

**SOUTHSIDE
COMMUNITY FACILITIES DISTRICT # 1**

ANNUAL FINANCIAL REPORT

FISCAL YEAR ENDED JUNE 30, 2008

SOUTHSIDE COMMUNITY FACILITIES DISTRICT # 1
FISCAL YEAR ENDED JUNE 30, 2008

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INDEPENDENT AUDITOR'S REPORT

Governing Board
Southside District # 1 Community Facilities District
Town of Prescott Valley, Arizona

We have audited the accompanying financial statements of the governmental activities of the Southside District #1 Community Facilities District (District), a component unit of the Town of Prescott Valley, Arizona, as of and for the year ended June 30, 2008, as listed in the table of contents. These financial statements are the responsibility of the District's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America, and the standards applicable to financial reports contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities of the Southside District # 1 Community Facilities District, at June 30, 2008, and the results of its operations for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The District has not presented the Management's Discussion and Analysis that the Governmental Accounting Standards Board has determined is necessary to supplement, although not required to be part of, the basic financial statements.

In accordance with *Government Auditing Standards*, we have also issued our reports dated November 24, 2008 on our consideration of the Districts' internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grants. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Eide Bailly LLP

Phoenix, Arizona
November 24, 2008

Basic Financial Statements

Southside Community Facilities District #1

Statement of Net Assets

June 30, 2008

	<u>Governmental Activities</u>
ASSETS	
<hr/>	
Restricted cash and cash equivalents:	
Cash and cash equivalents	\$ 2,199,324
Total restricted cash and cash equivalents	<u>2,199,324</u>
Noncurrent assets:	
Deferred charges	407,127
Capital assets:	
Construction in progress	1,549,622
Total capital assets (net of accumulated depreciation)	<u>1,549,622</u>
Total noncurrent assets	<u>1,956,749</u>
Total assets	<u>4,156,073</u>
LIABILITIES	
<hr/>	
Liabilities payable from restricted assets:	
Accounts payable	499,174
Total liabilities payable from restricted assets	<u>499,174</u>
Noncurrent liabilities:	
Bonds, loans, capital leases and other payables-due in more than one year	3,025,000
Total noncurrent liabilities	<u>3,025,000</u>
Total liabilities	<u>3,524,174</u>
NET ASSETS	
<hr/>	
Invested in capital assets, net of related debt	(1,475,378)
Total net assets	<u>\$ 2,107,277</u>
	<u>\$ 631,899</u>

The notes to the financial statements are an integral part of this statement.

Southside Community Facilities District #1

Statement of Activities

For the Year Ended June 30, 2008

Function/Programs	Expenses	Program Revenues			Governmental Activities
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Community Facility District Development	\$ -	\$ -	\$ -	\$ -	\$ -
Interest and fiscal charges	15,302	-	-	-	(15,302)
Total district activities	15,302	-	-	-	(15,302)
Total primary government	\$ 15,302	\$ -	\$ -	\$ -	(15,302)

General revenues:

Interest and investment income	7,362
Developer tax revenue	639,839
Total general revenues	647,201
Change in net assets	631,899
Net assets - beginning	-
Net assets - ending	\$ 631,899

The notes to the financial statements are an integral part of this statement.

Southside Community Facilities District #1

Balance Sheet

June 30, 2008

ASSETS

Restricted assets - cash and cash equivalents	\$ 2,199,324
Total assets	<u>\$ 2,199,324</u>

LIABILITIES AND FUND BALANCE

Liabilities:

Accounts payable	\$ 499,174
Total liabilities	<u>499,174</u>

Fund balance

Reserved	1,700,150
Total fund balance	<u>1,700,150</u>

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds. 1,549,622

Bond issuance costs are recognized as debt service expenditures in the governmental funds; however, these costs are capitalized on the statement of net assets and amortized in the statement of activities. 407,127

Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds. (3,025,000)

Net assets of governmental activities - statement of net assets \$ 631,899

The notes to the financial statements are an integral part of this statement.

Southside Community Facilities District #1
Statement of Revenues, Expenditures and Changes in Fund Balance
Year Ended June 30, 2008

REVENUES	
Interest	\$ 7,362
Developer tax revenue	639,839
Total revenues	<u>647,201</u>
EXPENDITURES	
Capital outlay	1,549,622
Special assessment bonds issuance costs	415,436
Premium / discount on bonds issued	6,993
Total expenditures	<u>1,972,051</u>
Excess of revenues over (under) expenditures	(1,324,850)
Other financing sources	
Special assessment bonds issued	3,025,000
Discount on special assessment debt	
Total other financing sources	<u>3,025,000</u>
Excess of revenues and other sources over expenditures	1,700,150
Fund balance, beginning of year	-
Fund balance, end of year	<u><u>\$ 1,700,150</u></u>

The notes to the financial statements are an integral part of this statement.

Southside Community Facilities District #1
Reconciliation of the Statement of Revenues, Expenditures and
Changes in Fund Balances of Governmental Funds
to the Statement of Activities
For the Year Ended June 30, 2008

Net change in fund balances - Governmental Fund Type	\$ 1,700,150
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlay exceeded depreciation in the current period.	1,549,622
Bond issuance costs are recognized as debt service expenditures in the governmental funds; however, these costs are capitalized on the statement of net assets and amortized in the statement of activities.	407,127
The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. In the current period, these amounts are:	
Bond proceeds	(3,025,000)
Changes in net assets of governmental activities	<u>\$ 631,899</u>

The notes to the financial statements are an integral part of this statement.

Southside Community Facilities District #1

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Financial Reporting Entity

The Southside Community Facilities District # 1(District) was created by the Town of Prescott Valley as a special purpose community facilities district pursuant to state law on June 29, 2006. The purpose of the District is to assist in financing necessary on and off-site infrastructure and public improvements. The developers initially build the infrastructure and the District sells bonds to buy the improvements from the developers.

The Town council serves as the District’s board of directors. In accordance with GASB “*Statement 39 – Determining Whether Certain Organizations are Component Units,*” the District financial statements are reported in the Town’s financial statements for the year ended June 30, 2008 using the blended method.

The financial statements of the District conform to generally accepted accounting principles as applicable to governmental units. The District applies all relevant Governmental Accounting Standards Board (GASB) pronouncements.

B. Basis of Presentation

Fund Accounting

The accounts of the District are organized and operated on the basis of funds and account groups, each of which is considered to be a separate accounting entity. The District operates only one fund, a general fund, the operations of which are accounted for by providing a separate set of self-balancing accounts that is comprised of the fund’s assets, liabilities, fund equity, revenues and expenditures or expenses, as appropriate. The minimum number of funds is maintained consistent with legal and managerial requirements.

General Fund

The General Fund is the general operating fund of the District. It is used to account for all financial resources except those required to be accounted for in another fund.

Government-Wide and Fund Financial Statements

The government-wide financial statements (e.g. the *statement of net assets* and the *statement of changes in net assets*) report information on the primary government and its component units. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The *statement of activities* demonstrates the degree to which the direct expenses for a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services or privileges provided by a given 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 and other items not properly included among program revenues are reported instead as general revenues.

C. Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund and fiduciary fund financial statements. Revenues are

Southside Community Facilities District #1

recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes, where applicable, are recognized as revenues in the year for which they are levied.

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All Governmental Fund types are accounted for using the “flow of current financial resources” measurement focus. This means that only current assets and liabilities are generally included on their balance sheets. Their reported fund balance (net current assets) is considered a measure of “available spendable resources.” Governmental Fund operating statements present increases (revenues and other financing sources) and decreases (expenditures and other financing uses) in net current assets. Accordingly, they are said to present a summary of sources and uses of “available spendable resources” during a period.

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied.

D. Implementation of New Accounting Principles

Governmental Accounting Standards Board Statement No. 40

The District adopted the provisions of GASB Statement No. 40, *Deposit and Investment Risk Disclosures*. This statement establishes and modifies disclosure requirements related to investment and deposit risks. Accordingly, the note disclosures on cash and investments are in conformity with the provisions of GASB Statement No. 40.

E. Budgets and Budgetary Accounting

The District is not required to adopt an annual appropriated budget but does, however, adopt a budget for management purposes. Therefore, no budgetary comparison is required.

F. Assets, Liabilities and Fund Equity

Cash and Cash Equivalents

Cash equivalents for purposes of the statement of cash flows are investments (including restricted assets) in money market funds.

Arizona statutes require that public deposits of more than \$100,000 meet several specific requirements. Deposits of less than \$100,000 are subject only to local ordinance or resolution. Generally, the state statutes allow investments in certain certificates of deposit, interest bearing savings accounts in qualified banks and savings and loan institutions, repurchase agreements with maximum maturity of thirty days, and pooled investment funds established by the State Treasurer.

The District records bond trust activity and maintains a bank checking account.

Restricted Assets

District bond assets as well as certain resources set aside for bond repayment, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants.

Property and Equipment and Long-Term Liabilities

The District’s only capital asset is construction in progress. Once completed, all capital assets acquired by the District are donated to the Town. The Town is responsible for maintaining the improvements.

Southside Community Facilities District #1

Long-term debt and other long-term obligations are reported as liabilities in the governmental activities statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the straight-line method. Bond issuance costs are reported as deferred charges and amortized over the life of the related debt.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of the debt 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.

Schedule of Activity in Construction in Progress:

	Construction in Progress June 30, 2007	Increases	Decreases	Transfers	Construction in Progress June 30, 2008
CFD - Southside	-	1,549,622	-	-	1,549,622

Accumulated Compensated Absences

No liability for accumulated compensated absences existed at June 30, 2008.

II. CASH AND CASH EQUIVALENTS

A. Cash and cash equivalents

The District maintains a bank checking account. In addition, the bank trust fund represents proceeds from bond sales and certain resources set aside for their repayment. Under the terms of the bond indenture, the proceeds are required to be held by a trustee. Funds on deposit are invested by the trustee in highly liquid investments, as governed by state statute.

Deposits

At June 30, 2008, the carrying amount of the District’s deposits was \$0 and the bank balance was \$0.

Custodial Credit Risk – Deposits

Custodial credit risk is the risk that in the event of a bank failure, the entity’s deposits may not be returned to it. As of June 30, 2008, the District’s deposits were covered by federal depository insurance or by the collateral held by the District’s agent or pledging financial institution’s trust department or agent in the name of the District, and thus had no deposits that were exposed to custodial credit risk.

Interest Rate Risk

As a means of limiting its exposure to fair value losses arising from rising interest rates, the District limits its investment portfolio to maturities of less than three years, unless matched to a specific cash flow.

Credit Risk

The District invests in obligations of the U.S. Treasury, U.S. Government agencies, Certificates of Deposit, bankers’ acceptances, repurchase agreements and mutual funds consisting of the foregoing as a means of limiting its credit risk.

Southside Community Facilities District #1

The District's investment in the bonds of U.S. agencies was rated AAA by Standard & Poor's and Fitch Ratings, and Aaa by Moody's Investors Service.

III. DEBT

The Southside Community Facilities District has the following long-term obligations:

\$ 3,025,000 Southside Community Facilities District Special Assessment Revenue Bonds, Series 2008 is due in annual payments of \$55,000 to \$245,000 through July 1, 2032, with interest at 6.125-7.250% per annum. (Payable from revenues generated from an assessment levied against the properties located within the boundaries of the District.)

Changes in Long-Term Liabilities:

	<u>Balance</u> <u>06/30/2007</u>	<u>Increases</u>	<u>Decreases</u>	<u>Balance</u> <u>06/30/2008</u>	<u>Due within</u> <u>One Year</u>
Southside (Series 2008)	-	3,025,000	-	3,025,000	-

Debt Service requirements to maturity are as follows:

Fiscal Year Ending	Principal	Interest
2009	\$ -	\$ 148,591
2010	55,000	207,272
2011	60,000	203,750
2012	65,000	199,922
2013	65,000	195,941
2014-18	400,000	911,561
2019-23	545,000	763,701
2024-28	760,000	535,776
2029-33	1,075,000	205,718
	\$ 3,025,000	\$ 3,372,232

IV. CONTINGENT LIABILITIES

At this time there are no contingent liabilities.

V. RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omission; injuries to employees; and natural disasters for which it carries commercial insurance. The District also carries commercial insurance for all other risks of loss, including workers' compensation and employee health and accident insurance.