

**SALTILLO PUBLIC
IMPROVEMENT
DISTRICT**

FINANCIAL STATEMENTS

JUNE 30, 2009

Moss Adams LLP
6100 Uptown Blvd NE Suite 400
Albuquerque, New Mexico
(505) 878-7200

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SALTILLO PUBLIC IMPROVEMENT DISTRICT

**Official Roster
As of June 30, 2009**

Board of Directors

Vincent Pizzonia	Chairman
Cilia Agliodoro	Clerk
Rex Wilson	Treasurer
Jon Zaman	Member

Independent Auditors' Report

To the Board of Directors
Saltillo Public Improvement District
and
Mr. Hector H. Balderas
New Mexico State Auditor
Santa Fe, New Mexico

We have audited the accompanying financial statements of the governmental activities and each major fund of Saltillo Public Improvement District (District) as of and for the year ended June 30, 2009 which collectively comprise the District's basic financial statements as listed in the table of contents. We have also audited the budgetary comparisons for the year ended June 30, 2009 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 audits 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 consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 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 District as of June 30, 2009, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the budgetary comparisons referred to above present fairly, in all material respects, the budgetary comparisons for the year then ended June 30, 2009 in conformity with accounting principles generally accepted in the United States of America.

To the Board of Directors
Saltillo Public Improvement District
and
Mr. Hector H. Balderas
New Mexico State Auditor
Santa Fe, New Mexico

In accordance with *Government Auditing Standards*, we have also issued our report dated November 30, 2009, on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and other matters. 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 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.

The management's discussion and analysis on pages 4 through 8 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Moss Adams LLP

Albuquerque, New Mexico
November 30, 2009

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
June 30, 2009**

As management of the Saltillo Public Improvement District (District), we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ending June 30, 2009. We encourage readers to consider the financial information presented here in conjunction with the financial statements and accompanying notes which follow this section.

The District is a political subdivision of State of New Mexico duly created and existing pursuant to Sections 5-11-1 through 5-11-27 NMSA 1978, as amended, City of Albuquerque (City) Enactment No. 0-2003-12 and City Resolution Enactment No. R-2007-150 adopted on November 19, 2007, the "Formation Resolution."

In addition to forming the District, the Formation Resolution also authorized the imposition and collection of a Special Levy against real property in the District, all of which will benefit from the Special Levy, to be used for the purpose, among others, of paying the principal of and interest on such bonds, as more particularly described herein.

Financial Highlights

The financial statements, which follow the Management's Discussion and Analysis, provide those significant key financial highlights for fiscal year 2009 as follows:

- In the Statement of Net Assets, the District's total net assets decreased from negative \$2.6 million in fiscal year 2008 to a negative \$3.0 million in fiscal year 2009.
- In the Statement of Activities, the District incurred \$0.4 million in debt service payments and general government expenses.

Overview of Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements comprise of: 1) government-wide financial statement, 2) fund financial statements, and 3) notes to the financial statements.

Government-wide financial statements. The government-wide financial statements are designed to provide readers with a broad overview of the District's finances in a manner similar to a private sector business.

The statement of net assets presents information on all of the District's assets and liabilities, with the difference between the two reported as net assets. 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.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) (CONTINUED)
June 30, 2009

The statement of activities presents information showing how the District's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of 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.

In the government-wide financial statements, the District's activities are presented in the following category.

Governmental activities – Governmental activities include the District's basic activities to construct certain infrastructure improvements.

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 objectives. The District uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating the District's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities. The reconciliations are on pages 12 and 14, respectively.

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 the General Fund is considered to be a major fund. Data from the other governmental Functions/Programs are combined into a single, aggregated presentation.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found immediately following the basic financial statements.

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) (CONTINUED)
June 30, 2008**

Government-wide Financial Analysis

Net assets may serve over time as a useful indicator of a district's financial position. In the case of the District, liabilities exceeded assets by \$2,987,880.

The purpose of the District is to construct an Off-site Traffic Collector Road along McMahon Boulevard, other road improvements and storm sewer improvements in a portion of the City's rights of way. Thus the District does not account for the asset created by the construction. It should be noted that the resources needed to repay this debt must be provided from other sources such as the Special Levy revenue collected from property owners within the District to liquidate liabilities.

The District's financial position is the product of several financial transactions including the net results of activities, the issuance of District bonds, construction of improvements and payment of debt. The capital assets constructed from the bond proceeds are transferred to the City and are not recorded on the District's books.

The following table presents the condensed net assets for the fiscal years ended June 30:

	<u>2009</u>	<u>2008</u>
Current assets	\$ 1,741,520	\$ 2,017,006
Other assets	167,899	169,261
	<u>1,909,419</u>	<u>2,186,267</u>
Current liabilities	175,595	57,739
Long-term obligations outstanding	4,721,704	4,718,756
Total liabilities	<u>4,897,299</u>	<u>4,776,495</u>
Net Assets – unrestricted (deficit)	<u>\$ (2,987,880)</u>	<u>\$ (2,590,228)</u>

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) (CONTINUED)
June 30, 2009**

The following are significant current year transactions that have had an impact on the Statement of Net Assets:

- The District only started to assess the Special Levy in fiscal year 2009, hence no special levy is recorded in fiscal year 2008.
- There were no construction expenses in fiscal year 2009 as capital expenditures are expected to be made in fiscal year 2010.

Changes in net assets. The following table presents a summary of the changes in net assets for fiscal years ended June 30:

	<u>2009</u>	<u>2008</u>
Expenses		
Public Works – Construction	\$ -	\$ (2,375,917)
General government	(71,301)	(173,074)
Interest expense	(375,116)	(42,455)
Total expenses	<u>(446,417)</u>	<u>(2,591,446)</u>
General Revenues		
Special Levy	32,292	-
Interest income	16,473	1,218
	<u>48,765</u>	<u>1,218</u>
Change in net assets	<u>\$ (397,652)</u>	<u>\$ (2,590,228)</u>

Financial Analysis of the Government's Funds

The District's revenues in the governmental funds amounted to \$45,152, while expenditures amounted to \$387,813. The major expenditures of the District are debt service payments and administrative expenses. There were no capital expenditures during the fiscal year 2009.

Preliminary and Final Budgets

The District started to adopt annual budget in fiscal year 2009, which project the expected expenditures (based on debt service requirement, administrative expenses and estimated delinquency) and interest income from funds, to determine the amount of special levy for each year. There were no changes in the original budget for the fiscal year 2009.

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) (CONTINUED)
June 30, 2009**

Capital Assets and Debt Administration

The District owns no significant capital assets. The District is expected to transfer all public infrastructure improvements owned by the District to the City.

Pursuant to Resolution No. 2008-2 adopted on April 25, 2008, the District issued its \$4,805,000 Special Levy Revenue Bonds, Series 2008 (Bonds) on May 20, 2008. Under the Indenture dated as of May 1, 2008, the Bonds are payable from revenues received by the District in each fiscal year from the payment of the Special Levy, authorized pursuant to the Act to be levied against parcels of land within the District in accordance with the Rate and Method of Apportionment of the Special Levy for the District approved by the City in the Formation Resolution and approved the District to Resolution No. 2008-1 adopted on March 12, 2008.

The outstanding debt at the end of fiscal year 2009 is \$4,805,000. The first principal payment is scheduled on October 1, 2010.

Requests for Information

This narrative overview and analysis of the financial activities of the District for the fiscal year ending June 30, 2009 is designed to give its readers a general overview of the District's finances. Questions regarding any information contained in this report or requests for additional information should be addressed to the Chairman of the Saltillo Public Improvement District, Vincent Pizzonia, 9500 Rio Grande Boulevard, NW, Albuquerque, NM 87119.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 STATEMENT OF NET ASSETS
 June 30, 2009

	<u>Governmental Activities</u>
ASSETS	
Cash and cash equivalents	\$ 1,741,520
Special Levy receivables	4,425
Bond issuance costs, net	<u>163,474</u>
Total assets	<u><u>1,909,419</u></u>
LIABILITIES	
Accrued expenses - professional services	83,999
Interest payable	91,596
Revenue bonds payable due in more than one year, net	<u>4,721,704</u>
Total liabilities	<u><u>4,897,299</u></u>
NET ASSETS	
Unrestricted (deficit)	<u><u>\$ (2,987,880)</u></u>

See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 STATEMENT OF ACTIVITIES
 Year Ended June 30, 2009

	<u>Expenses</u>	<u>Governmental Activities</u>
Expenses		
Interest expense	\$ 375,116	(375,116)
General government	71,301	(71,301)
Total expenses	<u>\$ 446,417</u>	<u>(446,417)</u>
General Revenues		
Special Levy		32,292
Interest income		16,473
		<u>48,765</u>
Change in net assets		(397,652)
Net assets (deficit), beginning		<u>(2,590,228)</u>
Net assets (deficit), ending		<u>\$ (2,987,880)</u>

See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 BALANCE SHEET
 GOVERNMENTAL FUNDS
 Year Ended June 30, 2009

	General Fund	Project Fund	Bond Fund	Reserve Fund	Total
ASSETS					
Cash and cash equivalents	\$ 85,084	919,485	314,338	422,613	1,741,520
Special Levy receivable	4,425	-	-	-	4,425
	<u>\$ 89,509</u>	<u>919,485</u>	<u>314,338</u>	<u>422,613</u>	<u>1,745,945</u>
LIABILITIES AND FUND BALANCES					
Liabilities					
Accrued expenses	\$ 83,999	-	-	-	83,999
Deferred revenue	3,613	-	-	-	3,613
Total liabilities	<u>87,612</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>87,612</u>
Fund Balances					
Reserved for debt service	-	-	314,338	422,613	736,951
Unreserved fund balances	1,897	919,485	-	-	921,382
Total fund balances	<u>1,897</u>	<u>919,485</u>	<u>314,338</u>	<u>422,613</u>	<u>1,658,333</u>
Total liabilities and fund balances	<u>\$ 89,509</u>	<u>919,485</u>	<u>314,338</u>	<u>422,613</u>	<u>1,745,945</u>

See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
RECONCILIATION OF THE BALANCE SHEET - GOVERNMENTAL
FUNDS TO THE STATEMENT OF NET ASSETS
Year Ended June 30, 2009

Reconciliation of the Governmental Funds Balance
Sheet to the Statement of Net Assets:

Fund balance - total governmental funds	\$	1,658,333
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Amounts reported for governmental activities in the Statement
of Net Assets are different because:

Bond issuance costs in the governmental activities are not financial resources and therefore, not reported in the funds	163,474
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Long-term liabilities for the revenue bonds are not due and payable in the current period, and therefore not reported in the funds	(4,721,704)
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Interest accrued on long-term debt is not accrued in the governmental funds, but rather is recognized as an expenditure when due	(91,596)
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Receivables reported in the Statement of Net Assets that are not currently available in the funds	<u>3,613</u>
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Net assets of governmental activities	\$	<u><u>(2,987,880)</u></u>
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See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES - GOVERNMENTAL FUNDS
Year Ended June 30, 2009

	General Fund	Project Fund	Bond Fund	Reserve Fund	Total
Revenues					
Special Levy	28,679	-	-	-	28,679
Interest income	\$ 495	7,589	4,868	3,521	16,473
	<u>29,174</u>	<u>7,589</u>	<u>4,868</u>	<u>3,521</u>	<u>45,152</u>
Expenditures					
General government	71,301	-	-	-	71,301
Debt service					
Interest expense	-	-	316,512	-	316,512
Total expenditures	<u>71,301</u>	<u>-</u>	<u>316,512</u>	<u>-</u>	<u>387,813</u>
Excess (deficiency) or revenues over (under) expenditures	<u>(42,127)</u>	<u>7,589</u>	<u>(311,644)</u>	<u>3,521</u>	<u>(342,661)</u>
Other financing sources (uses)					
Transfer in	-	3,302	3,776	-	7,078
Transfer out	(3,302)	-	-	(3,776)	(7,078)
Total	<u>(3,302)</u>	<u>3,302</u>	<u>3,776</u>	<u>(3,776)</u>	<u>-</u>
Net change in fund balance	<u>(45,429)</u>	<u>10,891</u>	<u>(307,868)</u>	<u>(255)</u>	<u>(342,661)</u>
Fund balances, beginning	<u>47,326</u>	<u>908,594</u>	<u>622,206</u>	<u>422,868</u>	<u>2,000,994</u>
Fund balances, ending	<u>\$ 1,897</u>	<u>919,485</u>	<u>314,338</u>	<u>422,613</u>	<u>1,658,333</u>

See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES
EXPENDITURES, AND CHANGES IN FUND BALANCES
OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended June 30, 2009

Reconciliation of the Governmental Fund Statement of
Revenues, Expenditures, and Changes in Fund Balance
to the Statement of Net Assets

Net change in fund balances - total governmental funds	\$	(342,661)
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Amounts reported for governmental activities in the Statement
of Activities are different because:

Governmental funds report the effect of issuance cost and discounts, whereas these amounts are deferred and amortized in the Statement of of Activities	(8,735)
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Special Levy that is not recognized in the fund balances	3,613
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Interest accrued on long-term debt is not accrued in the governmental funds, but rather is recognized as an expenditure when due	<u>(49,869)</u>
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Change in net assets of governmental activities	\$	<u><u>(397,652)</u></u>
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See Notes to Financial Statements.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

NOTE 1. REPORTING ENTITY

Saltillo Public Improvement District (District) is a political subdivision of State of New Mexico duly created and existing pursuant to Sections 5-11-1 through 5-11-27 NMSA 1978, as amended, City of Albuquerque (City) Enactment No. 0-2003-12 and City Resolution Enactment No. R-2007-150 adopted on November 19, 2007.

The District was created to fund the infrastructure project, comprising of road construction and storm sewer improvements. The District consists of approximately 138 acres of property located in the City with a Special Levy on all of the 652 single family residential lots.

The District follows the standards promulgated by GASB Statement No. 14, *The Financial Reporting Entity*, and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, to define the reporting entity. The District is not a component of any other governmental entity and the District has no subordinate component units.

The District is governed by the District Board, consisting of four directors. The District Board has control over and management supervision of all affairs of the District. Directors serve six-year terms.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The basic financial statements of the District have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standard Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The more significant of the District's policies are described below.

Basis of Presentation

District-Wide Statements

The Statement of Net Assets and Statement of Activities present financial information about reporting government as a whole. These statements include the financial activities of the overall District in its entirety. Eliminations have been made to minimize the double counting of internal transactions. District activities generally are financed through a Special Levy.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Basis of Presentation (Continued)

District-Wide Statements (Continued)

The Statement of Activities presents a comparison between direct expenses and direct revenues for each function of the District governmental activities. Direct expenses are those that are specifically associated with and clearly identifiable to a particular function. Direct revenues include a Special Levy on real property covered by the District and dividend income from the investment of funds.

Fund Financial Statements

Fund financial statements of the reporting entity are organized into funds, each of which is considered to be a separate accounting entity. Each fund is accounted for by providing a separate set of self-balancing accounts that constitute its assets, liabilities, fund equity, revenues and expenditures. An emphasis is placed on major funds. A fund is considered major if it is the primary operating fund of the District or meets the following criteria:

- a. Total assets, liabilities, revenues, or expenditures of that individual governmental fund are at least 10% of the corresponding total for all funds of that category.
- b. Total assets, liabilities, revenues, or expenditures of the individual governmental fund are at least 5% of the corresponding total for all governmental funds combined.

Governmental Funds

The District reports the following major governmental funds:

- a. General Fund - is the District's primary operating fund. It accounts for all the financial resources of the general government except those required to be accounted for in another fund.

Capital Project Fund:

- b. Project Fund - used to account for financial resources to be used for the construction of the improvement project.

Debt Service Funds:

- c. Bond Fund - used to account for the payment of principal and interest related to the bonds obligation.
- d. Reserve Fund –accounts for funds to be used in accordance with the bond indenture in situations whereby the bond fund does not have sufficient funds to pay for debt service payments.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Measurement Focus and Basis of Accounting

The Government-wide financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Revenues are recognized when earned and expenses are recognized at the time liabilities are incurred, regardless of when the related cash transaction takes place. On an accrual basis, revenue from a Special Levy on property is recognized in the fiscal year for which the assessments are levied.

The governmental fund statements are reported using the current resources measurement focus and modified accrual basis of accounting. Under this method, revenues are recognized when they are both measurable and available. The District considers all revenues reported in the governmental funds to be available if the revenues are collected within sixty days after the end of the fiscal year. Expenditures are recorded when the related fund liability is incurred, except for principal and interest on the bond obligations, which are recognized as expenditures when paid. Proceeds from the issuance of bond obligations are reported as other financing sources.

Cash Equivalents

The District considers all highly liquid debt instruments with original maturity of three months or less when purchased to be cash equivalents.

Capital Assets

As capital assets are constructed the ownership is transferred to the City. As a result, the District does not capitalize any capital assets on their financial statements.

Long-Term Obligations

In the Government-wide financial statements, long-term debts are reported as liabilities. Long-term obligations of the governmental funds payable from the general revenues of the District are reported in the District-wide financial statements. Payments of principal and interest are reported as expenditures in the fund financial statements.

Bond discount, as well as issuance costs, are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond discount. Bond issuance costs are reported as deferred charges and amortized over the term of the bonds.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Long-Term Obligations (Continued)

In the governmental fund financial statements, bond discounts and issuance costs are recognized during the current period. The face amount of debt issued and any premiums received are reported as other financing sources while discounts are reported as other financing uses. Issuance costs are reported as debt service expenditures.

Special Levy

The District imposes a Special Levy, which secures the payment of the debt service on the District's Revenue Bonds Obligation. The District started to impose a Special Levy for fiscal year ended June 30, 2009. At June 30, 2009 all Special Levy receivables are considered collectible by management and no allowance for doubtful accounts has been established.

The Special Levy is to be billed and collected by Bernalillo County in the same manner and at the same time as general ad valorem property taxes. Assessments are made as of January 1 of each year, with one-half of the taxes on that assessment due the following November 10 and one-half due April 10 of the next calendar year. The Special Levy installment due November 10 becomes delinquent on December 11, while the April 10 installment becomes delinquent on May 11. The Special Levy shall be subject to foreclosure by the District at any time after six months following written notice of delinquency to the owner of the real property to which the delinquency applies. The lien shall include delinquencies, penalties and interest thereon at a rate not to exceed the maximum legal rate of interest per year and penalties otherwise applicable.

Transfers

Transfers in from (out to) other governmental funds are recorded as other financing sources (uses).

Fund Equity Reservations

In the fund financial statements, governmental funds report reservations for amounts that are not available for appropriation or are legally restricted.

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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Budgets

The District adopted a budget starting in fiscal year ended June 30, 2009. The budget is adopted on a modified accrual basis of accounting. The legal compliance for the budget is total expenditures.

NOTE 3. DEPOSITS AND INVESTMENTS

The District is authorized under the provision of Chapter 6, Article 10, paragraph 10, NMSA 1978, annotated, to deposit its money in banks, savings and loan associations and/or credit unions whose accounts are insured by an agency of the United States.

All money not immediately necessary for the public uses of the District may be invested in bonds or negotiable securities of the United States, the state or any county, municipality or town, securities that are issued by the United States government or by its agencies or instrumentalities or in contracts with banks, savings and loan associations or credit unions for the present purchase and resale at a specified time in the future of specific securities. If the District is unable to receive payment on public money at the rate of interest set forth by the State Board of Finance from financial institutions within the geographic boundaries of the governmental unit, the Authority may invest its money as provided under Section 6-10-10.1 NMSA 1978 with the New Mexico State Treasurer's investment pool for a period greater than 181 days. The State Treasurer's investment pool shall be invested as provided for State funds under Section 60-10-10 NMSA 1978. The District has not formally adopted a deposit and investment policy that limits the government's allowable deposits or investments and addresses the specific types of risk to which the government is exposed.

Cash and investments held by the District include cash on deposit with financial institutions. Deposits are secured by U.S. Treasuries. Under New Mexico law, all deposits with financial institutions must be collateralized in an amount not less than 50% (102% for overnight deposits) of the uninsured balance. Market values of all cash and deposits approximate the cost of those assets.

Cash equivalents represent investments in mutual funds, consisting of treasury bonds with maturities of less than 30 days.

Cash and cash equivalents at June 30, 2009 consists of the following:

Held in trust by Wells Fargo in U.S. Treasury Fund	<u>\$ 1,741,520</u>
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SALTILLO PUBLIC IMPROVEMENT DISTRICT
 NOTES TO FINANCIAL STATEMENTS
 June 30, 2009

NOTE 4. REVENUE BONDS

On May 20, 2008, the District issued its Special Levy Revenue Bond, Series 2008 with total par value of \$4,805,000 for \$4,718,510 at a discount of \$86,490. The proceeds from issuance were primarily used in the construction of the infrastructure project. The bonds are generally callable with interest payable semi-annually, every April 1 and October 1. The obligations are secured by the pledge of net revenues of the District Special Levy.

The Bond Indenture contains special mandatory and optional redemption. The special mandatory redemption, which started on October 1, 2008, triggers when: (a) on or after the completion of the project, funds are transferred from the Project Fund to the Prepayment Account of the Bond Fund, and (b) the prepayment in whole or in part of any Special Levy by the owner of the Property and the deposit of such prepayment amounts to the Prepayment Account of the Bond Fund. The optional redemption is available starting October 1, 2017. No events occurred that triggered special mandatory redemption.

The Revenue Bonds bear annual interest of 7.625%, with final maturity on October 1, 2037. The amount payable in the Statement of Net Assets is net of unamortized bond discount of \$83,296 at June 30, 2009.

Annual debt service requirements to maturity for the revenue bonds are as follows:

<u>Year Ending June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Debt Service</u>
2010	-	366,381	366,381
2011	\$ 55,000	364,284	419,284
2012	60,000	359,900	419,900
2013	65,000	355,134	420,134
2014	65,000	350,178	415,178
2015-2019	420,000	1,663,013	2,083,013
2020-2024	605,000	1,469,909	2,074,909
2025-2029	870,000	1,191,406	2,061,406
2030-2034	1,260,000	789,950	2,049,950
2035-2037	1,405,000	223,984	1,628,984
	<u>\$ 4,805,000</u>	<u>7,134,139</u>	<u>11,939,139</u>

Interest and principal payments of the revenue bonds are serviced by revenues generated from the Special Levy and are paid from the Bond Fund.

	<u>July 1</u>	<u>Increases</u>	<u>Decreases</u>	<u>June 30</u>	<u>Due in 1 year</u>
Special Levy Revenue Bonds	\$ 4,805,000	-	-	4,805,000	-
Unamortized bond discount	(86,244)	-	2,948	(83,296)	-
	<u>\$ 4,718,756</u>	<u>-</u>	<u>2,948</u>	<u>4,721,704</u>	<u>-</u>

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

NOTE 5. LETTERS OF CREDIT

In accordance with the Bond Indenture, the Developer has established two irrevocable standby letters of credit each with an original amount of \$211,306, both expiring on May 1, 2011. The District can draw from the letters of credit based on the necessity to make debt service payments on the Revenue Bonds. At June 30, 2009, the District has not drawn any amount from these letters of credit.

NOTE 6. DEFICIT NET ASSETS

The total net assets balance is in a deficit position. This is due to the fact that the capital assets acquired with bond proceeds will be transferred to another governmental agency. This resulted in the recognition of long-term debt with no related asset on the District's financial statement. The long-term debt will be repaid with future special levy assessments.

NOTE 7. INTERFUND TRANSFERS

The following transfers were made for the year ended June 30, 2009 to transfer excess amount in the Reserve Fund and to fund the debt service requirements in accordance with the Bond Indenture:

	Transfer In		
	Project	Bond	Total
<u>Transfer Out</u>			
General Fund	\$ 3,302	-	3,302
Reserve Fund	-	3,776	3,776

NOTE 8. ARBITRAGE

The Tax Reform Act of 1986 instituted certain arbitrage restrictions with respect to the issuance of tax-exempt bonds after August 31, 1986. Arbitrage regulations deal with the investment of all tax-exempt bond proceeds at an interest yield greater than the interest yield paid to bondholders. Generally, all interest paid to bondholders can be retroactively rendered taxable if applicable rebates are not reported and paid to the Internal Revenue Service (IRS) at least every five years. During the current year, the District performed calculations of excess investment earnings on the revenue bonds and, at June 30, 2009, does not expect to incur a liability.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
June 30, 2009

NOTE 9. BUDGET VIOLATION

In violation of New Mexico state statutes, the District overspent the budget for the following fund:

<u>Fund</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance</u>
General Fund	\$ 63,946	71,301	(7,355)

NOTE 10. INSURANCE COVERAGE

The District is exposed to various risk of loss from torts; theft of, damage to, and destruction of assets; business interruption; and errors and omission and natural disasters. The District is not insured through private carriers for liability, casualty and director and office liability.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 BUDGET TO ACTUAL SCHEDULE (GENERAL FUND)
 Year End June 30, 2009

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final		Positive (Negative)
Revenues				
Special Levy taxes	\$ 32,292	32,292	28,679	(3,613)
Interest income	-	-	495	495
Total revenues	<u>32,292</u>	<u>32,292</u>	<u>29,174</u>	<u>(3,118)</u>
Expenditures				
General government	63,946	63,946	71,301	(7,355)
Total expenditures	<u>63,946</u>	<u>63,946</u>	<u>71,301</u>	<u>(7,355)</u>
Other Financing Sources (Uses)				
Transfer out	-	-	(3,302)	(3,302)
Total	<u>-</u>	<u>-</u>	<u>(3,302)</u>	<u>(3,302)</u>
Net change in fund balance	(31,654)	(31,654)	(45,429)	(13,775)
Fund balances, beginning of year	47,326	47,326	47,326	-
Fund balances, end of year	<u>\$ 15,672</u>	<u>15,672</u>	<u>1,897</u>	<u>(13,775)</u>

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 BUDGET TO ACTUAL SCHEDULE (PROJECT FUND)
 Year End June 30, 2009

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final		Positive (Negative)
Revenues				
Interest income	\$ -	-	7,589	7,589
Total revenues	-	-	7,589	7,589
Expenditures				
Capital outlay	-	-	-	-
Total expenditures	-	-	-	-
Other Financing Sources (Uses)				
Transfer in	-	-	3,302	3,302
Total	-	-	3,302	3,302
Net change in fund balance	-	-	10,891	10,891
Fund balances, beginning of year	908,594	908,594	908,594	-
Fund balances, end of year	\$ 908,594	908,594	919,485	10,891

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 BUDGET TO ACTUAL SCHEDULE (BOND FUND)
 Year End June 30, 2009

	Budgeted Amounts		Actual	Variance with
	Original	Final		Final Budget
				Positive (Negative)
Revenues				
Interest income	\$ -	-	4,868	4,868
Total revenues	-	-	4,868	4,868
Expenditures				
Debt service				
Interest expense	316,512	316,512	316,512	-
Total expenditures	316,512	316,512	316,512	-
Other Financing Sources (Uses)				
Transfer in	-	-	3,776	3,776
Total	-	-	3,776	3,776
Net change in fund balance	(316,512)	(316,512)	(307,868)	8,644
Fund balances, beginning of year	622,206	622,206	622,206	-
Fund balances, end of year	\$ 305,694	305,694	314,338	8,644

SALTILLO PUBLIC IMPROVEMENT DISTRICT
 BUDGET TO ACTUAL SCHEDULE (RESERVE FUND)
 Year End June 30, 2009

	Budgeted Amounts		Actual	Variance with
	Original	Final		Final Budget
				Positive (Negative)
Revenues				
Interest income	\$ -	-	3,521	3,521
Total revenues	-	-	3,521	3,521
Other Financing Sources (Uses)				
Transfer out	-	-	(3,776)	(3,776)
Total	-	-	(3,776)	(3,776)
Net change in fund balance	-	-	(255)	(255)
Fund balances, beginning of year	422,868	422,868	422,868	-
Fund balances, end of year	\$ 422,868	422,868	422,613	(255)

**Report on Internal Control Over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial
Statements Performed in Accordance With *Government Auditing Standards***

To the Board of Directors
Saltillo Public Improvement District
and
Mr. Hector H. Balderas
New Mexico State Auditor
Santa Fe, New Mexico

We have audited the financial statements of the governmental activities and each major fund of the Saltillo Public Improvement District (District), as of and for the year ended June 30, 2009 which collectively comprise the District's basic financial statements and have issued our report thereon dated November 30, 2009. We have also audited the budgetary comparisons for the year ended June 30, 2009, as listed in the table of contents. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

In planning and performing our audit, we considered the District's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the District's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses. However, as discussed below, we identified certain deficiencies in internal control over financial reporting that we consider to be significant deficiencies.

A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the organization's ability to initiate, authorize, record, process, or report financial data reliably in accordance

To the Board of Directors
Saltillo Public Improvement District
and
Mr. Hector H. Balderas
New Mexico State Auditor
Santa Fe, New Mexico

with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the District's financial statements that is more than inconsequential will not be prevented or detected by the District's internal control. We consider the deficiency described in the accompanying schedule of findings and responses to be a significant deficiency in internal control over financial reporting as item 08-01.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the District's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses, and accordingly, would not necessarily disclose all significant deficiencies that are also considered to be material weaknesses. However, we believe that none of the significant deficiencies described above is a material weakness.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards* and which are described in the accompanying schedule of findings and responses as item 09-01.

The District's response to the finding identified in our audit is described in the accompanying schedule of findings and responses. We did not audit the District's response and, accordingly, we express no opinion on it.

To the Board of Directors
Saltillo Public Improvement District
and
Mr. Hector H. Balderas
New Mexico State Auditor
Santa Fe, New Mexico

This report is intended solely for the information and use of management, others within the District, the Commissioners, the State Auditor, and the New Mexico State Legislature and is not intended to be and should not be used by anyone other than those specified parties.

Moss Adams LLP

Albuquerque, New Mexico
November 30, 2009

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
SCHEDULE OF FINDINGS AND RESPONSES
Year Ended June 30, 2009**

08-01 No General Ledger Maintained

CONDITION

The District did not maintain a general ledger for fiscal year ended June 30, 2009.

CRITERIA

Good internal controls include the use of a general ledger to account for all transactions of the District.

EFFECT

There is an increased risk of improper expenditures being made and also that budget overages could occur.

CAUSE

Due to the limited amount of activity, the District used monthly bank statements along with cash receipts and disbursements journals to track transactions.

RECOMMENDATION

We recommend that the District create a general ledger that will generate reports on a monthly basis in order to review the financial activity of the District including budget to actual statements.

MANAGEMENT'S RESPONSE

The District will create a general ledger in the future.

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
SCHEDULE OF FINDINGS AND RESPONSES (CONTINUED)
Year Ended June 30, 2009**

09-01 Budget Overspending

CONDITION

The budget for General Fund was overspent by \$7,355 for the year ended June 30, 2009.

CRITERIA

According to NMSA 6-3-1 to 6-3-25, expenditures are to be within the budgeted amounts.

EFFECT

The District is not in compliance with the requirements of NMSA 6-3-1 to 6-3-25 and there is increased risk that unauthorized transactions could occur.

CAUSE

Budgets for capital outlay expenditures in the Construction Fund were not established as the District was not familiar with statutory budget requirements.

RECOMMENDATION

Overspending of the budget should not occur. We recommend that all budget adjustments be approved prior to spending and budget to actual reviews be made on a timely basis.

MANAGEMENT'S RESPONSE

The District will implement procedures to ensure that expenditures are made within budgeted amounts.

SALTILLO PUBLIC IMPROVEMENT DISTRICT
SCHEDULE OF PRIOR YEAR AUDIT FINDINGS
Year Ended June 30, 2009

08-01	No General Ledger Maintained	Updated and Repeated as 08-01
08-02	Budget	Resolved
08-03	Late Audit Report	Resolved

**SALTILLO PUBLIC IMPROVEMENT DISTRICT
EXIT CONFERENCE
Year Ended June 30, 2009**

An exit conference was held on November 20, 2009. Attending were the following:

Representing Saltillo Public Improvement District:

Rex Wilson, Treasurer
Sherri Repichowski, CFO of the Developer
Matt Kim-Miller, Attorney

Representing Moss Adams LLP:

Chris Garner, CPA, Senior Manager

The financial statements were prepared with the assistance of Moss Adams LLP.