

WINROCK TOWN CENTER TAX INCREMENT
DEVELOPMENT DISTRICT 1

Financial Statements

June 30, 2016

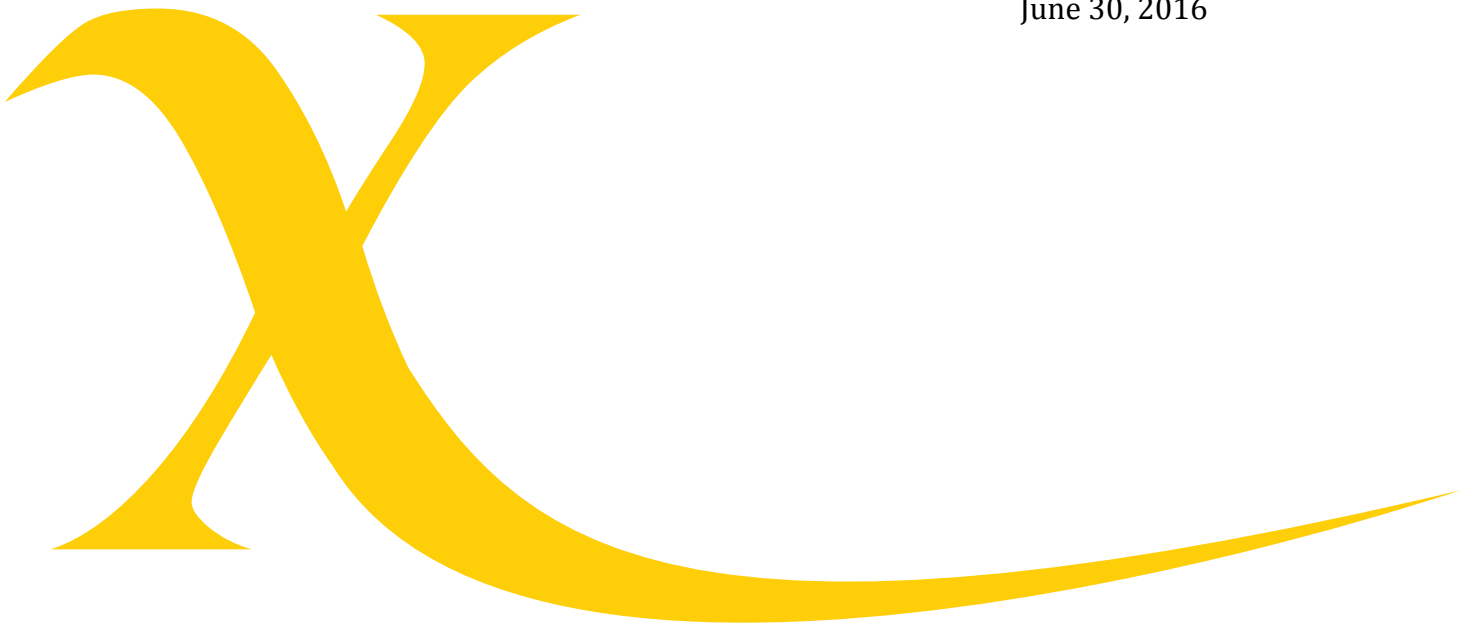


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WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1

**Official Roster
As of June 30, 2016**

Board of Directors

Name	Title
Diane Gibson	Chairman
Debbie Bonsignore	Treasurer
Mayling Armijo	Member
Rick Lopez	Member
Gilbert Montaña	Member

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Winrock Town Center Tax Increment Development District 1
and
Mr. Timothy Keller
New Mexico State Auditor
Santa Fe, New Mexico

Report on Financial Statements

We have audited the accompanying financial statements of the governmental activities, each major fund and the budgetary comparison for the general fund of Winrock Town Center Tax Increment Development District 1 (the "District") as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents. We also have audited the budgetary comparisons for the major capital projects and major debt service funds presented as supplementary information, as defined by the Government Accounting Standards Board, as of and for the year ended June 30, 2016, 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 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 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 entity'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 entity'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 the major fund of the District as of June 30, 2016, and the respective changes in financial position and the budgetary comparison for general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statements referred to above present fairly, in all material respects, the respective budgetary comparisons for the major capital projects and major debt service funds for the year ended June 30, 2016 in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management discussion and analysis on pages 4 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

The schedule of vendor information 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 assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2016 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 grant agreements 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* in considering District's internal control over financial reporting and compliance.

The logo for Axiom, featuring the word "Axiom" in a stylized, cursive blue font.

Albuquerque, New Mexico
December 13, 2016

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)
JUNE 30, 2016**

As management of the Winrock Town Center Tax Increment Development District 1 (the "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, 2016. 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 the State of New Mexico duly created and existing pursuant to Tax Increment for Development Act ("Act"), Sections 5-15-1 through 5-15-28 NMSA 1978, as amended, City of Albuquerque ("City") Council Ordinance Bill No. F/S O-06-44, and City Council Resolution Enactment No. R-2008-120 adopted on October 6, 2008 (the "Formation Resolution").

The purpose of the District, pursuant to the Formation Resolution, is to provide financing of the public improvements set forth in the Tax Increment Development Plan that was approved by the City and as required pursuant to the Act and Master Development Agreement among the District, the City and the developer, Winrock Partners LLC.

Financial Highlights

The financial statements, which follow the Management's Discussion and Analysis, provide those significant key financial highlights for fiscal year 2016 as follows:

- In the Statement of Net Position, the District's total net position increased from \$366,179 in fiscal year 2015 to \$1,400,063 in fiscal year 2016.
- In the Statement of Activities, the gross receipts tax increment revenue and general government expenses amounted to \$2,306,335 and \$694,507, respectively.

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 are comprised of: 1) government wide financial statements, 2) fund financial statements, 3) the budgetary comparison for the general fund and 4) 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 position presents information on all of the District's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The statement of activities presents information showing how the District's net position changed during the fiscal year reported. All changes in net position 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.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)
JUNE 30, 2016**

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 such as receipt of gross receipts tax increment and payment of administrative expenses. The District reimburses the developer for the construction of certain public improvements as provided in the Act and the governing documents of the District, including the Master Development Agreement among the District, the developer and the City.

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.

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.

Government-wide Financial Analysis

Net position may serve over time as a useful indicator of a district's financial position. The District's assets exceeded liabilities by \$1,400,063 as of June 30, 2016.

The District was formed, and reimburses the Developer, for the design and construction of public improvements related to the development of approximately 83 acres of property known as Winrock Town Center. The public improvements include the construction of roadways, water infrastructure, sanitary sewer infrastructure, storm drainage and retention infrastructure, public plazas, green energy heating sources, bus platform and four public parking structures.

The following table presents the condensed net position at June 30:

		2016	2015
Current Assets	\$	17,547,865	386,994
Noncurrent Assets		25,767,440	-
Current Liabilities		153,390	20,815
Noncurrent Liabilities		41,761,852	-
Total Net Position	\$	<u>1,400,063</u>	<u>366,179</u>

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)
JUNE 30, 2016**

Change in net position. The following table presents a summary of the change in net position for fiscal years ended June 30:

	2016	2015
Expenses		
General government	\$ (694,507)	(81,127)
Interest Expense	(2,084,297)	-
	<u>(2,778,804)</u>	<u>(81,127)</u>
General Revenues		
Gross receipts tax increment	2,306,335	461,144
Interest income	37	70
Dividend income	12,148	2,278
	<u>2,318,520</u>	<u>463,492</u>
Other Financing Sources		
Transfers In	1,494,168	-
Change in net position	<u>\$ 1,033,884</u>	<u>382,365</u>

Financial Analysis of the Governmental Activities

The District's revenues in the governmental funds amounted to \$2,318,520, while expenditures amounted to \$2,778,804. The major expenditures of the District for the year is interest expense.

General Fund Budgetary Highlights

The District adopts an annual budget, which projects the expected expenditures (based on administrative expenses, debt service payments, and construction expenditures) and the estimated gross receipts tax increment and property taxes for each year.

Capital Assets and Debt Administration

The District has construction in progress totaling \$25,767,440 at June 30, 2016. The capital projects that are to be financed by the District are all to be dedicated to the City once completed. It is anticipated that the District will not, in the future, own any capital assets. It is anticipated that all dedications will be done by the developer directly to the City, on behalf of the District.

Requests for Information

This narrative overview and analysis of the financial activities of the District for the fiscal year ending June 30, 2016 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 Treasurer of the Winrock Town Center Tax Increment Development District 1, Debbie Bonsignore, 100 Sun Avenue NE, Suite 210, Albuquerque, NM 87109.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
STATEMENT OF NET POSITION
JUNE 30, 2016**

	<u>Governmental Activities</u>
ASSETS	
Current Assets:	
Cash and Cash Equivalents	\$ 17,096,826
Gross Receipts Tax Increment Receivable	451,039
Total Current Assets	<u>17,547,865</u>
Noncurrent Assets:	
Construction in Process	25,767,440
Total Noncurrent Assets	<u>25,767,440</u>
Total Assets	<u>43,315,305</u>
LIABILITIES	
Current Liabilities:	
Current Portion of Bond Payable	153,390
Total Current Liabilities	<u>153,390</u>
Noncurrent Liabilities:	
Long Term Portion of Bond Payable	41,761,852
Total Noncurrent Liabilities	<u>41,761,852</u>
Total Liabilities	<u>41,915,242</u>
NET POSITION	
Invested in Capital Assets, Net	142,732
Restricted	17,088,867
Unrestricted (Deficit)	<u>(15,831,536)</u>
Total Net Position	<u>\$ 1,400,063</u>

See Notes to Financial Statements

WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
STATEMENT OF ACTIVITIES
For the Year Ended June 30, 2016

EXPENSES	<u>Expenses</u>	<u>Governmental Activities</u>
General Government	\$ 694,507	\$ (694,507)
Interest Expense	<u>2,084,297</u>	<u>(2,084,297)</u>
Total Expenses	\$ <u><u>2,778,804</u></u>	<u>(2,778,804)</u>
 GENERAL REVENUES		
Gross Receipt Tax Increment		2,306,335
Interest Income		37
Dividend Income		<u>12,148</u>
Total Revenues		<u>2,318,520</u>
 OTHER FINANCING SOURCES		
Transfers in from TIDD 2		<u>1,494,168</u>
Total Other Financing Sources		<u>1,494,168</u>
Change in Net Position		1,033,884
Net Position (Deficit), Beginning		<u>366,179</u>
Net Position (Deficit), Ending		\$ <u><u>1,400,063</u></u>

See Notes to Financial Statements

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
BALANCE SHEET - GOVERNMENTAL FUNDS
JUNE 30, 2016**

	<u>General Fund</u>	<u>Revenue Fund</u>	<u>Restricted Lease Reserve</u>	<u>Unrestricted Fund</u>
ASSETS				
Cash in Bank	\$ 458,998	347,294	4,798,369	5,364,032
Gross Receipts Tax Receivable	-	451,039	-	-
Total Assets	<u>\$ 458,998</u>	<u>798,333</u>	<u>4,798,369</u>	<u>5,364,032</u>
LIABILITIES AND FUND BALANCES				
Liabilities				
Bonds Payable	\$ -	-	-	-
Accrued Liabilities	-	-	-	-
Total Liabilities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Fund Balances				
Restricted	-	798,333	4,798,369	5,364,032
Unassigned	458,998	-	-	-
Total Fund Balance	<u>458,998</u>	<u>798,333</u>	<u>4,798,369</u>	<u>5,364,032</u>
Total Liabilities and Fund Balances	<u>\$ 458,998</u>	<u>798,333</u>	<u>4,798,369</u>	<u>5,364,032</u>

<u>Debt Service Reserve</u>	<u>Bond Fund</u>	<u>Surplus Fund</u>	<u>Total</u>
4,331,037	-	1,797,096	17,096,826
-	-	-	451,039
<u>4,331,037</u>	<u>-</u>	<u>1,797,096</u>	<u>17,547,865</u>
-	-	-	-
-	-	-	-
<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
4,331,037	-	1,797,096	17,088,867
-	-	-	458,998
<u>4,331,037</u>	<u>-</u>	<u>1,797,096</u>	<u>17,547,865</u>
<u>4,331,037</u>	<u>-</u>	<u>1,797,096</u>	<u>17,547,865</u>

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
RECONCILIATION OF THE BALANCE SHEET GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION
FOR THE YEAR ENDED JUNE 30, 2016**

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

Fund Balance - Total Government Funds	\$	17,547,865
Long-term assets related to debt used in the governmental activities are not financial resources, and therefore are not reported in the funds		25,767,440
Long-term liabilities for the revenue bonds are not due and payable in the current period, and therefore are not reported in the funds		<u>(41,915,242)</u>
Net Position of Governmental Activities	\$	<u><u>1,400,063</u></u>

See Notes to the Financial Statements

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2016**

	General Fund	Revenue Fund	Restricted Lease Reserve	Unrestricted Fund
REVENUES				
Gross Receipt Tax Income	\$ -	2,306,335	-	-
Interest Income	37	-	-	-
Dividend Income	494	653	2,669	5,339
Total Revenues	531	2,306,988	2,669	5,339
EXPENDITURES				
Capital Expenditures	-	-	-	25,767,440
Bond Issuance Cost	-	-	-	-
Accounting	-	-	-	-
Adm./Mgt Fees	9,554	-	-	-
Legal	-	-	-	-
Interest Expense	-	-	-	-
Total Expenditures	9,554	-	-	25,767,440
<i>Excess (Deficiency) of Revenues Over (Under) Expenditures</i>	<u>(9,023)</u>	<u>2,306,988</u>	<u>2,669</u>	<u>(25,762,101)</u>
Other Financing Sources (Uses)				
Sale of Bond Proceeds	-	-	6,222,500	30,384,286
Transfer in	473,451	350,226	-	1,426,800
Transfer out	(371,609)	(1,858,881)	(1,426,800)	(684,953)
Total Other Financing Sources (Uses)	101,842	(1,508,655)	4,795,700	31,126,133
Net Change in Fund Balance	92,819	798,333	4,798,369	5,364,032
Fund Balances, Beginning of Year	366,179	-	-	-
Fund Balances, End of Year	\$ 458,998	798,333	4,798,369	5,364,032

See Notes to the Financial Statements

Debt Service Reserve	Bond Fund	Surplus Fund	Total
-	-	-	2,306,335
-	-	-	37
2,293	610	90	12,148
<u>2,293</u>	<u>610</u>	<u>90</u>	<u>2,318,520</u>
-	-	-	25,767,440
-	684,953	-	684,953
-	-	-	-
-	-	-	9,554
-	-	-	-
-	2,084,297	-	2,084,297
<u>-</u>	<u>2,769,250</u>	<u>-</u>	<u>28,546,244</u>
<u>2,293</u>	<u>(2,768,640)</u>	<u>90</u>	<u>(26,227,724)</u>
4,332,500	975,956	-	41,915,242
-	1,792,684	1,797,006	5,840,167
<u>(3,756)</u>	<u>-</u>	<u>-</u>	<u>(4,345,999)</u>
<u>4,328,744</u>	<u>2,768,640</u>	<u>1,797,006</u>	<u>43,409,410</u>
4,331,037	-	1,797,096	17,181,686
-	-	-	366,179
<u>4,331,037</u>	<u>-</u>	<u>1,797,096</u>	<u>17,547,865</u>

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF GOVERNEMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2016**

Reconciliation of the Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balance to the Statement of Net Position:

Net Change in Fund Balances - Total Government Funds	\$ 17,181,686
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds report capital expenditure costs as an expense; however, in the Statement of Activities, the expense is capitalized	25,767,440
The issuance of long-term debt sourced the current financial resources of the governmental funds. This is reported as a liability in the net position.	<u>(41,915,242)</u>
Changes in Net Position of Governmental Activities	<u><u>\$ 1,033,884</u></u>

See Notes to the Financial Statements

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
 BUDGET TO ACTUAL - GENERAL FUND
 JUNE 30, 2016**

	<u>Budgeted Amounts</u>		<u>Actual Amounts</u>	<u>Variance Positive (Negative)</u>
	<u>Original Budget</u>	<u>Final Budget</u>		
Revenues				
General Revenue	\$ -	1,218,491	531	(1,217,960)
Total Revenues	<u>-</u>	<u>1,218,491</u>	<u>531</u>	<u>(1,217,960)</u>
Expenditures				
General Government	-	36,718	9,554	27,164
Total Expenditures	<u>-</u>	<u>36,718</u>	<u>9,554</u>	<u>27,164</u>
<i>Excess (Deficiency) of Revenues Over (Under) Expenditures</i>	<u>-</u>	<u>1,181,773</u>	<u>(9,023)</u>	<u>(1,190,796)</u>
Other Financing Sources (Uses)				
Sale of Bond Proceeds	-	-	-	-
Transfer in	-	-	473,451	473,451
Transfer (out)	-	-	(371,609)	(371,609)
Total Other Financing Sources (Uses)	<u>-</u>	<u>-</u>	<u>101,842</u>	<u>101,842</u>
Net Change in Fund Balance	\$ <u>-</u>	<u>1,181,773</u>	<u>92,819</u>	<u>(1,088,954)</u>

See Notes to the Financial Statements

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 1. REPORTING ENTITY

Winrock Town Center Tax Increment Development District 1 (the "District") is a political subdivision of the State of New Mexico duly created and existing pursuant to Tax Increment for Development Act ("TIDD Act"), Sections 5-15-1 through 5-15-28 NMSA 1978, as amended, City of Albuquerque ("City") Council Ordinance Bill No. F/S O-06-44, and City Council Resolution Enactment No. R-2008-120 adopted on October 6, 2008 (the "Formation Resolution").

The purpose of the District, pursuant to the Formation Resolution, is to provide financing of the public improvements set forth in the Tax Increment Development Plan that was approved by the City and as required pursuant to the Act and Master Development Agreement among the District, the City and the developer, Winrock Partners LLC.

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 five directors. The District Board has control over and management supervision of all affairs of the District. Two of the initially appointed directors of the District serve four-year terms, and the other three directors serve six-year terms. Upon the expiration of the initial terms of these directors, the District either shall hold an election of new directors by majority vote of owners and qualified resident electors in accordance with the TIDD Act, or governance of the District shall revert to the City Council. Officers not appointed pursuant to the Formation Resolution may be elected by the Directors.

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 Standards 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

Government-Wide Statements

The Statement of Net Position and Statement of Activities present financial information about the 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 gross receipts taxes.

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 gross receipts tax increment, as well as interest and dividend income from the investment of funds.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Presentation (continued)

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 percent 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 percent of the corresponding total for all governmental funds combined.

Governmental Fund

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.
- b. Revenue Fund - was established as a temporary holding fund. Monthly the Gross Receipts Tax distribution for the District get deposited into this account. The funds from this account are applied to pay off obligated debt. Any additional fund in the account after paying obligations are then transferred to the surplus fund.
- c. Restricted Lease Reserve - is used to deposit funds at closing from leasers which are then moved to the unrestricted fund.
- d. Unrestricted Fund, - is used to pay any requisitions that are submitted for projects within District 1 and District 2.
- e. Debt Service Reserve Fund - was established from bond proceeds in which funds are placed to be applied to pay debt if pledged revenues are insufficient to satisfy the debt service requirements. The money that meets that requirement is invested. Semiannually a reserve evaluation is completed and any excess fund are then transferred into the revenue fund.
- f. Capital Interest Reserve Fund - is used to collect bond interest.
- g. Surplus Fund - is used to deposit funds remaining after operation and maintenance expenses and other mandated distributions to redeem all or a portion of the bonds.

WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

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 the gross receipts tax increment is recognized in the fiscal year during which the taxes are earned.

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. Amount collected after the sixty-day period is recognized as deferred inflows of resources. 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.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted first, then unrestricted as they are needed.

Cash Equivalents

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

Investments.

Investments are stated at fair value that is determined using selected bases. Investments with managed funds are reported at estimated fair value as determined by the respective fund managers based on quoted sales prices of the underlying securities. Cash deposits are reported at carrying amount, which reasonably estimates fair value. The District categorizes the fair value measurements of its investments within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on valuation inputs used to measure the fair value of the asset into three levels:

Level 1: inputs are quoted prices (unadjusted) for identical assets or liabilities in active markets that a government can access at the measurement date (June 30th of that year).

Level 2: inputs, other than quoted prices included within level 1, that are observable for an asset or liability, either directly or indirectly.

Level 3: are unobservable inputs for an asset or liability. The District measures level 3 inputs using other valuation techniques that attempts to maximize the use of relevant observable inputs and maximizes the use of unobservable inputs.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Receivables

All receivables are reported at their gross value, and where appropriate, are reduced by the estimated portion that is expected to be uncollectible.

Capital Assets

As capital assets construction is completed, the ownership will be transferred to the City. As a result, the District does not capitalize any fully constructed capital assets on its 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.

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.

Gross Receipts Tax Increment

The District's main source of revenue for the fiscal year ended June 30, 2016 has been gross receipts tax increment. Various public entities have pledged gross receipts tax increment to the District. The City of Albuquerque dedicated 70% of its gross receipts tax increment. Bernalillo County dedicated 67% of its gross receipts tax increment. The New Mexico State Board of Finance, on behalf of the State of New Mexico, dedicated 57% of the state's portion of gross receipts tax increment. The gross receipts tax increment is assessed on a monthly basis and distributed to the District in the same manner as distributions are made under the provisions of the State Tax Administration Act. The District relies on the New Mexico Taxation and Revenue Department for the calculations of the gross receipt tax increment. Due to confidentiality, the District has no access to the tenants' and vendors' filing of gross receipts tax within the District.

In addition to the gross receipts tax increment, the City has dedicated property tax increment. During the fiscal year ended June 30, 2016, the District received no property tax increment revenues. Property tax increment for that period has not yet been paid to the District and the District is in the process of working with the relevant parties, including the Bernalillo County Treasurer and Assessor to quantify the amount payable in relation to property tax increment.

Transfers

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

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balance

The District follows GASB 54. In the governmental fund financial statements, the District classifies fund balances into spendable and non-spendable classifications. The non-spendable fund balance classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact permanently such as principal of a permanent fund. The District has no non-spendable fund balances at June 30, 2016.

The spendable classifications are detailed below:

Restricted Fund Balances. Net position is reported as restricted when constraints placed on net position use are (a) externally imposed by creditors such as through debt covenants, grantors, contributors, laws, or regulations of other governments or (b) imposed by law through constitutional provisions or enabling legislation. Enabling legislation includes a legal enforceable requirement that resources be only for the specific purposes stipulated in the legislation.

Legal enforceability means the government can be compelled by an external party, such as citizens, public interest groups, or the judiciary to use resources for the purpose specified by the legislation.

The amount of net position restricted by enabling legislation is \$17,088,867.

The District will apply restricted resources first, and then unrestricted resources to any activity that may be satisfied by either restricted or unrestricted resources.

Unrestricted Net Position – consists of net position that does not meet the definition of “restricted” or invested in capital assets, net of related debt.

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.

Budgets

The budget is adopted on a modified accrual basis of accounting. The legal compliance for the budget is total expenditures. There were no budgets established for the Revenue Fund, Restricted Fund, Debt Service Reserve Fund and Surplus Fund. Therefore, no budget to actual statements will be presented for those funds.

NOTE 3. DEPOSITS

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.

WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 3. DEPOSITS (CONTINUED)

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 District 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 held by the District includes cash on deposit with a financial institution. Deposits are secured by Federal depository insurance and 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.

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned. As of June 30, 2016, the District's bank deposits of \$187,715 are fully covered by the FDIC insurance limit of \$250,000.

Cash and cash equivalents totaling \$16,637,828 consist of treasury bonds with maturities of less than one year. Cash and cash equivalents at June 30, 2016 are held in trust by Bank of Albuquerque in U.S. Treasury Fund.

NOTE 4. INTEREST IN STATE TREASURER LOCAL GOVERNMENT INVESTMENT POOL

The investments of \$276,897 of the District consist of an interest in the New MexiGROW Local Government Investment Pool ("LGIP") managed by the New Mexico State Treasurer's Office ("STO"). The STO is authorized to invest the short-term investment funds, with the advice and consent of the State Board of Finance, in accordance with Sections 6-10-10(I) through 6-10-10(O) and Sections 6- 10-10(1)A and E NMSA 1978.

In general, state statutes require that all deposits held by STO be collateralized at a minimum level of 50 percent. Collateral pledged to secure these investments is monitored by the STO, and the STO issues separate financial statements that disclose the collateral pledged securities.

Interest Rate Risk. The State Investment Pool does not have an investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. At June 30, 2016, the LGIP weighted average maturity was 44 days.

Credit Risk. The LGIP Pool is rated AAAM by Standard & Poor's.

For the additional GASB 40 disclosure information regarding funds held by the State Treasurer, the reader should refer to the separate audit report for the State Treasurer's Office as of and for the year ended June 30, 2016.

WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 5. 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 officer liability. Certain actions of the Board and management are covered through the Tort Claims Act. As it applies to the District, neither any member of the Board of Directors of the District nor any person acting on behalf of the District, while acting within the scope of his authority, shall be subject to any personal liability for any action taken or omitted within that scope of authority.

NOTE 6. DEBT

On July 8, 2015, the District together with District 2 issued Senior Lien Gross Receipt Tax Increment Bonds, Series 2015 with total par value of \$43,325,000 for \$41,915,242, or a discount of \$1,409,758. The Revenue Bonds bear annual interest rates ranging from 5.25% to 6%, with final maturity date of May 1, 2040. The proceeds from issuance will be primarily used to finance infrastructure projects. The bonds are generally callable with interest payable semi-annually, every May 1 and November 1. The obligations are secured by the pledge of net revenues from the District's Gross Receipts Tax Increment

The details of activity of the revenue bonds for the year ended June 30, 2016 are as follows:

	Balance 6/30/2015	Additions	Deletions	Balance 6/30/2016	Due within one year
Special Levy Revenue Bonds	\$ -	43,325,000	-	43,325,000	100,000
Unamortized bond discount	-	(1,409,758)	-	(1,409,758)	53,390
	\$ -	41,915,242	-	41,915,242	153,390

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

Maturity Date	Principal Maturing	Interest Rate	Yield	Price
May 1, 2017	\$ 100,000	5.250%	5.250%	100.00
May 1, 2018	100,000	5.250%	5.250%	100.00
May 1, 2019	100,000	5.250%	5.250%	100.00
May 1, 2020	150,000	5.250%	5.250%	100.00
May 1, 2021	300,000	5.250%	5.250%	100.00
May 1, 2022 – May 1, 2026	3,245,000	5.250% - 5.750%	5.250% - 5.750%	100.00
May 1, 2027 – May 1, 2031	7,055,000	5.750% - 6.000%	5.750% - 6.125%	100.000 – 98.405
May 1, 2032 – May 1, 2036	12,525,000	6.000%	6.125%	98.405
May 1, 2037 – May 1, 2040	19,750,000	6.000%	6.125%	98.405

Interest payment and principal payments of the revenue bonds are serviced by revenues generated from the gross receipts tax increment and are paid from the Bond Fund.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 6. DEBT (CONTINUED)

The Bonds maturing on May 1, 2030 shall be redeemed on May 1 in the years and in the Mandatory Sinking Fund Installments set forth below at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date as a sinking fund therefor:

<u>Redemption Dates</u>		<u>Principal Amount</u>
May 1, 2026	\$	910,000
May 1, 2027		1,060,000
May 1, 2028		1,225,000
May 1, 2029		1,400,000
May 1, 2030		<u>1,585,000</u>
Total	\$	<u>6,180,000</u>

NOTE 7. 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, 2016 does not expect to incur a liability.

NOTE 8. SUBSEQUENT EVENTS

Subsequent events are evaluated by management through the date the accompanying financial statements are available to be issued, which is December 15, 2016

NOTE 9. RECENT ACCOUNTING PRONOUNCEMENTS

In February 2015, the Governmental Accounting Standards Board (GASB) issued Statement No. 72, Fair Value Measurement and Application. The statement addresses accounting and financial reporting issues related to fair value measurements for financial reporting purposes. This statement requires disclosure to be made about fair value measurements, the level of fair value hierarchy, and valuation techniques and was effective for financial statements for periods beginning after June 15, 2015. The District adopted this statement for fiscal year ending June 30, 2016.

In June 2015, GASB issued Statement No. 76, The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments. The statement attempts to identify, in the context of the current governmental financial reporting environment, the sources of accounting principles used to prepare financial statements of state and local governmental entities in conformity with generally accepted accounting principles (GAAP) and the framework for selecting those principles. The requirements of the statement was effective for periods beginning after June 15, 2015. The District adopted this statement; however, had no effect on the District's financial statements.

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016**

NOTE 10. NEW ACCOUNTING PRONOUNCEMENTS

The following GASB pronouncements have been issued, but are not yet effective at June 30, 2016.

GASB Statement No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*. Effective for fiscal years beginning after June 15, 2016.

GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. Effective for fiscal years beginning after June 15, 2016.

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. Effective for fiscal years beginning after June 15, 2017.

GASB Statement No. 77, *Tax Abatement Disclosures*. Effective for fiscal years beginning after December 15, 2015.

The District will implement the new GASB pronouncements in the fiscal year no later than the required effective date. The District believes that the above listed new GASB pronouncements will not have a significant financial impact to the District or in issuing its financial statements.

NOTE 11. INTERFUND ACTIVITY

Operating Transfers:

Fund	Transfers In	Transfers Out
General Fund	\$ 473,451	(371,609)
Revenue Fund	350,226	(1,858,881)
Restricted Lease Reserve	-	(1,426,800)
Unrestricted Fund	1,426,800	(684,953)
Debt Service	-	(3,756)
Bond Fund	1,792,684	-
Surplus Fund	1,797,006	-
District 2		(1,494,168)
	\$ 5,840,167	(5,840,167)

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
 BUDGET TO ACTUAL - UNRESTRICTED FUND
 JUNE 30, 2016**

	<u>Budgeted Amounts</u>		<u>Actual Amounts</u>	<u>Variance Positive (Negative)</u>
	<u>Original Budget</u>	<u>Final Budget</u>		
Revenues				
Dividend Income	\$ -	-	5,339	5,339
Total Revenues	<u>-</u>	<u>-</u>	<u>5,339</u>	<u>5,339</u>
Expenditures				
Capital Expenditures	-	25,767,440	25,767,440	-
Bond Issuance Cost	-	-	-	-
Total Expenditures	<u>-</u>	<u>25,767,440</u>	<u>25,767,440</u>	<u>-</u>
<i>Excess (Deficiency) of Revenues Over (Under) Expenditures</i>	<u>-</u>	<u>(25,767,440)</u>	<u>(25,762,101)</u>	<u>5,339</u>
Other Financing Sources (Uses)				
Sale of Bond Proceeds	-	-	30,384,286	30,384,286
Transfer in	-	-	1,426,800	1,426,800
Transfer (out)	-	-	(684,953)	(684,953)
Total Other Financing Sources (Uses)	<u>-</u>	<u>-</u>	<u>31,126,133</u>	<u>31,126,133</u>
Net Change in Fund Balance	\$ <u><u>-</u></u>	<u><u>(25,767,440)</u></u>	<u><u>5,364,032</u></u>	<u><u>31,131,472</u></u>

See Notes to the Financial Statements

See Notes to the Financial Statements

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPEMENT DISTRICT 1
 BUDGET TO ACTUAL - DEBT SERVICE RESERVE
 JUNE 30, 2016**

	Budgeted Amounts		Actual Amounts	Variance Positive (Negative)
	Original Budget	Final Budget		
Revenues				
Bonds	\$ -	43,325,000	-	(43,325,000)
Dividend Income	-	-	2,293	2,293
Total Revenues	-	43,325,000	2,293	(43,322,707)
Expenditures				
Capital Expenditures	-	4,179,009	-	4,179,009
Total Expenditures	-	4,179,009	-	4,179,009
<i>Excess (Deficiency) of Revenues Over (Under) Expenditures</i>	<i>-</i>	<i>39,145,991</i>	<i>2,293</i>	<i>(39,143,698)</i>
Other Financing Sources (Uses)				
Sale of Bond Proceeds	-	-	4,332,500	4,332,500
Transfer in	-	-	-	-
Transfer (out)	-	-	(3,756)	(3,756)
Total Other Financing Sources (Uses)	-	-	4,328,744	4,328,744
Net Change in Fund Balance	\$ -	39,145,991	4,331,037	(34,814,954)

See Notes to the Financial Statements

**REPORT OF INDEPENDENT AUDITORS 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
Winrock Town Center Tax Increment Development District 1
and
Mr. Timothy Keller
New Mexico State Auditor
Santa Fe, New Mexico

We have audited, in accordance with the 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, the financial statements of the governmental activities, the major fund and the budgetary comparison for the general fund of the Winrock Town Center Tax Increment Development District 1 (the "District") as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and the related budgetary comparisons of the capital project and debt service funds, presented as supplementary information, and have issued our report thereon dated December 13, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the District's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances 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. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

A deficiency in internal control 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 and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free from 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 no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in blue ink that reads "Axiom".

Albuquerque, New Mexico
December 13, 2016

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
SCHEDULE OF FINDINGS AND RESPONSES
YEAR ENDED JUNE 30, 2016**

FINANCIAL STATEMENT FINDINGS

None

PRIOR YEAR FINDINGS

None

**WINROCK TOWN CENTER TAX INCREMENT DEVELOPMENT DISTRICT 1
EXIT CONFERENCE
YEAR ENDED JUNE 30, 2016**

Exit Conference

An exit conference was held on December 1, 2016. The following were in attendance:

Town Center Tax Increment Development District 1:

Debbie Bonsignore, Treasurer

Karla Candelaria, Accountant

Axiom Certified Public Accountants and Business Advisors LLC

Chris Garner, Partner

Financial Statement Presentation

The financial statements were prepared with the assistance of Axiom Certified Public Accountants and Business Advisors LLC but remain the responsibility of management at Winrock Town Center Tax Increment Development District 1.