
City of Scottsdale Municipal Property Corporation

(A Component Unit of the City of Scottsdale, Arizona)



Annual Financial Report

Fiscal Year Ended June 30, 2020

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(A Component Unit of the City of Scottsdale, Arizona)

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For the Fiscal Year ended June 30, 2020

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City of Scottsdale Municipal Property Corporation

For the Fiscal Year ended June 30, 2020

Board Members

Fredda Bisman

Judith Frost

Kenneth Harder

James Jenkins

Dennis Robbins

INDEPENDENT AUDITOR'S REPORT

Board of Directors
City of Scottsdale Municipal Property Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of City of Scottsdale Municipal Property Corporation (Corporation), a component unit of the City of Scottsdale, Arizona, as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 each major fund of the City of Scottsdale Municipal Property Corporation, as of June 30, 2020, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As described in Note 1, the Corporation implemented the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 84, *Fiduciary Activities*, No. 87, *Leases*, No. 90 *Majority Equity Interests* and No. 95 *Postponement of the Effective Dates of Certain Authoritative Guidance* for the year ended June 30, 2020, which represent changes in accounting principles. Our opinion is not modified with respect to this matter.

Emphasis of Matter

As discussed in Note 1, the financial statements of the City of Scottsdale Municipal Property Corporation are intended to present the net position and changes in net position that are attributable to the District, a component unit of the City of Scottsdale, Arizona. They do not purport to, and do not, present fairly the financial position of the City of Scottsdale, Arizona, as of June 30, 2020, and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management’s Discussion and Analysis, as listed in the table of contents, 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 Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 5, 2020, on our consideration of City of Scottsdale Municipal Property Corporation’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 solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the City of Scottsdale Municipal Property Corporation’s 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 City of Scottsdale Municipal Property Corporation’s internal control over financial reporting and compliance.

Heinfeld Meech & Co. PC

Heinfeld, Meech & Co., P.C.
Phoenix, Arizona
October 5, 2020

Management's Discussion and Analysis

For the Fiscal Year Ended June 30, 2020

As management of the City of Scottsdale Municipal Property Corporation (Corporation) we offer readers of the City of Scottsdale Municipal Property Corporation's financial statements this narrative overview and analysis of the financial activities of the Corporation for the fiscal year ended June 30, 2020. The Corporation is a component unit of the City of Scottsdale, Arizona (City).

FINANCIAL HIGHLIGHTS

For the fiscal year ending 2019/20, the Corporation's:

- Total assets and deferred outflows of resources were greater than total liabilities, resulting in an ending fund balance of \$4,093,498 (net position).
- Total net position decreased by \$12,001,014 due to a new bond issuance and increased construction costs during the year. In addition to this decrease there was a prior period adjustment of \$4,252,745, due to capital expenses which incurred prior to the bond issuance, resulting in a total net decrease of \$16,253,759
- Debt Service Fund and Capital Projects Fund reported ending fund balances of \$0 and \$4,093,498, respectively.
- Issued \$9,275,000 in new bonds for construction of flood control improvements and \$33,275,000 for stadium improvements.
- Significant bond indentures were in compliance.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis introduces the Corporation's basic financial statements. Because of its limited purpose, the Corporation's basic financial statements are comprised of two components: (1) Statement of Net Position and Governmental Funds Balance Sheet and the Statement of Activities and Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances and (2) Notes to the Basic Financial Statements. Because the Corporation only has one governmental program, the government-wide and fund financial statements are combined.

Government-wide Financial Statements

The *Statement of Net Position* is designed to provide readers with a broad overview of the Corporation's finances, in a manner similar to a private-sector business. The statement of net position presents information on all of the Corporation's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the difference reported as net position. Over time, increases or decreases in net position may serve as useful indicators of whether or not the financial position of the Corporation is improving or deteriorating.

The *Statement of Activities* presents information showing how the Corporation's net position changed during the most recent fiscal year. Changes in net position are reported when 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, such as expenses related to accrued interest.

Management's Discussion and Analysis

For the Fiscal Year Ended June 30, 2020

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 Corporation, like the City, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

The Corporation maintains two governmental funds, a debt service fund and a capital projects fund. Information is presented on the Statement of Net Position and Governmental Funds Balance Sheet and the Statement of Activities and Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances.

The Corporation does not adopt an annual appropriated budget for its revenues and expenditures. The debt service payments are budgeted as part of the City's annual budget.

Notes to the Basic Financial Statements

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements.

Government-wide Financial Analysis

As noted earlier, net position over time, may serve as useful indicators of a Corporation's financial position. The total assets and deferred outflows of resources were greater than total liabilities, resulting in an ending fund balance for the close of the most recent fiscal year of \$4,093,498 (net position).

Management's Discussion and Analysis

For the Fiscal Year Ended June 30, 2020

Net Position

June 30, 2020 and 2019

	Governmental Activities	
	2020	2019
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES		
Assets	\$ 556,573,512	\$ 561,410,674
Deferred Outflows of Resources	11,984,049	13,022,228
Total Assets and Deferred Outflows of Resources	<u>568,557,561</u>	<u>574,432,902</u>
LIABILITIES AND DEFERRED INFLOWS OF RESOURCES		
Long-Term Liabilities Outstanding	517,924,168	511,399,211
Other Liabilities	46,539,895	42,686,434
Total Liabilities	<u>564,464,063</u>	<u>554,085,645</u>
NET POSITION		
Restricted for Capital Projects	4,093,498	20,347,257
Total Net Position	<u>\$ 4,093,498</u>	<u>\$ 20,347,257</u>

Over the fiscal year, the Corporation's total net position decreased by \$12,001,014 in addition to a prior period adjustment of \$4,252,745 for a net decrease of \$16,253,759. Total revenue increased by \$42,555,235 as a result of new debt issued and by higher lease payments. Total expenses increased by \$47,121,377 primarily due to higher capital project expenses.

Changes in Net Position

For the Fiscal Years Ended June 30, 2020 and 2019

	Governmental Activities	
	2020	2019
REVENUES		
Lease Payments	\$ 62,663,541	\$ 19,900,734
Investment Income	337,544	545,116
Total Revenues	<u>63,001,085</u>	<u>20,445,850</u>
EXPENSES		
General Government	55,317,547	7,975,090
Interest and Fiscal Charges	19,684,552	19,905,632
Total Expenses	<u>75,002,099</u>	<u>27,880,722</u>
Increase\Decrease in Net Position	(12,001,014)	(7,434,872)
Net Position, Beginning of Year	20,347,257	27,782,129
Cumulative Effect of Prior Period Adjustment	(4,252,745)	
Net Position, End of Year	<u>\$ 4,093,498</u>	<u>\$ 20,347,257</u>

Management's Discussion and Analysis

For the Fiscal Year Ended June 30, 2020

Financial Analysis of the Corporation's Funds

The focus of the Corporation's governmental funds is to provide information on near-term inflows, outflows, and balances of resources that are available for spending. Such information is useful in assessing the Corporation's ability to pay the debt service on the bonds it issues to fund construction or acquisition of public infrastructure.

As of June 30, 2020, the Corporation's governmental funds reported combined ending fund balances of \$4,093,498. The fund balance for the Debt Service Fund was \$0. The fund balance for the Capital Projects Fund was \$4,093,498 which represents unspent bond funds subsequent to a debt issuance in the current fiscal years.

Debt Administration

The total net Excise Revenue Debt at June 30, 2020 was \$517,924,168. The Corporation's total long-term debt increased by \$6,524,957 during the current fiscal year due to the issuance of new bonds net of the payment of principal on outstanding debt.

Outstanding Debt

For the Fiscal Years Ended June 30, 2020 and 2019

	Governmental Activities	
	2020	2019
Excise Revenue Bonds	<u>\$ 517,924,168</u>	<u>\$ 511,399,211</u>

Economic Factors

The City's long-term financial plan considers the impacts of COVID-19 and the uncertain timing of the recovery. The City continues to focus on efficient spending and lower revenues that are forecasted to reflect the economy's condition.

Requests for Information

This financial report is designed to provide a general overview of the Corporation's finances for all of those with an interest. If you have questions about this report or need additional financial information, contact the Scottsdale City Treasurer's Office at 7447 E. Indian School Road, Suite 210, Scottsdale, AZ 85251.

Basic Financial Statements

Statement of Net Position and Governmental Funds Balance Sheet

June 30, 2020

	Debt Service Fund	Capital Projects Fund	Total Governmental Funds	Adjustments (see Note 2.A.)	Statement of Net Position
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES					
Assets					
Restricted Cash and Short-term Investments	\$ 44,812,584	\$ 5,820,809	\$ 50,633,393	\$ -	\$ 50,633,393
Amount Due from City of Scottsdale	505,940,119	-	505,940,119	-	505,940,119
Total Assets	550,752,703	5,820,809	556,573,512	-	556,573,512
Deferred Outflows of Resources					
Deferred Amounts on Refunding				11,984,049	11,984,049
Total Assets and Deferred Outflows of Resources				11,984,049	568,557,561
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES/NET POSITION					
Liabilities					
Accounts Payable	-	1,727,311	1,727,311	-	1,727,311
Bond Interest Payable	11,137,584	-	11,137,584	-	11,137,584
Matured Bonds Payable	33,675,000	-	33,675,000	-	33,675,000
Long-term Liabilities					
Due Within One Year	-	-	-	30,490,000	30,490,000
Due After One Year	-	-	-	487,434,168	487,434,168
Total Liabilities	44,812,584	1,727,311	46,539,895	517,924,168	564,464,063
Deferred Inflows of Resources					
Unavailable Revenue	505,940,119	-	505,940,119	(505,940,119)	-
Fund Balances					
Restricted	-	4,093,498	4,093,498	(4,093,498)	-
Total Fund Balances	-	4,093,498	4,093,498	(4,093,498)	-
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 550,752,703	\$ 5,820,809	\$ 556,573,512		
Net Position					
Restricted for Debt Service				-	-
Restricted for Capital Projects				4,093,498	4,093,498
Total Net Position				\$ 4,093,498	\$ 4,093,498

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

Statement of Activities and Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances

For the Fiscal Year Ended June 30, 2020

	Debt Service Fund	Capital Projects Fund	Total Governmental Funds	Adjustments (see Note 2.B.)	Statement of Activities
REVENUES					
Lease Payments Received from the City of Scottsdale	\$ 55,100,405	\$ -	\$ 55,100,405	\$ 7,563,136	\$ 62,663,541
Investment Income	1,135	336,409	337,544	-	337,544
Total Revenues	55,101,540	336,409	55,437,949	7,563,136	63,001,085
EXPENDITURES/EXPENSES					
Current					
General Government	-	-	-	55,317,547	55,317,547
Capital Improvements	-	55,317,547	55,317,547	(55,317,547)	-
Debt Service		-			
Principal	33,675,000	-	33,675,000	(33,675,000)	-
Interest and Fiscal Charges	21,925,166	-	21,925,166	(2,634,399)	19,290,767
Bond Sale Costs	393,785	-	393,785	-	393,785
Total Expenditures	55,993,951	55,317,547	111,311,498	(36,309,399)	75,002,099
Excess (Deficiency) of Revenues over Expenditures	(892,411)	(54,981,138)	(55,873,549)	43,872,535	(12,001,014)
Other Financing Sources (Uses)					
Operating Transfers In (Out)	487,876	(487,876)	-	-	-
Proceeds of Bonds	404,535	42,145,465	42,550,000	(42,550,000)	-
Bond Premium	-	1,322,535	1,322,535	(1,322,535)	-
Total Other Financing Sources (Uses)	892,411	42,980,124	43,872,535	(43,872,535)	-
Excess (Deficiency) of Revenues over Expenditures	-	(12,001,014)	(12,001,014)	-	(12,001,014)
Fund Balance/Net Position, Beginning of Year As Previously Reported	-	20,347,257	20,347,257	-	20,347,257
Cumulative Effect of Prior Period Adjustment	-	(4,252,745)	(4,252,745)	-	(4,252,745)
Fund Balance/Net Position, Beginning of Year as Restated	-	16,094,512	16,094,512	-	16,094,512
Fund Balances/Net Position, End of Year	\$ -	\$ 4,093,498	\$ 4,093,498	\$ -	\$ 4,093,498

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

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the City of Scottsdale Municipal Property Corporation (Corporation) a component unit of the City of Scottsdale, Arizona (City) conform to accounting principles generally accepted in the United States of America applicable to governmental units as promulgated by the Governmental Accounting Standards Board. A summary of the more significant accounting policies of the Corporation follows.

During the year ended June 30, 2020, the MPC evaluated Governmental Accounting Standards Board Statements No. 84, *Fiduciary Activities*, No. 87, *Leases*, No. 90, *Majority Equity Interests* and No. 95, *Postponement of the Effective Dates of Certain Authoritative Guidance*, and determined that they did not impact the preparation of these financial statements.

A. Reporting Entity

The City of Scottsdale Municipal Property Corporation, a nonprofit corporation, was incorporated in February 1967 under the laws of the State of Arizona, for the purpose of constructing or otherwise acquiring or equipping buildings, structures or improvements on land owned by the City of Scottsdale, Arizona for the benefit, common good and general welfare of the City and its inhabitants. Upon dissolution, any remaining assets are to be distributed to the City. The Corporation is governed by a Board of Directors approved by the City. For financial reporting purposes, transactions of the Corporation are included as if the Corporation were part of the City's operations.

B. Government-wide and Fund Financial Statements

The government-wide financial statements (i.e. the Statement of Net Position and the Statement of Activities) report information on all of the nonfiduciary activities of the Corporation. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and miscellaneous revenues, are reported separately from business-type activities, which rely to a significant extent on rates, fees and charges for support. The Corporation had no business-type activities during the fiscal year.

Financial statements are provided for major governmental funds, with an adjustment column to arrive at government-wide financial statement amounts.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both earned and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Corporation considers revenues to be available if they are collected within 31 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting, except expenditures related to claims and judgments, which are recorded only when payment is due. However, since debt service resources are provided during the current year for payment of governmental long-term principal and interest due early in the following year, the expenditures and related liabilities have been recognized in the Debt Service Fund.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Lease payments from the City and interest associated with the current fiscal period are considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the Corporation.

The Corporation reports the following major governmental funds:

- The *Debt Service Fund* accounts for the resources accumulated and used for the payment of long-term debt including principal, interest and related costs.
- The *Capital Projects Fund* accounts for resources accumulated and used for the acquisition or construction of major capital facilities.

When both restricted and unrestricted funds are available for use, it is the Corporation's policy to use restricted funds first, and then unrestricted funds. Currently, the Corporation does not have any nonspendable, committed or assigned fund balance.

D. Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance

1. Cash and Investments

Arizona Revised Statutes authorize the Corporation to invest public monies in the State or County Treasurers' investment pools, interest bearing savings accounts, certificates of deposit and repurchase agreements in eligible depositories, bonds or other obligations of the United States government that are guaranteed as to principal and interest by the United States government, or bonds of the State of Arizona counties, cities, towns, school districts or special districts as specified by statute. As required by statute, collateral is required for demand deposits, certificates of deposit, and repurchase agreements at 100 percent of all deposits not covered by federal depository insurance. This policy is in compliance with the Corporation's by-laws and trust agreements.

Cash and investments held by a trustee at June 30, 2020, plus accrued interest, are restricted as to usage.

The Corporation's deposits at June 30, 2020 were collateralized with securities held by the pledging financial institution's trust department or agency in the Corporation's name.

2. Capital Assets

Capital assets acquired or constructed by the Corporation are dedicated to the City of Scottsdale, Arizona to maintain and operate. As a result, the Corporation owns no capital assets.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3. Long-term Obligations

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

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

4. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then.

The Corporation has only one item that qualifies for reporting in this category. It is the deferred amount on refunding. A deferred amount on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of, the life of the refunded or refunding debt.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. Deferred inflows of resources represent an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The Corporation has only one type of this item, which arises only under a modified accrual basis of accounting that qualifies for reporting in this category. Accordingly, the item, unavailable revenue, is reported only in the governmental funds balance sheet.

5. Net Position/Fund Balance

In the fund financial statements, governmental funds report nonspendable portions of fund balance related to prepaids, inventories, long term receivables, and corpus on any permanent fund. Restricted funds are constrained from outside parties (statute, grantors, bond agreements, etc.). Committed fund balances are established and modified by a resolution approved by the Board of Directors. The Board of Directors has not authorized anyone to assign fund balances and their intended uses. Unassigned fund balances are considered the remaining amounts. The Corporation has not formally adopted a spending priority policy and therefore use the spending priority indicated in GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, GASB 54 indicates to use restricted first, then unrestricted fund balance. When an expenditure is incurred for purposes for which committed, assigned and unassigned amounts are available, GASB 54 indicates to use committed first, then assigned, and finally unassigned amounts.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In the government-wide financial statements, net position is reported in two categories: restricted net position and unrestricted net position. Restricted net position accounts for the portion of net position restricted by bond covenants. Unrestricted net position is the remaining net position not included in the previous category. An unrestricted net position did not occur as of the end of the fiscal year.

E. Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America may require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

NOTE 2 – PRIOR PERIOD ADJUSTMENT

A standard practice is to file a Declaration of Official Intent under Treasury Regulation Section 1.150-2 to reimburse planned expenditures with proceeds of tax-exempt obligations. This declaration was filed in July 2017 and MPC Excise Tax Revenue Bonds, Series 2019A and MPC Excise Tax Revenue Bonds, Taxable Series 2019B eligible expenditures were incurred in fiscal year 2018/19 but not recorded in the MPC annual report as a payable to the city. As a result, fund balance and net position were restated as follows:

	<u>Capital Projects Fund</u>	<u>Governmental Activities</u>
Fund Balance/Net Position, July 1	\$ 20,347,257	\$ 20,347,257
Prior Period Adjustment	<u>(4,252,745)</u>	<u>(4,252,745)</u>
Fund Balance/Net Position as restated, July 1	<u>\$ 16,094,512</u>	<u>\$ 16,094,512</u>

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 3 – RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

A. Amounts Reported in the Statement of Net Position are Different Because:

Amounts due from the City of Scottsdale for retirement of debt are long-term in nature and are deferred inflows in the governmental funds.

Prior Year Receivable	\$	498,376,983	
New Debt Issued		42,550,000	
Debt Service Payments Made		(33,675,000)	
Amortization Amount on Refunding		1,038,179	
Deferred Premium on New Bonds		1,322,535	
Amortization of Premium on Existing Bonds		(3,672,578)	
		<u>505,940,119</u>	\$ 505,940,119

Long-term liabilities applicable to the Corporation's governmental activities are not due and payable in the current period and accordingly are not reported as fund payables in the governmental funds.

Bonds Payable	(473,405,000)	
Deferred Issuance Premium	(44,519,168)	(517,924,168)
	<u>(517,924,168)</u>	

Deferred Amount on Refunding are long-term in nature and are not reported as deferred outflows of resources in the governmental funds.

<u>11,984,049</u>	<u>11,984,049</u>
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Net adjustment to reduce total fund balance in the governmental funds to arrive at net position.

-

Total Fund Balances

4,093,498

Total Net Position

\$ 4,093,498

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 3 – RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS (CONTINUED)

B. Amounts Reported in the Statement of Activities are Different Because:

Contractual agreement provides for repayment of debt by the City to the Corporation; thus, in the statement of activities revenues are recorded at the inception of the agreement rather than as received. Revenues recognized in the fund statements are those that provide current financial resources. Changes in the total debt outstanding will result in adjustments to the revenue in the statement of activities.

New Debt Issued	\$	42,550,000	
Debt Service Payments Made		(33,675,000)	
Amortization Amount on Refunding		1,038,179	
Deferred Premium on New Bonds		1,322,535	
Amortization of Premium on Existing Bonds		(3,672,578)	\$ 7,563,136

Interest expense in the statement of activities differs from the amount reported in governmental funds because additional accrued and accreted interest was calculated for bonds payable and additional interest expense was recognized on the amortization of amount on refunding and premiums which are expended within the funds statements.

Amortization Amount on Refunding		(1,038,179)	
Amortization of Premium on Existing Bonds		3,672,578	2,634,399

Repayment of bond principal is reported as an expenditure in governmental funds, and thus, has the effect of reducing fund balance because current financial resources have been used. For the statement of activities, however, the principal payments reduce the liabilities in the statement of net position and do not result in an expense in the statement of activities.

Principal Payments Made		33,675,000	33,675,000
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Bond proceeds are reported as financing sources in governmental funds and thus contribute to the change in fund balance. In the statement of activities, however, issuing debt increases long-term liabilities in the statement of net position and does not affect the statement of activities.

Bond Proceeds		(42,550,000)	
Premium on Bonds		(1,322,535)	(43,872,535)

Net Adjustment To Reduce Net Change In Fund Balances To Arrive At Net Change In Net Position

Net Change In Fund Balances		(12,001,014)	
Net Change In Net Position		\$ (12,001,014)	

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 4 – STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

A. Budgetary Information

The Corporation does not adopt an annual appropriation budget. However, debt service payments are budgeted as part of the City's annual budget.

NOTE 5 – DETAILED NOTES ON ALL FUNDS

A. Assets

Deposits

Deposits – At June 30, 2020, the Corporation's deposits consisted of the following:

	<u>Fair Value</u>
Accounts With Trustee	<u>\$ 50,892,033</u>

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a bank failure, the Corporation's deposits may not be returned to it. As of June 30, 2020, \$50,642,033 of the Corporation's deposits was uninsured and collateralized by securities held by the pledging bank's trust department not in the Corporation's name, and therefore exposed to custodial credit risk.

B. Liabilities

Obligations Under Long-term Debt

The Corporation issues bonds which are repaid through the City's excise tax collections and other unrestricted revenues. The use of property taxes to repay these bonds is specifically prohibited by law. The following bonds, or portions thereof, are paid out of the City's Water and Sewer Fund:

- a portion of the 2006 MPC Excise Tax Revenue Refunding Bonds,
- the 2010 MPC Excise Tax Revenue Bonds,
- a portion of the 2015 MPC Excise Tax Revenue Refunding Bonds,
- a portion of the 2015A MPC Excise Tax Revenue Bonds,
- the 2017 MPC Excise Tax Revenue Refunding Bonds,
- the 2017A MPC Excise Tax Revenue Bonds.

The 2017B MPC Excise Tax Revenue Bonds are paid out of the City's Aviation Fund.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 5 – DETAILED NOTES ON ALL FUNDS (CONTINUED)

In a prior year, the Corporation refinanced other bond issues through the issuance of refunding bonds. The proceeds from the issuance of the bonds were used to purchase U.S. government securities that were placed in an irrevocable trust with an escrow agent to provide debt service payments on the bonds being refunded. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the governmental activities column of the Corporation’s financial statements.

The table below reflects defeased debt outstanding at June 30, 2020, net of any amounts to be paid or retired by the trustee on July 1, 2020.

Bonds payable at June 30, 2020, consisted of the outstanding bonds presented below:

Classified in Debt Service Fund - General Government Purposes Municipal Property Corporation Bonds	<u>Bonds Outstanding</u>
2006 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued November 29, 2006) due in annual installments of \$1,200,000 to \$4,975,000 through July 1, 2034; interest at 5 percent. Original issue amount \$55,450,000.	\$ 47,865,000
2013A Municipal Property Corporation Excise Tax Revenue Bonds (issued February 13, 2013) due in annual installments of \$830,000 to \$2,920,000 through July 1, 2028; interest at 3 percent to 5 percent. Original issue amount \$26,295,000.	18,255,000
2013B Municipal Property Corporation Excise Tax Revenue Bonds (issued February 13, 2013) due in annual installments of \$45,000 to \$100,000 through July 1, 2033; interest at 3 percent to 5 percent. Original issue amount \$1,440,000.	1,075,000
2013C Municipal Property Corporation Excise Tax Revenue Bonds (issued February 13, 2013) due in annual installments of \$1,210,000 to \$2,855,000 through July 1, 2033; interest at 3 percent to 5 percent. Original issue amount \$37,265,000.	27,970,000
2014 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued May 29, 2014) due in annual installments of \$1,730,000 to \$3,040,000 through July 1, 2027; interest at 1.75 percent to 5 percent. Original issue amount \$22,735,000.	15,030,000
2015A Municipal Property Corporation Excise Tax Revenue Bonds (issued January 6, 2015) due in annual installments of \$205,000 to \$865,000 through July 1, 2034; interest at 3 percent to 5 percent. Original issue amount \$12,200,000.	9,700,000
2015A Municipal Property Corporation Taxable Revenue Bonds (issued January 6, 2015) due in annual installments of \$275,000 to \$1,025,000 through July 1, 2034; interest at 2 percent to 4 percent. Original issue amount \$14,615,000.	11,375,000
2015 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued March 26, 2015) due in annual installments of \$1,460,000 to \$6,877,488 through July 1, 2035; interest at 3 percent to 5 percent. Original issue amount \$46,758,269.	26,939,241
2019A Municipal Property Corporation Excise Tax Revenue Bonds (issued October 23, 2019) due in annual installments of \$205,000 to \$645,000 through July 1, 2039; interest at 3 percent to 5 percent. Original issue amount \$9,275,000.	9,070,000
2019B Municipal Property Corporation Taxable Excise Tax Revenue Bonds (issued October 23, 2019) due in annual installments of \$940,000 to \$2,125,000 through July 1, 2039; interest at 1.85 percent to 2.9 percent. Original issue amount \$33,275,000.	32,335,000
Total Municipal Property Corporation Bonds Outstanding-General Fund	<u>\$ 199,614,241</u>

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 5 – DETAILED NOTES ON ALL FUNDS (CONTINUED)

Classified in Debt Service Fund - Water and Sewer Purposes

Municipal Property Corporation Bonds

	Bonds Outstanding
2006 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued November 29, 2006) due in annual installments of \$3,600,000 to \$10,140,000 through July 1, 2030; interest at 5 percent. Original issue amount \$110,510,000.	\$ 71,060,000
2010 Municipal Property Corporation Excise Tax Revenue Bonds (issued April 7, 2010) due in annual installments of \$180,000 to \$7,800,000 through July 1, 2036; interest at 3 percent to 5 percent. On March 1, 2017, \$55,510,000 due 2023 through 2028 and 2031 through 2036 was refunded. Original issue amount \$75,000,000.	12,440,000
2015A Municipal Property Corporation Excise Tax Revenue Bonds (issued January 6, 2015) due in annual installments of \$310,000 to \$1,305,000 through July 1, 2034; interest at 3 percent to 5 percent. Original issue amount \$18,485,000.	14,695,000
2015 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued March 26, 2015) due in annual installments of \$3,788,459 to \$5,822,479 through July 1, 2028; interest at 5 percent. Original issue amount \$46,811,731.	39,020,759
2017 Municipal Property Corporation Excise Tax Revenue Refunding Bonds (issued March 1, 2017) due in annual installments of \$2,015,000 to \$12,630,000 through July 1, 2036; interest at 3 percent to 5 percent. Original issue amount \$79,970,000.	79,970,000
2017A Municipal Property Corporation Excise Tax Revenue Bonds (issued May 24, 2017) due in annual installments of \$1,080,000 to \$2,730,000 through July 1, 2037; interest at 3 percent to 5 percent. Original issue amount \$39,065,000.	35,320,000
Total Municipal Property Corporation Bonds Outstanding-Water and Sewer	\$ 252,505,759
2017B Municipal Property Corporation Excise Tax Revenue Bonds (issued May 24, 2017) due in annual installments of \$645,000 to \$1,655,000 through July 1, 2037; interest at 3 percent to 5 percent. Original issue amount \$23,520,000.	21,285,000
Total Municipal Property Corporation Bonds Outstanding-Aviation	\$ 21,285,000
Total bonds outstanding	\$ 473,405,000

The bonds, which mature 8 to 30 years after their respective date of issuance, may be redeemed in whole or in part on any interest payment date, at redemption prices reflecting a premium above par, plus accrued interest to the date of redemptions.

The City is obligated under contracts to pay the Corporation amounts sufficient to retire the Corporation's bonds and related interest in exchange for the assets acquired or constructed in connection with the issuance of bonds. The City has collateralized the bonds of the Corporation by (1) a first lien pledge of all excise, transaction privilege, and franchise taxes collected by the City, except those taxes required by law to be expended for specific purposes, and (2) a pledge of all net revenue derived by the City from the facilities constructed or acquired with the bonds proceeds. The Corporation retains legal title to the properties until the amounts due from the City are paid in full. The City has the sole right to the use of the facilities and is responsible for all operating and maintenance costs.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 5 – DETAILED NOTES ON ALL FUNDS (CONTINUED)

The contract lease agreements mentioned above are, in substance, long-term sales contracts for an amount equal to the Corporation's bonded debt and interest thereon. Accordingly, the accompanying balance sheet reflects a receivable from the City the present value of the amounts due thereunder, which corresponds to the principal portion plus premium and deferred amount on refunding of the bonded debt payable.

The City has pledged to maintain two-times the debt service, as security for bonds issued by the Corporation. The City has committed to make lease payments to the Corporation each year sufficient to cover the principal and interest requirements on the Corporation's bonds. The Corporation has pledged, as sole security for the bonds, the annual lease payments from the City. Total principal and interest remaining on the debt is \$633,214,111.

The MPC bond issuances, for both governmental and business-type activities, contain the following provisions that would constitute an event of default by the MPC.

- Non-punctual payment of principal or interest.
- Default in the performance or observance of any covenant, agreement, or condition in the indenture or in the bonds not cured within 30 days of notice of default. The MPC is also considered to be in default if the issue is not curable within 30 days and corrective action is not diligently pursued to the satisfaction of the trustee within 30 days.
- Bankruptcy, insolvency, and/or receivership.
- Default on any bonds which are on a parity basis with the bonds in question.

If any of the events of default transpire, the MPC bond trustee may file a suit or suits in equity or at law and appoint a receiver to collect and properly disburse pledged MPC revenues for debt service payments. Any amounts recovered through such proceedings shall be paid first to the costs and expenses incurred by the trustee, its agents, attorneys and counsel, and of all proper expenses, liabilities and advances incurred or made by the trustee or any registered owner(s) of the bonds in question. If a residual amount were to remain, it would be applied to the then-owed or unpaid amount related to the bonds. If insufficient funds were to exist, the residual amount would be allocated on a pro-rata basis to the then-owed or unpaid amount related to the bonds.

C. Interfund Transfers

Interfund transfers occurred to move residual amounts from completed construction projects in the Construction Fund to the Debt Service Fund to be used for future debt service interest payments.

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 6 – CHANGES IN LONG TERM DEBT

A. Summary of Changes

The Corporation issued new debt of \$9,275,000 with a premium of \$1,244,492.50 with an all-in true interest cost of 2.39% and \$33,275,000 with a premium of \$78,042.50 with an all-in true cost of 2.70% for the purpose of constructing assets.

The Corporation made principal payments of \$33,675,000, amortized deferred issuance premiums of \$3,672,578 and deferred amount on refundings of \$1,038,179 during the current fiscal year.

The following is a summary of changes in long-term debt:

	Municipal Property Corporation Bonds Payable	Deferred Issuance Premium	Long Term Liabilities
Beginning Balances	\$ 464,530,000	\$ 46,869,211	\$ 511,399,211
Increases:			
New Bond Issue	42,550,000	1,322,535	43,872,535
Total Increases	42,550,000	1,322,535	43,872,535
Decreases:			
Existing Bonds	(33,675,000)	(3,672,578)	(37,347,578)
Total Decreases	(33,675,000)	(3,672,578)	(37,347,578)
Ending Balances	\$ 473,405,000	\$ 44,519,168	\$ 517,924,168
Amounts Due Within One Year	\$ 30,490,000		
Amounts Due in More than One Year	\$ 442,915,000		

The following is a summary of annual debt service requirements to maturity as of June 30, 2020:

Fiscal Year	Principal	Interest	Total
2021	\$ 30,490,000	\$ 20,683,028	\$ 51,173,028
2022	30,270,000	19,258,455	49,528,455
2023	31,715,000	17,822,270	49,537,270
2024	33,470,000	16,328,105	49,798,105
2025	29,610,000	14,728,988	44,338,988
2026-2030	169,685,000	51,708,494	221,393,494
2031-2035	121,460,000	17,664,061	139,124,061
2036-2039	26,705,000	1,615,710	28,320,710
Total	\$ 473,405,000	\$ 159,809,111	\$ 633,214,111

Notes to the Basic Financial Statements

For the Fiscal Year Ended June 30, 2020

NOTE 7 – OTHER INFORMATION

A. Risk Management

The Corporation is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters. The Corporation does not have separate insurance coverage but is included under the City of Scottsdale, Arizona's self-insured risk management program. The City is self-insured for the first \$2,000,000 of public liability; coverage in excess of this amount is provided through the purchase of commercial insurance. For more information on the City's self-insurance, please see the City's Comprehensive Annual Financial Report, Note V.A.

**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***

Independent Auditor's Report

Board of Directors
City of Scottsdale Municipal Property Corporation

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 and each major fund of City of Scottsdale Municipal Property Corporation, a component unit of the City of Scottsdale, Arizona, as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise City of Scottsdale Municipal Property Corporation's basic financial statements and have issued our report thereon dated October 5, 2020. Our report included an emphasis of matter paragraph as to comparability because of the implementation of Governmental Accounting Standards Board Statement Nos. 88 and 89.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered City of Scottsdale Municipal Property Corporation'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 City of Scottsdale Municipal Property Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of City of Scottsdale Municipal Property Corporation'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 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 City of Scottsdale Municipal Property Corporation'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.

Heinfeld Meech & Co. PC

Heinfeld, Meech & Co., P.C.
Phoenix, Arizona
October 5, 2020