

Financial Statements and Supplementary Information

December 31, 2022

Table of Contents December 31, 2022

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements	
Tax Incremental District No. 39 - Balance Sheet	4
Tax Incremental District No. 39 - Historical Summary of Project Costs, Project Revenues and Net Cost Recovered Through Tax Increments	5
Tax Incremental District No. 39 - Historical Summary of Sources, Uses and Status of Funds	6
Notes to Financial Statements	7
Supplementary Information	
Tax Incremental District No. 39 - Detailed Schedule of Sources, Uses and Status of Funds	12
Tax Incremental District No. 39 - Detailed Schedule of Capital, Administration and Professional Services Expenditures and Developer Payments	14
Independent Auditors' Report on Other Legal and Regulatory Requirements	15



Independent Auditors' Report

To the Common Council of the 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. 39 (the District) as of December 31, 2022 and from the date of creation through December 31, 2022, 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, 2022 and the sources, uses and status of funds from the date of creation through December 31, 2022, 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. 39 and do not purport to, and do not, present fairly the financial position of the City of Madison, Wisconsin, as of December 31, 2022, 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.

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.

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. 39'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

Baker Tilly US, LLP

We have also issued our report dated July 19, 2023 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.

Madison, Wisconsin July 19, 2023

City of Madison Tax Incremental District No. 39 Balance Sheet

December 31, 2022

		Capital Projects Fund
Assets		
Cash and investments	\$	3,629,676
Taxes receivable Prepaid items		3,576,218 56
Total assets	<u>\$</u>	7,205,950
Liabilities, Deferred Inflows of Resources and Fund Balance		
Liabilities Accounts payable Accrued liabilities	\$	539 754
Total liabilities		1,293
Deferred Inflows of Resources Unearned revenue		3,576,218
Fund Balance Restricted		3,628,439
Total liabilities, deferred inflows of resources and		
fund balance	\$	7,205,950

Historical Summary of Project Costs, Project Revenues and Net Cost Recovered Through Tax Increments

From the Date of Creation Through December 31, 2022

Project Costs	
Capital expenditures	\$ 5,306,634
Administration	446,838
Professional services	318,328
Developer payments	225,000
Contribution to TID No. 42	7,700,000
Interest on advances	5,851
Interest on long-term debt	665,595
Total project costs	14,668,246
Project Revenues	
Tax increments	12,362,297
Exempt computer aid	2,063,874
Personal property aid	1,439,257
Investment income	185,974
Intergovernmental grants	174,891
Sale of property	231,856
Miscellaneous	4,069
Total project revenues	16,462,218
Net cost recovered through	
tax increments, December 31, 2022	\$ (1,793,972)
tax more mente, December 61, 2022	<u> </u>
Reconciliation of Recoverable Costs	
G. O. debt	\$ 1,834,467
Less fund balance	(3,628,439)
Net cost recovered through	
tax increments, December 31, 2022	<u>\$ (1,793,972)</u>

Historical Summary of Sources, Uses and Status of Funds From the Date of Creation Through December 31, 2022

Fund balance, December 31, 2022

Sources of Funds Tax increments Exempt computer aid Personal property aid Investment income Miscellaneous Intergovernmental grants Sale of property Long-term debt issued	\$ 12,362,297 2,063,874 1,439,257 185,974 4,069 174,891 231,856 5,380,269
Long torm dobt looded	
Total sources of funds	21,842,487
Uses of Funds	
Capital expenditures	5,306,634
Administration	446,838
Professional services	318,328
Developer payments	225,000
Contribution to TID No. 42	7,700,000
Interest on advances	5,851
Principal on long-term debt	3,545,802
Interest on long-term debt	665,595
Total uses of funds	18,214,048

3,628,439

Notes to Financial Statements December 31, 2022

1. Summary of Significant Accounting Policies

The accounting policies of the City of Madison's Tax Incremental District No. 39 (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. 39. The accompanying financial statements reflect all the significant operations of the City of Madison's Tax Incremental District No. 39. The accompanying financial statements do not include the full presentation of the City of Madison.

Description of Fund Structure and Long-Term Debt

This report contains the financial information of the City of Madison's Tax Incremental District No. 39. 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 20 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	Creation Date	1 Toject Oosts	Conect increment
District No. 39	January 1, 2008	September 2, 2023	2029
	Adoption Date	Last Date to Incur Project Costs	Last Year to Collect Increment
Plan Amendment 1	September 1, 2009	September 2, 2023	2029
Plan Amendment 2	September 1, 2020	September 2, 2023	2029
Plan Amendment 3	May 4, 2021	September 2, 2023	2029
Plan Amendment 4	May 24, 2022	September 2, 2023	2029

Notes to Financial Statements December 31, 2022

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 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.

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.

Notes to Financial Statements December 31, 2022

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 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.

3. Long-Term Debt

General Obligation Debt

All general obligation notes payable are backed by the full faith and credit of the City of Madison. Notes 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.

Title of Issue	Date of Issue	Due Date	Interest Rate	Original Indebtedness		Original Indebtedness		•		•		•		•		•			Balance 12-31-22
G.O. Promissory Notes																			
(Build America Bonds)	10-02-09	10-01-19	2.00-4.30%	\$	129,500	\$	129,500	\$	-										
G.O. Promissory Notes																			
(Building America Bonds)	10-19-10	10-01-20	0.90-3.75		1,367,700		1,367,700		-										
G.O. Promissory Notes	10-19-10	10-01-20	2.00-4.00		911,800		911,800		-										
G.O. Promissory Notes	10-01-11	10-01-21	3.00-5.00		131,000		131,000		-										
G.O. Promissory Notes	10-01-14	10-01-24	2.00-5.00		400,000		400,000		-										
G.O. Promissory Notes	10-17-19	10-01-29	2.00-4.00		1,000,000		300,130		699,870										
G.O. Promissory Notes	10-03-20	10-01-30	1.38-4.00		1,320,000		264,074		1,055,926										
G.O. Promissory Bonds	10-15-20	10-15-24	3.65-4.00		120,269		41,598	_	78,671										
Total				\$	5,380,269	\$	3,545,802	\$	1,834,467										

Notes to Financial Statements December 31, 2022

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

	<u>P</u>	rincipal	I	Interest Total		
Calendar Year						
2023	\$	272,108	\$	50,450	\$	322,558
2024		270,600		42,058		312,658
2025		232,019		34,594		266,613
2026		232,019		26,634		258,653
2027		231,926		18,673		250,599
2028		231,926		11,716		243,642
2029		231,926		6,828		238,754
2030		131,943		1,815		133,758
Total	\$	1,834,467	\$	192,768	\$	2,027,235

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 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, 2022.

5. Guaranteed Revenue

The City of Madison has entered into a development agreement with Dane County Data Exchange, LLC. The agreement guarantees that Dane County Data Exchange, LLC 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 \$225,000. This obligation was met in 2019.

Notes to Financial Statements December 31, 2022

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. This balance of this loan was forgiven in 2019. Details of loans disbursed and forgiven are as follows:

Developer Name	Loans sbursed as f 12-31-21	Loans given as of 12-31-21	Loai Disbui During	rsed	Forg	ans given g 2022	Rema	lance lining as 2-31-22
Dane County Data Exchange, LLC	\$ 225,000	\$ 225,000	\$	_	\$	_	\$	_

7. Increment Sharing

As allowable under TIF statutes, the City of Madison 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. During 2022, an additional contribution of \$3,000,000 was disbursed with a total of \$7,700,000 contributed by TIF District No. 39.

8. Subsequent Event - Affordable Housing Transfer

In April 2023, the District's life was extended by one year in accordance with Section 66.1105 (6) (g) of Wisconsin State Statutes and the increment earned during year 2024 will be used to fund the affordable housing program.

City of Madison Tax Incremental District No. 39

Detailed Schedule of Sources, Uses and Status of Funds
From the Date of Creation Through December 31, 2022

	2008	2009	2010	2011	2012	2013	2014
Sources of Funds							
Tax increments	\$ - \$	- \$	- \$	99,655 \$	176,955 \$	387,704 \$	-
Exempt computer aid	-	=	84,013	94,320	110,458	121,988	158,664
Personal property aid	-	-	-	=	-	-	-
Investment income	-	=	6,892	6,702	4,387	1,434	1,726
Miscellaneous	-	2,944	-	=	-	1,125	-
Intergovernmental grants	=	=	-	-	14,968	94,000	13,716
Sale of property	-	-	-	-	-	231,856	-
Long-term debt issued	_	129,500	2,279,500	131,000	<u> </u>	<u> </u>	400,000
Total sources of funds		132,444	2,370,405	331,677	306,768	838,107	574,106
Uses of Funds							
Capital expenditures	12,632	50,673	1,429,096	113,311	13,760	627,997	16,065
Administration	57,425	91,086	67,176	33,460	15,336	33,339	21,472
Professional services	-	106,426	109,585	11,541	3,527	9,047	17,510
Developer payments	-	-	-	-	-	225,000	-
Contribution to TID No. 42	-	-	-	-	-	-	-
Interest on advances	1,065	2,374	2,063	-	-	289	60
Principal on long-term debt	-	-	12,956	241,041	254,149	253,870	253,870
Interest on long-term debt	_ -	<u> </u>	2,554	61,333	76,009	66,233	56,321
Total uses of funds	71,122	250,559	1,623,430	460,686	362,781	1,215,775	365,298

City of Madison Tax Incremental District No. 39

Detailed Schedule of Sources, Uses and Status of Funds
From the Date of Creation Through December 31, 2022

	 2015		2016	2017	 2018	2019	2020	2021	 2022	Total	Project Plan Estimate
Sources of Funds											
Tax increments	\$ -	\$	105,734	\$ 223,854	\$ 1,701,264	\$ 1,899,530	\$ 2,379,119	\$ 2,593,851	\$ 2,794,631	\$ 12,362,297	\$ 19,248,000
Exempt computer aid	130,351		144,036	197,683	200,589	205,443	205,443	205,443	205,443	2,063,874	-
Personal property aid	-		-	-	-	50,606	359,814	669,023	359,814	1,439,257	-
Investment income	1,512		_	-	14,863	58,582	29,312	10,104	50,460	185,974	-
Miscellaneous	-		-	-	=	-	=	-	-	4,069	-
Intergovernmental grants	13,581		12,040	10,169	7,994	5,608	2,815	-	-	174,891	=
Sale of property	=		-	-	-	-	-	-	-	231,856	=
Long-term debt issued	 			 	 _	 1,000,000	1,320,000	 120,269	 _	 5,380,269	7,762,000
Total sources of funds	 145,444	_	261,810	 431,706	 1,924,710	 3,219,769	 4,296,503	 3,598,690	 3,410,348	 21,842,487	27,010,000
Uses of Funds											
Capital expenditures	238,976		182,273	22,611	5,249	1,524,653	793,816	(89,469)	364,991	5,306,634	8,222,000
Administration	10,140		6,015	20,081	9,568	13,751	31,071	20,170	16,748	446,838	500,000
Professional services	5,678		4,426	5,393	12,520	12,809	14,040	2,241	3,585	318,328	-
Developer payments	-		-	-	-	-	-	-	-	225,000	691,000
Contribution to TID No. 42	-		=	-	=	-	1,700,000	3,000,000	3,000,000	7,700,000	7,700,000
Interest on advances	-		-	-	-	-	-	-	-	5,851	-
Principal on long-term debt	294,028		293,989	293,989	293,990	294,262	380,816	405,164	273,678	3,545,802	7,762,000
Interest on long-term debt	 59,380		52,978	 45,827	 37,211	 27,984	 46,849	 73,087	 59,829	 665,595	2,135,000
Total uses of funds	 608,202		539,681	 387,901	 358,538	 1,873,459	 2,966,592	 3,411,193	 3,718,831	 18,214,048	27,010,000

Fund balance, December 31, 2022

\$ 3,628,439

Detailed Schedule of Capital, Administration and Professional Services Expenditures and Developer Payments From the Date of Creation Through December 31, 2022

		Project Plan
	 Actual	 Estimate
Capital, administration and professional services expenditures and developer payments:		
Street resurfacing	\$ 2,728,327	\$ 3,722,000
Other public works projects	691,781	1,000,000
Economic development assistance loans	225,000	691,000
Administration and professional services	765,166	500,000
Land acquisition	366,568	250,000
Small Cap TIF	-	500,000
Business relocation	-	2,400,000
Dairy Drive Homeless Encampment	348,061	350,000
Property holding costs	 1,171,897	 <u>-</u>
Total	\$ 6,296,800	\$ 9,413,000



Independent Auditors' Report on Other Legal and Regulatory Requirements

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. 39 (the District) as of December 31, 2022 and from the date the District was created through December 31, 2022 and have issued our report thereon dated July 19, 2023. 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 could not locate the evidence that the municipal clerk gave 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.
- 2. The City of Madison did not send a written notice of the second 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.

Madison, Wisconsin July 19, 2023

Baker Tilly US, LLP