

***Vistancia
Community Facilities
District***
Peoria, Arizona

***Annual
Financial Report***
For Fiscal Year Ended
June 30, 2013

District Board:
Bob Barrett, Chairman
Ron Aames
Cathy Carlat
Jon Edwards
Carlo Leone
Bill Patena
Tony Rivero

District Administrative Staff:
Carl Swenson, District Manager
Brent D. Mattingly, District Treasurer & Chief Financial Officer
Stephen M. Kemp, District Counsel
Rhonda Geriminsky, District Clerk

Prepared by City of Peoria Finance Department

VISTANCIA COMMUNITY FACILITIES DISTRICT
 Peoria, Arizona
 ANNUAL FINANCIAL REPORT
 For the Year Ended June 30, 2013

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Vistancia Community Facilities District

Peoria, Arizona

October 31, 2013

Honorable Board of Directors:

The accompanying basic financial statements of the Vistancia Community Facilities District (the District) for the year ended June 30, 2013, have been prepared for the use of the District Board, staff and other interested parties. This report includes Management's Discussion and Analysis, the basic financial statements for the District including government-wide financial statements, fund financial statements and footnotes, and supplemental budget comparison schedules for the District's funds.

This report was prepared by the Financial Services Division of the Finance Department of the City of Peoria, Arizona (the City) as finance staff for the District. It is intended as District management's report to the District Board and other interested parties.

The District is a component unit of the City of Peoria, Arizona for financial reporting. As a component unit of the City, the accompanying financial statements were included in the annual audit of the City's Comprehensive Annual Financial Report (CAFR) for the year ended June 30, 2013. A copy of the City's CAFR may be obtained by contacting the City's Finance Department at 8401 West Monroe Street, Peoria, Arizona 85345. Additionally, the auditors, Heinfeld, Meech & Co., P.C., have also expressed an opinion on the separate financial statements of the District included herein. That opinion may be found on page 1 of this financial report.

Questions about the financial statements included herein should be addressed to the City of Peoria, Finance Department at the above address.

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Vistancia Community Facilities District

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Vistancia Community Facilities District (District), a component unit of the City of Peoria, Arizona, as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

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.

Auditor's Responsibility

Our responsibility is to express opinions 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Vistancia Community Facilities District, as of June 30, 2013, and the respective changes in financial position thereof and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements of the Vistancia Community Facilities District are intended to present the financial position and the changes in financial position of only that portion of the governmental activities and each major fund that are attributable to the District, a component unit of the City of Peoria, Arizona. They do not purport to, and do not, present fairly the financial position of the City of Peoria, Arizona, as of June 30, 2013, and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As described in Note 1, the District implemented the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, and GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities* for the year ended June 30, 2013, which represent a change in accounting principle. Our opinion is not modified with respect to these matters.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The transmittal letter and supplemental information as listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. The supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic 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 basic financial statements as a whole. The transmittal letter has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on the letter.

Heinfeld, Meech & Co., P.C.

HEINFELD, MEECH & CO., P.C.
CPAs and Business Consultants

October 31, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the Vistancia Community Facilities District (the District), we offer this narrative overview and analysis of the financial activities of the District for the fiscal year ended June 30, 2013. This discussion and analysis is designed to (1) assist the reader in focusing on significant financial issues, (2) provide an overview of the District's financial activity, (3) identify changes in the District's financial position, and (4) identify individual fund issues or concerns.

On October 15, 2002, the District was formed by petition to the City Council of the City of Peoria, Arizona (City) pursuant to Title 48, Chapter 4, Article 6 of the Arizona Revised Statutes. The District is a special purpose taxing district and separate political subdivision under Arizona statutes. As such, the District can levy taxes and issue bonds, independent of the City. Property owners within the District boundaries pay for District infrastructure and functions through secondary property tax assessments. The District's purpose is to acquire or construct public infrastructure in a specified area of the City. City staff administers the District. The Peoria City Council also serves as the District Board of Directors. The District is one of the City of Peoria's component units for the fiscal year ended June 30, 2013.

Financial Highlights

- The fiscal year 2013 tax levy was \$2.10 per \$100 valuation.
- District tax collections plus developer contributions were sufficient to pay District debt service during fiscal year 2013.
- The fund balance of the District's governmental funds at June 30, 2013, was \$19.4 million, a decrease of \$2.3 million (10.6%) from the previous year. Of the total ending governmental fund balance, \$9.0 million is restricted for debt service, and \$10.4 million is restricted for capital projects.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis introduces the District's basic financial statements. The basic financial statements are comprised of three components: (1) government-wide financial statements, (2) fund financial statements and (3) notes to the financial statements.

Government-wide Financial Statements

The *statement of net position* is designed to provide a broad overview of the District's finances in a manner similar to those used by private businesses. The statement of net position presents information on all of the District's assets and liabilities, both current and long-term, with the difference between assets and liabilities reported as net position. The focus on net position is designed to be similar to the emphasis for businesses. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the District is improving or deteriorating. To assess the overall health of the District, other indicators, including non-financial indicators should also be considered.

The *statement of activities* presents information showing how the District's net position changed over the most recent fiscal year. Since full accrual accounting is used for the government-wide financial statements, all changes to net position are reported at the time that the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods, such as revenues pertaining to uncollected taxes and expenses related to accrued interest. This statement also focuses on both the gross and net costs of the various functions of the District, based only on direct functional revenues and expenses. This is designed to show the extent to which the various functions depend on general taxes and revenues for support.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or conditions. Funds are used to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the District are governmental funds and all are restricted, either by bond covenants or state law, as to use.

The District maintains two governmental funds, a general fund and a debt service fund. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures and changes in fund balances for each fund.

The District adopts annual budgets for both the general fund and the debt service fund. Budgetary comparison statements and schedules are provided to demonstrate compliance with the adopted budgets.

Notes to the financial statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements and should be read in conjunction with the financial statements.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As of June 30, 2013, the liabilities of the District exceed its assets by \$32.1 million (net position). The deficit in net position is due to the nature of the District's operations. The purpose of the District is to acquire or construct certain capital infrastructure, primarily water and wastewater systems, within the boundaries of the District. Once the capital infrastructure is acquired or constructed, it is turned over to the City to operate. As a special purpose district and a separate political subdivision under the Arizona Constitution, the District can levy taxes and issue bonds independently of the City. Property owners within the District are assessed property taxes to pay the debt service over the life of the bonds. The City has no liability for debt of the District. Because the capital assets are generally reported in the City's financial statements, the Statement of Net Position for the District reflects a large liability (bonds payable) without an offsetting asset. Capital assets are only shown on the District's financial statements if they are classified as work-in-process at year end.

The following tables, graphs and analysis discuss the financial position and changes to the financial position for the District as a whole as of and for the year ended June 30, 2013, with comparative information for the previous year.

Net Position

Net position may serve over time as a useful indicator of a government's financial position. The following table reflects the condensed Statement of Net Position of the District for June 30, 2013, compared to the prior year.

| | Governmental Activities | | |
|-----------------------------------|-------------------------|------------------|----------|
| | 2013 | 2012 | % Change |
| Current and other assets | \$ 19.6 | \$ 21.8 | (10.1)% |
| Capital assets | 3.7 | 2.6 | 42.3 |
| Total assets | <u>23.3</u> | <u>24.4</u> | (4.5) |
| Other liabilities | 1.6 | 1.6 | (0.0) |
| Long-term liabilities outstanding | 53.8 | 56.3 | (4.4) |
| Total liabilities | <u>55.4</u> | <u>57.9</u> | (4.3) |
| Net position: | | | |
| Unrestricted* | <u>\$ (32.1)</u> | <u>\$ (33.5)</u> | 4.2 |

* June 30, 2012 net position has been restated. See Notes to the Financials Statements (footnote 1., M. and N.) for explanation.

Net position of the District increased \$1.4 million, 4.2% primarily due to the reduction (payment) of outstanding debt. Current assets decreased \$2.2 million in fiscal year 2013 as cash was spent to construct capital assets. Work-in-progress capital assets of \$3.7 million were retained by the District at June 30, 2013 pending asset completion. Completed capital assets of \$1.3 million were transferred to the City during fiscal year 2013. Since the net assets of the District are negative at June 30, 2013, they are classified as unrestricted.

Changes in Net Position

The following table compares the revenue and expenses for the current and previous fiscal year.

| Changes in Net Position For the year ended June 30 (In millions of dollars) | | | |
|---|---------------|-----------------|----------|
| Governmental Activities | | | |
| | 2013 | 2012 | % Change |
| REVENUES: | | | |
| Program revenues: | | | |
| Developer contributions | \$ 3.4 | \$ 3.5 | 2.9% |
| General revenues: | | | |
| Property taxes | 2.2 | 2.2 | - |
| Investment earnings | 0.1 | 0.1 | - |
| Total revenues | <u>5.7</u> | <u>5.8</u> | (1.7) |
| EXPENSES: | | | |
| Program activities: | | | |
| General government | - | - | - |
| Interest expense on debt | 3.0 | 3.2 | (6.3) |
| Total expenses | <u>3.0</u> | <u>3.2</u> | (6.3) |
| Excess (shortage) before transfers | <u>2.7</u> | <u>2.6</u> | 3.8 |
| Transfers in (out) | <u>(1.3)</u> | <u>(3.3)</u> | (60.6) |
| Increase (decrease) in net position | <u>\$ 1.4</u> | <u>\$ (0.7)</u> | 300.0 |

The net position of the District increased \$1.4 million in fiscal year 2013. Property tax collections stayed steady. The developer contributions decreased by \$0.1 million. Under an agreement between the District and the developer, the developer is required to cover any deficits between tax collections and debt service requirements. In fiscal year 2013 the developer contributed \$3.4 million for payments on district debt. The property tax rate remained unchanged at \$2.10 per \$100 of valuation. Interest expense on debt reduced \$0.2 million. Transfers of completed capital assets decreased by \$2.0 million.

FINANCIAL ANALYSIS OF THE DISTRICT'S FUNDS

The District maintains fund accounting to demonstrate compliance with budgetary and legal requirements related to special purpose districts and general obligation bonds.

The focus of the governmental fund financial statements is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing the District's ability to pay the debt service on the general obligation bonds it issues to fund construction or acquisition of public infrastructure.

The fund balance of the District's combined governmental funds is \$19.4 million, a decrease of \$2.3 million from the previous year. The decrease is due to the expenditure of bond proceeds on capital outlay. Of the total ending fund balance \$9.0 million is restricted for debt service and \$10.4 million is restricted for capital projects.

Governmental Fund revenues totaled \$5.7 million (down \$0.1 million or (1.7%) from 2012) in fiscal year ending June 30, 2013, of which \$3.4 million is from developer contributions under the Standby Contribution Agreement between the District and the developer.

Property tax revenues stayed steady in fiscal year 2013. There was a slight increase in the assessed valuation from \$102.6 million to \$104.4 million. The property tax rate of the District remained unchanged.

CAPITAL ASSET AND DEBT ADMINISTRATION

The District was formed to finance the acquisition or construction of public infrastructure that is subsequently donated to the City for operation. The District does not own or operate infrastructure once completed. Since formation, District bonds have been issued and the proceeds used to construct public infrastructure such as a water reclamation plant, wells and booster stations. During fiscal year 2013, \$2.5 million was expended for capital. During fiscal year 2013, \$1.3 million of completed capital assets were transferred to the City, and accepted by the City as a donation of capital assets. Construction in progress of \$3.7 million was held by the District at the end of fiscal year 2013.

The District is authorized, by an election held November 12, 2002, to issue \$100 million in District general obligation or revenue bonds. As of June 30, 2013, the District has issued \$67.6 million of general obligation bonds against the authorization. These bonds are to be repaid through property taxes levied on the property within the District. Under a Standby Contribution Agreement, Vistancia LLC, the developer of the community, is obligated to fund any difference between debt service costs and property tax revenues. The City has no obligation for the District's debt, other than the administration of the collection of property taxes and the payment of debt service on behalf of the District.

At the time of issue, District general obligation bonds have a 20-year term. In the event the District Board decides at a future time to dissolve the District, State statute provides that all taxable property in the District will remain subject to the lien for the payment of the bonds until all bonds have been defeased.

Outstanding Long-Term Debt at June 30

| | <u>Governmental Activities</u> | |
|--------------------------|--------------------------------|----------------------|
| | <u>2013</u> | <u>2012</u> |
| General obligation bonds | <u>\$ 53,725,000</u> | <u>\$ 56,230,000</u> |

The District issued \$21,250,000 in bonds in fiscal year 2003, \$23,550,000 during fiscal year 2005, and an additional \$22,760,000 during fiscal year 2007. As of June 30, 2013, \$13,835,000 has been paid against principal on the outstanding debt.

ECONOMIC FACTORS

The unemployment rate in the metropolitan Phoenix region for June 2013 was 7.2%, which remains below both the state (8.0%) and national average (7.6%). The regional economy continues to recover at a slow pace with population growth in the 1% range and modest increases in construction activity. Overall employment growth was positive with a year-over-year increase in jobs of 7.3%. Moderate growth in the education, healthcare, construction, retail, transportation and utilities, and leisure and hospitality services sectors helped to create over-the-year job gains. Within Peoria, the local economy has experienced a slight increase in residential construction with activity continuing in the planned communities that have developed over the past few years. Commercial construction remains at less than historical levels.

The adopted fiscal year 2014 budget for the District is \$28.6 million, a 7.4% decrease from 2013. The tax rate for the District for fiscal year 2014 is \$2.10, unchanged from the fiscal year 2013 tax rate.

FINANCIAL CONTACT

This financial report is designed to provide a general overview of the District's finances and to demonstrate accountability for the use of public funds. Questions about any of the information provided in this report, or requests for additional financial information should be addressed to the City's Finance Department at the following address: City of Peoria, 8401 W. Monroe Street, Peoria, Arizona 85345.

BASIC FINANCIAL STATEMENTS

**VISTANCIA COMMUNITY FACILITIES DISTRICT
STATEMENT OF NET POSITION
JUNE 30, 2013**

| | Primary Government |
|--------------------------------------|--------------------|
| | Governmental |
| | Activities |
| | |
| ASSETS | |
| Accounts receivable, net | \$ 116,281 |
| Interest receivable | 32,029 |
| Property taxes receivable | 28,805 |
| Deferred bond issuance costs, net | |
| Restricted cash and cash equivalents | 7,193,072 |
| Restricted investments | 12,192,890 |
| Capital assets: | |
| Non-depreciable | 3,747,821 |
| Depreciable (net) | - |
| Total assets | 23,310,898 |
| LIABILITIES | |
| Accounts payable | 64,960 |
| Interest payable | 1,461,218 |
| Other liabilities | 95,859 |
| Non-current liabilities: | |
| Due within one year: | |
| Current portion of bonds payable | 2,630,000 |
| Due in more than one year: | |
| Noncurrent portion of bonds payable | 51,095,000 |
| Plus: Unamortized bond premium | 57,967 |
| Total liabilities | 55,405,004 |
| NET POSITION | |
| Unrestricted | (32,094,106) |
| Total net position | \$ (32,094,106) |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2013**

| | <u>Expenses</u> | <u>Capital Contributions</u> | <u>Net (Expenses) Revenues and Changes in Net Assets Governmental Activities</u> |
|---|------------------|----------------------------------|--|
| <u>Functions/Programs</u> | | | |
| Primary government: | | | |
| Governmental activities: | | | |
| Public Works | \$ - | \$ 3,424,335 | \$ 3,424,335 |
| Interest expense on debt | <u>2,921,623</u> | <u>-</u> | <u>(2,921,623)</u> |
| Totals | <u>2,921,623</u> | <u>3,424,335</u> | <u>502,712</u> |
| General revenues | | | |
| Taxes: | | | |
| Property taxes, levied for debt service | | | \$ 2,197,691 |
| Investment earnings | | | 50,979 |
| Transfers out | | | <u>(1,342,130)</u> |
| Total general revenues and transfers | | | <u>906,540</u> |
| Change in net position | | | <u>1,409,252</u> |
| Net position - beginning | | | <u>(32,185,655)</u> |
| Cummulative effect of change in accounting principle (note 1) | | | <u>(1,317,703)</u> |
| Net position - beginning - restated | | | <u>(33,503,358)</u> |
| Net position - ending | | | <u><u>\$ (32,094,106)</u></u> |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
JUNE 30, 2013**

| | General Fund | Debt Service Fund | Totals |
|---|-------------------------|----------------------------------|----------------------|
| ASSETS | | | |
| Accounts receivable, net | \$ - | \$ 116,281 | \$ 116,281 |
| Interest receivable | 22,524 | 9,505 | 32,029 |
| Property taxes receivable | - | 28,805 | 28,805 |
| Restricted cash and cash equivalents | 2,748,658 | 4,444,414 | 7,193,072 |
| Restricted investments | 7,810,936 | 4,381,954 | 12,192,890 |
| Total assets | <u>\$ 10,582,118</u> | <u>\$ 8,980,959</u> | <u>\$ 19,563,077</u> |
| LIABILITIES DEFERRED INFLOWS & FUND BALANCES | | | |
| Liabilities: | | | |
| Accounts payable | \$ 64,684 | \$ 276 | \$ 64,960 |
| Retainage payable | 95,859 | - | 95,859 |
| Total liabilities | <u>\$ 160,543</u> | <u>\$ 276</u> | <u>\$ 160,819</u> |
| Deferred inflow of resources: | | | |
| Unavailable revenue-property tax | \$ - | \$ 14,287 | \$ 14,287 |
| Total deferred inflow of resources | <u>\$ -</u> | <u>\$ 14,287</u> | <u>\$ 14,287</u> |
| Fund balances: | | | |
| Restricted for: | | | |
| Debt service | \$ - | \$ 8,966,396 | \$ 8,966,396 |
| Capital projects | 10,421,575 | - | 10,421,575 |
| Total fund balance | <u>10,421,575</u> | <u>8,966,396</u> | <u>19,387,971</u> |
| Total liabilities, deferred inflows & fund balance | <u>\$ 10,582,118</u> | <u>\$ 8,980,959</u> | <u>\$ 19,563,077</u> |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
RECONCILIATION OF THE BALANCE SHEET
TO THE STATEMENT OF NET POSITION
GOVERNMENTAL ACTIVITIES
JUNE 30, 2013**

| | |
|--|-----------------|
| Fund balances - total governmental funds balance sheet | \$ 19,387,971 |
| Amounts reported for governmental activities in the statement of net position are different because: | |
| Governmental capital assets | 3,747,821 |
| Long-term liabilities, including bonds payable are not due and payable in the current period and therefore are not reported in the governmental funds. | |
| Governmental bonds payable | (53,725,000) |
| Bond premiums are recognized at the time of issuance in the governmental funds, but are deferred and recognized over the life of the bonds for government-wide reporting | (57,967) |
| Property tax revenue earned but not received within 60 days of year-end is deferred for the governmental statements, but is recognized as revenue for the government-wide statements | 14,287 |
| Interest payable on long-term debt is not reported in the governmental funds. | (1,461,218) |
| Net position of governmental activities - statement of net position | \$ (32,094,106) |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2013**

| | <u>General Fund</u> | <u>Debt Service Fund</u> | <u>Totals</u> |
|-----------------------------|-------------------------|----------------------------------|----------------------|
| REVENUES: | | | |
| Taxes: | | | |
| Property taxes | \$ - | \$ 2,183,404 | \$ 2,183,404 |
| Investment earnings | 31,148 | 19,831 | 50,979 |
| Developer contributions | - | 3,424,335 | 3,424,335 |
| Total revenues | <u>31,148</u> | <u>5,627,570</u> | <u>5,658,718</u> |
| EXPENDITURES: | | | |
| Debt service: | | | |
| Principal payments | - | 2,505,000 | 2,505,000 |
| Interest and other charges | - | 2,985,974 | 2,985,974 |
| Capital outlay | 2,455,422 | - | 2,455,422 |
| Total expenditures | <u>2,455,422</u> | <u>5,490,974</u> | <u>7,946,396</u> |
| Net change in fund balances | <u>(2,424,274)</u> | <u>136,596</u> | <u>(2,287,678)</u> |
| Fund balances - beginning | 12,845,849 | 8,829,800 | 21,675,649 |
| Fund balances - ending | <u>\$ 10,421,575</u> | <u>\$ 8,966,396</u> | <u>\$ 19,387,971</u> |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES - GOVERNMENTAL ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2013**

| | |
|---|----------------|
| Net change in fund balances - total governmental funds | \$ (2,287,678) |
| Amounts reported for governmental activities in the statement of activities are different because: | |
| Certain revenues are deferred in the governmental funds because they do not provide current financial resources, but are considered revenue on the statement of activities. | 14,287 |
| Interest expense in the statement of activities differs from the amount reported in governmental funds because accrued interest was calculated for bonds and notes payable for the statement of activities, but is expensed when due for the governmental fund statements. | 63,537 |
| Governmental funds report capital outlays as expenditures. However, in the statement of activities, the costs of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays (\$2,455,422) exceeded depreciation (\$0) in the current period. | 2,455,422 |
| Repayment of bond principal is an expenditure in the governmental funds, but reduces long-term liabilities in the statement of net position. No effect on net position. | 2,505,000 |
| Loss on refunding and bond premiums are expensed in the year of issuance for budgetary purposes but are amortized to interest expense over the life of the bonds for GAAP purposes. | 814 |
| The donation of governmental capital assets to the City's Proprietary Funds is not shown in the governmental fund statements but is a transfer out in the statement of activities | (1,342,130) |
| Change in net position of governmental activities- statement of activities | \$ 1,409,252 |

The accompanying notes are an integral part of the financial statements

**VISTANCIA COMMUNITY FACILITIES DISTRICT
BUDGETARY COMPARISON STATEMENT
GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2013**

| | <u>Budgeted Amounts</u> | | <u>Actual Amounts (budgetary basis)</u> | <u>Variance with Final Budget Over (Under)</u> |
|--|-------------------------|-------------------|---|--|
| | <u>Original</u> | <u>Final</u> | | |
| Budgetary fund balance, July 1, 2012 | \$ 12,905,376 | \$ 12,905,376 | \$ 12,905,376 | \$ - |
| RESOURCES (INFLOWS): | | | | |
| Investment earnings | 38,500 | 38,500 | 11,055 | (27,445) |
| Total inflows | <u>38,500</u> | <u>38,500</u> | <u>11,055</u> | <u>(27,445)</u> |
| Amounts available for appropriation | <u>12,943,876</u> | <u>12,943,876</u> | <u>12,916,431</u> | <u>(27,445)</u> |
| CHARGES TO APPROPRIATIONS (OUTFLOWS): | | | | |
| Public works | - | - | - | - |
| Capital outlay | 12,816,516 | 12,891,516 | 2,356,037 | (10,535,479) |
| Contingencies | 75,000 | - | - | - |
| Total charges to appropriations | <u>12,891,516</u> | <u>12,891,516</u> | <u>2,356,037</u> | <u>(10,535,479)</u> |
| Budgetary fund balance, June 30, 2012 | <u>\$ 52,360</u> | <u>\$ 52,360</u> | <u>\$ 10,560,394</u> | <u>\$ 10,508,034</u> |

Explanation of differences between budgetary inflows and outflows and GAAP revenues and expenditures

Sources/inflows of resources:

| | |
|---|------------------|
| Actual amounts (budgetary basis) "available for appropriations" from the budgetary comparison schedule | \$ 12,916,431 |
| Differences - budget to GAAP: | |
| The fund balance at the beginning of the year is a budgetary resource but is not a current year revenue for financial reporting purposes | (12,905,376) |
| The City budgets certain revenues on the cash basis, rather than on the modified accrual basis | 20,093 |
| Capital-related debt issued is a budgetary resource, but is not a revenue for financial reporting purposes | - |
| Transfers from other funds are a budgetary resource but are not revenues for financial reporting purposes | - |
| Total revenues as reported on the combining statement of revenue, expenditures, and changes in fund balances - non-major governmental funds | <u>\$ 31,148</u> |

Uses/outflows or resources:

| | |
|--|---------------------|
| Actual amounts (budgetary basis) "total charges to appropriations" from the budgetary comparison schedule | \$ 2,356,037 |
| Differences - budget to GAAP: | |
| The City budgets for certain other expenditures on the cash basis, rather than on the modified accrual basis | 99,385 |
| Capital outlay recognized as expenditures for budgetary purposes, but assets capitalized in proprietary funds for financial reporting purposes | - |
| Transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes | - |
| Total expenditures as reported in the combining statement of revenues, expenditures, and changes in fund balances - non-major governmental funds | <u>\$ 2,455,422</u> |

VISTANCIA COMMUNITY FACILITIES DISTRICT
Peoria, Arizona

NOTES TO THE FINANCIAL STATEMENTS

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VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Vistancia Community Facilities District, a component unit of the City of Peoria, Arizona (City), conform to accounting principles generally accepted in the United States of America ("GAAP") as applicable to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The following is a summary of other significant accounting policies:

A. Financial Reporting Entity

The Vistancia Community Facilities District (the District) was formed by petition to the City Council in 2002. The District's purpose is to acquire or construct public infrastructure in a specified area of the City. As a special purpose district and separate political subdivision under the Arizona Constitution, the District can levy taxes and issue bonds independently of the City. Property owners in the designated areas are assessed for the District's property taxes, and thus for the costs of operating the District. The City Council serves as the Board of Directors of the District. The City has no liability for the District's debt. For financial reporting purposes, the transactions of the District are included as governmental type funds in the City's financial statements as if they were part of the City's operations.

B. Basic Financial Statements

The basic financial statements of the District include both government-wide and fund financial statements. The government-wide financial statements (statement of net position and statement of activities) report on all of the non-fiduciary activities of the District as a whole. All of the activities of the District are governmental activities. All activities are reported in the government-wide financial statements using the economic resources measurement focus and the accrual basis of accounting, which includes long-term assets and receivables as well as long-term debt and obligations. The government-wide financial statement focus more on sustainability of the District as an entity and the change in aggregate financial position resulting from activities of the period. Generally, the effect of interfund activity has been removed from the government-wide financial statements.

The government-wide Statement of Net Position reports all financial and capital resources of the government (excluding fiduciary funds). It is displayed in a format of assets less liabilities equal net position, with the assets and liabilities shown in order of their relative liquidity. Net assets are required to be displayed in three components, if applicable: 1) net investment in capital assets 2) restricted and 3) unrestricted. Restricted net assets are those with constraints placed on their use by either: 1) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments, or 2) imposed by law through constitutional provisions or enabling legislation. All net assets not otherwise classified as restricted, are shown as unrestricted. Generally, the District would first apply restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available. At June 30, 2013, the net position of the District is negative and therefore is shown as unrestricted.

The government-wide Statement of Activities demonstrates the degree to which the direct expenses of the functions and segments of the District are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Interest on general long-term debt is shown separately, not allocated to functions. Program revenues include: 1) charges to customers or users who purchase, use or directly benefit from goods,

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

services or privileges provided by a particular function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes, investment income and other revenues not identifiable with particular functions or segments are included as general revenues. The general revenues support the net costs of the functions and segments not covered by program revenues.

Also part of the basic financial statements are fund financial statements. The focus of the fund financial statements is on major funds. Both of the funds of the District, the general fund and the debt service fund are governmental funds. The governmental fund financial statements are prepared on a current financial resources measurement focus and modified accrual basis of accounting. Since the governmental fund financial statements are presented on a different basis than the governmental activities of the government-wide financial statements, reconciliations are provided following each fund statement. These reconciliations briefly explain the adjustments necessary to transform the fund financial statements into the governmental activities of the government-wide financial statements.

C. Basis of Presentation

The accounts of the District are organized and operated on the basis of funds. A fund is an independent fiscal and accounting entity with a self-balancing set of accounts, which includes assets, liabilities, deferred inflow of resources, fund equity, revenues and expenditures. Fund accounting segregates funds according to their intended purpose and is used to aid management in demonstrating compliance with finance-related legal and contractual provisions. The minimum number of funds is maintained consistent with legal and managerial requirements.

The following fund categories (further divided by fund type) are used by the District:

Governmental Funds

Governmental funds are used to account for the District's general government activities. The focus of Governmental Fund measurement is upon determination of financial position and changes in financial position rather than upon net income. The following are the Governmental Funds of the District:

General Fund accounts for the proceeds from the sales of Community Facilities District bonds and the acquisition of capital assets or construction of major capital projects within the District.

Debt Service Fund accounts for the resources accumulated for, and the servicing of the general long-term debt of the District, including principal, interest and other related costs.

D. Measurement Focus and Basis of Accounting

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. Governmental fund types are presented using the flow of current financial resources measurement focus. This presentation is deemed most appropriate to 1) demonstrate legal and covenant compliance, 2) demonstrate the sources and uses of liquid resources, and 3) demonstrate how the District's actual revenues and expenditures conform to the annual budget. With this measurement focus, operating statements present increases and decreases in net current assets, and unassigned fund balance is a measure of available spendable resources. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e. when they are "measurable and available"). "Measurable" means the amount of the transaction can be determined and "available" means collectible within the current period or soon thereafter to pay liabilities of the current period. The District considers revenues available under

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

modified accrual, if they are earned by June 30 (all eligibility requirements have been met) and the revenue is expected to be collected within six months after year-end, except for property taxes. For property taxes, the District uses a 60 day collection period. Expenditures are recorded when the related fund liability is incurred, except for unmatured interest on general long-term debt which is recognized when due.

When applying the "susceptible to accrual" concept to intergovernmental revenues pursuant to GASB Statement #33 – *Recipient Reporting for Certain Shared Non-exchange Transactions* (Statement #33), receivables and revenues are recognized when the applicable eligibility requirements, including time requirements, are met. Resources transmitted before the eligibility requirements are met are reported as unearned revenue.

Under GASB Statement #33, property taxes are susceptible to accrual when an enforceable legal claim has arisen. As noted above, the District recognizes property taxes received within 60 days of fiscal year-end to be revenues under modified accrual. The remaining taxes levied, if any, are considered a deferred inflow of resources on the financial statements. Other receipts become measurable and available when cash is received by the District and are recognized as revenue at that time.

Interest and dividend income is recognized on the modified accrual basis. Changes in fair value of investments are recognized in investment income at the end of the year.

E. Budgets and Budgetary Accounting

The District uses the following procedures in establishing the budgetary data reflected in the accompanying financial statements:

- According to the laws of the State of Arizona, all operating budgets must be approved by their governing board on or before the second Monday in August to allow sufficient time for legal announcements and hearings required for the adoption of the property tax levy on the third Monday in August.
- In June, the proposed budget for the following fiscal year is presented by the Treasurer to the District Board. The budget includes proposed expenditures and the means of financing them. Public meetings are held to obtain taxpayer comment.
- Prior to June 30, the District Board legally enacts the budget, through the passage of a resolution. The resolution sets the limit for expenditures for the year. There were no supplemental appropriations made during fiscal year 2013.
- The initial budget for the fiscal year may be amended during the year in a legally permissible manner.
- All unencumbered expenditure appropriations expire at the end of the fiscal year.
- Encumbered amounts are re-budgeted in the following year as deemed appropriate and necessary. Budgetary carry forwards are approved by the District Board.
- All funds of the District have legally adopted budgets. Formal integration of these budgets into the District's financial systems is employed as a management control device during the year for all funds.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

The District prepares its annual budget on a modified cash basis, which differs from GAAP. The District prepares budgetary comparison statements for both of its funds for presentation in the annual financial statements of the District. These statements and schedules display original budget, amended budget and actual results (on a budgetary basis). The budgetary comparison statement for the General Fund is presented as part of the basic financial statements and the budgetary comparison schedule for the Debt Service Fund is presented as supplemental information after the notes to the financial statements.

F. Encumbrances

Encumbrance accounting, under which purchase orders, contracts, and other commitments for the expenditure of funds are recorded in order to reserve that portion of the applicable appropriation, is employed by the District. Since they do not constitute expenditures or liabilities, encumbrances are not reported in either the fund financial statements or the government-wide financial statements.

G. Deposits and Investments

Arizona Revised Statutes authorizes the District to invest public monies in the State or County treasurer's investment pools, interest bearing savings accounts, certificates of deposit and repurchase agreements in eligible depositories: bonds or other obligations of the United States government that are guaranteed as to principal and interest by the United States government; or bonds of the State of Arizona counties, cities, towns, school districts or special districts as specified by statute. As required by statute, collateral is required for demand deposits, certificates of deposit and repurchase agreements at 102% of all deposits not covered by Federal depository insurance.

Cash and cash equivalents held at June 30, 2013, by the trustee, plus accrued interest are restricted as to usage.

The District's deposits at June 30, 2013, were collateralized with securities held by the pledging financial institution's trust department in the District's name.

Investments, if any, are stated at fair value in accordance to GASB Statement #31. Interest income from investments is recorded as earned under the modified accrual basis of accounting.

H. Capital Assets

Governmental Fund types do not display capital assets on the face of the fund financial statements. The costs of purchasing, or constructing, capital assets are shown as capital outlay expenditures in the Governmental Statement of Revenues, Expenditures and Changes in Fund Balance, unless the capital assets have already been transferred to the City. The capital assets of the District, once completed and acceptable to the City, are transferred to the City. All subsequent costs of operating and maintaining those assets will be the responsibility of the City.

Since the capital assets acquired or constructed by the District are turned over to the City once they are operational, the District generally does not own capital assets. Capital assets still under construction at fiscal year-end are shown as work-in-progress on the District's government-wide financial statements.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

I. Restricted Assets

Certain proceeds of the District's bonds, as well as certain resources set aside for their repayments, are classified as restricted on the balance sheet because they are maintained in separate bank accounts and their use is limited by applicable debt covenants.

J. Long-term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount.

Governmental fund types do not display long-term obligations on the face of the financial statements. Bond premiums and discounts, as well as bond issuance costs, are recognized in the period in which the bonds are issued. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources, while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

The long-term debt of the District is serviced by the District's Debt Service Fund.

K. Risk Management

The District is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters. The District's insurance coverage is provided by the City under the City's umbrella insurance policies. The City maintains a Self-Insurance Fund (accounted for in the Internal Service Funds) to account for and finance its uninsured risks of loss. As with any risk retention program, the City is contingently liable with respect to claims beyond those actuarially projected.

Governmental Accounting Standards Board Statement #10 requires that claims liabilities be reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. As of June 30, 2013, no claims liability is reported in the District's financial statements, or by the City on behalf of the District. The District, through the City, is self-insured for property and public liability up to \$1,000,000. Excess coverage insurance policies purchased through commercial insurance carriers cover individual claims in excess of this amount, up to a maximum of \$40,000,000 per occurrence. Additionally, through a development agreement between the District and the developer, the developer is responsible for \$250,000, per incident, of any insurance deductibles that might be paid by the City on behalf of the District. During the fiscal year ended June 30, 2013, there was no significant reduction in excess insurance coverage. Additionally, settlements for each of the last three fiscal years have not exceeded the City's, and therefore the District's, insurance coverage.

L. Cash Equivalents

The District considers short-term investments, including restricted investments, in mutual fund money market and U.S. Treasury bills and notes with maturities of less than three months at acquisition date to be cash equivalents.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
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FOR THE FISCAL YEAR ENDED JUNE 30, 2013

M. New Accounting Standards

During fiscal year 2013, the City implemented the following new accounting standards issued by the Governmental Accounting Standards Board:

Statement No. 63 – Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position

Statement No. 65 – Items Previously Reported as Assets and Liabilities

N. Change in Accounting Principle

The implementation of GASB Statements #63 and 65 are a change in accounting principle, which cause certain prior period net position/fund balances to be restated. Under previous accounting principles, bond issuance costs which were expensed in the year incurred in the governmental funds, were deferred and amortized over the life of the bonds in the government-wide and proprietary fund statements. GASB Statement No. 65 requires that bond issuance costs no longer be deferred, causing an adjustment to beginning net position to reflect the removal of unamortized bond issuance costs.

The following re-statement of net position is included in the district-wide financial statement:

District-wide Statement of Activities: \$ 1,317,703

O. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenue and expenditures during the reported period. Actual results could differ from those estimates.

2. BUDGET BASIS OF ACCOUNTING

The District does adopt an annual operating budget for both of its funds. The District prepares the annual budget on a modified cash basis, which differs from GAAP, as discussed in Note 1. Budgetary control over expenditures is exercised at the fund level. The budgetary comparison schedule for the general fund is presented as part of the basic financial statements. The budgetary schedule for the debt service fund is presented as supplemental information after these notes to the financial statements. The budgetary statements/schedules include a reconciliation of the adjustments required to convert the budgetary revenues and expenditures or changes in net assets on a budgetary basis, to revenues and expenditures or changes in net assets on a GAAP basis.

3. CASH AND INVESTMENTS

Arizona Revised Statutes authorize the District to invest public monies in the State or County Treasurers' investment pools, interest bearing savings accounts, certificates of deposit and repurchase agreements in eligible depositories; bonds or other obligations of the United States government that are guaranteed as to principal and interest by the United States government; or bonds of the State of Arizona counties, cities, towns, school districts or special districts as specified by statute. As required by statute, collateral is required for demands deposits, certificates of deposit and repurchase agreements at 102% of all deposits not covered by Federal depository insurance.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

The District participates in the pooled cash and investments of the City for daily transactions. The City then periodically requested reimbursement from the District's restricted funds held by the trustee. At June 30, 2013, the District had a credit position of (\$968,145) in the City's pooled cash and investments.

Governmental Accounting Standards Board Statement No. 40 – Deposit and Investment Risk Disclosures (Statement 40) requires the District to disclose its deposit and investment policies regarding certain types of investment risks. The District follows the City's adopted investment policy and is in compliance with Statement 40.

Interest rate risk: In order to limit interest and market rate risk, State law and the City's investment policy sets a maximum maturity on any investment of five years with a minimum of 35% invested for a period of one year or less and no more than 20% of the City's portfolio be invested for a period greater than three years. At June 30, 2013, 83.4% of the District's investments have a maturity of less than one year and none have maturities greater than four years. The City's investment policy also sets a maximum weighted average maturity (WAM) not to exceed one year. The District's WAM at June 30, 2013, was 212 days.

Credit risk: State law and the City's investment policy limits the purchase of Commercial Paper to those securities rated A-1/P-1 or the equivalent by two nationally recognized statistical rating agencies. The City's investment policy also limits the purchase of Banker's Acceptances to those securities rated Aa or better by two nationally recognized rating agencies and with a maximum maturity of 180 days. At June 30, 2013, the District's investments include \$3.0 million in Commercial Paper and no Banker's Acceptance securities. State law and the City's investment policy also restricts investments in certificates of deposit (CD) to fully collateralized or insured from eligible Arizona depositories limited on a statewide basis by their capital structure on a quarterly basis. Such CDs are further collateralized to 110% with pledged securities held by an independent custodian approved by the City. City policy requires that securities underlying repurchase agreements must have a market value of at least 102% of the cost of the repurchase agreement. The market values of securities underlying repurchase agreements were at or above the required level during the fiscal year.

| Investment Type | Moody's <u>Rating</u> | S&P <u>Rating</u> | % of <u>Investments</u> |
|---|--------------------------|----------------------|----------------------------|
| Federal Farm Credit Bank - Agency Note | Aaa | AA+ | 4.9 |
| Federal Home Loan Mortgage Corp - Agency Note | Aaa | AA+ | 10.0 |
| Federal National Mortgage Assoc. – Agency Note | Aaa | AA+ | 21.7 |
| Federal National Mortgage Assoc. – Callable Agency Note | Aaa | AA+ | 4.9 |

Concentration of credit risk: The City's investment policy sets diversification limits on both security types and length of maturity. As of June 30, 2013, the District's investments include 49.0% invested in U.S. Agency Coupon securities, 14.7% in commercial paper, and 36.3% in money market funds.

Custodial credit risk: To control custodial credit risk, State law and the City's investment policy requires all securities and collateral to be held by an independent third party custodian in the City's name. The custodian provides the City with monthly market values along with original safekeeping receipts.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
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FOR THE FISCAL YEAR ENDED JUNE 30, 2013

At June 30, 2013, the District's investments included the following:

| | Investment Maturities in Years | | | | Fair Value |
|---|---------------------------------------|--------------|--------------|---------------|----------------------|
| | Less than 1 | 1-2 | 2-3 | Over 3 | |
| Restricted Investments: | | | | | |
| Agency coupon securities | \$ 6,580,890 | \$ 1,392,462 | \$ 1,995,900 | - | \$ 9,969,252 |
| Commercial paper | 2,997,160 | - | - | - | <u>2,997,160</u> |
| | | | | | 12,966,412 |
| Mutual fund-money market | <u>7,387,695</u> | - | - | - | <u>7,387,695</u> |
| Total restricted investments | \$16,965,745 | \$ 1,392,462 | \$ 1,995,900 | - | \$20,354,107 |
| Less: amount included in restricted cash and cash equivalents | | | | | \$(7,193,072) |
| Less: amount used to offset credit position in the City's pooled cash | | | | | <u>(968,145)</u> |
| Restricted investments, net | | | | | <u>\$ 12,192,890</u> |

Fair value fluctuates with interest rates, and increasing rates could cause fair value to decline below original cost. District management believes the liquidity in the portfolio is adequate to meet cash flow requirements and to preclude the District from having to sell investments below original cost.

Investment income comprises the following for the year ended June 30, 2013:

| | |
|---|------------------|
| Net interest and dividends | \$ 51,678 |
| Net decrease in the fair value of investments | <u>(699)</u> |
| Total net investment income per statement of activities | <u>\$ 50,979</u> |

The net decrease in the fair value of investments during fiscal year 2013 was approximately \$699. This amount takes into account all changes in fair value (including purchases and sales) that occurred during the year. The unrealized gain on investments held at June 30, 2013, was approximately \$423.

4. PROPERTY TAXES

Arizona law provides for a two tiered tax system: (1) a primary system for taxes levied to pay for current operation and maintenance expenses, and (2) a secondary system for taxes levied to pay principal and interest on bonded indebtedness as well as for the determination of maximum permissible bonded indebtedness.

Specific provisions are made under each system for determining full cash values of property, the basis of assessment, and the maximum annual tax levies on certain types of property and by certain taxing authorities. Under the primary system, the full cash value of locally assessed real property (consisting of residential, commercial, industrial, agricultural and unimproved property) may increase by more than 10% annually only under certain circumstances. Under the secondary system, there is no limitation on annual increases in full cash value of any property. Primary levies on residential property are limited to one percent of the primary full cash value of such property. Additionally, primary taxes on all types of property are limited to a maximum increase of two percent over the prior year's levy, adjusted for new construction and annexations. Secondary property taxes levied to pay principal and interest on bonded indebtedness are not limited. The District's assessed valuation for 2013 is \$104,432,592.

The Arizona tax year has been defined as a calendar year, notwithstanding the fact that tax procedures begin prior to January 1 of the tax year and continue through May of the succeeding calendar year. The

VISTANCIA COMMUNITY FACILITIES DISTRICT
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FOR THE FISCAL YEAR ENDED JUNE 30, 2013

definition of the tax year is a function of the fact that the tax lien for the year attaches to the real property as of January 1 of the year in question.

The District Board adopts the annual tax levy each year on or before the third Monday in August. The basis of this levy is the full cash value as determined by the Maricopa County Assessor. For locally assessed property, the value is determined as of January 1 of the preceding year, known as the valuation year. For utilities and other centrally valued properties, the full cash value is determined as of January 1 of the tax year. The District has an enforceable claim on the property when the property tax is levied. Levies are due and payable in two installments, on October 1 and March 1, and become delinquent on November 1 and May 1, respectively. Delinquent amounts bear interest at the rate of 16 percent. A lien is placed on the property at the time the tax bill is sold. Maricopa County, at no charge to the taxing entities, bills and collects all property taxes. Public auctions for sale of delinquent real estate taxes are held in February following the May 1 date upon which the second half taxes become delinquent. The purchaser is given a Certificate of Purchase issued by the County Treasurer. Five years from the date of sale, the holder of a Certificate of Purchase that has not been redeemed may demand a County Treasurer's Deed from the County Treasurer.

Property taxes are recognized as revenue in the government-wide financial statements when an enforceable legal claim has arisen. Therefore, the District recognizes revenue and a receivable, less any allowance for doubtful accounts deemed appropriate, for the entire tax levy in the year it is levied. For the governmental fund statements, property tax revenues not collected within 60 days of year end are deferred.

Property taxes receivable consist of uncollected taxes as determined from the records of the County Treasurer's Office and at June 30, 2013, were \$28,805 in the Debt Service Fund. There were \$14,287 in deferred property taxes at June 30, 2013.

5. TRANSFERS

Net transfers in between the District and the City, if any, are primarily the result of transfer of completed capital assets to the City's Proprietary Funds during the year. Additionally, in the Fund Financial Statements there may be transfers between the District's General Fund and the Debt Service Fund. There were no significant transfers during fiscal year 2013 there were either non-routine in nature or inconsistent with the activities of the fund making the transfer.

6. DEFICITS IN FUND EQUITY/EXCESS OF EXPENDITURES OVER APPROPRIATIONS

As described in Note 1, the District was formed to finance and acquire or construct capital infrastructure assets that are subsequently dedicated to the City for operation. The District does not own or operate capital assets. Therefore the Statement of Net Position reflects a large liability (bonds payable) without an offsetting asset and, therefore, negative net position at June 30, 2013.

For the year ended June 30, 2013, expenditures, including capital outlay and transfers, did not exceed budget for either of the funds of the District.

7. FUND BALANCE/NET POSITION RESTRICTIONS, COMMITMENTS AND ASSIGNMENTS

Only restrictions imposed by external sources are shown as Restricted Net Assets on the government-wide financial statements. Additionally, restrictions for inventories, prepaid items, and long-term interfund loans, if any, are shown as nonspendable fund balance on the governmental fund financial statements. Restrictions imposed by external sources or State of Arizona enabling legislation, if any, are shown as restricted fund balance on the governmental fund financial statements. Commitments or assignments of fund balances imposed by the reporting district, whether by administrative policy or legislative action, if

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any, are shown on the governmental fund financial statements. As previously noted in Note 1.B, generally, the District would first apply restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available. The order in which the District would apply resources when multiple categories of unrestricted fund balance are available is as follows: committed, assigned and unassigned. There were no committed, assigned, or unassigned fund balances of the governmental funds at June 30, 2013.

8. CAPITAL ASSETS

The following table discloses the capital asset activity of the District, for the government-wide financial statements, for the fiscal year ended June 30, 2013.

| | Balances June 30, 2012 | Additions/ Transfers in | Disposals/ Transfers out | Balances June 30, 2013 |
|------------------------------------|---------------------------|----------------------------|-----------------------------|---------------------------|
| Non-depreciable assets: | | | | |
| Work in Progress–Water system | \$ 2,594,485 | \$ 2,455,422 | \$ (1,342,130) | \$ 3,707,777 |
| Work in Progress–Wastewater system | 40,044 | - | - | 40,044 |
| Total capital assets | <u>\$ 2,634,529</u> | <u>\$ 2,455,422</u> | <u>\$ (1,324,130)</u> | <u>\$ 3,747,821</u> |

As discussed in Note 1, governmental fund types do not display capital assets on the face of the financial statements. The District does, however, purchase or construct capital assets with the intent of conveying the assets to the City upon completion and acceptance by the City.

9. LONG-TERM DEBT

Community Facilities Districts (CFD's), are special purpose districts created specifically to acquire or construct public infrastructure within specified areas of the City, are authorized under state law to issue general obligation (GO) or revenue bonds to be repaid by property (ad valorem) taxes levied on property within the district (for GO debt), or by specified revenues generated within the districts (revenue bonds). CFD's are created by petition to the City Council by property owners within the area to be covered by the district, and debt may be issued only after approval of the voters within the district.

On October 15, 2002 the City Council formed the Vistancia Community Facilities District (the District) pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes. The District was subsequently authorized, by the voters of the district on November 12, 2002, to issue up to \$100,000,000 in general obligation bonds to construct public infrastructure within the District. The district issued \$21,250,000 in fiscal year 2003, \$23,550,000 in fiscal year 2005, and \$22,760,000 in fiscal year 2007 of general obligation bonds against this authorization. These bonds will be repaid by the property owners within the District. The bonds are obligations of the District only. The City has no obligation for the District debt other than the administration of the collection of the property taxes and payment of the debt service on behalf of the District.

Legal Debt Limit – General Obligation bonded indebtedness for the District cannot exceed 60 percent of the market value of the property in the District after the infrastructure is completed plus the value of the infrastructure improvements made.

As discussed in Note 1, governmental type funds do not display long-term obligations on the face of the financial statements. The following tables disclose the long-term debt obligations of the District as of June 30, 2013, for the government-wide financial statements.

VISTANCIA COMMUNITY FACILITIES DISTRICT
PEORIA, ARIZONA
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2013

| Delivery Date | Description | Purpose | Maturity Dates | Net Interest Rate | Ave. Life (Yrs) | Original Principal Balance | Principal Balance Outstanding |
|--|-------------|--|----------------|-------------------|-----------------|----------------------------|-------------------------------|
| Community Facility District Bonds (collateralized by ad valorem property taxes levied on the property benefiting from the improvements) | | | | | | | |
| 12/17/02 | Series 2002 | Vistancia Community Facilities District infrastructure | 7/15/05-22 | 6.69 | 12.7 | 21,250,000 | \$14,450,000 |
| 04/27/05 | Series 2005 | Vistancia Community Facilities District infrastructure | 7/15/07-24 | 5.47 | 13.2 | 23,550,000 | 18,900,000 |
| 12/28/06 | Series 2006 | Vistancia Community Facilities District Infrastructure | 7/15/09-26 | 4.26 | 20 | 22,760,000 | 20,375,000 |
| Total bonds payable | | | | | | | 53,725,000 |
| Less current portion | | | | | | | 2,630,000 |
| Long-term portion of bonds payable | | | | | | | <u>\$51,095,000</u> |

The following is a summary of the long-term debt activity of the District for the fiscal year ended June 30, 2013.

| | Beginning Balance | Additions | Reductions | Ending Balance | Amounts Due Within One Year |
|--------------------------|-------------------|-----------|--------------|----------------|-----------------------------|
| General obligation bonds | \$ 56,230,000 | - | \$ 2,505,000 | \$ 53,725,000 | \$ 2,630,000 |

The following table discloses the debt service requirements as of June 30, 2013, segregating principal and interest, for the next five years and in five-year increments thereafter.

| Fiscal year | Principal | Interest | Total |
|-------------|----------------------|----------------------|----------------------|
| 2014 | \$ 2,630,000 | \$ 2,854,633 | \$ 5,484,633 |
| 2015 | 2,765,000 | 2,711,311 | 5,476,311 |
| 2016 | 2,920,000 | 2,555,713 | 5,475,713 |
| 2017 | 3,080,000 | 2,388,074 | 5,468,074 |
| 2018 | 3,255,000 | 2,207,674 | 5,462,674 |
| 2019-2023 | 19,305,000 | 7,898,061 | 27,203,061 |
| 2024-2027 | 19,770,000 | 1,945,345 | 21,715,345 |
| Totals | <u>\$ 53,725,000</u> | <u>\$ 22,560,811</u> | <u>\$ 76,285,811</u> |

10. COMMITMENTS

The District has the following commitments and encumbrances at June 30, 2013:

| Fund Description | Project description | Remaining Commitment |
|------------------|---------------------|----------------------|
| General Fund | Recharge wells | \$222,361 |

SUPPLEMENTAL INFORMATION

**VISTANCIA COMMUNITY FACILITIES DISTRICT
BUDGETARY COMPARISON SCHEDULE
COMMUNITY FACILITIES DISTRICT (CFD) BONDS DEBT SERVICE FUND
FOR THE YEAR ENDED JUNE 30, 2013**

| | Budgeted Amounts | | Actual Amounts (budgetary basis) | Variance with Final Budget Over (Under) |
|--|-------------------------|---------------------|---|--|
| | Original | Final | | |
| Budgetary fund balance, July 1, 2012 | \$ 8,720,506 | \$ 8,720,506 | \$ 8,720,506 | \$ - |
| RESOURCES (INFLOWS): | | | | |
| Property Taxes | 2,193,084 | 2,193,084 | 2,150,438 | (42,646) |
| Investment earnings | 23,900 | 23,900 | 20,711 | (3,189) |
| Miscellaneous | 3,281,047 | 3,281,047 | 3,424,335 | 143,288 |
| Total inflows | <u>5,498,031</u> | <u>5,498,031</u> | <u>5,595,484</u> | <u>97,453</u> |
| Amounts available for appropriation | <u>14,218,537</u> | <u>14,218,537</u> | <u>14,315,990</u> | <u>97,453</u> |
| CHARGES TO APPROPRIATIONS (OUTFLOWS): | | | | |
| Contractual services | 5,056 | 5,056 | - | (5,056) |
| Debt service: | | | | |
| Principal payments | 2,505,000 | 2,505,000 | 2,505,000 | - |
| Interest and other charges | 2,987,975 | 2,987,975 | 2,985,974 | (2,001) |
| Total charges to appropriations | <u>5,498,031</u> | <u>5,498,031</u> | <u>5,490,974</u> | <u>(7,057)</u> |
| Budgetary fund balance, June 30, 2013 | <u>\$ 8,720,506</u> | <u>\$ 8,720,506</u> | <u>\$ 8,825,016</u> | <u>\$ 104,510</u> |

Explanation of differences between budgetary inflows and outflows and GAAP revenues and expenditures

Sources/inflows of resources:

| | |
|---|---------------------|
| Actual amounts (budgetary basis) "available for appropriations" from the budgetary comparison schedule | \$ 14,315,990 |
| Differences - budget to GAAP: | |
| The fund balance at the beginning of the year is a budgetary resource but is not a current year revenue for financial reporting purposes | (8,720,506) |
| The City budgets certain revenues on the cash basis, rather than on the modified accrual basis | 32,086 |
| Transfers from other funds are a budgetary resource but are not revenues for financial reporting purposes | - |
| Total revenues as reported on the combining statement of revenue, expenditures, and changes in fund balances - non-major governmental funds | <u>\$ 5,627,570</u> |

Uses/outflows or resources:

| | |
|--|---------------------|
| Actual amounts (budgetary basis) "total charges to appropriations" from the budgetary comparison schedule | \$ 5,490,974 |
| Differences - budget to GAAP: | |
| The City budgets for certain other expenditures on the cash basis, rather than on the modified accrual basis | - |
| Capital outlay recognized as expenditures for budgetary purposes, but assets capitalized in proprietary funds for financial reporting purposes | - |
| Total expenditures as reported in the combining statement of revenues, expenditures, and changes in fund balances - non-major governmental funds | <u>\$ 5,490,974</u> |