

**MILE HIGH UNITED WAY CURTIS PARK**

**Financial Statements  
and  
Independent Auditors' Report  
June 30, 2014**

**MILE HIGH UNITED WAY CURTIS PARK**

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## **INDEPENDENT AUDITORS' REPORT**

To the Board of Directors  
Mile High United Way Curtis Park  
Denver, Colorado

We have audited the accompanying financial statements of Mile High United Way Curtis Park, which are comprised of the statement of financial position as of June 30, 2014, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements.

### **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.

### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 auditors' 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 auditors consider 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.

To the Board of Directors  
Mile High United Way Curtis Park  
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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**OPINION**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mile High United Way Curtis Park as of June 30, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

EKS&H LLLP

EKS&H LLLP

October 23, 2014  
Denver, Colorado

**MILE HIGH UNITED WAY CURTIS PARK**

**Statement of Financial Position  
June 30, 2014**

**Assets**

|                               |                      |
|-------------------------------|----------------------|
| Current assets                |                      |
| Cash and cash equivalents     | \$ 5,246             |
| Restricted cash               | 4,853,836            |
| Due from Mile High United Way | <u>1,678,415</u>     |
| Total current assets          | <u>6,537,497</u>     |
| Non-current assets            |                      |
| Deferred financing costs, net | 395,534              |
| Land                          | 1,534,934            |
| Construction in progress      | <u>12,556,831</u>    |
| Total non-current assets      | <u>14,487,299</u>    |
| Total assets                  | <u>\$ 21,024,796</u> |

**Liabilities and Net Assets**

|                                  |                      |
|----------------------------------|----------------------|
| Non-current liabilities          |                      |
| Long-term debt                   | <u>\$ 18,483,000</u> |
| Total liabilities                | <u>18,483,000</u>    |
| Commitments and contingencies    |                      |
| Net assets                       |                      |
| Unrestricted                     | <u>2,541,796</u>     |
| Total net assets                 | <u>2,541,796</u>     |
| Total liabilities and net assets | <u>\$ 21,024,796</u> |

See notes to financial statements.

**MILE HIGH UNITED WAY CURTIS PARK**

**Statement of Activities  
For the Year Ended June 30, 2014**

|   |                     |
|---|---------------------|
| Revenues - unrestricted                 |                     |
| Contributions from Mile High United Way | \$ 3,025,143        |
| Interest                                | <u>6,124</u>        |
| Total revenues - unrestricted           | <u>3,031,267</u>    |
| Expenses                                |                     |
| Start-up costs                          | 400,000             |
| Professional fees                       | 73,798              |
| Amortization                            | 6,704               |
| Other                                   | <u>8,969</u>        |
| Total expenses                          | <u>489,471</u>      |
| Change in unrestricted net assets       | <u>\$ 2,541,796</u> |

See notes to financial statements.

# MILE HIGH UNITED WAY CURTIS PARK

## Statement of Cash Flows For the Year Ended June 30, 2014

|  |                     |
|--|---------------------|
| Cash flows from operating activities   |                     |
| Change in net assets   | \$ 2,541,796        |
| Adjustments to reconcile change in net assets to net cash used in operating activities |                     |
| Amortization expense   | 6,704               |
| Contributed land   | (1,000,000)         |
| Changes in assets and liabilities  |                     |
| Due from Mile High United Way  | <u>(1,678,415)</u>  |
| Net cash used in operating activities  | <u>(129,915)</u>    |
| Cash flows from investing activities   |                     |
| Purchase of land   | (534,934)           |
| Change in construction in progress   | (12,556,831)        |
| Change in restricted cash  | <u>(4,853,836)</u>  |
| Net cash used in investing activities  | <u>(17,945,601)</u> |
| Cash flows from financing activities   |                     |
| Proceeds from issuance of debt   | 18,483,000          |
| Debt issuance costs paid   | <u>(402,238)</u>    |
| Net cash provided by financing activities  | <u>18,080,762</u>   |
| Net increase in cash   | 5,246               |
| Cash - beginning of year   | <u>-</u>            |
| Cash - end of year   | <u>\$ 5,246</u>     |

See notes to financial statements.

# MILE HIGH UNITED WAY CURTIS PARK

## Notes to Financial Statements

### **Note 1 - Description of Business and Summary of Significant Accounting Policies**

Mile High United Way Curtis Park ("Curtis Park") was formed in May 2013 to construct, finance, and own the Mile High United Way Morgridge Center for Community Change (the "Center"). The Center is to be used by Mile High United Way ("MHUW") as its headquarters and as a community hub. Curtis Park commenced operational activities in December 2013. MHUW is the sole voting member of Curtis Park and has the right to appoint Members of the Board of Directors.

In order to raise additional financing for the Center, MHUW and Curtis Park entered into financing arrangements with investors using new markets tax credits ("NMTC Financing"). The NMTC investors invested approximately \$6,118,000 into MHUW Investment Fund, LLC (the "Fund") in exchange for new markets tax credits. In connection with the NMTC Financing, MHUW lent to the Fund approximately \$12,882,000. As part of the NMTC Financing, the Fund invested a portion of the funds in qualified community development entities ("CDEs"). The CDEs loaned to Curtis Park substantially all of the proceeds of investments made in them by the Fund in the aggregate amount of approximately \$18,483,000 ("Project Loans"), and Curtis Park executed and delivered to the CDEs loan agreements, promissory notes, and deeds of trusts in connection with the Project Loans.

Following the completion of construction of the Center in September 2014, Curtis Park is leasing the Center to MHUW, which will operate the facilities included in the Center (the "Operating Lease").

#### 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.

#### Cash and Cash Equivalents

Curtis Park considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. Curtis Park continually monitors its positions with, and the credit quality of, the financial institutions with which it invests.

#### Restricted Cash

Restricted cash consists of amounts funded by notes payable and deposited into the construction disbursement account to be advanced and used for the construction of the Center, as well as reserves held for CDE asset management fees.

#### Property

Property consists of the land and building costs for the construction of the Center. Construction began in August 2013 and was substantially completed in September 2014. Once completed, all construction in progress will be placed into service and depreciated over its estimated useful life.

# MILE HIGH UNITED WAY CURTIS PARK

## Notes to Financial Statements

### **Note 1 - Description of Business and Summary of Significant Accounting Policies (continued)**

#### Deferred Financing Costs

Deferred financing costs represent costs incurred in connection with the NMTC Financing. Such costs are being amortized over the term of the long-term debt using the straight-line method. During the year ended June 30, 2014, Curtis Park capitalized \$402,238 of financing costs, net of amortization expense of \$6,704.

#### Income Taxes

The IRS has ruled that Curtis Park qualifies as a Section 501(c)(3) of the Internal Revenue Code ("IRC"). Curtis Park also has been determined not to be a private foundation under Section 509(a)(1) of the IRC, but is a public charity. Curtis Park is subject to federal income tax on any unrelated business taxable income.

Curtis Park applies a more-likely-than-not measurement methodology to reflect the financial statement impact of uncertain tax positions taken or expected to be taken in a tax return. After evaluating the tax positions taken, none are considered to be uncertain; therefore, no amounts have been recognized as of June 30, 2014. If incurred, interest and penalties associated with tax positions would be recorded in the period assessed as miscellaneous administrative expense. No interest or penalties have been assessed as of June 30, 2014.

#### Classes of Net Assets

The balances and activities of Curtis Park have been segregated into classes according to the nature of the activity and related restrictions imposed by funding sources and designations approved by the Board of Directors.

#### *Unrestricted Net Assets*

This class is used to account for resources for which Curtis Park has discretionary control.

#### *Temporarily Restricted Net Assets*

This class is used to account for amounts administered by Curtis Park that are stipulated by donors for specific operating purposes or for future periods. Curtis Park does not currently maintain any temporarily restricted net assets.

#### *Permanently Restricted Net Assets*

This class is used to account for monies that must be maintained permanently by Curtis Park as required by the donor. Curtis Park does not currently maintain any permanently restricted net assets.

#### Subsequent Events

Subsequent events have been evaluated through the date of the auditors' report date, which is the date the financial statements were issued.

# MILE HIGH UNITED WAY CURTIS PARK

## Notes to Financial Statements

### **Note 2 - Long-Term Debt**

In December 2013, Curtis Park received the proceeds of six notes payable to three separate CDEs related to the NMTC Financing. The proceeds of this financing is being used to build the Center. Each CDE has issued two notes to Curtis Park. Total proceeds of the six notes were \$18,483,000. No principal payments were made in 2014. Interest accrues at 1.1453%. The notes require quarterly interest only payments through February 2021. Beginning March 2021, quarterly principal and interest payments will be made through September 11, 2043, at which time all remaining notes payable balances become due. The notes are secured by deeds of trust on the property and assignment of leases and rents. The new market tax credits have a seven-year compliance period.

### **Note 3 - Related Party Transactions**

During the year ended June 30, 2014, MHUW contributed property to Curtis Park valued at \$1,534,934, in exchange for \$534,934. The remaining \$1,000,000 was recorded as a contribution in the Statement of Activities. As of June 30, 2014, MHUW had also committed to contribute an additional \$2,025,143 to Curtis Park in conjunction with the NMTC Financing.

Curtis Park reimbursed MHUW \$300,000 for costs incurred by MHUW in the sale of its former building during the year ended June 30, 2014 that is presented within start-up costs in the Statement of Activities.

As part of the construction of the Center, Curtis Park entered into a Development Services Agreement (the "Agreement") with MHUW whereby MHUW is to provide certain services with respect to overseeing the development of the Center. As a significant amount of these services had been performed by MHUW as of June 30, 2014 and no default of the Agreement is expected, Curtis Park has recorded the \$100,000 developer fee expense within start-up costs in the Statement of Activities for the year ended June 30, 2014.