

QUAILWOOD MEADOWS COMMUNITY FACILITIES DISTRICT

ANNUAL FINANCIAL REPORT



FISCAL YEAR ENDED JUNE 30, 2010

**QUAILWOOD MEADOWS COMMUNITY FACILITIES DISTRICT
FISCAL YEAR ENDED JUNE 30, 2010**

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HEINFELD, MEECH & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS



INDEPENDENT AUDITORS' REPORT

Board of Directors
Quailwood Meadows Community Facilities District
Town of Prescott Valley, Arizona

We have audited the accompanying financial statements of the governmental activities and the major fund of the Quailwood Meadows Community Facilities District (the "District"), a component unit of the Town of Prescott Valley, Arizona, as of and for the year ended June 30, 2010, which collectively comprise the Districts' basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Districts' management. 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 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 the 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 opinions.

As discussed in Note 1, the financial statements of the Quailwood Meadows Community Facilities District are intended to present the fund balances and the changes in fund balances that are attributable to the District, a component unit of the Town of Prescott Valley, Arizona. They do not purport to, and do not represent fairly the financial position of the Town of Prescott Valley, Arizona, as of June 30, 2010, 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the District as of June 30, 2010, and the respective changes in financial position thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinion on the basic financial statements is not affected by this missing information.

Heinfeld, Meech & Co., P.C.

HEINFELD, MEECH & CO., P.C.
Certified Public Accountants

January 18, 2011

Basic Financial Statements

Quailwood Meadows Community Facilities District

Statement of Net Assets

June 30, 2010

	Governmental Activities
ASSETS	
Restricted cash and cash equivalents:	
Cash and cash equivalents	\$ 1,246,796
Total restricted cash and cash equivalents	<u>1,246,796</u>
Noncurrent assets:	
Deferred charges	<u>247,846</u>
Total noncurrent assets	<u>247,846</u>
Total assets	<u>1,494,642</u>
LIABILITIES	
Liabilities payable from restricted assets:	
Accounts payable	41,393
Bonds, loans, capital leases and other payables-due within one year	<u>165,000</u>
Total liabilities payable from restricted assets	<u>206,393</u>
Noncurrent liabilities:	
Bonds, loans, capital leases and other payables-due in more than one year	6,480,000
Developer deposits	<u>694,000</u>
Total noncurrent liabilities	<u>7,174,000</u>
Total liabilities	<u>7,380,393</u>
NET ASSETS	
Unrestricted	<u>(5,885,751)</u>
Total net assets	<u>\$ (5,885,751)</u>

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

Quailwood Meadows Community Facilities District

Statement of Activities

For the Year Ended June 30, 2010

Function/Programs	Expenses	Program Revenues			Governmental Activities
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Community Facility District					
Administration	\$ 76,895	\$ -	\$ -	\$ -	\$ (76,895)
Interest and fiscal charges	415,677	-	-	-	(415,677)
Total district activities	492,572	-	-	-	(492,572)
Total primary government	\$ 492,572	\$ -	\$ -	\$ -	(492,572)

General revenues:

Taxes:

Property taxes	531,091
Interest and investment income	148
Total general revenues	<u>531,239</u>
Change in net assets	38,667
Net assets - beginning	<u>(5,924,418)</u>
Net assets - ending	<u>\$ (5,885,751)</u>

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

Quailwood Meadows Community Facilities District

Balance Sheet

June 30, 2010

ASSETS

Restricted assets - cash and cash equivalents	\$ 1,246,796
Total assets	<u>\$ 1,246,796</u>

LIABILITIES AND FUND BALANCE

Liabilities:

Accounts payable	41,393
Developer Deposits	<u>694,000</u>
Total Liabilities	<u>735,393</u>

Fund balance

Reserved	<u>511,403</u>
Total fund balance	511,403

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

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. 247,846

Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds. (6,645,000)

Net assets of governmental activities - statement of net assets \$ (5,885,751)

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

Quailwood Meadows Community Facilities District

Statement of Revenues, Expenditures and Changes in Fund Balance

Year Ended June 30, 2010

REVENUES	
Property taxes	\$ 531,091
Interest income	148
Total revenues	<u>531,239</u>
EXPENDITURES	
Administration	76,895
Debt service:	
Principal payment	160,000
Interest and fiscal charges	<u>398,585</u>
Total expenditures	<u>635,480</u>
Excess of revenues over (under) expenditures	(104,241)
Fund balance, beginning of year	<u>615,644</u>
Fund balance, end of year	<u>\$ 511,403</u>

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

Quailwood Meadows Community Facilities District

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, 2010

Net change in fund balances - Governmental Fund Type	\$	(104,241)
Amounts reported for governmental activities in the statement of activities are different because:		
Bond interest charges are expended in the governmental funds when paid, and are accrued in the statement of net assets. This is the amount by which interest paid in the current year exceeds interest accrued.		(17,092)
Issuance and repayment of long-term debt is a revenue and expenditure in the governmental funds, but the issuance and repayment reduces long-term liabilities in the statements of net assets. In the current period, these amounts are		
Principal payments on debt		160,000
Changes in net assets of governmental activities	<u>\$</u>	<u>38,667</u>

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

NOTES TO FINANCIAL STATEMENTS

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Financial Reporting Entity

The Quailwood Meadows Community Facilities District (District) was created by the Town of Prescott Valley (Town) as a special purpose community facilities district pursuant to state law on August 12, 2004. The purpose of the District is to assist in financing necessary on and off-site infrastructure and public improvements.

The Town council serves as the District's board of directors. In accordance with Governmental Accounting Standards Board (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, 2010, 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 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*. Revenues are recorded when earned and expenses are recorded when a liability is

Quailwood Meadows Community Facilities District

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. 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.

E. Assets, Liabilities and Fund Equity

Cash and Cash Equivalents

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. Other investments include obligations of the U.S. Treasury, U.S. Government agencies, bankers’ acceptances and mutual funds.

The District records only bond trust activity. There are no checking or investment accounts for the District.

Restricted Assets

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

Property and Equipment and Long-Term Liabilities

The District has no capital assets. All capital assets acquired by the District are donated to the Town. The Town is responsible for maintaining the improvements.

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.

Accumulated Compensated Absences

No liability for accumulated compensated absences existed at June 30, 2010.

II. CASH AND CASH EQUIVALENTS

A. Cash and Cash Equivalents

Deposits

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.

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, 2010, 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.

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 Quailwood Meadows Community Facilities District has the following long-term obligations:

\$6,940,000 Quailwood Meadows Community Facilities District General Obligation Bonds, Series 2004 is due in annual payments of \$135,000 to \$550,000 through July 15, 2029, with interest at 4.25-6.13% per annum. (Payable from revenues generated through an *ad valorem* tax assessed against the properties located within the boundaries of the District. A standby contribution agreement with the District developer is in place whereby in the event of any deficiency in the revenues generated by the *ad valorem* tax, the developer is liable to contribute an amount equal to the deficiency to cover the debt service payments. In the event that the developer cannot cover the deficiency amount, funds will be drawn from the reserve account with the Trustee to cover the deficiency.)

Quailwood Meadows Community Facilities District

Changes in Long-Term Liabilities:

	Balance 6/30/2009	Increases	Decreases	Balance 6/30/2010	Due Within One Year
Quailwood (Series 2004)	\$6,805,000	\$ -	\$ 160,000	\$6,645,000	\$ 165,000

Debt Service requirements to maturity are as follows:

Fiscal Year Ending	Principal	Interest
2011	\$ 165,000	\$ 390,862
2012	195,000	381,945
2013	205,000	371,740
2014	215,000	360,605
2015	230,000	348,475
2016-20	1,360,000	1,516,650
2020-25	1,830,000	1,039,872
2026-30	2,445,000	391,848
	\$ 6,645,000	\$ 4,801,997

The District has the authority to issue general obligation bonds in an aggregate principal amount not to exceed \$25,000,000. As of June 30, 2010, the District board has not received a request from the developer to issue the remaining bonds to fund additional improvements. All bonds are payable from an *ad valorem* tax levied on all taxable properties within the boundaries of the district.

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.

VI. DEVELOPER DEPOSITS

To regulate the tax rate levied against property in the District, the developer entered into contribution agreements to make annual payments needed to maintain the tax rate as well as preserve the improvements. The developer also made a cash deposit to the bond trustee of \$694,000 for the payment of debt service if annual payments ceased. This amount is reported on the financial statements as developer deposits.

In 2008, the developer filed for bankruptcy. The District has since filed certain claims as creditors, but the bankruptcy has moved very slowly. Falling secondary assessment values in the District and the lack of contribution payments by the developers has resulted in pressure to draw upon the developer deposit to the bond trustee of \$694,000 and/or raise tax rates. This has not been necessary to date, but may soon be necessary.