, Demo North Building & Construct Parking Lot	81,575	1,100,000
Storm sewer	13,100	434,000
	<u> </u>	<u> </u>
Total	<u>\$ 7,341,812</u>	<u>\$ 28,173,000</u>

Independent Auditors' Report on Compliance

To the Common Council of
City of Madison

We have audited the accompanying Balance Sheet, Historical Summary of Project Costs, Project Revenues and Net Cost 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. 42 (the District) as of December 31, 2021 and from the date the District was created through December 31, 2021 and have issued our report thereon dated July 13, 2022. We conducted our audit in accordance with auditing standards generally accepted in the United States of America.

In connection with our audit, we noted that the District failed to comply with the following requirements of Wisconsin State Statutes Section 66.1105:

1. The City of Madison did not send a written notice of the first amendment to the Wisconsin Department of Revenue within 60 days of adoption of the amendment. State statutes require that the notice be sent within 60 days after adoption.

Our audit was not directed primarily toward obtaining knowledge as to whether the District failed to comply with Wisconsin State Statutes Section 66.1105, insofar as it relates to accounting matters. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding 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 US, LLP

Madison, Wisconsin
July 13, 2022