

**Hilltop Village Center
Community Improvement District**

Basic Financial Statements

And Management's Discussion and Analysis

For The Year Ended June 30, 2020

Hilltop Village Center Community Improvement District

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June 30, 2020

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Independent Auditor's Report

To the Board of Directors
Hilltop Village Center Community Improvement District
Eurkea, Missouri

We have audited the accompanying cash basis financial statements of the governmental activities and each major fund of Hilltop Village Center Community Improvement District as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise the District'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 the cash basis of accounting described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 error or fraud.

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 cash basis financial position of the governmental activities and each major fund of Hilltop Village Center Community Improvement District as of June 30, 2020, and the respective changes in cash basis financial position thereof for the year then ended in accordance with the cash basis of accounting as described in Note 1.

Independent Auditor's Report (Concluded)

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinions are not modified with respect to this matter.

Other Matters

Our audit was conducted for the purpose of forming opinions on the financial statements as a whole that collectively comprise Hilltop Village Center Community Improvement District's basic financial statements. The management's discussion and analysis and budgetary comparison information on pages 3-5 and 13, which are the responsibility of management, are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such 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 any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 23, 2020, on our consideration of the Hilltop Village Center Community Improvement 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 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 Hilltop Village Center Community Improvement District'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 Hilltop Village Center Community Improvement District's internal control over financial reporting and compliance.

Wade Stables P.C.

Wade Stables P.C.
Certified Public Accountants

November 23, 2020
Hannibal, Missouri

Management's Discussion and Analysis

Hilltop Village Center Community Improvement District

Management's Discussion and Analysis For the Year Ended June 30, 2020 (Unaudited)

The discussion and analysis of Hilltop Village Center Community Improvement District's financial performance provides an overview and analysis of the District's financial statements for the year ended June 30, 2020. It should be read in conjunction with the accompanying basic financial statements.

Financial Highlights

- The assets of Hilltop Village Center Community Improvement District exceeded its liabilities at the close of the year ended June 30, 2020 by \$22,068. Of this amount, \$22,068 (unrestricted net position) could be used to meet the District's ongoing obligations to citizens and creditors.
- The District's total net position increased by \$11,589 for the year ended June 30, 2020. The primary reason for this is because the District received \$80,294 in total revenues, spent \$626,094 on total expenses, and received \$557,389 in other financing sources, net of uses.
- The District issued additional District notes payable in the amount of \$557,389 for the year ending June 30, 2020.

Using This Special Purpose Framework

The financial statements are presented on a basis of cash receipts and cash disbursements, an accounting basis other than Generally Accepted Accounting Principles (GAAP). These statements include all assets and liabilities arising from cash transactions; a basis of accounting takes into consideration all of the current year's revenues collected and expenditures paid, but does not include capital assets, amounts due in the future from others, or liabilities payable from future revenues.

Overview of the Financial Statements

The discussion and analysis serves as an introduction to Hilltop Village Center Community Improvement District's basic financial statements. The District's financial statements are comprised of two components, combined government-wide and fund financial statements and notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements.

Combined Government-wide and Fund Financial Statements

Government-wide and Fund financial statements are combined as allowed by the Governmental Accounting Standards Board for special purpose governments. As such, these combined statements show each major fund as well as the primary government as a whole.

Governmental Fund - All of the District's basic services are reported in governmental funds, which focus on how money flows into and out of the funds and the balance left at year-end that is available for spending. The funds are reported using the cash basis of accounting. This measurement focus reports on revenues received and expenditures paid during the period. The governmental fund statements provide a detailed short-term view of the District's general government operations and the basic services it provides. Governmental fund information helps determine whether there are more or fewer financial resources that can be spent in the near future to finance the District's programs.

The Hilltop Village Center Community Improvement District internally maintains one individual governmental fund. Information is presented in the Statement of Net Position - Cash Basis, for the General Fund, which is considered a major fund. The General Fund consists of: the Sales Tax Trust Fund. Internal fund information is shown as other supplementary information.

Notes to Financial Statements

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

Hilltop Village Center Community Improvement District

Management's Discussion and Analysis

For the Year Ended June 30, 2020

(Unaudited)

The District as a Whole – Government-Wide Financial Analysis

The District's combined net position were \$22,068 as of June 30, 2020.

Table 1
Summary of Net Position
at June 30, 2020 and 2019

	Governmental Activities	
	2020	2019
Current and other assets	\$ 22,068	\$ 10,479
Total Assets	\$ 22,068	\$ 10,479
Net Position:		
Restricted	\$ -	\$ -
Unrestricted	22,068	10,479
Total Net Position	\$ 22,068	\$ 10,479

Table 2
Changes in Net Position

	Governmental Activities	
	2020	2019
General Revenues:		
Taxes	\$ 80,294	\$ 52,384
District note proceeds	557,389	440,476
Total revenues	\$ 637,683	\$ 492,860
Expenses:		
General government	\$ 8,705	\$ 4,720
District note principal repayment	60,000	55,000
Project costs	557,389	440,476
Total expenses	\$ 626,094	\$ 500,196
Increase (decrease)		
in net position	\$ 11,589	\$ (7,336)
Net position at beginning of year	10,479	17,815
Net position at end of year	\$ 22,068	\$ 10,479

PROPERTY, PLANT AND EQUIPMENT AND DEBT

Property, Plant and Equipment

During the years ending June 30, 2020 and 2019, the District had capital additions of \$557,389 and \$440,476, respectively.

Debt

During the year ending June 30, 2020, the District had \$1,641,467 in district notes payable. The District issued \$557,389 in district notes payable to the developer, made principal payments of \$60,000 but did not make any interest payments during the fiscal year.

Hilltop Village Center Community Improvement District

Management's Discussion and Analysis

For the Year Ended June 30, 2020

(Unaudited)

During the year ending June 30, 2019, the District had \$1,144,078 in district notes payable. The District issued \$440,476 in district notes payable to the developer, made principal payments of \$55,000 but did not make any interest payments during the fiscal year.

General Fund Budgeting Highlights

For the year ending June 30, 2020, actual expenditures on a budgetary basis were \$626,094 compared to the budget amount of \$57,000. The primary reason for the \$569,094 negative variance is the result of the District not budgeting for project costs.

For the year ending June 30, 2020, actual revenues on a budgetary basis were \$80,294 compared to the budget amount of \$57,150. The reason for the \$23,144 positive variance is the result of the District not budgeting enough for CID sales and use tax revenues.

Economic Factors and Next Year's Budget

Local, national and international economic factors influence the District's revenues. Positive economic growth correlates with increased revenues from property taxes. Economic growth in the local economy may be measured by a variety of indicators such as employment growth, unemployment, and new construction and assessed valuation. The District has prepared its budget for the next fiscal year considering the economic factors discussed above.

Contacting the District's Financial Management

This financial report is designed to provide our citizens, customers, investors and creditors with a general overview of the District's finances and to show the District's accountability for the money it receives. If you have questions about this report or need additional information, contact the District.

Hilltop Village Center Community Improvement District

Governmental Funds Balance Sheet/
Statement of Net Position - Cash Basis
June 30, 2020

	<u>General Fund</u>	<u>Total Funds</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
Assets				
Cash and equivalents	\$ 22,068	\$ 22,068	\$ -	\$ 22,068
Total Assets	<u>\$ 22,068</u>	<u>\$ 22,068</u>	<u>\$ -</u>	<u>\$ 22,068</u>
Liabilities and Fund Balances / Net Position				
Fund Balance:				
Restricted for:				
Debt Service	\$ -	\$ -	\$ -	\$ -
Capital Projects	-	-	-	-
Unassigned	<u>22,068</u>	<u>22,068</u>	<u>(22,068)</u>	<u>-</u>
Total Liabilities and Fund Balances	<u>\$ 22,068</u>	<u>\$ 22,068</u>	<u>\$ (22,068)</u>	<u>\$ -</u>
Net Position:				
Restricted for:				
Debt Service			\$ -	\$ -
Capital Projects			-	-
Unrestricted			<u>22,068</u>	<u>22,068</u>
Total Net Position			<u>\$ 22,068</u>	<u>\$ 22,068</u>

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

Hilltop Village Center Community Improvement District
Governmental Fund Revenues, Expenditures, and Changes in Fund Balances and
Statement of Activities - Cash Basis
For the Year Ended June 30, 2020

	General Fund	Total Funds	Adjustments	Statement of Activities
Expenditures/Expenses:				
Bank fees	\$ 83	\$ 83	\$ -	\$ 83
Administrative expenses	5,500	5,500	-	5,500
Legal and professional fees	3,122	3,122	-	3,122
District note principal repayment	60,000	60,000	-	60,000
Project costs	557,389	557,389	-	557,389
Total Expenditures/Expenses	\$ 626,094	\$ 626,094	\$ -	\$ 626,094
General Revenues:				
CID sales & use tax revenues	\$ 80,294	\$ 80,294	\$ -	\$ 80,294
Total General Revenues	\$ 80,294	\$ 80,294	\$ -	\$ 80,294
Excess (Deficiency) of Revenues Over Expenditures	\$ (545,800)	\$ (545,800)	\$ -	\$ (545,800)
Other Financing Sources (Uses)				
District note proceeds	\$ 557,389	\$ 557,389	\$ -	\$ 557,389
Total Other Financing Sources (Uses)	\$ 557,389	\$ 557,389	\$ -	\$ 557,389
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses	\$ 11,589	\$ 11,589	\$ (11,589)	\$ -
Change in net position			11,589	11,589
Fund balance/net position:				
Beginning of Year	10,479	10,479	-	10,479
End of Year	<u>\$ 22,068</u>	<u>\$ 22,068</u>	<u>\$ -</u>	<u>\$ 22,068</u>

Hilltop Village Center Community Improvement District

Notes to Financial Statements
For the Year Ended June 30, 2020

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

On August 27, 2015, the Developer filed a petition with the City Clerk of the City of Eureka (the "Petition") pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), which proposed the formation of the District to pay for certain costs associated with the renovation, reconstruction and rehabilitation of a site located in the City and the boundaries of the District and generally known as the Hilltop Village Shopping Center (the "Development").

Pursuant to Ordinance No. 2343, the City of Eureka passed and approved on August 8, 2015 (the "Formation Ordinance"), the creation of the District in accordance with the CID Act and found and declared that the District is a "blighted area", as defined in Section 67.1401.2 of the CID Act. Whereas, the District is authorized under the CID Act to (a) undertake the District Project, which included certain improvements and services within the boundaries of the District and, in connection with the remediation of blighting conditions within the District, entering into a contract with the Developer (as a private property owner within the District) for the demolition and removal, renovation, reconstruction or rehabilitation of any building or structure owned by the Developer, and (b) impose the District Sales Tax, which will be used to reimburse the Developer for Reimbursable Project Costs and to pay the operating costs of the District.

On August 1, 2015, the City of Eureka, Missouri (the "City"), the Hilltop Village Center Community Improvement District (the "CID"), and Parcfront Group, L.P. (the "Developer") entered into a Development Agreement. Subject to the requirements of the Agreement, including without limitation Section 5.6 of the Agreement, stating that no District Notes shall be issued until such time as the Developer has submitted and the District has approved a Certificate of Reimbursable Project Costs. The District may issue, or cause to be issued, the District Notes in the form and substance as dictated by the resolution adopted by the District's Board of Directors approving the issuance of the District Notes. The District Notes shall be issued in an aggregate principal amount not to exceed the Maximum Reimbursement Amount. Any District Notes issued to the Developer shall bear interest at a fixed rate per annum equal to the Treasury Rate 20-Year plus one and one half percent (1.5%), provided that the interest rate on the District Notes shall not exceed 10 percent per annum.

A reporting entity is comprised of the primary government, component units, and other organizations that are included to ensure that the financial statements of the District are not misleading. The primary government consists of all funds, departments, boards and agencies that are not legally separate from the District.

Component units are legally separate organizations for which the District is financially accountable. The District is financially accountable for an organization if the District appoints a voting majority of the organization's governing board and (1) the District is able to significantly influence the programs or services performed or provided by the organization; or (2) the District is legally entitled to or can otherwise access the organization's resources; the District is legally obligated or has otherwise assumed the responsibility to finance the deficits of, or provide financial support to, the organization; or the District is obligated for the debt of the organization. Component units may also include organizations that are fiscally dependent on the District in that the District approves the budget, the issuance of debt, or the levying of taxes. The District has no component units.

The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The most significant of the District's accounting policies are described below.

A) BASIS OF PRESENTATION

Special-purpose governments engaged in a single governmental program and having no component units may present financial statements as combining fund financial statements with government-wide statements. This is illustrated on the Statements of Net Position and Governmental funds Balance Sheet - Cash Basis and Statements of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balances - Cash Basis.

Hilltop Village Center Community Improvement District

Notes to Financial Statements
For the Year Ended June 30, 2020

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

A) BASIS OF PRESENTATION (CONCLUDED)

In the fund financial statements, financial transactions and accounts of the District are organized on the basis of funds. The operation of each fund is considered to be an independent fiscal and separate accounting entity, with a self-balancing set of accounts recording cash and/or other financial resources together with all related liabilities and residual equities or balances, and changes therein, which are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The fund statements are also presented on a cash basis of accounting.

The following is a brief description of the specific funds used by the District.

Governmental Funds

General Fund – The District maintains one fund that makes up the General fund, as follows:

Sales Tax Trust Fund - The Sales Tax Trust Fund is the fund that the Missouri Department of Revenue deposits sales tax revenues into. Revenues are derived primarily from sales taxes.

B) BASIS OF ACCOUNTING

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied. Government-wide financial statements and Fund Financial Statements are prepared using the cash basis of accounting, a special purpose framework. Under the cash basis, revenues are recognized when received rather than when earned and expenditures are recognized when cash is disbursed rather than when the obligation is incurred.

C) BUDGETS AND BUDGETARY ACCOUNTING

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- 1) In accordance with Section 67 of the Missouri Revised Statutes, the budget officer, as designated by the District, prepares and adopts an annual budget which represents the complete financial plan for the ensuing budget year. The budget includes at least the following information:
 - a) A budget message describing the important features of the budget and major changes from the preceding year;
 - b) Estimated revenues to be collected from all sources for the budget year, with a comparative statement of actual or estimated revenues for the two years next preceding, itemized by year, fund, activity and object;
 - c) The amount required for the payment of interest, amortization, and redemption charges on the debt of the District;
 - d) A general budget summary.
- 2) In no event shall the total proposed expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year.

Hilltop Village Center Community Improvement District

Notes to Financial Statements
For the Year Ended June 30, 2020

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C) BUDGETS AND BUDGETARY ACCOUNTING (CONCLUDED)

- 3) The District may revise, alter, increase or decrease the items in the proposed budget, subject to such limitations as may be provided by law provided, that in no event, shall the total authorized expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year.
- 4) The District shall, before the beginning of the fiscal year, approve the budget and approve or adopt such orders, motions, resolutions or ordinances as may be required to authorize the budgeted expenditures and produce the revenues in the budget.
- 5) After the District has approved the budget and approved or adopted the orders, motions, resolutions or ordinances required to authorize the expenditures proposed in the budget, the District shall not increase the total amount authorized for expenditure from any fund, unless the District Board adopts a resolution setting forth the facts and reasons making the increase necessary and approves or adopts an order, motion resolution or ordinance to authorize the expenditures.

The 2020 budget was approved at the regularly scheduled Board of Directors' meeting.

D) CAPITAL ASSETS AND LONG-TERM LIABILITIES

In accordance with the cash basis of accounting, the government-wide and fund financial statements report capital asset additions as expenditures when cash is expended and debt proceeds are shown as other financing sources when cash is received. Debt principal payments are shown as expenditures when payments are made. Capital assets and long term liabilities are not maintained on these financial statements but long term debt is disclosed later in these notes to the financial statements.

E) FUND BALANCE AND NET POSITION

Net Position represents the difference between assets and liabilities. Net Position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the District or through external restrictions imposed by laws or regulations of the government. All other net position that does not meet the definition of "restricted" are reported as unrestricted net position. It is the District's policy to expend restricted resources first if the restrictions are met.

Fund balances are classified as follows:

Nonspendable- This classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) are legally or contractually required to be maintained intact. The District did not have any nonspendable fund balance as of June 30, 2020.

Restricted- This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or law or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. The District did not have any restricted fund balance as of June 30, 2020.

Committed- This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the District's Board. These amounts cannot be used for any other purpose unless the Board removes or changes the specified use by taking the same type of action (ordinance or resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements. The District had no committed resources as of June 30, 2020.

Hilltop Village Center Community Improvement District

Notes to Financial Statements
For the Year Ended June 30, 2020

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONCLUDED)

E) FUND BALANCE AND NET POSITION (CONCLUDED)

Assigned- This classification includes amounts that are constrained by the District's intent to be used for a specific purpose but are neither restricted nor committed. This intent can be expressed by the District Board through budgetary process. The District had no assigned resources as of June 30, 2020.

Unassigned- All amounts not included in other spendable classifications.

The District would typically use Restricted fund balances first, followed by Committed resources, and then Assigned resources, as appropriate opportunities arise, but reserves the right to selectively spend Unassigned resources first to defer the use of these other classified funds.

2) CASH AND CASH EQUIVALENTS

The District complies with various restrictions on deposits and investments, which are imposed by the state statutes as follows:

Deposits - All deposits with financial institutions must be collateralized in an amount at least equal to uninsured deposits.

Investments - The District may invest in bonds of the State of Missouri or any wholly owned corporation of the United States; or in other short-term obligations of the United States.

Cash of the District at June 30, 2020 is as follows:

Deposits

At June 30, 2020, the carrying amount of the District's deposits was \$22,068 and the bank balance was \$22,068. The bank balance in the Sales Tax Trust Fund was \$22,068 at year end. Any balance maintained in this account would be covered by federal depository insurance up to \$250,000.

Investments

There were no investments at June 30, 2020.

3) COMMITMENTS

On August 1, 2015, the City of Eureka, Missouri (the "City"), the Hilltop Village Center Community Improvement District (the "CID"), and Parcfront Group, L.P. (the "Developer") entered into a Development Agreement. Whereas, the District is authorized under the CID Act to (a) undertake the District Project, which included certain improvements and services within the boundaries of the District and, in connection with the remediation of blighting conditions within the District, entering into a contract with the Developer (as a private property owner within the District) for the demolition and removal, renovation, reconstruction or rehabilitation of any building or structure owned by the Developer, and (b) impose the District Sales Tax, which will be used to reimburse the Developer for Reimbursable Project Costs and to pay the operating costs of the District.

4) LITIGATION

At June 30, 2020 there were no claims or lawsuits pending against the District.

Hilltop Village Center Community Improvement District

Notes to Financial Statements For the Year Ended June 30, 2020

5) TAXES

Per Resolution 15-008, adopted September 3, 2015, the District has imposed a sales tax pursuant to the CID Act at a rate of one percent (1%), (the "CID Sales Tax") on all retail sales made in the District which are subject to the taxation pursuant to the provision of Sections 144.010 to 144.525, RSMo, with certain exceptions listed in the CID Act. These exceptions include sale or use of motor vehicles, trailers, boats or outboard motors, sale of electricity or electrical current, water and gas, natural or artificial, and sales of service to telephone subscribers, whether local or long distance.

6) LONG-TERM DEBT

Pursuant to the Development Agreement, the District may issue, or cause to be issued, the District Notes in the form and substance as dictated by the resolution adopted by the District's Board of Directors approving the issuance of the District Notes. The District Notes shall be issued in an aggregate principal amount not to exceed the Maximum Reimbursement Amount. Any District Notes issued to the Developer shall bear interest at a fixed rate per annum equal to 0%.

The District issued Notes in the amount of \$557,389 on July 25, 2019. Following is a summary of the District Notes for the fiscal year ended June 30, 2020. The District made principal payments of \$60,000 but did not make any interest payments during the fiscal year.

District notes payable, July 1, 2019	\$ 1,144,078
Notes issued	557,389
Notes retired	(60,000)
District notes payable, June 30, 2020	<u>\$ 1,641,467</u>

7) PROJECT COSTS

The District incurred \$557,389 in project costs during the year ended June 30, 2020.

8) SUBSEQUENT EVENTS

These financial statements considered subsequent events through November 23, 2020, the date the financial statements were available to be issued.

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally.

The District's operations are heavily dependent on the ability to raise taxes, assess fees, and access the capital markets. Additionally, access to grants and contracts from federal, state and local governments may decrease or may not be available depending on appropriations. The outbreak may have a continued material adverse impact on economic and market conditions, triggering a period of global economic slowdown. This situation is expected to depress the tax bases and other areas in which the District received revenue during fiscal year 2020. As such, this may hinder our ability for the District to meet the needs of its constituents. It may also lead to the District to seek debt forbearance and additional sources of debt. As such, our financial condition and liquidity may be negatively impacted for the fiscal year 2020.

Supplementary Information

Hilltop Village Center Community Improvement District

Statement of Revenues Collected and Expenditures Paid -

General Fund - Budget and Actual - Cash Basis

For the Year Ended June 30, 2020

	Budgeted Amount Original	Budgeted Amount Final	Actual	Variance - Favorable (Unfavorable)
Revenues:				
CID sales & use tax revenues	\$ 70,000	\$ 57,150	\$ 80,294	\$ 23,144
Total Revenues	<u>\$ 70,000</u>	<u>\$ 57,150</u>	<u>\$ 80,294</u>	<u>\$ 23,144</u>
Expenditures:				
Bank fees	\$ -	\$ -	\$ 83	\$ (83)
Administrative expenses	5,500	5,500	5,500	-
Legal and professional fees	5,500	5,500	3,122	2,378
District note principal repayment	60,000	46,000	60,000	(14,000)
Project costs	-	-	557,389	(557,389)
Total Expenditures	<u>\$ 71,000</u>	<u>\$ 57,000</u>	<u>\$ 626,094</u>	<u>\$ (569,094)</u>
Other Financing Sources (Uses)				
District note proceeds	\$ -	\$ -	\$ 557,389	\$ 557,389
Total Other Financing Sources (Uses)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 557,389</u>	<u>\$ 557,389</u>
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses	<u>\$ (1,000)</u>	<u>\$ 150</u>	<u>\$ 11,589</u>	<u>\$ 11,439</u>
Fund Balances - at beginning of the year		<u>10,479</u>	<u>10,479</u>	
Fund Balances - at end of the year		<u>\$ 10,629</u>	<u>\$ 22,068</u>	

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

Compliance Section



100 North Sixth Street • P.O. Box 796 • Hannibal, Missouri 63401-0796 • Phone (573) 221-5998 • Fax (573) 221-2044

**Independent Auditor's Report on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with Government Auditing Standards**

To the Board of Directors
Hilltop Village Center Community Improvement District
Eureka, Missouri

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 Hilltop Village Center Community Improvement District, as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise Hilltop Village Center Community Improvement District's basic financial statements, and have issued our report thereon dated November 23, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Hilltop Village Center Community Improvement 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 Hilltop Village Center Community Improvement District's internal control. Accordingly, we do not express an opinion on the effectiveness of Hilltop Village Center Community Improvement 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 Hilltop Village Center Community Improvement 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

**Independent Auditor's 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* (Concluded)**

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.

Wade Stables P.C.

Wade Stables P.C.
Certified Public Accountants

November 23, 2020
Hannibal, Missouri